

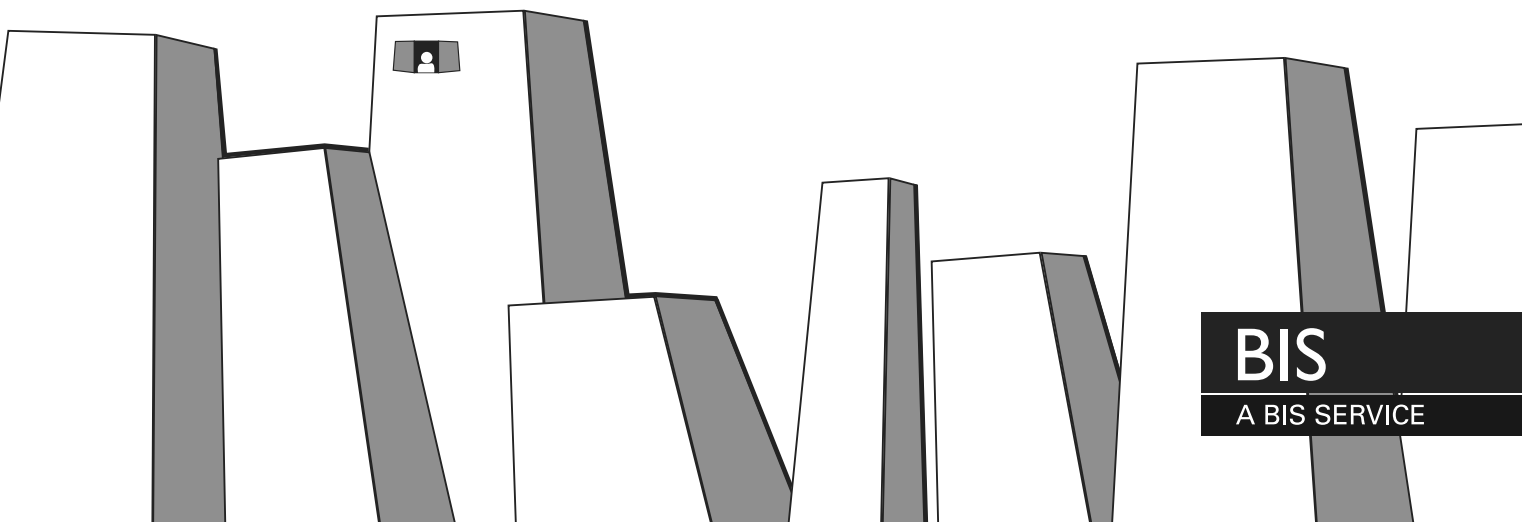
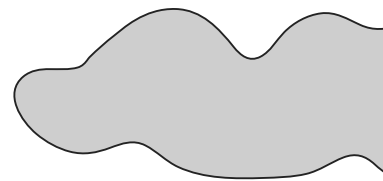
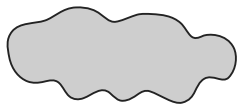
Companies Act 2006



*Companies House*  
— for the record —

# the european company societates europaea (SE)

GPO6 - February 2010



**BIS**

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## **Is this guidance for you?**

This guide will be relevant to you if:

- you wish to register a European Company (SE) in the UK
- you require information on the administration and management of a European Company (SE)

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### **Introduction**

### **Chapter 1. About SEs**

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### **Glossary**

### **Appendix A - List of public and private limited companies in each Member State**

This guide answers many frequently asked questions and provides information on completing the most commonly used filings relating to this area. The guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.

## **Introduction**

This publication explains the main features of the European Company or 'Societas Europaea' (SE). It has been possible to set up this type of legal entity in Great Britain (GB) since 8 October 2004. The guidance in this publication applies only to European Companies (SEs) registered (or to be registered) in UK.

This is intended as an introductory guide only. It cannot tell you everything you may need to know if you are involved in the formation of an SE, managing an SE, or are a shareholder or an employee of an SE.

If you are considering forming an SE, please seek specialist legal advice or refer to the law governing SEs. You will find the relevant law in the

- European Public Limited – Company (Amendment Regulations) Regulations 2009 (Statutory Instrument No.2009/2400)
- European Public Limited-Liability Company Regulations 2004 (Statutory Instrument No. 2004/2326),
- Council Regulation (EC) No 2001/2157 on the Statute for a European Company (the ‘Regulation’), and
- Council Directive 2001/86/EC supplementing the Statute for a European Company with regard to the involvement of employees (the ‘Directive’).

