

**2018 No. 1298**

**EXITING THE EUROPEAN UNION**

**COMPANIES**

**FEES AND CHARGES**

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

*Sift requirements satisfied* 21st November 2018

*Made* - - - - 3rd December 2018

*Laid before Parliament* 5th December 2018

*Coming into force in accordance with regulation 1*

The Secretary of State makes these Regulations in exercise of the powers conferred by section 8(1) of the European Union (Withdrawal) Act 2018<sup>(a)</sup>.

The requirements of paragraph 3(2) of Schedule 7 to that Act (relating to the appropriate Parliamentary procedure for these regulations) have been satisfied.

**PART 1**

**Introduction**

**Citation and commencement**

1. These Regulations may be cited as the European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 and come into force on exit day<sup>(b)</sup>.

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(a) 2018 c.16.

(b) Section 20(1) of the European Union (Withdrawal) Act 2018 defines “exit day”.

## PART 2

### Amendment of subordinate legislation

#### **Amendment of the European Public Limited-Liability Company Regulations 2004**

2. The European Public Limited-Liability Company Regulations 2004(a) are amended in accordance with regulations 3 to 47.

3. In regulation 2 (EC Directive and EC Regulation)—

- (a) in the heading omit “EC Directive and”;
- (b) omit the definition of “the EC Directive”.

4. In regulation 3 (interpretation)(b)—

- (a) in paragraph (1)—
  - (i) in the definition of “SE”—
    - (aa) after “EC Regulation(c)” insert “, as it had effect immediately before exit day,”;
    - (bb) omit “which is to be, or is,”;
  - (ii) after the definition of “SE”, insert—  
““UK Societas” means an SE on or after exit day.”;
- (b) in paragraphs (3) and (4)—
  - (i) omit “or the EC Directive”;
  - (ii) omit “or Directive”.

5. In the heading to Part 2 (registration of SEs and the registrar etc.), for “SEs” substitute “UK Societates”.

6. In regulation 4 (the registrar), for “an SE” substitute “a UK Societas”.

7. Omit regulations 5 to 12.

8. Before regulation 13 (documents sent to the registrar) insert—

#### **“Conversion of an SE to a UK Societas: obligations on the registrar**

**12A.**—(1) In respect of any SE which remains registered in the United Kingdom immediately before exit day, the registrar must—

- (a) amend the register, so that on and after exit day—
  - (i) “UK Societas” replaces “SE” in the SE’s name, and
  - (ii) where appropriate, any use of “European Public Limited-Liability Company” or “Societas Europaea”, is replaced by “United Kingdom Societas”,  
save that this shall not apply where this information is recorded in documents registered in respect of that SE before exit day;
- (b) within 21 days of exit day, issue to the UK Societas a certificate (a “certificate of conversion”) confirming that the UK Societas—
  - (i) has been converted to a UK Societas on exit day pursuant to Articles AA1 and AAA1 of the EC Regulation,

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(a) S.I. 2004/2326; amended by the Companies Act 2006 (c.46), S.I. 2008/948, S.I. 2009/2400, S.I. 2009/3348, S.I. 2014/2382, S.I. 2015/1695, S.I. 2016/375 and S.I. 2016/599.

(b) Regulation 3 was amended by S.I. 2008/948 and S.I. 2009/2400.

(c) OJ L No. 294, 10.11.2001, p.1.

- (ii) is governed by the law of—
  - (aa) England and Wales, where its registered office is situated in England or Wales,
  - (bb) Scotland, where its registered office is situated in Scotland, or
  - (cc) Northern Ireland, where its registered office is situated in Northern Ireland.
- (2) The certificate in paragraph (1)(b)—
  - (a) must be signed by the registrar or authenticated by the registrar’s official seal; and
  - (b) is conclusive evidence that on and after exit day the SE is a UK Societas.
- (3) Paragraphs (1) and (2) do not apply to an SE in respect of which a transfer proposal has been drawn up, delivered and published under Article 8 until such time as the registrar is satisfied that the transfer did not take effect before exit day.
- (4) Paragraph (5) applies in relation to an SE—
  - (a) which immediately before exit day is registered in a Member State pursuant to a transfer of its registered office from the United Kingdom to that Member State in accordance with Article 12; but
  - (b) whose registration in the United Kingdom has not been deleted in accordance with Article 8 before exit day.
- (5) The registrar must delete the registration of an SE to which this paragraph applies from the register as soon as reasonably practicable and must cause to be published in the Gazette notice of that deletion.
- (6) In this regulation, “Article 8” and “Article 12” mean Article 8 and Article 12 of the EC Regulation, as it had effect immediately before exit day.

**References in the Companies Act 2006 to a certificate of incorporation**

**12B.**—(1) Following the conversion of an SE to a UK Societas, references in sections 80 (change of name: registration and issue of new certificate of incorporation), 1064 (public notice of issue of certificate of incorporation) and 1065 (right to certificate of incorporation) of the Companies Act 2006<sup>(a)</sup> to a company’s certificate of incorporation shall be construed as a reference to the certificate of conversion given under regulation 12A(1)(b).

(2) A requirement in those sections for the registrar to issue a certificate of incorporation to a company shall—

- (a) be construed as a requirement to issue a certificate of conversion similar to the certificate under regulation 12A(1)(b); and
- (b) apply with such other modifications as the registrar considers necessary in consequence of sub-paragraph (a).”.

**9.** In regulation 13 (documents sent to the registrar)<sup>(b)</sup>, omit paragraph (2).

**10.** In regulation 13A (application of language requirements to documents relating to SEs)<sup>(c)</sup>—

- (a) in the heading, for “SEs” substitute “UK Societates”;
- (b) in paragraph (2)—
  - (i) in sub-paragraph (b), in the substituted section (2)—
    - (aa) omit sub-paragraphs (a) to (c);

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<sup>(a)</sup> 2006 c.46.

<sup>(b)</sup> Regulation 13 was amended by S.I. 2008/948 and S.I. 2009/2400.

<sup>(c)</sup> Regulation 13A was inserted by S.I. 2009/2400 and amended by S.I. 2014/2382.

- (bb) in sub-paragraph (d), for “those Regulations” substitute “the European Public Limited-Liability Company Regulations 2004”;
- (cc) in sub-paragraph (e), for “SE” substitute “UK Societas”;
- (ii) in sub-paragraph (c), for “an SE” substitute “a UK Societas”;
- (c) in paragraph (3), for “an SE” substitute “a UK Societas”;
- (d) in paragraph (4) after “the EC Regulation”, insert “as it had effect at the time of such delivery,”;
- (e) omit paragraph (5).

**11. In regulation 14 (application of the 2006 Act to the registration of SEs)(a)—**

- (a) in the heading, for “SEs” substitute “UK Societates”;
- (b) in sub-paragraph (1)(a)—
  - (i) for “SEs” substitute “UK Societates”;
  - (ii) after “the EC Regulation”, insert “, including as they had effect at the time of any such registration”.

**12. In regulation 15 (false statements in documents delivered to the registrar)(b)—**

- (a) in paragraph (a), omit “regulations 5 to 10 and”;
- (b) omit paragraph (b).

**13. Omit regulations 55 to 58.**

**14. In regulation 59 (power of the management or administrative organ of an SE to amend statutes where in conflict with employee involvement arrangements (Article 12(4))—**

- (a) in the heading, for “an SE” substitute “a UK Societas”;
- (b) for “SE” substitute “UK Societas”.

**15. In regulations 61, 62 and 64, for “an SE”, in each place it occurs, substitute “a UK Societas”.**

**16. In regulation 65 (timing of the first general meeting of an SE (Article 54(1))—**

- (a) in both the heading and the text of the regulation, for “an SE” substitute “a UK Societas”;
- (b) for “an SE’s” substitute “its”;
- (c) after “incorporation”, insert “as an SE”.

**17. In regulation 66 (proportion of shareholders of an SE who may require one or more additional items to be put on the agenda of any general meeting (Article 56))—**

- (a) in both the heading and the text of the regulation, for “an SE” substitute “a UK Societas”;
- (b) for “the SE’s” substitute “the UK Societas’s”.

**18. In regulation 67 (SEs subject to law on public limited liability companies as regard the expression of their capital (Article 67(1))—**

- (a) in the heading, for “SEs” substitute “UK Societates”;
- (b) for “an SE” substitute “a UK Societas”.

**19. Omit regulations 68 to 70.**

**20. In regulation 71 (publication of other documents or information (Articles 8(12), 15(2), 59(3) and 65))—**

- (a) in the heading, omit “8(12), 15(2),”;
- (b) omit paragraphs (3) and (4).

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(a) Regulation 14 was amended by S.I. 2009/2400.  
 (b) Regulation 15 was amended by S.I. 2014/2382.

- 21.** Omit regulations 72 to 74.
- 22.** In regulation 75 (competent authorities)(a)—
- (a) in paragraph (a), for “8, 54, 55 and 64” substitute “54 and 55”;
  - (b) omit paragraphs (b) and (c).
- 23.** In regulation 76 (enforcement of obligation to amend statutes in conflict with arrangements for employee involvement)(b)—
- (a) in paragraph (1)—
    - (i) in sub-paragraph (a), for “an SE” substitute “a UK Societas”;
    - (ii) in sub-paragraph (b), for “SE” substitute “UK Societas”;
  - (b) in sub-paragraphs (2)(a)-(c), for “an SE”, in each place it occurs, substitute “a UK Societas”.
- 24.** In regulation 77 (records of an SE transferred under Article 8(11) or a public company ceasing to exist under Article 29(1) and (2))(c)—
- (a) for the heading substitute “records of an SE transferred under Article 8 of the EC Regulation (as it had effect immediately before exit day)”;
  - (b) for paragraph (1) substitute—
 

“(1) Where the registration of an SE is deleted under regulation 12A(5) following a transfer of its registered office to another Member State, the records of that SE kept by the registrar must continue to be kept by her for a period of twenty years following such a deletion.”;
  - (c) in paragraph (2)—
    - (i) after “regulation 11”, insert “of these Regulations, as they had effect at the time of delivery”;
    - (ii) after “Article 8(8)”, insert “of the EC Regulation, as it had effect at the time of issue,”.
- 25.** In regulation 78 (application of enactments to members of supervisory, management and administrative organs)—
- (a) in paragraph (1), for “SEs” substitute “UK Societates”;
  - (b) in paragraph (5), for “SE” substitute “UK Societas”.
- 26.** In regulation 79 (register of members of supervisory organ)(d)—
- (a) in paragraph (1), for “SE” substitute “UK Societas”;
  - (b) in paragraph (3), for “SE’s” substitute “UK Societas’s”;
  - (c) in paragraph (4)—
    - (i) in the words before sub-paragraph (a), for “SE” substitute “UK Societas”;
    - (ii) in the words after sub-paragraph (b), for “SE’s” substitute “UK Societas’s”;
  - (d) in paragraph (5), for “SE” substitute “UK Societas”;
  - (e) in paragraph (6)—
    - (i) for “an SE” substitute “a UK Societas”;
    - (ii) for each of the remaining occurrences of “SE” substitute “UK Societas”;
  - (f) in paragraph (10)—

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(a) Regulation 75 was amended by S.I. 2009/2400.  
 (b) Regulation 76 was amended by S.I. 2009/2400.  
 (c) Regulation 77 was amended by S.I. 2014/2382.  
 (d) Regulation 79 was amended by S.I. 2008/948 and S.I. 2009/2400.

- (i) for “an SE” substitute “a UK Societas”;
- (ii) for the remaining occurrence of “SE” substitute “UK Societas”.

**27.** In regulation 80 (particulars of members to be registered under regulation 79: individuals)(a)—

- (a) in paragraph (1), in the words before sub-paragraph (a), for “an SE’s” substitute “a UK Societas’s”;
- (b) in paragraph (5), for “The SE’s” substitute “The UK Societas’s”.

**28.** In regulation 80A (particulars of members to be registered under regulation 79: corporate members and firms)(b)—

- (a) for “an SE’s” substitute “a UK Societas’s”;
- (b) for paragraph (c) substitute—
  - “(c) in the case of a limited company that is a UK-registered company, the registered number;”.

**29.** In regulation 80B (register of residential addresses of members of an SE’s supervisory organ)(c)—

- (a) in the heading, for “an SE’s” substitute “a UK Societas’s”;
- (b) in paragraph (1), for “SE” substitute “UK Societas”;
- (c) in paragraph (3), for “SE’s”, in both places, substitute “UK Societas’s”;
- (d) in paragraph (4)—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) for each of the remaining occurrences of “SE” substitute “UK Societas”;
- (e) in paragraph (7)—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) for the remaining occurrence of “SE” substitute “UK Societas”.

**30.** In regulation 80C (duty to notify registrar of changes)(d)—

- (a) in paragraph (1)—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) for the remaining occurrence of “SE” substitute “UK Societas”;
- (b) in paragraphs (1A) and (2), for “SE’s” substitute “UK Societas’s”;
- (c) in paragraph (3)—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) for “SE’s”, in both places, substitute “UK Societas’s”;
- (d) in paragraph (3A), for “SE’s” substitute “UK Societas’s”;
- (e) in paragraph (4)—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) for the remaining occurrences of “SE” substitute “UK Societas”.

**31.** In regulation 80D (protected information: restriction on use or disclosure by SE)(e)—

- (a) in the heading, for “SE” substitute “UK Societas”;
- (b) for “an SE” substitute “a UK Societas”.

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(a) Regulation 80 was amended by S.I. 2008/948 and S.I. 2009/2400.  
 (b) Regulation 80A was inserted by S.I. 2009/2400.  
 (c) Regulation 80B was inserted by S.I. 2009/2400.  
 (d) Regulation 80C was inserted by S.I. 2009/2400 and amended by S.I. 2015/1695 and S.I. 2014/2382.  
 (e) Regulation 80D was inserted by S.I. 2009/2400.

**32.** In regulation 80DA (information within section 790ZF(2): restriction on use or disclosure by an SE)(a)—

- (a) in both the heading and the text of the regulation, for “an SE” substitute “a UK Societas”;
- (b) after “regulations 5 to 10 and 85”, insert “of these Regulations, as they had effect at the time such protected information was delivered to the registrar”.

**33.** In regulation 80E (putting a member of the supervisory organ’s address on the public record)(b)—

- (a) for “an SE” substitute “a UK Societas”;
- (b) for “SE’s”, in both places, substitute “UK Societas’s”.

**34.** In regulation 81 (the SE as a body corporate)(c)—

- (a) in the heading, for “SE” substitute “UK Societas”;
- (b) in paragraph (1)—
  - (i) for “an SE”, in both places, substitute “a UK Societas”;
  - (ii) omit “whether or not registered in the United Kingdom”;
- (c) in paragraph (2), for “an SE” substitute “a UK Societas”.

**35.** In regulation 82 (notification of amendments to statutes and insolvency events (Articles 59(3) and 65))(d)—

- (a) in paragraph (1), for “SE” substitute “UK Societas”;
- (b) in paragraph (1A), for “SE’s”, substitute “UK Societas’s”;
- (c) in paragraph (2), for “SE” substitute “UK Societas”.

**36.** In regulation 83 (accounting reference period and financial year of transferring SE)(e)—

- (a) in the heading, for “SE” substitute “UK Societas”;
- (b) in paragraph (1), in the words before sub-paragraph (a)—
  - (i) for “an SE transfers” substitute “a UK Societas had before exit day, and while an SE, transferred”;
  - (ii) after “Article 8”, insert “of the EC Regulation, as it had effect at the time of that transfer, that UK Societas’s”;
- (c) in sub-paragraph (1)(a), omit “its”;
- (d) in sub-paragraph (1)(b)—
  - (i) omit “its”;
  - (ii) for “SE” substitute “UK Societas”;
- (e) in sub paragraphs (2) and (3), for “transferring SE” substitute “UK Societas”.

**37.** Omit regulation 84.

**38.** In the heading to Part 7 (provisions relating to the conversion of an SE to a public company in accordance with Article 66 of the EC Regulation), for “an SE” substitute “a UK Societas”.

**39.** In regulation 85 (registration of a public company by the conversion of an SE)(f)—

- (a) in the heading, for “an SE” substitute “a UK Societas”;
- (b) in paragraph (1)—

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(a) Regulation 80DA was inserted by S.I. 2016/375.

(b) Regulation 80E was inserted by S.I. 2009/2400.

