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*Status: Point in time view as at 31/12/2020.*

*Changes to legislation: There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, PART 3. (See end of Document for details)*

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## STATUTORY INSTRUMENTS

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# 2018 No. 1298

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

### PART 3

#### Amendment of retained direct EU legislation

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

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

#### **Commencement Information**

**II** [Reg. 96](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**97.** Before Article 1 insert—

#### *“Article A1*

In this Regulation—

“the 2004 Regulations” means the European Public Limited-Liability Company Regulations 2004 <sup>M1</sup>;

“the 2009 Employee Involvement (GB) Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 <sup>M2</sup>;

“the 2009 Employee Involvement (NI) Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 <sup>M3</sup>;

“the Companies Acts” has the meaning given by section 2 of the Companies Act 2006 <sup>M4</sup>;

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of this regulation, as it had effect immediately before [<sup>F1</sup>IP completion day] and means an SE registered in the United Kingdom.

#### *Article A1*

**1.** On [<sup>F2</sup>IP completion day] every SE which remains registered in the United Kingdom immediately before [<sup>F2</sup>IP completion day] converts to a United Kingdom Societas (or UK Societas), and on and after [<sup>F2</sup>IP completion day] “UK Societas” replaces “SE” in its name.

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2. A UK Societas is deemed to have in place of its existing statutes, statutes that comprise the provisions of its existing statutes save that, as they apply from [F<sup>3</sup>IP completion day]—
- (a) “UK Societas” replaces “SE” in any reference to the SE’s name;
  - (b) any use of “European Public Limited-Liability Company” or “Societas Europaea” is replaced by “United Kingdom Societas ” or “UK Societas”;
  - (c) any reference in those statutes to Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees<sup>M5</sup> is read, where appropriate and where that reference remains operative, as though it were a reference to the 2009 Employee Involvement (GB) Regulations, or (as the case may be) the 2009 Employee Involvement (NI) Regulations;
  - (d) any reference in those statutes to the EC Regulation, the 2004 Regulations, the 2009 Employee Involvement (GB) Regulations, or the 2009 Employee Involvement (NI) Regulations, is read, where appropriate and where that reference remains operative, as though it is a reference to those enactments as they form part of retained EU law.
4. Paragraphs 1 and 2 do not apply to an outgoing SE (as to which, see paragraphs (4) and (5) of regulation 12A of the 2004 Regulations).
5. In paragraph 4, an “outgoing SE” means an SE—
- (a) which, immediately before [F<sup>4</sup>IP completion day], is registered in a Member State pursuant to a transfer of its registered address from the United Kingdom to that Member State; but
  - (b) whose registration in the United Kingdom has not been deleted before [F<sup>4</sup>IP completion day],
- in accordance with Article 8 of this Regulation, as it applied immediately before [F<sup>4</sup>IP completion day].
6. The provisions of Article 59 are disapplied for the purposes of this regulation.

#### *Article AAAI*

1. The UK Societas retains the legal personality it had when it was an SE.
2. Save as regards any rights or obligations which are no longer applicable to a UK Societas as a result of the European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, the conversion of an SE to a UK Societas—
  - (a) does not affect any rights or obligations of the UK Societas, or render defective any legal proceedings by or against it; and
  - (b) any legal proceedings that might have been continued or commenced against it when it was an SE may be continued or commenced against it as a UK Societas.

3. The records of an SE relating to any period before it became a UK Societas, in accordance with this Regulation, shall be treated for the purposes of this Regulation, the Companies Acts and the 2004 Regulations as if they were records of that UK Societas.”.

#### Textual Amendments

- F1** Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(i\)](#)
- F2** Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(ii\)\(aa\)](#)
- F3** Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(ii\)\(bb\)](#)
- F4** Words in [reg. 97](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [4\(a\)\(ii\)\(cc\)](#)

#### Commencement Information

- I2** Reg. 97 in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

#### Marginal Citations

- M1** [S.I. 2004/2326](#).
- M2** [S.I. 2009/2401](#).
- M3** [S.I. 2009/2402](#).
- M4** [2006 c.46](#).
- M5** [OJ No. L 294, 10.11.2001, p. 22](#).

