

STATUTORY INSTRUMENTS

2018 No. 1298

EXITING THE EUROPEAN UNION COMPANIES FEES AND CHARGES

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

<i>Sift requirements satisfied</i>	<i>21st November 2018</i>
<i>Made - - - -</i>	<i>3rd December 2018</i>
<i>Laid before Parliament</i>	<i>5th December 2018</i>
<i>Coming into force in accordance with regulation 1</i>	

The Secretary of State makes these Regulations in exercise of the powers conferred by section 8(1) of the European Union (Withdrawal) Act 2018 ^{M1}.

The requirements of paragraph 3(2) of Schedule 7 to that Act (relating to the appropriate Parliamentary procedure for these regulations) have been satisfied.

Marginal Citations

M1 [2018 c.16](#).

PART 1 **U.K.**

Introduction

Citation and commencement **U.K.**

1. These Regulations may be cited as the European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 and come into force on exit day ^{M2}.

Commencement Information

11 [Reg. 1](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M2 [Section 20\(1\)](#) of the European Union (Withdrawal) Act 2018 defines “exit day”.

PART 2 U.K.

Amendment of subordinate legislation

Amendment of the European Public Limited-Liability Company Regulations 2004 U.K.

2. The European Public Limited-Liability Company Regulations 2004 ^{M3} are amended in accordance with regulations 3 to 47.

Commencement Information

I2 [Reg. 2](#) in force on IP completion day, see [reg. 1](#) and 2020 c. 1, [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M3 [S.I. 2004/2326](#); amended by the [Companies Act 2006 \(c.46\)](#), [S.I. 2008/948](#), [S.I. 2009/2400](#), [S.I. 2009/3348](#), [S.I. 2014/2382](#), [S.I. 2015/1695](#), [S.I. 2016/375](#) and [S.I. 2016/599](#).

U.K.

3. In regulation 2 (EC Directive and EC Regulation)—

- (a) in the heading omit “EC Directive and”;
- (b) omit the definition of “the EC Directive”.

Commencement Information

I3 [Reg. 3](#) in force on IP completion day, see [reg. 1](#) and 2020 c. 1, [Sch. 5 para. 1\(1\)](#)

U.K.

4. In regulation 3 (interpretation) ^{M4}—

- (a) in paragraph (1)—
 - (i) in the definition of “SE”—
 - (aa) after “EC Regulation ^{M5}” insert “, as it had effect immediately before [^{F1}IP completion day], ”;
 - (bb) omit “which is to be, or is,”;
 - (ii) after the definition of “SE”, insert—

““UK Societas” means an SE on or after [^{F1}IP completion day].”;
- (b) in paragraphs (3) and (4)—
 - (i) omit “or the EC Directive”;
 - (ii) omit “or Directive”.

F1 Words in [reg. 4\(a\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [3\(a\)](#)

Commencement Information

I4 Reg. 4 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M4 Regulation 3 was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

M5 OJ L No. 294, 10.11.2001, p.1.

U.K.

5. In the heading to Part 2 (registration of SEs and the registrar etc.), for “SEs” substitute “ UK Societates ”.

Commencement Information

I5 [Reg. 5](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

6. In regulation 4 (the registrar), for “an SE” substitute “ a UK Societas ”.

Commencement Information

I6 [Reg. 6](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

7. Omit regulations 5 to 12.

Commencement Information

I7 [Reg. 7](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

8. Before regulation 13 (documents sent to the registrar) insert—

“Conversion 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 [^{F2}IP completion day], the registrar must—

(a) amend the register, so that on and after [^{F3}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 [F³IP completion day];

(b) within 21 days of [F⁴IP 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 [F⁴IP 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 [F⁵IP 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 [F⁶IP completion day].

(4) Paragraph (5) applies in relation to an SE—

(a) which immediately before [F⁷IP 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 [F⁷IP 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 [F⁸IP completion day].

References in the Companies Act 2006 to a certificate of incorporation

12B.—(1) Following the conversion of an SE to a UK Societas, references in sections 80 (change of name: registration and issue of new certificate of incorporation), 1064 (public notice of issue of certificate of incorporation) and 1065 (right to certificate of incorporation) of the Companies Act 2006 ^{M6} to a company's certificate of incorporation shall be construed as a reference to the certificate of conversion given under regulation 12A(1)(b).

(2) A requirement in those sections for the registrar to issue a certificate of incorporation to a company shall—

(a) be construed as a requirement to issue a certificate of conversion similar to the certificate under regulation 12A(1)(b); and

(b) apply with such other modifications as the registrar considers necessary in consequence of sub-paragraph (a).”.

- F2** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(i\)\(aa\)](#)
- F3** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(i\)\(bb\)](#)
- F4** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(i\)\(cc\)](#)
- F5** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(ii\)](#)
- F6** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(iii\)](#)
- F7** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(iv\)](#)
- F8** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(b\)\(v\)](#)

Commencement Information

- I8** [Reg. 8](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M6** [2006 c.46](#).

U.K.

9. In regulation 13 (documents sent to the registrar) ^{M7}, omit paragraph (2).

Commencement Information

- I9** [Reg. 9](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M7** [Regulation 13](#) was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

U.K.

10. In regulation 13A (application of language requirements to documents relating to SEs) ^{M8}—
- (a) in the heading, for “SEs” substitute “UK Societates”;
- (b) in paragraph (2)—
- (i) in sub-paragraph (b), in the substituted section (2)—
- (aa) omit sub-paragraphs (a) to (c);
- (bb) in sub-paragraph (d), for “those Regulations” substitute “the European Public Limited-Liability Company Regulations 2004”;
- (cc) in sub-paragraph (e), for “SE” substitute “UK Societas”;

- (ii) in sub-paragraph (c), for “an SE” substitute “ a UK Societas ”;
- (c) in paragraph (3), for “an SE” substitute “ a UK Societas ”;
- (d) in paragraph (4) after “the EC Regulation”, insert “ as it had effect at the time of such delivery, ”;
- (e) omit paragraph (5).

Commencement Information

I10 [Reg. 10](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M8 [Regulation 13A](#) was inserted by [S.I. 2009/2400](#) and amended by [S.I. 2014/2382](#).

U.K.

- 11.** In regulation 14 (application of the 2006 Act to the registration of SEs) ^{M9}—
- (a) in the heading, for “SEs” substitute “ UK Societates ”;
 - (b) in sub-paragraph (1)(a)—
 - (i) for “SEs” substitute “ UK Societates ”;
 - (ii) after “the EC Regulation”, insert “ , including as they had effect at the time of any such registration ”.

Commencement Information

I11 [Reg. 11](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M9 [Regulation 14](#) was amended by [S.I. 2009/2400](#).

U.K.

- 12.** In regulation 15 (false statements in documents delivered to the registrar) ^{M10}—
- (a) in paragraph (a), omit “regulations 5 to 10 and”;
 - (b) omit paragraph (b).

Commencement Information

I12 [Reg. 12](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M10 [Regulation 15](#) was amended by [S.I. 2014/2382](#).

U.K.

- 13.** Omit regulations 55 to 58.

Commencement Information

I13 [Reg. 13](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

14. In regulation 59 (power of the management or administrative organ of an SE to amend statutes where in conflict with employee involvement arrangements (Article 12(4)))—

- (a) in the heading, for “an SE” substitute “ a UK Societas ”;
- (b) for “SE” substitute “ UK Societas ”.

Commencement Information

I14 [Reg. 14](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

15. In regulations 61, 62 and 64, for “an SE”, in each place it occurs, substitute “ a UK Societas ”.

Commencement Information

I15 [Reg. 15](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

16. In regulation 65 (timing of the first general meeting of an SE (Article 54(1)))—

- (a) in both the heading and the text of the regulation, for “an SE” substitute “ a UK Societas ”;
- (b) for “an SE's” substitute “ its ”;
- (c) after “incorporation”, insert “ as an SE ”.

Commencement Information

I16 [Reg. 16](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

17. In regulation 66 (proportion of shareholders of an SE who may require one or more additional items to be put on the agenda of any general meeting (Article 56))—

- (a) in both the heading and the text of the regulation, for “an SE” substitute “ a UK Societas ”;
- (b) for “the SE's” substitute “the UK Societas's”.

Commencement Information

I17 [Reg. 17](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

18. In regulation 67 (SEs subject to law on public limited liability companies as regard the expression of their capital (Article 67(1)))—

- (a) in the heading, for “SEs” substitute “ UK Societates ”;
- (b) for “an SE” substitute “ a UK Societas ”.

Commencement Information

I18 [Reg. 18](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

19. Omit regulations 68 to 70.

Commencement Information

I19 [Reg. 19](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

20. In regulation 71 (publication of other documents or information (Articles 8(12), 15(2), 59(3) and 65))—

- (a) in the heading, omit “8(12), 15(2),”;
- (b) omit paragraphs (3) and (4).

Commencement Information

I20 [Reg. 20](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

21. Omit regulations 72 to 74.

Commencement Information

I21 [Reg. 21](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

22. In regulation 75 (competent authorities) ^{M11}—

- (a) in paragraph (a), for “8, 54, 55 and 64” substitute “ 54 and 55 ”;
- (b) omit paragraphs (b) and (c).

Commencement Information

I22 [Reg. 22](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M11 Regulation 75 was amended by S.I. 2009/2400.

U.K.

23. In regulation 76 (enforcement of obligation to amend statutes in conflict with arrangements for employee involvement)^{M12}—

- (a) in paragraph (1)—
 - (i) in sub-paragraph (a), for “an SE” substitute “ a UK Societas ”;
 - (ii) in sub-paragraph (b), for “SE” substitute “ UK Societas ”;
- (b) in sub-paragraphs (2)(a)-(c), for “an SE”, in each place it occurs, substitute “ a UK Societas ”.

Commencement Information

I23 Reg. 23 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M12 Regulation 76 was amended by S.I. 2009/2400.

U.K.