(c) Regulation 81 was amended by S.I. 2009/2400.

(d) Regulation 82 was amended by S.I. 2009/2400 and S.I. 2014/2382.

(e) Regulation 83 was amended by S.I. 2008/948 and 2009/2400.

(f) Regulation 85 was amended by S.I. 2009/2400, S.I. 2014/2382, S.I. 2015/1695, S.I. 2016/375 and S.I. 2016/599.

- (i) in the words before sub-paragraph (a), for “an SE” substitute “a UK Societas”;
- (ii) in sub-paragraph (d), for “SE” substitute “UK Societas”;
- (c) in paragraph (2), for “SE’s” substitute “UK Societas’s”;
- (d) in paragraphs (5), (8) and (9), for “SE”, in each place it occurs, substitute “UK Societas”;
- (e) in paragraph (11), sub-paragraph (a)—
  - (i) for “SE” substitute “UK Societas”;
  - (ii) after “registered” insert “as an SE”;
- (f) in paragraph (12), for “SE”, in both places, substitute “UK Societas”.

**40.** In regulation 85A (statement of compliance)(a), for “an SE” substitute “a UK Societas”.

**41.** In regulation 86 (publication of draft terms of conversion)(b), for “SE’s” substitute “UK Societas’s”.

**42.** In regulation 87 (registration under the 2006 Act)(c)—

- (a) in paragraph (3)—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) for the remaining occurrence of “SE” substitute “UK Societas”;
- (b) in paragraph (4), for “SE” substitute “UK Societas”.

**43.** In regulation 88 (effect of registration)(d), for “SE”, in each place it occurs, substitute “UK Societas”.

**44.** In regulation 89 (records of a converting SE)(e) for “SE”, in each place it occurs, substitute “UK Societas”.

**45.** In Schedule 1A (modifications of provisions of the 2006 Act applying in relation to documents sent to the registrar etc)(f)—

- (a) in paragraph 3, for “an SE”, in each place it occurs, substitute “a UK Societas”;
- (b) in paragraph 4(a)—
  - (i) for “SE” substitute “UK Societas”;
  - (ii) after “registration”, insert “or its conversion from an SE”;
- (c) in paragraph 4(b), for “an SE” substitute “a UK Societas”;
- (d) in paragraphs 5 and 6, for “an SE” substitute “a UK Societas”.

**46.** In Schedule 2 (provisions of the 2006 Act applying to the registration of SEs)(g)—

- (a) in the heading, for “SEs” substitute “UK Societates”;
- (b) in paragraphs 1, 2, 3 and 4, for “an SE”, in each place it occurs, substitute “a UK Societas”.

**47.** In Schedule 4 (modifications of the Companies Acts etc)(h)—

- (a) in paragraph 5, for “SE” substitute “UK Societas”;
- (b) in paragraph 11, for “SE”, in both places, substitute “UK Societas”.

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(a) Regulation 85A was inserted by S.I. 2014/2382.

(b) Regulation 86 was amended by S.I. 2014/2382 and S.I. 2009/2400.

(c) Regulation 87 was amended by S.I. 2014/2382 and S.I. 2009/2400.

(d) Regulation 88 was amended by S.I. 2008/948, S.I. 2009/2400 and S.I. 2014/2382.

(e) Regulation 89 was amended by S.I. 2008/948.

(f) Schedule 1A was inserted by S.I. 2009/2400.

(g) Schedule 2 was amended by S.I. 2009/2400.

(h) Schedule 4 was amended by S.I. 2008/948, S.S.I. 2009/2400 and S.I. 2014/2382.

## **Amendment of the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009**

**48.** The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009(a) are amended in accordance with regulations 49 to 65.

**49.** In regulation 3 (interpretation)(b)—

(a) in paragraph (1)—

(i) omit the definitions of “absolute majority vote” and “agency worker”;

(ii) for the definition of “employee involvement agreement” substitute—

““employee involvement agreement” means—

(a) an agreement reached before exit day between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the UK Societas,

(b) an agreement reached before or after exit day between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the SE,

(c) an agreement reached after exit day following a special negotiating body having been reconvened under regulation 17 of these Regulations, which governs the arrangements for the involvement of employees within the UK Societas;”;

(iii) for the definition of “information and consultation representative” substitute—

““information and consultation representatives” means representatives elected or appointed to act pursuant to information and consultation procedures established in an employee involvement agreement instead of a representative body;”;

(iv) omit the definition of “participation”;

(v) before the definition of “representative body” insert—

““Relevant State” means an EEA State or the United Kingdom;”;

(vi) for the definition of “SE” substitute—

““SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it has effect in EU law as amended from time to time;”;

(vii) omit the definitions of “SE established by merger”, “SE established by formation of a holding company or subsidiary company” and “SE established by transformation”;

(viii) for the definition of “standard rules on employee involvement” substitute—

““standard rules on employee involvement” means—

(a) in respect of a UK Societas the rules on employee involvement which apply by virtue of regulation 19, as it had effect immediately before exit day,

(b) in respect of an SE the rules laid down by the EEA State in which it has its registered office;”;

(ix) omit the definitions of “suitable information relating to the use of agency workers”, “two thirds majority vote” and “UK members of the special negotiating body”;

(x) at the end, insert—

““UK Societas” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day, which on exit day converted to a United Kingdom Societas within the meaning of the EC Regulation.”;

(b) in paragraph (2)—

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(a) S.I. 2009/2401; amended by S.I. 2010/93, S.I. 2013/1956, S.I. 2014/386, S.I. 2014/431.

(b) Regulation 3 was amended by S.I. 2010/93.

- (i) after “the EC Directive”, insert “, subject to the stated modifications”;
- (ii) for “information” substitute—
  - ““information”, read as if—
  - (a) for “Member State” there were substituted “Relevant State”,
  - (b) after each occurrence of “SE” there were inserted “or the UK Societas””;
- (iii) after “consultation” insert “, read as if after each occurrence of “SE” there were inserted “or the UK Societas””;
- (c) after paragraph (2) insert—
  - “(2A) Where an employee involvement agreement was reached before exit day for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after exit day any reference to an “EEA State” in that agreement or those rules, insofar as they apply to that UK Societas, must, where appropriate, be read as if they were to “an EEA State and the United Kingdom.””;
- (d) omit paragraph (4).

**50.** In regulation 4 (application of these regulations)—

- (a) for paragraph (1) substitute—
  - “(1) These Regulations apply in respect of a UK Societas.”;
- (b) omit paragraph (2);
- (c) in paragraph (3), for sub-paragraph (d) substitute—
  - “(d) an employee of an SE or a representative of such an employee.”.

**51.** Omit regulations 5 to 16.

**52.** In regulation 17 (decision not to open, or to terminate, negotiations)—

- (a) omit paragraphs (1) and (2);
- (b) in paragraph (3)—
  - (i) omit sub-paragraphs (a) and (b);
  - (ii) in sub-paragraph (c), for “the special negotiating body” substitute “a special negotiating body”;
- (c) in paragraph (4)—
  - (i) for sub-paragraph (b) substitute—
    - “(b) by at least 10% of the employees of the UK Societas and its subsidiaries, or by employees’ representatives representing at least that percentage of those employees;”;
  - (ii) in sub-paragraph (c)(ii)—
    - (aa) omit “every participating company or, where the SE has been registered,”;
    - (bb) for “SE” substitute “UK Societas”;
  - (iii) after paragraph (c), insert—
    - “(d) references in this regulation to paragraph (1) and regulation 16(4) are to those provisions in these Regulations, as they had effect at the time of that decision and publication.”.

**53.** Omit regulations 18 and 19.

**54.** In regulation 20 (disputes about the operation of an employee involvement agreement or the standard rules on employee involvement)—

- (a) in paragraph (1), for “or of the SE” substitute “, the SE or the UK Societas”;
- (b) in sub-paragraphs (3)(b), (4)(b), (5)(a) and in both places in the words before sub-paragraph (a) of paragraph (7), after “the SE”, insert “or the UK Societas”;

(c) in paragraph (9), for “or the SE” substitute “, the SE or the UK Societas”.

**55.** In regulation 21 (penalties), in the words after sub-paragraph (5)(b), after “the SE” insert “or the UK Societas”.

