



Transformation of PLC to Societas Europaea (SE)

Please complete in typescript,
or in bold black capitals

Full Name of transforming PLC	
--------------------------------------	--

Company Number of transforming PLC	
---	--

Proposed full Name of SE	
---------------------------------	--

Proposed Registered Office Address (PO Box numbers only are not acceptable)	
--	--

Presented by (contact details):-

It will help Companies House to contact you if there is a query on the form

Name Address Telephone Number	
--	--

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House (Gibraltar) Limited
1st Floor,
The Arcade,
30-38 Main Street,
PO Box 848,
Gibraltar.
Tel: + (350) 78193**

Number of continuation sheets attached _____

Subscribed capital comprising:

Subscribed capital in sterling

(Must not be less than £50,000)

£

Other currency subscribed capital

Please specify currency(ies)

Tick box to confirm that the total subscribed capital of the proposed SE is not less than the equivalent of €120,000

--

Form SE 8 CHGL

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

Forename(s)	
--------------------	--

Surname	
----------------	--

Previous forename(s)	
-----------------------------	--

Previous surname(s)	
----------------------------	--

Usual residential address	
----------------------------------	--

Date of birth

Nationality

Business Occupation	
----------------------------	--

Other directorships	
----------------------------	--

***Please delete as appropriate**

I consent to act as a member of the:-

***administrative / supervisory / management organ of the proposed SE**

Signature

Date

Form SE 8 CHGL

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

Forename(s)	
--------------------	--

Surname	
----------------	--

Previous forename(s)	
-----------------------------	--

Previous surname(s)	
----------------------------	--

Usual residential address	
----------------------------------	--

Date of birth

Nationality

Business Occupation	
----------------------------	--

Other directorships	
----------------------------	--

***Please delete as appropriate**

I consent to act as a member of the:-

***administrative / supervisory / management organ of the proposed SE**

Signature

Date

Form SE 8 CHGL

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

Forename(s)	
--------------------	--

Surname	
----------------	--

Previous forename(s)	
-----------------------------	--

Previous surname(s)	
----------------------------	--

Usual residential address	
----------------------------------	--

Date of birth

Nationality

Business Occupation	
----------------------------	--

Other directorships	
----------------------------	--

***Please delete as appropriate**

I consent to act as a member of the:-

***administrative / supervisory / management organ of the proposed SE**

Signature

Date

Form SE 8 CHGL

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

Forename(s)	
--------------------	--

Surname	
----------------	--

Previous forename(s)	
-----------------------------	--

Previous surname(s)	
----------------------------	--

Usual residential address	
----------------------------------	--

Date of birth

Nationality

Business Occupation	
----------------------------	--

Other directorships	
----------------------------	--

***Please delete as appropriate**

I consent to act as a member of the:-

***administrative / supervisory / management organ of the proposed SE**

Signature

Date

Proposed name of SE

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

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

Director's Declaration:

I _____

of _____

being a director of the PLC named on page 1, confirm as follows.

1. Pursuant to Article 37(4) of Council Regulation (EC) No 2157/2001 (the "Regulation") the draft terms of conversion were drawn up by the board of directors of the PLC named on page 1 and were publicised pursuant to the Regulation and The European Public Limited- Liability Ordinance 2005.
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 _____.
4. The general meeting approved the statutes and draft terms of conversion on _____.
5. The PLC named on page 1 has for at least two years had a subsidiary company governed by the law of another Member State; and the PLC named on page 1 either:
 - (a) has its registered office and head office within the Community; or
 - (b) its head office is not in the Community, it is formed under the law of a Member State, its registered office is in that Member State and it has real and continuous link with a Member State's economy.
6. The information given on this form is correct.

Signed*

Date

*Director of PLC named on page 1

**Employee Involvement Declarations:
Please complete declaration A or B as appropriate**

Employee Involvement Declaration A: (To be signed on the behalf of the SNB and by a director of the PLC named on page 1.)

We, being an authorised member of the Special Negotiating Body ("SNB") and a Director of the PLC named on page 1 declare as follows.

1. There are no outstanding disputes under sections 17 to 49 of The European Public Limited-Liability Company Ordinance 2005 ("the 2005 Ordinance") or under the equivalent legislation of any other Member State involved.
2. The PLC named on page 1 of this form has fulfilled all its obligations pursuant to sections 17 to 49 of the 2005 Ordinance; and either (delete as appropriate):
 - i) an employee involvement agreement has been reached pursuant to section 28 of the 2005 Ordinance, or
 - ii) the SNB established under sections 21 to 49 of the 2005 Ordinance has taken the decision pursuant to section 30 of the 2005 Ordinance not to open or to terminate negotiations but instead to rely upon national rules for information and consultation, or
 - iii) the SNB and the management of the subscribing SE named on page 1 of this form have agreed, pursuant to section 32, to apply the standard rules contained in Schedule 2 to the 2005 Ordinance.
3. The authorised member of the SNB confirms that the agreement or decision referred to in paragraph 2 above has been made by the majority required by section 29 of the 2005 Ordinance.

Signed

Authorised member of SNB	Director of the PLC named on page 1
Names in block capitals	
Date of Signature	

Employee Involvement Declaration B: (To be signed by a director of the PLC named on page 1)

On behalf of the promoting SE named on page 1 of this form, I declare that:

1. there are no outstanding disputes under sections 17 to 49 of The European Public Limited-Liability Company Ordinance 2005 ("the 2005 Ordinance") or under the equivalent legislation of any other Member State involved;
2. the PLC named on page 1 of this form has fulfilled all its obligations pursuant to sections 17 to 49 of the 2005 Ordinance; and
3. the deadline for completing negotiations under section 27 of the 2005 Ordinance has passed and no agreement has been reached and no decision has been taken regarding the options set out in paragraph 2 of declaration A above and that the standard rules contained in Schedule 2 to the 2005 Ordinance will apply.

Signature		Date	
	Director of the PLC named on page 1		
Name In block capitals			