

Conversion of PLC to Societas Europaea (SE)

Articles 2(4) Council Regulation 2157/2001
Regulations 4(1)(d) and 28 (European Communities)(European
Public Limited-Liability Company)) Regulations 2007
Section 22(2)/24 Companies Act 2014

Company number

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**Tick box if bond
is attached**

note eight

CRO receipt date stamp & barcode

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name

in full/note one

Registered office

note two

Postcode

--

Please tick box if the registered office address is that of a Registered Office Agent (ROA).

The company's registered office is in the care of a specified agent, being an agent who has an office in the State and who is approved by the Registrar for this purpose.

Registered Office Agent Company Name:

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Registered Office Agent Company Number:

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**Proposed financial
year end**

note three

Day

--	--

Month

--	--

Year

--	--	--	--

**Converting PLC
details**

Company name *in full*

Registered number

--

Presenter details

note six

Name

Address

Telephone number

Email

DX number/Exchange

Fax number

Contact Person

Reference number

Statutes
delivered by an agent

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

Name
Address

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname

Former surname

Forename

note four

Former forename

note five

Date of birth

Day

--	--

Month

--	--

Year

--	--	--	--

Number of Body Corporate
(if applicable)

--	--	--	--	--	--	--	--

Body Corporate Name
(if applicable)

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Residential address
or registered office
(as applicable)

note four

Postcode

--

Register

note four

(body corporate only)

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Consent

I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

--

Date

--

Company email address

Please nominate an email address. The certificate of incorporation will issue to this email address in electronic format. This is required information.

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Director details

*including shadow/
alternate directors*

Please give details below of the persons who have consented in writing to become directors.

note seven

Surname

Former surname

Forename

Former forename

note four

note five

Date of birth

Day	Month	Year
<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

Residential address

note four

Postcode

EEA resident

note eight

Business occupation

Nationality

Alternate director

note nine

Full director appointing alternate director

note nine

Other directorships

Company/SE *note ten*

Place of incorporation

Company number

<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"/>

Consent

I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date

Surname

Former surname

Forename

Former forename

note four

note five

Date of birth

Day	Month	Year
<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

Residential address

note four

Postcode

EEA resident

note eight

Business occupation

Nationality

Alternate director

note nine

Full director appointing alternate director

note nine

Other directorships

Company/SE *note ten*

Place of incorporation

Company number

<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"/>

Consent

I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date

Attached documents

note eleven

Please confirm that *all* of the following documents are attached to this form:

- Resolution approving the draft statutes and draft terms of conversion to SE of the aforementioned PLC pursuant to Article 37(7) of Council Regulation 2157/2001/EC
- Statutes of proposed SE
- Copy(ies) of certificate(s) of expert(s) pursuant to Article 37(6) of Council Regulation 2157/2001/EC
- Report explaining and justifying the legal and economic aspects of the conversion pursuant to Article 37(4) of Council Regulation 2157/2001/EC

Subscribers to statutes

note twelve

Signature(s)	Subscriber	Agent	Date
	<i>Tick one box only</i>		
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	<input type="checkbox"/>	<input type="checkbox"/>	_____

SE capital statement

note thirteen

Total value authorised shares €/ __	Total number authorised shares _____	made up as follows:
Class of authorised shares	Number in each class	Value per share €/ __
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total value issued shares €/ __	Total number issued shares _____	made up as follows:
Class of shares issued	Number in each class	Consideration for each share <i>note fourteen</i>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Declaration of compliance/s24 declaration

note fifteen

I
name in bold capitals

--

of
residential address

do solemnly and sincerely declare that I am a *note eleven*

Director

Secretary

Lawyer engaged in the conversion to the SE

note sixteen

and that all the requirements of the Companies Act in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE4 has been completed in accordance with the Notes on Completion of Form SE4.

