



STATUTORY INSTRUMENTS.

**S.I. No. 22 of 2007**

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EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED-  
LIABILITY COMPANY) (FORMS) REGULATIONS 2007

**(Prn. A7/0049)**

EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY) (FORMS) REGULATIONS 2007

I, MICHEÁL MARTIN, Minister for Enterprise, Trade and Employment, in exercise of the powers conferred on me by section 3 of the European Communities Act 1972 (No. 27 of 1972), as amended, for the purpose of giving full effect to Council Regulation (EC) No. 2157/2001 of 8 October 2001<sup>1</sup> on the Statute for a European company (SE) and the European Communities (European Public Limited-Liability Company) Regulations 2007 hereby make the following regulations:

1. (1) These Regulations may be cited as the European Communities (European Public Limited-Liability Company) (Forms) Regulations 2007.

(2) The Companies Acts and these Regulations shall be construed together as one.

2. These Regulations shall come into effect on 22nd of January 2007.

3. In these Regulations—

“Act of 1963” means the Companies Act 1963 (No. 33 of 1963);

“Act of 1982” means the Companies (Amendment) Act 1982 (No. 10 of 1982);

“Act of 1983” means the Companies (Amendment) Act 1983 (No. 13 of 1983);

“Act of 1990” means the Companies Act 1990 (No.33 of 1990);

“Act of 1999” means the Stamp Duties Consolidation Act 1999(No. 31 of 1999);

“Act of 2001” means the Company Law Enforcement Act 2001(No. 28 of 2001);

“Council Regulation” means Council Regulation 2157/2001/EC of 8 October 2001<sup>1</sup> on the Statute for a European Company;

“European Regulations” mean the European Communities (European Public Limited-Liability Company) Regulations 2007;

“No. 2 Act of 1999” means the Companies (Amendment)(No. 2) Act 1999 (No. 30 of 1999);

“Regulations of 2002” means the Companies Act 1990 (Form and Content of Documents delivered to Registrar) Regulations 2002 (S.I. 39 of 2002).

<sup>1</sup>O.J. L294, 10/11/2001, p.1

*Notice of the making of this Statutory Instrument was published in  
“Iris Oifigiúil” of 30th January, 2007.*

4. A reference in these Regulations to a numbered Article is a reference to the Article so numbered in the Council Regulation.
5. A word or expression used in these Regulations, which is also used in the European Regulations, has the same meaning as it has in those Regulations.
6. The form set out in Part 1 of the Schedule to these Regulations (SE 1), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 2(1) and 25(2) of the Council Regulation, Regulations 4(1)(a) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.
7. The form set out in Part II of the Schedule to these Regulations (SE 2), or a form to like effect, is prescribed as the form to be used for the purposes of Article 2(2) of the Council Regulation, Regulations 4(1)(b) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.
8. The form set out in Part III of the Schedule to these Regulations (SE 3), or a form to like effect, is prescribed as the form to be used for the purposes of Article 2(3) of the Council Regulation, Regulations 4(1)(c) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.
9. The form set out in part IV of the Schedule to these Regulations (SE 4), or a form to like effect, is prescribed as the form to be used for the purposes of Article 2(4) of the Council Regulation, Regulations 4(1)(d) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.
10. The form set out in Part V of the Schedule to these Regulations (SE 5), or a form to like effect, is prescribed as the form to be used for the purposes of Article 3(2) of the Council Regulation, Regulations 4(1)(e) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.

11. The form set out in Part VI of the Schedule to these Regulations (SE 6), or a form to like effect, is prescribed as the form to be used for the purposes of Article 8 of the Council Regulation, Regulations 5 and 28 of the European Regulations, Section 195 (8) (inserted by section 91 of the Act of 2001) of the Act of 1963, section 117 of the Act of 1999, section 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999 and the Regulations of 2002.

12. The form set out in Part VII of the Schedule to these Regulations (SE 7), or a form to like effect, is prescribed as the form to be used for the purposes of Article 8 of the Council Regulation, Regulation 7 and 11 of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

13. The form set out in Part VIII of the Schedule to these Regulations (SE 8), or a form to like effect, is prescribed as the form to be used for the purposes of Article 8(7) of the Council Regulation, Regulation 7 of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

14. The form set out in Part IX of the Schedule to these Regulations (SE 9), or a form to like effect, is prescribed as the form to be used for the purposes of Regulation 33(2) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

15. The form set out in Part X of the Schedule to these Regulations (SE 10), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 8(2) and 13 of the Council Regulation, Regulations 7 and 21 (1) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

16. The form set out in Part XI of the Schedule to these Regulations (SE 11), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 32(3) of the Council Regulation, Regulation 21(1) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

17. The form set out in Part XII of the Schedule to these Regulations (SE 12), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 37(5) of the Council Regulation, Regulation 21(1) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

18. The form set out in Part X III of the Schedule to these Regulations (SE 13), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 33(3) of the Council Regulation, Regulation 23 of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

19. The form set out in Part XIV of the Schedule to these Regulations (SE 14), or a form to like effect, is prescribed as the form to be used for the purposes

of Articles 13 and 59(3) of the Council Regulation, Regulations 24(1) and 32(a) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

20. The form set out in Part XV of the Schedule to these Regulations (SE 15), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 65 of the Council Regulation, Regulations 24(1) and 32(b) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

**Formation by merger of Societas Europaea (SE)  
to be registered in Republic of Ireland**

Articles 2(1) and 25(2) Council Regulation 2157/2001  
Regulations 4(1)(a) and 28 (European Communities)(European  
Public Limited-Liability Company)) Regulations 2007  
Section 3 and 3A (inserted by section 101 Company Law  
Enforcement Act 2001) Companies Amendment) Act 1982  
Section 5 Companies (Amendment) Act 1983  
Sections 42 and 43, section 44 (other than subsection (2)) and  
section 45 (other than subsections (3)(b) and (5)) Companies  
(Amendment)(No.2) Act 1999  
Section 117 Stamp Duties Consolidation Act 1999  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002

Companies Acts

Tick box if bond  
is attached

note eight

SE number for official use

IESE **SE1**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name

in full/note one

Registered office

note two

Proposed financial  
year end

note three

Attached documents

note four

Statutes

delivered by an agent

Day Month Year

Please confirm that both of the following documents are attached to this form:

- Statutes of SE  
 Office copy of the High Court order conclusively attesting to the completion of the pre-merger acts and formalities in respect of any merging Irish-Registered company  
 Certified copy of the decision of the court(s), notary(ies) or other competent authority(ies) attesting to the completion of the pre-merger acts and formalities in respect of any Irish-registered company

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

Name

Address

Secretary details

Surname

Forename

note five

Residential address

note five

Please give details below of the person who has consented in writing to become secretary.

Former surname

Former forename

note six

Consent

I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Acts and other enactments.

Signature

Date

Presenter details note seven

Name

Address

DX number

Telephone number

E-mail

DX exchange

Fax number

Reference number

**Director details**  
including shadow/alternate directors

Please give details below of the persons who have consented in writing to become directors. *note eight*

|   |  |   |   |
|---|--|---|---|
| Surname                                   | <input type="text"/>   | Former surname  | <input type="text"/>  |
| Forename<br><i>note five</i>              | <input type="text"/>   | Former forename<br><i>note six</i>  | <input type="text"/>  |
| Date of birth                             | Day <input type="text"/> <input type="text"/>  | Month <input type="text"/> <input type="text"/>   | Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>  |
|   |  | Irish resident<br><i>note nine</i>  | <input type="checkbox"/>  |
| Residential address<br><i>note five</i>   | <input type="text"/><br><input type="text"/><br><input type="text"/>   |   |   |
| Business occupation                       | <input type="text"/>   | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note ten</i>     | <input type="checkbox"/>   | Full director appointing alternate director<br><i>note ten</i>                                | <input type="text"/>  |
| Other directorships<br><i>note eleven</i> | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>   | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                   | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
|   | Signature<br><input type="text"/>  | Date  | <input type="text"/>  |

|   |  |   |   |
|---|--|---|---|
| Surname                                   | <input type="text"/>   | Former surname  | <input type="text"/>  |
| Forename<br><i>note five</i>              | <input type="text"/>   | Former forename<br><i>note six</i>  | <input type="text"/>  |
| Date of birth                             | Day <input type="text"/> <input type="text"/>  | Month <input type="text"/> <input type="text"/>   | Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>  |
|   |  | Irish resident<br><i>note nine</i>  | <input type="checkbox"/>  |
| Residential address<br><i>note five</i>   | <input type="text"/><br><input type="text"/><br><input type="text"/>   |   |   |
| Business occupation                       | <input type="text"/>   | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note ten</i>     | <input type="checkbox"/>   | Full director appointing alternate director<br><i>note ten</i>                                | <input type="text"/>  |
| Other directorships<br><i>note eleven</i> | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>   | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                   | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
|   | Signature<br><input type="text"/>  | Date  | <input type="text"/>  |

**Merger details**

Type of merger  
*note four*

By acquisition

By formation of a new SE

Details of merging  
companies

Company name

Registered number *if applicable*



Name of Member State and address of registry where documents are filed

  


Registered office address

  


Company name

Registered number *if applicable*



Name of Member State and address of registry where documents are filed

  


Registered office address

  


**Subscribers to  
statutes**

*note twelve*

Signature(s)

Subscriber Agent  
*Tick one box only*

Date

**Declaration of compliance and section 42(2) declaration**

I <sup>note fifteen</sup> \_\_\_\_\_  
*name in bold capitals*

of \_\_\_\_\_  
*residential address*

do solemnly and sincerely declare that I am a <sup>note four</sup>

Director  Secretary  Lawyer engaged in the formation of the SE <sup>note sixteen</sup>

and that all the requirements of the Companies Acts in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE1 has been completed in accordance with the Notes on Completion of Form SE1.

I further declare that the purpose, or one of the purposes, for which the SE is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code   -    
*note seventeen*

and that the general nature of the activity is <sup>note eighteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

or (b) that the activity cannot be so classified but is precisely described as follows: <sup>note eighteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

I further declare that the place or places in the State where it is proposed to carry on the activity is/are <sup>note nineteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

and that the place where the central administration of the SE will normally be carried on will be <sup>note nineteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

I further declare that pursuant to Article 2(1) of Council Regulation 2157/2001/EC the aforementioned public limited companies are formed under the law of a Member State and have registered offices and head offices within the Community and each of at least two of them is governed by the law of a different Member State or where any of the aforementioned public limited companies does not have its head office in the Community, said company has a real and continuous link with a Member State's economy ~~delete as applicable~~

I further declare that this form, \_\_\_\_\_ has been fully and accurately completed.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant *name as at top of page*  
 \_\_\_\_\_

In the presence of *signature of witness*  
 \_\_\_\_\_

Commissioner for oaths  Practising solicitor   
 Notary public  Peace commissioner

Name of witness *in bold capitals or typescript*  
 \_\_\_\_\_

Declared before me by *declarant's name in bold capitals or typescript*  
 \_\_\_\_\_

who is personally known to me or  who is identified to me by <sup>note four</sup>

\_\_\_\_\_

who is personally known to me at <sup>note nineteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

This \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE1**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note three** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
- note four** Please tick the relevant box(es). The competent authority for the Republic of Ireland is the High Court and an office copy of the the court order should be attached in respect of any Irish-registered company involved in the merger.
- note five** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
- note six** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or surname by which she was known previous to her marriage.
- note seven** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note eight** Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO with Form SE1. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification.  
'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note nine** Every SE with a registered office in the Republic of Ireland must have a minimum of two directors, at least one of which is Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
- note ten** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided.  
If the SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director and his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note eleven** State the name, place of registration and registration number of other bodies corporate, whether incorporated in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for

bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.

Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).

- note twelve* The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.
- note fifteen* The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation by merger of a SE to be registered in the Republic of Ireland. **It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note sixteen* The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note seventeen* Complete this portion of the declaration only if the merger is not by acquisition but results in the formation of a new SE. The NACE code is the common basis for statistical classifications of economic activities within the E.U.  
The four digit NACE code and general nature of the activity **must** correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
- note eighteen* Complete this portion of the declaration only if the merger is not by acquisition but results in the formation of a new SE. As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note nineteen* Complete this portion of the declaration only if the merger is not by acquisition but results in the formation of a new SE. Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of

## PART II

**Formation of holding Societas Europaea (SE)**

Article 2(2) Council Regulation 2157/2001  
 Regulations 4(1)(b) and 28 (European Communities)(European  
 Public Limited-Liability Company) Regulations 2007  
 Section 3 and 3A (inserted by section 101 Company Law  
 Enforcement Act 2001)Companies (Amendment) Act 1982  
 Section 5 Companies (Amendment) Act 1983  
 Sections 42 and 43, section 44 (other than subsection (2)) and  
 section 45 (other than subsections (3)(b) and (5)) Companies  
 (Amendment)(No.2) Act 1999  
 Section 117 Stamp Duties Consolidation Act 1999  
 Companies Act 1990 (Form and Content of Documents  
 Delivered to Registrar) Regulations 2002

Companies Acts

**Tick box if bond  
is attached**   
*note seven*

SE number for official use

IESE **SE2**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name

*in full/note one*

Registered office

*note two*  
  
Proposed financial  
year end*note three*

|   |   |   |
|---|---|---|
| Day                                       | Month                                     | Year  |
| <input type="text"/> <input type="text"/> | <input type="text"/> <input type="text"/> | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> |

Statutes

*delivered by an agent*

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

Name  
Address  
  

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname

Forename

*note four*  

Former surname

Former forename

*note five*  

Residential address

*note four*  
  

Consent

I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary I have legal duties and obligations imposed by the Companies Acts and other enactments.

