

SE FM02

Formation of holding Societas Europaea (SE)



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

✓ **What this form is for**
You may use this form to form a holding SE.

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

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

Part 1 SE details

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

All fields are mandatory unless specified or indicated by *

A1 Proposed name

Proposed name of SE in full ①

① **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at www.companieshouse.gov.uk

A2 SE name restrictions ②

Please tick the box only if the proposed SE name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

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

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

A3 Proposed registered office address

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

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A4

Detail of promoting companies or SEs

Details

Registered number (if applicable)

Name

Registered office address

Postcode

Name of Member
State and address of registry where documents are filed

Details

Registered number (if applicable)

Name

Registered office address

Postcode

Name of Member
State and address of registry where documents are filed

Details

Registered number (if applicable)

Name

Registered office address

Postcode

Name of Member
State and address of registry where documents are filed

Continuation page
Please use a continuation page if you need to enter more details.

Part 2 Subscribing capital of the proposed SE

B1	Subscribed capital in pound sterling (£) or euros (€) ¹	
Subscribed capital		¹ Subscribing capital in pound sterling (£) or euros (€) This must not be less than £50,000 or €57,100.

B2	Subscribed capital in other currencies ²	
		² Subscribing capital in other currencies Please specify currencies.

B3	Total subscribed capital	
	<input type="checkbox"/> Please tick the box to confirm that the total subscribed capital of the proposed SE is not less than the equivalent of €120,000.	

B4	Principal business activity	
	Please show the trade classification code number(s) for the principal activity or activities. ³	³ Principal business activity You must provide a trade classification (Standard Industrial Classification 2003) code or a description of your SE's main business in this space. A full list of the trade classification codes are available on our website: www.companieshouse.gov.uk
Classification code 1	<input type="text"/>	
Classification code 2	<input type="text"/>	
Classification code 3	<input type="text"/>	
Classification code 4	<input type="text"/>	
	If you cannot determine a code, please give a brief description of your business activity below:	
Principal activity description	<input type="text"/>	

B5	Documents attached	
	Please tick the boxes to confirm that all the following documents are attached to this form.	
	Document description	Number of pages
	<input type="checkbox"/> Statutes of proposed holding SE.	
	<input type="checkbox"/> Written report(s) by independent experts given in accordance with Article 32(4) of Council Regulation (EC) No 2157/2001.	
	<input type="checkbox"/> 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 in accordance with Article 32(6) of the Council Regulation (EC) No 2157/2001.	
	And, if applicable, that the following document is attached.	
	<input type="checkbox"/> Copy(ies) of resolution(s) of the promoting company(ies) and / or SE(s) giving express rectification of employee involvement (required only in the case of reserved rights under Article 32(6)).	

Part 3 Proposed members of the SE

Please list below details of persons who are members of the SE named above.
For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.
For a member who is an individual, go to Section C1; for a corporate member, go to Section D1;
Please use a continuation page if there are more members of the SE.

Member

C1 Member appointments ①

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

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

- ① Corporate appointments**
For corporate member appointments, please complete Sections D1-D6 instead of Section C.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section C5.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one member, please use the 'Member appointments' continuation page.

C2 Member's service address ⑤

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

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
Please state 'The SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.
If you provide your residential address here it will appear on the public record.

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C3

Member's position

- I consent to act as member of ①
- the administrative organ of the SE.
 - the supervisory organ of the SE.
 - the management organ of the SE.

① Please tick one box.

C4

Signature ②

I consent to act as member of the proposed SE named in **Section A1**.

② **Signature**
The person named above consents to act as member of the proposed SE.

Signature

Signature

X

X



This page is not shown on the public record



Do not cover this barcode

C5

Member's usual residential address¹

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

1 Member's usual residential address

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

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

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

Section 243 of
Companies Act 2006

Section 243 exemption²

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

Different postal address:

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

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

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



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Member

C1	Member appointments ^①		
	Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D6.		
Title *			<p>① Corporate appointments For corporate member appointments, please complete Sections D1-D6 instead of Section C.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section C5.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one member, please use the 'Member appointments' continuation page.</p>
Full forename(s)			
Surname			
Former name(s) ^②			
Country/State of residence ^③			
Nationality			
Date of birth	d d m m y y y y		
Business occupation (if any) ^④			

C2	Member's service address ^⑤		
Building name/number			<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Street			
Post town			
County/Region			
Postcode			
Country			

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

C4	Signature ^⑦		
	I consent to act as member of the proposed SE named in Section A1.		
Signature	Signature 		<p>⑦ Signature The person named above consents to act as member of the proposed SE.</p>

This page is not shown on the public record



Do not cover this barcode

C5

Member's usual residential address¹

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

1 Member's usual residential address

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

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

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

Section 243 of
Companies Act 2006

Section 243 exemption²

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

Different postal address:

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

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

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

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Corporate member

D1	Corporate member appointments ^①	
	Please use this section to list all the corporate members of the SE. Please complete Sections C1-C5.	
Name of corporate body or firm		① Additional appointments If you wish to appoint more than one corporate member, please use the 'Corporate member appointments' continuation page. ② Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO Box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number ^②		
Street		
Post town		
County/Region		
Postcode		
Country		

D2	Location of the registry of the corporate body or firm	
	Is the corporate member registered within the European Economic Area (EEA)? → Yes Complete Section D3 only → No Complete Section D4 only	

D3	EEA companies ^③	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ^④		③ EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ④ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		

D4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		⑤ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ^⑥		
If applicable, the registration number		

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D5

Corporate member's position

I consent to act as member of ①

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

① Please tick one box.

D6

Signature②

I consent to act as member of the proposed SE named in **Section A1**.

Signature

Signature

X

X

② **Signature**

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

Part 4 **Declarations**

E1

Member's Declaration

Member name

I,
of

being a proposed member of the management or administrative organ of the proposed SE named in **Part 1** confirm that:

1. In accordance with Article 32(2) of Council Regulation (EC) No 2157/2001 (the 'Regulation') the draft terms of formation were drawn up by the promoting company(ies) and/or SEs named in **Part 1** and were publicised by each of those company(ies) and/or SE(s) in accordance with the Regulation and any requirements of the Member State of the promoting companies on: (please give the date for each promoting company/SE)

2. In accordance with Article 32(4) and (5) the report(s) (copy(ies) attached to this form) were drawn up on

Drawing up date

d	d	m	m	y	y	y	y
---	---	---	---	---	---	---	---

by

3. The general meeting(s) of each of the promoting company(ies) and/or SE(s) named in **Part 1** approved the draft terms referred to in paragraph 1 above on (please specify the date for each company and/or SE)

4. The general meeting(s) of the promoting company(ies) and/or SE(s) (Please tick the appropriate box below):

- did not reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements in accordance with Council Directive 2001/86/EC; or
- did reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements in accordance with the 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)

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5. In accordance with Article 32 of the Regulation the shareholders of the promoting company(ies) and/or SE(s) named in **Part 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. The shareholders of the promoting company(ies) and/or SE(s) named in **Part 1** have assigned the minimum proportion of shares in each company(ies) and/or SE(s) in accordance with the draft terms of formation;
7. Each of the promoting company(ies) and/or SE(s) named in **Part 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 tick the appropriate box below)
 - is governed by the law of a different Member State, or
 - 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 on this form is correct.

① This must be signed by a proposed member of the management or administrative organ of the proposed SE name in Part 1.

Signature ①

Signature

X

X

Date

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

E2

Lawyer's Declaration

Lawyer name

I,
of

make this declaration in connection with the formation of the proposed holding SE named in **Part 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 Articles 32 and 33 respectively except that I am not required to confirm that employee involvement has been decided in accordance with the Council Directive 2001/86/EC.

Signature ①

Signature

X

X

Date

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

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E3

Employee Involvement Declaration

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

Employee Involvement Declaration A

Declaration A

(To be signed on behalf of the Special Negotiating Body (SNB) and by a proposed member of the management or administrative organ of the proposed subsidiary SE)

We, being an authorised member of the SNB and a proposed member of the management or administrative organ of the proposed SE declare that:

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

① This must be signed by a proposed member of the management or administrative organ of the proposed SE named in Part 1.

Signature of authorised member of SNB

Signature

X

X

Name

Date

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

Signature of proposed member of SE ①

Signature

X

X

Name

Date

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

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Employee Involvement Declaration B

Declaration B

(To be signed by a proposed member of the management or administrative organ of the proposed SE)

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

1. There are no outstanding disputes under either The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 ('the Great Britain Regulations') or (as the case may be) The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 ('the Northern Ireland Regulations') or under the equivalent legislation of any other Member State involved; and
2. The promoting companies or SEs named in **Part 1** of this form have fulfilled all their obligations in accordance with the Great Britain Regulations or (as the case may be) the Northern Ireland Regulations; and
3. The deadline for completing negotiations under regulation 14 of the Great Britain Regulations or (as the case may be) regulation 14 of the Northern Ireland Regulations has passed and no agreement has been reached and no decision has been taken regarding the options set out in paragraph 2 of declaration A above and that the standard rules contained in the Schedule to the Great Britain Regulations or (as the case may be) the Schedule to the Northern Ireland Regulations will apply.

❶ This must be signed by a proposed member of the management or administrative organ of the proposed SE named in Part 1.

Signature ❶

Signature

X

X

Name

Date

d	d	m	m	y	y	y	y
---	---	---	---	---	---	---	---

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Presenter information

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

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have filed form SE DT01 and SE SC01 in advance of this form.
- You have completed the proposed name.
- You have given details of the promoting companies or SEs.
- You have provided details of any subscribing share capital.
- You have attached the appropriate supporting documents.
- You have completed the proposed member's details.
- Any address given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- You have completed the appropriate declarations.
- You have signed the form, where appropriate.
- You have enclosed the correct fee.

Important information

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

How to pay

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

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

Where to send

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

For SEs registered in England and Wales:

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

For SEs registered in Scotland:

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

For SEs registered in Northern Ireland:

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

Section 243 exemption

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

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

Further information

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

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