

SE FM04

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)



A fee is payable with this form.
Please see 'How to pay' on the last page.

What this form is for
You may use this form to transform a PLC to an SE.

What this form is NOT for
You cannot use this form to form an SE by any other means.

For further information, please refer to our guidance at www.companieshouse.gov.uk

Part 1 PLC details

A1 PLC details

Company number of transforming PLC	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Full name of transforming PLC	<input type="text"/>								

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

A2 SE details

Proposed name of SE in full ¹	<input type="text"/>
	<input type="text"/>
	<input type="text"/>

1 Duplicate names
Duplicate names are not permitted. This only applies where the proposed name of the SE is different from the name of the PLC in Section A1. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at www.companieshouse.gov.uk

A3 SE name restrictions ²

Please tick the box only if the proposed name of the SE in **Section A2** is different from the name of the PLC in **Section A1** and contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

I confirm that the proposed SE name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

2 SE name restrictions
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website: www.companieshouse.gov.uk

A4 Proposed registered office address

Building name/number	<input type="text"/>						
Street	<input type="text"/>						
	<input type="text"/>						
Post town	<input type="text"/>						
County/Region	<input type="text"/>						
Postcode	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	<input type="text"/>						

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Part 2 Subscribing capital of the proposed SE

B1 Subscribed capital in pound sterling (£) or euros (€) ¹

Subscribed capital

¹ Subscribing capital in pound sterling (£) or euros (€)
This must not be less than £50,000 or €57,100.

B2 Subscribed capital in other currencies ²

² Subscribing capital in other currencies
Please specify currencies.

B3 Total subscribed capital

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

B4 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ³

Classification code 1

--	--	--	--	--

Classification code 2

--	--	--	--	--

Classification code 3

--	--	--	--	--

Classification code 4

--	--	--	--	--

If you cannot determine a code, please give a brief description of your business activity below:

Principal activity description

³ Principal business activity
You must provide a trade classification (Standard Industrial Classification 2003) code or a description of your SE's main business in this space.

A full list of the trade classification codes are available on our website: www.companieshouse.gov.uk

B5 Documents attached

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

Document description

Number of pages

Resolution approving the draft statutes and draft terms of conversion to SE of the PLC named in Part 1 in accordance with Article 37(7) of Council Regulation (EC) No 2157/2001.

Statutes of the SE named in Part 1.

Copy of certificate(s) of expert(s) in accordance with Article 37(6) Council Regulation (EC) No 2157/2001.

Report explaining and justifying the legal and economic aspects of the conversion in accordance with Article 37(4) of Council Regulation (EC) No 2157/2001.

Part 3 Proposed members of the SE

Please list below details of persons who are members of the SE named above.

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 members of the administrative organ.

For a member who is an individual, go to Section C1; for a corporate member, go to Section D1;

Please use a continuation page if there are more members of the SE.

Member

C1 Member appointments¹

Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D6.

Title *	
Full forename(s)	
Surname	
Former name(s) ²	
Country/State of residence ³	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ⁴	

1 Corporate appointments

For corporate member appointments, please complete Sections D1-D6 instead of Section C.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section C5.

4 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointment

If you wish to appoint more than one member, please use the 'Member appointments' continuation page.

C2 Member's service address⁵

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.

If you provide your residential address here it will appear on the public record.

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C3

Member's position

I consent to act as member of ¹

- the administrative organ of the SE.
- the supervisory organ of the SE.
- the management organ of the SE.

¹ Please tick one box.

C4

Signature ²

I consent to act as member of the proposed SE named in **Section A2**.

Signature

Signature

X

X

² **Signature**

The person named above consents to act as member of the proposed SE.

This page is not shown on the public record



Do not cover this barcode

C5

Member's usual residential address¹

	Please complete your usual residential address below.						
Building name/number							
Street							
Post town							
County/Region							
Postcode							
Country							

¹ Member's usual residential address

Please state 'Same as service address' in this section if your usual residential address is recorded in the SE's proposed register of member's residential addresses as 'Same as the service address'.

You cannot state 'Same as service address' if your service address has been stated in Section C2 as 'The SE's Registered Office'. You will need to complete the address in full.

This cannot be a PO Box, DX or LP (Legal Post in Scotland) number.

Section 243 of
Companies Act 2006

Section 243 exemption²

Only tick the box below if you are in the process of applying for, or have been granted, exemption by the Registrar from disclosing your usual residential address to credit reference agencies under section 243 of the Companies Act 2006.

Different postal address:

If you are applying for, or have been granted, a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

Where you are applying for a section 243 exemption with this notice, the application and this form must be posted together.

² If you are currently in the process of applying for, or have been granted, a section 243 exemption, you may wish to check you have not entered your usual residential address in Section C2 as this will appear on the public record.

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Member

C1 Member appointments ¹	
Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D6.	
Title *	
Full forename(s)	
Surname	
Former name(s) ²	
Country/State of residence ³	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ⁴	

1 Corporate appointments
For corporate member appointments, please complete Sections D1-D6 instead of Section C.

2 Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section C5.

4 Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointment
If you wish to appoint more than one member, please use the 'Member appointments' continuation page.

C2 Member's service address ⁵	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

5 Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.

If you provide your residential address here it will appear on the public record.

C3 Member's position	
I consent to act as member of ⁶	
<input type="checkbox"/> the administrative organ of the SE.	
<input type="checkbox"/> the supervisory organ of the SE.	
<input type="checkbox"/> the management organ of the SE.	

6 Please tick one box.

C4 Signature ⁷	
I consent to act as member of the proposed SE named in Section A2.	
Signature	

7 Signature
The person named above consents to act as member of the proposed SE.

This page is not shown on the public record



Do not cover this barcode

C5

Member's usual residential address¹

	Please complete your usual residential address below.						
Building name/number							
Street							
Post town							
County/Region							
Postcode							
Country							

1 Member's usual residential address

Please state 'Same as service address' in this section if your usual residential address is recorded in the SE's proposed register of member's residential addresses as 'Same as the service address'.

You cannot state 'Same as service address' if your service address has been stated in Section C2 as 'The SE's Registered Office'. You will need to complete the address in full.

This cannot be a PO Box, DX or LP (Legal Post in Scotland) number.

Section 243 of
Companies Act 2006

Section 243 exemption²

Only tick the box below if you are in the process of applying for, or have been granted, exemption by the Registrar from disclosing your usual residential address to credit reference agencies under section 243 of the Companies Act 2006.

Different postal address:

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The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

Where you are applying for a section 243 exemption with this notice, the application and this form must be posted together.

2 If you are currently in the process of applying for, or have been granted, a section 243 exemption, you may wish to check you have not entered your usual residential address in Section C2 as this will appear on the public record.

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Corporate member

D1

Corporate member appointments ^①

Please use this section to list all the corporate members of the SE.
Please complete Sections D1-D6.

Name of corporate
body or firm

Building name/number
^②

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate member, please use the 'Corporate member appointments' continuation page.

② Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO Box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

D2

Location of the registry of the corporate body or firm

Is the corporate member registered within the European Economic Area (EEA)?

→ Yes Complete Section D3 only

→ No Complete Section D4 only

D3

EEA companies ^③

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ^④

Registration number

③ EEA

A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

④ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

D4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^⑤

If applicable, the
registration number

⑤ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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D5

Corporate member's position

I consent to act as member of ①

- the administrative organ of the SE.
- the supervisory organ of the SE.
- the management organ of the SE.

① Please tick one box.

D6

Signature②

I consent to act as member of the proposed SE named in **Section A2**.

Signature

Signature

X

X

② **Signature**

The person named above consents to act as corporate member of the proposed SE.

