
STATUTORY INSTRUMENTS

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

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 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⁽¹⁾ 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).”.

(1) 2006 c.46.