

Council Regulation (EC) No 2157/2001 of 8 October  
2001 on the Statute for a European company (SE)

TITLE I

GENERAL PROVISIONS

- Article 1 (1) A company may be set up within the territory...
- Article 2 (1) Public limited-liability companies such as referred to in Annex...
- Article 3 (1) For the purposes of Article 2(1), (2) and (3),...
- Article 4 (1) The capital of an SE shall be expressed in...
- Article 5 Subject to Article 4(1) and (2), the capital of an...
- Article 6 For the purposes of this Regulation, 'the statutes of the...
- Article 7 The registered office of an SE shall be located within...
- Article 8 (1) The registered office of an SE may be transferred...
- Article 9 (1) An SE shall be governed: (a) by this Regulation,...
- Article 10 Subject to this Regulation, an SE shall be treated in...
- Article 11 (1) The name of an SE shall be preceded or...
- Article 12 (1) Every SE shall be registered in the Member State...
- Article 13 Publication of the documents and particulars concerning an SE which...
- Article 14 (1) Notice of an SE's registration and of the deletion...

TITLE II

FORMATION

Section 1

General

- Article 15 (1) Subject to this Regulation, the formation of an SE...
- Article 16 (1) An SE shall acquire legal personality on the date...

Section 2

Formation by merger

- Article 17 (1) An SE may be formed by means of a...
- Article 18 For matters not covered by this section or, where a...
- Article 19 The laws of a Member State may provide that a...
- Article 20 (1) The management or administrative organs of merging companies shall...
- Article 21 For each of the merging companies and subject to the...
- Article 22 As an alternative to experts operating on behalf of each...
- Article 23 (1) The general meeting of each of the merging companies...
- Article 24 (1) The law of the Member State governing each merging...

**Changes to legislation:** There are outstanding changes not yet made to Council Regulation (EC) No 2157/2001. Any changes that have already been made to the legislation appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

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- Article 25 (1) The legality of a merger shall be scrutinised, as...  
 Article 26 (1) The legality of a merger shall be scrutinised, as...  
 Article 27 (1) A merger and the simultaneous formation of an SE...  
 Article 28 For each of the merging companies the completion of the...  
 Article 29 (1) A merger carried out as laid down in Article...  
 Article 30 A merger as provided for in Article 2(1) may not...  
 Article 31 (1) Where a merger within the meaning of Article 17(2)(a)...

### Section 3

#### Formation of a holding SE

- Article 32 (1) A holding SE may be formed in accordance with...  
 Article 33 (1) The shareholders of the companies promoting such an operation...  
 Article 34 A Member State may, in the case of companies promoting...

### Section 4

#### Formation of a subsidiary SE

- Article 35 An SE may be formed in accordance with Article 2(3)...  
 Article 36 Companies, firms and other legal entities participating in such an...

### Section 5

#### Conversion of an existing public limited-liability company into an SE

- Article 37 (1) An SE may be formed in accordance with Article...

## TITLE III

### STRUCTURE OF THE SE

- Article 38 Under the conditions laid down by this Regulation an SE...

#### Section 1

##### Two-tier system

- Article 39 (1) The management organ shall be responsible for managing the...  
 Article 40 (1) The supervisory organ shall supervise the work of the...  
 Article 41 (1) The management organ shall report to the supervisory organ...  
 Article 42 The supervisory organ shall elect a chairman from among its...

#### Section 2

##### The one-tier system

- Article 43 (1) The administrative organ shall manage the SE. A Member...

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- Article 44 (1) The administrative organ shall meet at least once every...  
Article 45 The administrative organ shall elect a chairman from among its...

### Section 3

#### Rules common to the one-tier and two-tier systems

- Article 46 (1) Members of company organs shall be appointed for a...  
Article 47 (1) An SE's statutes may permit a company or other...  
Article 48 (1) An SE's statutes shall list the categories of transactions...  
Article 49 The members of an SE's organs shall be under a...  
Article 50 (1) Unless otherwise provided by this Regulation or the statutes,...  
Article 51 Members of an SE's management, supervisory and administrative organs shall...