**56.** In regulation 22 (misuse of procedures)—

(a) in paragraph (1)—

(i) in the words before sub-paragraph (a)—

(aa) for “or an SE” substitute “, an SE or a UK Societas”;

(bb) after “the SE”, insert “or the UK Societas”;

(ii) in sub-paragraph (a)—

(aa) after “the SE”, insert “or the UK Societas”;

(bb) for the second occurrence of “its” substitute “their”;

(b) in sub-paragraph (2)(b), after “its registration”, insert “as an SE (including registration as an SE which subsequently converted to a UK Societas on exit day);

(c) in sub-paragraph (3)(b), after “the SE”, insert “or the UK Societas”.

**57.** In regulation 24 (breach of statutory duty), in paragraph (1)—

(a) after sub-paragraph (a), insert—

“(aa) a UK Societas,”;

(b) in sub-paragraph (b), after “an SE”, insert “or a UK Societas”.

**58.** In regulation 25 (withholding of information)—

(a) in paragraph (1)—

(i) in the words before sub-paragraph (a), after “neither an SE”, insert “, nor a UK Societas,”;

(ii) in sub-paragraph (a), after “the SE”, in both places, insert “or the UK Societas,”;

(b) in paragraph (2)—

(i) in the words before sub-paragraph (a), after “the SE” insert “, the UK Societas”;

(ii) in the words after sub-paragraph (b), after “the SE”, in both places, insert “, UK Societas”.

**59.** In regulation 26 (right to time off for members of special negotiating body etc.) in sub-paragraph (1)(a), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas,”.

**60.** In regulation 29 (unfair dismissal)—

(a) in sub-paragraph (2)(a), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”;

(b) in paragraph (6)—

(i) in sub-paragraph (c), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;

(ii) in sub-paragraph (d), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;

(iii) in sub-paragraph (e), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”.

**61.** In regulation 31 (detriment)—

(a) in sub-paragraph (2)(a), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”;

(b) in paragraph (6)—

- (i) in sub-paragraph (c), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;
- (ii) in sub-paragraph (d), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;
- (iii) in sub-paragraph (e), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”.

**62.** In regulation 34 (CAC proceedings)—

- (a) in the words before sub-paragraph (3)(a)—
  - (i) omit “participating company,”;
  - (ii) for “SE” substitute “UK Societas”;
- (b) in the words before sub-paragraph (4)(a)—
  - (i) omit “participating company or”;
  - (ii) for “an SE” substitute “a UK Societas”.

**63.** In regulation 35 (appeal tribunal: location of certain proceedings under these regulations), in sub-paragraphs (1)(a) and (1)(b)—

- (a) omit “participating company,”;
- (b) for “SE” substitute “UK Societas”.

**64.** In regulation 41 (existing employee involvement rights)—

- (a) in paragraph (1)—
  - (i) after “an SE” for “, its” substitute “or a UK Societas, or their”;
  - (ii) for “EEA State” substitute “Relevant State”;
  - (iii) after “registration of the SE” insert “(including an SE which converted to a UK Societas on exit day)”;
- (b) after paragraph (2) insert—
 

“(2A) In this regulation “participation” means the influence of the representative body and the employees’ representatives in the SE or the UK Societas by way of the right to—

  - (a) elect or appoint some of the members of the SE or the UK Societas’s supervisory or administrative organ, or
  - (b) recommend or oppose the appointment of some or all of the members of the SE or the UK Societas’s supervisory or administrative organ.”.

**65.** Omit the Schedule.

**Amendment of the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009**

**66.** The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009(a) are amended in accordance with regulations 67 to 82.

**67.** In regulation 3 (interpretation)(b)—

- (a) in paragraph (1)—
  - (i) omit the definitions of “absolute majority vote” and “agency worker”;
  - (ii) for the definition of “employee involvement agreement” substitute—
 

““employee involvement agreement” means—

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(a) S.I. 2009/2402.

(b) Regulation 3 was amended by S.R. 2011 No. 350.

- (a) an agreement reached before exit day between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the UK Societas,
- (b) an agreement reached before or after exit day between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the SE,
- (c) an agreement reached after exit day following a special negotiating body having been reconvened under regulation 17 of these Regulations, which governs the arrangements for the involvement of employees within the UK Societas;”;
- (iii) for the definition of “information and consultation representative” substitute—
  - ““information and consultation representatives” means representatives elected or appointed to act pursuant to information and consultation procedures established in an employee involvement agreement instead of a representative body;”;
- (iv) omit the definition of “participation”;
- (v) before the definition of “representative body” insert—
  - ““Relevant State” means an EEA State or the United Kingdom;”;
- (vi) for the definition of “SE” substitute—
  - ““SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it has effect in EU law as amended from time to time;”;
- (vii) omit the definitions of “SE established by merger”, “SE established by formation of a holding company or subsidiary company” and “SE established by transformation”;
- (viii) for the definition of “standard rules on employee involvement” substitute—
  - ““standard rules on employee involvement” means—
    - (a) in respect of a UK Societas the rules on employee involvement which apply by virtue of regulation 19, as it had effect immediately before exit day,
    - (b) in respect of an SE the rules laid down by the EEA State in which it has its registered office;”;
- (ix) omit the definitions of “suitable information relating to the use of agency workers”, “two thirds majority vote” and “UK members of the special negotiating body”;
- (x) at the end, insert—
  - ““UK Societas” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day, which on exit day converted to a United Kingdom Societas within the meaning of the EC Regulation.”;
- (b) in paragraph (2)—
  - (i) after “the EC Directive”, insert “, subject to the stated modifications”;
  - (ii) for “information” substitute—
    - ““information”, read as if—
      - (a) for “Member State”, there were substituted “Relevant State”,
      - (b) after each occurrence of “SE” there were inserted “or the UK Societas”;
  - (iii) after “consultation” insert “, read as if after each occurrence of “SE” there were inserted “or the UK Societas”;
- (c) after paragraph (2) insert—
  - “(2A) Where an employee involvement agreement was reached before exit day for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after exit day, any reference to an “EEA State” in that agreement or those rules, insofar as they apply to that UK Societas, must, where appropriate, be read as if they were to “an EEA State and the United Kingdom.”;

(d) omit paragraph (4).

**68.** In regulation 4 (application of these regulations)—

(a) for paragraph (1) substitute—

“(1) These Regulations apply in respect of a UK Societas.”;

(b) omit paragraph (2);

(c) in paragraph (3), for sub-paragraph (c) substitute—

“(d) an employee of an SE or a representative of such an employee.”.

**69.** Omit regulations 5 to 16.

**70.** In regulation 17 (decision not to open, or to terminate, negotiations)—

(a) omit paragraphs (1) and (2);

(b) in paragraph (3)—

(i) omit sub-paragraphs (a) and (b);

(ii) in sub-paragraph (c), for “the special negotiating body” substitute “a special negotiating body”;

(c) in paragraph (4)—

(i) for sub-paragraph (b) substitute—

“(b) by at least 10% of the employees of the UK Societas and its subsidiaries, or by employees’ representatives representing at least that percentage of those employees;”;

(ii) in sub-paragraph (c)(ii)—

(aa) omit “every participating company or, where the SE has been registered,”;

(bb) for “SE” substitute “UK Societas”;

(iii) after paragraph (c), insert—

“(d) references in this regulation to paragraph (1) and regulation 16(4) are to those provisions in these Regulations, as they had effect at the time of that decision and publication.”.

**71.** Omit regulations 18 and 19.

**72.** In regulation 20 (disputes about the operation of an employee involvement agreement or the standard rules on employee involvement)—

(a) in paragraph (1), for “or of the SE” substitute “, the SE or the UK Societas”;

(b) in sub-paragraphs (3)(b), (4)(b), (5)(a) and in both places in the words before sub-paragraph (a) of paragraph (7), after “the SE”, insert “or the UK Societas”;

(c) in paragraph (9), for “or the SE” substitute “, the SE or the UK Societas”.

**73.** In regulation 21 (penalties), in the words after sub-paragraph (5)(b), after “the SE” insert “or the UK Societas”.