Signature

Date

Presenter details

*note six*

Name

Address

DX number

Telephone number

E-mail

|                      |                  |
|----------------------|------------------|
| <input type="text"/> |                  |
| <input type="text"/> |                  |
| <input type="text"/> |                  |
| <input type="text"/> | DX exchange      |
| <input type="text"/> | Fax number       |
| <input type="text"/> | Reference number |

**Director details**  
including shadow/alternate directors

Please give details below of the persons who have consented in writing to become directors.  
*note eight*

|   |  |   |   |
|---|--|---|---|
| Surname                                 | <input type="text"/>   | Former surname  | <input type="text"/>  |
| Forename<br><i>note four</i>            | <input type="text"/>   | Former forename<br><i>note five</i>   | <input type="text"/>  |
| Date of birth                           | Day <input type="text"/> <input type="text"/>  | Month <input type="text"/> <input type="text"/>   | Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>  |
|   |  | Irish resident<br><i>note eight</i>   | <input type="checkbox"/>  |
| Residential address<br><i>note four</i> | <input type="text"/><br><input type="text"/><br><input type="text"/>   |   |   |
| Business occupation                     | <input type="text"/>   | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note nine</i>  | <input type="checkbox"/>   | Full director appointing alternate director<br><i>note nine</i>                               | <input type="text"/>  |
| Other directorships<br><i>note ten</i>  | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>   | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                 | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
| Signature                               | <input type="text"/>   |   | Date<br><input type="text"/>  |

---

|   |  |   |   |
|---|--|---|---|
| Surname                                 | <input type="text"/>   | Former surname  | <input type="text"/>  |
| Forename<br><i>note four</i>            | <input type="text"/>   | Former forename<br><i>note five</i>   | <input type="text"/>  |
| Date of birth                           | Day <input type="text"/> <input type="text"/>  | Month <input type="text"/> <input type="text"/>   | Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>  |
|   |  | Irish resident<br><i>note eight</i>   | <input type="checkbox"/>  |
| Residential address<br><i>note four</i> | <input type="text"/><br><input type="text"/><br><input type="text"/>   |   |   |
| Business occupation                     | <input type="text"/>   | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note nine</i>  | <input type="checkbox"/>   | Full director appointing alternate director<br><i>note nine</i>                               | <input type="text"/>  |
| Other directorships<br><i>note ten</i>  | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>   | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                 | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
| Signature                               | <input type="text"/>   |   | Date<br><input type="text"/>  |



**Attached documents**  
*note fourteen*

Please confirm that *all* of the following documents are attached to this form:

- Statutes of proposed holding SE
- Written report(s) by independent experts given pursuant to Article 32(4) of Council Regulation 2157/2001/EC
- Copies of resolutions of the promoting companies approving the draft terms for the formation of the proposed holding SE pursuant to Article 32(6) of Council Regulation 2157/2001/EC
- Form SE13

And, if applicable, that the following document is attached to this form:

- Copies of resolutions of the promoting companies giving express ratification of employee involvement *note fifteen*

**Declaration of compliance/s42(2) declaration**

*note sixteen*

I   
*name in bold capitals*

of   
*residential address*

do solemnly and sincerely declare that I am a *note fourteen*

Director  Secretary  Lawyer engaged in the formation of the holding SE   
*note seventeen*

and that all the requirements of the Companies Acts in respect of the registration of the said holding SE, and of matters precedent and incidental thereto have been complied with and that Form SE2 has been completed in accordance with the Notes on Completion of Form SE2.

I further declare that the purpose, or one of the purposes, for which the holding SE is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code   -    
*note eighteen*

and that the general nature of the activity is *note nineteen*

or (b) that the activity cannot be so classified but is precisely described as follows: *note nineteen*

I further declare that the place or places in the State where it is proposed to carry on the activity is/are *note twenty*

and that the place where the central administration of the holding SE will normally be carried on will be *note twenty*

I further declare that this form,   
has been fully and accurately completed.

*continued overleaf*

**Declaration of compliance/s42(2) declaration contd**

I further declare that:

1. Pursuant to Article 32(2) of Council Regulation 2157/2001/EC (the "Regulation") the draft terms of formation were drawn up by the aforementioned promoting companies and were publicised by each of those companies pursuant to the Regulation and any requirements of the Member State of the promoting company on: *note twenty-one*

|  |
|--|
|  |
|  |

2. Pursuant to Article 32(4) and (5) the report(s) were drawn up on:

|  |
|--|
|  |
|--|

by:

|  |
|--|
|  |
|--|

4. The general meeting(s) of the aforementioned promoting companies: *note fourteen*

did not reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to Directive 2001/86/EC; or

did reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to Directive 2001/86/EC. The general meetings of those promoting companies ratified the employee involvement arrangement on:

Promoting company

|  |
|--|
|  |
|  |
|  |
|  |

Date

|  |
|--|
|  |
|  |
|  |
|  |

5. Pursuant to Article 33 of the Regulation, the shareholders of the aforementioned promoting companies promoting the formation were given three months, from the date upon which the terms for the formation of the proposed SE were finally determined, to inform the promoting companies whether they intend to contribute their shares.

6. The shareholders of the aforementioned promoting company(ies) and or SE(s) have assigned the minimum proportion of shares in each company pursuant to the draft terms of formation.

7. Pursuant to Article 2(2) of the Regulation, the aforementioned promoting companies have their registered and head offices within the Community, or where the head office of a promoting company is not in the community, it is formed under the law of a

is governed by the law of a different Member State, or

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 I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.**

Signature of declarant *name as at top of previous page*

|  |
|--|
|  |
|--|

In the presence of *signature of witness*

|  |
|--|
|  |
|--|

Commissioner for oaths  Practising solicitor

Notary public  Peace commissioner

Name of witness *in bold capitals or typescript*

|  |
|--|
|  |
|--|

Declared before me by *declarant's name in bold capitals or typescript*

|  |
|--|
|  |
|--|

who is personally known to me or  who is identified to me by *note twenty*

|  |
|--|
|  |
|--|

who is personally known to me at *note eighteen*

|  |
|--|
|  |
|  |
|  |

This \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE2**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE2 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** The SE's registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note three** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
- note four** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
- note five** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or surname by which she was known previous to her marriage.
- note six** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note seven** Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO with Form SE2. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification.  
'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note eight** Every SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
- note nine** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided.  
If the SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director and his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note ten** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.  
Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).

- note eleven** The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.
- note fourteen** Tick the relevant box(es).
- note fifteen** This is required only in the case of reserved rights under Article 32(6).
- note sixteen** The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation of a holding SE to be registered in the Republic of Ireland. **It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note seventeen** The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note eighteen** The NACE code is the common basis for statistical classifications of economic activities within the E.U.  
The four digit NACE code and general nature of the activity **must** correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
- note nineteen** As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note twenty** Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.
- note twenty-one** Please give the date for each promoting company.



**Director details**  
including shadow/alternate directors

Please give details below of the persons who have consented in writing to become directors. *note seven*

|   |   |   |   |
|---|---|---|---|
| Surname                                 | <input type="text"/>  | Former surname  | <input type="text"/>  |
| Forename<br><i>note four</i>            | <input type="text"/>  | Former forename<br><i>note five</i>   | <input type="text"/>  |
| Date of birth                           | Day <input type="text"/> <input type="text"/> Month <input type="text"/> <input type="text"/> Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>                            | Irish resident<br><i>note eight</i>   | <input type="checkbox"/>  |
| Residential address<br><i>note four</i> | <input type="text"/><br><input type="text"/><br><input type="text"/>  |   |   |
| Business occupation                     | <input type="text"/>  | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note nine</i>  | <input type="checkbox"/>  | Full director appointing alternate director<br><i>note nine</i>                               | <input type="text"/>  |
| Other directorships<br><i>note ten</i>  | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>  | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                 | I hereby consent to act as director of the aforementioned subsidiary SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
| Signature                               | <input type="text"/>  |   | Date<br><input type="text"/>  |

|   |   |   |   |
|---|---|---|---|
| Surname                                 | <input type="text"/>  | Former surname  | <input type="text"/>  |
| Forename<br><i>note four</i>            | <input type="text"/>  | Former forename<br><i>note five</i>   | <input type="text"/>  |
| Date of birth                           | Day <input type="text"/> <input type="text"/> Month <input type="text"/> <input type="text"/> Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>                            | Irish resident<br><i>note eight</i>   | <input type="checkbox"/>  |
| Residential address<br><i>note four</i> | <input type="text"/><br><input type="text"/><br><input type="text"/>  |   |   |
| Business occupation                     | <input type="text"/>  | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note nine</i>  | <input type="checkbox"/>  | Full director appointing alternate director<br><i>note nine</i>                               | <input type="text"/>  |
| Other directorships<br><i>note ten</i>  | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>  | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                 | I hereby consent to act as director of the aforementioned subsidiary SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
| Signature                               | <input type="text"/>  |   | Date<br><input type="text"/>  |



**Declaration of compliance and section 42(2) declaration**

I <sup>note fourteen</sup> \_\_\_\_\_  
*name in bold capitals*

of \_\_\_\_\_  
*residential address*

do solemnly and sincerely declare that I am a <sup>note fifteen</sup>

Director  Secretary  Lawyer engaged in the formation of the subsidiary SE <sup>note sixteen</sup>

and that all the requirements of the Companies Acts in respect of the registration of the said subsidiary SE, and of matters precedent and incidental thereto have been complied with and that Form SE3 has been completed in accordance with the Notes on Completion of Form SE3.