This guidance does not cover in any detail existing company law that applies to both PLCs and SEs; it assumes that the reader is familiar with the regulation of PLCs registered in the UK. A glossary of unfamiliar terms is included at the end of this guide.

## **Chapter 1 About SEs**

### **1. What is an SE?**

The SE is a European Public Limited – Liability Company. An SE may be created on registration in any one of the Member States of the European Economic Area (EEA). Article 10 of the Regulation requires Member States to treat an SE as if it is a public limited company formed in accordance with the law of the Member State in which it has its registered office. UK national laws that apply to public limited companies also apply, in many respects, to SEs registered in the UK (this is applied by Article 9(1)(c)(ii) of the Regulation).

### **2. How is an SE structured?**

There are several ways of forming an SE: by merger, as a holding company, or as a subsidiary. An SE can also be formed by a PLC transforming into an SE. For more information about forming an SE, see chapter 2.

Once registered, an SE has legal personality. It must have a registered office and its head office must be in the same Member State.

Some Member States may require the registered office and the head office to be at the same address, not just in the same Member State. The UK does not.

An SE must have share capital and shareholders whose liability is limited in a similar manner to that of a PLC. As with a PLC, an SE may denominate its share capital in any currency it chooses provided that at least £50,000 is denominated in Sterling or €57,100 is denominated in Euros.

Regardless of the currency in which it is expressed, an SE is required to have a minimum amount of subscribed share capital equivalent to at least €120,000. The relevant conversion rate is that for the last day of the month preceding the formation of the SE.

### **3. Does an SE need a minimum amount of share capital to be paid up before it can commence business and borrow and does it need to file Form SH50**

As with a PLC, an SE may only allot shares which are paid up to at least  $\frac{1}{4}$  of their nominal value and the whole of any premium (except as part of an employees' share scheme). It does not need to file a Form SH50 or obtain a certificate to commence business and borrow.

### **4. Can the share capital of an SE be changed?**

In general, Articles 5 and 9(c)(ii) of the Regulation apply the same rules to the maintenance of share capital, allotment, restructuring, etc. as those that apply to PLCs.

For information see our guidance publication, Life of a Company - Part 2 Event Driven Requirements - GP3

## 5. How is an SE managed?

There are two different systems for the structure of managing and controlling SEs. The SE's statutes may, therefore, require either a one-tier or two-tier system of administration.

- in a one-tier system, management is undertaken by an 'administrative organ'; and
- in a two-tier system, management is undertaken by a 'management organ' and a separate 'supervisory organ' supervises the work of the management organ.

The Directive also makes provisions for employees to be involved in the management of an SE.

For more information about the management and administration of an SE, see chapter 4.

## Chapter 2 Formation

### 1. Who can form an SE?

There are several ways of forming an SE and different types of bodies may be involved in each (see the table below):

Method of formation	Commercial bodies that may be involved
Merger	Two or more public limited companies (including SEs)
Holding SE	Two or more private or public limited companies (including SEs)
Subsidiary SE - Article 2(3)	Two or more companies (including SEs), firms or other legal bodies
Subsidiary SE - Article 3(2)	An existing SE
Transformation	An existing public limited company

For a list of recognised public and private limited companies in each Member State, see the Annex at the end of this publication.

The 'commercial' bodies forming an SE must have their registered offices in the EU. The UK has taken advantage of a Member State option in the Regulation under which their head offices need not be in the EU, provided there is a real and continuous link with a Member State's economy.

Other Member States may require that both the registered office and head office of any commercial bodies involved in the formation of an SE are in the EU.

In addition, at least two of the bodies must have a presence in different Member States; the exception being when an SE is itself forming a subsidiary SE. A PLC transforming into an SE must for 2 years have had a subsidiary company governed by the laws of another Member State.

**Once formed, the SE's registered office and head office must be in the UK.**

## 2. How is an SE formed?

The table above lists the 5 ways of forming an SE. Each of these is explained below.

How ever an SE is created, it cannot be registered and brought into existence until:

- agreement has been reached for employee involvement in company decisions;
- the special negotiating body has decided to rely on the rules for employee involvement and consultation in force in the Member States where the SE has employees; or
- no agreement has been reached within the relevant period of time, so the standard rules apply.

**The fee for registration of an SE is £20. Cheques should be made payable to 'Companies House'.**

### Formation by Merger

Two or more public limited companies or existing SEs may merge to form an SE provided at least two of them are governed by the laws of different Member States. The merger may be conducted by acquisition (with the acquiring company becoming an SE) or by the formation of a new company (with the merging companies ceasing to exist).

