



## Transformation of PLC to Societas Europaea (SE)

Please complete in typescript,  
or in bold black capitals

<b>Full Name of transforming PLC</b>	
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<b>Company Number of transforming PLC</b>	
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<b>Proposed full Name of SE</b>	
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<b>Proposed Registered Office Address (PO Box numbers only are not acceptable)</b>	
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### Presented by (contact details):-

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

<b>Name Address Telephone Number</b>	
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When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House (Gibraltar) Limited  
1<sup>st</sup> Floor,  
The Arcade,  
30-38 Main Street,  
PO Box 848,  
Gibraltar.  
Tel: + (350) 200 78193

Number of continuation sheets attached \_\_\_\_\_

**Subscribed capital comprising:**

**Subscribed capital in sterling**

(Must not be less than £50,000)

£
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**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**

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**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.)

<b>Forename(s)</b>	
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<b>Surname</b>	
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<b>Previous forename(s)</b>	
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<b>Previous surname(s)</b>	
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<b>Usual residential address</b>	
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**Date of birth**

**Nationality**

<b>Business Occupation</b>	
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<b>Other directorships</b>	
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**\*Please delete as appropriate**

**I consent to act as a member of the:-**

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

**Signature**

**Date**

**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.)

<b>Forename(s)</b>	
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<b>Surname</b>	
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<b>Previous forename(s)</b>	
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<b>Previous surname(s)</b>	
----------------------------	--

<b>Usual residential address</b>	
----------------------------------	--

**Date of birth**

**Nationality**

<b>Business Occupation</b>	
----------------------------	--

<b>Other directorships</b>	
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\*Please delete as appropriate

I consent to act as a member of the:-

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**Signature**

**Date**

**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.)

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<b>Surname</b>	
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<b>Previous forename(s)</b>	
-----------------------------	--

<b>Previous surname(s)</b>	
----------------------------	--

<b>Usual residential address</b>	
----------------------------------	--

**Date of birth**

**Nationality**

<b>Business Occupation</b>	
----------------------------	--

<b>Other directorships</b>	
----------------------------	--

**\*Please delete as appropriate**

**I consent to act as a member of the:-**

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

**Signature**

**Date**

**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.)

<b>Forename(s)</b>	
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<b>Surname</b>	
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<b>Previous forename(s)</b>	
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<b>Previous surname(s)</b>	
----------------------------	--

<b>Usual residential address</b>	
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**Date of birth**

**Nationality**

<b>Business Occupation</b>	
----------------------------	--

<b>Other directorships</b>	
----------------------------	--

**\*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.

- 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 Act 2005.
- Pursuant to Article 37(4) of the Regulation a report was drawn up by the board of Directors.
- Pursuant to Article 37(6) of the Regulation independent experts prepared a certificate on \_\_\_\_\_.
- The general meeting approved the statutes and draft terms of conversion on \_\_\_\_\_.
- 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:
  - has its registered office and head office within the Community; or
  - 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.
- 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 Act 2005 ("the 2005 V") 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 Act; and either (delete as appropriate):
  - i) an employee involvement agreement has been reached pursuant to section 28 of the 2005 Act, or
  - ii) the SNB established under sections 21 to 49 of the 2005 Act; has taken the decision pursuant to section 30 of the 2005 Act; 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 Act.
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 Act.

**Signed**

<b>Authorised member of SNB</b>	<b>Director of the PLC named on page 1</b>
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**Names in block capitals**

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**Date of Signature**

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**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 Act 2005 ("the 2005 Act;") 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 Act; and
3. the deadline for completing negotiations under section 27 of the 2005 Act; 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 Act; will apply.

<b>Signature</b>		<b>Date</b>	
	Director of the PLC named on page 1		

<b>Name In block capitals</b>	
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