24. In regulation 77 (records of an SE transferred under Article 8(11) or a public company ceasing to exist under Article 29(1) and (2))^{M13}—

- (a) for the heading substitute “ records of an SE transferred under Article 8 of the EC Regulation (as it had effect immediately before [F9IP completion day]) ”;
- (b) for paragraph (1) substitute—

“(1) Where the registration of an SE is deleted under regulation 12A(5) following a transfer of its registered office to another Member State, the records of that SE kept by the registrar must continue to be kept by her for a period of twenty years following such a deletion.”;
- (c) in paragraph (2)—
 - (i) after “regulation 11”, insert “ of these Regulations, as they had effect at the time of delivery ”;
 - (ii) after “Article 8(8)”, insert “ of the EC Regulation, as it had effect at the time of issue, ”.

F9 Words in reg. 24(a) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(c)

Commencement Information

I24 Reg. 24 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M13 Regulation 77 was amended by S.I. 2014/2382.

U.K.

25. In regulation 78 (application of enactments to members of supervisory, management and administrative organs)—

- (a) in paragraph (1), for “SEs” substitute “ UK Societates ”;
- (b) in paragraph (5), for “SE” substitute “ UK Societas ”.

Commencement Information

I25 [Reg. 25](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

26. In regulation 79 (register of members of supervisory organ) ^{M14}—

- (a) in paragraph (1), for “SE” substitute “ UK Societas ”;
- (b) in paragraph (3), for “SE's” substitute “UK Societas's”;
- (c) in paragraph (4)—
 - (i) in the words before sub-paragraph (a), for “SE” substitute “ UK Societas ”;
 - (ii) in the words after sub-paragraph (b), for “SE's” substitute “UK Societas's”;
- (d) in paragraph (5), for “SE” substitute “ UK Societas ”;
- (e) in paragraph (6)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for each of the remaining occurrences of “SE” substitute “ UK Societas ”;
- (f) in paragraph (10)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrence of “SE” substitute “ UK Societas ”.

Commencement Information

I26 [Reg. 26](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M14 [Regulation 79](#) was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

U.K.

27. In regulation 80 (particulars of members to be registered under regulation 79: individuals) ^{M15}—

- (a) in paragraph (1), in the words before sub-paragraph (a), for “an SE's” substitute “a UK Societas's”;
- (b) in paragraph (5), for “The SE's” substitute “The UK Societas's”.

Commencement Information

I27 [Reg. 27](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M15 Regulation 80 was amended by S.I. 2008/948 and S.I. 2009/2400.

U.K.

28. In regulation 80A (particulars of members to be registered under regulation 79: corporate members and firms) ^{M16}—

- (a) for “an SE’s” substitute “a UK Societas’s”;
- (b) for paragraph (c) substitute—
 - “(c) in the case of a limited company that is a UK-registered company, the registered number;”.

Commencement Information

I28 Reg. 28 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M16 Regulation 80A was inserted by S.I. 2009/2400.

U.K.

29. In regulation 80B (register of residential addresses of members of an SE’s supervisory organ) ^{M17}—

- (a) in the heading, for “an SE’s” substitute “a UK Societas’s”;
- (b) in paragraph (1), for “SE” substitute “UK Societas”;
- (c) in paragraph (3), for “SE’s”, in both places, substitute “UK Societas’s”;
- (d) in paragraph (4)—
 - (i) for “an SE” substitute “a UK Societas”;
 - (ii) for each of the remaining occurrences of “SE” substitute “UK Societas”;
- (e) in paragraph (7)—
 - (i) for “an SE” substitute “a UK Societas”;
 - (ii) for the remaining occurrence of “SE” substitute “UK Societas”.

Commencement Information

I29 Reg. 29 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M17 Regulation 80B was inserted by S.I. 2009/2400.

U.K.

30. In regulation 80C (duty to notify registrar of changes) ^{M18}—

- (a) in paragraph (1)—
 - (i) for “an SE” substitute “a UK Societas”;

- (ii) for the remaining occurrence of “SE” substitute “ UK Societas ”;
- (b) in paragraphs (1A) and (2), for “SE's” substitute “UK Societas's”;
- (c) in paragraph (3)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for “SE's”, in both places, substitute “UK Societas's”;
- (d) in paragraph (3A), for “SE's” substitute “UK Societas's”;
- (e) in paragraph (4)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrences of “SE” substitute “ UK Societas ”.

Commencement Information

I30 [Reg. 30](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M18 [Regulation 80C](#) was inserted by [S.I. 2009/2400](#) and amended by [S.I. 2015/1695](#) and [S.I. 2014/2382](#).

U.K.

- 31.** In regulation 80D (protected information: restriction on use or disclosure by SE) ^{M19}—
- (a) in the heading, for “SE” substitute “ UK Societas ”;
 - (b) for “an SE” substitute “ a UK Societas ”.

Commencement Information

I31 [Reg. 31](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M19 [Regulation 80D](#) was inserted by [S.I. 2009/2400](#).

U.K.

- 32.** In regulation 80DA (information within section 790ZF(2): restriction on use or disclosure by an SE) ^{M20}—
- (a) in both the heading and the text of the regulation, for “an SE” substitute “ a UK Societas ”;
 - (b) after “regulations 5 to 10 and 85”, insert “ of these Regulations, as they had effect at the time such protected information was delivered to the registrar ”.

Commencement Information

I32 [Reg. 32](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M20 [Regulation 80DA](#) was inserted by [S.I. 2016/375](#).

U.K.

33. In regulation 80E (putting a member of the supervisory organ's address on the public record)
^{M21}—

- (a) for “an SE” substitute “ a UK Societas ”;
- (b) for “SE's”, in both places, substitute “UK Societas's”.

Commencement Information

I33 [Reg. 33](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M21 [Regulation 80E](#) was inserted by [S.I. 2009/2400](#).

U.K.

34. In regulation 81 (the SE as a body corporate)^{M22}—

- (a) in the heading, for “SE” substitute “ UK Societas ”;
- (b) in paragraph (1)—
 - (i) for “an SE”, in both places, substitute “ a UK Societas ”;
 - (ii) omit “whether or not registered in the United Kingdom”;
- (c) in paragraph (2), for “an SE” substitute “ a UK Societas ”.

Commencement Information

I34 [Reg. 34](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M22 [Regulation 81](#) was amended by [S.I. 2009/2400](#).

U.K.

35. In regulation 82 (notification of amendments to statutes and insolvency events (Articles 59(3) and 65))^{M23}—

- (a) in paragraph (1), for “SE” substitute “ UK Societas ”;
- (b) in paragraph (1A), for “SE's”, substitute “UK Societas's”;
- (c) in paragraph (2), for “SE” substitute “ UK Societas ”.

Commencement Information

I35 [Reg. 35](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M23 [Regulation 82](#) was amended by [S.I. 2009/2400](#) and [S.I. 2014/2382](#).

U.K.

- 36.** In regulation 83 (accounting reference period and financial year of transferring SE) ^{M24}—
- (a) in the heading, for “SE” substitute “ UK Societas ”;
 - (b) in paragraph (1), in the words before sub-paragraph (a)—
 - (i) for “an SE transfers” substitute “ a UK Societas had before [^{F10}IP completion day], and while an SE, transferred ”;
 - (ii) after “Article 8”, insert “of the EC Regulation, as it had effect at the time of that transfer, that UK Societas's”;
 - (c) in sub-paragraph (1)(a), omit “its”;
 - (d) in sub-paragraph (1)(b)—
 - (i) omit “its”;
 - (ii) for “SE” substitute “ UK Societas ”;
 - (e) in sub paragraphs (2) and (3), for “transferring SE” substitute “ UK Societas ”.

F10 Words in [reg. 36\(b\)\(i\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(d\)](#)

Commencement Information

I36 Reg. 36 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M24 Regulation 83 was amended by [S.I. 2008/948](#) and 2009/2400.

U.K.

- 37.** Omit regulation 84.

Commencement Information

I37 [Reg. 37](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

- 38.** In the heading to Part 7 (provisions relating to the conversion of an SE to a public company in accordance with Article 66 of the EC Regulation), for “an SE” substitute “ a UK Societas ”.

Commencement Information

I38 [Reg. 38](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

- 39.** In regulation 85 (registration of a public company by the conversion of an SE) ^{M25}—
- (a) in the heading, for “an SE” substitute “ a UK Societas ”;
 - (b) in paragraph (1)—

- (i) in the words before sub-paragraph (a), for “an SE” substitute “ a UK Societas ”;
- (ii) in sub-paragraph (d), for “SE” substitute “ UK Societas ”;
- (c) in paragraph (2), for “SE’s” substitute “UK Societas’s”;
- (d) in paragraphs (5), (8) and (9), for “SE”, in each place it occurs, substitute “ UK Societas ”;
- (e) in paragraph (11), sub-paragraph (a)—
 - (i) for “SE” substitute “ UK Societas ”;
 - (ii) after “registered” insert “ as an SE ”;
- (f) in paragraph (12), for “SE”, in both places, substitute “ UK Societas ”.

Commencement Information

I39 [Reg. 39](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M25 [Regulation 85](#) was amended by [S.I. 2009/2400](#), [S.I. 2014/2382](#), [S.I. 2015/1695](#), [S.I. 2016/375](#) and [S.I. 2016/599](#).

U.K.

- 40.** In regulation 85A (statement of compliance) ^{M26}, for “an SE” substitute “ a UK Societas ”.

Commencement Information

I40 [Reg. 40](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M26 [Regulation 85A](#) was inserted by [S.I. 2014/2382](#).

U.K.

- 41.** In regulation 86 (publication of draft terms of conversion) ^{M27}, for “SE’s” substitute “UK Societas’s”.

Commencement Information

I41 [Reg. 41](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M27 [Regulation 86](#) was amended by [S.I. 2014/2382](#) and [S.I. 2009/2400](#).

U.K.

- 42.** In regulation 87 (registration under the 2006 Act) ^{M28}—
- (a) in paragraph (3)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrence of “SE” substitute “ UK Societas ”;

(b) in paragraph (4), for “SE” substitute “ UK Societas ”.

Commencement Information

I42 [Reg. 42](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M28 [Regulation 87](#) was amended by [S.I. 2014/2382](#) and [S.I. 2009/2400](#).

U.K.