**74.** In regulation 22 (misuse of procedures)—

(a) in paragraph (1)—

(i) in the words before sub-paragraph (a)—

(aa) for “or an SE” substitute “, an SE or a UK Societas”;

(bb) after “the SE”, insert “or the UK Societas”;

(ii) in sub-paragraph (a)—

(aa) after “the SE”, insert “or the UK Societas”;

(bb) for the second occurrence of “its” substitute “their”;

- (b) in sub-paragraph (2)(b), after “its registration”, insert “as an SE (including registration as an SE which subsequently converted to a UK Societas on exit day);
- (c) in sub-paragraph (3)(b), after “the SE”, insert “or the UK Societas”.

**75.** In regulation 24 (breach of statutory duty), in paragraph (1)—

- (a) after sub-paragraph (a), insert—
  - “(aa) a UK Societas,”;
- (b) in sub-paragraph (b), after “an SE”, insert “or a UK Societas”.

**76.** In regulation 25 (withholding of information)—

- (a) in paragraph (1)—
  - (i) in the words before sub-paragraph (a), after “neither an SE”, insert “, nor a UK Societas,”;
  - (ii) in sub-paragraph (a), after “the SE”, in both places, insert “or the UK Societas,”;
- (b) in paragraph (2)—
  - (i) in the words before sub-paragraph (a), after “the SE” insert “, the UK Societas”;
  - (ii) in the words after sub-paragraph (b), after “the SE”, in both places, insert “, UK Societas”.

**77.** In regulation 26 (right to time off for members of special negotiating body etc.) in sub-paragraph (1)(a), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas,”.

**78.** In regulation 29 (unfair dismissal)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”;
- (b) in paragraph (6)—
  - (i) in sub-paragraph (c), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;
  - (ii) in sub-paragraph (d), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;
  - (iii) in sub-paragraph (e), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”.

**79.** In regulation 31 (detriment)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”;
- (b) in paragraph (6)—
  - (i) in sub-paragraph (c), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;
  - (ii) in sub-paragraph (d), after “special negotiating body” insert “(including one reconvened under regulation 17, in a UK Societas)”;
  - (iii) in sub-paragraph (e), after “special negotiating body” insert “reconvened under regulation 17, in a UK Societas”.

**80.** In regulation 34 (Industrial Court proceedings), in the words before sub-paragraph (3)(a)—

- (a) omit “participating company,”;
- (b) for “SE” substitute “UK Societas”.

**81.** In regulation 39 (existing employee involvement rights)—

- (a) in paragraph (1)—
  - (i) after “an SE” for “, its” substitute “or a UK Societas, or their”;

- (ii) for “EEA State” substitute “Relevant State”;
- (iii) after “registration of the SE” insert “(including an SE which converted to a UK Societas on exit day)”;
- (b) after paragraph (2) insert—
  - “(2A) In this regulation “participation” means the influence of the representative body and the employees’ representatives in the SE or the UK Societas by way of the right to—
    - (a) elect or appoint some of the members of the SE or the UK Societas’s supervisory or administrative organ, or
    - (b) recommend or oppose the appointment of some or all of the members of the SE or the UK Societas’s supervisory or administrative organ.”.

**82.** Omit the Schedule.

### **Amendment of the Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012**

**83.** The Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012(a) are amended in accordance with regulations 84 to 86.

**84.** In regulation 2 (interpretation)(b)—

- (a) before the definition of “the 2006 Act” insert—
  - ““the EC Regulation means Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company;”;
- (b) omit the definition of “SE”;
- (c) after the definition of “XML Gateway” and “XML” insert—
  - ““UK Societas” means a European Public Limited-Liability Company, within the meaning of the EC Regulation, as it had effect immediately before exit day, which was registered in the United Kingdom and which on exit day converted to a United Kingdom Societas within the meaning of the EC Regulation.”.

**85.** In regulation 3 (fees payable in respect of functions relating to the registration of documents by the registrar), for “SEs” substitute “UK Societates”.

**86.** In Schedule 1 (the performance of functions relating to the registration of documents by the registrar)(c)—

- (a) for the heading to paragraph 1 substitute “Words and expressions used in the EC Regulation”;
- (b) in paragraph 1 (meaning of “the EC Regulation” and words and expressions used in those Regulations)—
  - (i) omit sub-paragraph (1);
  - (ii) in paragraph (2)—
    - (aa) for “enactment set out in sub-paragraph (1)” substitute “EC Regulation”;
    - (bb) for “those enactments” substitute “that enactment”;
- (c) in paragraph 6 (European public limited liability companies)—
  - (i) for the heading substitute “UK Societates”;
  - (ii) in the words before sub-paragraph (a), for “SEs” substitute “UK Societates”;
  - (iii) omit sub-paragraph (a);

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(a) S.I. 2012/1908; amended by S.I. 2016/621.

(b) Regulation 2 was amended by S.I. 2016/621.

(c) Schedule 1 was amended by S.I. 2016/621.

- (iv) in sub-paragraph (b), for “an SE” substitute “a UK Societas”;
- (v) omit sub-paragraph (c).

### **Amendment of the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016**

**87.** The European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016(a), are amended in accordance with regulations 88 to 95.

**88.** In regulation 2 (interpretation)—

- (a) in the definition of “SE”, for “which is to be, or is, registered in the United Kingdom” substitute “, as it had effect immediately before exit day, which was registered in the United Kingdom”;
- (b) after the definition of “SE” insert—

““UK Societas” means an SE which on exit day converted to a United Kingdom Societas within the meaning of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute of a European Company.”.

**89.** Omit regulation 4.

**90.** In regulation 5—

- (a) for “SEs” substitute “UK Societates”;
- (b) in the substituted section (c), after “2004” insert “as they had effect when the statement was delivered”.

**91.** In regulation 6, for “SEs” substitute “UK Societates”.

**92.** In the heading to Part 4 (modification of the 2016 Regulations in their application to SEs), for “SEs” substitute “UK Societates”.

**93.** For regulation 7 substitute—

“7. The 2016 Regulations must be read as though regulations 27 (application by a subscriber to a memorandum of association requiring the registrar to refrain from disclosing an individual’s usual residential address information to a credit reference agency) and 38 (application by a subscriber to a memorandum of association requiring the registrar to refrain from using or disclosing an individual’s secured information) were omitted.”.

**94.** Omit regulation 8.

**95.** In regulation 9(b)—

- (a) for “SEs” substitute “UK Societates”;
- (b) in paragraph (3), after “regulation 38”, insert “as it had effect before exit day”.

## **PART 3**

### **Amendment of retained direct EU legislation**

#### **Amendment of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company**

**96.** Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company is amended in accordance with regulations 97 to 139.

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(a) S.I. 2016/375; amended by S.I. 2017/693.  
(b) Regulation 9 was amended by S.I. 2017/693.

97. Before Article 1 insert—

*“Article AI*

In this Regulation—

“the 2004 Regulations” means the European Public Limited-Liability Company Regulations 2004(a);

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

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

“the Companies Acts” has the meaning given by section 2 of the Companies Act 2006(d);

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

*Article AAI*

1. On exit day every SE which remains registered in the United Kingdom immediately before exit day converts to a United Kingdom Societas (or UK Societas), and on and after exit day “UK Societas” replaces “SE” in its name.

2. A UK Societas is deemed to have in place of its existing statutes, statutes that comprise the provisions of its existing statutes save that, as they apply from exit day—

- (a) “UK Societas” replaces “SE” in any reference to the SE’s name;
- (b) any use of “European Public Limited-Liability Company” or “Societas Europaea” is replaced by “United Kingdom Societas” or “UK Societas”;
- (c) any reference in those statutes to Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees(e) is read, where appropriate and where that reference remains operative, as though it were a reference to the 2009 Employee Involvement (GB) Regulations, or (as the case may be) the 2009 Employee Involvement (NI) Regulations;
- (d) any reference in those statutes to the EC Regulation, the 2004 Regulations, the 2009 Employee Involvement (GB) Regulations, or the 2009 Employee Involvement (NI) Regulations, is read, where appropriate and where that reference remains operative, as though it is a reference to those enactments as they form part of retained EU law.

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

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

- (a) which, immediately before exit day, is registered in a Member State pursuant to a transfer of its registered address from the United Kingdom to that Member State; but
- (b) whose registration in the United Kingdom has not been deleted before exit day,

in accordance with Article 8 of this Regulation, as it applied immediately before exit day.

