

**Formation of holding Societas Europaea (SE)
to be registered in Republic of Ireland**

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

Company number
(to be allocated by CRO
on registration)

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

**Tick box if bond
is attached**

note eight

CRO receipt date stamp & barcode

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

SE name

in full/note one

Registered office

note two

Postcode

--

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

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

Registered Office Agent Company Name:

--

Registered Office Agent Company Number:

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

**Proposed financial
year end**

note three

Day	Month	Year

Presenter details

note six

Name

Address

Telephone number

Email

DX number/Exchange

	Fax number
	Contact Person
	Reference number

Statutes
delivered by an agent

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

Name

Address

Secretary details

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

Surname

Former surname

Forename

note four

Former forename

note five

Date of birth

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

Number of Body Corporate
(if applicable)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------

Body Corporate Name
(if applicable)

--

Residential address
or registered office
(as applicable)

note four

Postcode

--

Register

note four

(body corporate only)

--

Consent

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

Signature

--

Date

--

Company email address

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

--

Attached documents

note fourteen

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

- Statutes of proposed holding SE
- Written report(s) by independent experts given pursuant to Article 32(4) of Council Regulation 2157/2001/EC
- Copies of resolutions of the promoting companies approving the draft terms for the formation of the proposed holding SE pursuant to Article 32(6) of Council Regulation 2157/2001/EC
- Form SE13

And, if applicable, that the following document is attached to this form:

- Copies of resolutions of the promoting companies giving express ratification of employee involvement *note fifteen*

Director details

*including shadow/
alternate directors*

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

Surname

Former surname

Forename

Former forename

note four

note five

Date of birth

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

Residential address

note four

Postcode

EEA resident

note eight

Business occupation

Nationality

Alternate director

note nine

Full director appointing alternate director

note nine

Other directorships

Company/SE *note ten*

Place of incorporation

Company number

Consent

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

Signature

Date

Surname

Former surname

Forename

Former forename

note four

note five

Date of birth

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

Residential address

note four

Postcode

EEA resident

note eight

Business occupation

Nationality

Alternate director

note nine

Full director appointing alternate director

note nine

Other directorships

Company/SE *note ten*

Place of incorporation

Company number

Consent

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

Signature

Date

Details of promoting company

Company name Registered number *if applicable*

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

 Registered office address

Company name Registered number *if applicable*

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

 Registered office address

Subscribers to statutes

note eleven

Signature(s)	Subscriber	Agent	Date
	<i>Tick one box only</i>		
<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input style="width: 100%; height: 20px;" type="text"/>
<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input style="width: 100%; height: 20px;" type="text"/>
<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input style="width: 100%; height: 20px;" type="text"/>
<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input style="width: 100%; height: 20px;" type="text"/>
<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input style="width: 100%; height: 20px;" type="text"/>
<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input style="width: 100%; height: 20px;" type="text"/>

SE capital statement

note twelve

Total value authorised shares <input style="width: 100%; height: 20px;" type="text"/> €/ __	Total number authorised shares <input style="width: 100%; height: 20px;" type="text"/>	made up as follows:
Class of authorised shares <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/>	Number in each class <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/>	Value per share €/ __ <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/>
Total value issued shares <input style="width: 100%; height: 20px;" type="text"/> €/ __	Total number issued shares <input style="width: 100%; height: 20px;" type="text"/>	made up as follows:
Class of shares issued <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/>	Number in each class <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/>	Consideration for each share <i>note thirteen</i> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/> <input style="width: 100%; height: 20px;" type="text"/>

Declaration of compliance/s24 declaration

note sixteen

I
name in bold capitals

--

of
residential address

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

Director Secretary Lawyer engaged in the formation of the holding SE *note seventeen*

and that all the requirements of the Companies Act in respect of the registration of the said holding SE, and of matters precedent and incidental thereto have been complied with and that Form SE2 has been completed in accordance with the Notes on Completion of Form SE2.