43. In regulation 88 (effect of registration) ^{M29}, for “SE”, in each place it occurs, substitute “ UK Societas ”.

Commencement Information

I43 [Reg. 43](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M29 [Regulation 88](#) was amended by [S.I. 2008/948](#), [S.I. 2009/2400](#) and [S.I. 2014/2382](#).

U.K.

44. In regulation 89 (records of a converting SE) ^{M30} for “SE”, in each place it occurs, substitute “ UK Societas ”.

Commencement Information

I44 [Reg. 44](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M30 [Regulation 89](#) was amended by [S.I. 2008/948](#).

U.K.

45. In Schedule 1A (modifications of provisions of the 2006 Act applying in relation to documents sent to the registrar etc) ^{M31}—

- (a) in paragraph 3, for “an SE”, in each place it occurs, substitute “ a UK Societas ”;
- (b) in paragraph 4(a)—
 - (i) for “SE” substitute “ UK Societas ”;
 - (ii) after “registration”, insert “ or its conversion from an SE ”;
- (c) in paragraph 4(b), for “an SE” substitute “ a UK Societas ”;
- (d) in paragraphs 5 and 6, for “an SE” substitute “ a UK Societas ”.

Commencement Information

I45 [Reg. 45](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M31 [Schedule 1A](#) was inserted by [S.I. 2009/2400](#).

U.K.

- 46.** In Schedule 2 (provisions of the 2006 Act applying to the registration of SEs) ^{M32}—
- (a) in the heading, for “SEs” substitute “ UK Societates ”;
 - (b) in paragraphs 1, 2, 3 and 4, for “an SE”, in each place it occurs, substitute “ a UK Societas ”.

Commencement Information

I46 [Reg. 46](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M32 [Schedule 2](#) was amended by [S.I. 2009/2400](#).

U.K.

- 47.** In Schedule 4 (modifications of the Companies Acts etc) ^{M33}—
- (a) in paragraph 5, for “SE” substitute “ UK Societas ”;
 - (b) in paragraph 11, for “SE”, in both places, substitute “ UK Societas ”.

Commencement Information

I47 [Reg. 47](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M33 [Schedule 4](#) was amended by [S.I. 2008/948](#), [S.S.I. 2009/2400](#) and [S.I. 2014/2382](#).

Amendment of the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 **U.K.**

48. The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 ^{M34} are amended in accordance with regulations 49 to 65.

Commencement Information

I48 [Reg. 48](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M34 [S.I. 2009/2401](#); amended by [S.I. 2010/93](#), [S.I. 2013/1956](#), [S.I. 2014/386](#), [S.I. 2014/431](#).

U.K.

- 49.** In regulation 3 (interpretation) ^{M35}—
- (a) in paragraph (1)—
 - (i) omit the definitions of “absolute majority vote” and “agency worker”;

- (ii) for the definition of “employee involvement agreement” substitute—
 - ““employee involvement agreement” means—
 - (a) an agreement reached before [F11IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the UK Societas,
 - (b) an agreement reached before or after [F11IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the SE,
 - (c) an agreement reached after [F11IP completion day] following a special negotiating body having been reconvened under regulation 17 of these Regulations, which governs the arrangements for the involvement of employees within the UK Societas;”;
- (iii) for the definition of “information and consultation representative” substitute—
 - ““information and consultation representatives” means representatives elected or appointed to act pursuant to information and consultation procedures established in an employee involvement agreement instead of a representative body;”;
- (iv) omit the definition of “participation”;
- (v) before the definition of “representative body” insert—
 - ““Relevant State” means an EEA State or the United Kingdom;”;
- (vi) for the definition of “SE” substitute—
 - ““SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it has effect in EU law as amended from time to time;”;
- (vii) omit the definitions of “SE established by merger”, “SE established by formation of a holding company or subsidiary company” and “SE established by transformation”;
- (viii) for the definition of “standard rules on employee involvement” substitute—
 - ““standard rules on employee involvement” means—
 - (a) in respect of a UK Societas the rules on employee involvement which apply by virtue of regulation 19, as it had effect immediately before [F12IP completion day],
 - (b) in respect of an SE the rules laid down by the EEA State in which it has its registered office;”;
- (ix) omit the definitions of “suitable information relating to the use of agency workers”, “two thirds majority vote” and “UK members of the special negotiating body”;
- (x) at the end, insert—
 - ““UK Societas” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [F13IP completion day], which on [F13IP completion day] converted to a United Kingdom Societas within the meaning of the EC Regulation.”;
- (b) in paragraph (2)—
 - (i) after “the EC Directive”, insert “, subject to the stated modifications ”;
 - (ii) for “information” substitute—

““information”, read as if—

- (a) for “Member State” there were substituted “ Relevant State ”,
- (b) after each occurrence of “SE” there were inserted “ or the UK Societas ”;
- (iii) after “consultation” insert “, read as if after each occurrence of “ SE ” there were inserted “or the UK Societas”;
- (c) after paragraph (2) insert—

“(2A) Where an employee involvement agreement was reached before [^{F14}IP completion day] for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after [^{F14}IP completion day] any reference to an “EEA State” in that agreement or those rules, insofar as they apply to that UK Societas, must, where appropriate, be read as if they were to “an EEA State and the United Kingdom.”;
- (d) omit paragraph (4).

- F11** Words in [reg. 49\(a\)\(ii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(c\)\(i\)\(aa\)](#)
- F12** Words in [reg. 49\(a\)\(viii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(e\)\(i\)\(bb\)](#)
- F13** Words in [reg. 49\(a\)\(x\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(e\)\(i\)\(cc\)](#)
- F14** Words in [reg. 49\(c\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(e\)\(ii\)](#)

Commencement Information

I49 Reg. 49 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M35 Regulation 3 was amended by [S.I. 2010/93](#).

U.K.

50. In regulation 4 (application of these regulations)—

- (a) for paragraph (1) substitute—

“(1) These Regulations apply in respect of a UK Societas.”;
- (b) omit paragraph (2);
- (c) in paragraph (3), for sub-paragraph (d) substitute—

“(d) an employee of an SE or a representative of such an employee.”.

Commencement Information

I50 [Reg. 50](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

51. Omit regulations 5 to 16.

Commencement Information

I51 [Reg. 51](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

52. In regulation 17 (decision not to open, or to terminate, negotiations)—

- (a) omit paragraphs (1) and (2);
- (b) in paragraph (3)—
 - (i) omit sub-paragraphs (a) and (b);
 - (ii) in sub-paragraph (c), for “the special negotiating body” substitute “ a special negotiating body ”;
- (c) in paragraph (4)—
 - (i) for sub-paragraph (b) substitute—
 - “(b) by at least 10% of the employees of the UK Societas and its subsidiaries, or by employees' representatives representing at least that percentage of those employees;”;
 - (ii) in sub-paragraph (c)(ii)—
 - (aa) omit “every participating company or, where the SE has been registered,”;
 - (bb) for “SE” substitute “ UK Societas ”;
 - (iii) after paragraph (c), insert—
 - “(d) references in this regulation to paragraph (1) and regulation 16(4) are to those provisions in these Regulations, as they had effect at the time of that decision and publication.”.

Commencement Information

I52 [Reg. 52](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

53. Omit regulations 18 and 19.

Commencement Information

I53 [Reg. 53](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

54. In regulation 20 (disputes about the operation of an employee involvement agreement or the standard rules on employee involvement)—

- (a) in paragraph (1), for “or of the SE” substitute “ , the SE or the UK Societas ”;

- (b) in sub-paragraphs (3)(b), (4)(b), (5)(a) and in both places in the words before sub-paragraph (a) of paragraph (7), after “the SE”, insert “ or the UK Societas ”;
- (c) in paragraph (9), for “or the SE” substitute “ , the SE or the UK Societas ”.

Commencement Information

I54 [Reg. 54](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

55. In regulation 21 (penalties), in the words after sub-paragraph (5)(b), after “the SE” insert “ or the UK Societas ”.

Commencement Information

I55 [Reg. 55](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

56. In regulation 22 (misuse of procedures)—

- (a) in paragraph (1)—
 - (i) in the words before sub-paragraph (a)—
 - (aa) for “or an SE” substitute “ , an SE or a UK Societas ”;
 - (bb) after “the SE”, insert “ or the UK Societas ”;
 - (ii) in sub-paragraph (a)—
 - (aa) after “the SE”, insert “ or the UK Societas ”;
 - (bb) for the second occurrence of “its” substitute “ their ”;
- (b) in sub-paragraph (2)(b), after “its registration”, insert “as an SE (including registration as an SE which subsequently converted to a UK Societas on [^{F15}IP completion day])”;
- (c) in sub-paragraph (3)(b), after “the SE”, insert “ or the UK Societas ”.

F15 Words in [reg. 56\(b\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(f\)](#)

Commencement Information

I56 [Reg. 56](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

57. In regulation 24 (breach of statutory duty), in paragraph (1)—

- (a) after sub-paragraph (a), insert—
 - “(aa) a UK Societas,”;
- (b) in sub-paragraph (b), after “an SE”, insert “ or a UK Societas ”.

Commencement Information

I57 [Reg. 57](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

58. In regulation 25 (withholding of information)—

- (a) in paragraph (1)—
 - (i) in the words before sub-paragraph (a), after “neither an SE”, insert “ , nor a UK Societas, ”;
 - (ii) in sub-paragraph (a), after “the SE”, in both places, insert “ or the UK Societas, ”;
- (b) in paragraph (2)—
 - (i) in the words before sub-paragraph (a), after “the SE” insert “ , the UK Societas ”;
 - (ii) in the words after sub-paragraph (b), after “the SE”, in both places, insert “ , UK Societas ”.

Commencement Information

I58 [Reg. 58](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

59. In regulation 26 (right to time off for members of special negotiating body etc.) in sub-paragraph (1)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas, ”.

Commencement Information

I59 [Reg. 59](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

60. In regulation 29 (unfair dismissal)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”;
- (b) in paragraph (6)—
 - (i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I60 [Reg. 60](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

61. In regulation 31 (detriment)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”;
- (b) in paragraph (6)—
 - (i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I61 [Reg. 61](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

62. In regulation 34 (CAC proceedings)—

- (a) in the words before sub-paragraph (3)(a)—
 - (i) omit “participating company,”;
 - (ii) for “SE” substitute “ UK Societas ”;
- (b) in the words before sub-paragraph (4)(a)—
 - (i) omit “participating company or”;
 - (ii) for “an SE” substitute “ a UK Societas ”.

Commencement Information

I62 [Reg. 62](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

63. In regulation 35 (appeal tribunal: location of certain proceedings under these regulations), in sub-paragraphs (1)(a) and (1)(b)—

- (a) omit “participating company,”;
- (b) for “SE” substitute “ UK Societas ”.

Commencement Information

I63 [Reg. 63](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

64. In regulation 41 (existing employee involvement rights)—

- (a) in paragraph (1)—

- (i) after “an SE” for “, its” substitute “ or a UK Societas, or their ”;
- (ii) for “EEA State” substitute “ Relevant State ”;
- (iii) after “registration of the SE” insert “ (including an SE which converted to a UK Societas on [^{F16}IP completion day]) ”;
- (b) after paragraph (2) insert—
 - “(2A) In this regulation “participation” means the influence of the representative body and the employees' representatives in the SE or the UK Societas by way of the right to—
 - (a) elect or appoint some of the members of the SE or the UK Societas's supervisory or administrative organ, or
 - (b) recommend or oppose the appointment of some or all of the members of the SE or the UK Societas's supervisory or administrative organ.”.

F16 Words in [reg. 64\(a\)\(iii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(g\)](#)

Commencement Information

I64 [Reg. 64](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

65. Omit the Schedule.

Commencement Information

I65 [Reg. 65](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Amendment of the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 **U.K.**

66. The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 ^{M36} are amended in accordance with regulations 67 to 82.

Commencement Information

I66 [Reg. 66](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M36 [S.I. 2009/2402](#).

U.K.

67. In regulation 3 (interpretation) ^{M37}—

- (a) in paragraph (1)—
 - (i) omit the definitions of “absolute majority vote” and “agency worker”;
 - (ii) for the definition of “employee involvement agreement” substitute—
 - ““employee involvement agreement” means—

- (a) an agreement reached before [F17IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the UK Societas,
 - (b) an agreement reached before or after [F17IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the SE,
 - (c) an agreement reached after [F17IP completion day] following a special negotiating body having been reconvened under regulation 17 of these Regulations, which governs the arrangements for the involvement of employees within the UK Societas;”;
- (iii) for the definition of “information and consultation representative” substitute—

““information and consultation representatives” means representatives elected or appointed to act pursuant to information and consultation procedures established in an employee involvement agreement instead of a representative body;”;
- (iv) omit the definition of “participation”;
- (v) before the definition of “representative body” insert—

““Relevant State” means an EEA State or the United Kingdom;”;
- (vi) for the definition of “SE” substitute—

““SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it has effect in EU law as amended from time to time;”;
- (vii) omit the definitions of “SE established by merger”, “SE established by formation of a holding company or subsidiary company” and “SE established by transformation”;
- (viii) for the definition of “standard rules on employee involvement” substitute—

““standard rules on employee involvement” means—

 - (a) in respect of a UK Societas the rules on employee involvement which apply by virtue of regulation 19, as it had effect immediately before [F18IP completion day],
 - (b) in respect of an SE the rules laid down by the EEA State in which it has its registered office;”;
- (ix) omit the definitions of “suitable information relating to the use of agency workers”, “two thirds majority vote” and “UK members of the special negotiating body”;
- (x) at the end, insert—

““UK Societas” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [F19IP completion day], which on [F19IP completion day] converted to a United Kingdom Societas within the meaning of the EC Regulation.”;
- (b) in paragraph (2)—
 - (i) after “the EC Directive”, insert “ , subject to the stated modifications ”;
 - (ii) for “information” substitute—

““information”, read as if—

 - (a) for “Member State”, there were substituted “ Relevant State ”,

- (b) after each occurrence of “SE” there were inserted “ or the UK Societas ”;
- (iii) after “consultation” insert “, read as if after each occurrence of “ SE ” there were inserted “or the UK Societas”;
- (c) after paragraph (2) insert—

“(2A) Where an employee involvement agreement was reached before [^{F20}IP completion day] for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after [^{F20}IP completion day], any reference to an “EEA State” in that agreement or those rules, insofar as they apply to that UK Societas, must, where appropriate, be read as if they were to “an EEA State and the United Kingdom.”;
- (d) omit paragraph (4).

- F17** Words in [reg. 67\(a\)\(ii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(i\)\(aa\)](#)
- F18** Words in [reg. 67\(a\)\(viii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(i\)\(bb\)](#)
- F19** Words in [reg. 67\(a\)\(x\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(i\)\(cc\)](#)
- F20** Words in [reg. 67\(c\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(ii\)](#)

Commencement Information

- I67** Reg. 67 in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M37** Regulation 3 was amended by S.R. [2011 No. 350](#).

U.K.

- 68.** In regulation 4 (application of these regulations)—
- (a) for paragraph (1) substitute—

“(1) These Regulations apply in respect of a UK Societas.”;
 - (b) omit paragraph (2);
 - (c) in paragraph (3), for sub-paragraph (c) substitute—

“(d) an employee of an SE or a representative of such an employee.”.

Commencement Information

- I68** [Reg. 68](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

- 69.** Omit regulations 5 to 16.

Commencement Information

I69 [Reg. 69](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

70. In regulation 17 (decision not to open, or to terminate, negotiations)—

- (a) omit paragraphs (1) and (2);
- (b) in paragraph (3)—
 - (i) omit sub-paragraphs (a) and (b);
 - (ii) in sub-paragraph (c), for “the special negotiating body” substitute “ a special negotiating body ”;
- (c) in paragraph (4)—
 - (i) for sub-paragraph (b) substitute—
 - “(b) by at least 10% of the employees of the UK Societas and its subsidiaries, or by employees' representatives representing at least that percentage of those employees;”;
 - (ii) in sub-paragraph (c)(ii)—
 - (aa) omit “every participating company or, where the SE has been registered,”;
 - (bb) for “SE” substitute “ UK Societas ”;
 - (iii) after paragraph (c), insert—
 - “(d) references in this regulation to paragraph (1) and regulation 16(4) are to those provisions in these Regulations, as they had effect at the time of that decision and publication.”.

Commencement Information

I70 [Reg. 70](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

71. Omit regulations 18 and 19.

Commencement Information

I71 [Reg. 71](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

72. In regulation 20 (disputes about the operation of an employee involvement agreement or the standard rules on employee involvement)—

- (a) in paragraph (1), for “or of the SE” substitute “ , the SE or the UK Societas ”;
- (b) in sub-paragraphs (3)(b), (4)(b), (5)(a) and in both places in the words before sub-paragraph (a) of paragraph (7), after “the SE”, insert “ or the UK Societas ”;
- (c) in paragraph (9), for “or the SE” substitute “ , the SE or the UK Societas ”.

Commencement Information

I72 Reg. 72 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

73. In regulation 21 (penalties), in the words after sub-paragraph (5)(b), after “the SE” insert “or the UK Societas”.

Commencement Information

I73 Reg. 73 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

74. In regulation 22 (misuse of procedures)—

- (a) in paragraph (1)—
 - (i) in the words before sub-paragraph (a)—
 - (aa) for “or an SE” substitute “, an SE or a UK Societas”;
 - (bb) after “the SE”, insert “ or the UK Societas”;
 - (ii) in sub-paragraph (a)—
 - (aa) after “the SE”, insert “ or the UK Societas”;
 - (bb) for the second occurrence of “its” substitute “ their”;
- (b) in sub-paragraph (2)(b), after “its registration”, insert “as an SE (including registration as an SE which subsequently converted to a UK Societas on [F21IP completion day]);
- (c) in sub-paragraph (3)(b), after “the SE”, insert “ or the UK Societas”.

F21 Words in reg. 74(b) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(i)

Commencement Information

I74 Reg. 74 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

75. In regulation 24 (breach of statutory duty), in paragraph (1)—

- (a) after sub-paragraph (a), insert—
 - “(aa) a UK Societas”;
- (b) in sub-paragraph (b), after “an SE”, insert “ or a UK Societas”.

Commencement Information

I75 Reg. 75 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

76. In regulation 25 (withholding of information)—

(a) in paragraph (1)—

(i) in the words before sub-paragraph (a), after “neither an SE”, insert “ , nor a UK Societas ”;

(ii) in sub-paragraph (a), after “the SE”, in both places, insert “ or the UK Societas ”;

(b) in paragraph (2)—

(i) in the words before sub-paragraph (a), after “the SE” insert “ , the UK Societas ”;

(ii) in the words after sub-paragraph (b), after “the SE”, in both places, insert “ , UK Societas ”.

Commencement Information

I76 [Reg. 76](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

77. In regulation 26 (right to time off for members of special negotiating body etc.) in sub-paragraph (1)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I77 [Reg. 77](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

78. In regulation 29 (unfair dismissal)—

(a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”;

(b) in paragraph (6)—

(i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;

(ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;

(iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I78 [Reg. 78](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

79. In regulation 31 (detriment)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”;
- (b) in paragraph (6)—
 - (i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I79 [Reg. 79](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

- 80.** In regulation 34 (Industrial Court proceedings), in the words before sub-paragraph (3)(a)—
- (a) omit “participating company,”;
 - (b) for “SE” substitute “ UK Societas ”.

Commencement Information

I80 [Reg. 80](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

- 81.** In regulation 39 (existing employee involvement rights)—
- (a) in paragraph (1)—
 - (i) after “an SE” for “, its” substitute “ or a UK Societas, or their ”;
 - (ii) for “EEA State” substitute “ Relevant State ”;
 - (iii) after “registration of the SE” insert “ (including an SE which converted to a UK Societas on [^{F22}IP completion day]) ”;
 - (b) after paragraph (2) insert—

“(2A) In this regulation “participation” means the influence of the representative body and the employees' representatives in the SE or the UK Societas by way of the right to—

 - (a) elect or appoint some of the members of the SE or the UK Societas's supervisory or administrative organ, or
 - (b) recommend or oppose the appointment of some or all of the members of the SE or the UK Societas's supervisory or administrative organ.”.

F22 Words in [reg. 81\(a\)\(iii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(j\)](#)

Commencement Information

I81 [Reg. 81](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

82. Omit the Schedule.

Commencement Information

I82 [Reg. 82](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Amendment of the Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012 **U.K.**

83. The Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012 ^{M38} are amended in accordance with regulations 84 to 86.

Commencement Information

I83 [Reg. 83](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M38 [S.I. 2012/1908](#); amended by [S.I. 2016/621](#).

U.K.

84. In regulation 2 (interpretation) ^{M39} —

(a) before the definition of “the 2006 Act” insert—

““the EC Regulation means Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company;”;

(b) omit the definition of “SE”;

(c) after the definition of “XML Gateway” and “XML” insert—

““UK Societas” means a European Public Limited-Liability Company, within the meaning of the EC Regulation, as it had effect immediately before [^{F23}IP completion day], which was registered in the United Kingdom and which on [^{F23}IP completion day] converted to a United Kingdom Societas within the meaning of the EC Regulation.”.

F23 Words in [reg. 84\(c\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(k\)](#)

Commencement Information

I84 [Reg. 84](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M39 Regulation 2 was amended by [S.I. 2016/621](#).

U.K.

85. In regulation 3 (fees payable in respect of functions relating to the registration of documents by the registrar), for “SEs” substitute “UK Societates”.

Commencement Information

I85 [Reg. 85](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

86. In Schedule 1 (the performance of functions relating to the registration of documents by the registrar)^{M40}—

- (a) for the heading to paragraph 1 substitute “ Words and expressions used in the EC Regulation ”;
- (b) in paragraph 1 (meaning of “the EC Regulation” and words and expressions used in those Regulations)—
 - (i) omit sub-paragraph (1);
 - (ii) in paragraph (2)—
 - (aa) for “enactment set out in sub-paragraph (1)” substitute “ EC Regulation ”;
 - (bb) for “those enactments” substitute “ that enactment ”;
- (c) in paragraph 6 (European public limited liability companies)—
 - (i) for the heading substitute “ UK Societates ”;
 - (ii) in the words before sub-paragraph (a), for “SEs” substitute “ UK Societates ”;
 - (iii) omit sub-paragraph (a);
 - (iv) in sub-paragraph (b), for “an SE” substitute “ a UK Societas ”;
 - (v) omit sub-paragraph (c).

Commencement Information

I86 [Reg. 86](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M40 [Schedule 1](#) was amended by [S.I. 2016/621](#).

Amendment of the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016 **U.K.**

87. The European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016^{M41}, are amended in accordance with regulations 88 to 95.

Commencement Information

I87 [Reg. 87](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M41 [S.I. 2016/375](#); amended by [S.I. 2017/693](#).

U.K.

88. In regulation 2 (interpretation)—

- (a) in the definition of “SE”, for “which is to be, or is, registered in the United Kingdom” substitute “, as it had effect immediately before [^{F24}IP completion day], which was registered in the United Kingdom”;
- (b) after the definition of “SE” insert—
““UK Societas” means an SE which on [^{F25}IP completion day] converted to a United Kingdom Societas within the meaning of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute of a European Company.”.

F24 Words in [reg. 88\(a\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [3\(1\)\(i\)](#)

F25 Words in [reg. 88\(b\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [3\(1\)\(ii\)](#)

Commencement Information

I88 Reg. 88 in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

89. Omit regulation 4.

Commencement Information

I89 [Reg. 89](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

90. In regulation 5—

- (a) for “SEs” substitute “ UK Societates ”;
- (b) in the substituted section (c), after “2004” insert “ as they had effect when the statement was delivered ”.

Commencement Information

I90 [Reg. 90](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

91. In regulation 6, for “SEs” substitute “ UK Societates ”.

Commencement Information

I91 [Reg. 91](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

92. In the heading to Part 4 (modification of the 2016 Regulations in their application to SEs), for “SEs” substitute “UK Societates”.

Commencement Information

I92 [Reg. 92](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

93. For regulation 7 substitute—

“7. The 2016 Regulations must be read as though regulations 27 (application by a subscriber to a memorandum of association requiring the registrar to refrain from disclosing an individual's usual residential address information to a credit reference agency) and 38 (application by a subscriber to a memorandum of association requiring the registrar to refrain from using or disclosing an individual's secured information) were omitted.”.

Commencement Information

I93 [Reg. 93](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

94. Omit regulation 8.

Commencement Information

I94 [Reg. 94](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

95. In regulation 9 ^{M42}—

- (a) for “SEs” substitute “UK Societates”;
- (b) in paragraph (3), after “regulation 38”, insert “ as it had effect before [^{F26}IP completion day]”.

F26 Words in [reg. 95\(b\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(m\)](#)

Commencement Information

I95 [Reg. 95](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M42 Regulation 9 was amended by [S.I. 2017/693](#).

PART 3 U.K.

Amendment of retained direct EU legislation

Amendment of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company U.K.

96. Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company is amended in accordance with regulations 97 to 139.

Commencement Information

196 Reg. 96 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

97. Before Article 1 insert—

“Article A1

In this Regulation—

“the 2004 Regulations” means the European Public Limited-Liability Company Regulations 2004^{M43};

“the 2009 Employee Involvement (GB) Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009^{M44};

“the 2009 Employee Involvement (NI) Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009^{M45};

“the Companies Acts” has the meaning given by section 2 of the Companies Act 2006^{M46};

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of this regulation, as it had effect immediately before [^{F27}IP completion day] and means an SE registered in the United Kingdom.

Article A1

1. On [^{F28}IP completion day] every SE which remains registered in the United Kingdom immediately before [^{F28}IP completion day] converts to a United Kingdom Societas (or UK Societas), and on and after [^{F28}IP completion day] “UK Societas” replaces “SE” in its name.

2. A UK Societas is deemed to have in place of its existing statutes, statutes that comprise the provisions of its existing statutes save that, as they apply from [^{F29}IP completion day]—

- (a) “UK Societas” replaces “SE” in any reference to the SE's name;
- (b) any use of “European Public Limited-Liability Company” or “Societas Europaea” is replaced by “United Kingdom Societas” or “UK Societas”;
- (c) any reference in those statutes to Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees^{M47} is read, where appropriate and where that

reference remains operative, as though it were a reference to the 2009 Employee Involvement (GB) Regulations, or (as the case may be) the 2009 Employee Involvement (NI) Regulations;

- (d) any reference in those statutes to the EC Regulation, the 2004 Regulations, the 2009 Employee Involvement (GB) Regulations, or the 2009 Employee Involvement (NI) Regulations, is read, where appropriate and where that reference remains operative, as though it is a reference to those enactments as they form part of retained EU law.

4. Paragraphs 1 and 2 do not apply to an outgoing SE (as to which, see paragraphs (4) and (5) of regulation 12A of the 2004 Regulations).

5. In paragraph 4, an “outgoing SE” means an SE—

- (a) which, immediately before [^{F30}IP completion day], is registered in a Member State pursuant to a transfer of its registered address from the United Kingdom to that Member State; but
- (b) whose registration in the United Kingdom has not been deleted before [^{F30}IP completion day],

in accordance with Article 8 of this Regulation, as it applied immediately before [^{F30}IP completion day].

6. The provisions of Article 59 are disapplied for the purposes of this regulation.

Article AAAI

1. The UK Societas retains the legal personality it had when it was an SE.

2. Save as regards any rights or obligations which are no longer applicable to a UK Societas as a result of the European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, the conversion of an SE to a UK Societas—

- (a) does not affect any rights or obligations of the UK Societas, or render defective any legal proceedings by or against it; and
- (b) any legal proceedings that might have been continued or commenced against it when it was an SE may be continued or commenced against it as a UK Societas.

3. The records of an SE relating to any period before it became a UK Societas, in accordance with this Regulation, shall be treated for the purposes of this Regulation, the Companies Acts and the 2004 Regulations as if they were records of that UK Societas.”.

F27 Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(i\)](#)

F28 Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(ii\)\(aa\)](#)

- F29** Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 4\(a\)\(ii\)\(bb\)](#)
- F30** Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 4\(a\)\(ii\)\(cc\)](#)

Commencement Information

- I97** [Reg. 97](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M43** [S.I. 2004/2326](#).
M44 [S.I. 2009/2401](#).
M45 [S.I. 2009/2402](#).
M46 [2006 c.46](#).
M47 [OJ No. L 294, 10.11.2001, p. 22](#).

U.K.

98. In Article 1—

- (a) omit paragraph 1;
- (b) in paragraphs 2 and 3, for “an SE” substitute “ a UK Societas ”;
- (c) for paragraph 4 substitute—

“4. Employee involvement in a UK Societas shall be governed by the provisions of—

- (a) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations; or
- (b) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”.

Commencement Information

- I98** [Reg. 98](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

99. Omit Articles 2 and 3.

Commencement Information

- I99** [Reg. 99](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

100. In Article 4—

- (a) omit paragraph 1;
- (b) in paragraph 2, after “subscribed capital” insert “ of a UK Societas ”;
- (c) in paragraph 3—

- (i) for “The laws of a Member State” substitute “ Any enactment or rule of law ”;
- (ii) for “SEs” substitute “ UK Societates ”;
- (iii) omit “with registered offices in that Member State”.

Commencement Information

I100 Reg. 100 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

101. In Article 5—

- (a) for “4(1) and (2)” substitute “ 4(2) ”;
- (b) for “an SE” substitute “ a UK Societas ”;
- (c) omit “with a registered office in the Member State in which the SE is registered”.

Commencement Information

I101 Reg. 101 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

102. In Article 6, for “SE”, in both places, substitute “ UK Societas ”.

Commencement Information

I102 Reg. 102 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

103. Omit Articles 7 and 8.

Commencement Information

I103 Reg. 103 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

104. In Article 9—

- (a) in paragraph 1—
 - (i) in the words before point (a), for “an SE” substitute “ a UK Societas ”;
 - (ii) for point (c)(i) substitute—
 - “(i) the 2004 Regulations, (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations;”;
 - (iii) in point (c)(ii)—

- (aa) for “the provisions of Member States’ laws” substitute “ any enactment or rule of law ”;
- (bb) omit “formed in accordance with the law of the Member State in which the SE has its registered office”;
- (iv) in point (c)(iii), omit “formed in accordance with the law of the Member State in which the SE has its registered office”;
- (b) omit paragraph 2;
- (c) in paragraph 3—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for “national laws” substitute “ enactments or rules of law ”;
 - (iii) for “those laws” substitute “ they ”;
 - (iv) for “SE” substitute “ UK Societas ”.

Commencement Information

I104 [Reg. 104](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

105. In Article 10—

- (a) for “an SE” substitute “ a UK Societas ”;
- (b) omit “in every Member State”;
- (c) omit “formed in accordance with the law of the Member State in which it has its registered office”.

Commencement Information

I105 [Reg. 105](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

106. In Article 11—

- (a) in paragraph 1—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for “SE” substitute “ UK Societas ”;
- (b) in paragraph 2—
 - (i) for “SEs” substitute “ UK Societates ”;
 - (ii) for “SE” substitute “ UK Societas ”;
- (c) in paragraph 3—
 - (i) for “a Member State” substitute “ England and Wales, Scotland or Northern Ireland ”;
 - (ii) for “the date of entry into force of this Regulation” substitute “[^{F31}IP completion day]”;
 - (iii) for “SE” substitute “ UK Societas ”.

F31 Words in [reg. 106\(c\)\(ii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 4\(b\)](#)

Commencement Information

I106 [Reg. 106](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

107. In Article 12—

- (a) omit paragraphs 1 to 3;
- (b) in paragraph 4—
 - (i) in the first subparagraph—
 - (aa) for “SE” substitute “ UK Societas ”;
 - (bb) for “Directive” substitute “ (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations ”;
 - (ii) omit the second subparagraph.

Commencement Information

I107 [Reg. 107](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

108. In Article 13—

- (a) for “an SE” substitute “ a UK Societas ”;
- (b) for “the laws of the Member State in which the SE has its registered office in accordance with Directive [68/151/EEC](#)” substitute “ the 2004 Regulations ”.

Commencement Information

I108 [Reg. 108](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

109. Omit Articles 14 to 37.

Commencement Information

I109 [Reg. 109](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

110. In the heading to Title 3 (structure of the SE), for “the SE” substitute “ the UK Societas ”.

Commencement Information

I110 [Reg. 110](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

111. In Article 38, in the words before point (a), for “an SE” substitute “a UK Societas”.

Commencement Information

I111 [Reg. 111](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

112. In Article 39—

- (a) in paragraph 1—
 - (i) for “SE” substitute “UK Societas”;
 - (ii) omit the second sentence;
- (b) in paragraph 2, omit the second subparagraph;
- (c) in paragraph 3—
 - (i) for “SE” substitute “UK Societas”;
 - (ii) omit the last sentence;
- (d) in paragraph 4—
 - (i) at the start insert “Subject to regulation 61 of the 2004 Regulations,”;
 - (ii) omit the last sentence;
- (e) omit paragraph 5.

Commencement Information

I112 [Reg. 112](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

113. In Article 40—

- (a) in paragraph 1, for “SE” substitute “UK Societas”;
- (b) in paragraph 2 for “Directive [2001/86/EC](#)” substitute—
 - “(a) Part 3 of the 2004 Regulations, as it had effect prior to its revocation by the European Public Limited-Liability Company (Amendment) Regulations 2009;
 - (b) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
 - (c) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations;”;
- (c) in paragraph 3—
 - (i) at the start insert “Subject to regulation 62 of the 2004 Regulations,”;
 - (ii) omit the second sentence.

Commencement Information

I113 [Reg. 113](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

114. In Article 41—

- (a) in paragraph 1, for “SE’s” substitute “UK Societas’s”;
- (b) in paragraph 2, for “SE” substitute “UK Societas”;
- (c) in paragraph 3, omit the second sentence.

Commencement Information

I114 [Reg. 114](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

115. In Article 43—

- (a) in paragraph 1—
 - (i) for “SE” substitute “UK Societas”;
 - (ii) omit the second sentence;
- (b) in paragraph 2—
 - (i) at the start, insert “Subject to regulation 64 of the 2004 Regulations”;
 - (ii) for “SE’s” substitute “UK Societas’s”;
 - (iii) omit the second sentence;
 - (iv) in the second subparagraph, for “Directive [2001/86/EC](#)” substitute—
 - “(a) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
 - (b) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
- (c) in paragraph 3, for “Directive [2001/86/EC](#)” substitute—
 - “(a) Part 3 of the 2004 Regulations, as they had effect at the time those arrangements were determined;
 - (b) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
 - (c) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
- (d) omit paragraph 4.

Commencement Information

I115 [Reg. 115](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

116. In Article 44, for “SE’s” substitute “UK Societas’s”.

Commencement Information

I116 [Reg. 116](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

117. In Article 47—

- (a) in paragraph 1—
 - (i) for “an SE’s” substitute “a UK Societas’s”;
 - (ii) for “the law” substitute “ any enactment or rule of law ”;
 - (iii) omit “in the Member State in which the SE’s registered office is situated”;
- (b) in paragraph 2—
 - (i) in the words before point (a), for “SE” substitute “ UK Societas ”;
 - (ii) in point (a)—
 - (aa) for “the law of the Member State in which the SE’s registered office is situated” substitute “ any enactment or rule of law ”;
 - (bb) omit “governed by the law of that Member State”;
 - (iii) in point (b), omit—
 - (aa) “governed by the law of a Member State”;
 - (bb) “delivered in a Member State”;
- (c) in paragraph 3—
 - (i) for “an SE’s” substitute “a UK Societas’s”;
 - (ii) for “the law” substitute “ any enactment or rule of law ”;
 - (iii) omit “in the Member State in which the SE’s registered office is situated”;
- (d) in paragraph 4, for “national law” substitute “ any enactment or rule of law ”.

Commencement Information

I117 [Reg. 117](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

118. In Article 48—

- (a) in paragraph 1—
 - (i) for “SE’s” substitute “UK Societas’s”;
 - (ii) omit the second subparagraph;
- (b) omit paragraph 2.

Commencement Information

I118 [Reg. 118](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

119. In Article 49—

- (a) for “an SE’s” substitute “a UK Societas’s”;
- (b) for “SE” substitute “UK Societas”;
- (c) for “national law provisions” substitute “any enactment or rule of law”.

Commencement Information

I119 [Reg. 119](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

120. In Article 50—

- (a) in paragraph 1, in the words before point (a), for “SE” substitute “UK Societas”;
- (b) omit paragraph 3.

Commencement Information

I120 [Reg. 120](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

121. In Article 51—

- (a) for “an SE’s” substitute “a UK Societas’s”;
- (b) omit “in the Member State in which the SE’s registered office is situated”;
- (c) for “SE” substitute “UK Societas”.

Commencement Information

I121 [Reg. 121](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

122. In Article 52—

- (a) for point (b), substitute—
 - “(b) (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations.”;
- (b) in the second subparagraph—
 - (i) omit “governed by the law of the Member State in which the SE’s registered office is situated”;

- (ii) for “the law of that Member State” substitute “ any enactment or rule of law ”;
- (iii) for “SE's” substitute “UK Societas's”.

Commencement Information

I122 [Reg. 122](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

123. In Article 53, omit “in the Member State in which the SE's registered office is situated”.

Commencement Information

I123 [Reg. 123](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

124. In Article 54—

- (a) in paragraph 1—
 - (i) at the start insert “ Subject to regulation 68 of the 2004 Regulations ”;
 - (ii) for “an SE”, substitute “ a UK Societas ”;
 - (iii) for “the law of the Member State in which the SE's registered office is situated” substitute “ any enactment or rule of law ”;
 - (iv) for “the SE” substitute “ the UK Societas ”;
 - (v) omit the second sentence;
- (b) in paragraph 2—
 - (i) for “the national law” substitute “ any enactment or rule of law ”;
 - (ii) omit “in the Member State in which the SE's registered office is situated”.

Commencement Information

I124 [Reg. 124](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

125. In Article 55—

- (a) in paragraph 1—
 - (i) for “an SE's” substitute “a UK Societas's”;
 - (ii) for “SE” substitute “ UK Societas ”;
 - (iii) for “SE's” substitute “UK Societas's”;
 - (iv) omit “or national legislation”;
- (b) in paragraph 3—
 - (i) omit “within the jurisdiction of which the SE's registered office is situated”;
 - (ii) for “national provisions” substitute “ any enactment or rule of law ”.

Commencement Information

I125 [Reg. 125](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

126. Omit Article 56.

Commencement Information

I126 [Reg. 126](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

127. In Article 57, omit “in the Member State in which an SE's registered office is situated”.

Commencement Information

I127 [Reg. 127](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

128. In Article 59—

(a) in paragraph 1—

(i) at the start, insert “ Subject to regulation 59 of the 2004 Regulations ”;

(ii) for “an SE's” substitute “a UK Societas's”;

(iii) omit “in the Member State in which an SE's registered office is situated”;

(b) omit paragraph 2;

(c) in paragraph 3, for “an SE's” substitute “a UK Societas's”.

Commencement Information

I128 [Reg. 128](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

129. In Article 60, for “an SE” substitute “ a UK Societas ”.

Commencement Information

I129 [Reg. 129](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

130. In Article 61—

(a) omit “subject to Article 62”;

- (b) for “an SE” substitute “ a UK Societas ”;
- (c) after “public limited-liability companies” insert “ , or where it is a credit or financial institution or an insurance undertaking, the rules applicable to those institutions or undertakings ”;
- (d) omit “under the law of the Member State in which its registered office is situated”.

Commencement Information

I130 [Reg. 130](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

131. Omit Article 62.

Commencement Information

I131 [Reg. 131](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

132. In Article 63—

- (a) for “an SE” substitute “ a UK Societas ”;
- (b) omit “formed in accordance with the law of the Member State in which its registered office is situated”.

Commencement Information

I132 [Reg. 132](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

133. Omit Article 64.

Commencement Information

I133 [Reg. 133](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

134. In Article 65, for “provisions of national law” substitute “ any enactment or rule of law ”.

Commencement Information

I134 [Reg. 134](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

135. In Article 66—

- (a) in paragraph 1—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) omit from “governed by” to the end of the paragraph;
- (b) in paragraph 2, for “an SE” substitute “ a UK Societas ”;
- (c) in paragraph 3, for “SE” substitute “ UK Societas ”;
- (d) in paragraph 4, for “the manner laid down in each Member State's law in accordance with Article 3 of Directive 68/151/EEC” substitute “ in accordance with regulation 86 of the 2004 Regulations ”;
- (e) in paragraph 5, for “the national provisions adopted in implementation of Article 10 of Directive 78/855/EEC, by a judicial or administrative authority in the Member State to which the SE being converted into a public limited liability company is subject” substitute “ section 909 of the Companies Act 2006 (Expert's report (merger)) ^{M48} ”;
- (f) in paragraph 6—
 - (i) for “SE” substitute “ UK Societas ”;
 - (ii) for “the provisions of national law adopted in implementation of Article 7 of Directive 78/855/EEC” substitute “ section 907 of the Companies Act 2006 (approval of members of merging companies) ”.

Commencement Information

I135 Reg. 135 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M48 2006 c.46; section 909 was amended by S.I. 2011/1606 and S.I. 2008/690.

U.K.

136. In Article 67—

- (a) in paragraph 1—
 - (i) omit the first sentence;
 - (ii) at the start of the second sentence insert “ Notwithstanding regulation 67 of the 2004 Regulations, ”;
- (b) omit the second paragraph.

Commencement Information

I136 Reg. 136 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

137. Omit Articles 68 and 69.

Commencement Information

I137 Reg. 137 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

138. After Article 70, omit “This Regulation shall be binding in its entirety and directly applicable in all Member States.”.

Commencement Information

I138 Reg. 138 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

U.K.

139. Omit Annex 1 (public limited liability companies referred to in Article 2(1)) and Annex 2 (public and private limited liability companies referred to in Article 2(2)).

Commencement Information

I139 Reg. 139 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

PART 4 U.K.

Transitional and savings provisions

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 U.K.

140. In regulations 141 to 145—

“the 2004 Regulations” means the European Public Limited-Liability Company Regulations 2004 ^{M49};

“the 2006 Act” means the Companies Act 2006 ^{M50};

“the EC Regulation” means Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company;

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [^{F32}IP completion day], that was registered in the United Kingdom;

“UK Societas” means a SE which on [^{F32}IP completion day] converted to a UK Societas within the meaning of the EC Regulation.

F32 Words in reg. 140 substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 5(a)

Commencement Information

I140 Reg. 140 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M49 S.I. 2004/2326.

M50 2006 c.46.

U.K.

141. Despite the amendments and revocations made by these Regulations—

- (a) regulation 13 of the 2004 Regulations (documents sent to the registrar), as it applies in respect of the application and modification of section 1094 of the 2006 Act ^{M51}; and
- (b) regulation 14 of the 2004 Regulations (application of the 2006 Act to the registration of SEs), as it applies in respect of the application and modification of section 1084 of the 2006 Act,

continue to have effect, on and after [^{F33}IP completion day], in relation to an SE which dissolved before [^{F33}IP completion day].

F33 Words in reg. 141 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(b)**

Commencement Information

I141 Reg. 141 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M51 Section 1094 was amended by schedule 5(2), para 32(a)-(c) to the [Small Business, Enterprise and Employment Act 2015 \(c.26\)](#).

U.K.

142.—(1) To the extent that enactments or rules of law applied to a dissolved SE immediately before [^{F34}IP completion day], by virtue of applying to a public limited-liability company pursuant to the EC Regulation, they continue to apply to a dissolved SE after [^{F34}IP completion day].

(2) If an SE dissolved before [^{F35}IP completion day], and accordingly did not convert to a UK Societas under the EC Regulation, but after [^{F35}IP completion day] is restored to the register, upon restoration it is deemed to have become a UK Societas on [^{F35}IP completion day].

F34 Words in reg. 142(1) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(c)(i)**

F35 Words in reg. 142(2) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(c)(ii)**

Commencement Information

I142 Reg. 142 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

143.—(1) Where the amendments made by regulation 28 would (apart from this paragraph) require a UK Societas's register of supervisory organ members to contain additional particulars in respect of an existing corporate member, the UK Societas need not comply with that requirement until three months after [^{F36}IP completion day].

(2) In this paragraph, “existing corporate member” means a body corporate, or a firm that is a legal person under the law by which it is governed, whose particulars were contained in the UK Societas's register of supervisory organ members immediately before [^{F37}IP completion day].

F36 Words in reg. 143(1) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(d)(i)**

F37 Words in reg. 143(2) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(d)(ii)**

Commencement Information

I143 Reg. 143 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

144. Despite the amendments and revocations made by these Regulations, regulation 88 (effect of registration), together with paragraphs 2 to 9 of Schedule 4 (modifications of the Companies Acts) of the 2004 Regulations as they had effect immediately before [^{F38}IP completion day], continues to have effect on and after [^{F38}IP completion day], in respect of an SE that converted to a public limited-liability company in accordance with Article 66 of the EC Regulation, as it had effect immediately before [^{F38}IP completion day].

F38 Words in reg. 144 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(e)**

Commencement Information

I144 Reg. 144 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

145. Where an SE has converted on [^{F39}IP completion day] to a UK Societas, that UK Societas is required to comply with the provisions in Part 6 (trading disclosures) of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 ^{M52} within the period of three months beginning on [^{F39}IP completion day].

F39 Words in reg. 145 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(f)**

Commencement Information

I145 Reg. 145 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M52 [S.I. 2015/17.](#)

Provisions in respect of amendments made to the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 **U.K.**

146.—(1) Despite the revocations and amendments made by these Regulations, an employee who was a member of a special negotiating body before [^{F40}IP completion day]—

- (a) may after [^{F41}IP completion day] present a complaint to an employment tribunal under regulation 28 (right to time off: complaints to tribunals) of the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009, and regulation 28A (extension of time limit to facilitate conciliation before institution of proceedings) applies accordingly, that the employer—
 - (i) has unreasonably refused to permit the employee to take time off as required under regulation 26 (right to time off for members of special negotiating body etc.), or
 - (ii) has failed to pay the whole or any part of any amount to which the employee is entitled under regulation 27 (right to remuneration for time off under regulation 26),
 provided the complaint is in respect of a time off before [^{F41}IP completion day];
- (b) who is dismissed, is to be regarded as unfairly dismissed within the terms of regulation 29(2) and (3) (unfair dismissal), and regulation 30 (subsidiary provisions relating to unfair dismissal) applies accordingly, provided the reason (or, if more than one, the principal reason) for the dismissal occurred before [^{F42}IP completion day];
- (c) has the right not to be subjected to any detriment within the terms of regulation 31(2) and (3) (detriment), and regulation 32 (detriment: enforcement and subsidiary provisions) applies accordingly, provided the grounds for the detriment occurred before [^{F43}IP completion day].

F40 Words in reg. 146(1) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020](#) (S.I. 2020/523), regs. 1(2), **5(g)(i)**

F41 Words in reg. 146(1)(a) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020](#) (S.I. 2020/523), regs. 1(2), **5(g)(ii)**

F42 Words in reg. 146(1)(b) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020](#) (S.I. 2020/523), regs. 1(2), **5(g)(iii)**

F43 Words in reg. 146(1)(c) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020](#) (S.I. 2020/523), regs. 1(2), **5(g)(iv)**

Commencement Information

I146 Reg. 146 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

147. In regulations 148 to [^{F44}152A] —

“the pre-exit 2009 GB Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009, as they had effect immediately before [^{F45}IP completion day];

“the 2009 GB Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009;

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [^{F45}IP completion day].

- F44** Word in reg. 147 substituted (31.12.2020) by [The International Accounting Standards and European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/685\)](#), reg. 1(2), **Sch. 3 para. 14**; 2020 c. 1, Sch. 5 para. 1(1)
- F45** Words in reg. 147 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(h)**

Commencement Information

I147 Reg. 147 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

148. Despite the amendments and revocations made by these Regulations, regulations 3 and 7 to 18 of the pre-exit 2009 GB Regulations continue, on and after [^{F46}IP completion day], to have effect in relation to a special negotiating body reconvened under regulation 17 (decision not to open, or to terminate, negotiations) of the 2009 GB Regulations, as appropriate and practicable and subject to the modifications in regulation 149.

- F46** Words in reg. 148 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(i)**

Commencement Information

I148 Reg. 148 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

149. The modifications to the pre-exit 2009 Regulations are as follows—

- (a) references to “EEA State”, “an EEA State” or “EEA States” are to be read as though they were references to “Relevant State”, “a Relevant State” or “Relevant States”;
- (b) references to “SE” or “SE’s” are to be read as if they were references to “UK Societas” or “UK Societas’s”—
 - (i) in regulation 3 (interpretation)—
 - (aa) in paragraph (1), in the definitions of “employee involvement agreement” and “participation”;
 - (bb) in paragraph (2), in the definitions of “information” and “consultation”;
 - (ii) in regulation 15(2)(g) and (3A);
 - (iii) in the definition of “reduction of participation rights” in regulation 16(3); and
 - (iv) in regulation 17(3)(b), (4)(b)(ii) and (c)(ii);
- (c) otherwise, regulation 3 (interpretation) is to be read as if amended by these Regulations, save as if—
 - (i) in paragraph (1) the following definitions were not omitted—
 - (aa) “absolute majority vote”;
 - (bb) “agency worker”;

- (cc) “participation”;
- (dd) “SE established by merger”;
- (ee) “SE established by formation of a holding company or subsidiary company”;
- (ff) “SE established by transformation”;
- (gg) “suitable information relating to the use of agency workers”;
- (hh) “two thirds majority vote”;
- (ii) “UK members of the special negotiating body”;
- (ii) the definition of “information and consultation representative” were omitted;
- (iii) after “participation” there were inserted—
 - ““Relevant State” means an EEA State or the United Kingdom;”;
- (iv) for the definition of “SE” there were substituted—
 - ““SE” means a European Public Limited Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [F47]IP completion day [;”;
- (v) in paragraph (2), the definition of “special negotiating body” were to a special negotiating body reconvened after [F48]IP completion day [under regulation 17 (decision not to open, or to terminate, negotiations) of these Regulations, as they have effect after [F48]IP completion day [;
- (d) regulation 14 (negotiations to reach an employee involvement agreement) is to be read as if paragraphs (2) and (3) were omitted.

F47 Words in reg. 149(c)(iv) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(j)(i)**

F48 Words in reg. 149(c)(v) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(j)(ii)**

Commencement Information

I149 Reg. 149 in force on IP completion day, see reg. 1 and [2020 c. 1](#), **Sch. 5 para. 1(1)**

U.K.

150. Regulations 146 to 149 are without prejudice to the application otherwise, in these circumstances, of the remaining regulations of the 2009 GB Regulations.

Commencement Information

I150 Reg. 150 in force on IP completion day, see reg. 1 and [2020 c. 1](#), **Sch. 5 para. 1(1)**

U.K.

151. If an employee involvement agreement is not agreed following the reconvening of a special negotiating body, the standard rules on employee involvement in the Schedule to the pre-exit 2009 GB Regulations do not apply.

Commencement Information

I151 Reg. 151 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

U.K.

152. If an employee involvement agreement is agreed following the reconvening of a special negotiating body, the provisions of the 2009 GB Regulations apply thereafter.

Commencement Information

I152 Reg. 152 in force on IP completion day, see reg. 1 and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

^[F49]**152A.**—(1) Despite the amendments and revocations made by these Regulations, paragraph 5(1) of the Schedule to the pre-exit 2009 GB Regulations applies to a UK Societas whose representative body was established less than four years before IP completion day.

(2) Where paragraph 5(1) applies—

- (a) regulations 14 to 16 and 18 of the pre-exit 2009 GB Regulations apply, to the representative body as they apply to the special negotiating body, and the date referred to in regulation 14(3) is the date of the decision;
- (b) Parts 2 and 3 of the Schedule to the pre-exit 2009 GB Regulations apply, where appropriate, and
- (c) the following modifications to the pre-exit 2009 GB Regulations have effect—
 - (i) references to “EEA State” are to be read as though they were references to “Relevant State”;
 - (ii) references to “SE” are to be read as if they were references to “UK Societas”.]

F49 Reg. 152A inserted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), [reg. 1\(2\), Sch. 3 para. 15](#) (as amended by S.I. 2020/523, [regs. 1\(2\), 26\(c\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)

Provisions in respect of amendments made to the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 **U.K.**

153.—(1) Despite the revocations and amendments made by these Regulations, an employee who was a member of a special negotiating body before ^[F50]IP completion day]—

- (a) may after ^[F51]IP completion day] present a complaint to an industrial tribunal under regulation 28 (right to time off: complaints to tribunals) of the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009, that the employer—
 - (i) has unreasonably refused to permit the employee to take time off as required under regulation 26 (right to time off for members of special negotiating body etc.), or
 - (ii) has failed to pay the whole or any part of any amount to which the employee is entitled under regulation 27 (right to remuneration for time off under regulation 26),
 provided the complaint is in respect of a time off before ^[F51]IP completion day];

- (b) who is dismissed, is to be regarded as unfairly dismissed within the terms of regulation 29(2) and (3) (unfair dismissal), and regulation 30 (subsidiary provisions relating to unfair dismissal) applies accordingly, provided the reason (or, if more than one, the principal reason) for the dismissal occurred before [^{F52}IP completion day];
- (c) has the right not to be subjected to any detriment within the terms of regulation 31(2) and (3) (detriment), and regulation 32 (detriment: enforcement and subsidiary provisions) applies accordingly, provided the grounds for the detriment occurred before [^{F53}IP completion day].

- F50** Words in reg. 153(1) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(k)(i)**
- F51** Words in reg. 153(1)(a) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(k)(ii)**
- F52** Words in reg. 153(1)(b) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(k)(iii)**
- F53** Words in reg. 153(1)(c) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(k)(iv)**

Commencement Information

- I153** Reg. 153 in force on IP completion day, see reg. 1 and [2020 c. 1](#), **Sch. 5 para. 1(1)**

U.K.

154. In regulations 155 to [^{F54}159A]—

“the pre-exit 2009 NI Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009, as they had effect immediately before [^{F55}IP completion day];

“the 2009 NI Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009;

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [^{F55}IP completion day].

- F54** Word in reg. 154 substituted (31.12.2020) by [The International Accounting Standards and European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/685\)](#), reg. 1(2), **Sch. 3 para. 16**; [2020 c. 1](#), **Sch. 5 para. 1(1)**
- F55** Words in reg. 154 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(l)**

Commencement Information

- I154** Reg. 154 in force on IP completion day, see reg. 1 and [2020 c. 1](#), **Sch. 5 para. 1(1)**

U.K.

155. Despite the amendments and revocations made by these Regulations, regulations 3 and 7 to 18 of the pre-exit 2009 NI Regulations continue, on and after [^{F56}IP completion day], to have effect in relation to a special negotiating body reconvened under regulation 17 (decision not to open, or to terminate, negotiations) of the 2009 NI Regulations, as appropriate and practicable and subject to the modifications in regulation 156.

F56 Words in reg. 155 substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **5(m)**

Commencement Information

I155 Reg. 155 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

156. The modifications to the pre-exit 2009 Regulations are as follows—

- (a) references to “EEA State”, “an EEA State” or “EEA States” are to be read as though they were references to “Relevant State”, “a Relevant State” or “Relevant States”;
- (b) references to “SE” or “SE’s” are to be read as if they were references to “UK Societas” or “UK Societas’s”—
 - (i) in regulation 3 (interpretation)—
 - (aa) in paragraph (1), in the definitions of “employee involvement agreement” and “participation”;
 - (bb) in paragraph (2), in the definitions of “information” and “consultation”;
 - (ii) in regulation 15(2)(g) and (3A);
 - (iii) in the definition of “reduction of participation rights” in regulation 16(3); and
 - (iv) in regulation 17(3)(b), (4)(b)(ii) and (c)(ii);
- (c) otherwise, regulation 3 (interpretation) is to be read as if amended by these Regulations, save as if—
 - (i) in paragraph (1) the following definitions were not omitted—
 - (aa) “absolute majority vote”;
 - (bb) “agency worker”;
 - (cc) “participation”;
 - (dd) “SE established by merger”;
 - (ee) “SE established by formation of a holding company or subsidiary company”;
 - (ff) “SE established by transformation”;
 - (gg) “suitable information relating to the use of agency workers”;
 - (hh) “two thirds majority vote”;
 - (ii) “UK members of the special negotiating body”;
 - (ii) the definition of “information and consultation representative” were omitted;
 - (iii) after “participation” there were inserted—
 - ““Relevant State” means an EEA State or the United Kingdom;”;

- (aa) for the definition of “SE” there were substituted—
- ““SE” means a European Public Limited Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [^{F57}IP completion day];”;
- (iv) in paragraph (2), the definition of “special negotiating body” were to a special negotiating body reconvened after [^{F58}IP completion day] under regulation 17 (decision not to open, or to terminate, negotiations) of these Regulations, as they have effect after [^{F58}IP completion day];
- (d) regulation 14 (negotiations to reach an employee involvement agreement) is to be read as if paragraphs (2) and (3) were omitted.

F57 Words in reg. 156(c)(iii) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [5\(n\)\(i\)](#)

F58 Words in reg. 156(c)(iv) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [5\(n\)\(ii\)](#)

Commencement Information

I156 Reg. 156 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

157. Regulations 154 to 156 are without prejudice to the application otherwise, in these circumstances, of the remaining regulations of the 2009 NI Regulations.

Commencement Information

I157 Reg. 157 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

158. If an employee involvement agreement is not agreed following the reconvening of a special negotiating body, the standard rules on employee involvement in the Schedule to the pre-exit 2009 NI Regulations do not apply.

Commencement Information

I158 Reg. 158 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

U.K.

159. If an employee involvement agreement is agreed following the reconvening of a special negotiating body, the provisions of the 2009 NI Regulations apply thereafter.

Commencement Information

I159 Reg. 159 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

^{F59}**159A.**—(1) Despite the amendments and revocations made by these Regulations, paragraph 5(1) of the Schedule to the pre-exit 2009 NI Regulations applies to a UK Societas whose representative body was established less than four years before IP completion day.

(2) Where paragraph 5(1) applies—

- (a) regulations 14 to 16 and 18 of the pre-exit 2009 NI Regulations apply, to the representative body as they apply to the special negotiating body, and the date referred to in regulation 14(3) is the date of the decision;
- (b) Parts 2 and 3 of the Schedule to the pre-exit 2009 NI Regulations apply, where appropriate, and
- (c) the following modifications to the pre-exit 2009 NI Regulations have effect—
 - (i) references to “EEA State” are to be read as though they were references to “Relevant State”;
 - (ii) references to “SE” are to be read as if they were references to “UK Societas”.]

<p>F59 Reg. 159A inserted (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), Sch. 3 para. 17 (as amended by S.I. 2020/523, regs. 1(2), 26(d)); 2020 c. 1, Sch. 5 para. 1(1)</p>
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Department for Business, Energy and Industrial
Strategy

Kelly Tolhurst
Minister for Small Business, Consumers and
Corporate Responsibility

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations are made in exercise of the powers in 8(1) of the European Union (Withdrawal) Act 2018 (c.16) in order to address failures of retained EU law to operate effectively and other deficiencies (in particular under sub-paragraphs (2)(a), (d), (g) and (3)(a) of section 8) arising from the withdrawal of the United Kingdom from the European Union.

These Regulations make amendments to legislation in the field of companies and, in particular, amend legislation relating to the formation and operation of European Public Limited-Liability Companies, or “Societas Europaea”. These Regulations provide that, on exit day, European Public Limited-Liability Companies that are registered in the United Kingdom immediately before that day are to be converted into “United Kingdom Societas” or “UK Societas”.

These Regulations also make amendments to retained EU law, both for Great Britain and Northern Ireland, which provides for employee involvement within these entities.

A full impact assessment has not been prepared for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.

Changes to legislation:

There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018.