Before the merger can take effect, draft terms for the merger must be drawn up by the merging companies and presented to general meetings of their shareholders for approval. The draft terms of merger must be filed at Companies House, who will publish their receipt in the national gazette. The draft terms must be sent in sufficient time to allow for the gazette notice to be published at least one month prior to the date of the first members' meeting called to approve the merger. For information, the gazette notice will not be published immediately upon delivery of the draft terms. Companies should ensure that their timetable accommodates a reasonable period of delay between the delivery of the terms and the publication of their receipt in the gazette. In the UK, the Secretary of State for Business, Innovation and Skills and the High Court (or the Court of Session in Scotland) may oppose the merger if it is in the public interest to do so.

Once all the pre-merger acts and formalities have been completed, the High Court in England & Wales (if the registered office of the merging company is in England or Wales), the Court of Session (if the registered office of the merging company is in Scotland) or the High Court in Northern Ireland (if the registered office of the merging company is in Northern Ireland) must issue a certificate confirming that fact.

The High Court in England & Wales (if the SE is to be registered in England or Wales), the Court of Session (if the SE is to be registered in Scotland) and the High Court in Northern Ireland (if the registered office of the merging company is in Northern Ireland) are responsible for scrutinising the legality of the merger and, if satisfied, approving the merger. It is possible for two or more PLCs registered outside the UK to merge to form an SE registered in England, Wales, Scotland or Northern Ireland.

If the merger involves the creation of a new SE to be registered in the UK, the registration must be affected in the part of the UK in which the SE will have its registered office address. The form that needs to be completed and filed at Companies House is:

Formation by merger of SE to be registered in the UK

Form  
SEFM 01

The registration fee is £20.

### **Formation of a Holding SE**

Two or more private or public limited companies (including existing SEs) formed under the law of a Member State and with a registered office in a Member State may form an SE by promoting the formation of a holding SE. The companies promoting the formation must become majority-owned by the SE. At least 2 of the companies must be:

- governed by the laws of a different Member State, or,
- have had a subsidiary company governed by the laws of another Member State for 2 years, or
- had a branch in another Member State.

Before forming a holding SE, draft terms for the formation and an explanatory report must be drawn up by the companies promoting the formation and presented to general meetings of their shareholders. The explanatory report must explain and justify the legal and economic aspects of the formation and indicate the implications for the shareholders and for the employees of adopting the form of a holding SE.

Regardless of where the holding SE will be registered, any UK registered company involved in its formation must file the draft terms for its formation at Companies House at least one month before the company's general meeting.

Once the draft terms have been approved, shareholders have 3 months to notify the company whether they intend to contribute their shares to the formation of the Holding

SE. If the minimum proportions of shares are not assigned within that time, the SE cannot be formed.

Where the conditions are fulfilled, a notice to that effect must be delivered to Companies House within 14 days on Form SE SC01 Shareholders who have not previously indicated they intend to make their shares available have a further month in which to indicate whether they intend to make their shares available for the purposes of forming the holding SE.

If the Holding SE is to be registered in the UK, the registration must be affected in the part of the UK in which the SE will have its registered office address.

The forms that need to be completed and filed at Companies House are:

<b>For companies promoting the formation:</b>	
Draft terms of formation of a holding SE	Form SE DT 01
Notice of satisfaction of conditions for the formation of a holding SE	Form SE SC01
<b>For the registration of the SE in UK:</b>	
Formation of a holding SE	Form SE FM02

The registration fee is £20.

### **Formation of a Subsidiary SE**

Two or more companies, firms, or other legal bodies formed under the law of a Member State, with registered offices and head offices within the Community, may form an SE by subscribing for its shares. At least 2 of the companies or firms must be governed by the laws of a different Member State or for 2 years have had a subsidiary company governed by the laws of another Member State or had a branch in another Member State.

The form that needs to be filed at Companies House is:

Formation of a subsidiary SE under Article 2(3)	Form SE FM 03
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The registration fee is £20.

### **Subsidiary SE formed by an existing SE**

An existing SE may itself form another SE as a subsidiary company, in which it may be the sole shareholder. The form that needs to be completed and filed at Companies House is:

Formation of a subsidiary SE under Article 3(2)	Form SE FM 05
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The registration fee is £20.

### **Formation by transformation of a PLC**

A PLC registered in UK may transform into an SE registered in UK provided the PLC has for 2 years had a subsidiary governed by the laws of another Member State. The PLC cannot simultaneously transform to an SE and move its registered office to another Member State.

This process does not involve the winding up of the PLC or the creation of a new legal person in the form of an SE.

Before the transformation can take effect, the PLC must prepare draft terms of conversion along with an explanatory report and present them for approval to a general meeting of shareholders. The explanatory report must explain and justify the legal and economic aspects of the conversion and indicate the implications for the shareholders and employees of adopting the form of an SE. In order to be approved,  $\frac{3}{4}$  of the votes cast must be in favour.

The forms that need to be completed and filed at Companies House are:

Draft terms of conversion of a PLC to an SE	Form SE DT 02
Conversion of a PLC to an SE	Form SE FM 04

The registration fee is £20.

### 3. Can an SE convert to a PLC?

An SE may convert to a PLC provided that it has been either registered for at least 2 years or that the first 2 sets of annual accounts have been approved.

The management or administrative organ of the SE must draw up draft terms of conversion along with an explanatory report and present them for approval to a general meeting of shareholders. The explanatory report must explain and justify the legal and economic aspects of the conversion and indicate the implications of the adoption of the public limited liability company for the shareholders and for the employees. In order to be approved,  $\frac{3}{4}$  of the votes cast must be in favour.

The forms that need to be completed and filed at Companies House are:

Notification of Draft Terms of Conversion of SE to PLC	Form SE DT 03
Conversion of SE to PLC	Form SE CV 01

The registration fee is £20.

### 4. Are there restrictions on the names an SE can adopt?

There are some restrictions on the choice of name, which are similar to the controls applied to other companies registered in the UK. These are explained in chapter 3.

### 5. What must the SE's statutes contain?

There is no standard format prescribed for the statutes of an SE, they will depend to some extent on how the SE is formed. However, the Regulation sets out certain matters concerning the management and administration of the SE that must be laid out in the statutes.

The statutes can normally only be changed by a decision of the shareholders, in a general meeting. In order to be approved,  $\frac{3}{4}$  of the votes cast must be in favour.

Other Member States may require a lower majority of  $\frac{2}{3}$  or, provided the shareholders present represent at least half of the subscribed capital, a simple majority of votes cast.

If the statutes conflict with the arrangements made for employee involvement, they may be amended by the management or administrative organ without a decision of shareholders but only to the extent needed to resolve the conflict.

Amendments to the statutes must be sent to Companies House within 14 days of the adoption of the amendment. The form that needs to be filed at Companies House is:

Amendment of Statutes of SE

Form SEWU 01

## 6. Can an SE transfer its registration from one Member State to another?

One of the aims of the Regulation is that an SE should be able to transfer its registered office to another Member State without being wound up. An SE registered in the UK may transfer its registered office to another Member State and, conversely, an SE registered in another Member State may transfer its registered office to the UK. The formalities for doing this are not covered in detail here. The principal requirement is the need to obtain shareholder approval.

No decision to transfer can be taken for 2 months after a proposal for the transfer has been published. During this time, the relevant authorities in the Member State where the SE is registered can oppose the transfer.

The transfer can only take place once the authorities in both Member States are satisfied that all the acts and formalities have been completed. The registry to which the SE is transferring relies on a certificate issued by the court, notary or other competent authority confirming that they are complete. When an SE is transferring out of the UK, the certificate will be supplied by the Secretary of State for Business, Innovation and Skills, following the correct completion and delivery to Companies House of the forms listed below. The fee is £20. Cheques should be made payable to 'Companies House'.

The effective date of the transfer is the date on which the SE is registered in the Member State to which it is transferring. The forms that need to be completed and filed at Companies House are:

Transfer out of the UK	
Proposed transfer from UK of an SE	Form SETR 01
Transfer from UK of an SE	Form SETR 03

Statement of solvency by the members of the relevant organ of the SE	From SESS 01
<b>Transfer into UK</b>	
Transfer to UK of an SE	Form SETR 02

An SE cannot transfer its registered office from England/Wales to Scotland or Northern Ireland or vice versa.

When an SE transfers its registered office to the UK, an accounting reference date will be set by Companies House in preparation for delivery of annual accounts. This date will be:

- the anniversary of the last balance sheet date required to be drawn up before the date of registration of the transfer; or
- if no balance sheet has been required to be drawn up under the laws of the Member State where it had its registered office or was first registered, the anniversary of the last day in the month in which the SE was first registered.

### **7. Does an SE registered in another Member State need to register any branch or place of business that it establishes in the UK?**

No. The Overseas Companies Regulations 2009 does not apply. An SE registered in another Member State may establish UK establishments without needing to register them here.

## **Chapter 3 Names**

### **1. Can an SE register under any name that it chooses?**

There are some restrictions on the choice of name, which are similar to the controls applied to other companies registered in the UK.

