
STATUTORY INSTRUMENTS

2018 No. 1298

**The European Public Limited-Liability Company
(Amendment etc.) (EU Exit) Regulations 2018**

PART 3

Amendment of retained direct EU legislation

97. Before Article 1 insert—

“Article A1

In this Regulation—

“the 2004 Regulations” means the European Public Limited-Liability Company Regulations 2004 ^{M1};

“the 2009 Employee Involvement (GB) Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 ^{M2};

“the 2009 Employee Involvement (NI) Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 ^{M3};

“the Companies Acts” has the meaning given by section 2 of the Companies Act 2006 ^{M4};

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of this regulation, as it had effect immediately before [^{F1}IP completion day] and means an SE registered in the United Kingdom.

Article A1

1. On [^{F2}IP completion day] every SE which remains registered in the United Kingdom immediately before [^{F2}IP completion day] converts to a United Kingdom Societas (or UK Societas), and on and after [^{F2}IP completion day] “UK Societas” replaces “SE” in its name.

2. A UK Societas is deemed to have in place of its existing statutes, statutes that comprise the provisions of its existing statutes save that, as they apply from [^{F3}IP completion day]—

- (a) “UK Societas” replaces “SE” in any reference to the SE's name;
- (b) any use of “European Public Limited-Liability Company” or “Societas Europaea” is replaced by “United Kingdom Societas ” or “UK Societas”;
- (c) any reference in those statutes to Directive [2001/86/EC](#) of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees ^{M5} is read, where appropriate and where that reference

remains operative, as though it were a reference to the 2009 Employee Involvement (GB) Regulations, or (as the case may be) the 2009 Employee Involvement (NI) Regulations;

- (d) any reference in those statutes to the EC Regulation, the 2004 Regulations, the 2009 Employee Involvement (GB) Regulations, or the 2009 Employee Involvement (NI) Regulations, is read, where appropriate and where that reference remains operative, as though it is a reference to those enactments as they form part of retained EU law.

4. Paragraphs 1 and 2 do not apply to an outgoing SE (as to which, see paragraphs (4) and (5) of regulation 12A of the 2004 Regulations).

5. In paragraph 4, an “outgoing SE” means an SE—

- (a) which, immediately before [^{F4}IP completion day], is registered in a Member State pursuant to a transfer of its registered address from the United Kingdom to that Member State; but
- (b) whose registration in the United Kingdom has not been deleted before [^{F4}IP completion day],

in accordance with Article 8 of this Regulation, as it applied immediately before [^{F4}IP completion day].

6. The provisions of Article 59 are disapplied for the purposes of this regulation.

Article AAAI

1. The UK Societas retains the legal personality it had when it was an SE.

2. Save as regards any rights or obligations which are no longer applicable to a UK Societas as a result of the European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, the conversion of an SE to a UK Societas—

- (a) does not affect any rights or obligations of the UK Societas, or render defective any legal proceedings by or against it; and
- (b) any legal proceedings that might have been continued or commenced against it when it was an SE may be continued or commenced against it as a UK Societas.

3. The records of an SE relating to any period before it became a UK Societas, in accordance with this Regulation, shall be treated for the purposes of this Regulation, the Companies Acts and the 2004 Regulations as if they were records of that UK Societas.”.

F1 Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(i\)](#)

F2 Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(ii\)\(aa\)](#)

- F3** Words in reg. 97 substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), **4(a)(ii)(bb)**
- F4** Words in reg. 97 substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), **4(a)(ii)(cc)**

Commencement Information

- I1** Reg. 97 in force on IP completion day, see reg. 1 and 2020 c. 1, **Sch. 5 para. 1(1)**

Marginal Citations

- M1** S.I. 2004/2326.
- M2** S.I. 2009/2401.
- M3** S.I. 2009/2402.
- M4** 2006 c.46.
- M5** OJ No. L 294, 10.11.2001, p. 22.

Changes to legislation:

There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, Section 97.