98. In Article 1—

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

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

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

#### Commencement Information

- I3** [Reg. 98](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

99. Omit Articles 2 and 3.

*Status: Point in time view as at 31/12/2020.*

*Changes to legislation: There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, PART 3. (See end of Document for details)*

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**Commencement Information**

**I4** [Reg. 99](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**100.** In Article 4—

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

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**Commencement Information**

**I5** [Reg. 100](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**101.** In Article 5—

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

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**Commencement Information**

**I6** [Reg. 101](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

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**Commencement Information**

**I7** [Reg. 102](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

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**Commencement Information**

**I8** [Reg. 103](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**104.** In Article 9—

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

- (ii) for point (c)(i) substitute—
  - “(i) the 2004 Regulations, (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations;”;
- (iii) in point (c)(ii)—
  - (aa) for “the provisions of Member States' laws” substitute “ any enactment or rule of law ”;
  - (bb) omit “formed in accordance with the law of the Member State in which the SE has its registered office”;
- (iv) in point (c)(iii), omit “formed in accordance with the law of the Member State in which the SE has its registered office”;
- (b) omit paragraph 2;
- (c) in paragraph 3—
  - (i) for “an SE” substitute “ a UK Societas ”;
  - (ii) for “national laws” substitute “ enactments or rules of law ”;
  - (iii) for “those laws” substitute “ they ”;
  - (iv) for “SE” substitute “ UK Societas ”.

**Commencement Information**

**I9** [Reg. 104](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

**105.** In Article 10—

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

**Commencement Information**

**I10** [Reg. 105](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

**106.** In Article 11—

- (a) in paragraph 1—
  - (i) for “an SE” substitute “ a UK Societas ”;
  - (ii) for “SE” substitute “ UK Societas ”;
- (b) in paragraph 2—
  - (i) for “SEs” substitute “ UK Societates ”;
  - (ii) for “SE” substitute “ UK Societas ”;
- (c) in paragraph 3—
  - (i) for “a Member State” substitute “ England and Wales, Scotland or Northern Ireland ”;

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- (ii) for “the date of entry into force of this Regulation” substitute “[<sup>F5</sup>IP completion day]”;
- (iii) for “SE” substitute “ UK Societas ”.

#### Textual Amendments

- F5** Words in [reg. 106\(c\)\(ii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [4\(b\)](#)

#### Commencement Information

- I11** [Reg. 106](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

#### 107. In Article 12—

- (a) omit paragraphs 1 to 3;
- (b) in paragraph 4—
  - (i) in the first subparagraph—
    - (aa) for “SE” substitute “ UK Societas ”;
    - (bb) for “Directive” substitute “ (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations ”;
  - (ii) omit the second subparagraph.

#### Commencement Information

- I12** [Reg. 107](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

#### 108. In Article 13—

- (a) for “an SE” substitute “ a UK Societas ”;
- (b) for “the laws of the Member State in which the SE has its registered office in accordance with Directive [68/151/EEC](#)” substitute “ the 2004 Regulations ”.

#### Commencement Information

- I13** [Reg. 108](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

#### 109. Omit Articles 14 to 37.

#### Commencement Information

- I14** [Reg. 109](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

#### 110. In the heading to Title 3 (structure of the SE), for “the SE” substitute “ the UK Societas ”.

**Commencement Information**

**115** Reg. 110 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**111.** In Article 38, in the words before point (a), for “an SE” substitute “ a UK Societas ”.

**Commencement Information**

**116** Reg. 111 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**112.** In Article 39—

- (a) in paragraph 1—
  - (i) for “SE” substitute “ UK Societas ”;
  - (ii) omit the second sentence;
- (b) in paragraph 2, omit the second subparagraph;
- (c) in paragraph 3—
  - (i) for “SE” substitute “ UK Societas ”;
  - (ii) omit the last sentence;
- (d) in paragraph 4—
  - (i) at the start insert “ Subject to regulation 61 of the 2004 Regulations, ”;
  - (ii) omit the last sentence;
- (e) omit paragraph 5.

**Commencement Information**

**117** Reg. 112 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**113.** In Article 40—

- (a) in paragraph 1, for “SE” substitute “ UK Societas ”;
- (b) in paragraph 2 for “Directive 2001/86/EC” substitute—
  - “(a) Part 3 of the 2004 Regulations, as it had effect prior to its revocation by the European Public Limited-Liability Company (Amendment) Regulations 2009;
  - (b) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
  - (c) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations;”;
- (c) in paragraph 3—
  - (i) at the start insert “ Subject to regulation 62 of the 2004 Regulations, ”;
  - (ii) omit the second sentence.

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#### Commencement Information

**I18** Reg. 113 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

#### 114. In Article 41—

- (a) in paragraph 1, for “SE's” substitute “UK Societas's”;
- (b) in paragraph 2, for “SE” substitute “ UK Societas ”;
- (c) in paragraph 3, omit the second sentence.

#### Commencement Information

**I19** Reg. 114 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

#### 115. In Article 43—

- (a) in paragraph 1—
  - (i) for “SE” substitute “ UK Societas ”;
  - (ii) omit the second sentence;
- (b) in paragraph 2—
  - (i) at the start, insert “ Subject to regulation 64 of the 2004 Regulations ”;
  - (ii) for “SE's” substitute “UK Societas's”;
  - (iii) omit the second sentence;
  - (iv) in the second subparagraph, for “Directive [2001/86/EC](#)” substitute—
    - “(a) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
    - (b) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
- (c) in paragraph 3, for “Directive [2001/86/EC](#)” substitute—
  - “(a) Part 3 of the 2004 Regulations, as they had effect at the time those arrangements were determined;
  - (b) for England and Wales and for Scotland, the 2009 Employee Involvement (GB) Regulations;
  - (c) for Northern Ireland, the 2009 Employee Involvement (NI) Regulations.”;
- (d) omit paragraph 4.

#### Commencement Information

**I20** Reg. 115 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

#### 116. In Article 44, for “SE's” substitute “UK Societas's”.



**Commencement Information**

**I21** Reg. 116 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**117.** In Article 47—

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

**Commencement Information**

**I22** Reg. 117 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**118.** In Article 48—

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

**Commencement Information**

**I23** Reg. 118 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**119.** In Article 49—

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

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**Changes to legislation:** There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, PART 3. (See end of Document for details)

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

**Commencement Information**

**I24** [Reg. 119](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**120.** In Article 50—

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

**Commencement Information**

**I25** [Reg. 120](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**121.** In Article 51—

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

**Commencement Information**

**I26** [Reg. 121](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**122.** In Article 52—

- (a) for point (b), substitute—
  - “(b) (for England and Wales and for Scotland) the 2009 Employee Involvement (GB) Regulations, or (for Northern Ireland) the 2009 Employee Involvement (NI) Regulations.”;
- (b) in the second subparagraph—
  - (i) omit “governed by the law of the Member State in which the SE's registered office is situated”;
  - (ii) for “the law of that Member State” substitute “ any enactment or rule of law ”;
  - (iii) for “SE's” substitute “UK Societas's”.