#### **Company type designators**

The name of an SE must be preceded or followed by the abbreviation SE.

Use of the term 'SE' at the beginning or end of the name designates that it is a European Company. It must be in the exact form, SE, as required by Article 11(1) of the Regulation. It will not be acceptable to use, for example, S.E. or se or (SE) as the designator at the beginning or end of the name, although all these would be acceptable if they appeared within the name (i.e. not as the company type designator).

Other company type designators cannot be used by an SE. This means that an SE may not include anywhere in its name any of the following:

- “limited”, “unlimited”, “public limited company”, their Welsh equivalents or any abbreviation of those words or expressions;
- “investment company with variable capital” or “open-ended investment company” or their Welsh equivalents;
- “limited liability partnership” or its Welsh equivalent.

### **‘Same as’ names**

As with other companies, an SE cannot register with a name which is the same as a name already on the Index of company names kept by Companies House. However, see question 3 below for an SE transferring its place of registration to the UK.

If a proposed name and an existing company name differ only by a few minor elements which the law requires us to disregard, it is the ‘same as’. Examples of what we would disregard are:

- Name endings such as “limited”, “unlimited” “public limited company” (including their abbreviations);
- The designator ‘SE’ where it precedes or follows the name of an SE company will be disregarded but ‘SE’ used elsewhere in the name will not.
- Words and expressions such as “biz”, “co”, “co uk”, “co.uk”, “com”, “company”, “UK”, “United Kingdom”, “Wales”, “Cymru”, “net”, “GB”, “Great Britain”, “org.uk”, “services”, “international” ;
- Plurals, “s” at the end of a word and blank spaces between words, characters or expressions;
- punctuation including a full stop, comma, colon, semi colon, hyphen, apostrophe, exclamation or question mark;
- permitted characters “\*”, “=”, “#”, “%” and “+” if they are used as one of the first three characters in a name;
- Words, characters and expressions which sound and mean the same such as “and” and “&”, “plus” and “+”, “1” and “one”, “6” and “six”, “€” and “euro”, “\$” and “dollar”, “%” and “percent”, “@” and “at”,

An example of how we would apply the ‘same as’ rule and reject applications to register ‘Overseas Company (UK) Limited’, ‘Overseas UK Company Limited’, ‘Overseas International Limited’ or Overseas Company .com Limited if there was a company named 'Overseas Company Limited' already registered.

The ‘same as’ rules are included in ‘The Company and Business Names (Miscellaneous Provisions) Regulations 2009 (SI2009/1085) which we strongly advise you to read before you apply to register your chosen name.

## **Are there any exceptions to the “same as” rules?**

Yes. We will register a 'same as' name if the new company and the existing company will be part of the same group provided the existing company gives its consent to the other company adopting the “same as “ name. The application for the proposed name must include a copy of a statement in which the existing company consents to the other company adopting the proposed name and confirms it will be part of the same group

## **Offensive names**

The proposed name of an SE may be refused if it is offensive or if its use would be a criminal offence.

## **Sensitive words**

Some names need the approval of the Secretary of State for Business, Innovation and Skills before they can be registered. These are names that suggest a connection with Her Majesty's Government, a devolved administration, a local authority or a specified public authority and names that include words or expressions that have been prescribed by regulations and require approval. These are called 'sensitive words' and a full list is available at [www.companieshouse.gov.uk/about/gbhtml/gbllp1.shtml](http://www.companieshouse.gov.uk/about/gbhtml/gbllp1.shtml). Further information can also be found in our 'Incorporation and names' (GP1) guide. 2. Are there other considerations when choosing the name of an SE?

Although the name of an SE may be sufficiently distinctive to allow it to be registered, the name may be so alike an existing company name that it may cause confusion between the two and result in an objection being made by the older company. This is called “too like” and if an objection is upheld the Secretary of State may direct the company to change its name.

When considering whether one company name is 'too like' an existing company name Companies House only considers the visible appearance or sound of the two names. We do not take into account external factors such as geographic location, trading activities or share ownership nor do we take account of a name or part of a name that is a registered trade mark.

Normally, if the names differ by only a few characters or minor differences they are likely to be 'too like'. If the names differ by one or more longer, descriptive words, they are unlikely to be 'too like'.

Objections on grounds of 'too like' can be made within 12 months of a company's registration, so to avoid the possibility of having to change your name after registration you are advised to check the Index of company names on our website {insert webcheck link} or, if you are uncertain, to contact Companies House. Details of how you can contact us are shown on page 13.

Please note, when deciding on whether a name is 'too like' we will only consider the full corporate names of the companies.

For more information on directions to change company names, see chapter 5 of our 'Incorporation and names' guide (GP1).

### **3. When an SE transfers its place of registration to the UK, do the same restrictions on its name apply?**

Every SE's name will be subject to the rules of the jurisdiction in which it first registered. On transfer to the UK, an SE may choose to retain its existing name or it may choose to change its name. If it wishes to change its name, it will be subject to the UK rules over company names.

### **4. What effect does the SE designator have on the names of bodies other than SEs?**

Bodies other than SEs (that is, companies, firms, and other legal entities registered in the Member State) cannot use the abbreviation SE in their names (including their corporate name or business name) unless they were already using the abbreviation in their name before 8 October 2004. This includes using the abbreviation bracketed as (SE) or with other punctuation marks before or after the abbreviation, for example, .SE. (with full stops before and after the abbreviation). However, other bodies may use other abbreviations such as S.E., se or (S.E.) in their names. They may also use the letters 'SE' linked to other letters or words such as 'Service' or 'SE10' or 'SSE' or 'S East'.

## **Chapter 4 Administration and management**

### **1. Who is responsible for the day-to-day administration of an SE?**

An SE may operate under either a one-tier or two-tier system of administration, as laid down in its statutes. Each is outlined below:

#### **One-tier system**

In this system an 'administrative organ' manages the SE. The administrative organ must meet at least once every three months. A chairman must be appointed from amongst its members.

The number of members of the administrative organ or the rules for determining it must be laid down in the SE's statutes.

However, the SE must have at least two members (unless employee participation is regulated in accordance with Directive 2001/86/EC with regard to the involvement of employees, in which case the minimum number of members is 3). There is no upper limit on the number of members.

## Two-tier system

In this system a 'management organ' manages the SE and a separate 'supervisory organ' supervises the work of the management organ. In general, no person may be a member of both.

The supervisory organ may not exercise management powers. It must appoint a chairman from amongst its members. Members of the management organ may be appointed by the supervisory organ. The management organ must report to the supervisory organ at least every 3 months.

The number of members of each organ or the rules for determining it must be laid down in the SE's statutes. However, both the management and supervisory organs must have at least two members. There is no upper limit on the number of members of either organ.

Other Member States may set different lower and upper limits on the number of members of an SE's administrative, management and supervisory organs.

### 2. What is the period of appointment to a SE's organs?

The period of appointment must be laid down in the SE's statutes but cannot be for a period of more than 6 years. However, members may be reappointed for one or more further periods of office, subject to any restrictions imposed by the SE's statutes.

### 3. Who can be a member of a SE organ?

As well as natural persons, the statutes may allow members of the SE's organs to be companies or other legal entities but, in this case, a natural person must be designated to exercise the functions of the organ. Persons disqualified from taking part in the management of a public limited company are, likewise, not permitted to take part in the management of an SE.

### 4. Does the SE have to register details of the members of its organs?

Yes, in the same way that a PLC is required to register its director's details, an SE must register the members of its organs.

- \* For members of an **administrative organ** or a **management organ**, the forms that need to be completed are the same as those for a PLC. That is:

Appointments	Form AP01 or AP02
Resignations	Form 288b TM01
Change of personal details	Form 288cCH01 or CH02

- \* For members of a **supervisory organ** the forms that need to be completed are:

Appointment of a member of a supervisory organ of SE	Form SEAP 01 SEAP 02
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## **5. Does an SE need to appoint a company secretary?**

No, an SE can only appoint 'members' to the SE's organ using the forms outlined above. There is no requirement in the EU Regulation for any company officers (director/secretary) to be registered.

## **6. How are shareholders involved in an SE?**

The first general meeting of an SE's shareholders must be held within 18 months of the company's incorporation. Thereafter, a general meeting must be held, at least once in each calendar year, within 6 months of the end of the company's financial year.

General meetings may be convened at any time by the administrative organ, management organ or supervisory organ. Shareholders holding at least 10% of the SE's subscribed capital (or some lesser percentage, if this is set down in the statutes) may request that the SE convene a general meeting, stating in the request the items to be put on the agenda. Shareholders holding at least 5% of the SE's subscribed share capital may request that additional items be placed on the agenda of a general meeting.

If the SE fails to convene a general meeting as required by law or as requested by shareholders, the Secretary of State may convene one.

## **7. What accounts must an SE prepare?**

The accounting requirements that apply to an SE are the same as those that apply to a PLC. For more information see our guidance on 'Life of a Company - Part 1 Annual Requirements - GP2

The accounts of an SE may be prepared in any currency, including Euros.