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(a) S.I. 2004/2326.  
(b) S.I. 2009/2401.  
(c) S.I. 2009/2402.  
(d) 2006 c.46.  
(e) OJ No. L 294, 10.11.2001, p. 22.

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

*Article AAA1*

1. The UK Societas retains the legal personality it had when it was an SE.
2. Save as regards any rights or obligations which are no longer applicable to a UK Societas as a result of the European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, the conversion of an SE to a UK Societas—
  - (a) does not affect any rights or obligations of the UK Societas, or render defective any legal proceedings by or against it; and
  - (b) any legal proceedings that might have been continued or commenced against it when it was an SE may be continued or commenced against it as a UK Societas.
3. The records of an SE relating to any period before it became a UK Societas, in accordance with this Regulation, shall be treated for the purposes of this Regulation, the Companies Acts and the 2004 Regulations as if they were records of that UK Societas.”.

**98.** In Article 1—

- (a) omit paragraph 1;
- (b) in paragraphs 2 and 3, for “an SE” substitute “a UK Societas”;
- (c) for paragraph 4 substitute—

“4. Employee involvement in a UK Societas shall be governed by the provisions of—

- (a) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations; or
- (b) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”.

**99.** Omit Articles 2 and 3.

**100.** In Article 4—

- (a) omit paragraph 1;
- (b) in paragraph 2, after “subscribed capital” insert “of a UK Societas”;
- (c) in paragraph 3—
  - (i) for “The laws of a Member State” substitute “Any enactment or rule of law”;
  - (ii) for “SEs” substitute “UK Societates”;
  - (iii) omit “with registered offices in that Member State”.

**101.** In Article 5—

- (a) for “4(1) and (2)” substitute “4(2)”;
- (b) for “an SE” substitute “a UK Societas”;
- (c) omit “with a registered office in the Member State in which the SE is registered”.

**102.** In Article 6, for “SE”, in both places, substitute “UK Societas”.

**103.** Omit Articles 7 and 8.

**104.** In Article 9—

- (a) in paragraph 1—
  - (i) in the words before point (a), for “an SE” substitute “a UK Societas”;
  - (ii) for point (c)(i) substitute—

“(i) the 2004 Regulations, (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations;”;

- (iii) in point (c)(ii)—
    - (aa) for “the provisions of Member States’ laws” substitute “any enactment or rule of law”;
    - (bb) omit “formed in accordance with the law of the Member State in which the SE has its registered office”;
  - (iv) in point (c)(iii), omit “formed in accordance with the law of the Member State in which the SE has its registered office”;
  - (b) omit paragraph 2;
  - (c) in paragraph 3—
    - (i) for “an SE” substitute “a UK Societas”;
    - (ii) for “national laws” substitute “enactments or rules of law”;
    - (iii) for “those laws” substitute “they”;
    - (iv) for “SE” substitute “UK Societas”.
- 105.** In Article 10—
- (a) for “an SE” substitute “a UK Societas”;
  - (b) omit “in every Member State”;
  - (c) omit “formed in accordance with the law of the Member State in which it has its registered office”.
- 106.** In Article 11—
- (a) in paragraph 1—
    - (i) for “an SE” substitute “a UK Societas”;
    - (ii) for “SE” substitute “UK Societas”;
  - (b) in paragraph 2—
    - (i) for “SEs” substitute “UK Societates”;
    - (ii) for “SE” substitute “UK Societas”;
  - (c) in paragraph 3—
    - (i) for “a Member State” substitute “England and Wales, Scotland or Northern Ireland”;
    - (ii) for “the date of entry into force of this Regulation” substitute “exit day”;
    - (iii) for “SE” substitute “UK Societas”.
- 107.** In Article 12—
- (a) omit paragraphs 1 to 3;
  - (b) in paragraph 4—
    - (i) in the first subparagraph—
      - (aa) for “SE” substitute “UK Societas”;
      - (bb) for “Directive” substitute “(for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations”;
    - (ii) omit the second subparagraph.
- 108.** In Article 13—
- (a) for “an SE” substitute “a UK Societas”;
  - (b) for “the laws of the Member State in which the SE has its registered office in accordance with Directive 68/151/EEC” substitute “the 2004 Regulations”.
- 109.** Omit Articles 14 to 37.

- 110.** In the heading to Title 3 (structure of the SE), for “the SE” substitute “the UK Societas”.
- 111.** In Article 38, in the words before point (a), for “an SE” substitute “a UK Societas”.
- 112.** In Article 39—
- (a) in paragraph 1—
    - (i) for “SE” substitute “UK Societas”;
    - (ii) omit the second sentence;
  - (b) in paragraph 2, omit the second subparagraph;
  - (c) in paragraph 3—
    - (i) for “SE” substitute “UK Societas”;
    - (ii) omit the last sentence;
  - (d) in paragraph 4—
    - (i) at the start insert “Subject to regulation 61 of the 2004 Regulations.”;
    - (ii) omit the last sentence;
  - (e) omit paragraph 5.
- 113.** In Article 40—
- (a) in paragraph 1, for “SE” substitute “UK Societas”;
  - (b) in paragraph 2 for “Directive 2001/86/EC” substitute—  
“—
    - (a) Part 3 of the 2004 Regulations, as it had effect prior to its revocation by the European Public Limited-Liability Company (Amendment) Regulations 2009;
    - (b) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
    - (c) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
  - (c) in paragraph 3—
    - (i) at the start insert “Subject to regulation 62 of the 2004 Regulations.”;
    - (ii) omit the second sentence.
- 114.** In Article 41—
- (a) in paragraph 1, for “SE’s” substitute “UK Societas’s”;
  - (b) in paragraph 2, for “SE” substitute “UK Societas”;
  - (c) in paragraph 3, omit the second sentence.
- 115.** In Article 43—
- (a) in paragraph 1—
    - (i) for “SE” substitute “UK Societas”;
    - (ii) omit the second sentence;
  - (b) in paragraph 2—
    - (i) at the start, insert “Subject to regulation 64 of the 2004 Regulations.”;
    - (ii) for “SE’s” substitute “UK Societas’s”;
    - (iii) omit the second sentence;
    - (iv) in the second subparagraph, for “Directive 2001/86/EC” substitute—  
“(a) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
    - (b) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
  - (c) in paragraph 3, for “Directive 2001/86/EC” substitute—

“—

- (a) Part 3 of the 2004 Regulations, as they had effect at the time those arrangements were determined;
- (b) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
- (c) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
- (d) omit paragraph 4.

**116.** In Article 44, for “SE’s” substitute “UK Societas’s”.

**117.** In Article 47—

- (a) in paragraph 1—
  - (i) for “an SE’s” substitute “a UK Societas’s”;
  - (ii) for “the law” substitute “any enactment or rule of law”;
  - (iii) omit “in the Member State in which the SE’s registered office is situated”;
- (b) in paragraph 2—
  - (i) in the words before point (a), for “SE” substitute “UK Societas”;
  - (ii) in point (a)—
    - (aa) for “the law of the Member State in which the SE’s registered office is situated” substitute “any enactment or rule of law”;
    - (bb) omit “governed by the law of that Member State”;
  - (iii) in point (b), omit—
    - (aa) “governed by the law of a Member State”;
    - (bb) “delivered in a Member State”;
- (c) in paragraph 3—
  - (i) for “an SE’s” substitute “a UK Societas’s”;
  - (ii) for “the law” substitute “any enactment or rule of law”;
  - (iii) omit “in the Member State in which the SE’s registered office is situated”;
- (d) in paragraph 4, for “national law” substitute “any enactment or rule of law”.

**118.** In Article 48—

- (a) in paragraph 1—
  - (i) for “SE’s” substitute “UK Societas’s”;
  - (ii) omit the second subparagraph;
- (b) omit paragraph 2.

**119.** In Article 49—

- (a) for “an SE’s” substitute “a UK Societas’s”;
- (b) for “SE” substitute “UK Societas”;
- (c) for “national law provisions” substitute “any enactment or rule of law”.

**120.** In Article 50—

- (a) in paragraph 1, in the words before point (a), for “SE” substitute “UK Societas”;
- (b) omit paragraph 3.

**121.** In Article 51—

- (a) for “an SE’s” substitute “a UK Societas’s”;
- (b) omit “in the Member State in which the SE’s registered office is situated”;

(c) for “SE” substitute “UK Societas”.

**122.** In Article 52—

(a) for point (b), substitute—

“(b) (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations.”;

(b) in the second subparagraph—

(i) omit “governed by the law of the Member State in which the SE’s registered office is situated”;

(ii) for “the law of that Member State” substitute “any enactment or rule of law”;

(iii) for “SE’s” substitute “UK Societas’s”.

**123.** In Article 53, omit “in the Member State in which the SE’s registered office is situated”.

**124.** In Article 54—

(a) in paragraph 1—

(i) at the start insert “Subject to regulation 68 of the 2004 Regulations”;

(ii) for “an SE”, substitute “a UK Societas”;

(iii) for “the law of the Member State in which the SE’s registered office is situated” substitute “any enactment or rule of law”;

(iv) for “the SE” substitute “the UK Societas”;

(v) omit the second sentence;

(b) in paragraph 2—

(i) for “the national law” substitute “any enactment or rule of law”;

(ii) omit “in the Member State in which the SE’s registered office is situated”.

**125.** In Article 55—

(a) in paragraph 1—

(i) for “an SE’s” substitute “a UK Societas’s”;

(ii) for “SE” substitute “UK Societas”;

(iii) for “SE’s” substitute “UK Societas’s”;

(iv) omit “or national legislation”;

(b) in paragraph 3—

(i) omit “within the jurisdiction of which the SE’s registered office is situated”;

(ii) for “national provisions” substitute “any enactment or rule of law”.

**126.** Omit Article 56.

**127.** In Article 57, omit “in the Member State in which an SE’s registered office is situated”.

**128.** In Article 59—

(a) in paragraph 1—

(i) at the start, insert “Subject to regulation 59 of the 2004 Regulations”;

(ii) for “an SE’s” substitute “a UK Societas’s”;

(iii) omit “in the Member State in which an SE’s registered office is situated”;

(b) omit paragraph 2;

(c) in paragraph 3, for “an SE’s” substitute “a UK Societas’s”.

**129.** In Article 60, for “an SE” substitute “a UK Societas”.

**130.** In Article 61—

- (a) omit “subject to Article 62”;
- (b) for “an SE” substitute “a UK Societas”;
- (c) after “public limited-liability companies” insert “, or where it is a credit or financial institution or an insurance undertaking, the rules applicable to those institutions or undertakings”;
- (d) omit “under the law of the Member State in which its registered office is situated”.

**131.** Omit Article 62.

**132.** In Article 63—

- (a) for “an SE” substitute “a UK Societas”;
- (b) omit “formed in accordance with the law of the Member State in which its registered office is situated”.

**133.** Omit Article 64.

**134.** In Article 65, for “provisions of national law” substitute “any enactment or rule of law”.

**135.** In Article 66—

- (a) in paragraph 1—
  - (i) for “an SE” substitute “a UK Societas”;
  - (ii) omit from “governed by” to the end of the paragraph;
- (b) in paragraph 2, for “an SE” substitute “a UK Societas”;
- (c) in paragraph 3, for “SE” substitute “UK Societas”;
- (d) in paragraph 4, for “the manner laid down in each Member State’s law in accordance with Article 3 of Directive 68/151/EEC” substitute “in accordance with regulation 86 of the 2004 Regulations”;
- (e) in paragraph 5, for “the national provisions adopted in implementation of Article 10 of Directive 78/855/EEC, by a judicial or administrative authority in the Member State to which the SE being converted into a public limited liability company is subject” substitute “section 909 of the Companies Act 2006 (Expert’s report (merger))(a)”;
- (f) in paragraph 6—
  - (i) for “SE” substitute “UK Societas”;
  - (ii) for “the provisions of national law adopted in implementation of Article 7 of Directive 78/855/EEC” substitute “section 907 of the Companies Act 2006 (approval of members of merging companies)”.

**136.** In Article 67—

- (a) in paragraph 1—
  - (i) omit the first sentence;
  - (ii) at the start of the second sentence insert “Notwithstanding regulation 67 of the 2004 Regulations,”;
- (b) omit the second paragraph.

**137.** Omit Articles 68 and 69.

**138.** After Article 70, omit “This Regulation shall be binding in its entirety and directly applicable in all Member States.”.

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(a) 2006 c.46; section 909 was amended by S.I. 2011/1606 and S.I. 2008/690.

**139.** Omit Annex 1 (public limited liability companies referred to in Article 2(1)) and Annex 2 (public and private limited liability companies referred to in Article 2(2)).

## PART 4

### Transitional and savings provisions

#### **Provisions in respect of amendments made to the European Public Limited-Liability Company Regulations 2004 and Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company**

**140.** In regulations 141 to 145—

“the 2004 Regulations” means the European Public Limited-Liability Company Regulations 2004(a);

“the 2006 Act” means the Companies Act 2006(b);

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

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day, that was registered in the United Kingdom;

“UK Societas” means a SE which on exit day converted to a UK Societas within the meaning of the EC Regulation.

**141.** Despite the amendments and revocations made by these Regulations—

- (a) regulation 13 of the 2004 Regulations (documents sent to the registrar), as it applies in respect of the application and modification of section 1094 of the 2006 Act(c); and
- (b) regulation 14 of the 2004 Regulations (application of the 2006 Act to the registration of SEs), as it applies in respect of the application and modification of section 1084 of the 2006 Act,

continue to have effect, on and after exit day, in relation to an SE which dissolved before exit day.

**142.**—(1) To the extent that enactments or rules of law applied to a dissolved SE immediately before exit day, by virtue of applying to a public limited-liability company pursuant to the EC Regulation, they continue to apply to a dissolved SE after exit day.

(2) If an SE dissolved before exit day, and accordingly did not convert to a UK Societas under the EC Regulation, but after exit day is restored to the register, upon restoration it is deemed to have become a UK Societas on exit day.

**143.**—(1) Where the amendments made by regulation 28 would (apart from this paragraph) require a UK Societas’s register of supervisory organ members to contain additional particulars in respect of an existing corporate member, the UK Societas need not comply with that requirement until three months after exit day.

(2) In this paragraph, “existing corporate member” means a body corporate, or a firm that is a legal person under the law by which it is governed, whose particulars were contained in the UK Societas’s register of supervisory organ members immediately before exit day.

**144.** Despite the amendments and revocations made by these Regulations, regulation 88 (effect of registration), together with paragraphs 2 to 9 of Schedule 4 (modifications of the Companies

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(a) S.I. 2004/2326.

(b) 2006 c.46.

(c) Section 1094 was amended by schedule 5(2), para 32(a)-(c) to the Small Business, Enterprise and Employment Act 2015 (c.26).

Acts) of the 2004 Regulations as they had effect immediately before exit day, continues to have effect on and after exit day, in respect of an SE that converted to a public limited-liability company in accordance with Article 66 of the EC Regulation, as it had effect immediately before exit day.

**145.** Where an SE has converted on exit day to a UK Societas, that UK Societas is required to comply with the provisions in Part 6 (trading disclosures) of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015(a) within the period of three months beginning on exit day.

### **Provisions in respect of amendments made to the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009**

**146.**—(1) Despite the revocations and amendments made by these Regulations, an employee who was a member of a special negotiating body before exit day—

- (a) may after exit day present a complaint to an employment tribunal under regulation 28 (right to time off: complaints to tribunals) of the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009, and regulation 28A (extension of time limit to facilitate conciliation before institution of proceedings) applies accordingly, that the employer—
  - (i) has unreasonably refused to permit the employee to take time off as required under regulation 26 (right to time off for members of special negotiating body etc.), or
  - (ii) has failed to pay the whole or any part of any amount to which the employee is entitled under regulation 27 (right to remuneration for time off under regulation 26), provided the complaint is in respect of a time off before exit day;
- (b) who is dismissed, is to be regarded as unfairly dismissed within the terms of regulation 29(2) and (3) (unfair dismissal), and regulation 30 (subsidiary provisions relating to unfair dismissal) applies accordingly, provided the reason (or, if more than one, the principal reason) for the dismissal occurred before exit day;
- (c) has the right not to be subjected to any detriment within the terms of regulation 31(2) and (3) (detriment), and regulation 32 (detriment: enforcement and subsidiary provisions) applies accordingly, provided the grounds for the detriment occurred before exit day.