I further declare that the purpose, or one of the purposes, for which the subsidiary SE is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code   -    
<sup>note seventeen</sup>

and that the general nature of the activity is <sup>note eighteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

or (b) that the activity cannot be so classified but is precisely described as follows: <sup>note eighteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

I further declare that the place or places in the State where it is proposed to carry on the activity is/are <sup>note nineteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

and that the place where the central administration of the subsidiary SE will normally be carried on will be <sup>note nineteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

I further declare that pursuant to Article 2(3) of Council Regulation 2157/2001/EC the aforementioned subscribing companies, firms or other legal bodies governed by public or private law are formed under the law of a Member State and have registered offices and head offices within the Community or where the head office of a promoting company is not in the Community, it is formed under the law of a Member State, has its registered office in that Member State and has a real and continuous link with a Member State's economy, and each of at least two of the promoting companies: <sup>note fifteen</sup>

- is governed by the law of a different Member State, or
- 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.

I further declare that this form, \_\_\_\_\_  
 has been fully and accurately completed.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant *name as at top of page*  
 \_\_\_\_\_

In the presence of *signature of witness*  
 \_\_\_\_\_

Commissioner for oaths  Practising solicitor

Notary public  Peace commissioner

Name of witness *in bold capitals or typescript*  
 \_\_\_\_\_

Declared before me by *declarant's name in bold capitals or typescript*

\_\_\_\_\_  
 who is personally known to me or  who is identified to me by <sup>note fifteen</sup>  
 \_\_\_\_\_

who is personally known to me at <sup>note nineteen</sup>

\_\_\_\_\_  
 \_\_\_\_\_

This \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE3**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE3 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** The SE's registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note three** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
- note four** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
- note five** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or surname by which she was known previous to her marriage.
- note six** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note seven** Where a person who has consented to be a director of this subsidiary SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO with Form SE3. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered subsidiary SE for the balance remaining of his/her foreign disqualification.  
'Shadow director' means a person in accordance with whose directions or instructions the directors of a subsidiary SE are accustomed to act.
- note eight** Every subsidiary SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
- note nine** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided. If the subsidiary SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the subsidiary SE is required to notify the CRO of the termination of appointment of the full director and his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note ten** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.  
Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).

- note eleven* The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.
- note fourteen* The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation of a subsidiary SE to be registered in the Republic of Ireland. **It must be signed by either a lawyer who is forming the subsidiary SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note fifteen* Please tick the relevant box(es).
- note sixteen* The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note seventeen* The NACE code is the common basis for statistical classifications of economic activities within the E.U.  
The four digit NACE code and general nature of the activity **must** correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
- note eighteen* As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note nineteen* Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

**PART IV**

**Conversion of PLC to Societas Europaea (SE)**

Article 2(4) Council Regulation 2157/2001  
 Regulations 4(1)(d) and 28 (European Communities)(Public Limited-  
 Liability Company) Regulations 2007  
 Section 3 and 3A (inserted by section 101 Company Law  
 Enforcement Act 2001) Companies (Amendment) Act 1982  
 Section 5 Companies (Amendment) Act 1983  
 Sections 42 and 43, section 44 (other than subsection (2)) and  
 section 45 (other than subsections (3)(b) and (5)) Companies  
 (Amendment)(No.2) Act 1999  
 Section 117 Stamp Duties Consolidation Act 1999  
 Companies Act 1990 (Form and Content of Documents Delivered to  
 Registrar) Regulations 2002

**Tick box if bond  
 is attached**   
*note seven*

SE number for official use  
 IESE

Companies Acts  
**SE4**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**SE name**  
*in full**note one*

**Registered office**  
*note two*

**Proposed financial  
 year end**  
*note three*

Day      Month      Year  
       

**Statutes  
 delivered by an agent**

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

Name   
 Address

**Converting PLC  
 details**

Company name *in full*  Registered number

**Secretary details**

Please give details below of the person who has consented in writing to become secretary.

Surname  Former surname   
 Forename  Former forename   
*note five*

Residential address

Consent I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary I have legal duties and obligations imposed by the Companies Acts and other enactments.

Signature  Date

**Presenter details**  
*note six*

Name   
 Address   
  
 DX number  DX exchange   
 Telephone number  Fax number   
 E-mail  Reference number

**Director details**  
including shadow/alternate directors

Please give details below of the persons who have consented in writing to become directors. *note seven*

|   |  |   |   |
|---|--|---|---|
| Surname                                 | <input type="text"/>   | Former surname  | <input type="text"/>  |
| Forename<br><i>note four</i>            | <input type="text"/>   | Former forename<br><i>note five</i>   | <input type="text"/>  |
| Date of birth                           | Day <input type="text"/> <input type="text"/> Month <input type="text"/> <input type="text"/> Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>                 | Irish resident<br><i>note eight</i>   | <input type="checkbox"/>  |
| Residential address<br><i>note four</i> | <input type="text"/><br><input type="text"/><br><input type="text"/>   |   |   |
| Business occupation                     | <input type="text"/>   | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note nine</i>  | <input type="checkbox"/>   | Full director appointing alternate director<br><i>note nine</i>                               | <input type="text"/>  |
| Other directorships<br><i>note ten</i>  | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>   | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                 | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
| Signature                               | <input type="text"/>   |   | Date<br><input type="text"/>  |

|   |  |   |   |
|---|--|---|---|
| Surname                                 | <input type="text"/>   | Former surname  | <input type="text"/>  |
| Forename<br><i>note four</i>            | <input type="text"/>   | Former forename<br><i>note five</i>   | <input type="text"/>  |
| Date of birth                           | Day <input type="text"/> <input type="text"/> Month <input type="text"/> <input type="text"/> Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>                 | Irish resident<br><i>note eight</i>   | <input type="checkbox"/>  |
| Residential address<br><i>note four</i> | <input type="text"/><br><input type="text"/><br><input type="text"/>   |   |   |
| Business occupation                     | <input type="text"/>   | Nationality   | <input type="text"/>  |
| Alternate director<br><i>note nine</i>  | <input type="checkbox"/>   | Full director appointing alternate director<br><i>note nine</i>                               | <input type="text"/>  |
| Other directorships<br><i>note ten</i>  | Company/SE<br><input type="text"/><br><input type="text"/><br><input type="text"/>   | Place of registration<br><input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                 | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |   |
| Signature                               | <input type="text"/>   |   | Date<br><input type="text"/>  |



**Declaration of  
compliance/s42(2)  
declaration**

*note fifteen*

I  
*name in bold capitals*

of  
*residential address*

  


do solemnly and sincerely declare that I am a *note eleven*

Director

Secretary

Lawyer engaged in the conversion to SE

*note sixteen*

and that all the requirements of the Companies Acts in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE4 has been completed in accordance with the Notes on Completion of Form SE4.