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

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

NACE Code –
note eighteen

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

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

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

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

I further declare that:

1. Pursuant to Article 32(2) of Council Regulation 2157/2001/EC (the "Regulation") the draft terms of formation were drawn up by the aforementioned promoting companies and were publicised by each of those companies pursuant to the Regulation and any requirements of the Member State of the promoting company on: *note twenty-one*

2. Pursuant to Article 32(4) and (5) the report(s) were drawn up on:

--

by:

--

3. The general meeting(s) of the aforementioned promoting companies: *note fourteen*

- did not reserve the right to make registration of the proposed SE conditional upon its express ratification of the employee involvement arrangements pursuant to 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 pursuant to Directive 2001/86/EC. The general meetings of those promoting companies ratified the employee involvement arrangement on:

Promoting company

Date

- 4. Pursuant to Article 33 of the Regulation, the shareholders of the aforementioned promoting companies promoting the formation were given three months, from the date upon which the terms for the formation of the proposed SE were finally determined, to inform the promoting companies whether they intend to contribute their shares.
- 5. The shareholders of the aforementioned promoting company(ies) and or SE(s) have assigned the minimum proportion of shares in each company pursuant to the draft terms of formation.
- 6. Pursuant to Article 2(2) of the Regulation, the aforementioned promoting companies have their registered and head offices within the Community, or where the head office of a promoting company is not in the community, it is formed under the law of a Member State, has its registered office in that Member State and has a real and continuous link with a Member State's economy, and each of at least two of the promoting companies: *note fourteen*
 - 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.

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

Signature of declarant *name as at top of page*

--

This _____ day of _____ 20 _____

NOTES ON COMPLETION OF FORM SE2

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

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where “not applicable”, “nil” or “none” is appropriate, please state.
- Where the space provided on Form SE2 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- For the purposes of this form, “Member State” means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to “Community” includes the European Economic Area.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** The SE’s registered office must be located within the Republic of Ireland. A **full** postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice. If the address of the registered office is placed in the care of a Registered Office Agent, who has been approved by the CRO, then form B2 would only be completed in the future to note the cessation of appointment of the Reg. Office Agent.
- note three** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 343 of the Companies Act 2014 and will have regard in this context to the SE’s financial year-end.
- note four** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated and the register where it is registered. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature. All secretaries must be over the age of 18 years. (s.131 CA 2014).
- note five** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married person or civil partner, the name or surname by which he/she was known previous to his/her marriage or civil partnership.
- note six** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note seven** Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO **with** Form SE2. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification. ‘Shadow director’ means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note eight** Every SE must have a minimum of two directors, at least one of whom is an European Economic Area (EEA)-resident full director or a bond pursuant to s137 Companies Act 2014. Note that an EEA-resident alternate director is not sufficient for the purposes of s137 of the Act. Place a tick in the “EEA resident” box if the director is resident in a member State in accordance with s137 of the 2014 Act. If no full director is so resident, a valid bond must be furnished **with** the application. For further information on the bond, see CRO’s Information Leaflet No. 17.
- note nine** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided. If the SE’s statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director **and** his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note ten** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 5 years; (b) which is held or was held by a director in bodies corporate of which the company is (or was) the wholly owned subsidiary or which are or were the wholly owned subsidiaries either of the company or of another body corporate of which the company is or was the wholly owned subsidiary.

Pursuant to s142(1) Companies Act 2014, a person shall not at a particular time be a director of more than 25 companies. However, under s142(3) of the Act, certain directorships are not reckoned for the purposes of s142(1).

- note eleven** The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.
- note twelve** Where applicable, the details must correspond **exactly** with the share details given in the accompanying statutes.
The share capital must be expressed in euro and the subscribed share capital must not be less than €120,000.
- note thirteen** Indicate cash or stock.
- note fourteen** Tick the relevant box(es).
- note fifteen** This is required only in the case of reserved rights under Article 32(6).
- note sixteen** The declaration is a declaration of compliance with all the legal requirements relating to the formation of a holding SE to be registered in the Republic of Ireland. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note seventeen** The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note eighteen** The NACE code is the common basis for statistical classifications of economic activities within the E.U. The code is available on www.cro.ie. The four digit NACE code and general nature of the activity **must** correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
- note nineteen** As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note twenty** Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.
- note twenty-one** Please give the date for each promoting company.

Further information

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

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

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

Please carefully study the explanatory notes overleaf. A Form SE2 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM SE2, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie