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STATUTORY INSTRUMENTS

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**2018 No. 1298**

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

**PART 2**

**Amendment of subordinate legislation**

**Amendment of the European Public Limited-Liability Company Regulations 2004**

**2.** The European Public Limited-Liability Company Regulations 2004<sup>(1)</sup> are amended in accordance with regulations 3 to 47.

**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”.

**4.** In regulation 3 (interpretation)<sup>(2)</sup>—

- (a) in paragraph (1)—
  - (i) in the definition of “SE”—
    - (aa) after “EC Regulation<sup>(3)</sup>” insert “, as it had effect immediately before exit day,”;
    - (bb) omit “which is to be, or is,”;
  - (ii) after the definition of “SE”, insert—

““UK Societas” means an SE on or after exit day.”;
- (b) in paragraphs (3) and (4)—
  - (i) omit “or the EC Directive”;
  - (ii) omit “or Directive”.

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

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

**7.** Omit regulations 5 to 12.

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

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(1) [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](#).  
(2) Regulation 3 was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).  
(3) OJ L No. 294, 10.11.2001, p.1.

**“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 exit day, the registrar must—

- (a) amend the register, so that on and after exit 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 exit day;

- (b) within 21 days of exit 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 exit 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 exit 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 exit day.

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

- (a) which immediately before exit 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 exit 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 exit 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<sup>(4)</sup> 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)."

**9.** In regulation 13 (documents sent to the registrar)<sup>(5)</sup>, omit paragraph (2).

**10.** In regulation 13A (application of language requirements to documents relating to SEs)<sup>(6)</sup>—

- (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).

**11.** In regulation 14 (application of the 2006 Act to the registration of SEs)<sup>(7)</sup>—

- (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".

**12.** In regulation 15 (false statements in documents delivered to the registrar)<sup>(8)</sup>—

- (a) in paragraph (a), omit "regulations 5 to 10 and";
- (b) omit paragraph (b).

**13.** Omit regulations 55 to 58.

**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".

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

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<sup>(4)</sup> 2006 c.46.

<sup>(5)</sup> Regulation 13 was amended by S.I. 2008/948 and S.I. 2009/2400.

<sup>(6)</sup> Regulation 13A was inserted by S.I. 2009/2400 and amended by S.I. 2014/2382.

<sup>(7)</sup> Regulation 14 was amended by S.I. 2009/2400.

<sup>(8)</sup> Regulation 15 was amended by S.I. 2014/2382.

- 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”.
- 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”.
- 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”.
- 19.** Omit regulations 68 to 70.
- 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).
- 21.** Omit regulations 72 to 74.
- 22.** In regulation 75 (competent authorities)(**9**)—
- (a) in paragraph (a), for “8, 54, 55 and 64” substitute “54 and 55”;
  - (b) omit paragraphs (b) and (c).
- 23.** In regulation 76 (enforcement of obligation to amend statutes in conflict with arrangements for employee involvement)(**10**)—
- (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”.
- 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))(**11**)—
- (a) for the heading substitute “records of an SE transferred under Article 8 of the EC Regulation (as it had effect immediately before exit 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)—

(9) Regulation 75 was amended by [S.I. 2009/2400](#).

(10) Regulation 76 was amended by [S.I. 2009/2400](#).

(11) Regulation 77 was amended by [S.I. 2014/2382](#).

(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,”.

**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”.

**26.** In regulation 79 (register of members of supervisory organ)(**12**)—

(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”.

**27.** In regulation 80 (particulars of members to be registered under regulation 79: individuals)(**13**)—

(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”.

**28.** In regulation 80A (particulars of members to be registered under regulation 79: corporate members and firms)(**14**)—

(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;”.

**29.** In regulation 80B (register of residential addresses of members of an SE’s supervisory organ)(**15**)—

(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)—

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

(13) Regulation 80 was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

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

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

- (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”.
- 30.** In regulation 80C (duty to notify registrar of changes)(**16**)—
  - (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”.
- 31.** In regulation 80D (protected information: restriction on use or disclosure by SE)(**17**)—
  - (a) in the heading, for “SE” substitute “UK Societas”;
  - (b) for “an SE” substitute “a UK Societas”.
- 32.** In regulation 80DA (information within section 790ZF(2): restriction on use or disclosure by an SE)(**18**)—
  - (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”.
- 33.** In regulation 80E (putting a member of the supervisory organ’s address on the public record)(**19**)—
  - (a) for “an SE” substitute “a UK Societas”;
  - (b) for “SE’s”, in both places, substitute “UK Societas’s”.
- 34.** In regulation 81 (the SE as a body corporate)(**20**)—
  - (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”.

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

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

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

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

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

**35.** In regulation 82 (notification of amendments to statutes and insolvency events (Articles 59(3) and 65))(21)—

- (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”.

**36.** In regulation 83 (accounting reference period and financial year of transferring SE)(22)—

- (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 exit 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”.

**37.** Omit regulation 84.

**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”.

**39.** In regulation 85 (registration of a public company by the conversion of an SE)(23)—

- (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”.

**40.** In regulation 85A (statement of compliance)(24), for “an SE” substitute “a UK Societas”.

**41.** In regulation 86 (publication of draft terms of conversion)(25), for “SE’s” substitute “UK Societas’s”.

**42.** In regulation 87 (registration under the 2006 Act)(26)—

- (a) in paragraph (3)—

(21) Regulation 82 was amended by S.I. 2009/2400 and S.I. 2014/2382.

(22) Regulation 83 was amended by S.I. 2008/948 and 2009/2400.

(23) 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.

(24) Regulation 85A was inserted by S.I. 2014/2382.

(25) Regulation 86 was amended by S.I. 2014/2382 and S.I. 2009/2400.

(26) Regulation 87 was amended by S.I. 2014/2382 and S.I. 2009/2400.

- (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”.

**43.** In regulation 88 (effect of registration)(**27**), for “SE”, in each place it occurs, substitute “UK Societas”.

**44.** In regulation 89 (records of a converting SE)(**28**) for “SE”, in each place it occurs, substitute “UK Societas”.

**45.** In Schedule 1A (modifications of provisions of the 2006 Act applying in relation to documents sent to the registrar etc)(**29**)—

- (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”.

**46.** In Schedule 2 (provisions of the 2006 Act applying to the registration of SEs)(**30**)—

- (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”.

**47.** In Schedule 4 (modifications of the Companies Acts etc)(**31**)—

- (a) in paragraph 5, for “SE” substitute “UK Societas”;
- (b) in paragraph 11, for “SE”, in both places, substitute “UK Societas”.

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

**48.** The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009(**32**) are amended in accordance with regulations 49 to 65.

**49.** In regulation 3 (interpretation)(**33**)—

- (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 exit 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,

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

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

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

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

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

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

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



- (b) an agreement reached before or after exit 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 exit 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 exit 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 exit day, which on exit 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 exit day for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after exit 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).

**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.”.

**51.** Omit regulations 5 to 16.

**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.”.

**53.** Omit regulations 18 and 19.

**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”.

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

**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 exit day);
  - (c) in sub-paragraph (3)(b), after “the SE”, insert “or the UK Societas”.
- 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”.
- 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”.
- 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,”.
- 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”.
- 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”.

**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”.

**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”.

**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 exit 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.”.

**65.** Omit the Schedule.

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

**66.** The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009<sup>(34)</sup> are amended in accordance with regulations 67 to 82.

**67.** In regulation 3 (interpretation)<sup>(35)</sup>—

- (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—

<sup>(34)</sup> [S.I. 2009/2402](#).

<sup>(35)</sup> Regulation 3 was amended by [S.R. 2011 No. 350](#).

- (a) an agreement reached before exit 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 exit 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 exit 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 exit 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 exit day, which on exit 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 exit day for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after exit 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).
- 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.”.
- 69.** Omit regulations 5 to 16.
- 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.”.
- 71.** Omit regulations 18 and 19.
- 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”.

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

**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 exit day);

(c) in sub-paragraph (3)(b), after “the SE”, insert “or the UK Societas”.

**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”.

**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”.

**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,”.

**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”.

**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”.
- 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”.
- 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 exit 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.”.
- 82.** Omit the Schedule.

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

**83.** The Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012<sup>(36)</sup> are amended in accordance with regulations 84 to 86.

- 84.** In regulation 2 (interpretation)<sup>(37)</sup>—
  - (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 exit day, which was registered in the United Kingdom and which on exit day converted to a United Kingdom Societas within the meaning of the EC Regulation.”.

<sup>(36)</sup> [S.I. 2012/1908](#); amended by [S.I. 2016/621](#).

<sup>(37)</sup> Regulation 2 was amended by [S.I. 2016/621](#).



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

**86.** In Schedule 1 (the performance of functions relating to the registration of documents by the registrar)(**38**)—

- (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).

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

**87.** The European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016(**39**), are amended in accordance with regulations 88 to 95.

**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 exit day, which was registered in the United Kingdom”;
- (b) after the definition of “SE” insert—

““UK Societas” means an SE which on exit 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.”.

**89.** Omit regulation 4.

**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”.

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

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

**93.** For regulation 7 substitute—

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

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

“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.”.

**94.** Omit regulation 8.

**95.** In regulation 9(**40**)—

- (a) for “SEs” substitute “UK Societates”;
- (b) in paragraph (3), after “regulation 38”, insert “as it had effect before exit day”.

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