I further declare that the purpose, or one of the purposes, for which the SE is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code  -   
*note seventeen*

and that the general nature of the activity is *note eighteen*

  


or (b) that the activity cannot be so classified but is precisely described as follows: *note eighteen*

  


I further declare that the place or places in the State where it is proposed to carry on the activity is/are *note nineteen*

  


and that the place where the central administration of the SE will normally be carried on will be *note nineteen*

  


I further declare that this form,  
has been fully and accurately completed.

*continued overleaf*

**Declaration of compliance/s42(2) declaration *contd***

I further declare that:

1. Pursuant to Article 37(4) of Council Regulation 2157/2001/EC (the "Regulation") the draft terms of conversion were drawn up by the board of directors of the aforementioned PLC and were publicised pursuant to Article 37(5) of the Regulation and Regulation 21 of the European Communities (European Public Limited-Liability Company) Regulations 2007.

2. Pursuant to Article 37(4) of the Regulation a report was drawn up by the board of directors.

3. Pursuant to Article 37(6) of the Regulation independent experts prepared a certificate on:

|     |       |         |
|-----|-------|---------|
| Day | Month | Year    |
| □ □ | □ □   | □ □ □ □ |

4. The general meeting approved the statutes and draft terms of conversion on:

|     |       |         |
|-----|-------|---------|
| Day | Month | Year    |
| □ □ | □ □   | □ □ □ □ |

5. Pursuant to Article 2(4) of the Regulation, the aforementioned PLC has its registered office and head office within the Community and that it has, for at least two years, had a subsidiary company governed by the law of another Member State.

**And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.**

Signature of declarant *name as at top of previous page*  
 \_\_\_\_\_

In the presence of *signature of witness*  
 \_\_\_\_\_

Commissioner for oaths  Practising solicitor

Notary public  Peace commissioner

Name of witness *in bold capitals or typescript*  
 \_\_\_\_\_

Declared before me by *declarant's name in bold capitals or typescript*  
 \_\_\_\_\_

who is personally known to me or  who is identified to me by *note eleven*  
 \_\_\_\_\_

who is personally known to me at *note nineteen*  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

This \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE4**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE4 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** The SE's registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note three** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
- note four** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
- note five** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or surname by which she was known previous to her marriage.
- note six** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note seven** Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO with Form SE4. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification. 'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note eight** Every SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
- note nine** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided. If the SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director and his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note ten** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company. Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the

purposes of s45(1).

*note eleven* Tick the relevant box(es).

*note twelve* The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.

*note fifteen* The statutory declaration is a declaration of compliance with all the legal requirements relating to the conversion from PLC to SE to be registered in the Republic of Ireland. **It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.

*note sixteen* The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.

*note seventeen* The NACE code is the common basis for statistical classifications of economic activities within the E.U.  
The four digit NACE code and general nature of the activity **must** correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.

*note eighteen* As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).

*note nineteen* Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

**Formation of subsidiary Societas Europaea (SE) by SE**

Article 3(2) Council Regulation 2157/2001  
 Regulations 4(1)(e) and 28 (European Communities)(European Public Limited-Liability Company) Regulations 2007  
 Section 3 and 3A (inserted by section 101 Company Law Enforcement Act 2001) Companies (Amendment Act) 1982  
 Section 5 Companies (Amendment) Act 1983  
 Sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) Companies (Amendment)(No.2) Act 1999  
 Section 117 Stamp Duties Consolidation Act 1999  
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

**Tick box if bond is attached**   
*note eight*

SE number *for official use*  
 IESE

Companies Acts

**SE5**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**Subsidiary SE name**  
*in full/note one*

  


**Registered office**  
*note two*

  
  


**Proposed financial year end**  
*note three*

Day      Month      Year  
       

**Attached documents**  
*note four*

Please confirm that the following documents are attached to this form:

Statutes of proposed subsidiary SE

**Statutes delivered by an agent**

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

Name   
 Address

**Secretary details**

Please give details below of the person who has consented in writing to become secretary.

Surname  Former surname   
 Forename  Former forename   
*note five* *note six*

Residential address

Consent I hereby consent to act as secretary of the aforementioned subsidiary SE and I acknowledge that as secretary I have legal duties and obligations imposed by the Companies Acts and other enactments.

Signature  Date

**Presenter details**  
*note seven*

Name   
 Address   
  
 DX number  DX exchange   
 Telephone number  Fax number   
 E-mail  Reference number

**Director details**  
including shadow/alternate directors

Please give details below of the persons who have consented in writing to become directors. *note eight*

|   |   |   |  |
|---|---|---|--|
| Surname                                   | <input type="text"/>  | Former surname  | <input type="text"/>   |
| Forename<br><i>note five</i>              | <input type="text"/>  | Former forename<br><i>note six</i>                                    | <input type="text"/>   |
| Date of birth                             | Day <input type="text"/> <input type="text"/>   | Month <input type="text"/> <input type="text"/>                       | Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> |
|   |   | Irish resident<br><i>note nine</i>                                    | <input type="checkbox"/>   |
| Residential address<br><i>note five</i>   | <input type="text"/><br><input type="text"/><br><input type="text"/>  |   |  |
| Business occupation                       | <input type="text"/>  | Nationality   | <input type="text"/>   |
| Alternate director<br><i>note ten</i>     | <input type="checkbox"/>  | Full director appointing alternate director<br><i>note ten</i>        | <input type="text"/>   |
| Other directorships<br><i>note eleven</i> | Company/SE<br><input type="text"/><br><input type="text"/>  | Place of registration<br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/>                        |
| Consent                                   | I hereby consent to act as director of the aforementioned subsidiary SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |  |
| Signature                                 | <input type="text"/>  |   | Date<br><input type="text"/>   |

---

|   |   |   |  |
|---|---|---|--|
| Surname                                   | <input type="text"/>  | Former surname  | <input type="text"/>   |
| Forename<br><i>note five</i>              | <input type="text"/>  | Former forename<br><i>note six</i>                                    | <input type="text"/>   |
| Date of birth                             | Day <input type="text"/> <input type="text"/>   | Month <input type="text"/> <input type="text"/>                       | Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> |
|   |   | Irish resident<br><i>note nine</i>                                    | <input type="checkbox"/>   |
| Residential address<br><i>note five</i>   | <input type="text"/><br><input type="text"/><br><input type="text"/>  |   |  |
| Business occupation                       | <input type="text"/>  | Nationality   | <input type="text"/>   |
| Alternate director<br><i>note ten</i>     | <input type="checkbox"/>  | Full director appointing alternate director<br><i>note ten</i>        | <input type="text"/>   |
| Other directorships<br><i>note eleven</i> | Company/SE<br><input type="text"/><br><input type="text"/>  | Place of registration<br><input type="text"/><br><input type="text"/> | Company/SE number<br><input type="text"/><br><input type="text"/>                        |
| Consent                                   | I hereby consent to act as director of the aforementioned subsidiary SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |   |  |
| Signature                                 | <input type="text"/>  |   | Date<br><input type="text"/>   |



**Declaration of compliance and section 42(2) declaration**

*note fifteen*

I   
*name in bold capitals*

of   
*residential address*

do solemnly and sincerely declare that I am a *note four*

Director  Secretary  Lawyer engaged in the formation of the subsidiary SE   
*note sixteen*

and that all the requirements of the Companies Acts in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE5 has been completed in accordance with the Notes on Completion of Form SE5.

I further declare that the purpose, or one of the purposes, for which the subsidiary SE is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code   -    
*note seventeen*

and that the general nature of the activity is *note eighteen*

or (b) that the activity cannot be so classified but is precisely described as follows: *note eighteen*

I further declare that the place or places in the State where it is proposed to carry on the activity is/are *note nineteen*

and that the place where the central administration of the subsidiary SE will normally be carried on will be *note nineteen*

I further declare that this form, has been fully and accurately completed.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant *name as at top of page*

In the presence of *signature of witness*

Commissioner for oaths  Practising solicitor   
 Notary public  Peace commissioner

Name of witness *in bold capitals or typescript*

Declared before me by *declarant's name in bold capitals or typescript*

who is personally known to me or  who is identified to me by *note four*

who is personally known to me at *note nineteen*

This \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE5**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE5 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** The SE's registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note three** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
- note four** Please tick the relevant box(es).
- note five** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the subsidiary SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
- note six** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or surname by which she was known previous to her marriage.
- note seven** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note eight** Where a person who has consented to be a director of this subsidiary SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO **with** Form SE5. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification.  
'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note nine** Every subsidiary SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished **with** the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
- note ten** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided.  
If the subsidiary SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a subsidiary SE to the CRO, regardless of how that appointment is described. The subsidiary SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director **and** his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note eleven** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.  
Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).
- note twelve** The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where

an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.

- note fifteen** The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation of a subsidiary SE to be registered in the Republic of Ireland. **It must be signed by either a lawyer who is forming the subsidiary SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note sixteen** The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note seventeen** The NACE code is the common basis for statistical classifications of economic activities within the E.U.  
The four digit NACE code and general nature of the activity **must** correspond with the proposed subsidiary SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
- note eighteen** As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note nineteen** Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

**Transfer of Societas Europaea (SE)  
registered office to ROI**

Article 8 Council Regulation 2157/2001  
 Regulations 5 and 28 (European Communities)(European  
 Public Limited-Liability Company) Regulations 2007  
 Section 195(8) (inserted by section 91 Company Law  
 Enforcement Act 2001) Companies Act 1983  
 Section 117 Stamp Duties Consolidation Act 1999  
 Section 43, section 44 (other than subsection (2)) and  
 section 45 (other than subsections (3)(b) and (5)) Companies  
 (Amendment)(No.2) Act 1999  
 Companies Act 1990 (Form and Content of Documents  
 Delivered to Registrar) Regulations 2002

Companies Acts

**SE6**

Tick box if bond  
is attached   
*note seven*

SE number for official use

IESE 

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name

*in full/note one*Proposed financial  
year end*note two*

|                      |                      |                      |
|----------------------|----------------------|----------------------|
| Day                  | Month                | Year                 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Current details

Registered number

Date of registration

|                      |                      |                      |
|----------------------|----------------------|----------------------|
| Day                  | Month                | Year                 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Registered office  
addressName and address  
of registry

Registered office

Proposed address  
in ROI  
*note three*

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname

Forename  
*note four*Residential address  
*note four*

Former surname

Former forename  
*note five*

Consent

I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary I have legal duties and obligations imposed by the Companies Acts and other enactments.

Signature

Date

Presenter details

*note six*

Name

Address

DX number

Telephone number

E-mail

DX exchange

Fax number

Reference number

**Director details**  
including shadow/alternate directors

Please give details below of the persons who have consented in writing to become directors. note seven

|  |  |  |  |
|--|--|--|--|
| Surname                                      | <input type="text"/>   | Former surname   | <input type="text"/>   |
| Forename <small>note four</small>            | <input type="text"/>   | Former forename <small>note five</small>   | <input type="text"/>   |
| Date of birth                                | Day <input type="text"/> <input type="text"/> Month <input type="text"/> <input type="text"/> Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>                 | Irish resident <small>note eight</small>   | <input type="checkbox"/>   |
| Residential address <small>note four</small> | <input type="text"/><br><input type="text"/><br><input type="text"/>   |  |  |
| Business occupation                          | <input type="text"/>   | Nationality  | <input type="text"/>   |
| Alternate director <small>note nine</small>  | <input type="checkbox"/>   | Full director appointing alternate director <small>note nine</small>                       | <input type="text"/>   |
| Other directorships <small>note ten</small>  | Company/SE <input type="text"/><br><input type="text"/><br><input type="text"/>  | Place of registration <input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number <input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                      | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |  |  |
| Signature                                    | <input type="text"/>   |  | Date <input type="text"/>  |

|  |  |  |  |
|--|--|--|--|
| Surname                                      | <input type="text"/>   | Former surname   | <input type="text"/>   |
| Forename <small>note four</small>            | <input type="text"/>   | Former forename <small>note five</small>   | <input type="text"/>   |
| Date of birth                                | Day <input type="text"/> <input type="text"/> Month <input type="text"/> <input type="text"/> Year <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>                 | Irish resident <small>note eight</small>   | <input type="checkbox"/>   |
| Residential address <small>note four</small> | <input type="text"/><br><input type="text"/><br><input type="text"/>   |  |  |
| Business occupation                          | <input type="text"/>   | Nationality  | <input type="text"/>   |
| Alternate director <small>note nine</small>  | <input type="checkbox"/>   | Full director appointing alternate director <small>note nine</small>                       | <input type="text"/>   |
| Other directorships <small>note ten</small>  | Company/SE <input type="text"/><br><input type="text"/><br><input type="text"/>  | Place of registration <input type="text"/><br><input type="text"/><br><input type="text"/> | Company/SE number <input type="text"/><br><input type="text"/><br><input type="text"/> |
| Consent                                      | I hereby consent to act as director of the aforementioned SE and I acknowledge that as director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law. |  |  |
| Signature                                    | <input type="text"/>   |  | Date <input type="text"/>  |

**Attached documents**

*note eleven*

Please confirm that *both* the following documents are attached to this form:

- 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.

**Statutes**

*delivered by an agent*

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

|                          |         |  |
|--------------------------|---------|--|
| <input type="checkbox"/> | Name    |  |
|                          | Address |  |
|                          |         |  |

**Balance sheet**

Date of last balance sheet *if applicable*

|   |   |   |
|---|---|---|
| Day   | Month   | Year  |
| <input style="width: 20px; height: 15px;" type="text"/> <input style="width: 20px; height: 15px;" type="text"/> | <input style="width: 20px; height: 15px;" type="text"/> <input style="width: 20px; height: 15px;" type="text"/> | <input style="width: 20px; height: 15px;" type="text"/> <input style="width: 20px; height: 15px;" type="text"/> <input style="width: 20px; height: 15px;" type="text"/> |

**Subscribers to statutes**

*note twelve*

| Signature(s) | Subscriber               | Agent                    | Date |
|--------------|--------------------------|--------------------------|------|
|              | <i>Tick one box only</i> |                          |      |
|              | <input type="checkbox"/> | <input type="checkbox"/> |      |
|              | <input type="checkbox"/> | <input type="checkbox"/> |      |
|              | <input type="checkbox"/> | <input type="checkbox"/> |      |
|              | <input type="checkbox"/> | <input type="checkbox"/> |      |
|              | <input type="checkbox"/> | <input type="checkbox"/> |      |
|              | <input type="checkbox"/> | <input type="checkbox"/> |      |

**Declaration of compliance**

*note fifteen*

I  
*name in bold capitals* \_\_\_\_\_

of  
*residential address* \_\_\_\_\_

do solemnly and sincerely declare that I am a *note eleven*

Director  Secretary  Lawyer engaged in the transfer of registered office

*note sixteen*

and that all the requirements of the Companies Acts in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE6 has been completed in accordance with the Notes on Completion of Form SE6.

I further declare that this form,  
has been fully and accurately completed.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant *name as at top of page*  
 \_\_\_\_\_

In the presence of *signature of witness*  
 \_\_\_\_\_

Commissioner for oaths  Practising solicitor   
 Notary public  Peace commissioner

Name of witness *in bold capitals or typescript*  
 \_\_\_\_\_

Declared before me by *declarant's name in bold capitals or typescript*  
 \_\_\_\_\_

who is personally known to me or  who is identified to me by *note eleven*

who is personally known to me at *note seventeen*

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

This \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE6**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE6 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
- note three** The SE's registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note four** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
- note five** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or surname by which she was known previous to her marriage.
- note six** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note seven** Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO **with** Form SE6. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification.  
'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note eight** Every SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished **with** the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
- note nine** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided.  
If the SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director **and** his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note ten** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.  
Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).
- note eleven** Please tick the relevant box(es).

*note twelve* The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.

*note fifteen* The statutory declaration is a declaration of compliance with all the legal requirements relating to the transfer of the registered office of the SE to the Republic of Ireland. **It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.

*note sixteen* The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.

*note seventeen* Full postal address must be given. A P.O. Box will not suffice.

**Transfer of Societas Europaea (SE)  
registered office from ROI**

Article 8 Council Regulation 2157/2001  
Regulations 7 and 11 (European Communities)(European  
Public Limited-Liability Company) Regulations 2007  
Section 249A Companies Act 1990 (inserted by section  
107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002

Companies Acts

SE number

IESE **SE7**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**Current SE name***in full note one***Transfer details**Proposed SE name  
*if applicable*Proposed registered  
office address  
Member State to which  
SE is to transferName and address  
of registry  
**Attached documents***note two*Please confirm that *all* the following documents are attached to this form: Copy of the general meeting resolution approving the transfer of the SE Form SE8 - Statement of solvency A copy of the company's individual accounts drawn up in accordance with either Sections 3, 4 and 5 of the Companies (Amendment) Act 1986, or Section 149A of the Companies Act 1963, together with a copy of the report of the auditors, which should be unqualified, on, and the report of the directors accompanying, each such individual accounts. The individual accounts must be made up to a date not earlier by more than two months from the date of this application.**Presenter details***note three*

Name

Address

DX number

Telephone number

E-mail

DX exchange

Fax number

Reference number

**Declaration**

I   
*name in bold capitals*

of   
*residential address*

**confirm that**

1. Pursuant to Article 8(2) of Council Regulation 2157/2001/EC (the "Regulation") a transfer proposal was drawn up and was publicised pursuant to Article 13 of the Regulation.
2. Pursuant to Article 8(3) of the Regulation a report explaining and justifying the legal and economic aspects of the transfer and explaining the implications of the transfer for shareholders, creditors and employees was drawn up on  

|                      |                      |                      |
|----------------------|----------------------|----------------------|
| Day                  | Month                | Year                 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
3. Shareholders and creditors of the aforementioned SE were notified in accordance with Regulation 11(1) of the European Communities (Public Limited-Liability Company) Regulations 2007 of the right of examination and the right to obtain copies of the transfer proposal and report.
4. 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 aforementioned SE could examine and obtain copies of the transfer proposal and report drawn up.
5. Invoices, orders for goods and business letters of the aforementioned SE complied with the requirements of Regulation 11(2) of the European Communities (Public Limited-Liability Company) Regulations 2007.
6. The general meeting of the aforementioned SE approved the transfer proposal on  

|                      |                      |                      |
|----------------------|----------------------|----------------------|
| Day                  | Month                | Year                 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

 such decision being taken pursuant to Article 59 of the Regulation.
7. The individual accounts, the report of the auditors on, and report of the directors accompanying, those individual accounts attached to this form are true copies of such document.
8. No proceedings for winding up, liquidation, insolvency or suspension of payments or other similar proceedings have been brought against the aforementioned SE.
9. The particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form SE7.

|  |                      |
|--|----------------------|
| Signature  | Date                 |
| <input type="text"/>   | <input type="text"/> |
| <input type="checkbox"/> Director <input type="checkbox"/> Secretary <i>note two</i> |                      |

**Lawyer's declaration**

I   
*name in bold capitals*

of

**make this declaration in connection with the proposed transfer from the Republic of Ireland of the registered office of the aforementioned SE and confirm that**

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.
2. Except for the issue of the certificate pursuant to Article 8(8) of Council Regulation 2157/2001/EC, all of the acts and formalities and conditions required by Article 8 to be accomplished before the transfer out of the Republic of Ireland of the aforementioned SE have been completed in accordance with the requirements in or referred to in Article 8.

|                      |                      |
|----------------------|----------------------|
| Signature            | Date                 |
| <input type="text"/> | <input type="text"/> |

**NOTES ON COMPLETION OF FORM SE7**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE7 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.

**note one** The current SE name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.

PART VIII

**Statement of solvency by directors of Societas Europaea (SE) which is proposing to transfer from ROI**

Article 8(7) Council Regulation 2157/2001  
 Regulation 7 (European Communities)(European Public Limited-Liability Company) Regulations 2007  
 Section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001)  
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

Companies Acts

SE number

IESE

**SE8**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**SE name**  
*in full/note one*

|  |
|--|
|  |
|--|

**Proposed new SE name**

|  |
|--|
|  |
|--|

**Date of proposed transfer**

|   |   |   |
|---|---|---|
| Day                                       | Month                                     | Year  |
| <input type="text"/> <input type="text"/> | <input type="text"/> <input type="text"/> | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> |

**Attached documents**

Please confirm that the following documents are attached to this form *note five*

written authority of supervisory organ is attached

**Statement**

We being all the directors of the *note two*

administrative organ of the SE named above

management organ of the SE named above, and having been authorised to make this statement by the supervisory organ

make this statement pursuant to Regulation 7(2) of the European Communities (European Public Limited-Liability Company) Regulations 2007 in order to satisfy the Registrar of Companies as required by Article 8(7) of Council Regulation 2157/2001/EC (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.
- 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 due in 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 the year).
- 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 214 Companies Act 1963 (winding up by court) to the question whether a company is unable to pay its debts.
- We hereby confirm in respect of liabilities arising or that may arise prior to the transfer, the interests of creditors and holders of other rights in respect of the SE (including public bodies) are adequately protected. *All directors of the administrative organ or management organ, as applicable must sign overleaf*

**Presenter details**

*note three*  
 Name

Address

DX number

Telephone number

E-mail

|  |                  |
|--|------------------|
|  |                  |
|  |                  |
|  | DX exchange      |
|  | Fax number       |
|  | Reference number |

**Director signatures**  
*note four*

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

Signature \_\_\_\_\_  
Director \_\_\_\_\_

Name *in bold capitals or typescript* \_\_\_\_\_  
Date \_\_\_\_\_

**NOTES ON COMPLETION OF FORM SE8**

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE8 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- note one** The current SE name must be given in full and must correspond exactly with the CRO record.
- note two** Please tick the relevant box. An SE may have either an administrative organ (one-tier system) or management organ and supervisory organ (two-tier system) depending on the form adopted in the SE's statutes. In the one-tier system, the administrative organ will manage the SE. In the two-tier system, the supervisory organ supervises the work of the management organ and may not itself exercise the power to manage the SE. Where the SE has a one-tier system, tick the "administrative organ"; where the SE has a two-tier system, tick the "management organ", and attach the written authority of the supervisory organ given to the making of the statement of solvency.
- note three** This section must be completed by the person who is presenting the statement to the CRO. This may be either the applicant or a person on his/her behalf.
- note four** All directors of the SE must sign the statement, subject to note two.
- note five** Please take the the relevant box.



**NOTES ON COMPLETION OF FORM SE9**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE9 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

**note one** The current company name must be given in full and must correspond exactly with the CRO record.

**note two** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.



**NOTES ON COMPLETION OF FORM SE10**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE10 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.

**note one** The current SE name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.

## PART XI

**Draft terms of formation of holding  
Societas Europaea (SE) involving a ROI  
registered company or SE**

Articles 13 and 32(3), Council Regulation 2157/2001  
Regulation 21(1) (European Communities)(European  
Public Limited-Liability Company) Regulations 2007  
Section 249A Companies Act 1990 (inserted by section  
107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of  
Documents Delivered to Registrar) Regulations 2002

Companies Acts

Company/SE number

|                      |                      |                      |                      |                      |                      |        |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|--------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> | / IESE | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|--------|----------------------|----------------------|----------------------|----------------------|

**SE11**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Irish registered  
promoting company  
or SE name

*in full/note one*

|          |
|----------|
| <br><br> |
|----------|

**Attached document**

Pursuant to Article 32(3) of Council Regulation 2157/2001/EC, a copy of the draft terms for the proposed SE is attached to this form.

**Certification**

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form SE11.

Signature

Name *in bold capitals or typescript*



Director

Secretary *note two*

Date

**Presenter details***note three*

Name

Address

DX number

DX exchange

Telephone number

Fax number

E-mail

Reference number

**NOTES ON COMPLETION OF FORM SE11**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE11 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

**note one** The current company/SE name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the application form to the CRO. This may be either the applicant or a person on his/her behalf.

**Draft terms of conversion of PLC to Societas Europaea (SE)**

Articles 13 and 37(5), Council Regulation 2157/2001  
 Regulation 21(1) (European Communities)(European  
 Public Limited-Liability Company) Regulations 2007  
 Section 249A Companies Act 1990 (inserted by section 107  
 Company Law Enforcement Act 2001)  
 Companies Act 1990 (Form and Content of Documents  
 Delivered to Registrar) Regulations 2002

Companies Acts

Company number

|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  |  |  |  |  |
|--|--|--|--|--|--|

**SE12**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**Company name***in full/note one*

|  |
|--|
|  |
|  |

**Attached document**

Pursuant to Article 37(5) of Council Regulation 2157/2001/EC, a copy of the draft terms for the conversion of the above named PLC to SE is attached to this form.

**Certification**

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form SE12.

Signature

|  |
|--|
|  |
|--|

Name *in bold capitals or typescript*

|  |
|--|
|  |
|--|

 Director Secretary *note two*

Date

|  |
|--|
|  |
|--|

**Presenter details***note three*

Name  
 Address  
 DX number  
 Telephone number  
 E-mail

|  |                  |
|--|------------------|
|  |                  |
|  |                  |
|  | DX exchange      |
|  | Fax number       |
|  | Reference number |

**NOTES ON COMPLETION OF FORM SE12**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE12 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

**note one** The current company name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.

**Notice of satisfaction of conditions for the formation of holding Societas Europaea (SE) by an Irish-registered company/SE**

Articles 13 and 33(3) Council Regulation 2157/2001  
 Regulation 23 (European Communities)(European Public Limited-Liability Company) Regulations 2007  
 Section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001)  
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

Companies Acts

Company/SE number

|                      |                      |                      |                      |                      |                      |        |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|--------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> | / IESE | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|--------|----------------------|----------------------|----------------------|----------------------|

**SE13**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**Irish-registered promoting company or SE name**

*in full/note one*

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

**Proposed name of holding SE**

*in full*

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

**Notice**

The promoting company/SE above gives notice that pursuant to Article 33(2) of Council Regulation 2157/2001/EC, the conditions for the formation of the proposed holding SE named above have been fulfilled.

**Certification**

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form SE13.

Signature

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

Name *in bold capitals or typescript*

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

Director

Secretary *note two*

Date

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

**Presenter details***note three*

Name

Address

DX number

Telephone number

E-mail

|                      |                      |
|----------------------|----------------------|
| <input type="text"/> |                      |
| <input type="text"/> |                      |
| <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> |

**NOTES ON COMPLETION OF FORM SE13**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE13 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

**note one** The current company/SE name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.



**NOTES ON COMPLETION OF FORM SE14**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE14 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

**note one** The current SE name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.

**Notice of initiation or termination of winding-up, liquidation, insolvency or cessation of payment procedures and decision to continue operating of Societas Europaea (SE)**

Articles 13 and 65 Council Regulation 2157/2001  
 Regulation 24(1) and 32(b) (European Communities) (European Public Limited-Liability Company) Regulations 2007  
 Section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001)  
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

Companies Acts

SE number

IESE **SE15**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**SE name***in full/note one*

|  |
|--|
|  |
|--|

**Event***note two*In respect of the SE named above the following event occurred on 

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

- Initiation of winding up
- Termination of winding up
- Initiation of liquidation procedures
- Termination of liquidation procedures
- Initiation of insolvency procedures
- Termination of insolvency procedures
- Initiation of cessation of payment procedures
- Termination of cessation of payment procedures
- Decision to continue operating

**Certification**

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form SE15.

Signature

Name *in bold capitals or typescript*

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|--|

 Director  Secretary *note two*

Date

|  |
|--|
|  |
|--|

**Presenter details***note three*

Name

Address

DX number

Telephone number

E-mail

|  |                  |
|--|------------------|
|  |                  |
|  |                  |
|  | DX exchange      |
|  | Fax number       |
|  | Reference number |

**NOTES ON COMPLETION OF FORM SE15**

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form SE15 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

**note one** The current SE name must be given in full and must correspond exactly with the CRO record.

**note two** Please tick the relevant box(es).

**note three** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.



GIVEN under my Official Seal,  
22 January 2007

MICHEÁL MARTIN  
Minister for Enterprise, Trade and Employment.

## EXPLANATORY NOTE

*(This note is not part of the instrument and does not purport to be a legal interpretation).*

This Regulation along with the European Communities (European Public Limited-Liability Company) Regulations 2007 give full effect to Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE).

BAILE ÁTHA CLIATH  
ARNA FHOILSIÚ AG OIFIG AN tSOLÁTHAIR  
Le ceannach díreach ón  
OIFIG DHÍOLTA FOILSEACHAN RIALTAIS,  
TEACH SUN ALLIANCE, SRÁID THEACH LAIGHEAN, BAILE ÁTHA CLIATH 2  
nó tríd an bpost ó  
FOILSEACHÁIN RIALTAIS, AN RANNÓG POST-TRÁCHTA,  
51 FAICHE STIABHNA, BAILE ÁTHA CLIATH,  
(Teil: 01 - 6476834/35/36/37; Fax: 01 - 6476843)  
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