In the case of an SE which has transferred its registered office to the UK, see chapter 2, question 6 for details of how the accounting reference date is determined.

## **8. Does an SE need to file an annual return?**

Yes, the same requirements apply to an SE as to a PLC. For more information see our guidance on, Life of a Company - Part 1 Annual Requirements - GP2.

## **9. Does an SE need to register a change of registered office?**

Yes, a change of registered office must be notified to Companies House on Form AD 01 within 14 days of the change. If the registered office is to be transferred to another

Member State, the transfer process outlined in chapter 2, question 6 will need to be followed.

## 10. What other information does an SE need to register at Companies House?

In matters not covered by the Regulation or the Statutory Instrument, an SE registered in the UK must deliver to Companies House the same forms or documents that a PLC is required to register at Companies House. These include copies of certain resolutions, the location of certain statutory registers if not kept at the registered office address, a change of accounting reference date, changes made to the share capital (e.g. increases to the share capital, allotment of shares, changes to the share capital structure or class rights), prospectuses and listing particulars, details of mortgages and charges created by the SE.

## 11. Can an SE be wound up?

The winding up, liquidation, insolvency, cessation of payment and similar procedures that apply to a PLC also apply to an SE. For more information see our guidance on, 'Liquidation and Insolvency' or 'Liquidation and Insolvency (Scotland)' for SEs registered in Scotland.

In addition, the initiation and termination of any of the above procedures or, any decision to continue operating must be notified to Companies House for publication.

The form that needs to be completed and filed at Companies House is:

Notice of Initiation or Termination of Winding-up, Liquidation, Insolvency or Cessation of Payment Procedures and Decision to Continue Operating of SE	Form SEWU 01
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The Secretary of State has the power to petition the Court for an SE to be wound up if it appears that it does not have both its head office and registered office in the UK.

## Chapter 5 Further Information

### 1. Where can I go for help?

Our staff in Cardiff, Edinburgh and Belfast are able to provide general guidance on public disclosure of information by SEs.

However, for legal advice about SEs, please consult a solicitor. For information and guidance about employee involvement in an SE, contact the:

Employment Relations Directorate  
BIS  
1 Victoria Street  
London  
SW1H 0ET

## 2. How do I send information to Companies House?

You may deliver documents to the Registrar by hand (personally or by courier), including outside office hours, bank holidays and weekends, to our Cardiff, London and Edinburgh offices. You may also send documents by post, by the Document Exchange Service (DX), or by Legal Post (LP) in Scotland. If you send documents please address them to:

Registrar of Companies for England and Wales	Registrar of Companies for Scotland	Registrar of Companies for Northern Ireland
Registration Customer Support Companies House Crown Way Cardiff CF14 3UZ  DX33050 Cardiff	Companies House 4th Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF  LP - 4 Edinburgh 2 (Legal Post) <b>or</b> DX ED235 Edinburgh 1  Tel: +44 (0)303 1234 500 (national call rate) Fax: 029 20380900	Companies House First Floor Waterfront Plaza 8 Laganbank Road Belfast BT1 3BS  DX 481 N.R. Belfast 1

We will only acknowledge receipt of documents at Companies House if you provide a stamped addressed envelope.

**Please note:** Companies House does not accept accounts or any other statutory documents by fax.

## 3. Where do I get forms and guidance?

This is one of a series of Companies House guidance, which provide a simple guide to the Companies Act.

Statutory forms and guidance are available, free of charge, from Companies House. The quickest way to get them is through our web site at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or by telephoning 0303 1234 500.

Forms can also be obtained from company law stationers, accountants, solicitors and company formation agents - addresses are available in business phone books.

## Glossary

Administrative organ	The body responsible for the management of an SE operating under a one-tier system.
Company Names Index (or the 'Index')	The Index of company and corporate names kept by the Registrar of Companies under section 714 of the Companies Act 1985.
Directive	Council Directive 2001/86/EC supplementing the Statute for a European Company with regard to the involvement of employees.
Employee involvement	Any mechanism, including information, consultation and participation, through which employees' representatives may exercise an influence on decisions to be taken within an SE. See Article 2(h) of Council Directive 2001/86/EC.
Employee participation	<p>The influence of the body representative of the employees and/or the employee' representatives in the affairs of the company by way of:</p> <ul style="list-style-type: none"> <li>* the right to elect or appoint some of the members of the company's supervisory or administrative organ; or</li> <li>* the right to recommend and/or oppose the appointment of some or all of the members of the company's supervisory or administrative organ.</li> </ul> <p>See Article 2(k) of Council Directive 2001/86/EC</p>
Holding SE	An SE formed by two or more companies who become majority-owned subsidiaries of the SE.
Management organ	The body responsible for the management of an SE operating under a two-tier system.
Regulation	Council Regulation (EC) No 2157/2001 on the Statute for a European Company
Secretary of State	The Secretary of State for Business, Enterprise and Regulatory Reform.
Special negotiating body	The body established to negotiate with the competent authority of the participating companies regarding the establishment of arrangements for employee involvement in an SE. See Article 2(g) of Council Directive 2001/86/EC.