I further declare that the purpose, or one of the purposes, for which the SE is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code
note seventeen

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and that the general nature of the activity is *note eighteen*

or (b) **that** the activity cannot be so classified but is precisely described as follows: *note eighteen*

I further declare that the place or places in the State where it is proposed to carry on the activity is/are *note nineteen*

and that the place where the central administration of the SE will normally be carried on will be *note nineteen*

**Declaration of
compliance/s24
declaration *contd***

I further declare that:

1. Pursuant to Article 37(4) of Council Regulation 2157/2001/EC (the "Regulation") the draft terms of conversion were drawn up by the board of directors of the aforementioned PLC and were publicised pursuant to Article 37(5) of the Regulation and Regulation 21 of the European Communities (European Public Limited-Liability Company) Regulations 2007.

2. Pursuant to Article 37(4) of the Regulation a report was drawn up by the board of directors.

3. Pursuant to Article 37(6) of the Regulation independent experts prepared a certificate on:

Day	Month	Year
<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

4. The general meeting approved the statutes and draft terms of conversion on:

Day	Month	Year
<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

5. Pursuant to Article 2(4) of the Regulation, the aforementioned PLC has its registered office and head office within the Community and that it has, for at least two years, had a subsidiary company governed by the law of another Member State.

I declare that this form has been fully and accurately completed.

Signature of declarant *name as at top of page*

This _____ day of _____ 20 _____

NOTES ON COMPLETION OF FORM SE4

These notes should be read in conjunction with the relevant legislation.

General This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where “not applicable”, “nil” or “none” is appropriate, please state.

Where the space provided on Form SE4 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, “Member State” means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to “Community” includes the European Economic Area.

note one The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.

note two The SE’s registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.

note three Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 343 of the Companies Act 2014 and will have regard in this context to the SE’s financial year-end.

note four Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated and the register where it is registered. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature. All secretaries must be over the age of 18 years. (s.131 CA 2014).

note five All directors and secretaries must be over the age of 18 years. (s.131 CA 2014). Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married person or civil partner, the name or surname by which he/she was known previous to his/her marriage or civil partnership.

note six This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.

note seven Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO **with** Form SE4. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification. ‘Shadow director’ means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.

note eight Every SE must have a minimum of two directors, at least one of whom is an European Economic Area (EEA)-resident full director or a bond pursuant to s137 Companies Act 2014. Note that an EEA-resident alternate director is not sufficient for the purposes of s137 of the Act. Place a tick in the “EEA resident” box if the director is resident in a member State in accordance with s137 of the Act. If no full director is so resident, a valid bond must be furnished **with** the application. For further information on the bond, see CRO’s Information Leaflet No. 17.

note nine Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided. If the SE’s statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director **and** his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.

note ten State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 5 years; (b) which is held or was held by a director in bodies corporate of which the company is (or was) the wholly owned subsidiary or which are or were the wholly owned subsidiaries either of the company or of another body corporate of which the company is or was the wholly owned subsidiary. Pursuant to s142(1) Companies Act 2014, a person shall not at a particular time be a director of more than 25 companies. However, under s142(3) of the Act, certain directorships are not reckoned for the purposes of s142(1).

- note eleven** Tick the relevant box(es).
- note twelve** The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.
- note thirteen** Where applicable, the details must correspond **exactly** with the share details given in the accompanying statutes.
The share capital must be expressed in euro and the subscribed share capital must not be less than €120,000.
- note fourteen** Indicate cash or stock.
- note fifteen** The declaration is a declaration of compliance with all the legal requirements relating to the conversion from PLC to SE to be registered in the Republic of Ireland. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note sixteen** The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note seventeen** The NACE code is the common basis for statistical classifications of economic activities within the E.U. The code is available on www.cro.ie. The four digit NACE code and general nature of the activity **must** correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
- note eighteen** As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note nineteen** Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

Further information

CRO address When you have completed and signed the form, please send with the prescribed fee and accompanying documents to the Registrar of Companies at:

New Companies Section
Bloom House,
Gloucester Place Lower,
Dublin 1.

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts must be drawn on a bank in the Republic of Ireland.

Please carefully study the explanatory notes overleaf. A Form SE4 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM SE4, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM WWW.CRO.IE OR BY EMAIL INFO@CRO.IE