Part 4 Declarations

E1 Director's Declaration	
Member name	<p>I,</p> <p>of</p> <p></p> <p></p> <p>Being a director of the PLC named in Part 1 confirm that:</p> <p>1. In accordance with 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 in Part 1 and were publicised in accordance with the Regulation and The European Public Limited-Liability Company Regulations 2004;</p> <p>2. In accordance with Article 37(4) of the Regulation a report was drawn up by the board of Directors;</p> <p>3. In accordance with Article 37(6) of the Regulation an independent expert(s) prepared a certificate on</p>
Certificate date	<p>d d m m y y y y</p> <p>4. The general meeting approved the statutes and draft terms of conversion on</p>
Approval date	<p>d d m m y y y y</p> <p>5. The PLC named in Part 1 has for at least two years had a subsidiary company governed by the law of another Member State; and the PLC named in Part 1 either (please tick the appropriate box)</p> <p><input type="checkbox"/> has its registered office and head office within the Community; or</p> <p><input type="checkbox"/> 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 a real and continuous link with a Member State's economy; and</p> <p>6. The information given in this form is correct.</p>
Signature of director of PLC named in Part 1	<p>Signature</p> <p>X</p> <p style="text-align: right;">X</p>
Date	<p>d d m m y y y y</p>

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E2

Employee Involvement Declaration

Please complete declaration **A** or **B**, as appropriate.

Employee Involvement Declaration A

Declaration A

(To be signed on behalf of the Special Negotiating Body (SNB) and by a director of the PLC named in **Part 1**)

We, being an authorised member of the SNB and a director for the PLC named in **Part 1** declare that:

1. There are no outstanding disputes under The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 ('the Great Britain Regulations') or (as the case may be) The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 ('the Northern Ireland Regulations') or under the equivalent legislation of any other Member State involved; and
2. The PLC named in **Part 1** of this form have fulfilled all their obligations in accordance with the Great Britain Regulations or (as the case may be) the Northern Ireland Regulations; and either (tick as appropriate)
 - An employee involvement agreement has been reached in accordance with regulation 15 of the Great Britain Regulations or (as the case may be) regulation 15 of the Northern Ireland Regulations, or
 - The SNB established under regulations 8 to 41 of the Great Britain Regulations or (as the case may be) regulations 8 to 39 of the Northern Ireland Regulations has taken the decisions in accordance with regulation 17 of the Great Britain Regulations or (as the case may be) regulation 17 of the Northern Ireland Regulations not to open or to terminate negotiations but instead to rely upon national rules for information and consultation, or
 - The SNB and the management of the subscribing SE named in **Part 1** of the form have agreed, in accordance with regulation 19 of the Great Britain Regulations or (as the case may be) regulation 19 of the Northern Ireland Regulations, to apply the standard rules contained in the Schedule to the Great Britain Regulations or (as the case may be) the Schedule to the Northern Ireland Regulations.
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 regulation 16 of the Great Britain Regulations or (as the case may be) regulation 16 of the Northern Ireland Regulations.

Signature of authorised member of SNB

Signature

X

X

Name

Date

d d m m y y y y

Signature of director of PLC named in Part 1

Signature

X

X

Name

Date

d d m m y y y y

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Employee Involvement Declaration B

Declaration B

(To be signed by a director of the PLC named in **Part 1**)

On behalf of the promoting PLC named in **Part 1** of this form, I declare that:

1. There are no outstanding disputes under either The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 ('the Great Britain Regulations') or (as the case may be) The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 ('the Northern Ireland Regulations') or under the equivalent legislation of any other Member State involved; and
2. The PLC named in **Part 1** of this form has fulfilled all their obligations in accordance with the Great Britain Regulations or (as the case may be) the Northern Ireland Regulations; and
3. The deadline for completing negotiations under regulation 14 of the Great Britain Regulations or (as the case may be) regulation 14 of the Northern Ireland Regulations 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 the Schedule to the Great Britain Regulations or (as the case may be) the Schedule to the Northern Ireland Regulations will apply.

Signature of director of PLC named in **Part 1**

Signature

X

X

Name

Date

d | d | m | m | y | y | y | y

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have filed form SE DT02 in advance on this form.
- The PLC name and number match the information held on the public Register.
- You have completed the proposed name of the SE.
- You have provided details of any subscribing share capital.
- You have attached the appropriate supporting documents.
- You have completed the proposed member's details.
- Any address given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- You have completed the appropriate declarations.
- You have signed the form, where appropriate
- You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a formation.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For SEs registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For SEs registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For SEs registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted, a section 243 exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk