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STATUTORY INSTRUMENTS

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**2004 No. 2326**

**The European Public Limited-  
Liability Company Regulations 2004**

**PART 7**

**PROVISIONS RELATING TO THE CONVERSION OF AN SE TO A PUBLIC  
COMPANY IN ACCORDANCE WITH ARTICLE 66 OF THE EC REGULATION**

**Registration of a public company by the conversion of an SE**

**85.** Where it is proposed to convert an SE to a public company in accordance with Article 66 there shall be delivered to the registrar a registration form in Form SE85 set out in Schedule 1 together with the documents specified in that Form; and, for the purposes of registering the SE, (in this Part referred to as the “converting SE”), as a public company under the provisions of the 1985 Act, the provisions of that Act shall have effect with the modifications set out in paragraph 1 of Schedule 4 to these Regulations and subject to the provisions of this Part.

**Publication of draft terms of conversion**

**86.** Where under Article 66(4) draft terms of conversion are required to be publicised there shall be delivered to the registrar a copy of such draft terms accompanied by Form SE86 set out in Schedule 1 and the registrar shall cause to be published in the Gazette notice of the receipt by her of the copy of the draft terms.

**Registration under the 1985 Act**

**87.—(1)** On and after the day on which Form SE85 is delivered to the registrar section 12(2) of the 1985 Act (duty of the registrar) shall apply in relation to the memorandum and articles of association of the converting SE delivered with Form SE85 as if—

- (a) they have been delivered under section 10 of the 1985 Act (documents to be delivered to the registrar), and
- (b) the requirements of that Act in respect of registration and of matters precedent and incidental to it had been complied with.

(2) The registrar shall carry out her duty under section 12 of the 1985 Act to register the memorandum and articles of the converting SE.

(3) On registration of the memorandum and articles of association of the converting SE the registrar shall give a certificate—

- (a) that the converting SE is incorporated and retains the legal personality it had when an SE;
- (b) that its memorandum and articles of association are registered under the 1985 Act; and
- (c) that it is a public company limited by shares.

(4) The certificate is conclusive evidence—

- (a) that the requirements of the 1985 Act in respect of registration and of matters precedent and incidental to it have been complied with, and
- (b) that on and after the registration the converting SE is a public company limited by shares.

### **Effect of registration**

**88.**—(1) In its application to a converting SE on or after registration the 1985 Act shall have effect with the modifications set out in paragraphs 2 to 10 of Schedule 4 to these Regulations.

(2) On and after registration a converting SE shall be known by the name contained in its memorandum (subject to section 28 of the 1985 Act).

(3) The persons named in Form SE85 shall be deemed to have been appointed as the first directors or secretaries of a converting SE on registration.

### **Records of a converting SE**

**89.** The records of a converting SE, when the converting SE has been registered as a public company limited by shares under the provisions of this Part, relating to any period before its registration as a public company shall be treated for the purposes of the 1985 Act as if they were records of that public company.