**147.** In regulations 148 to 152—

“the pre-exit 2009 GB Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009, as they had effect immediately before exit day;

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

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day.

**148.** Despite the amendments and revocations made by these Regulations, regulations 3 and 7 to 18 of the pre-exit 2009 GB Regulations continue, on and after exit day, to have effect in relation to a special negotiating body reconvened under regulation 17 (decision not to open, or to terminate, negotiations) of the 2009 GB Regulations, as appropriate and practicable and subject to the modifications in regulation 149.

**149.** The modifications to the pre-exit 2009 Regulations are as follows—

- (a) references to “EEA State”, “an EEA State” or “EEA States” are to be read as though they were references to “Relevant State”, “a Relevant State” or “Relevant States”;

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(a) S.I. 2015/17.

- (b) references to “SE” or “SE’s” are to be read as if they were references to “UK Societas” or “UK Societas’s”—
  - (i) in regulation 3 (interpretation)—
    - (aa) in paragraph (1), in the definitions of “employee involvement agreement” and “participation”;
    - (bb) in paragraph (2), in the definitions of “information” and “consultation”;
  - (ii) in regulation 15(2)(g) and (3A);
  - (iii) in the definition of “reduction of participation rights” in regulation 16(3); and
  - (iv) in regulation 17(3)(b), (4)(b)(ii) and (c)(ii);
- (c) otherwise, regulation 3 (interpretation) is to be read as if amended by these Regulations, save as if—
  - (i) in paragraph (1) the following definitions were not omitted—
    - (aa) “absolute majority vote”;
    - (bb) “agency worker”;
    - (cc) “participation”;
    - (dd) “SE established by merger”;
    - (ee) “SE established by formation of a holding company or subsidiary company”;
    - (ff) “SE established by transformation”;
    - (gg) “suitable information relating to the use of agency workers”;
    - (hh) “two thirds majority vote”;
    - (ii) “UK members of the special negotiating body”;
  - (ii) the definition of “information and consultation representative” were omitted;
  - (iii) after “participation” there were inserted—
    - ““Relevant State” means an EEA State or the United Kingdom;”;
  - (iv) for the definition of “SE” there were substituted—
    - ““SE” means a European Public Limited Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day;”
    - ;
  - (v) in paragraph (2), the definition of “special negotiating body” were to a special negotiating body reconvened after exit day under regulation 17 (decision not to open, or to terminate, negotiations) of these Regulations, as they have effect after exit day;
- (d) regulation 14 (negotiations to reach an employee involvement agreement) is to be read as if paragraphs (2) and (3) were omitted.

**150.** Regulations 146 to 149 are without prejudice to the application otherwise, in these circumstances, of the remaining regulations of the 2009 GB Regulations.

**151.** If an employee involvement agreement is not agreed following the reconvening of a special negotiating body, the standard rules on employee involvement in the Schedule to the pre-exit 2009 GB Regulations do not apply.

**152.** If an employee involvement agreement is agreed following the reconvening of a special negotiating body, the provisions of the 2009 GB Regulations apply thereafter.

**Provisions in respect of amendments made to the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009**

**153.—**(1) Despite the revocations and amendments made by these Regulations, an employee who was a member of a special negotiating body before exit day—

- (a) may after exit day present a complaint to an industrial tribunal under regulation 28 (right to time off: complaints to tribunals) of the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009, that the employer—
  - (i) has unreasonably refused to permit the employee to take time off as required under regulation 26 (right to time off for members of special negotiating body etc.), or
  - (ii) has failed to pay the whole or any part of any amount to which the employee is entitled under regulation 27 (right to remuneration for time off under regulation 26), provided the complaint is in respect of a time off before exit day;
- (b) who is dismissed, is to be regarded as unfairly dismissed within the terms of regulation 29(2) and (3) (unfair dismissal), and regulation 30 (subsidiary provisions relating to unfair dismissal) applies accordingly, provided the reason (or, if more than one, the principal reason) for the dismissal occurred before exit day;
- (c) has the right not to be subjected to any detriment within the terms of regulation 31(2) and (3) (detriment), and regulation 32 (detriment: enforcement and subsidiary provisions) applies accordingly, provided the grounds for the detriment occurred before exit day.

**154.** In regulations 155 to 159—

“the pre-exit 2009 NI Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009, as they had effect immediately before exit day;

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

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day.

**155.** Despite the amendments and revocations made by these Regulations, regulations 3 and 7 to 18 of the pre-exit 2009 NI Regulations continue, on and after exit day, to have effect in relation to a special negotiating body reconvened under regulation 17 (decision not to open, or to terminate, negotiations) of the 2009 NI Regulations, as appropriate and practicable and subject to the modifications in regulation 156.

**156.** The modifications to the pre-exit 2009 Regulations are as follows—

- (a) references to “EEA State”, “an EEA State” or “EEA States” are to be read as though they were references to “Relevant State”, “a Relevant State” or “Relevant States”;
- (b) references to “SE” or “SE’s” are to be read as if they were references to “UK Societas” or “UK Societas’s”—
  - (i) in regulation 3 (interpretation)—
    - (aa) in paragraph (1), in the definitions of “employee involvement agreement” and “participation”;
    - (bb) in paragraph (2), in the definitions of “information” and “consultation”;
  - (ii) in regulation 15(2)(g) and (3A);
  - (iii) in the definition of “reduction of participation rights” in regulation 16(3); and
  - (iv) in regulation 17(3)(b), (4)(b)(ii) and (c)(ii);
- (c) otherwise, regulation 3 (interpretation) is to be read as if amended by these Regulations, save as if—
  - (i) in paragraph (1) the following definitions were not omitted—
    - (aa) “absolute majority vote”;
    - (bb) “agency worker”;
    - (cc) “participation”;
    - (dd) “SE established by merger”;
    - (ee) “SE established by formation of a holding company or subsidiary company”;

- (ff) “SE established by transformation”;
- (gg) “suitable information relating to the use of agency workers”;
- (hh) “two thirds majority vote”;
- (ii) “UK members of the special negotiating body”;
- (ii) the definition of “information and consultation representative” were omitted;
- (iii) after “participation” there were inserted—
  - ““Relevant State” means an EEA State or the United Kingdom;”;
  - (aa) for the definition of “SE” there were substituted—
    - ““SE” means a European Public Limited Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before exit day;”
    - ;
  - (iv) in paragraph (2), the definition of “special negotiating body” were to a special negotiating body reconvened after exit day under regulation 17 (decision not to open, or to terminate, negotiations) of these Regulations, as they have effect after exit day;
- (d) regulation 14 (negotiations to reach an employee involvement agreement) is to be read as if paragraphs (2) and (3) were omitted.

**157.** Regulations 154 to 156 are without prejudice to the application otherwise, in these circumstances, of the remaining regulations of the 2009 NI Regulations.

**158.** If an employee involvement agreement is not agreed following the reconvening of a special negotiating body, the standard rules on employee involvement in the Schedule to the pre-exit 2009 NI Regulations do not apply.

**159.** If an employee involvement agreement is agreed following the reconvening of a special negotiating body, the provisions of the 2009 NI Regulations apply thereafter.

*Kelly Tolhurst*

Minister for Small Business, Consumers and Corporate Responsibility  
Department for Business, Energy and Industrial Strategy

3rd December 2018

## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

These Regulations are made in exercise of the powers in 8(1) of the European Union (Withdrawal) Act 2018 (c.16) in order to address failures of retained EU law to operate effectively and other deficiencies (in particular under sub-paragraphs (2)(a), (d), (g) and (3)(a) of section 8) arising from the withdrawal of the United Kingdom from the European Union.

These Regulations make amendments to legislation in the field of companies and, in particular, amend legislation relating to the formation and operation of European Public Limited-Liability Companies, or “Societas Europaea”. These Regulations provide that, on exit day, European Public Limited-Liability Companies that are registered in the United Kingdom immediately before that day are to be converted into “United Kingdom Societas” or “UK Societas”.

These Regulations also make amendments to retained EU law, both for Great Britain and Northern Ireland, which provides for employee involvement within these entities.

A full impact assessment has not been prepared for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.

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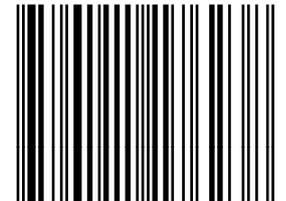


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