Standard rules	<p>The rules laid down by SI 2326/2004 that apply:</p> <ul style="list-style-type: none"> <li>* from the date of registration of the SE if the parties agree to this; or</li> <li>* if no agreement has been reached within the relevant period of time and the special negotiating body has not decided to rely on the rules on information and consultation of employees in force in the Member States where the SE has employees. See Article 7 of Council Directive 2001/86/EC.</li> </ul>
Statutes	The document which sets down rules for the operation of an SE.
Subsidiary SE	An SE formed by two or more companies or firms subscribing for shares in the SE, or an SE formed as a wholly owned subsidiary of an existing SE.
Supervisory organ	The body responsible for supervising the work of the management organ of an SE operating under a two-tier system.

## Public and private limited companies in each Member State

Member State	Public Limited Liability Companies	Private Limited Liability Companies
Austria	Aktiengesellschaft (AG)	Gesellschaft mit beschränkter Haftung (GmbH)
Belgium	Société anonyme (S.A) / Naamloze vennootschap (N.V)	Société privée à responsabilité limitée (S.P.R.L) / Besloten vennootschap met beperkte aansprakelijkheid (B.V.B.A)
Bulgaria	Aktsionerno drujestvo/Акционерно дружество (AD/АД)	Drujestvo s ogranichena otgovornost/Дружество с Ограничена Отговорност (ООД/ООД)
Cyprus	Public Limited Company (PLC)	Private Limited Company (Ltd)
Czech Republic	Akciová společnost (a.s., akc. spol.)	Společnost s ručením omezeným (s.r.o., spol. s r.o.)
Denmark	Aktieselskaber (A/S)	Anpartselskaber (ApS)
Estonia	Aktsiaselts	Osühing
Finland	Publikt aktiebolag (Abp) / Julkinen osakeyhtiö (Oyj)	aktiebolag (Ab) / osakeyhtiö (Oy)
France	Société anonyme (SA)	Société à responsabilité limitée (SARL)
Germany	Aktiengesellschaft (AG)	Gesellschaft mit beschränkter Haftung (GmbH)
Greece	εταιρία περιορισμένης	ενώσημη εταιρία ευζύνης
Hungary	Nyilvánosan működő részvénytársaság (nyrt.) / Zártkörűen működő részvénytársaság (zrt.)	Korlátolt felelősségű társaság (kft.) / (kht.) Közhasznú társaság
Ireland	Public companies limited by shares, public companies limited by guarantee having a share capital	Private companies limited by shares, private companies limited by guarantee having a share capital
Italy	Società per Azioni (S.p.A)	Società a responsabilità limitata (S.r.l)

Latvia	-	Sabiedrība ar ierobežotu atbildību (SIA)
Lithuania	Uždaroji akcinė bendrovė	Akcinė bendrovė
Luxembourg	Société anonyme (SA)	Société à responsabilité limitée (Sàrl)
Malta	Partnership anonyme (Ltd)	-
Netherlands	Naamloze vennootschap (N.V)	Besloten vennootschap met beperkte aansprakelijkheid (B.V)
Poland	Spółka akcyjna (SA)	Spółka z ograniczoną odpowiedzialnością (Sp. z o.o.)
Portugal	Sociedade anónima de responsabilidade limitada (S.A)	Sociedade por quotas de responsabilidade limitada
Romania	Societate pe Acțiuni (SA)	Societate cu răspundere limitată (SRL)
Slovakia	Akciová spoločnosť (A.S)	Spoločnosť s ručením obmedzeným (S.R.O)
Slovenia	Delniška družba (D.D)	Družba z omejeno odgovornostjo (D.O.O)
Spain	Sociedad anónima (SA)	Sociedad de responsabilidad limitada (S.L)
Sweden	Publikt aktiebolag (AB)	Aktiebolag (AB)
United Kingdom	Public companies limited by shares, public companies limited by guarantee having a share capital (PLC)	Private companies limited by shares, private companies limited by guarantee having a share capital (Ltd)

