## SCHEDULE 1

Regulations 5, 6, 7, 8, 9, 10, 11, 68, 70, 72, 79, 82, 85 and 86

			FORMS		
			Formation by Me	rge	SE5 r of Societas Europaea (SI
Please complete in typescript, or in bold black capitals.				-	to be registered in G
			For official use (Please leave blank)		
Proposed Full Name	e of SE		fr searce searce search		
	ddress				
PO Box numbers only are not.		L			
	st town				
County/	Region				UK Postcode
Type of I (Please tick appro	Merger priate box)		By acquisition (Please indicate acquiring company/SE with * in box bel	ow)	By formation of a new S
Det			anies or SEs merging to f se continuation sheet(s) if necessary	iorm	SE:
Name	Registe numb (if applica	ered er	Registered office addre	SS	Name of Member State an address of registry where documents are filed
			Number of	con	tinuation sheets attached
Contact Details:					
You do not have to give any contact information in the box opposite but if you do, it will help Companies House to					
contact you if there is a query on the The contact information that you give	ve will				Tel
be visible to searchers of the public	record.		number DX exercises DX exercises DX exercises DX exercises DX exercises and the second		ge orm please send it to the Registrar of
		Comp For S Comp	panies at: panies House, Crown Way, Cardit Es whose registered office is to be in panies House, 37 Castle Terrace, Es whose registered office is to be in	f, CF n Eng Edini	14 3UZ DX 33050 Cardi Jand and Wales or burgh, EH1 2EB DX 235 Edinburgh

1

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Forena	ame(s)			
Su	Imame			
Previous forena	ame(s)			
Previous surna	ame(s)			
Usual residential add	dress +			
Pos	st town			
County/F	Region	UK	Postcode	,
C	Country			
+	of section 72	only if the address shown is a service address for the ben 38 of the Companies Act 1985 or that section as applied I fiel address. In the case of a corporation or Scottish Firm,	by Council Regula	ation (EC) No 2157/2001, otherwise give your
Date	of birth		Nationality	′
Business Occu	upation			
Other directo	orships			
*Please delete as ap	propriate	I consent to act as a member of the *administrative	s/supervisory/m	nanagement organ of the proposed SE
Consent sigr	nature		Date	
consent aig				
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Members of the proposed S must be given. For SEs with a one-lifer syste Forena Su Previous forena Previous surna	em, please ame(s) imame ame(s) ame(s)			ervisory and management organs
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Members of the proposed S must be given. For SEs with a one-tier syste Forena Su Previous forena Previous surna Usual residential add Pos County/f C t Date Business Occu	em, please ; ame(s) irmame ame(s) ame(s) dress † st town Region Country Tick this box of section 27 of birth upation orships	UK only if the address shown is a service address for the ben 38 of the Companies Act 1985 or that section as applied I fiel address. In the case of a corporation or Scottish Firm.	Postcode efficiary of a Cont growthe register Nationality	identiality Order granted under the provisions alson (EC) No 2157/2001, otherwise give your ef or principal office address.

must be given. For SEs with a one-tier system, pleas	give the details of all members of the administrative	e organ.)
Forename(s)		
Surname		
Previous forename(s)		
Previous surname(s)		
Usual residential address t		
Post town		
County/Region	UKF	Postcode
Country		
+ Tick this b	x only if the address shown is a service address for the benefi	
or section usual resid	723B of the Companies Act 1985 or that section as applied by lential address. In the case of a corporation or Scottish Firm, gi	
Date of birth	N	ationality
Business Occupation		
Other directorships		
"Please delete as appropriate	I consent to act as a member of the "administrative/s	upervisory/management organ of the proposed S
Consent signature		Date
Members of the proposed SE (For s must be given. For SEs with a one-tier system, pleas Forename(s)	Es with a two-tier system, details of all members of to a give the details of all members of the administrative	both the supervisory and management organs e organ.)
Surname		
Previous forename(s)		
Previous surname(s)		
Usual residential address +		
Post town		
County/Region	UKF	Postcode
Country		
of section	x only if the address shown is a service address for the benefit 23B of the Companies Act 1985 or that section as applied by lential address. In the case of a corporation or Scottish Firm, gi	Council Regulation (EC) No 2157/2001, otherwise give y
Date of birth		ationality
Business Occupation		L
Other directorships		
"Please delete as appropriate	I consent to act as a member of the "administrative/s	upervisory/management organ of the proposed S
Consent signature		Date

Members of the proposed SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.)

Please use a continuation sheet if more members of the proposed SE are to be appointed

Proposed name of SE			
Subscribed capital of the propose	d SE comprising	:	
Subscribed capital in sterling (Must not be less than £50,000)	£		
Other currency subscribed capital: Please specify currency(ies)			
		the last states	
Tick box to confirm that the tot proposed SE is not less than the tot proposed SE is not less than the set of the set o	al subscribed cap ne equivalent of 4	€120,000	
Proposed Principal sector(s) of activ (Use Standard Industrial Classification (SIC) Codes			
SIC Code		SIC Code	
SIC Code		SIC Code	
SIC Code		SIC Code	
Please tick the boxes below to confir	m that <u>both</u> the fo	blowing documents	are attached to this form:
Tick the Number box (✓) of pages	Document description		
Statutes of the pro	Statutes of the proposed SE named on page 1		
Office Copy of Court Order confirming that Article 26 of Council Regulation (EC) No 2157/2001 has been complied with			

I certify that the information given in this form is correct

Signatur

е		Date	
	Bronocod Mombor of the management or administrative	areas of	the proposed CE parced on page 1

roposed Member of the management or administrative organ of the proposed SE named on page 1

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## SE6

Formation of Holding Societas Europaea (SE)

Please complete in typescript, or in bold black capitals.

	(Please leave blank)
Proposed Full Name of SE	
Proposed Registered Office Address	
PO Box numbers only are not acceptable	
Post town	
County/Region	UK Postcode

		Promoting Companies or SEs use continuation sheet(s) if necessary	
Name	Registered number (if applicable)	Registered office address	Name of Member State and address of registry where documents are filed
	Number of continuation sheets attached		

## Contact Details:

You do not have to give any contact	
information in the box opposite but if you do, it will help Companies House to	
contact you if there is a query on the form. The contact information that you give will	Tel
be visible to searchers of the public record.	DX number DX exchange
	When you have completed and signed the form please send it to the Registrar of Companies at:
	Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff For SEs whose registered office is to be in England and Wales or Companies House, 27 Cardia Tarrage, Ediaburgh, EH1 2ER DX 235 Ediaburgh

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh For SEs whose registered office is to be in Scotland or LP - 4 Edinburgh 2

Proposed name of SE	
Subscribed capital of the proposed	holding SE comprising:
Subscribed capital in sterling (Must not be less than £50,000)	£
Other currency subscribed capital: Please specify currency(lies)	
Tick box to confirm that the total subsc SE is not less than	ribed capital of the proposed
Proposed Principal Sector(s) of activ (Use Standard Industrial Classification (SIC) Codes	
SIC Code	SIC Code
SIC Code	SIC Code

### Please tick the boxes to confirm that all of the following documents are attached to this form:

SIC Code

Tick the box (✓)	Number of pages	Document description
		Statutes of the proposed holding SE
		Written report(s) by independent experts given pursuant to Article 32(4) of Council Regulation (EC) No 2157/2001
		Copy(ies) of resolution(s) of the promoting company(ies) and/or SE(s) approving the draft terms for the formation of the proposed holding SE pursuant to Article 32(6) of Council Regulation (EC) No 2157/2001

### And if applicable, that the following document(s) is attached:

SIC Code

Copy(ies) of resolution(s) of the promoting company(ies) and/or SE(s) giving express ratification of employee involvement (required only in the case of reserved rights under Article 32(6))

#### Please list the details of the members of the proposed holding SE on the next page

must be given. For SEs with a one-tier system, please	give the details of all members of the administrative organ.)
Forename(s)	
Sumame	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 72	L
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed St
Consent signature	Date
Members of the proposed SE (For SE must be given. For SEs with a one-tier system, please	is with a two-tier system, details of all members of both the supervisory and management organs give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 72	conly if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provision 238 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give yo ritial address. In the case of a corporation or Soctlish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate Consent signature	I consent to act as a member of the "administrative/supervisory/management organ of the proposed St

Members of the proposed SE (For SEs with a two-lier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.)

	s with a two-wer system, details or air members or both the supervisory and management organs give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 72	unity if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisio 338 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give yo rtial address. In the case of a corporation or Scottish Firm, give the registered or principel office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
"Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed Si
Consent signature	Date
Members of the proposed SE (For SE must be given. For SEs with a one-tier system, please	is with a two-lier system, details of all members of both the supervisory and management organs give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 72	corly if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisio 238 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give seidential address. In the case of a corporation or Scottish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed SI
Consent signature	Date

Members of the proposed SE (For SEs with a two-tier system, details of all members of both the supervision and manage 

Please use a continuation sheet if more members of the proposed SE are to be appointed

Propo	osed name of SE
Member's Declaration:	I,
	being a proposed Member of the management or administrative organ of the proposed SE named on page 1 confirm that:
	<ol> <li>Pursuant to Article 32(2) of Council Regulation (EC) No 2157/2001 (the "Regulation") the draft terms of formation were drawn up by the promoting company(ies) and/or SEs named on page 1 and were publicised by each of those company(ies) and/or SE(s) pursuant to the Regulation and any requirements of the Member State of the promoting companies on: (please give the date for each promoting company/SE)</li></ol>
	Pursuant to Article 32(4) and (5) the report(s) (copy(ies) attached to this form) were drawn     up on by
	<ol> <li>The general meeting(s) of each of the promoting company(ies) and/or SE(s) named on page 1 approved the draft terms referred to in paragraph 1 above on (please specify the date for each company and/or SE)</li> </ol>
	<ul> <li>3. The general meeting(s) of the promoting company(ies) and/or SE(s) (Please delete (a) or (b) below as appropriate): <ul> <li>(a) did not reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to Council Directive 2001/86/EC; or</li> <li>(b) did reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to Council Directive 2001/86/EC. The general meeting(s) of those promoting company(ies) and/or SE(s) ratified the employee involvement arrangements on: (please give the name and date for each company and/or SE below)</li> </ul> </li> </ul>
	<ol> <li>Pursuant to Article 32 of the Regulation the shareholders of the promoting company(ies) and/or SE(s) named on page 1 promoting the formation were given 3 months, from the date upon which the terms for the formation of the proposed SE were finally determined, to inform the promoting company(ies) and/or SE(s) whether they intended to contribute their shares;</li> </ol>
	<ol><li>The shareholders of the promoting company(ies) and/or SE(s) named on page 1 have assigned the minimum proportion of shares in each company(ies) and/or SE(s) pursuant to the draft terms of formation;</li></ol>
	<ol> <li>Each of the promoting company(ies) and/or SE(s) named on page 1 either;</li> <li>(a) has its registered office and head office within the Community, or</li> <li>(b) (in the case of promoting companies - this does not apply to promoting SE(s)) its head office is not in the Community, it is formed under the law of a Member State, its registered office is in that Member State and it has a real and continuous link with a Member State's economy;</li> </ol>
	<ol> <li>Each of at least two of the promoting company(ies) and/or SEs (please delete (a) or (b) below as appropriate)         <ul> <li>(a) is governed by the law of a different Member State, or</li> <li>(b) has for at least two years had a subsidiary company governed by the law of another Member State or a branch situated in another Member State; and</li> </ul> </li> </ol>
	9. The information given on this form is correct.
Signed	Date
	Proposed Member of the management or administrative organ of the proposed holding SE named on page 1

Propos	sed name of SE
Lawyer's Declaration:	of
	<ul> <li>SE named on page 1 and confirm that:</li> <li>1. I am a lawyer entitled to pursue my professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC; and</li> </ul>
	<ol> <li>All the acts, formalities and conditions required by Articles 32 and 33 of Council Regulation (EC) No 2157/2001 have been fulfilled in accordance with the requirements in or referred to in Articles 32 and 33 respectively except that I am not required to confirm that employee involvement has been decided pursuant to Council Directive 2001/86/EC.</li> </ol>
Signature	Date

	pyee Involvement Declarations:
	A: (To be signed on the behalf of the SNB and by a proposed Member of the management or
We, being an authorised member of the management or administrative organ of t	Special Negotiating Body ("SNB") and a proposed Member of the he proposed SE declare that:
	der regulations 17 to 54 of The European Public Limited-Liability 4 Regulations") or under the equivalent legislation of any other
	ned on page 1 of this form have fulfilled all their obligations pursuant gulations; and either (delete as appropriate)
Regulations, or ii) the SNB established under regulating pursuant to regulation 30 of the 20 instead to rely upon national rules iii) the SNB and the management of the iii) the SNB and the management of the iiii) the SNB and the management of the iiii) the SNB and the management of the iiii the SNB and the management of the iiii the SNB and the management of the iii the SNB and the management of the iii the SNB and the management of the management of the iii the SNB and the management of the management of the iii the SNB and the management of the manage	ent has been reached pursuant to regulation 28 of the 2004 ions 21 to 54 of the 2004 Regulations has taken the decision 04 Regulations not to open or to terminate negotiations but for information and consultation, or ne subscribing SE named on page 1 of this form have agreed, the standard rules contained in Schedule 3 to the 2004 Regulations.
	onfirms that the agreement or decision referred to in paragraph 2 required by regulation 29 of the 2004 Regulations
	Signed
Authorised Member of SNB	A proposed Member of the management or administrative organ of the proposed SE named on page 1 Names in block capitals
	Date of Signature
	B: (To be signed by a proposed Member of the management or administrative organ of the
proposed SE)	
On behalf of the promoting SE named or	n page 1 of this form, I declare that:
Company Regulations 2004 ("the 200 Member State involved; and 2. The promoting companies or SEs nar to regulations 17 to 54 of the 2004 Re 3. The deadline for completing negotiation agreement has been reached and no de	der regulations 17 to 54 of The European Public Limited-Liability 4 Regulations") or under the equivalent legislation of any other ned on page 1 of this form have fulfilled all their obligations pursuant gulations; and is under regulation 27 of the 2004 Regulations has passed and no ecision has been taken regarding the options set out in paragraph 2 idard rules contained in Schedule 3 to the 2004 Regulations will apply.
Signature	Date
-	Proposed Member of the management or administrative organ of the proposed SE named on page 1
(in block capitals)	

	SE7
Please complete in typescript, or in bold black capitals.	Formation of Subsidiary Societas Europaea (SE) under Article 2(3) of Council Regulation (EC) No 2157/2001
	(Please leave blank)
Proposed Full Name of Subsidiary SE	
Proposed Registered Office Address PO Box numbers only are not acceptable	
Post town	
County/Region	UK Postcode

Details of		SEs, Companies, Firms or Legal 8 ise continuation sheet(s) if necessary	Bodies:
Name	Registered number (if applicable)	Registered office address	Name of Member State and registry where documents are filed
		Number of continua	tion sheets attached

## Contact Details:

You do not have to give any contact			
information in the box opposite but if you do, it will help Companies House to			
contact you if there is a query on the form. The contact information that you give will		Tel	
be visible to searchers of the public record.	DX number	DX exchange	
	When you have comple Companies at:	eted and signed the form please send it to	the Registrar of
		own Way, Cardiff, CF14 3UZ	DX 33050 Cardi

 Companies House, Crown Way, Cardiff, CF14 3UZ
 DX 33050 Cardiff

 For subsidiary SEs whose registered office is to be in England and Wales
 or

 Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 DX 235 Edinburgh

 For subsidiary SEs whose registered office is to be in Scotland
 or LP - 4 Edinburgh 2

Proposed name of subsidiary SE	
Subscribed capital of the proposed	subsidiary SE comprising:
Subscribed capital in sterling (Must not be less than £50,000)	£
Other currency subscribed capital:	
Please specify currency(ies)	
Tick box to confirm that the total subsc subsidiary SE is not less than	
Proposed Principal sector(s) of activ (Use Standard Industrial Classification (SIC) Codes	vity(ies) of the proposed subsidiary SE: specified on the attached sheet)
SIC Code	SIC Code
SIC Code	SIC Code
SIC Code	SIC Code
Please tick the boxes to confirm th	nat the following document is attached to this form:
Tick the Number box (✓) of pages	Document description
Statutes of the pro	oposed subsidiary SE
Members of the proposed SE (For SE	s with a two-tier board system, details of all members of both the supervisory and management
organs must be given. For SEs with a one-tier system, Forename(s)	please give the details of all members of the administrative organ.)
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
	x only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions
	r238 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your ential address. In the case of a corporation or Scottish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
	I consent to act as a member of the 'administrative/supervisory/management organ of the proposed SE
Consent signature	Date

	is with a two-tier board system, details of all members of both the supervisory and management
For Ses with a one-ner system, Forename(s)	please give the details of all members of the administrative organ.)
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
	w only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions 7238 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your
Date of birth	ential address. In the case of a corporation or Scotlish Firm, give the registered or principal office address.           Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed SE
Consent signature	Date
Members of the proposed SE (For SE	is with a two-fier board system, details of all members of both the supervisory and management
Forename(s)	please give the details of all members of the administrative organ.)
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 7	vonly if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions 238 of the Companies Act 1965 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give
Date of birth	residential address. In the case of a corporation or Soctlish Firm, give the registered or principal office address.           Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed SE
Consent signature	Date

Members of the proposed SE (For SE organs must be given. For SEs with a one-tier system,	s with a two-tier board system, details of all i please give the details of all members of the	members of both ti administrative oro	te supervisory and management an.)
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Usual residential address +			
Post town			
County/Region		UK Postcode	
Country			
of section 7	x only if the address shown is a service address for th 238 of the Companies Act 1985 or that section as ap ential address. In the case of a corporation or Scottish	oplied by Council Regu	lation (EC) No 2157/2001, otherwise give your
Date of birth		Nationality	
Business Occupation			
Other directorships			
*Please delete as appropriate	I consent to act as a member of the "administr	rative/supervisory/m	anagement organ of the proposed SE
Consent signature		Date	
Members of the proposed SE (For SE organs must be given. For SEs with a one-tiar system,	s with a two-tier board system, details of all i please give the details of all members of the	members of both ti administrative or	he supervisory and management
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Usual residential address +			
Post town			
County/Region		UK Postcode	
Country			
of section 7	x only if the address shown is a service address for th 23B of the Companies Act 1985 or that section as ap	plied by Council Regu	lation (EC) No 2157/2001, otherwise give your
Date of birth	ential address. In the case of a corporation or Sootist	Nationality	
Business Occupation			
Other directorships			
*Please delete as appropriate	I consent to act as a member of the "administr	rative/supervisory/m	anagement organ of the proposed SE
Consent signature		Date	

Please use a continuation sheet if more members of the proposed subsidiary SE are to be appointed

Propo	osed name of SE
Member's Declaration:	l, of
	being a proposed member of the management or administrative organ of the proposed subsidiary SE named on page 1 confirm that:
	<ol> <li>Each of the subscribing SEs, companies, firms or other legal bodies governed by public of private law either</li> <li>(a) has its registered office and head office within the Community; or</li> <li>(b) (in the case of subscribing companies, firms and other legal bodies - this does not apply to subscribing SEs) its head office is not in the Community, it is formed under the law of a Member State, its registered office is in that Member State and it has a real and continuous link with a Member State's economy; and</li> </ol>
	2. The information given in this form is correct.
Signed	Date
	Proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1

	Employee Involvement Declarations: Please complete declaration A or B as appropriate
	Ivement Declaration A: (To be signed on the behalf of the SNB and by a proposed Member of the management or the proposed subsidiary SE )
	horised member of the Special Negotiating Body ("SNB") and a proposed Member of the idministrative organ of the proposed SE declare that:
	utstanding disputes under regulations 17 to 54 of The European Public Limited-Liability ulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other involved; and
	g SEs, companies, firms, or other legal bodies named on page 1 of this form have fulfilled all s pursuant to regulations 17 to 54 of the 2004 Regulations; and either (delete as appropriate)
Regulations ii) the SNB es pursuant to instead to m iii) the SNB an pursuant to	e involvement agreement has been reached pursuant to regulation 28 of the 2004 s, or tablished under regulations 21 to 54 of the 2004 Regulations has taken the decision regulation 30 of the 2004 Regulations not to open or to terminate negotiations but ely upon national rules for information and consultation, or d the management of the subscribing SE named on page 1 of this form have agreed, regulation 32, to apply the standard rules contained in Schedule 3 to the 2004 Regulations.
above has bee	an made by the majority required by regulation 29 of the 2004 Regulations
	Signed
, ,	uthorised Member of SNB A proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1
	Names in block capitals
	Date of Signature
proposed SE)	Ivement Declaration B: (To be signed by a proposed Member of the management or administrative organ of the
On behalf of the p	promoting SE named on page 1 of this form, I declare that:
Company Reg Member State 2. The subscribin their obligation 3. The deadline for agreement has	
Company Reg Member State 2. The subscribin their obligation 3. The deadline for agreement has	ulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other involved; and g SEs, companies, firms or other legal bodies named on page 1 of this form have fulfilled all is pursuant to regulations 17 to 54 of the 2004 Regulations; and or completing negotiations under regulation 27 of the 2004 Regulations has passed and no been reached and no decision has been taken regarding the options set out in paragraph 2
Company Reg Member State 2. The subscribin their obligation 3. The deadline for agreement has of declaration A Signature	ulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other involved; and g SEs, companies, firms or other legal bodies named on page 1 of this form have fulfilled all is pursuant to regulations 17 to 54 of the 2004 Regulations; and or completing negotiations under regulation 27 of the 2004 Regulations has passed and no been reached and no decision has been taken regarding the options set out in paragraph 2 to above and that the standard rules contained in Schedule 3 to the 2004 Regulations will apply.
Company Reg Member State 2. The subscribin their obligation 3. The deadline for agreement has of declaration A Signature	ulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other involved; and ig SEs, companies, firms or other legal bodies named on page 1 of this form have fulfilled all is pursuant to regulations 17 to 54 of the 2004 Regulations; and or completing negotiations under regulation 27 of the 2004 Regulations has passed and no been reached and no decision has been taken regarding the options set out in paragraph 2 above and that the standard rules contained in Schedule 3 to the 2004 Regulations will apply. Date

SE8 Transformation of PLC to Societas Europaea (SE) Please complete in typescript, or in bold black capitals. For official use (Please leave blank) Full name of transforming PLC Company number of transforming PLC Proposed Full Name of SE Proposed Registered Office Address PO Box numbers only are not acceptable Post town County/Region UK Postcode Subscribed capital comprising: Subscribed capital in sterling (Must not be less than £50,000) £ Other currency subscribed capital: Tick box to confirm that the total subscribed capital of the SE is not less than the equivalent of €120,000 Proposed Principal sector(s) of Activity(ies) of SE named above: (Use Standard Industrial Classification (SIC) Codes specified on the attached sheet) SIC Code SIC Code SIC Code SIC Code SIC Code SIC Code Contact Details: You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. Tel The contact information that you give will be visible to searchers of the public record. DX number DX exchange When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff For SEs whose registered office is to be in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh For SEs whose registered office is to be in Scotland or LP - 4 Edinburgh 2

	give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 7	
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed SE
Consent signature	Date
	is with a two-tier system, details of all members of both the supervisory and management organs give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
Date of birth	Initial address. In the case of a corporation or Scottish Firm, give the registered or principal office address.           Nationality
Business Occupation	
Other directorships	
e a los encontrollipo	
*Please delete as appropriate	consent to act as a member of the "administrative/supervisory/management organ of the proposed SE
*Please delete as appropriate Consent signature	I consent to act as a member of the "administrative/supervisory/management organ of the proposed SE

Members of the proposed SE (For SEs with a two-tier system, details of all members of both the supervisory and manager ent n

	s with a two-tier system, details of all members of both the supervisory and management organs give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 72	unity if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provision 38 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give you ntial address. In the case of a corporation or Scottish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the *administrative/supervisory/management organ of the proposed SE
Consent signature	Date
Members of the proposed SE (For SE must be given. For SEs with a one-tier system, please	is with a two-tier system, details of all members of both the supervisory and management organs give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
of section 72	c crip if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provision 28 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give you ritial address. In the case of a corporation or Scottish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/management organ of the proposed SE
Consent signature	Date

Members of the proposed SE /For SEs with a two-tier system, details of all members of both the supervis 

Please use a continuation sheet if more members of the SE are to be appointed

Tick the box (✔)	Number of pages	Document description
		Resolution approving the draft statutes and draft terms of conversion to SE of the PLC named on page 1 pursuant to Article 37(7) of Council Regulation (EC) No 2157/2001
		Statutes of the SE named on page 1
		Copy of certificate(s) of expert(s) pursuant to Article 37(6) Council Regulation (EC) No 2157/2001
		Report explaining and justifying the legal and economic aspects of the conversion pursuant to Article 37(4) of Council Regulation (EC) No 2157/2001

Declaration:	of
	Being a director of the PLC named on page 1 confirm that:
	<ol> <li>Pursuant to Article 37(4) of Council Regulation (EC) No 2157/2001 (the "Regulation") the draft terms of conversion were drawn up by the board of directors of the PLC named on page 1 and were publicised pursuant to the Regulation and The European Public Limited- Liability Company Regulations 2004;</li> </ol>
<ol> <li>Pursuant to Article 37(4) of the Regulation a report was drawn up by the board of Directors;</li> <li>Pursuant to Article 37(6) of the Regulation independent experts prepared a certific;</li> </ol>	
<ol> <li>The PLC named on page 1 has for at least two years had a subsidiary company governed by the law of another Member State; and the PLC named on page 1 either</li> <li>(a) has its registered office and head office within the Community; or</li> <li>(b) its head office is not in the Community, it is formed under the law of a Member State, its registered office is in that Member State and it has real and continuous link with a Member State's economy; and</li> </ol>	
	6. The information given in this form is correct.
Signed	Date
	Director of the PLC named on page 1

	Employee Involvement Declarations: Please complete declaration A or B as appropriate	
Employee Inv	volvement Declaration A: (To be signed on behalf of the SNB and by a director of the PLC named on page 1)	
	uthorised member of the Special Negotiating Body ("SNB") and a proposed Member of the r administrative organ of the proposed SE declare that:	
Company Re	o outstanding disputes under regulations 17 to 54 of The European Public Limited-Liability egulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other te involved; and	
	med on page 1 of this form has fulfilled all its obligations pursuant to regulations 17 to 54 of gulations; and either (defete as appropriate)	
i) an emplo	yee involvement agreement has been reached pursuant to regulation 28 of the 2004	
<ul> <li>Regulations, or</li> <li>ii) the SNB established under regulations 21 to 54 of the 2004 Regulations has taken the decision pursuant to regulation 30 of the 2004 Regulations not to open or to terminate negotiations but instead to rely upon national rules for information and consultation, or</li> <li>iii) the SNB and the management of the subscribing SE named on page 1 of this form have agreed, pursuant to regulation 32, to apply the standard rules contained in Schedule 3 to the 2004 Regulations.</li> <li>8. The authorised member of the SNB confirms that the agreement or decision referred to in paragraph 2 above has been made by the majority required by regulation 29 of the 2004 Regulations</li> </ul>		
	Signed	
	Authorised Member of SNB Director of the PLC named on page 1	
	Names in block capitals	
	Date of Signature	
Employee Inv	Volvement Declaration B: (To be signed by a director of the PLC named on page 1)	
On behalf of the 1. There are no Company Re Member Sta 2. The PLC nai the 2004 Re 3. The deadline agreement h	volvement Declaration B: (To be signed by a director of the PLC named on page 1)	
On behalf of the 1. There are no Company Re Member Sta 2. The PLC nai the 2004 Re 3. The deadline agreement h	volvement Declaration B: (To be signed by a director of the PLC named on page 1) e promoting SE named on page 1 of this form, I declare that: o outstanding disputes under regulations 17 to 54 of The European Public Limited-Liability egulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other te involved; and med on page 1 of this form has fulfilled all its obligations pursuant to regulations 17 to 54 of gulations; and of for completing negotiations under regulation 27 of the 2004 Regulations has passed and no as been reached and no decision has been taken regarding the options set out in paragraph 2	

Please complete in typescript, or in bold black capitals.		SE9(1) / Societas Europaea (SE) under il Regulation (EC) No 2157/2001
Proposed Full Name of subsidiary SE	For official use (Please leave blank)	
Proposed Registered Office Address of subsidiary SE PO Box numbers only are not acceptable		
Post town County/Region		UK Postcode

## Details of subscribing SE forming subsidiary SE:

Full Name of subscribing SE	
Registered Number	
Registered Office Address of subscribing SE	
Name of Member State and registry where documents are filed	

Contact Details:		
You do not have to give any contact information in the box opposite but if you		
do, it will help Companies House to		
contact you if there is a query on the form.	Tel	1
The contact information that you give will be visible to searchers of the public record.		-
	DX number DX exchange	
	When you have completed and signed the form please se Companies at:	nd it to the Registrar of
	Companies House, Crown Way, Cardiff, CF14 3UZ For subsidiary SEs whose registered office is to be in England Companies House 27 Castle Terrace, Ediaburgh, EM1 20	

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh For subsidiary SEs whose registered office is to be in Scotland or LP - 4 Edinburgh 2

Proposed name of subsidiary SE Subscribed capital of the proposed subsidiary SE comprising: Subscribed capital in sterling (Must not be less than £50,000) Other currency subscribed capital: Please specify curr vicyties) Tick box to confirm that the total subscribed capital of the proposed subsidiary SE is not less than the equivalent of €120,000 Proposed principal sector(s) of activity(ies) of the proposed subsidiary SE: (Use Standard Industrial Classification (SIC) Codes specified on the attached sheet) SIC Code SIC Code SIC Code SIC Code SIC Code SIC Code Please tick the boxes to confirm that the following document is attached to this form: Tick the Number Document description box (✓) of pages Statutes of the proposed subsidiary SE Members of the proposed SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.) Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address + Post town UK Postcode County/Region Country Tick this box only if the address shown is a service address for the banaficiary of a Confidentiality Order granted under the provisions of section 7238 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your usual residential address. In the case of a corporation or Scottish Firm, give the registered or principal office address. Date of birth Nationality **Business Occupation** Other directorships \*Please delete as appropriate I consent to act as a member of the \*administrative/supervisory/management organ of the proposed SE **Consent signature** Date

must be given. For SEs with a one-tier system, please	give the details of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
	x only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provision
of section	723B of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give residential address. In the case of a corporation or Scottish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
*Please delete as appropriate	I consent to act as a member of the *administrative/supervisory/management organ of the proposed SE
Consent signature	Date
	Es with a two-tier system, details of all members of both the supervisory and management organs give the details of all members of the administrative organ.)
must be given. For SEs with a one-tier system, please	
must be given. For SEs with a one-tier system, please Forename(s)	
must be given. For SEs with a one-tier system, please Forename(s) Surname	
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s)	
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s)	
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s)	
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town	
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region	
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region Country	give the details of all members of the administrative organ.)
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region Country †Tick this b of section	give the details of all members of the administrative organ.)
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region Country †Tick this b of section	give the details of all members of the administrative organ.)  give the details of all members of the administrative organ.)  UK Postcode UK Postcode
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region Country †Tick this b of section usual resid Date of birth Business Occupation	give the details of all members of the administrative organ.)  give the details of all members of the administrative organ.)  UK Postcode UK Postcode UK Postcode
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address t Post town County/Region Country t Tick the b of section Date of birth	give the details of all members of the administrative organ.)  give the details of all members of the administrative organ.)  UK Postcode UK Postcode UK Postcode
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region Country †Tick this b of section usual resid Date of birth Business Occupation	give the details of all members of the administrative organ.)
must be given. For SEs with a one-tier system, please Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region Country †Tick this b of section usual resid Date of birth Business Occupation	give the details of all members of the administrative organ.)  give the details of all members of the administrative organ.)  UK Postcode UK Postcode UK Postcode

Members of the proposed SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative gragm.)

Proposed name of SE		
Members of the proposed SE (For SE	is with a two-tier system, details of all members of both the supervisory	and management organs
must be given. For SEs with a one-tier system, please Forename(s)	give the details of all members of the administrative organ.)	
Surname		
Previous forename(s)		
Previous surname(s)		
Usual residential address +		
Post town		
County/Region	UK Postcode	
Country		
of section 7	xx only if the address shown is a service address for the beneficiary of a Confidentially 7238 of the Companies Act 1985 or that section as applied by Council Regulation (EC lential address. In the case of a corporation or Scottish Firm, give the registered or prin	) No 2157/2001, otherwise give your
Date of birth	Nationality	
Business Occupation		
Other directorships		
*Please delete as appropriate	I consent to act as a member of the "administrative/supervisory/managem	ent organ of the proposed SE
Consent signature	Date	

Please use a continuation sheet if more members of the proposed subsidiary SE are to be appointed

I certify that the information given in this form is correct

Signature



Proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1

Employee Involvement Declarations: Please complete declaration A or B as appropriate		
Employee Involvement Declaration A: (To be signed on the behalf of the SNB and by a proposed Member of the management or administrative organ of the proposed subsidiary SE )		
We, being an authorised member of the Special Negotiating Body ("SNB") and a proposed Member of the management or administrative organ of the proposed SE declare that:		
<ol> <li>There are no outstanding disputes under regulations 17 to 54 of The European Public Limited-Liability Company Regulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and</li> </ol>		
<ol> <li>The subscribing SE named on page 1 of this form have fulfilled all its obligations pursuant to regulations 17 to 54 of the 2004 Regulations; and either (delete as appropriate)</li> </ol>		
<ul> <li>i) an employee involvement agreement has been reached pursuant to regulation 28 of the 2004 Regulations, or</li> <li>ii) the SNB established under regulations 21 to 54 of the 2004 Regulations has taken the decision pursuant to regulation 30 of the 2004 Regulations not to open or to terminate negotiations but instead to rely upon national rules for information and consultation, or</li> <li>iii) the SNB and the management of the subscribing SE named on page 1 of this form have agreed, pursuant to regulation 32, to apply the standard rules contained in Schedule 3 to the 2004 Regulations.</li> <li>3. The authorised member of the SNB confirms that the agreement or decision referred to in paragraph 2</li> </ul>		
above has been made by the majority re	quired by regulation 29 of the 2004 Regulations	
	Signed	
Authorised Member of SNB	A proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1	
Names in block capitals		
	Date of Signature	
Employee Involvement Declaration B: (To be signed by a proposed Member of the management or administrative organ of the proposed SE)		
On behalf of the promoting SE named on p	age i or mis ionn, i deciare mai:	
<ol> <li>There are no outstanding disputes under regulations 17 to 54 of The European Public Limited-Liability Company Regulations 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and</li> <li>The subscribing SE named on page 1 of this form have fulfilled all its obligations pursuant to regulations 17 to 54 of the 2004 Regulations; and</li> <li>The deadline for completing negotiations under regulation 27 of the 2004 Regulations has passed and no agreement has been reached and no decision has been taken regarding the options set out in paragraph 2 of declaration A above and that the standard rules contained in Schedule 3 to the 2004 Regulations will apply.</li> </ol>		
Signature	Date	
A proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1 Name		

## **SE10**

Transfer to GB of Societas Europaea (SE)

Please complete in typescript, or in bold black capitals.

	(Please kerve blank)
Full Name of SE	
Current Registered Number of SE (f applicable)	
Date of Registration	
in Current Registry Present Registered	
Office Address	
	Name of Member State
Proposed Registered Office	
Address in GB PO Box numbers only are not acceptable	
Post town	
POSLOWI	
County/Region	UK Postcode
Proposed new name of SE	
(if applicable)	
Name of present registry	
Contact address of present registry	
present region y	
Contact Details:	
You do not have to give any contact	
information in the box opposite but if you do, it will help Companies House to	
contact you if there is a query on the form. The contact information that you give will	Tel
be visible to searchers of the public record.	DX number DX exchange
	When you have completed and signed the form please send it to the Registrar of Companies at:
	Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff For SEs whose registered office is to be in England and Wales Companies House, 37 Castle Terrace, Edinburgh, EH12EB DX 235 Edinburgh For SEs whose registered office is to be in Scotland or LP - 4 Edinburgh 2

Proposed name of SE			
Date of Last Balance Sheet* (drawn up before registration in GB)		If no last Balance Sheet, original date of formation of SE	
"This is the date at which the balance sheet was require	i to be drawn up under the	provisions of law of the Member State in which	ch the SE had its registered office
Principal Sector(s) of Activity(ies) of Use Standard Industrial Classification (SIC) Code		ned sheet)	
SIC Code	•	SIC Code	
SIC Code	•	SIC Code	
SIC Code	•	SIC Code	
Please tick the boxes below to conf	irm that <u>both</u> the f	following documents are atta	ched to this form:
Tick the Number box (✓) of pages	Doc	ument description	
Copy of Statutes	of SE		
Certificate by old registration authority attesting to the completion of the acts and formalities to be completed before the transfer			
Please list below the details of perso	ons who are mem	bers of the SE named on page	ge 1
Members of the SE (For SEs with a two-tie For SEs with a one-tier system, please give the detail			ment organs must be given.
Forename(s)			
Surname			

Previous forename(s)	
Previous surname(s)	
Usual residential address t	
Post town	
County/Region	UK Postcode
Country	
of section 723B	If the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your I address. In the case of a corporation or Soztish Firm, give the registered or principal office address.
Date of birth	Nationality
Business Occupation	
Other directorships	
"Please tick box as appropriate	*Member of the administrative organ supervisory organ management organ of the SE

For SEs with a one-tier system, please give the details	r eystem, details or an members or both the supervisory and management organs must be given. s of all members of the administrative organ.)
Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address +	
Post town	
County/Region	UK Postcode
Country	
	anly if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions
usual resident	38 of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157(2001, otherwise give you fail address. In the case of a corporation or Socitish Firm, give the registered or principal office address.
Date of birth	
Business Occupation	
Other directorships	
*Please tick box as appropriate	
	administrative organ unanagement organ management organ
Members of the SE (For SEs with a two-tier	r system, details of all members of both the supervisory and management organs must be given.
For SEs with a one-tier system, please give the details Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Usual residential address †	
P	
Post town	
County/Region	UK Postcode
Country	
section 723B of	only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of the Companies Act 1965 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your u
Date of birth	dress. In the case of a corporation or Scottish Firm, give the registered or principal office address.           Nationality
Business Occupation	
Other directorships	
	Momber of the
*Please tick box as appropriate	*Member of the administrative organ supervisory organ management organ
	of the SE

Members of the SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given

Proposed name of SE				
Members of the SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-bar system, please give the details of all members of the administrative organ.)				
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Usual residential address t				
Post town				
County/Region	UK Postcode			
Country				
of section 723B	ly if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your il address. In the case of a corporation or Scottish Firm, give the registered or principal office address.			
Date of birth	Nationality			
Business Occupation				
Other directorships				
*Please tick box as appropriate	*Member of the administrative organ supervisory organ management organ of the SE			
Please use a	a continuation sheet if more members of the SE are to be appointed			

I certify that the information given in this form is correct

Signature



Member of the management or administrative organ of the SE named on page 1

	SE11		
Please complete in typescript, or in bold black capitals.	Transfer from GB of Societas Europea (SE)		
or moore black capitals.			
Registered Number of SE			
Full Name of SE			
Proposed New Name			
of SE on transfer			
(If applicable)			
Name of Member State to which the	,		
above named SE is to transfer			
Contact address			
of new registry			
Proposed New Registered			
Office Address of SE			
	Principal Sectors of Activity(ies) of SE:		
	(Use Standard Industrial Classification (SIC) Codes specified on the attached sheet)		
SIC Code	SIC Code		
SIC Code	SIC Code		
SIC Code	SIC Code		
Contact Details:	I		
You do not have to give any contact			
information in the box opposite but if you do, it will help Companies House to			
contact you if there is a query on the form.	Tel		
The contact information that you give will be visible to searchers of the public record.	DX number DX exchange		
	When you have completed and signed the form please send it to the Registrar of		
	Companies at:		
	Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff For SEs whose registered office is in England and Wales or		
	Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh		
	For SEs whose registered office is in Scotland or LP - 4 Edinburgh 2		

## Please tick the boxes to confirm that all of the following documents are attached to this form:

	Number of pages	Document description			
	or pages	Copy of the general meeting resolution approving the transfer of the SE			
		Form SE72(6) - Statement of Solvency required by Regulation 72 of The European Public Limited-Liability Company Regulations 2004			
		Report explaining and justifying the legal and economic aspects of the transfer and explaining the implications of the transfer for shareholders, creditors and employees pursuant to Article 8(3) of Council Regulation (EC) No 2157/2001			
Member's Declaration:		l, of			
		being a Member of the management or administrative organ of the SE named on page 1 confirm that:			
		<ol> <li>page 1 confirm that:</li> <li>Pursuant to Article 8(2) of Council Regulation (EC) No 2157/2001 (the "Regulation") a transfer proposal was drawn up by the management or administrative organ of the SE named on page 1 and was publicised pursuant to Article 8(2) of the Regulation and The European Public Limited-Liability Company Regulations 2004;</li> <li>Pursuant to Article 8(3) of the Regulation the management or administrative organ of the SE named on page 1 drew up a report on;</li> <li>Shareholders and creditors of the SE named on page 1 were notified in writing in accordance with regulation 56(1) of The European Public Limited-Liability Company Regulations 2004 of the right of examination and right to copies of the proposal and report referred to in regulation 56(1);</li> <li>Pursuant to Article 8(4) of the Regulation at least one month before the general meeting called upon to decide upon the transfer, shareholders and creditors of the SE named on page 1 could examine and obtain copies of the transfer proposal referred to in paragraph 1 and the report referred to in paragraph 2 above;</li> <li>Invoices, orders for goods and business letters of the SE named on page 1 complied with the requirements of regulation 56(2) of The European Public Limited-Liability Company Regulations 2004;</li> </ol>			
		<ul> <li>6. The general meeting of the SE named on page 1 approved the transfer proposal referred to in paragraph 1 above on such decision being taken pursuant to Article 59 of the Regulation;</li> <li>7. No proceedings for winding up, liquidation, insolvency or suspension of</li> </ul>			
		payments or other similar proceedings have been brought against the SE named on page 1; and			
		8. The information contained in this form is correct.			
	Signed	Date			
		Member of the management or administrative organ of the SE named on page 1.			

Name of SE	
Lawyer's Declaration:	<ol> <li>I,</li></ol>
Signature	Date

	SE68(1)(a)
Please complete in typescript, or in bold black capitals.	Proposed Transfer from GB of Societas Europaea (SE)
Registered Number of SE	
Full Name of SE	

Pursuant to Article 8(2) of Council Regulation (EC) No 2157/2001, a copy of a transfer proposal for the SE named above is attached to this form.

00/4//-/

## I certify that the information given in this form is correct

#### Signed

Date

Member of the management or administrative organ of the SE named above.

#### Contact Details:

You do not have to give information in the box op do, it will help Companie contact you if there is a The contact information be visible to searchers of

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f the public record.	DX number	DX exchange	
	When you have comp Companies at:	pleted and signed the form please send it to t	the Registrar of
		rown Way, Cardiff, CF14 3UZ	DX 33050 Cardiff
	Companies House, 3	red office is in England and Wales or 7 Castle Terrace, Edinburgh, EH1 2EB red office is in Scotland	DX 235 Edinburgh or LP - 4 Edinburgh 2

# SE68(2)(a)

Please complete in typescript, or in bold black capitals. Draft Terms of Formation of Holding Societas Europaea (SE) involving a GB Registered Company or SE

Registered Number of Company or SE	
Full Name of GB Registered Promoting Company or SE	

Pursuant to Article 32(3) of Council Regulation (EC) No 2157/2001, a copy of the draft terms for the proposed SE are attached to this form.

#### I certify that the information given in this form is correct

#### Signed

Secretary/Director of the promoting company named above or Member of the administrative or management organ of the promoting SE named above

Date

#### Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

ntact but if you e to n the form.	Tel			
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	When you have completed and signed the form please send it to the Registrar of Companies at:			
		n Way, Cardiff, CF14 3UZ DX 33 or SE whose registered office is in England and Wales	050 Cardiff or	

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh For a promoting company or SE whose registered office is in Scotland or LP - 4 Edinburgh 2

	SE68(3)(a)
Please complete in typescript, or in bold black capitals.	Draft Terms of Conversion of PLC to Societas Europaea (SE)
Company number of PLC	
Full name of PLC	

Pursuant to Article 37(5) of Council Regulation(EC) No 2157/2001, a copy of the draft terms for the conversion of the above named PLC to an SE are attached to this form.

### I certify that the information given in this form is correct

Date

### Signed

Secretary/Di	rector of	above	named PLC	
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### Contact Details:

You do not have to giv information in the box do, it will help Compar contact you if there is The contact informatio be visible to searchers

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	d. DX number DX exchange			
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		own Way, Cardiff, CF14 3UZ ered office is in England and Wales	DX 33050 Car or	diff
	Companies House, 37	Castle Terrace, Edinburgh, EH1 2EB ered office is in Scotland	DX 235 Edinbu or LP - 4 Edinburg	

	SE70(1)
Please complete in typescript, or in bold black capitals.	Notice of Satisfaction of Conditions for the Formation of Holding Societas Europaea (SE) by a GB Registered Company or SE
Registered Number of Company or SE	
Full Name of GB Registered Promoting Company or SE	
Proposed Full Name of Holding SE	

The promoting company/SE named above gives notice that pursuant to Article 33(2) of Council Regulation (EC) No 2157/2001 the conditions for the formation of the proposed holding SE named above have been fulfilled

### I certify that the information given in this form is correct

### Signed

Date	
------	--

Secretary/Director of the promoting company named above or Member of the administrative or management organ of the promoting SE named above

### Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

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rd.	DX number	DX exchange	
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	Companies House, Crown For a promoting company of	Way, Cardiff, CF14 3UZ DX 3 r SE whose registered office is in England and Wales	3050 Carr or

Companies House, Crown Way, Cardiff, CF14 3UZ	DX 33050 Cardiff
For a promoting company or SE whose registered office is in England a	and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB	DX 235 Edinburgh
For a promoting company or SE whose registered office is in Scotland	or LP - 4 Edinburgh 2

	SE72(6)
Piease complete in typescript, or in bold black capitals.	Statement of solvency by Members of Societas Europaea (SE) which is proposing to transfer from GB
Registered Number of SE	
Full Name of SE	
Proposed New Name of SE (If applicable)	
Date of Proposed Transfer	

Declaration: We being all the members of the (please delete as appropriate):

(i) administrative organ of the SE named above; or

 (ii) management organ of the SE named above, and having being authorised to make this statement by the supervisory organ;

make this statement pursuant to Regulation 72(6) of The European Public Limited-Liability Company Regulations 2004, in order to satisfy the Secretary of State as required by Article 8(7) of Council Regulation (EC) No 2157/2001 (the "Regulation").

We have formed the opinion :

- As regards the above named SE's financial situation immediately following the date (as given above) on which the transfer is proposed to be made, that there will be no grounds on which the SE could then be found to be unable to pay its debts;
- 2. As regards the above named SE's prospects for the year immediately following the date (as given above) on which the transfer is proposed to be made, that, having regard to our intentions with respect to the management of the SE's business during that year and to the amount and character of the financial resources which will in our view be available to the SE during that year, the SE will be able to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due throughout that year); and
- 3. In forming our opinion for the purposes of paragraph 1. above we have taken into account the same liabilities (including prospective and contingent liabilities) as would be relevant under section 122 of the Insolvency Act 1986 (winding up by the court) to the question whether a company is unable to pay its debts.

All members of the organ designated at (i) or (ii) above must sign overleaf

### Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to		
contact you if there is a query on the form.		Tel
The contact information that you give will be visible to searchers of the public record	DX number DX excha	nge
	When you have completed and signed the form p State at:	lease send it to the Secretary of
	Companies House, Crown Way, Cardiff, CF14 3U For SEs whose registered office is in England and W	
	Companies House, 37 Castle Terrace, Edinburgh For SEs whose registered office is in Scotland	

Signed	Date	
Name in block capitals		
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Signed	Date	
Name in block capitals		

### Signatures of the Members of the management or administrative organ of the SE named on page 1

Please use a continuation sheet if more members of the SE are required to sign this declaration

Please complete in typescript,

or in bold black capitals.

Status: This is the original version (as it was originally made).

# SE79A

## Appointment of a member of a supervisory organ of Societas Europaea (SE)

	SE Number						
	SE Name in full						
	5	Day Month	Year		Day	y Month	Year
	Date of appointment			Date o Birth			
Appointmer form	Forename(s)						
	Surname						
	Previous Forename(s)			Previou Surname(s			
	Usual residential				·		
<sup>††</sup> Tick this box if	address ++						
the address shown is a service address for the	Post town			Po	stcode		
beneficiary of a Confidentiality Order granted	County / Region			c	ountry		
under the provisions of section 723B of the	Nationality		Bus	iness occup	ation		
Companies Act 1985 or that	Particulars of other						
section as applied by Council	directorships or memberships of the						
Regulation (EC)			member of th	ha aunan da		of the above	in named CE
No 2157/2001. In the case of a	101. In	I consent to act as a	member of tr	ne supervis	ory organ	1 of the abo	ve named SE
corporation or Scottish Firm, give the registered or	Consent signature				Date		
principal office address		A member of the r	nanagemen		· _	sign the fo	rm below.
**Delete as appropria	Signed				Date		
perere de approprie		(**member of the manag	ement organ / ad	ministrator / ad	tministrative	a receiver / rec	aiver manager / receiver)
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the public record.	sible to searchers of	DX number	DX e	exchange			
		When you have comp Registrar of Compan Companies House, C or SEs registered in E Companies House, 3 or SEs registered in S	ies at: rown Way, C ngland and W 7 Castle Terra	ardiff, CF1	4 3UZ	or 11 2EB D)	o the X 33050 Cardiff ( 235 Edinburgh - 4 Edinburgh 2

Status: This is the original version (as it was originally made).



Please complete ir or in bold black ca		SE79B Terminating Appointment of a member of a supervisory organ of Societas Europaea (SE)	
	SE Number		
SE Name in full			
N	AME		
Please insert details as previously	Forename(s)		
notified to	Surname		
Companies House.		Day Month Year	
	Date of Birth		

### A member of the management organ etc, must sign the form below.

Signed	Date		
** delete as appropriate You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.	(**member of the management organ / administrator / administrative receiver / receiver manager / receiver)		
	DX number DX exchange		
	When you have completed and signed the form please send it to the Registrar of Companies at:		
	Companies House, Crown Way, Cardiff, CF14 3UZ     DX 33050 Cardiff       for SEs registered in England and Wales     or       Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB     DX 235 Edinburgh       for SEs registered in Scotland     or LP - 4 Edinburgh 2		

Please complete i or in bold black c		cript,	Change of particulars of a of a supervisory organ of S Europ	member
		SE Number		
	SE	Name in full		
Changes of particulars	Comple	tte in all cases	Day Month Year Date of change of particulars	]
form	Name	Forename(s)		
		Surname	Day Month Year	
		Date of Birth		
Change of name (e	nter new na	me) Forename(s)		
		Sumame		
Change of usual r	residenti	al address ++		
(enter new address) <sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the		Post town County / Region Country		
Companies Act 1985 or that section as applied by Council Regulation (EC)		Other change (please specify)		n the form below
No 2157/2001. In the case of a corporation or Scottish Firm, give the registered or		Signed		
principal office address			(**member of the management organ / administrator / administrative receiver / rece	iver manager / receiver)
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			for SEs registered in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB D	to the DX 33050 Cardiff IX 235 Edinburgh P - 4 Edinburgh 2

	SE82(1)(a)
Please complete in typescript, or in bold black capitals.	Amendment of Statutes of Societas Europaea (SE)
Registered Number of SE	
Full Name of SE	

Gives notice that pursuant to Regulation 82(1)(a) of The European Public Limited-Liability Company Regulations 2004 the statutes of the SE have been amended.

A copy of the amendments to the statutes is attached to this form.

The amended statutes came into effect on \_\_\_\_\_ (insert date).

I certify that the information given in this form is correct

#### Signed

Date

Member of the management or administrative organ of the SE named above.

### Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

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	Companies House, Crown Way, Cardi For SEs whose registered office is in End		DX 33050 Cardiff
	Companies House, 37 Castle Terrace, For SEs whose registered office is in Soc	Edinburgh, EH1 2EB	DX 235 Edinburgh or LP - 4 Edinburgh 2

espect of the SE named above the following event occurred (Please insert date and tick the appropriate box) nitiation of winding up nitiation of liquidation procedures Termination of liquidation procedures nitiation of insolvency procedures nitiation of insolvency procedures nitiation of cessation of payment procedures Termination of cessation of payment procedures Decision to continue operating

### I certify that the information given in this form is correct

Signed	Date		
† Delete as appropriate	Member of the management or administrative organ of the SE or the Liquidator / Receiver / Manager / Administrator / Administrative Receiver / Supervisor of the SE named above.		
Contact Details: You do not have to give any contact information in the box opposite but if you do, it will help Companies House to			
contact you if there is a query on the form. The contact information that you give will	Tel		
be visible to searchers of the public record.	DX number DX exchange		
	When you have completed and signed the form please send it to the Registrar of Companies at:		
	Companies House, Crown Way, Cardiff, CF14 3UZ     DX 33050 Cardi       For SEs whose registered office is in England and Wales     or       Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB     DX 235 Edinburgh       For SEs whose registered office is in Scotland     or LP - 4 Edinburgh		

	S	E	8	5
Conversion of Societas E	Europa	ea (SE	E) to I	PLC

Please complete in typescript, or in bold black capitals.

	(Please leave blank)
Full name of converting SE	
Company number of converting SE	
Proposed Full Name of PLC	
Proposed Registered Office	
Address PO Box numbers only are not acceptable	
Post town	
County/Region	UK Postcode

### Contact Details:

You do not have to give any o information in the box opposite do, it will help Companies Hou contact you if there is a query The contact information that y be visible to searchers of the

ontact e but if you use to			
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	When you have completed and signed the form please send i Companies at:	t to the Registrar of	
	Companies House, Crown Way, Cardiff, CF14 3UZ For PLCs whose registered office is to be in England and Wales Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB For PLCs whose registered office is to be in Scotland	DX 33050 Cardiff or DX 235 Edinburgh or LP - 4 Edinburgh 2	

Proposed name of PLC			
Secretary of PLC Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Usual residential address +			
Post town			
County/Region		UK Postcode	•
Country			
of section 723	nly if the address shown is a service address for t B of the Companies Act 1985 or that section as a ial address. In the case of a corporation or Scottis	pplied by Council Regula	tion (EC) No 2157/2001, otherwise give your
	I consent to act as the secretary of the	he PLC	
Consent signature		Date	

Director of PLC	Forename(s)			
(Please list in alphabetical order)	Surname			
Previ	ious forename(s)			
Prev	vious surname(s)			
Usual resi	dential address +			
	Post town			
	County/Region		UK Postcode	
	Country			
	of section 723	only if the address shown is a service address for B of the Companies Act 1985 or that section as i tial address. In the case of a corporation or Scotti	applied by Council Regulation	(EC) No 2157/2001, otherwise give your
	Date of birth		Nationality	
Busi	ness Occupation			
Ot	her directorships			
		I consent to act as a director of the	PLC	
Con	sent signature		Date	

Status: This is the original version (as it was originally made).

Propos	ed name of PLC			
Director of PLC (Please list in alphabetical	Forename(s)			
order)	Surname			
Prev	vious forename(s)			
Pre	vious surname(s)			
Usual res	idential address +			
	Post town			
	County/Region		UK Postcode	9
	Country		1	
	section 723B	only if the address shown is a service address fo of the Companies Act 1985 or that section as ap dress. In the case of a corporation or Scottish Fir	plied by Council Regulatio	n (EC) No 2157/2001, otherwise give your us
	Date of birth		Nationality	/
Bus	iness Occupation		1	
C	ther directorships			
		I consent to act as a director of the	PLC	
Co	nsent signature		Date	
		ι		

Please use a continuation sheet if more officers of the PLC are to be appointed

### Please tick the boxes below to confirm that all the following documents are attached to this form:

Tick the box (✓)	Number of pages	Document description	
		Report by management or administrative organ of the SE converting to PLC pursuant to Article 66(3) of Council Regulation (EC) No 2157/2001	
		Copy of certificate(s) of expert(s) pursuant to Article 66(5) of Council Regulation (EC) No 2157/2001	
		Memorandum and Articles of Association of proposed PLC	
		Copy of Resolution approving conversion of SE to PLC pursuant to Article 66(6) of Council Regulation (EC) No 2157/2001	

Status: This is the original version (as it was originally made).

Proposed name of PLC		
Member of SE's Declaration:	I, of	
	being a member of the management or administrative organ of the SE named on page 1 confirm that:	
	<ol> <li>The SE mentioned on page 1 was first registered on and that no decision on conversion was taken before two years had elapsed since its registration or before the first two sets of annual accounts had been approved;</li> </ol>	
	<ol> <li>Pursuant to Article 66(3) of Council Regulation (EC) No 2157/2001 (the "Regulation") the draft terms of conversion were drawn up by the management or administrative organ of the SE named on page 1 and were publicised pursuant to the Regulation and to regulation 85 of the The European Public Limited-Liability Company Regulations 2004;</li> </ol>	
	3 Pursuant to Article 66(3) of the Regulation a report (copy attached to this Form) was drawn up by mangement or administrative organ of the SE named on page 1 on;	
	4 Pursuant to Article 66(5) of the Regulation an independent expert(s) prepared a certificate (copy(ies) attached to this form) dated;	
	5 The general meeting approved the Memorandum and Articles of Association and draft terms of the conversion on (copy(ies) of resolution and Memorandum and Articles of Association are attached to this form); and	
	6 The information given in this form is correct.	
Signature	Date	
	Member of the management or administrative organ of the SE named on page 1.	

# **SE86**

### Notification of Draft Terms of Conversion of Societas Europaea (SE) to PLC

Company number of converting SE	
Full name of converting SE	
-	
Proposed Full Name of PLC	

Pursuant to Article 66(4) of Council Regulation (EC) No 2157/2001 and Regulation 86 of The European Public Limited-Liability Company Regulations 2004 draft terms for the conversion of the above named SE are attached.

I certify that the information given in this form is correct

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- 21	0	n	e	а
<u> </u>	3	•••	~	-

Date	

Member of the management or administrative organ of the SE named above.

#### Contact Details:

Please complete in typescript,

or in bold black capitals.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

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o he form. ive will c record.	Tel	
	DX number DX exchange	
	When you have completed and signed the form please send it Companies at:	to the Registrar of
	Companies House, Crown Way, Cardiff, CF14 3UZ For SEs whose registered office is in England and Wales or	DX 33050 Cardiff
	Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB For SEs whose registered office is in Scotland	DX 235 Edinburgh or LP - 4 Edinburgh 2

This form will not appear on the public record

# SE(SR)

Following Grant of C	of Usual Residential Address onfidentiality Order or 79 of The European Public Limited -	For Official Use (Please leave these boxes blank)	
Please complete in typescrip or in bold black capitals.	И,		
SE Number			
SE Name in full			
Personal Details (as co	ntained in application form):		
Surname			
Forename(s) (in full)			
Date of birth	Day Month Year		
Usual Residential Add	ress		
Premises name and/or number			
Street Name			
Post town		UK Postcode (if applicable)	
County / Region		Country	
Signed	Member of the administrative or managen organ (Delete as appropriate)	nent	Date

When completed please send this form to:

(please enclose a stamped addressed envelope if you want an acknowledgement of this form)

The Administrator PO Box 4082 Cardiff CF14 3WE

This form will not appear on the public record			
SE(SR)change			
Usual Residential Addresses: Notification of change of Usual Residential Address Pursuant to regulation 79(2) of The European Public Limited			
- Liability Company Regulations 2004 For Official Use (Please leave these boxes blank) or in bold black capitals.			
SE Number			
SE Name in full			
Personal Details (as co	ntained in application form):		
Surname			
Forename(s) (in full)			
Date of birth Change of Usual Resi	Day Month Year		
change of Osual nesi	Day Month Year		
Date of Change			
New usual residential	address		
Premises name and/or number			
Street Name			
Post town	UK Postcode (if applicable)		
County / Region	Country		
Signed	Date		
	Member of the administrative or management organ (Delete as appropriate)		

When completed please send this form to:

(please enclose a stamped addressed envelope if you want an acknowledgement of this form)

The Administrator PO Box 4082 Cardiff CF14 3WE

### SCHEDULE 2

PROVISIONS OF THE 1985 ACT APPLYING TO THE REGISTRATION OF SES

- 1 Section 704(5), (7) and (8) (registrar).
- 2 Section 705 (registered numbers) applies in relation to SEs as it applies in relation to companies, as if it referred to the allocation of a number to an SE.
- 3 Sections 706, 707A and 707B (documents delivered to the registrar etc.) apply to documents delivered to the registrar under these Regulations as they apply to documents etc. delivered to the registrar under the 1985 Act.
- 4 Section 713 (enforcement of duty to make returns) applies to a default in complying with any provision of these Regulations requiring the delivery of documents, or the giving of notice, to the registrar as it applies to a default in complying with a provision of the 1985 Act.

### SCHEDULE 3

Regulation 32

### STANDARD RULES ON EMPLOYEE INVOLVEMENT

# Part 1: Composition of the representative body

(1) The management of the SE shall arrange for the establishment of a representative body in accordance with the following provisions-

- (a) the representative body shall be composed of employees of the SE and its subsidiaries and establishments;
- (b) the representative body shall be composed of one member for each 10% of fraction thereof of employees of the SE, its subsidiaries and establishments employed for the time being in each Member State;
- (c) the members of the representative body shall be elected or appointed by the members of the special negotiating body; and
- (d) the election or appointment shall be carried out by whatever method the special negotiating body decides.

2. Where its size so warrants, the representative body shall elect a select committee from among its members comprising at most three members.

3. The representative body shall adopt rules of procedure.

**4.** The representative body shall inform the competent organ of the SE of the composition of the representative body and any changes in its composition.

**5.**—(1) Four years after its establishment, the representative body shall decide whether to open negotiations with the competent organ of the SE to reach an employee involvement agreement or whether the standard rules in Part 2 and, where applicable, Part 3 of this Schedule shall continue to apply.

(2) Where a decision is taken under sub-paragraph (1) to open negotiations, regulations 27 to 29 and 31 shall apply to the representative body as they apply to the special negotiating body.

Regulation 14

### Part 2: Standard rules for information and consultation

**6.**—(1) The competence of the representative body shall be limited to questions which concern the SE itself and any of its subsidiaries or establishments in another Member State or which exceed the powers of the decision-making organ in a single Member State.

(2) For the purpose of informing and consulting under sub-paragraph (1) the competent organ of the SE shall:

- (a) prepare and provide to the representative body regular reports on the progress of the business of the SE and the SE's prospects;
- (b) provide the representative body with the agenda for meetings of the administrative or, where appropriate, the management or supervisory organs and copies of all documents submitted to the general meeting of its shareholders.
- (c) inform the representative body when there are exceptional circumstances affecting the employees' interests to a considerable extent, particularly in the event of relocations, transfers, the closure of establishments or undertakings or collective redundancies
- (a) (3) (a) The competent organ shall, if the representative body so desires, meet with that body, without prejudice to sub-paragraph (b) below, at least once a year to discuss the reports referred to in sub-paragraph (2)(a). The meetings shall relate in particular to the structure, economic and financial situation, the probable development of business and of production and sales, the situation and probable trend of employment, investments and substantial changes concerning organisation, introduction of new working methods or production processes, transfers of production, mergers, cut-backs or closures of undertakings, establishments or important parts thereof and collective redundancies;
- (b) in the circumstances set out in sub-paragraph (2)(c), the representative body may decide, for reasons of urgency, to allow the select committee to meet the competent organ and it shall have the right to meet a more appropriate level of management within the SE rather than the competent organ itself;
- (c) in the event of the competent organ not acting in accordance with the opinion expressed by the representative body, the two bodies shall meet again to seek an agreement, if the representative body so wishes.

(4) In the circumstances set out in (3)(b) above, if the select committee attends the meeting, any other members of the representative body who represent employees who are directly concerned by the measures being discussed also have the right to participate in the meeting.

(5) Before any meeting referred to in paragraph (3), the members of the representative body or the select committee, as the case may be shall be entitled to meet without the representatives of the competent organ being present.

(6) Without prejudice to regulations 37 and 38, the members of the representative body shall inform the employees' representatives or, if no such representatives exist, the employees of the SE and its subsidiaries and establishments, of the content and outcome of the information and consultation procedures.

(7) The representative body and the select committee may be assisted by experts of its choice.

(8) The costs of the representative body shall be borne by the SE which shall provide the members of that body with financial and material resources needed to enable them to perform their duties in an appropriate manner, including (unless agreed otherwise) the cost of organising meetings, providing interpretation facilities and accommodation and travelling expenses. However, where the representative body or the select committee is assisted by more than one expert the SE is not required to pay the expenses of more than one of them.

### Part 3: Standard rules for participation

7.—(1) In the case of an SE established by transformation, if the rules of a Member State relating to employee participation in the administrative or supervisory body applied before registration, all aspects of employee participation shall continue to apply to the SE. Sub-paragraph (2) shall apply *mutatis mutandis* to that end.

(2) In the case where an SE is established other than by transformation and where the employees or their representatives of at least one of the participating companies had participation rights, the representative body shall have the right to elect, appoint, recommend or oppose the appointment of a number of members of the administrative or supervisory body of the SE, such number shall be equal to the highest proportion in force in the participating companies concerned before the registration of the SE.

- (a) (3) (a) Subject to sub-paragraph (b), the representative body shall, taking into account the proportion of employees of the SE employed in each Member State, decide on the allocation of seats within the administrative or supervisory body.
- (b) In making the decision set out in sub-paragraph (a), if the employees of one or more Member State is not covered by the proportional criterion set out in (a), the representative body shall appoint a member from one of those Member States including one from the Member State in which the SE is registered, if appropriate.
- (c) Every member of the administrative body or, where appropriate, the supervisory body of the SE who has been elected, appointed or recommended by the representative body or the employees shall be a full member with the same rights and obligations as the members representing shareholders, including the right to vote.

### SCHEDULE 4

Regulations 85 and 88

### MODIFICATIONS OF THE 1985 ACT AND THE INSOLVENCY ACT 1986

### Modifications applying before registration

**1.**—(1) The converting SE's memorandum and articles of association shall not have names subscribed on it.

(2) Section 2(5)(b) and (c), (6) and (6A) of the 1985 Act (memorandum of association: subscribers) shall not apply.

(3) In section 7 of the 1985 Act (articles of association) the following shall not apply—

- (a) the requirement in subsection (1) for signature by the subscribers to the memorandum,
- (b) subsection (3)(c), and
- (c) subsection (3A).
- (4) Section 10 of the 1985 Act (documents to be sent to the registrar) shall not apply.

### Modifications applying on or after registration

**2.** A reference to a company's incorporation shall be construed as a reference to the registration of a converting SE's memorandum and articles of association.

**3.** A reference to documents delivered under the 1985 Act shall be taken to include a reference to documents delivered under regulation 85.

**4.**—(1) A reference to a company's certificate of incorporation shall be construed as a reference to the certificate given under regulation 87(3).

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

- (a) be construed as a requirement to issue a certificate of registration similar to the certificate under regulation 87(3), and
- (b) apply with such other modifications as the registrar considers necessary in consequence of paragraph (a).

**5.** In section 735 of the 1985 Act (definition of company), and in other legislation relating to companies, any reference to a company formed and registered under that Act shall have effect as if the reference to formation were omitted.

### Effect of registration

- 6. Section 13 of the 1985 Act (effect of registration) shall not apply.
- 7. Section 22(1) of the 1985 Act (definition of "member") shall not apply.

### Use of "limited"

**8.** In section 34 of the 1985 Act (penalty for improper use of "limited") the reference to incorporation with limited liability shall be construed as a reference to registration as a company with limited liability.

### *Certificate as to share capital*

- 9. The following provisions shall not apply—
  - (a) section 117 of the 1985 Act (public company share capital requirements), and
  - (b) section 122(1)(b) of the Insolvency Act 1986 (winding up by the court: lack of certificate under section 117 of 1985 Act).

### Fees

**10.** In any regulations made under section 708 of the 1985 Act a reference to a certificate of incorporation shall be construed as including a reference to—

- (a) a certificate under regulation 87(3), and
- (b) a certificate issued in accordance with paragraph 4(2).

### Accounting Reference Date

**11.** No modification made under this Schedule shall affect the determination of the accounting reference date of a converting SE by the application of section 224(3A) of the 1985 Act, by virtue of Article 61 of the EC Regulation, or of regulation 83 prior to the registration of the converting SE under regulation 87.