### Section 4

#### General meeting

- Article 52 The general meeting shall decide on matters for which it...  
Article 53 Without prejudice to the rules laid down in this section,...  
Article 54 (1) An SE shall hold a general meeting at least...  
Article 55 (1) One or more shareholders who together hold at least...  
Article 56 One or more shareholders who together hold at least 10...  
Article 57 Save where this Regulation or, failing that, the law applicable...  
Article 58 The votes cast shall not include votes attaching to shares...  
Article 59 (1) Amendment of an SE's statutes shall require a decision...  
Article 60 (1) Where an SE has two or more classes of...

## TITLE IV

### ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

- Article 61 Subject to Article 62 an SE shall be governed by...  
Article 62 (1) An SE which is a credit or financial institution...

## TITLE V

### WINDING UP, LIQUIDATION, INSOLVENCY AND CESSATION OF PAYMENTS

- Article 63 As regards winding up, liquidation, insolvency, cessation of payments and...  
Article 64 (1) When an SE no longer complies with the requirement...  
Article 65 Without prejudice to provisions of national law requiring additional publication,...  
Article 66 (1) An SE may be converted into a public limited-liability...

**Changes to legislation:** There are outstanding changes not yet made to Council Regulation (EC) No 2157/2001. Any changes that have already been made to the legislation appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

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## TITLE VI

## ADDITIONAL AND TRANSITIONAL PROVISIONS

Article 67 (1) If and so long as the third phase of...

## TITLE VII

## FINAL PROVISIONS

Article 68 (1) The Member States shall make such provision as is...

Article 69 Five years at the latest after the entry into force...

Article 70 This Regulation shall enter into force on 8 October 2004....

Signature

## ANNEX I

## PUBLIC LIMITED-LIABILITY COMPANIES REFERRED TO IN ARTICLE 2(1)

BELGIUM: la société anonyme/de naamloze vennootschap

BULGARIA: акционерно дружество CZECH...

## ANNEX II

PUBLIC AND PRIVATE LIMITED-LIABILITY  
COMPANIES REFERRED TO IN ARTICLE 2(2)

BELGIUM: la société anonyme/de naamloze vennootschap, la  
société privée à...

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**Changes to legislation:** *There are outstanding changes not yet made to Council Regulation (EC) No 2157/2001. Any changes that have already been made to the legislation appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)*

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- (1) [OJ C 263, 16.10.1989, p. 41](#) and [OJ C 176, 8.7.1991, p. 1](#).
- (2) Opinion of 4 September 2001 (not yet published in the Official Journal).
- (3) [OJ C 124, 21.5.1990, p. 34](#).
- (4) See p. 22 of this Official Journal.

**Changes to legislation:**

There are outstanding changes not yet made to Council Regulation (EC) No 2157/2001. Any changes that have already been made to the legislation appear in the content and are referenced with annotations.

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**Changes and effects yet to be applied to :**

- Art. 1(1) omitted by [S.I. 2018/1298 reg. 98\(a\)](#)
- Art. 1(2) words substituted by [S.I. 2018/1298 reg. 98\(b\)](#)
- Art. 1(3) words substituted by [S.I. 2018/1298 reg. 98\(b\)](#)
- Art. 1(4) substituted by [S.I. 2018/1298 reg. 98\(c\)](#)
- Art. 2 omitted by [S.I. 2018/1298 reg. 99](#)
- Art. 3 omitted by [S.I. 2018/1298 reg. 99](#)
- Art. 4(1) omitted by [S.I. 2018/1298 reg. 100\(a\)](#)
- Art. 4(2) words inserted by [S.I. 2018/1298 reg. 100\(b\)](#)
- Art. 4(3) words omitted by [S.I. 2018/1298 reg. 100\(c\)\(iii\)](#)
- Art. 4(3) words substituted by [S.I. 2018/1298 reg. 100\(c\)\(i\)](#)
- Art. 4(3) words substituted by [S.I. 2018/1298 reg. 100\(c\)\(ii\)](#)
- Art. 5 word substituted by [S.I. 2018/1298 reg. 101\(a\)](#)
- Art. 5 words omitted by [S.I. 2018/1298 reg. 101\(c\)](#)
- Art. 5 words substituted by [S.I. 2018/1298 reg. 101\(b\)](#)
- Art. 6 words substituted by [S.I. 2018/1298 reg. 102](#)
- Art. 78 omitted by [S.I. 2018/1298 reg. 103](#)
- Art. 9(1) words substituted by [S.I. 2018/1298 reg. 104\(a\)\(i\)](#)
- Art. 9(2) omitted by [S.I. 2018/1298 reg. 104\(b\)](#)
- Art. 9(3) word substituted by [S.I. 2018/1298 reg. 104\(c\)\(iii\)](#)
- Art. 9(3) words substituted by [S.I. 2018/1298 reg. 104\(c\)\(i\)](#)
- Art. 9(3) words substituted by [S.I. 2018/1298 reg. 104\(c\)\(ii\)](#)
- Art. 9(3) words substituted by [S.I. 2018/1298 reg. 104\(c\)\(iv\)](#)
- Art. 10 words omitted by [S.I. 2018/1298 reg. 105\(b\)](#)
- Art. 10 words omitted by [S.I. 2018/1298 reg. 105\(c\)](#)
- Art. 10 words substituted by [S.I. 2018/1298 reg. 105\(a\)](#)
- Art. 11(1) words substituted by [S.I. 2018/1298 reg. 106\(a\)\(i\)](#)
- Art. 11(1) words substituted by [S.I. 2018/1298 reg. 106\(a\)\(ii\)](#)
- Art. 11(2) words substituted by [S.I. 2018/1298 reg. 106\(b\)\(i\)](#)
- Art. 11(2) words substituted by [S.I. 2018/1298 reg. 106\(b\)\(ii\)](#)
- Art. 11(3) words substituted by [S.I. 2018/1298 reg. 106\(c\)\(i\)](#)
- Art. 11(3) words substituted by [S.I. 2018/1298 reg. 106\(c\)\(ii\)](#)
- Art. 11(3) words substituted by [S.I. 2018/1298 reg. 106\(c\)\(iii\)](#)
- Art. 11(3) words substituted in earlier amending provision [S.I. 2018/1298, reg. 97](#) by [S.I. 2020/523 reg. 4\(b\)](#)
- Art. 12(1)-(3) omitted by [S.I. 2018/1298 reg. 107\(a\)](#)
- Art. 12(4) words omitted by [S.I. 2018/1298 reg. 107\(b\)\(ii\)](#)
- Art. 12(4) words substituted by [S.I. 2018/1298 reg. 107\(b\)\(i\)\(aa\)](#)
- Art. 12(4) words substituted by [S.I. 2018/1298 reg. 107\(b\)\(i\)\(bb\)](#)
- Art. 13 words substituted by [S.I. 2018/1298 reg. 108\(a\)](#)
- Art. 13 words substituted by [S.I. 2018/1298 reg. 108\(b\)](#)
- Art. 14-37 omitted by [S.I. 2018/1298 reg. 109](#)
- Art. 38 words substituted by [S.I. 2018/1298 reg. 111](#)
- Art. 39(1) words omitted by [S.I. 2018/1298 reg. 112\(a\)\(ii\)](#)
- Art. 39(1) words substituted by [S.I. 2018/1298 reg. 112\(a\)\(i\)](#)
- Art. 39(2) words omitted by [S.I. 2018/1298 reg. 112\(b\)](#)
- Art. 39(3) words omitted by [S.I. 2018/1298 reg. 112\(c\)\(ii\)](#)
- Art. 39(3) words substituted by [S.I. 2018/1298 reg. 112\(c\)\(i\)](#)
- Art. 39(4) words inserted by [S.I. 2018/1298 reg. 112\(d\)\(i\)](#)
- Art. 39(4) words omitted by [S.I. 2018/1298 reg. 112\(d\)\(ii\)](#)
- Art. 39(5) omitted by [S.I. 2018/1298 reg. 112\(e\)](#)

- Art. 40(1) words substituted by S.I. 2018/1298 reg. 113(a)
- Art. 40(3) words inserted by S.I. 2018/1298 reg. 113(c)(i)
- Art. 40(3) words omitted by S.I. 2018/1298 reg. 113(c)(ii)
- Art. 41(1) words substituted by S.I. 2018/1298 reg. 114(a)
- Art. 41(2) words substituted by S.I. 2018/1298 reg. 114(b)
- Art. 41(3) words omitted by S.I. 2018/1298 reg. 114(c)
- Art. 43(1) words omitted by S.I. 2018/1298 reg. 115(a)(ii)
- Art. 43(1) words substituted by S.I. 2018/1298 reg. 115(a)(i)
- Art. 43(2) words inserted by S.I. 2018/1298 reg. 115(b)(i)
- Art. 43(2) words omitted by S.I. 2018/1298 reg. 115(b)(iii)
- Art. 43(2) words substituted by S.I. 2018/1298 reg. 115(b)(ii)
- Art. 43(4) omitted by S.I. 2018/1298 reg. 115(d)
- Art. 44 words substituted by S.I. 2018/1298 reg. 116
- Art. 47(1) words omitted by S.I. 2018/1298 reg. 117(a)(iii)
- Art. 47(1) words substituted by S.I. 2018/1298 reg. 117(a)(i)
- Art. 47(1) words substituted by S.I. 2018/1298 reg. 117(a)(ii)
- Art. 47(2) words substituted by S.I. 2018/1298 reg. 117(b)(i)
- Art. 47(3) words omitted by S.I. 2018/1298 reg. 117(c)(iii)
- Art. 47(3) words substituted by S.I. 2018/1298 reg. 117(c)(i)
- Art. 47(3) words substituted by S.I. 2018/1298 reg. 117(c)(ii)
- Art. 47(4) words substituted by S.I. 2018/1298 reg. 117(d)
- Art. 48(1) words omitted by S.I. 2018/1298 reg. 118(a)(ii)
- Art. 48(1) words substituted by S.I. 2018/1298 reg. 118(a)(i)
- Art. 48(2) omitted by S.I. 2018/1298 reg. 118(b)
- Art. 49 words substituted by S.I. 2018/1298 reg. 119(a)
- Art. 49 words substituted by S.I. 2018/1298 reg. 119(b)
- Art. 49 words substituted by S.I. 2018/1298 reg. 119(c)
- Art. 50(1) words substituted by S.I. 2018/1298 reg. 120(a)
- Art. 50(3) omitted by S.I. 2018/1298 reg. 120(b)
- Art. 51 words omitted by S.I. 2018/1298 reg. 121(b)
- Art. 51 words substituted by S.I. 2018/1298 reg. 121(a)
- Art. 51 words substituted by S.I. 2018/1298 reg. 121(c)
- Art. 52 words omitted by S.I. 2018/1298 reg. 122(b)(i)
- Art. 52 words substituted by S.I. 2018/1298 reg. 122(b)(ii)
- Art. 52 words substituted by S.I. 2018/1298 reg. 122(b)(iii)
- Art. 53 words omitted by S.I. 2018/1298 reg. 123
- Art. 54(1) words inserted by S.I. 2018/1298 reg. 124(a)(i)
- Art. 54(1) words omitted by S.I. 2018/1298 reg. 124(a)(v)
- Art. 54(1) words substituted by S.I. 2018/1298 reg. 124(a)(ii)
- Art. 54(1) words substituted by S.I. 2018/1298 reg. 124(a)(iii)
- Art. 54(1) words substituted by S.I. 2018/1298 reg. 124(a)(iv)
- Art. 54(2) words omitted by S.I. 2018/1298 reg. 124(b)(ii)
- Art. 54(2) words substituted by S.I. 2018/1298 reg. 124(b)(i)
- Art. 55(1) words omitted by S.I. 2018/1298 reg. 125(a)(iv)
- Art. 55(1) words substituted by S.I. 2018/1298 reg. 125(a)(i)
- Art. 55(1) words substituted by S.I. 2018/1298 reg. 125(a)(ii)
- Art. 55(1) words substituted by S.I. 2018/1298 reg. 125(a)(iii)
- Art. 55(3) words omitted by S.I. 2018/1298 reg. 125(b)(i)
- Art. 55(3) words substituted by S.I. 2018/1298 reg. 125(b)(ii)
- Art. 56 omitted by S.I. 2018/1298 reg. 126
- Art. 57 words omitted by S.I. 2018/1298 reg. 127
- Art. 59(1) words inserted by S.I. 2018/1298 reg. 128(a)(i)
- Art. 59(1) words omitted by S.I. 2018/1298 reg. 128(a)(iii)
- Art. 59(1) words substituted by S.I. 2018/1298 reg. 128(a)(ii)
- Art. 59(2) omitted by S.I. 2018/1298 reg. 128(b)
- Art. 59(3) words substituted by S.I. 2018/1298 reg. 128(c)
- Art. 60 words substituted by S.I. 2018/1298 reg. 129
- Art. 61 words inserted by S.I. 2018/1298 reg. 130(c)

- Art. 61 words omitted by S.I. 2018/1298 reg. 130(a)
- Art. 61 words omitted by S.I. 2018/1298 reg. 130(d)
- Art. 61 words substituted by S.I. 2018/1298 reg. 130(b)
- Art. 62 omitted by S.I. 2018/1298 reg. 131
- Art. 63 words omitted by S.I. 2018/1298 reg. 132(b)
- Art. 63 words substituted by S.I. 2018/1298 reg. 132(a)
- Art. 64 omitted by S.I. 2018/1298 reg. 133
- Art. 65 words substituted by S.I. 2018/1298 reg. 134
- Art. 66(1) words omitted by S.I. 2018/1298 reg. 135(a)(ii)
- Art. 66(1) words substituted by S.I. 2018/1298 reg. 135(a)(i)
- Art. 66(2) words substituted by S.I. 2018/1298 reg. 135(b)
- Art. 66(3) words substituted by S.I. 2018/1298 reg. 135(c)
- Art. 66(4) words substituted by S.I. 2018/1298 reg. 135(d)
- Art. 66(5) words substituted by S.I. 2018/1298 reg. 135(e)
- Art. 66(6) words substituted by S.I. 2018/1298 reg. 135(f)(i)
- Art. 66(6) words substituted by S.I. 2018/1298 reg. 135(f)(ii)
- Art. 67(1) words inserted by S.I. 2018/1298 reg. 136(a)(ii)
- Art. 67(1) words omitted by S.I. 2018/1298 reg. 136(a)(i)
- Art. 67(1) words omitted by S.I. 2018/1298 reg. 136(b)
- Art. 68 omitted by S.I. 2018/1298 reg. 137
- Art. 69 omitted by S.I. 2018/1298 reg. 137

#### **Changes and effects yet to be applied to the whole legislation item and associated provisions**

- Title 3 heading words substituted by S.I. 2018/1298 reg. 110
- Signature words omitted by S.I. 2018/1298 reg. 138
- Art. AA1(1) words substituted in earlier amending provision S.I. 2018/1298, reg. 97 by S.I. 2020/523 reg. 4(a)(ii)(aa)
- Art. AA1(2) words substituted in earlier amending provision S.I. 2018/1298, reg. 97 by S.I. 2020/523 reg. 4(a)(ii)(bb)
- Art. AA1(5) words substituted in earlier amending provision S.I. 2018/1298, reg. 97 by S.I. 2020/523 reg. 4(a)(ii)(cc)
- Art. A1 words substituted in earlier amending provision S.I. 2018/1298, reg. 97 by S.I. 2020/523 reg. 4(a)(i)
- Art. 000A1-AAA1 inserted by S.I. 2018/1298 reg. 97
- Annex 1 omitted by S.I. 2018/1298 reg. 139
- Annex 2 omitted by S.I. 2018/1298 reg. 139
- Art. 9(1)(c)(i) substituted by S.I. 2018/1298 reg. 104(a)(ii)
- Art. 9(1)(c)(iii) words omitted by S.I. 2018/1298 reg. 104(a)(iv)
- Art. 9(1)(c)(ii) words omitted by S.I. 2018/1298 reg. 104(a)(iii)(bb)
- Art. 9(1)(c)(ii) words substituted by S.I. 2018/1298 reg. 104(a)(iii)(aa)
- Art. 40(2)(a)-(c) Art. 40(2)(a)-(c) substituted for words by S.I. 2018/1298 reg. 113(b)
- Art. 43(2)(a)(b) Art. 43(2)(a)(b) substituted for words by S.I. 2018/1298 reg. 115(b)(iv)
- Art. 43(3)(a)-(c) Art. 43(3)(a)(b) substituted for words by S.I. 2018/1298 reg. 115(c)
- Art. 47(2)(a) words omitted by S.I. 2018/1298 reg. 117(b)(ii)(bb)
- Art. 47(2)(a) words substituted by S.I. 2018/1298 reg. 117(b)(ii)(aa)
- Art. 47(2)(b) words omitted by S.I. 2018/1298 reg. 117(b)(iii)(aa)
- Art. 47(2)(b) words omitted by S.I. 2018/1298 reg. 117(b)(iii)(bb)
- Art. 52(b) substituted by S.I. 2018/1298 reg. 122(a)