**Commencement Information**

**I27** [Reg. 122](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

**Commencement Information**

**I28** [Reg. 123](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**124.** In Article 54—

- (a) in paragraph 1—
  - (i) at the start insert “ Subject to regulation 68 of the 2004 Regulations ”;
  - (ii) for “an SE”, substitute “ a UK Societas ”;
  - (iii) for “the law of the Member State in which the SE's registered office is situated” substitute “ any enactment or rule of law ”;
  - (iv) for “the SE” substitute “ the UK Societas ”;
  - (v) omit the second sentence;
- (b) in paragraph 2—
  - (i) for “the national law” substitute “ any enactment or rule of law ”;
  - (ii) omit “in the Member State in which the SE's registered office is situated”.

**Commencement Information**

**I29** [Reg. 124](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**125.** In Article 55—

- (a) in paragraph 1—
  - (i) for “an SE's” substitute “a UK Societas's”;
  - (ii) for “SE” substitute “ UK Societas ”;
  - (iii) for “SE's” substitute “UK Societas's”;
  - (iv) omit “or national legislation”;
- (b) in paragraph 3—
  - (i) omit “within the jurisdiction of which the SE's registered office is situated”;
  - (ii) for “national provisions” substitute “ any enactment or rule of law ”.

**Commencement Information**

**I30** [Reg. 125](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**126.** Omit Article 56.

**Commencement Information**

**I31** [Reg. 126](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

**Commencement Information**

**I32** [Reg. 127](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

128. In Article 59—

- (a) in paragraph 1—
  - (i) at the start, insert “ Subject to regulation 59 of the 2004 Regulations ”;
  - (ii) for “an SE's” substitute “a UK Societas's”;
  - (iii) omit “in the Member State in which an SE's registered office is situated”;
- (b) omit paragraph 2;
- (c) in paragraph 3, for “an SE's” substitute “a UK Societas's”.

**Commencement Information**

**I33** [Reg. 128](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

**Commencement Information**

**I34** [Reg. 129](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

130. In Article 61—

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

**Commencement Information**

**I35** [Reg. 130](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

131. Omit Article 62.

**Commencement Information**

**I36** [Reg. 131](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

132. In Article 63—

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

**Commencement Information**

**I37** Reg. 132 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

133. Omit Article 64.

**Commencement Information**

**I38** Reg. 133 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

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

**Commencement Information**

**I39** Reg. 134 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

135. In Article 66—

- (a) in paragraph 1—
  - (i) for “an SE” substitute “ a UK Societas ”;
  - (ii) omit from “governed by” to the end of the paragraph;
- (b) in paragraph 2, for “an SE” substitute “ a UK Societas ”;
- (c) in paragraph 3, for “SE” substitute “ UK Societas ”;
- (d) in paragraph 4, for “the manner laid down in each Member State's law in accordance with Article 3 of Directive 68/151/EEC” substitute “ in accordance with regulation 86 of the 2004 Regulations ”;
- (e) in paragraph 5, for “the national provisions adopted in implementation of Article 10 of Directive 78/855/EEC, by a judicial or administrative authority in the Member State to which the SE being converted into a public limited liability company is subject” substitute “ section 909 of the Companies Act 2006 (Expert's report (merger))<sup>M6</sup> ”;
- (f) in paragraph 6—
  - (i) for “SE” substitute “ UK Societas ”;
  - (ii) for “the provisions of national law adopted in implementation of Article 7 of Directive 78/855/EEC” substitute “ section 907 of the Companies Act 2006 (approval of members of merging companies) ”.

**Commencement Information**

**I40** Reg. 135 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, PART 3. (See end of Document for details)

#### Marginal Citations

**M6** [2006 c.46](#); [section 909](#) was amended by [S.I. 2011/1606](#) and [S.I. 2008/690](#).

#### 136. In Article 67—

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

#### Commencement Information

**I41** [Reg. 136](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

#### 137. Omit Articles 68 and 69.

#### Commencement Information

**I42** [Reg. 137](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

#### Commencement Information

**I43** [Reg. 138](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

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

#### Commencement Information

**I44** [Reg. 139](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

**Status:**

Point in time view as at 31/12/2020.

**Changes to legislation:**

There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, PART 3.