

---

STATUTORY INSTRUMENTS

---

**2014 No. 2382**

**The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014**

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

29. For regulation 85(1) substitute—

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

85.—(1) Where it is proposed to convert an SE to a public company in accordance with Article 66, there must be delivered to the registrar an application for registration together with—

- (a) a copy of the report drawn up in accordance with Article 66(3);
  - (b) a copy of every experts’ certificate in accordance with Article 66(5);
  - (c) a copy of the proposed articles of association of the proposed public company;
  - (d) a copy of the resolution approving the conversion of the converting SE into a public company in accordance with Article 66(6); and
  - (e) a statement of compliance (see regulation 85A).
- (2) The application must contain the following particulars—
- (a) the converting SE’s name and registered number;
  - (b) the proposed name of the public company;
  - (c) in cases where a duty arises under section 56 of the 2006 Act to seek the view of a specified government department or other body regarding the proposed name of the public company, a statement that such a request has been made and a copy any response received; and
  - (d) the proposed registered office address of the public company and whether that office is to be situated in England and Wales (or Wales), in Scotland or in Northern Ireland.
- (3) The application must also contain the following particulars in respect of the persons who are to be the first directors of the public company—
- (a) in the case of an individual, the particulars specified in section 163 of the 2006 Act and the director’s usual residential address;
  - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 164 of the 2006 Act.
- (4) Subsections (2) to (5) of section 163 of the 2006 Act apply for the purposes of paragraph (3)(a) as they apply for the purposes of that section.
- (5) Any notification of the proposed directors of a converting SE must also contain—

- (a) an indication, where applicable, that an application is being made, or has been granted, for an exemption to the disclosure of a usual residential address under section 243 of the 2006 Act; and
  - (b) a consent by each of the persons named as a proposed director to act as a director of the proposed public company.
- (6) The application must also contain the following particulars in respect of the person who is (or persons who are) to be the first secretary (or joint secretaries) of the public company—
- (a) in the case of an individual, the particulars specified in section 277 of the 2006 Act,
  - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 278 of the 2006 Act, and
  - (c) a consent by each of the persons to act as a secretary of the proposed public company,
- save that, if all the partners in a firm are to be joint secretaries, consent may be given by one partner on behalf of all of them.
- (7) Subsections (2) to (5) of section 277 of the 2006 Act apply for the purposes of paragraph (6)(a) and subsection (2) of section 278 of the 2006 Act applies for the purposes of paragraph (6)(b) as they apply for the purposes of those subsections.
- (8) The application must contain a statement of capital in respect of the converting SE.
- (9) For the purpose of paragraph (8), a statement of capital means a statement of—
- (a) the total number of shares of the converting SE;
  - (b) the aggregate nominal value of those shares; and
  - (c) for each class of shares—
    - (i) particulars of the rights attached to the shares,
    - (ii) the total number of shares of that class, and
    - (iii) the aggregate nominal value of shares of that class; and
  - (d) the amount to be paid up and the amount (if any) to be unpaid on each share (whether on account of the nominal value of the share or by way of premium).
- (10) For the purpose of paragraph (9)(c)(i), the particulars are—
- (a) particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances;
  - (b) particulars of any rights attached to the shares, as respects dividends, to participate in a distribution;
  - (c) particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up); and
  - (d) whether the shares are to be redeemed, or are liable to be redeemed, at the option of the company or the shareholder.
- (11) The application must also contain a statement of the dates on which—
- (a) the converting SE was registered;
  - (b) the report was drawn up in accordance with Article 66(3);
  - (c) the experts' certificates were drawn up in accordance with Article 66(5); and
  - (d) the approval of the conversion took place in accordance with Article 66(6).
- (12) In this Part the SE is referred to as the “converting SE”.”

---

**Status:** This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

---