| So   | CHEDULE 1  | Regulations 5, 6, 7, 8, 9, 10, 11, 77, 80,       | 66, 68, 70,<br>83 and 84 |
|--|--|--|--------------------------|
|  | FORMS  |  |                          |
|  | FORMS  |  |                          |
| SE5 (NI)   |  | for official use<br>attach barcode here          |                          |
| Form Please complete in typescript, or in bold black capitals.   | ation by Merger of   | Societas Europaea (SE)<br>to be registered in NI |                          |
| Proposed Full Name of  | SE   |  |                          |
| Proposed Registered<br>Office Address<br>PO Box numbers only are not accepta   | ble  |  |                          |
| Post town  |  |  |                          |
| UK Postcode  |  | ]  |                          |
| Type of Merger<br>(Please tick appropriate box)  | By acquisiti<br>(Please indica<br>acquiring com<br>SE with * in bo | ite a new SE                                     |                          |
|  | nies or SEs merging to   |  |                          |
| Name Registere number (if applicab   | d Registered of address  | office Name of Member                            |                          |
|  |  |  |                          |
| Nu   | mber of continuation she   | eets attached                                    |                          |
| Contact Details:   |  |  |                          |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the | DX Number  | Tel DX Exchange                                  |                          |
| give will be visible to searchers of the<br>public record  |  |  |                          |

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**Status:** This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

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Registry of Companies, Credit Unions & Industrial & Provident Societies, 1<sup>st</sup> Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS

DX 481 NR

**Members of the Proposed SE** (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.) Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town UK Postcode County/Region Country †Please give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal address. Date of birth Nationality **Business Occupation** Other directorships I consent to act as a member of the \*Please delete as appropriate administrative/supervisory/management organ of the proposed SE Consent signature Date **Members of the Proposed SE** (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.) Forename(s) Surname Previous forename(s) Previous surname(s)

| Usual residential address †   |  |         |                    |
|---|--|---------|--------------------|
|   |  |         |                    |
| Post town   |  |         |                    |
| County/Region   |  | UK Po   | ostcode            |
| Country   |  |         |                    |
|   | † Please give your usual ra corporation or Scottish faddress.      |         |                    |
| Date of birth   |  | Nationa | lity               |
| Business Occupation   |  |         |                    |
| Other directorships   |  |         |                    |
|   |  |         |                    |
| *Please delete as appropriate   | I consent to act as a member of<br>*administrative/supervisory/man |         | of the proposed SE |
| Consent signature   |  | Date    |                    |
| Members of the Proposed<br>both the supervisory and managem<br>give the details of all members of the | ent organs must be given. Fo                                       |         |                    |
| Forename(s)   |  |         |                    |
| Surname   |  |         |                    |
| Previous forename(s)  |  |         |                    |
| Previous surname(s)   |  |         |                    |
| Usual residential address †   |  |         |                    |
|   |  |         |                    |
| Post town   |  |         |                    |
| County/Region   |  | UK Po   | ostcode            |
| Country   |  |         |                    |

|  | † Please give your usua a corporation or Scottish address.       |             |                |
|--|--|-------------|----------------|
|  |  | $\neg$      |                |
| Date of birth  |  | Nationality | ,              |
| <b>Business Occupation</b>   |  |             |                |
| Other directorships  |  |             |                |
| *Please delete as appropriate  | I consent to act as a member of *administrative/supervisory/ma   |             | ne proposed SE |
| Consent signature  |  | Date        |                |
| Members of the Propose<br>both the supervisory and managem<br>give the details of all members of th<br>Forename(s) | ent organs must be given.  |             |                |
|  |  |             |                |
| Surname  |  |             |                |
| Previous forename(s) Previous surname(s)   |  |             |                |
|  |  |             |                |
| Usual residential address †  |  |             |                |
| Post town  |  |             |                |
| County/Region  |  | UK Post     | code           |
| Country  |  |             |                |
|  | † Please give your usua<br>a corporation or Scottish<br>address. |             |                |
| Date of birth  |  | Nationality |                |
| Business Occupation  |  |             |                |
| Other directorships  |  |             |                |
|  |  |             |                |

| *Please                | delete as appropriate                                 | administrative/su |               |            | n of the propos            | ed SE        |
|------------------------|---|-------------------|---------------|------------|----------------------------|--------------|
| C                      | onsent signature                                      |                   |               | Date       |                            |              |
| Please use appointed.  | a continuation sh                                     | eet if more me    | embers of t   | the propos | ed SE are                  | to be        |
| Pro                    | posed name of SE                                      |                   |               |            |                            |              |
| Subscribed             | I capital of the prop                                 | oosed SE com      | prising:      |            |                            |              |
|                        | capital in sterling<br>be less than £50,000)          | £                 |               |            |                            |              |
|                        | ncy subscribed capit<br>ecify currency(ies)           | tal:              |               |            |                            |              |
| proposed               | o confirm that the to<br>SE is not less than          | the equivalent of | of €120,000   |            |                            |              |
|                        | orincipal sector(s) of<br>Industrial Classification ( |                   |               |            |                            |              |
|                        | SIC Code  |                   | sic c         | ode        |                            |              |
|                        | SIC Code  |                   | SIC C         | Code       |                            |              |
|                        | SIC Code  |                   | sic c         | ode        |                            |              |
| Please tick t<br>form: | the boxes below to o                                  | confirm that bot  | n the followi | ing docume | nts are atta               | ched to this |
| Tick<br>the box<br>(√) | Number of Pages                                       | Docur             | nent descrip  | otion      |                            |              |
|                        |   | Statutes o        | f the propos  | sed SE nam | ned on page                | : 1          |
|                        |   |                   | Regulation    |            | ming that A<br>57/2001 has |              |
|                        | I certify that the info                               | rmation given i   | n this form i | s correct  |                            |              |
| Signature              |   |                   | Date          |            |                            |              |

Proposed Member of the management or administrative organ of the proposed SE named on page 1

| SE6 (NI)  |  |        |   |       | or official use  |
|---|--|--------|---|-------|--|
|   |  |        |   | lacii |  |
| Please complete in<br>typescript or in bold<br>black capitals                         | For                                    | matio  | n of Holding Socie                                | tas   | Europaea (SE)  |
| Proposed F  | ull Name of S                          | E      |   |       |  |
| Proposed F<br>Office Addr<br>PO Box numbers   |  | e      |   |       |  |
| Pe  | ost town                               |        |   |       |  |
| U   | K Postcode                             |        |   |       |  |
|   |  |        | Companies or SEs                                  |       |  |
| Name  | Registered<br>number<br>(if applicable |        | n sheet(s) if necessary Registered office address | St    | Name of Member<br>ate and address of<br>registry where<br>ocuments are filed |
|   |  |        |   |       |  |
|   | Num                                    | ber of | continuation sheets attac                         | chec  | i 🗌  |
| Contact Details:  |  |        |   |       |  |
| You do not have to give a<br>information in the box opp<br>you do, it will help Compa | posite but if                          |        |   |       |  |
| to contact you if there is a  | query on the                           |        |   |       | Tel  |
| form. The contact inform<br>give will be visible to sear<br>public record             |  | DX No  | umber   | D)    | ( Exchange   |

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DX 481 NR

| Proposed i                  | name of SE                                   |  |
|-----------------------------|--|--|
|                             | d capital of the prop<br>comprising:         | oosed  |
|                             | capital in sterling<br>be less than £50,000) | £  |
|                             | ncy subscribed capit<br>pecify currency(ies) | al:  |
|                             |  |  |
|                             |  |  |
| proposed                    | SE is not less than t                        | al subscribed capital of the he equivalent of €120,000 activity(ies) of the SE:  |
|                             |  | SIC) Codes specified on the attached sheet)  |
|                             | SIC Code                                     | SIC Code   |
|                             | SIC Code                                     | SIC Code   |
|                             | SIC Code                                     | SIC Code   |
| Please tick<br>to this forn |  | confirm that <u>all</u> of the following documents are attached  |
| Tick<br>the box<br>(√)      | Number of Pages                              | Document description   |
|                             |  | Statutes of the proposed holding SE named on page 1  |
|                             |  | Written report(s) by independent experts given<br>pursuant to Article 32(4) of Council Regulation<br>(EC) No 2157/2001   |
|                             |  | Copy(ies) of resolution(s) of the promoting company(ies) and/or SE(s) approving the draft terms for the formation of the proposed holding SE pursuant to Article 32(6) of Council Regulation (EC) No 2157/2001 |

| And if applicable, that the follo  | owing document(s) is attached:   |
|--|--|
|  | Copy(ies) of resolution(s) of the promoting company(ies) and/or SE(s) giving express ratification of employee involvement (required only in the case of reserved rights under Article 32(6)) |
| Please list the details of the   | members of the proposed holding SE on the next page  |
|  |  |
| both the supervisory and managem<br>give the details of all members of the | <b>d SE</b> (For SEs with a two-tier system, details of all members of ent organs must be given. For SEs with a one-tier system, please e administrative organ.)                             |
| Forename(s)  |  |
| Surname  |  |
|  |  |
| Previous forename(s)   |  |
| Previous surname(s)  |  |
| Usual residential address †  |  |
|  |  |
| Post town  |  |
| County/Region  | UK Postcode  |
| Country  | † Give your usual residential address. In the case of a corporation or   |
|  | Scottish firm, give the registered or principal office address.  |
| Date of birth  | Nationality  |
| Business Occupation  |  |
| Other directorships  |  |
|  |  |
| *Please delete as appropriate  | I consent to act as a member of the *administrative/supervisory/management organ of the proposed SE  |
| Consent elemeture  | Data C   |

|  | a SE (For SEs with a two-tier system, details of all members of<br>ent organs must be given. For SEs with a one-tier system, please<br>e administrative organ.) |
|--|---|
| Forename(s)  |   |
| Surname  |   |
| Previous forename(s)   |   |
| Previous surname(s)  |   |
| Usual residential address †  |   |
| Post town  |   |
| County/Region  | UK Postcode   |
| Country  |   |
|  | † Give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.                          |
| Date of birth  | Nationality Nationality   |
| <b>Business Occupation</b>   |   |
| Other directorships  |   |
|  | I consent to act as a member of the administrative/supervisory/management organ of the proposed SE  |
| Consent signature  | Date  |
| Members of the Proposed both the supervisory and management to the details of all members of the | d SE (For SEs with a two-tier system, details of all members of ent organs must be given. For SEs with a one-tier system, please a administrative organ.)       |
| Forename(s)  |   |
| Surname  |   |

| Previous forename(s)   |   |         |                  |          |
|--|---|---------|------------------|----------|
| Previous surname(s)  |   |         |                  |          |
| Usual residential address †  |   |         |                  |          |
|  |   |         |                  |          |
| Post town  |   |         |                  |          |
| County/Region  |   | UK Po   | ostcode          |          |
| Country  |   |         |                  |          |
|  | † Give your usual residential a<br>Scottish firm, give the registere  |         |                  |          |
| Date of birth  |   | Nationa | <sub>ality</sub> |          |
| <b>Business Occupation</b>   |   |         |                  |          |
| Other directorships  |   |         |                  |          |
|  |   |         |                  |          |
| *Please delete as appropriate  | I consent to act as a mer<br>*administrative/superviso<br>proposed SE |         | ent organ        | n of the |
| Consent signature  |   | Date    |                  |          |
| Members of the Proposed<br>both the supervisory and managem<br>give the details of all members of the<br>Forename(s) | ent organs must be given. I   |         |                  |          |
| Previous forename(s)   |   |         |                  |          |
| Previous surname(s)  |   |         |                  |          |
| Usual residential address †  |   |         |                  |          |
|  |   |         |                  |          |
| Post town  |   |         |                  |          |

|                | County/Re    | gion            |   | UK Po                          | ostcode             |           |
|----------------|--------------|-----------------|---|--------------------------------|---------------------|-----------|
|                | Country      |                 |   |                                |                     | $\exists$ |
|                |              |                 | † Give your usual residential a<br>Scottish firm, give the registere                                |                                |                     |           |
| ſ              | Date of birt | h               |   | Nationa                        | lity                |           |
| Busi           | ness Occu    | pation          |   |                                |                     |           |
| Ot             | her directo  | rships          |   |                                |                     |           |
|                |              |                 |   |                                |                     |           |
| *Please delete | as approp    | riate           | I consent to act as a mer<br>*administrative/supervisor<br>proposed SE                              |                                | ent organ of the    | _         |
| Con            | sent signa   | ture            |   | Date                           |                     |           |
| Please         | use a contin | nuation         | sheet if more members of th   | e proposed SE                  | are to be appointed | d.        |
| Propo          | sed name     | of SE           |   |                                |                     |           |
| Member's       | Ι, _         |                 |   |                                |                     | _         |
| Declaration    | of _         |                 |   |                                |                     | _         |
|                | _            |                 |   |                                |                     | _         |
|                |              |                 | ed Member of the manage<br>amed on page 1 confirm t   |                                | nistrative organ o  | f the     |
|                | 1.           |                 | ant to Article 32(2) of Cou   |                                |                     |           |
|                |              | drawr           | 2001/EC (the "Regulation<br>or up by the promoting con  | npany(ies) and                 | d/or SEs named of   | on        |
|                |              | SE(s)           | 1 and were publicised by<br>pursuant to the Regulation  | on and any re                  | quirements of the   | .         |
|                |              |                 | per State of the promoting<br>for each promoting compa  |                                | n: (please give th  | ie        |
|                |              | _               |   |                                |                     |           |
|                | 2.           |                 | ant to Article 32(4) and (5<br>orm) were drawn up on  |                                |                     |           |
|                | 3.           | and/o<br>in par | eneral meeting(s) of each<br>or SE(s) named on page 1<br>agraph 1 above on (pleas<br>any and/or SE) | approved the<br>se specify the | draft terms refer   |           |
|                | 4.           |                 | eneral meeting(s) of the p<br>se delete (a) or (b) below  |                                |                     | SE(s)     |

|                        | <ul> <li>(a) did not reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to Council Directive 2001/86/EC; or</li> <li>(b) did reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to Council Directive 2001/86/EC. The general meeting(s) of those promoting company(ies) and/or SE(s) ratified the employee involvement arrangements on: (please give the name and date for each company and/or SE below)</li> </ul> |
|------------------------|---|
| 5                      | Pursuant to Article 32 of the Regulation the shareholders of the promoting company(ies) and/or SE(s) named on page 1 promoting the formation were given 3 months, from the date upon which the terms for the formation of the proposed SE were finally determined, to inform the promoting company(ies) and/or SE(s) whether they intended to contribute their shares;  |
| 6                      | <ol> <li>The shareholders of the promoting company(ies) and/or SE(s)<br/>named on page 1 have assigned the minimum proportion of shares<br/>in each company(ies) and/or SE(s) pursuant to the draft terms of<br/>formation;</li> </ol>  |
| 7                      | Each of the promoting company(ies) and/or SE(s) named on page 1 either:  (a) has its registered office and head office within the Community, or  (b) (in the case of promoting companies – this does not apply to promoting SE(s)) 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;  |
| 8                      | Each of at least two of the promoting company(ies) and/or SEs (please delete (a) or (b) below as appropriate)  (a) is governed by the law of a different Member State, or (b) has for at least two years had a subsidiary company governed by the law of another Member State or a branch situated in another Member State; and   |
| 9                      | . The information given in this form is correct.  |
| Signature              | Date  |
| Proposed Mer<br>page 1 | nber of the management or administrative organ of the proposed holding SE named on  |

| Proposed name of S      | DE  |
|-------------------------|---|
| Lawyer's<br>Declaration | I,  |
|                         | make this declaration in connection with the formation of the proposed holding SE named on page 1 and confirm that:  1. I am a lawyer entitled to pursue my professional activities under one of the denominations laid down in Council Directive |
|                         | 77/249/EEC or Council Directive 98/5/EC; and  2. All the acts, formalities and conditions required by Articles 32 and 33 of Council Regulation (EC) No 2157/2001 have been fulfilled in accordance with the requirements in or referred to in     |
| Signature               | Articles 32 and 33 respectively except that I am not required to confirm that employee involvement has been decided pursuant Council Directive 2001/86/EC.  |

## **Employee Involvement Declarations:**

Please complete declaration A or B as appropriate

Employment Involvement Declaration A: (To be signed on behalf of the SNB and by a proposed Member of the management or administrative organ of the proposed subsidiary SE)

We, being an authorised member of the Special Negotiating Body ("SNB") and a proposed Member of the management or administrative organ of the proposed SE declare that:

- There are no outstanding disputes under regulations 17 to 52 of The European Public Limited-Liability Company Regulations (Northern Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and
- The promoting companies or SEs named on page 1 of this form have fulfilled all their obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and (delete as appropriate)
  - an employee involvement agreement has been reached pursuant to regulation 28 of the 2004 Regulations, or
     the SNB established under regulations 21 to 52 of the 2004
  - ii) the SNB established under regulations 21 to 52 of the 2004
    Regulations has taken the decision pursuant to regulation 30 of the
    2004 Regulations not to open or to terminate negotiations but instead
    to rely upon national rules for information and consultation, or

|        | iii) the SNB and the management of the subscribing SE named on page 1 of this form have agreed, pursuant to regulation 32, to apply the standard rules contained in Schedule 3 to the 2004 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 29 of the 2004 Regulations  Signed  Authorised Member of SNB  A proposed Member of the management |
|--------|--|
|        | or administrative organ of the proposed<br>SE named on page 1  |
|        |  |
|        | Names in block capitals  |
|        |  |
|        | Date of Signature  |
|        |  |
|        |  |
|        |  |
|        | olvement Declaration B: (To be signed by a proposed Member of the administrative organ of the proposed SE)   |
|        | On behalf of the proposed SE named on page 1 of this form, I declare that:   |
|        | <ol> <li>There are no outstanding disputes under regulations 17 to 52 of The<br/>European Public Limited-Liability Company Regulations (Northern<br/>Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation<br/>of any other Member State involved; and</li> </ol>   |
|        | The promoting companies or SEs named on page 1 of this form have fulfilled all their obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and   |
|        | 3. The deadline for completing negotiations under regulation 27 of the 2004 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 Schedule 3 to the 2004 Regulations will apply.  |
| Signed | Proposed Member of the management or administrative organ of the proposed SE named on page 1   |
| Name   |  |

| SE7 (NI)   |  |        |   | ficial use<br>rcode here   |
|--|--|--------|---|--|
| Please complete in typescript,<br>Or in bold black capitals                          |  |        | L   | _  |
|  | (SE)                                   | unde   | n of Subsidiary So<br>r Article 2(3) of Co<br>2157/2001 |  |
|  | ull Name of ubsidiary SE               |        |   |  |
| Proposed F<br>Office Addi<br>PO Box numbers  |  | le     |   |  |
| Pe   | ost town                               |        |   |  |
| C  | ounty                                  |        | UKF   | Postcode   |
| Details  |  |        | npanies, Firms or Legal<br>n sheet(s) if necessary      | Bodies:  |
| Name   | Registered<br>number<br>(if applicable | I      | Registered office address                               | Name of Member<br>State and registry<br>where documents<br>are filed |
|  |  |        |   |  |
|  | Num                                    | ber of | continuation sheets atta                                | ched   |
| Contact Details:   |  |        |   |  |
| You do not have to give a<br>information in the box op<br>you do, it will help Compa | posite but if<br>anies Registry        |        |   |  |
| to contact you if there is a query on the form. The contact information that you     |  | DVA    | umber   | Tel DX Exchange  |
| give will be visible to searchers of the   |  | LDX N  | umber   | DA Exchange  |

|   | When you have completed and signed this form please send it to the Registrar of Companies at:  |
|---|--|
|   | Registry of Companies, Credit Unions & Industrial &<br>Provident Societies, 1 <sup>st</sup> Floor, Waterfront Plaza, 8<br>Laganbank Road, Belfast, BT1 3BS                     |
|   | DX 481 NR  |
| Proposed name of subsidiary SE  |  |
| Subscribed capital of propose   | ed subsidiary SE comprising:   |
| Subscribed capital in sterling<br>(Must not be less than £50,000)         | g t  |
| Other currency subscribed capit<br>Please specify currency(ies)           | al:  |
|   |  |
|   |  |
| Tick box to confirm that the to proposed subsidiary SE is not of €120,000 |  |
|   | of activity(ies) of the proposed subsidiary SE:<br>SIC) Codes specified on the attached sheet)   |
| SIC Code  | SIC Code   |
| SIC Code  | SIC Code   |
| SIC Code  | SIC Code   |
|   |  |
| Please complete the boxes be this form:                                   | low to confirm that the following document is attached to  |
| Tick Number the box of Pages  | Document description   |
|   | Statutes of the proposed subsidiary SE   |
| of all members of both the supervise                                      | d subsidiary SE (For SEs with a two-tier board system, details<br>ory and management organs must be given. For SEs with a one-tier<br>il members of the administrative organ.) |
| Forename(s)   |  |
| Surname   |  |
| Surraine  |  |

| Previous forename(s)   |  |                 |                |       |
|--|--|-----------------|----------------|-------|
| Previous surname(s)  |  |                 |                |       |
| Usual residential address †  |  |                 |                |       |
|  |  |                 |                |       |
| Post town  |  |                 |                |       |
| County/Region  |  | UK P            | ostcode        |       |
| Country  |  |                 |                |       |
| cc   | Please give your usual re<br>orporation or Scottish firm<br>ffice address. |                 |                |       |
| Date of birth  |  | Nationa         | ality          |       |
| Business Occupation  |  |                 |                |       |
| Membership of other SEs  |  |                 |                |       |
|  | I consent to act as a member of management organ of the prop               |                 | tive/ supervi: | sory/ |
| Consent signature  |  | Date            |                |       |
| Members of the proposed of all members of both the supervisor system, please give the details of all Forename(s) | ory and management organ:  | s must be given |                |       |
| Surname  |  |                 |                |       |
| Previous forename(s)   |  |                 |                |       |
| Previous surname(s)  |  |                 |                |       |
| Usual residential address †  |  |                 |                |       |
| Post town  |  |                 |                |       |
|  |  |                 |                |       |

| County/Region  |   | UK P           | ostcode  |                   |
|--|---|----------------|----------|-------------------|
| Country  |   |                |          |                   |
| CC   | Please give your usual resorporation or Scottish firm,                |                |          |                   |
| Date of birth  |   | Nationa        | ality [  |                   |
| <b>Business Occupation</b>   |   |                |          |                   |
| Membership of other SEs  |   |                |          |                   |
|  |   |                |          |                   |
| *Please delete as appropria  | I consent to act as a management organ of                             |                |          | ive/ supervisory/ |
| Consent signature  |   | Date           |          |                   |
| Members of the proposed<br>of all members of both the supervise<br>system, please give the details of all<br>Forename(s) | ory and management organ m  | nust be given. |          |                   |
| Surname  |   |                |          |                   |
| Previous forename(s)   |   |                |          |                   |
| Previous surname(s)  |   |                |          |                   |
| Usual residential address †  |   |                |          |                   |
| Post town  |   |                |          |                   |
| County/Region  |   | UK P           | ostcode  |                   |
| Country  |   |                |          |                   |
| CC   | Please give your usual resorporation or Scottish firm, ffice address. |                |          |                   |
| Date of birth  |   | Natio          | nality [ |                   |

| Business Occupation   |  |                |         |                   |
|---|--|----------------|---------|-------------------|
| Membership of other SEs   |  |                |         |                   |
|   |  |                |         |                   |
|   |  |                |         |                   |
| *Please delete as appropriate   | I consent to act as a<br>management organ                                  |                |         | ive/ supervisory/ |
| Consent signature   |  | Date           |         |                   |
| Members of the proposed<br>of all members of both the superviso<br>system, please give the details of all | ory and management organ   | must be given. |         |                   |
| Forename(s)   |  |                |         |                   |
| Surname   |  |                |         |                   |
| Previous forename(s)  |  |                |         |                   |
| Previous surname(s)   |  |                |         |                   |
| Usual residential address †   |  |                |         |                   |
| Post town   |  |                |         |                   |
| County/Region   |  | UK P           | ostcode |                   |
| Country   |  |                |         |                   |
| cc  | Please give your usual re<br>orporation or Scottish firm<br>ffice address. |                |         |                   |
| Date of birth   |  | Nation         | ality [ |                   |
| Business Occupation   |  |                |         |                   |
| Membership of other SEs   |  |                |         |                   |
|   |  | ·              |         |                   |
| *Please delete as appropriate   | I consent to act as a<br>management organ                                  |                |         | ive/ supervisory/ |
| Consent signature   |  | Date           |         |                   |

| of all members of both the supervisor | I subsidiary SE (For SEs with a two-tier board system, details<br>bry and management organ must be given. For SEs with a one-tier<br>I members of the administrative organ.) |
|---------------------------------------|--|
| Forename(s)                           |  |
| Surname                               |  |
| Previous forename(s)                  |  |
| Previous surname(s)                   |  |
| Usual residential address †           |  |
| Post town                             |  |
| County/Region                         | UK Postcode  |
| Country                               |  |
| ·                                     | Please give your usual residential address. In the case of a proporation or Scottish firm, give the registered or principal fice address.                                    |
| Date of birth                         | Nationality  |
| Business Occupation                   |  |
| Membership of other SEs               |  |
|                                       |  |
| *Please delete as appropriate         | I consent to act as a member of the *administrative/ supervisory/ management organ of the proposed SE  |
| Consent signature                     | Date   |

| appointed Proposed       | nuation sheet if more members of the proposed subsidiary SE are to be   |
|--------------------------|---|
| subsidiary               |   |
| Member's<br>Declaration: | l,  |
|                          | of  |
|                          | being a proposed member of the management or administrative organ of the proposed subsidiary SE named on page 1 confirm that:   |
|                          | <ol> <li>Each of the subscribing SEs, companies, firms or other legal bodies governed by public or private law either</li> <li>(a) has its registered office and head office within the Community; or</li> <li>(b) (in the case of subscribing companies, firms and other legal bodies – this does not apply to subscribing SEs) 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</li> </ol> |
|                          | 2. The information given in this form is correct.   |
| Signature                | Date  |
| o.g                      | Proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1   |
|                          |   |
|                          |   |

**Employee Involvement Declarations:** 

| _                 | r rease complete acciarati  | on A or B as appropriate  |  |  |
|-------------------|---|---|--|--|
|                   |   | (To be signed on behalf of the SNB and by a<br>istrative organ of the proposed subsidiary SE)   |  |  |
| and               |   | er of the Special Negotiating Body ("SNB")<br>management or administrative organ of the   |  |  |
| 1.                | European Public Limited-Li  | sputes under regulations 17 to 52 of The ability Company Regulations (Northern egulations") or under the equivalent legislation involved; and   |  |  |
| 2.                | page 1 of this form have ful  | anies, firms or other legal bodies named on<br>filled all the obligations pursuant to<br>2004 Regulations; and <i>(delete as appropriate)</i>   |  |  |
|                   | regulation 28 of the 200 ii) the SNB established under Regulations has taken 2004 Regulations not to to rely upon national ruliii) the SNB and the manay page 1 of this form have | ent agreement has been reached pursuant to 04 Regulations, or older regulations 21 to 52 of the 2004 the decision pursuant to regulation 30 of the o open or to terminate negotiations but instead les for information and consultation, or gement of the subscribing SEs named on e agreed, pursuant to regulation 32, to apply ained in Schedule 3 to the 2004 Regulations. |  |  |
| 3.                | The authorised member of decision referred to in paragrequired by regulation 29 of  | the SNB confirms that the agreement or<br>graph 2 above has been made by the majority<br>f the 2004 Regulations   |  |  |
|                   | Signa   | tures   |  |  |
| Г                 |   |   |  |  |
|                   | Authorised Member of SNB  | A proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1   |  |  |
|                   | Names in b  | lock capitals   |  |  |
| Г                 |   |   |  |  |
|                   |   |   |  |  |
| Date of Signature |   |   |  |  |
|                   |   |   |  |  |
| _                 |   |   |  |  |
|                   |   |   |  |  |
|                   |   |   |  |  |
|                   |   |   |  |  |

|           | vement Declaration B: (To be signed by a proposed Member of the<br>Iministrative organ of the proposed subsidiary SE)   |
|-----------|---|
|           | n behalf of the promoting companies or SEs named on page 1 of this form, eclare that:  There are no outstanding disputes under regulations 17 to 52 of the European Public Limited-Liability Company Regulations (Northern Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and |
| 2.        | The subscribing SEs, companies, firms or legal bodies named on page 1 of this form have fulfilled all their obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and   |
| 3.        | The deadline for completing negotiations under regulation 27 of the 2004 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 Schedule 3 to the 2004 Regulations will apply.                  |
| Signature | Date  |

Name

| SE8 (NI)  | for official use<br>attach barcode here                          |
|---|--|
| Transfori<br>Please complete in typescript,<br>or in bold black capitals.                       | mation of PLC to Societas Europaea (SE)                          |
| Full name of transforming PLC   |  |
| Company number of transforming PLC  |  |
| Proposed Full Name of SE  | :  |
| Proposed Registered<br>Office Address<br>PO Box numbers only are not acceptable                 |  |
| Post town   |  |
| UK Postcode   |  |
| Subscribed capital comprising:  |  |
| Subscribed capital in sterling (Must not be less than £50,000)                                  |  |
| Other currency subscribed capital:  Please specify currency(ies)                                |  |
|   |  |
|   |  |
| Tick box to confirm that the total subscri<br>SE is not less than the equivalent of €12         |  |
| Proposed principal sector(s) of activity<br>(Use Standard Industrial Classification (SIC) Codes | (ies) of the SE named above:<br>specified on the attached sheet) |
| SIC Code  | SIC Code   |
| SIC Code  | SIC Code   |
| SIC Code  | SIC Code   |

## **Contact Details:**

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

|           |    | Tel      |
|-----------|----|----------|
| DX Number | DX | Exchange |

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

Registry of Companies, Credit Unions & Industrial & Provident Societies, 1<sup>st</sup> Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS DX 481 NR

**Members of the Proposed SE** (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.) Forename(s) Surname Previous forename(s) Previous surname(s) Usual residential address † Post town County/Region UK Postcode Country †Please give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal address. Date of birth Nationality **Business Occupation** Other directorships I consent to act as a member of the \*Please delete as appropriate administrative/supervisory/management organ of the proposed SE Consent signature Date **Members of the proposed SE** (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.) Forename(s) Surname Previous forename(s) Previous surname(s)

| Usual residential address †   |   |   |             |             |         | 1 |
|---|---|---|-------------|-------------|---------|---|
|   |   |   |             |             |         | 1 |
|   |   |   |             |             |         | l |
| Post town   |   |   |             |             |         |   |
| County/Region   |   |   | UK Po       | stcode      |         |   |
| Country   |   |   |             |             |         |   |
|   | †Please give your usual corporation or Scottish fi address.       |   |             |             |         |   |
| Date of birth   |   |   | National    | ity         |         |   |
| Business Occupation   |   |   |             |             |         |   |
| Other directorships   |   |   |             |             |         |   |
|   |   |   |             |             |         |   |
| *Please delete as appropriate   | I consent to act as a member of<br>*administrative/supervisory/ma |   | ent organ o | of the prop | osed SE |   |
| Consent signature   |   | ] | Date        |             |         |   |
| Members of the proposed<br>both the supervisory and managem<br>give the details of all members of the | ent organs must be given. I                                       |   |             |             |         |   |
| Forename(s)   |   |   |             |             |         |   |
| Surname   |   |   |             |             |         |   |
| Previous forename(s)  |   |   |             |             |         |   |
| Previous surname(s)   |   |   |             |             |         |   |
| Usual residential address †   |   |   |             |             |         |   |
|   |   |   |             |             |         |   |
| Post town   |   |   |             |             |         |   |
| County/Region   |   |   | UK Po       | stcode      |         |   |
| Country   |   |   |             |             |         |   |
|   | †Please give your usual corporation or Scottish fi address.       |   |             |             |         |   |

| Date of birth  |  | Nationality |             |
|--|--|-------------|-------------|
| Business Occupation  |  |             |             |
| Other directorships  |  |             |             |
| *Please delete as appropriate  | I consent to act as a member of t                                      | the         |             |
|  | *administrative/supervisory/mana                                       |             | proposed SE |
| Consent signature  |  | Date        |             |
| Members of the proposed<br>both the supervisory and managem<br>give the details of all members of th | ent organs must be given. Fo   |             |             |
| Forename(s)  |  |             |             |
| Surname  |  |             |             |
| Previous forename(s)   |  |             |             |
| Previous surname(s)  |  |             |             |
| Usual residential address †  |  |             |             |
| Post town  |  |             |             |
| County/Region  |  | UK Postco   | de          |
| Country  |  |             |             |
|  | †Please give your usual re<br>corporation or Scottish firm<br>address. |             |             |
| Date of birth  |  | Nationality |             |
| <b>Business Occupation</b>   |  |             |             |
| Other directorships  |  |             |             |
| *Please delete as appropriate  | I consent to act as a member of t<br>*administrative/supervisory/mana  |             | proposed SE |

| С  | onsent signature         | Date   |  |  |  |  |
|--|--------------------------|--|--|--|--|--|
| Please use a continuation sheet if more members of the SE are to be appointed. |                          |  |  |  |  |  |
| Pro  | Proposed name of SE      |  |  |  |  |  |
| Please tick form:  | the boxes below to confi | rm that <u>all</u> of the following documents are attached to this   |  |  |  |  |
| Tick<br>the box  | Number of Pages          | Document description   |  |  |  |  |
| [\lambda]  |                          | Resolution approving the draft statutes and draft terms of conversion to SE of the PLC named on page 1 pursuant to Article 37(7) of the Council Regulation (EC) No 2157/2001 |  |  |  |  |
|  |                          | Statutes of the SE named on page 1   |  |  |  |  |
|  |                          | Copy of certificate(s) of expert(s) pursuant to Article 37(6) Council Regulation (EC) No 2157/2001   |  |  |  |  |
|  |                          | Report explaining and justifying the legal and economic aspects of the conversion pursuant to Article 37(4) of Council Regulation (EC) No 2157/2001                          |  |  |  |  |

| Director's I, _<br>Declaration of _ |   |  |   |
|-------------------------------------|---|--|---|
|                                     | eing a director of that:  | ne PLC name  | d on page 1 confirm   |
| 2.<br>3.<br>4.                      | conversion were the PLC named of pursuant to the R Limited-Liability of Ireland) 2004; Pursuant to Articl was drawn up by Pursuant to Articl independent exp  The general meet terms of convers The PLC named had a subsidiary another Member 1 either (a) has its registe Community; of under the law office is in tha | ne "Regulation drawn up by on page 1 and Regulation | n") the draft terms of the board of directors of d were publicised d The European Public gulations (Northern e Regulation a report Directors; e Regulation d the statutes and draft es for at least two years werned by the law of the PLC named on page d head office within the Community, it is formed at the state, its registered atte and it has a real and |
|                                     | and   | ik with a Mon  | nber State's economy;   |
| 6.                                  | The information of  | given in this fo   | orm is correct.   |
| Signature                           |   | Date   |   |
| Director of                         | the PLC named on page 1   |  |   |
|                                     |   |  |   |
|                                     |   |  |   |
|                                     |   |  |   |
|                                     |   |  |   |

| Employee Involvement Declarations: Please complete declaration A or B as appropriate |  |  |  |  |  |
|--|--|--|--|--|--|
|  | ment Declaration A: (To be signed on behalf of the SNB and by a c named on page 1)   |  |  |  |  |
|  | e, being an authorised member of the Special Negotiating Body ("SNB") d a Director of the PLC named on page 1 declare that:  |  |  |  |  |
| 1.   | There are no outstanding disputes under regulations 17 to 52 of The European Public Limited-Liability Company Regulations (Northern Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and                             |  |  |  |  |
| 2.   | The PLC named on page 1 of this form has fulfilled all its obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and ( <i>delete as appropriate</i> )  |  |  |  |  |
|  | i) an employee involvement agreement has been reached pursuant to regulation 28 of the 2004 Regulations, or  |  |  |  |  |
|  | ii) the SNB established under regulations 21 to 52 of the 2004<br>Regulations has taken the decision pursuant to regulation 30 of the<br>2004 Regulations not to open or to terminate negotiations but instead<br>to rely upon national rules for information and consultation, or |  |  |  |  |
|  | iii) the SNB and the management of the SE named on page 1 of this<br>form have agreed, pursuant to regulation 32, to apply the standard<br>rules contained in Schedule 3 to the 2004 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 29 of the 2004 Regulations.   |  |  |  |  |
|  | Signed   |  |  |  |  |
|  |  |  |  |  |  |
|  | Authorised Member of SNB Director of the PLC named on page 1   |  |  |  |  |
|  | Names in block capitals  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  | Date of Signature  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
| _  |  |  |  |  |  |
|  |  |  |  |  |  |

| Employee | In | volvement Declaration B: (To be signed by a Director of the PLC named on page 1)   |  |  |
|----------|----|--|--|--|
|          | O  | n behalf of the PLC named on page 1 of this form, I declare that:  |  |  |
|          | 1. | There are no outstanding disputes under regulations 17 to 52 of The European Limited-Liability Company Regulations (Northern Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and  |  |  |
|          | 2. | The PLC named on page 1 of this form has fulfilled all its obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and   |  |  |
|          | 3. | The deadline for completing negotiations under regulation 27 of the 2004 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 Schedule 3 to the 2004 Regulations will apply. |  |  |
| Signed   |    | Date   |  |  |
|          |    | Director of the PLC named on page 1  |  |  |
| Name     |    |  |  |  |
|          |    |  |  |  |

| SE9(1)(NI)   |   | for official use  |
|--|---|-------------------|
|  | att   | tach barcode here |
| Format<br>Please complete in typescript,<br>or in bold black capitals.   | ion of subsidiary Societ<br>under Article 3(2) of C<br>(I |                   |
| Proposed Full Name of<br>subsidiary SE   |   |                   |
| Proposed Registered Office<br>Address of subsidiary SE<br>PO Box numbers only are not acceptable                   |   |                   |
| Post town  |   |                   |
| UK Postcode  |   |                   |
| Details of subscribing SE formi  | ng subsidiary SE:   |                   |
| Full Name of<br>subscribing SE   |   |                   |
| Registered Number (if applicable)  |   |                   |
| Registered Office<br>Address of subscribing SE   |   |                   |
| Name of Member State and registry where documents are filed  |   |                   |
| Contact Details:   |   |                   |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry |   |                   |
| to contact you if there is a query on the form. The contact information that you                                   | BV N  | Tel               |
| give will be visible to searchers of the<br>public record  | DX Number   | DX Exchange       |

|   |                                      |             |   | u have completed<br>the Registrar of | d and signed this fom<br>Companies at:                      | n please            |
|---|--------------------------------------|-------------|---|--------------------------------------|---|---------------------|
|   |                                      |             | Registry<br>Provider<br>Laganba<br>DX 481 M | nk Road, Belfas                      | Credit Unions & Ind<br>Floor, Waterfront Pla<br>et, BT1 3BS | ustrial &<br>aza, 8 |
| Proposed  | name of su                           | bsidiary SE |   |                                      |   |                     |
| Subscribed c  | apital of the                        | proposed s  | subsidiar                                   | y SE comprisir                       | ng:   |                     |
| Subscribed ca   | pital in sterlin<br>less than £50,00 |             |   |                                      |   |                     |
| Other currency<br>Please speci  | y subscribed<br>fy currency(ies)     | capital:    |   |                                      |   |                     |
|   |                                      |             |   |                                      |   |                     |
|   |                                      |             |   |                                      | $\neg$  |                     |
|   |                                      |             |   |                                      | _   |                     |
|   | confirm that the                     |             |   | pital of the prop<br>€120,000        | osed  |                     |
| Proposed principal sector(s) of activity(ies) of the proposed subsidiary SE: (Use Standard Industrial Classification (SIC) Codes specified on the attached sheet) |                                      |             |   |                                      |   |                     |
|   | SIC Code                             |             |   | SIC Code                             |   |                     |
|   | SIC Code                             |             |   | SIC Code                             |   |                     |
|   | SIC Code                             |             |   | SIC Code                             |   |                     |
| Please tick the box below to confirm that the following document is attached to this form:  |                                      |             |   |                                      |   |                     |
| Tick<br>the box<br>(√)  | Number of Pages                      |             | Doc   | ument descripti                      | ion   |                     |
|   |                                      | Statutes of | the propose                                 | ed subsidiary SE                     |   |                     |

|                               | <b>d SE</b> (For SEs with a two-tier system, details of all members of ent organs must be given. For SEs with a one-tier system, please a dministrative organ.) |
|-------------------------------|---|
| Forename(s)                   |   |
| Surname                       |   |
| Previous forename(s)          |   |
| Previous surname(s)           |   |
| Usual residential address †   |   |
| Post town                     |   |
| County/Region                 | UK Postcode   |
| Country                       |   |
|                               | †Please give your usual residential address. In the case of corporation or Scottish firm, give the registered or principal address.                             |
| Date of birth                 | Nationality   |
| <b>Business Occupation</b>    |   |
| Other directorships           |   |
| *Please delete as appropriate | I consent to act as a member of the<br>*administrative/supervisory/management organ of the proposed SE  |
| Consent signature             | Date  |
|                               | d SE (For SEs with a two-tier system, details of all members of<br>ent organs must be given. For SEs with a one-tier system, please<br>e administrative organ.) |
| Forename(s)                   |   |
| Surname                       |   |
| Previous forename(s)          |   |

Previous surname(s)

| Usual residential address †  |   |                    |                         |                         |                          |           |
|--|---|--------------------|-------------------------|-------------------------|--------------------------|-----------|
|  |   |                    |                         |                         |                          |           |
| Post town  |   |                    |                         |                         |                          | $\exists$ |
| County/Region  |   |                    | LIK Po                  | stcode                  |                          | $\exists$ |
| ood.ny/r togion  |   |                    |                         |                         |                          | _         |
| Country  |   |                    |                         |                         |                          |           |
|  | †Please give your usual corporation or Scottish fi address. |                    |                         |                         |                          |           |
| Date of birth  |   |                    | National                | <sub>ity</sub> [        |                          |           |
| Business Occupation  |   |                    |                         |                         |                          |           |
| Other directorships  |   |                    |                         |                         |                          |           |
|  |   |                    |                         |                         |                          | $\exists$ |
| *Please delete as appropriate  | I consent to act as a member of                             | of the             |                         |                         |                          |           |
| riodo doloto do appropriato  | *administrative/supervisory/ma                              |                    | ent organ o             | of the prop             | osed SE                  |           |
| Consent signature  |   | ]                  | Date                    |                         |                          |           |
| Members of the Propose both the supervisory and managem give the details of all members of the | ent organs must be given.                                   | tier sys<br>For SE | tem, deta<br>s with a o | ils of all<br>ne-tier s | members o<br>østem, plea | of<br>ase |
| Forename(s)  |   |                    |                         |                         |                          |           |
| Surname  |   |                    |                         |                         |                          | _         |
|  |   |                    |                         |                         |                          | _         |
| Previous forename(s)   |   |                    |                         |                         |                          |           |
| Previous surname(s)  |   |                    |                         |                         |                          |           |
| Usual residential address †  |   |                    |                         |                         |                          |           |
|  |   |                    |                         |                         |                          |           |
| Post town  |   |                    |                         |                         |                          |           |
| County/Region  |   |                    | UK Po                   | stcode                  |                          |           |
| Country  |   |                    |                         |                         |                          |           |
|  | †Please give your usual corporation or Scottish fi          |                    |                         |                         |                          |           |

| Date of birth   |  | Nationality |               |
|---|--|-------------|---------------|
| Business Occupation   |  |             |               |
| Other directorships   |  |             |               |
| ·   |  |             |               |
| *Please delete as appropriate   | I consent to act as a member of<br>*administrative/supervisory/mar |             | e proposed SE |
| Consent signature   |  | Date        |               |
| Proposed name of SE   |  |             |               |
| Members of the Propose<br>ooth the supervisory and managem-<br>tive the details of all members of the | ent organs must be given. F  |             |               |
| Forename(s)   |  |             |               |
| Surname   |  |             |               |
| Previous forename(s)  |  |             |               |
| Previous surname(s)   |  |             |               |
| Usual residential address †   |  |             |               |
| Post town   |  |             |               |
| County/Region   |  | UK Posto    | ode           |
| Country   |  |             |               |
|   | †Please give your usual r corporation or Scottish fin address.     |             |               |
| Date of birth   |  | Nationality |               |
| <b>Business Occupation</b>  |  |             |               |
| Other directorships   |  |             |               |
| *Please delete as appropriate   | I consent to act as a member of<br>*administrative/supervisory/mar |             | e proposed SE |

| Consent sig  | nature Date  |  |  |  |
|--|--|--|--|--|
| Please use a contito be appointed.   | nuation sheet if more members of the proposed subsidiary SE are  |  |  |  |
| I certify that the information given in this form is correct  Signed Date  Proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1 |  |  |  |  |
|  | Employee Involvement Declarations: Please complete declaration A or B as appropriate   |  |  |  |
|  | nent Declaration A: (To be signed on behalf of the SNB and by a fthe management or administrative organ of the proposed subsidiary SE)   |  |  |  |
| and  | being an authorised member of the Special Negotiating Body ("SNB")<br>a proposed Member of the management or administrative organ of the<br>osed SE declare that:  |  |  |  |
|  | There are no outstanding disputes under regulations 17 to 52 of The<br>European Public Limited-Liability Company Regulations (Northern<br>Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation<br>of any other Member State involved; and                    |  |  |  |
|  | The subscribing SE named on page 1 of this form has fulfilled all its obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and (delete as appropriate)  |  |  |  |
| i  | an employee involvement agreement has been reached pursuant to regulation 28 of the 2004 Regulations, or   |  |  |  |
| i  | ii) the SNB established under regulations 21 to 52 of the 2004<br>Regulations has taken the decision pursuant to regulation 30 of the<br>2004 Regulations not to open or to terminate negotiations but instead<br>to rely upon national rules for information and consultation, or |  |  |  |
| ı  | iii) the SNB and the management of the proposed SE named on page 1<br>of this form have agreed, pursuant to regulation 32, to apply the<br>standard rules contained in Schedule 3 to the 2004 Regulations.   |  |  |  |
|  | 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 29 of the 2004 Regulations.   |  |  |  |
|  | Signed   |  |  |  |
|  | Authorised Member of SNB  A proposed member of the management or administrative organ of the proposed subsidiary SE named on page 1  |  |  |  |

|                   | Names in block capitals  |
|-------------------|--|
|                   |  |
|                   |  |
|                   | Data of Clausations  |
|                   | Date of Signature  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
| Employee I        | nvolvement Declaration B: (To be signed by a proposed Member of the management or  |
| administrative of | organ of the proposed SE of the PLC named on page 1)   |
| C                 | On behalf of the proposed SE named on page 1 of this form, I declare that:   |
| 1                 | . There are no outstanding disputes under regulations 17 to 52 of The European   |
|                   | Limited-Liability Company Regulations (Northern Ireland) 2004 ("the 2004 Regulations") or under the equivalent legislation of any other Member State involved; and   |
| 2                 | The subscribing SE named on page 1 of this form has fulfilled all its obligations pursuant to regulations 17 to 52 of the 2004 Regulations; and  |
| 3                 | The deadline for completing negotiations under regulation 27 of the 2004 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 Schedule 3 to the 2004 Regulations will apply. |
| Signed            | Date   |
|                   | A proposed Member of the management or administrative organ of the proposed subsidiary SE named on page 1  |
| Name              |  |
|                   |  |
|                   |  |
|                   |  |

| SE10(NI)  | for official use<br>attach barcode here  |
|---|--|
| Please complete in typescript, or in bold black capitals.                             | Transfer to NI of Societas Europaea (SE) |
| Full Name of SE   |  |
| Current Registered Number of SE (if applicable)                                       | •  |
| Date of Registration in<br>Current Registry   |  |
| Present Registered<br>Office Address  |  |
|   | Name of Member State                     |
| Proposed Registered Office<br>Address in NI<br>PO Box numbers only are not acceptable |  |
| Post town   |  |
| UK Postcode   |  |
| Proposed new name of SE (if applicable)   |  |
| Name of present registry  |  |
| Contact address of<br>present registry  |  |

| Contact Detai  | ils:               |              |                                |  |   |  |
|--|--------------------|--------------|--------------------------------|--|---|--|
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry to contact you if there is a query on the |                    |              |                                |  | Tel   |  |
| form. The conta  | act information    | that you     | DX Numi                        | ber  |   | DX Exchange                              |
| give will be visib<br>public record  | e to searchers     | or the       | D)( ( tolil                    | 001  |   | DA ENGLANGO                              |
|  |                    |              | send it to  Registry  Providen | of Companies<br>t Societies, 1 <sup>st</sup><br>nk Road, Belfa | f Companie<br>, Credit Un                   | ions & Industrial &<br>terfront Plaza, 8 |
|  |                    |              |                                |  |   |  |
| Proposed   | name of SE         |              |                                |  |   |  |
| Date of Last E<br>(drawn up befo<br>in NI)   |                    |              |                                |  | lf no last E<br>Sheet, orig<br>of formation | ginal date                               |
| *This is the date a<br>State in which the  |                    |              | equired to b                   | e drawn up unde  | r the provision                             | ns of law of the Member                  |
| Principal sect   |                    |              |                                | on the attached s  | sheet)                                      |  |
|  | SIC Code           |              |                                | SIC Code   |   |  |
|  | SIC Code           |              |                                | SIC Code   |   |  |
|  | SIC Code           |              |                                | SIC Code   |   |  |
| Please tick t  |                    | elow to co   | nfirm tha                      | at both the f  | following                                   | documents are                            |
| Tick<br>the box  | Number<br>of Pages |              | Docu                           | ıment descrip  | otion                                       |  |
| (√)  | or rages           |              |                                |  |   |  |
|  |                    | Copy of Stat | tutes of SE                    |  |   |  |
|  |                    |              |                                | ration authority<br>be completed b                             |   | the completion of the                    |

## Please list below the details of persons who are members of the SE named on page 1

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

| Forename(s)                      |  |
|----------------------------------|--|
| Sumame                           |  |
| Previous forename(s)             |  |
| Previous surname(s)              |  |
| Usual residential address †      |  |
| Post town                        |  |
| County/Region                    | UK Postcode  |
| Country                          | †Please give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.           |
| Date of birth                    | Nationality  |
| Business Occupation              |  |
| Other directorships              |  |
| * Please tick box as appropriate | • Member of the administrative organ supervisory organ management organ of the SE  |
|                                  | Es with a two-tier system, details of all members of both the<br>ns must be given. For SEs with a one-tier system, please give the<br>strative organ.) |
| Forename(s)                      |  |
| Surname                          |  |

| Previous forename(s)             |  |
|----------------------------------|--|
| Previous surname(s)              |  |
| Usual residential address†       |  |
| Post town                        |  |
|                                  |  |
| County/Region                    | UK Postcode  |
| Country                          |  |
|                                  | †Please give your usual residential address. In the case of corporation or Scottish firm, give the registered or principal office address.             |
|                                  |  |
| Date of birth                    | Nationality Nationality  |
| Business Occupation              |  |
| Other directorships              |  |
| * Please tick box as appropriate | administrative organ supervisory organ management organ  |
|                                  | of the SE  |
|                                  | is with a two-tier system, details of all members of both the<br>as must be given. For SEs with a one-tier system, please give the<br>strative organ.) |
| Forename(s)                      |  |
| Surname                          |  |
|                                  |  |
| Previous forename(s)             |  |
| Previous surname(s)              |  |
| Usual residential address†       |  |
|                                  |  |
| Post town                        |  |

| County/Region                    | UK Postcode  |           |
|----------------------------------|--|-----------|
|                                  |  |           |
| Country                          |  |           |
|                                  | †Please give your usual residential address. In the corporation or Scottish firm, give the registered or office address.             |           |
| Date of birth                    | Nationality  |           |
| Business Occupation              |  |           |
| Other directorships              |  |           |
|                                  |  |           |
| * Please tick box as appropriate | * Member of the  |           |
|                                  | administrative organ usupervisory organ manageme   | ent organ |
|                                  | of the SE  |           |
|                                  | s with a two-tier system, details of all members of both the smust be given. For SEs with a one-tier system, please strative organ.) |           |
| Forename(s)                      |  |           |
| Surname                          |  |           |
| Previous forename(s)             |  |           |
| Previous surname(s)              |  |           |
| Usual residential address†       |  |           |
|                                  |  |           |
| Post town                        |  |           |
| County/Region                    | UK Postcode  |           |
| Country                          |  |           |
|                                  | †Please give your usual residential address. In the corporation or Scottish firm, give the registered or office address.             |           |
| Date of birth                    | Nationality  |           |
| Business Occupation              |  |           |

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| Other directorships                              |  |
|--|--|
| * Please tick box as appropriate                 | * Member of the administrative organ  supervisory organ management organ of the SE   |
| Please use a continuation sho<br>o be appointed. | eet if more members of the proposed subsidiary SE are  |
| Signed   | Date  Date |

| SE11(NI)   |                               |             |               | atta    | for officia          |           |
|--|-------------------------------|-------------|---------------|---------|----------------------|-----------|
| Please complete in typescript, or in bold black capitals.                        | Trans                         | fer fro     | m NI of S     | Societa | as Euro <sub>l</sub> | paea (SE) |
| Registered Number  | of SE                         |             |               |         |                      |           |
| Full Name o  | f SE                          |             |               |         |                      |           |
| Proposed New N<br>of SE on tran<br>(if applic                                    | nsfer 📙                       |             |               |         |                      |           |
| Name of Member State above named SE is to tr                                     |                               | е [         |               |         |                      |           |
| Contact address onew registr   |                               |             |               |         |                      |           |
|  |                               |             |               |         |                      |           |
| Proposed New Registers<br>Office Address of S                                    |                               |             |               |         |                      |           |
| Principal sector(s) of activity(ie<br>(Use Standard Industrial Classification (S | es) of SE:<br>IC) Codes speci | fied on the | e attached sh | eet)    |                      |           |
| SIC Code   |                               | s           | SIC Code      |         |                      |           |
| SIC Code   |                               |             | SIC Code      |         |                      |           |
| SIC Code   |                               |             | SIC Code      |         |                      |           |

| ^ | tact | D- | 4-3 | - |
|---|------|----|-----|---|
|   |      |    |     |   |

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

|           |             | Tel |  |
|-----------|-------------|-----|--|
| DX Number | DX Exchange |     |  |

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

Registry of Companies, Credit Unions & Industrial & Provident Societies, 1<sup>st</sup> Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS DX 481 NR

### Please tick the boxes below to confirm that $\underline{all}$ of the following documents are attached to this form:

| Tick<br>the box | Number<br>of Pages | Document description   |
|-----------------|--------------------|--|
| (√)<br>         |                    | Copy of the general meeting resolution approving the transfer of the SE  |
|                 |                    | Form SE70(6) – Statement of Solvency required by regulation 70 of The European Public Limited-Liability Company Regulations (Northern Ireland) 2004  |
|                 |                    | Report explaining and justifying the legal and economic aspects of the transfer and explaining the implications of the transfer for shareholders, creditors and employees pursuant to Article 8(3) of Council Regulation (EC) No 2157/2001 |

| Member's     | l,  |
|--------------|---|
| Declaration: | of  |
|              |   |
|              |   |
|              | being a member of the management or administrative organ of the SE named on page 1 confirm that:  |
|              | <ol> <li>Pursuant to Article 8(2) of Council Regulation (EC) No 2157/2001 (the "Regulation") a transfer proposal was drawn up by the management or administrative organ of the SE named on page 1 and was publicised pursuant to Article 8(2) of the Regulation and The European Public Limited-Liability Company Regulations (Northern Ireland) 2004;</li> </ol> |
|              | Pursuant to Article 8(3) of the Regulation the management or administrative organ of the SE named on page 1 drew up a report on   |
|              | <ol> <li>Shareholders and creditors of the SE named on page 1<br/>were notified in writing in accordance with regulation<br/>54(1) of The European Public Limited-Liability Company<br/>Regulations (Northern Ireland) 2004 of the right of<br/>examination and right to copies of the proposal and<br/>report referred to in regulation 54(1);</li> </ol>        |
|              | 4. Pursuant to Article 8(4) of the Regulation at least one<br>month before the general meeting called upon to decide<br>upon the transfer, shareholders and creditors of the SE<br>named on page 1 could examine and obtain copies of<br>the transfer proposal referred to in paragraph 1 and the<br>report referred to in paragraph 2 above;                     |
|              | <ol> <li>Invoices, orders for goods and business letters of the<br/>SE named on page 1 complied with the requirements<br/>of regulation 54(2) of The European Public Limited-<br/>Liability Company Regulations (Northern Ireland) 2004;</li> </ol>   |
|              | 6. The general meeting of the SE named on page 1 approved the transfer proposal referred to in paragraph 1 above on such decision being taken pursuant to Article 59 of the Regulation;   |
|              | <ol> <li>No proceedings for winding up, liquidation, insolvency<br/>or suspension of payments or other similar<br/>proceedings have been brought against the SE named<br/>on page 1; and</li> </ol>   |
|              | 8. The information contained in this form is correct.   |
| Signed       | Date  |
| Mem          | ber of the management or administrative organ of the SE named on page 1   |

| Name of SE               |  |
|--------------------------|--|
|                          |  |
| Lawyer's<br>Declaration: | I,<br>of   |
|                          | make this declaration in connection with the proposed transfer from Northern Ireland of the registered office of the SE named on page 1 and confirm that:  1. I am a lawyer entitled to pursue my professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC; and  2. All of the acts and formalities and conditions required by Article 8 of Council Regulation (EC) No 2157/2001 to be accomplished before the transfer out of Northern Ireland of the SE named on page 1 have been completed in accordance with the requirements in or referred to in Article 8, except that I am not required to confirm;  (i) that the requirements of Article 8(7) have been met; nor (ii) that the certificate pursuant to Article 8(8) has been issued. |
| Signed                   | Date   |

| SE66(1)(a)(NI)   |  |                             |                           | atta                 | for official use<br>ch barcode here    |
|--|--|-----------------------------|---------------------------|----------------------|--|
| Please complete in typeso<br>or in bold black capitals   | cript,                                 | Prop                        |                           |                      | er from NI of<br>uropaea (SE)          |
| Registered Number of SE  |  |                             |                           |                      |  |
| Full Name of SE  |  |                             |                           |                      |  |
|  | No 2<br>SE n                           | 157/2001, a d<br>amed above | copy of a t<br>is attache | ransfer<br>d to this |  |
| Signature  |  |                             |                           | ate                  | form is correct  f the SE named above. |
| Contact Details:   |  |                             |                           |                      |  |
| You do not have to give any or information in the box opposite you do, it will help Companies to contact you if there is a quer the form. The contact informat you give will be visible to search the public record. | but if<br>Registry<br>y on<br>ion that |                             |                           |                      | Tel                                    |

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

| SE66(2)(a)(NI)   |  | 1  |                | fficial use<br>rcode here |
|--|--|--|----------------|---------------------------|
| Please complete in typescrip<br>or in bold black capitals  | t,                                       | Draft Terms of<br>Holding Societas<br>involving a  | Euro<br>a NI R | paea (SE)                 |
| Registered Number<br>Company or SE   | of _                                     |  | ]              |                           |
| Full Name of NI Register Promoting Company of  |  |  |                |                           |
|  | No 2                                     | uant to Article 32(2) of Cou<br>157/2001, a copy of the dra<br>osed SE are attached to thi   | aft terms      |                           |
| Signature Se   | cretary/Dir                              | at the information given in t  Date ector of the promoting company name or management organ of the promoting company name or management organ of the promotions. | ned above      | or Member of the          |
| Contact Details:   |  |  |                |                           |
| You do not have to give any of information in the box opposite you do, it will help Companies to contact you if there is a que the form. The contact information | but if<br>Registry<br>ry on<br>tion that |  |                | Tel                       |
| you give will be visible to sear<br>the public record  | chers of                                 | DX Number  | DX Exch        |                           |

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

| SE66(3)(a)(NI)   | for official use<br>attach barcode here  |
|--|--|
| Please complete in typescript, or in bold black capitals   |  |
|  | Draft Terms of Conversion of PLC to Societas Europaea (SE)   |
| Company number of PLC  |  |
| Full Name of PLC   |  |
| No<br>coi  | rsuant to Article 37(5) of Council Regulation (EC) 2157/2001, a copy of the draft terms for the oversion of the above named PLC to an SE are ached to this form. |
| Signed   | that the information given in this form is correct  Date  Date   |
| Contact Details:   |  |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registr to contact you if there is a query on the form. The contact information tha you give will be visible to searchers of | Tel  |
| the public record  | DX Number DX Exchange  |

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

| SE68(1)(NI)   |  | for official use<br>attach barcode here |
|---|--|---|
| Please complete in typescript, or in bold black capitals  |  |   |
| f   | otice of Satisfaction<br>or the Formation of I<br>ocietas Europaea (S<br>II Registered Compa | Holding<br>SE) by a                     |
| Registered Number of Company or SE  |  |   |
| Full Name of NI<br>Registered Promoting<br>Company or SE  |  |   |
| Proposed Full Name of Holding SE  |  |   |
| Article 33(2) of Counci   | ny/SE named above gives no<br>I Regulation (EC) No 2157/2<br>proposed holding SE name        | 001 the conditions                      |
| I certify t   | hat the information given in the   | his form is correct                     |
|   | Date or of the promoting company named a management organ of the promoting                   |   |
| Contact Details:  |  |   |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry to contact you if there is a query on the form. The contact information that |  | Tel                                     |
| you give will be visible to searchers of<br>the public record   | DX Number  | DX Exchange                             |

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

| SE70(6)(NI)   | official use arcode here |
|---|--------------------------|
|   |                          |
| Please complete in typescript, or in<br>bold black capitals |                          |

# Statement of solvency by Members of Societas Europaea (SE) which is proposing to transfer from NI

| Registered number<br>of SE             |  |
|--|--|
| Full name of SE                        |  |
| Proposed New Name of SE(If applicable) |  |
| Date of Proposed                       |  |

Declaration:

We being all the members of the (please delete as appropriate):

- (i) administrative organ of the SE named above; or
- management organ of the SE named above, and having been authorised to make this statement by the supervisory organ;

make this statement pursuant to Regulation 70(6) of The European Public Limited-Liability Company Regulations (Northern Ireland) 2004, in order to satisfy the Department of Enterprise, Trade and Investment as required by Article 8(7) of Council Regulation (EC) No 2157/2001 (the "Regulation").

We have formed the opinion:

- As regards the above named SE's financial situation immediately following the date (as given above) on which the transfer is proposed to be made, that there will be no grounds on which the SE could then be found to be unable to pay its debts:
- As regards the above named SE's prospects for the year immediately following the date (as given above) on which the transfer is proposed to be

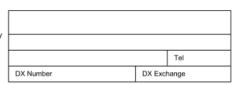
made, that, having regard to our intentions with respect to the management of the SE's business during that year and to the amount and character of the financial resources which will in our view be available to the SE during that year, the SE will be able to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due throughout that year); and

3. In forming our opinion for the purposes of paragraph 1 above we have taken into account the same liabilities (including prospective and contingent liabilities) as would be relevant under Article 102 of the Insolvency (Northern Ireland) Order 1989 (winding up by the High Court) to the question whether a company is unable to pay its debts.

All members of the organ designated at (i) or (ii) above must sign overleaf

#### **Contact Details:**

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



When you have completed and signed this form please send it to the Department of Enterprise, Trade and Investment at:

| Signatures of<br>named on pa | f the Members of the management or<br>ge 1 | r administra | ative organ of the SE |
|------------------------------|--|--------------|-----------------------|
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              | ]                     |
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              | ]                     |
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              | ]                     |
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              | ]                     |
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              | ]                     |
| Signed                       |  | Date         |                       |
| Name in block capitals       |  |              | ]                     |
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              |                       |
| Signed                       |  | Date         |                       |
| Name in<br>block<br>capitals |  |              | ]                     |
| Signed                       |  | Date         |                       |

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| Name in  |  |
|----------|--|
| block    |  |
| capitals |  |

Please use a continuation sheet if more members of the SE are required to sign this declaration

| SE77A(NI)   |   | for official use<br>attach barcode here                                 |    |
|---|---|---|----|
| Please complete in typ or in bold black capital         |   |   |    |
|   |   | Appointment of a member of a supervisory organ of Societas Europaea (SE | of |
|   | SE Numb   | per   |    |
|   | SE Name in fu   | ıll   |    |
|   | Date of appointment   | Day Month Year Day Month Year  Birth                                    |    |
| Appointment form  | Forename(s)   |   |    |
|   | Surname   |   |    |
|   | Previous<br>Forename(s)   | Previous Surname(s)   |    |
| † In case of a<br>corporation or<br>Scottish firm, give | Usual<br>residential<br>address†  |   |    |
| the registered or principal office address.             | Town  | Postcode  |    |
|   | County/Region   | Country   |    |
|   | Nationality   | Business occupation   |    |
| othe<br>or r<br>the                                     | ticulars of<br>er directorships<br>nemberships of<br>supervisory<br>an of an SE |   |    |
| Car   | I consent to act a  | as a member of the supervisory organ of the above named S               | Έ  |
| Cor   | isent Signature   | Date  | ┙  |

A member of the management organ etc, must sign the form below.

| 8  | igned                            |  | Date         |                 |
|--|----------------------------------|--|--------------|-----------------|
|  |                                  | er of the managemen<br>ative receiver / receiv |              |                 |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry |                                  |  |              |                 |
| to contact you if there is a query on<br>the form. The contact information tha                                     | .                                |  |              | Tel             |
| you give will be visible to searchers of   |                                  |  |              | 1.4.            |
| the public record  | DX N                             | lumber   | DX Exc       | hange           |
| th<br>R<br>8<br>C<br>W<br>B  | egistry o<br>Industri<br>ompanie |  | Inions<br>es | ease send it to |
| SE Nun   | nber                             |  |              |                 |
| Other directors  | hips                             |  |              |                 |

SE77(B)(NI)

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for official use

| Please complete in<br>or in bold black cap                                |                                | attach barcode  |            |
|---|--------------------------------|---|------------|
|   |                                | Termination of Appoin<br>of a member of a<br>supervisory organ of<br>Societas Europaea (SE  |            |
|   | SE Number                      |   |            |
| SE  | Name in full                   |   |            |
| ,   | NAME                           |   |            |
| Please insert<br>details as<br>previously                                 | Forename(s                     | )   |            |
| notified to<br>Companies Registry   | Surname                        | Day Month Year  |            |
|   | Date of Birth                  |   |            |
|   | A member                       | r of the management organ etc, must sign the form   | below.     |
|   | Signed                         | Date  |            |
| ** Delete as appropri   |                                | nber of the management organ / administrat<br>strative receiver / receiver manager / receiv |            |
| You do not have to give information in the box o you do, it will help Com | pposite but if panies Registry |   |            |
| to contact you if there is<br>the form. The contact in                    | nformation that                | Tel   |            |
| you give will be visible t<br>the public record                           |                                | X Number DX Exchange  |            |
|   | When yo                        | ou have completed and signed this form please s   | send it to |

the Registrar of Companies at:

| SE77C(NI)   |                               | Г   | for off<br>attach bar | icial use       |
|---|-------------------------------|---|-----------------------|-----------------|
| Please complete in typ<br>or in bold black capital                            |                               | _   | _                     | _               |
|   | membe                         | of particular<br>r of a supervi<br>of Societas Eu | isory                 | ı (SE)          |
|   | SE Numbe                      | er  |                       |                 |
|   | SE Name in ful                | 1   |                       |                 |
| Changes of Complete particulars form  | in all cases Date of c        | hange of particulars                              | Day Mon               | h Year          |
| Name  | Forename(s)                   |   |                       |                 |
|   | Surname                       |   |                       |                 |
|   | Date of Birth                 | Day Month   | Year                  |                 |
| Change of name (enter new   | w name) FOIename(s            | 5)  |                       |                 |
|   | Surname                       |   |                       |                 |
| Change of usual resi  | idential address†             |   |                       |                 |
|   | Town                          |   |                       |                 |
| † In case of a<br>corporation, or<br>Scottish firm, give<br>the registered or | County/Region                 |   | Postcod               | е               |
| principal office address.   | Country                       |   |                       |                 |
|   | Other change (please specify) |   |                       |                 |
|   | A serving member of           | of the management organ                           | etc, must sign        | the form below. |
|   | Signed                        |   | Date                  |                 |
| * Delete as appropriate   |                               | the management orga<br>re receiver / receiver n   |                       |                 |

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

|           |         | Tel   |
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| DX Number | DX Exch | nange |
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When you have completed and signed this form please send it to the Registrar of Companies at:

| SE80(1)(a)(NI)   |  | for official use attach barcode here                     |  |  |
|--|--|--|--|--|
| Please complete in typescript, or in bold black capitals   |  | _  |  |  |
|  | Amendment of Societas Euro   | of Statutes of<br>opaea (SE)                             |  |  |
| Registered number of SE  |  |  |  |  |
| Full Name of SE  |  |  |  |  |
| The<br>Reg<br>the S<br>A co<br>attac<br>The  | s notice that pursuant to reg<br>European Public Limited-Lia<br>Jations (Northern Ireland) 2<br>SE have been amended.<br>py of the amendments to the<br>ched to this form.<br>amended statutes came into<br>ent date). | ability Company<br>1004 the statutes of<br>e statutes is |  |  |
| Signature  Date  Member of the management or administrative organ of the SE named above.   |  |  |  |  |
| Contact Details:   |  |  |  |  |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry to contact you if there is a query on |  |  |  |  |
| the form. The contact information that<br>you give will be visible to searchers of<br>the public record  | DX Number  | Tel  DX Exchange   |  |  |
|  |  | Dr. Extribingo   |  |  |

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SE80(1)(b)(NI)

**Status:** This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

for official use

| Please complete in typescript,<br>or in bold black capitals.  |   |
|---|---|
|   | Notice of Initiation or Termination<br>of Winding-up, Liquidation,<br>Insolvency or Cessation of<br>Payment Procedures and<br>Decision to Continue Operating<br>of Societas Europaea (SE) |
| Registered number of SE   |   |
| Full Name of SE   |   |
|   | respect of the CC period character the following supply   |
| oc  | respect of the SE named above the following event curred on: (Please insert date and k the appropriate box)   |
|   | Initiation of insolvency procedures Termination of insolvency procedures Initiation of cessation of payment procedures Termination of cessation of payment procedures                     |
| I certify   | that the information given in this form is correct  |
|   | the management or administrative organ of the SE or the ceiver/Manager/Administrator/Administrative Receiver/Supervisor of above.   |
| Contact Details:  |   |
| You do not have to give any contact<br>information in the box opposite but if<br>you do, it will help Companies Regist<br>to contact you if there is a query on |   |

the form. The contact information that you give will be visible to searchers of the public record

|           |         | Tel   |
|-----------|---------|-------|
| DX Number | DX Excl | nange |

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

| SE83(NI)  |                                   | for official use<br>th barcode here |
|---|-----------------------------------|-------------------------------------|
| Please complete in typescript, or in bold black capitals.   | rersion of Societas Europ         | aea (SE) to PLC                     |
| Full name of converting<br>SE   |                                   |                                     |
| Company number of converting SE   |                                   |                                     |
| Proposed Full Name of PLC   |                                   |                                     |
|   |                                   |                                     |
| Proposed Registered<br>Office Address<br>PO Box numbers only are not acceptable   |                                   |                                     |
| Town  |                                   |                                     |
| County  | UK Pos                            | stcode                              |
| Contact Details:  |                                   |                                     |
| You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry                      |                                   |                                     |
| to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record | DX Number [                       | Tel<br>OX Exchange                  |
| v   | When you have completed and signs | ed this form please                 |

DX 481 NR

Registry of Companies, Credit Unions & Industrial & Provident Societies, 1<sup>st</sup> Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS

| Propose                            | d name of PLC   |   |                    |         |
|------------------------------------|-----------------|---|--------------------|---------|
| Secretary of PLC                   | Forename(s)     |   |                    |         |
|                                    | Surname         |   |                    |         |
| Previ                              | ous forename(s) |   |                    |         |
| Previ                              | ous surname(s)  |   |                    |         |
| Usual resid                        | ential address† |   |                    |         |
|                                    | Town            |   |                    |         |
|                                    | County          |   | UK Po              | ostcode |
|                                    | Country         | †Please give your usual corporation or Scottish fin office address. |                    |         |
| Cons                               | sent signature  | I consent to act as the secretar                                    | y of the PLC  Date |         |
| Director of PLC<br>(Please list in | Forename(s)     |   |                    |         |
| alphabetical order)                | Surname         |   |                    |         |
| Previ                              | ous forename(s) |   |                    |         |
| Previ                              | ous surname(s)  |   |                    |         |
| Usual resid                        | ential address† |   |                    |         |
|                                    | Town            |   |                    |         |
|                                    | County          |   | UK Po              | ostcode |
|                                    | Country         |   |                    |         |

|  | †Please give your usual corporation or Scottish fi office address. |          |          |         |  |
|--|--|----------|----------|---------|--|
| Date of birth                                  |  |          | Nationa  | lity [  |  |
| Business Occupation                            |  |          |          |         |  |
| Other directorships                            |  |          |          |         |  |
|  |  |          |          |         |  |
|  | I consent to act as a director of                                  | f the PL | С        |         |  |
| Consent signature                              |  |          | Date     |         |  |
|  |  |          |          |         |  |
| Director of PLC Forename(s)<br>(Please list in |  |          |          |         |  |
| alphabetical order) Surname                    |  |          |          |         |  |
| Previous forename(s)                           |  |          |          |         |  |
| Previous surname(s)                            |  |          |          |         |  |
| Usual residential address†                     |  |          |          |         |  |
|  |  |          |          |         |  |
| Town   |  |          |          |         |  |
| County/Region                                  |  |          | UK Po    | ostcode |  |
| Country  |  |          |          |         |  |
|  | †Please give your usual corporation or Scottish fi office address. |          |          |         |  |
| Date of birth                                  |  |          | Nationa  | list. [ |  |
| Business Occupation                            |  |          | INALIONA | iity –  |  |
| Other directorships                            |  |          |          |         |  |
| Other directorships                            |  |          |          |         |  |
|  | I consent to act as a director of                                  | f the PL | C        |         |  |
|  |  | 1        |          |         |  |
| Consent signature                              |  |          | Date     |         |  |

| Please use a continuation sheet if more | officers of the PLC are to be appointed. |
|---|--|
|---|--|

Please tick the boxes below to confirm that  $\underline{\textit{all}}$  the following documents are attached to this form:

| Tick<br>the box<br>(√) | Number of Pages | Document description   |  |  |  |
|------------------------|-----------------|--|--|--|--|
|                        |                 | Report by management or administrative organ of<br>the SE converting to PLC pursuant to Article 66(3)<br>of Council Regulation (EC) No 2157/2001 |  |  |  |
|                        |                 | Copy of certificate(s) of expert(s) pursuant to Article 66(5) of Council Regulation (EC) No 2157/2001  |  |  |  |
|                        |                 | Memorandum and Articles of Association of proposed PLC   |  |  |  |
|                        |                 | Copy of Resolution approving conversion of SE to PLC pursuant to Article 66(6) of Council Regulation (EC) No 2157/2001                           |  |  |  |

| Member of SE's<br>Declaration: | Ι,   |  |  |  |  |  |  |
|--------------------------------|--|--|--|--|--|--|--|
| Declaration:                   | of   |  |  |  |  |  |  |
|                                |  |  |  |  |  |  |  |
|                                | being a member of the management or administrative organ of the SE named on page 1 confirm that:   |  |  |  |  |  |  |
|                                | The SE mentioned on page 1 was first registered on and that no decision on conversion was taken before two years had elapsed since its registration or before the first two sets of annual accounts had been approved;   |  |  |  |  |  |  |
|                                | Pursuant to Article 66(3) of Council Regulation (EC) No 2157/2001 (the "Regulation") the draft terms of conversion were drawn up by the management or administrative organ of the SE named on page 1 and were publicised pursuant to the Regulation and to regulation 83 of the The European Public Limited-Liability Company Regulations (Northern Ireland) 2004; |  |  |  |  |  |  |
|                                | Pursuant to Article 66(3) of the Regulation a report (copy attached to this Form) was drawn up by the management or administrative organ of the SE named on page 1 on  |  |  |  |  |  |  |
|                                | Pursuant to Article 66(5) of the Regulation an independent expert(s) prepared a certificate (copy(ies) attached to this form) dated;   |  |  |  |  |  |  |
|                                | The general meeting approved the Memorandum and Articles of Association and draft terms of the conversion on (copy(ies) of resolution and Memorandum and Articles of Association are attached to this form); and   |  |  |  |  |  |  |
|                                | 6. The information given in this form is correct.  |  |  |  |  |  |  |
| Signature                      | Date   |  |  |  |  |  |  |
| Member                         | er of the management or administrative organ of the SE named on page 1.  |  |  |  |  |  |  |
|                                |  |  |  |  |  |  |  |
|                                |  |  |  |  |  |  |  |
|                                |  |  |  |  |  |  |  |
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| SE84(NI)   |   |                  | at  |     | r official use<br>barcode here  |  |  |  |
|--|---|------------------|---|-----|---------------------------------|--|--|--|
| N<br>Please complete in typescript,<br>or in bold black capitals.  | otific  |                  |   |     | Conversion of<br>ea (SE) to PLC |  |  |  |
| Company number of convertin  | g SE  |                  |   |     |                                 |  |  |  |
| Full name of converting  | SE  |                  |   |     |                                 |  |  |  |
| Proposed Full Name of PLC  |   |                  |   |     |                                 |  |  |  |
| (E<br>Eu<br>Re<br>for<br>att   | Pursuant to Article 66(4) of Council Regulation (EC) No 2157/2001 and regulation 84 of the European Public Limited-Liability Company Regulations (Northern Ireland) 2004 draft terms for the conversion of the above named SE are attached. |                  |   |     |                                 |  |  |  |
| Signed   |   | that the inform  | hat the information given in this form is correct  Date |     |                                 |  |  |  |
| - ц  | the man   | agement or admin | ]   | - 1 | he SE named above.              |  |  |  |
| Contact Details:  You do not have to give any contact information in the box opposite but if you do, it will help Companies Registry to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record | DXN   | Number           |   | DX  | Tel<br>Exchange                 |  |  |  |
| When you have completed and signed this form please send it to the Registrar of Companies at:  Registry of Companies, Credit Unions & Industrial & Provident Societies, 1st Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS DX481 NR                             |   |                  |   |     |                                 |  |  |  |

#### SCHEDULE 2

Regulation 14

#### PROVISIONS OF THE 1986 ORDER APPLYING TO THE REGISTRATION OF SES

- 1. Article 653(4) and (5)(1) (registrar).
- 2. Article 654(2) (registered numbers) applies in relation to SEs as it applies in relation to companies, as if it referred to the allocation of a number to an SE.
- 3. Articles 655(3), 656A(4) and 656B(5) (documents delivered to the registrar etc.) apply to documents delivered to the registrar under these Regulations as they apply to documents etc. delivered to the registrar under the 1986 Order.
- 4. Article 662(6) (enforcement of duty to make returns) applies to a default in complying with any provision of these Regulations requiring the delivery of documents, or the giving of notice, to the registrar as it applies to a default in complying with a provision of the 1986 Order.

#### SCHEDULE 3

Regulations 16(1) and 32

#### STANDARD RULES ON EMPLOYEE INVOLVEMENT

#### Part 1:

#### Composition of the representative body

- 1. The management of the SE shall arrange for the establishment of a representative body in accordance with the following provisions -
  - (a) the representative body shall be composed of employees of the SE and its subsidiaries and establishments;
  - (b) the representative body shall be composed of one member for each 10% or fraction thereof of employees of the SE, its subsidiaries and establishments employed for the time being in each EEA state;
  - (c) the members of the representative body shall be elected or appointed by the members of the special negotiating body; and
  - (d) the election or appointment shall be carried out by whatever method the special negotiating body decides.
- 2. Where its size so warrants, the representative body shall elect a select committee from among its members comprising at most three members.
  - 3. The representative body shall adopt rules of procedure.
- 4. The representative body shall inform the competent organ of the SE of the composition of the representative body and any changes in its composition.

<sup>(1)</sup> Paragraphs (4) and (5) were inserted by Article 18 of, and paragraph 4(3) of Schedule 5 to, the Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))

<sup>(2)</sup> Article 654 was substituted by Article 78 of, and paragraph 13 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990 (S.I. 1990/1504 (N.I. 10)), and amended by S.R. 1993 No. 198

<sup>(3)</sup> Article 655 was substituted by Article 59(1) of the Companies (No. 2) (Northern Ireland) Order 1990 and amended by S.R. 1993 No. 198 and S.R. 2003 No. 3

<sup>(4)</sup> Article 656A was inserted into the 1986 Order by Article 60(1) of the Companies (No. 2)(Northern Ireland) Order 1990

<sup>(5)</sup> Article 656B was inserted into the 1986 Order by S.R. 2003 No. 3

<sup>(6)</sup> Article 662 was amended by Article 61(4) of the Companies (No. 2) (Northern Ireland) Order 1990

- 5.—(1) Four years after its establishment, the representative body shall decide whether to open negotiations with the competent organ of the SE to reach an employee involvement agreement or whether the standard rules in Part 2 and, where applicable, Part 3 of this Schedule shall continue to apply.
- (2) Where a decision is taken under sub-paragraph (1) to open negotiations, regulations 27 to 29 and 31 shall apply to the representative body as they apply to the special negotiating body.

#### Part 2:

#### Standard rules for information and consultation

- 6.—(1) The competence of the representative body shall be limited to questions which concern the SE itself and any of its subsidiaries or establishments in another EEA state or which exceed the powers of the decision-making organ in a single EEA state.
- (2) For the purpose of informing and consulting under sub-paragraph (1) the competent organ of the SE shall
  - (a) prepare and provide to the representative body regular reports on the progress of the business of the SE and SE's prospects;
  - (b) provide the representative body with the agenda for meetings of the administrative or, where appropriate, the management or supervisory organs and copies of all documents submitted to the general meeting of its shareholders;
  - (c) inform the representative body when there are exceptional circumstances affecting the employees' interests to a considerable extent, particularly in the event of relocations, transfers, the closure of establishments or undertakings or collective redundancies.
  - (a) (3) (a) The competent organ shall, if the representative body so desires, meet with that body without prejudice to sub-paragraph (b), at least once a year to discuss the reports referred to in sub-paragraph (2)(a). The meetings shall relate in particular to the structure, economic and financial situation, the probable development of business and of production and sales, the situation and probable trend of employment, investments and substantial changes concerning organisation, introduction of new working methods or production processes, transfers of production, mergers, cut-backs or closures of undertakings, establishments or important parts thereof and collective redundancies;
  - (b) in the circumstances set out in sub-paragraph (2)(c), the representative body may decide, for reasons of urgency, to allow the select committee to meet the competent organ and it shall have the right to meet a more appropriate level of management within the SE rather than the competent organ itself;
  - (c) in the event of the competent organ not acting in accordance with the opinion expressed by the representative body, the two bodies shall meet again to seek an agreement, if the representative body so wishes.
- (4) In the circumstances set out in sub-paragraph (3)(b), if the select committee attends the meeting, any other members of the representative body who represent employees who are directly concerned by the measures being discussed also have the right to participate in the meeting.
- (5) Before any meeting referred to in sub-paragraph (3), the members of the representative body or the select committee, as the case may be, shall be entitled to meet without the representatives of the competent organ being present.
- (6) Without prejudice to regulations 37 and 38, the members of the representative body shall inform the employees' representatives or, if no such representatives exist, the employees of the

SE and its subsidiaries and establishments, of the content and outcome of the information and consultation procedures.

- (7) The representative body and the select committee may be assisted by experts of its choice.
- (8) The costs of the representative body shall be borne by the SE which shall provide the members of that body with financial and material resources needed to enable them to perform their duties in an appropriate manner, including (unless agreed otherwise) the cost of organising meetings, providing interpretation facilities and accommodation and travelling expenses. However, where the representative body or the select committee is assisted by more than one expert the SE is not required to pay the expenses of more than one of them.

#### Part 3:

#### Standard rules for participation

- 7.—(1) In the case of an SE established by transformation, if the rules of a EEA state relating to employee participation in the administrative or supervisory body applied before registration, all aspects of employee participation shall continue to apply to the SE. Sub-paragraph (2) shall apply *mutatis mutandis* to that end.
- (2) In the case where an SE is established other than by transformation and where the employees or their representatives of at least one of the participating companies had participation rights, the representative body shall have the right to elect, appoint, recommend or oppose the appointment of a number of members of the administrative or supervisory body of the SE, such number shall be equal to the highest proportion in force in the participating companies concerned before the registration of the SE.
  - (a) (3) (a) Subject to head (b), the representative body shall, taking into account the proportion of employees of the SE employed in each EEA state, decide on the allocation of seats within the administrative or supervisory body;
  - (b) In making the decision set out in head (a), if the employees in one or more EEA state are not covered by the proportional criterion set out in head (a), the representative body shall appoint a member from one of those EEA states including one from the EEA state in which the SE is registered, if appropriate;
  - (c) Every member of the administrative body or, where appropriate, the supervisory body of the SE who has been elected, appointed or recommended by the representative body or the employees shall be a full member with the same rights and obligations as the members representing shareholders, including the right to vote.

#### **SCHEDULE 4**

Regulations 83 and 86

## MODIFICATIONS OF THE 1986 ORDER AND THE INSOLVENCY (NORTHERN IRELAND) ORDER 1989

#### Modifications applying before registration

1.—(1) The converting SE's memorandum and articles of association shall not have names subscribed on them.

- (2) Article 13(4)(b) and (c), (5) and (5A) of the 1986 Order(7) (memorandum of association: subscribers) shall not apply.
  - (3) In Article 18 of the 1986 Order(7) (articles of association) the following shall not apply
    - (a) the requirement in paragraph (1) for signature by the subscribers to the memorandum,
    - (b) paragraph (3)(c), and
    - (c) paragraph (4).
  - (4) Article 21 of the 1986 Order (documents to be sent to registrar) shall not apply.

#### Modifications applying on or after registration

- 2. A reference to a company's incorporation shall be construed as a reference to the registration of a converting SE's memorandum and articles of association.
- 3. A reference to documents delivered under the 1986 Order shall be taken to include a reference to documents delivered under regulation 83.
- 4.—(1) A reference to a company's certificate of incorporation shall be construed as a reference to the certificate given under regulation 85(3).
  - (2) A requirement for the registrar to issue a certificate of incorporation to a company shall
    - (a) be construed as a requirement to issue a certificate of registration similar to the certificate under regulation 85(3), and
    - (b) apply with such other modifications as the registrar considers necessary in consequence of head (a).
- 5. In Article 3 of the 1986 Order (definition of company), and in other legislation relating to companies, any reference to a company formed and registered under that Order shall have effect as if the reference to formation were omitted.

#### Effect of registration

- 6. Article 24 of the 1986 Order(8) (effect of registration) shall not apply.
- 7. Article 32(1) of the 1986 Order (definition of "member") shall not apply.

#### Use of "limited"

8. In Article 44 of the 1986 Order (penalty for improper use of "limited") the reference to incorporation with limited liability shall be construed as a reference to registration as a company with limited liability.

#### Certificate as to share capital

- 9. The following provisions shall not apply
  - (a) Article 127 of the 1986 Order(9) (public company share capital requirements), and
  - (b) Article 102(1)(b) of the Insolvency (Northern Ireland) Order 1989 (winding up by the High Court: lack of certificate under Article 127 of 1986 Order).

<sup>(7)</sup> Articles 13 and 18 were amended by S.R. 2003 No. 3

<sup>(7)</sup> Articles 13 and 18 were amended by S.R. 2003 No. 3

<sup>(8)</sup> Article 24 was amended by Article 381 of, and paragraph 3 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))

<sup>(9)</sup> Article 127 was amended by S.R. 2003 No. 3

#### **Fees**

- 10. In any regulations made under Article 657 of the 1986 Order(10) a reference to a certificate of incorporation shall be construed as including a reference to
  - (a) a certificate under regulation 85(3), and
  - (b) a certificate issued in accordance with paragraph 4(2).

#### Accounting reference date

11. No modification made under this Schedule shall affect the determination of the accounting reference date of a converting SE by the application of Article 232(3A) of the 1986 Order(11), by virtue of Article 61, or of regulation 81 prior to the registration of the converting SE under regulation 85.

<sup>(10)</sup> Article 657 was amended by Articles 61(2) and 113 of, and Schedule 6 to, the Companies (No. 2)(Northern Ireland) Order 1990, and by Article 15 of the Financial Provisions (Northern Ireland) Order 1993 (S.I. 1993/1252 (N.I. 5))

 <sup>(11)</sup> Article 232 was inserted into the 1986 Order by Article 5 of the Companies (Northern Ireland) Order 1990 (S.I. 1990/593(N.I. 5)) in place of an existing Article of that number, and amended by S.R. 1997 No. 314