

STATUTORY INSTRUMENTS.

S.I. No. 22 of 2007

EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY) (FORMS) REGULATIONS 2007

(Prn. A7/0049)

EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY) (FORMS) REGULATIONS 2007

I, MICHEÁL MARTIN, Minister for Enterprise, Trade and Employment, in exercise of the powers conferred on me by section 3 of the European Communities Act 1972 (No. 27 of 1972), as amended, for the purpose of giving full effect to Council Regulation (EC) No. 2157/2001 of 8 October 2001¹ on the Statute for a European company (SE) and the European Communities (European Public Limited-Liability Company) Regulations 2007 hereby make the following regulations:

1. (1) These Regulations may be cited as the European Communities (European Public Limited-Liability Company) (Forms) Regulations 2007.

(2) The Companies Acts and these Regulations shall be construed together as one.

2. These Regulations shall come into effect on 22nd of January 2007.

3. In these Regulations—

"Act of 1963" means the Companies Act 1963 (No. 33 of 1963);

"Act of 1982" means the Companies (Amendment) Act 1982 (No. 10 of 1982);

"Act of 1983" means the Companies (Amendment) Act 1983 (No. 13 of 1983);

"Act of 1990" means the Companies Act 1990 (No.33 of 1990);

"Act of 1999" means the Stamp Duties Consolidation Act 1999(No. 31 of 1999);

"Act of 2001" means the Company Law Enforcement Act 2001(No. 28 of 2001);

"Council Regulation" means Council Regulation 2157/2001/EC of 8 October 2001¹ on the Statute for a European Company;

"European Regulations" mean the European Communities (European Public Limited-Liability Company) Regulations 2007;

"No. 2 Act of 1999" means the Companies (Amendment)(No. 2) Act 1999 (No. 30 of 1999);

"Regulations of 2002" means the Companies Act 1990 (Form and Content of Documents delivered to Registrar) Regulations 2002 (S.I. 39 of 2002). ¹O.J. L294, 10/11/2001, p.1

Notice of the making of this Statutory Instrument was published in "Iris Oifigiúil" of 30th January, 2007. 4. A reference in these Regulations to a numbered Article is a reference to the Article so numbered in the Council Regulation.

5. A word or expression used in these Regulations, which is also used in the European Regulations, has the same meaning as it has in those Regulations.

6. The form set out in Part 1 of the Schedule to these Regulations (SE 1), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 2(1) and 25(2) of the Council Regulation, Regulations 4(1)(a) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.

7. The form set out in Part II of the Schedule to these Regulations (SE 2), or a form to like effect, is prescribed as the form to be used for the purposes of Article 2(2) of the Council Regulation, Regulations 4(1)(b) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.

8. The form set out in Part III of the Schedule to these Regulations (SE 3), or a form to like effect, is prescribed as the form to be used for the purposes of Article 2(3) of the Council Regulation, Regulations 4(1)(c) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.

9. The form set out in part IV of the Schedule to these Regulations (SE 4), or a form to like effect, is prescribed as the form to be used for the purposes of Article 2(4) of the Council Regulation, Regulations 4(1)(d) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.

10. The form set out in Part V of the Schedule to these Regulations (SE 5), or a form to like effect, is prescribed as the form to be used for the purposes of Article 3(2) of the Council Regulation, Regulations 4(1)(e) and 28 of the European Regulations, section 3 and 3A (inserted by section 101 of the Act of 2001) of the Act of 1982, section 5 of the Act of 1983, sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) of the No. 2 Act of 1999, section 117 of the Act of 1999 and the Regulations of 2002.

11. The form set out in Part VI of the Schedule to these Regulations (SE 6), or a form to like effect, is prescribed as the form to be used for the purposes of Article 8 of the Council Regulation, Regulations 5 and 28 of the European Regulations, Section 195 (8) (inserted by section 91 of the Act of 2001) of the Act of 1963, section 117 of the Act of 1999, section 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(*b*) and (5)) of the No. 2 Act of 1999 and the Regulations of 2002.

12. The form set out in Part VII of the Schedule to these Regulations (SE 7), or a form to like effect, is prescribed as the form to be used for the purposes of Article 8 of the Council Regulation, Regulation 7 and 11 of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

13. The form set out in Part VIII of the Schedule to these Regulations (SE 8), or a form to like effect, is prescribed as the form to be used for the purposes of Article 8(7) of the Council Regulation, Regulation 7 of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

14. The form set out in Part IX of the Schedule to these Regulations (SE 9), or a form to like effect, is prescribed as the form to be used for the purposes of Regulation 33(2) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

15. The form set out in Part X of the Schedule to these Regulations (SE 10), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 8(2) and 13 of the Council Regulation, Regulations 7 and 21 (1) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

16. The form set out in Part XI of the Schedule to these Regulations (SE 11), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 32(3) of the Council Regulation, Regulation 21(1) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

17. The form set out in Part XII of the Schedule to these Regulations (SE 12), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 37(5) of the Council Regulation, Regulation 21(1) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

18. The form set out in Part X III of the Schedule to these Regulations (SE 13), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 33(3) of the Council Regulation, Regulation 23 of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

19. The form set out in Part XIV of the Schedule to these Regulations (SE 14), or a form to like effect, is prescribed as the form to be used for the purposes

of Articles 13 and 59(3) of the Council Regulation, Regulations 24(1) and 32(a) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

20. The form set out in Part XV of the Schedule to these Regulations (SE 15), or a form to like effect, is prescribed as the form to be used for the purposes of Articles 13 and 65 of the Council Regulation, Regulations 24(1) and 32(b) of the European Regulations, section 249A (inserted by section 107 of the Act of 2001) of the Act of 1990 and the Regulations of 2002.

Regulation 6

PART I

to be registered in R Articles 2(1) and 25(2) Cou Regulations 4(1)(a) and 28 Public Limited-Liability Com Section 3 and 3A (inserted Enforcement Act 2001) Cor Section 5 Companies (Ame Sections 42 and 43, sectior section 45 (other than subs (Amendment)(No.2) Act 198 Section 117 Stamp Duties (ncil Regulation 2157/2001 (European Communities)(European pany)) Regulations 2007 by section 101 Company Law mpanies Amendment) Act 1982 endment) Act 1983 1 44 (other than subsection (2)) and ections (3)(b) and (5)) Companies 99 Consolidation Act 1999 and Content of Documents		
Tick box if bond is attached	SE number for official use		Companies Act
note eight	IESE Please complete using black type	script or BOLD CAPITA	LS, referring to explanatory notes
SE name			
in full/note one			
Registered office			
Proposed financial year end note three	Day Month Year		
Attached documents) note four	and formalities in respect of any r Certified copy of the decision of t	er conclusively attesting to merging Irish-Registered o he court(s), notary(ies) or	the completion of the pre-merger acts
Statutes delivered by an agent	Where a person as agent for the sub of Companies, place a tick in the bo	oscribers to the statutes	delivers the statutes to the Registra
	Name Address		
Secretary details	Please give details below of the pe	erson who has consente	d in writing to become secretary.
Surname		Former surname	
Forename note five		Former forename note six	
Residential address note five			
Consent	I hereby consent to act as secretary I have legal duties and obligation: Signature		
Presenter details note sev	/en		
Name			
Address			
DX number			Xexchange
DX number Telephone number			X exchange ax number

Director details including shadow/alternate directors	Please give details below of the persons w	ho have conse	nted in writing f	to become directors.
Surname	For	mer surname		
Forename		ner forename		
note five		note six		
Date of birth	Day Month Year	Irish resident note nine		
Residential address note five				
Business occupation		Nationality		
Alternate director	Full director appointing alte	rnate director note ten		
Other directorships note eleven	Company/SE	Place of registr	ation	Company/SE number
Consent	I hereby consent to act as director of the aforer legal duties and obligations imposed by the C			
	Signature		Date	
Sumana	Fer			
Surname Forename		mer surname ner forename		
note five		note six		
Date of birth	Day Month Year	Irish resident note nine		
Residential address				
Business occupation		Nationality		
Alternate director	Full director appointing alte	rnate director note ten		
Other directorships note eleven	Company/SE	Place of registr	ation	Company/SE number
Consent	I hereby consent to act as director of the aforer legal duties and obligations imposed by the C			
	Signature		Date	

Merger details	By acquisition	By formation of a	new SE
Details of merging companies	Company name		Registered number <i>if applicable</i>
	Name of Member State and address o	f registry where documents are filed	
	Registered office address		
	Company name		Registered number if applicable
	Name of Member State and address c	of registry where documents are filed	
	Registered office address		
Subscribers to statutes	Signature(s)	Subscriber Agent Tick one box only	Date
note twelve	L		
	<u> </u>		

Declaration of compliance and section 42(2) declaration	
I note fifteen name in bold capitals	
of residential address	
do solemnly and sincerely declare that I am a note four	
Director Secretary Lawyer engaged in	the formation of the SE
and that all the requirements of the Companies Acts in respect incidental thereto have been complied with and that Form SE1 ha Form SE1.	of the registration of the said SE, and of matters precedent and
I further declare that the purpose, or one of the purposes, for whe the State and that it appears to me that either	hich the SE is being formed is the carrying on by it of an activity in
(a) the activity can be classified in accordance with the relevant cl	assification system as follows:
NACE Code	
and that the general nature of the activity is note eighteen	
or (b) that the activity cannot be so classified but is precisely desc	bribed as follows: note eighteen
I further declare that the place or places in the State where it is p	proposed to carry on the activity is/are note nineteen
and that the place where the central administration of the SE will	normally be carried on will be note nineteen
I further declare that pursuant to Article 2(1) of Council Regulation formed under the law of a Member State and have registered off two of them is governed by the law of a different Member State of not have its head office in the Community, said company has a re applicable I further declare that this form, has been fully and accurately completed	ices and head offices within the Community and each of at least r where any of the aforementioned public limited companies does real and continuous link with a Member State's economy <i>delete</i> as
And I make this solemn declaration conscientiously believing t Act 1938.	the same to be true and by virtue of the Statutory Declarations
Signature of declarant name as at top of page	Declared before me by declarant's name in bold capitals or typescript
In the presence of <i>signature of witness</i>	who is personally who is identified known to me or to me by note four
Commissioner for oaths Practising solicitor	who is personally known to me at <i>note nineteen</i>
Notary public Peace commissioner	
Name of witness in bold capitals or typescript	
	This day of 20



	DMPLETION OF FORM SE1
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 SE1 is considered inadequate, the information should be presented on 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 Contractin Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by th Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the Europea Economic Area.
note one	The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. Th 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 capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
note three	Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to th SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in th context to the SE's financial year-end.
note four	Please tick the relevant box(es). The competent authority for the Republic of Ireland is the High Court and a office copy of the the court order should be attached in respect of any Irish-registered company involved in th merger.
note five	Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the nam of the firm and registered address ought to be stated. Where a person is signing on behalf of a firm which is th secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting a secretary. His/her name should be printed in bold capitals or typescript below the signature.
note six	Any former forename and surname must also be stated. However, it does not include the following: (a) In the cas of a person usually known by a title different from his/her surname, the name by which he/she is known previou to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname when the forename or surname was changed or disused before the person bearing the name attained the age of 1 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman the name or surname by which she was known previous to her marriage.
note seven	This section must be completed by the person who is presenting the form to the CRO. This may be either th applicant or a person on his/her behalf.
note eight	Where a person who has consented to be a director of this SE is currently disqualified under the law of anothe state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she mu complete Form B74 which must be submitted to CRO with Form SE1. 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 foreig disqualification. 'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE ar accustomed to act.
note nine	Every SE with a registered office in the Republic of Ireland must have a minimum of two directors, at least one which is Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Not that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the "Iris resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(i and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note the "Irish resident" means resident in the Republic of Ireland.)
note ten	Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of th 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 be a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CR of the addition to and removal of each person from its register of directors. In the event that a full director who ha appointment of the full director and his/her alternate. Note: CRO accepts no responsibility for maintaining th link between a full director and his/her alternate.
note eleven	Ink between a full director and his/her alternate. State the name, place of registration and registration number of other bodies corporate, whether incorporated in the Benublic 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 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.

Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).

note twelve The subscribers in this section must correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the same format as this section.

- note fifteen The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation by merger of a SE to be registered in the Republic of Ireland. It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note sixteen The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
- note seventeen
 Complete this portion of the declaration only if the merger is not by acquisition but results in the formation of a new
 SE. The NACE code is the common basis for statistical classifications of economic activities within the E.U.
 The four digit NACE code and general nature of the activity must correspond
 with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities,
 give details of the principal activity.
- note eighteen
 Complete this portion of the declaration only if the merger is not by acquisition but results in the formation of a new
 SE. As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note nineteen Complete this portion of the declaration only if the merger is not by acquisition but results in the formation of a new SE. Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of

Regulation 7

PART II

Article 2(2) Council Regula Regulations 4(1)(b) and 28 Public Limited-Liability Con Section 3 and 3A (inserted Enforcement Act 2001)Cor Section 5 Companies (Ams Sections 42 and 43, sectio sections 42 and 43, sectio section 45 (other than subs (Amendment)(No.2) Act 19 Section 117 Stamp Duties	(European Communities)(European mpany) Regulations 2007 by section 101 Company Law mpanies (Amendment) Act 1982 endment) Act 1983 n 44 (other than subsection (2)) and sections (3)(b) and (5)) Companies 199 Consolidation Act 1999 n and Content of Documents	Companies Acts
Tick box if bond is attached	SE number for official use	SE2
SE name	Please complete using black typescript or BOLD CA	PITALS, referring to explanatory notes
in full/note one		
Registered office		
note fwo		
	Davi Marih Yang	
Proposed financial year end	Day Month Year	
note three		
Statutes delivered by an agent	Where a person as agent for the subscribers to the stat of Companies, place a tick in the box below and give th	
	Name	
	Address	
	Discos sive details below of the person who has one	cented in writing to become constant
Secretary details	Please give details below of the person who has con Former surnan	
Forename	Former suman	
note four	note fi	ve
Residential address		
note four		
Consent	I hereby consent to act as secretary of the aforemention	ed SE and Lacknowledge that as secretary
	I have legal duties and obligations imposed by the Signature	
	I have legal duties and obligations imposed by the	Companies Acts and other enactments.
Presenter details	I have legal duties and obligations imposed by the	Companies Acts and other enactments.
Presenter details	I have legal duties and obligations imposed by the	Companies Acts and other enactments.
note six Name	I have legal duties and obligations imposed by the	Companies Acts and other enactments.
note six Name Address	I have legal duties and obligations imposed by the	Companies Acts and other enactments.
note six Name Address DX number	I have legal duties and obligations imposed by the	Companies Acts and other enactments. Date Date DX exchange
note six Name Address	I have legal duties and obligations imposed by the	Companies Acts and other enactments.

Director details including shadow/alternate directors	Please give details below of t	the persons who have conse	nted in writing t	to become directors. note eight
Surname		Former surname		
Forename		Former forename		
note four		note five		
Date of birth	Day Month Year	Irish resident		
Residential address note four				
Business occupation		Nationality		
Alternate director	Full director	appointing alternate director note nine		
Other directorships	Company/SE	Place of regist	ration	Company/SE number
note ten				
				-
Concent	l harabu aanaant ta aat aa diraa	tor of the oferementioned CE of	nd Lookpoulodes	that as director I have
Consent	I hereby consent to act as direc legal duties and obligations imp			
	Signature		Date	
Surname		Former surname		
Forename		Former forename		
note four		note five		
Date of birth	Day Month Year	Irish resident		
Residential address				
note tour				
Business occupation		Nationality		
Alternate director	Full director	appointing alternate director		
Other directorships	Company/SE	Place of regist	ration	Company/SE number
note ten				
Consent	I hereby consent to act as direc legal duties and obligations imp			
	Signature		Date	
	Ĺ			

etails of promoting	Company name		Registered number <i>if applicable</i>
	Name of Member State and addr	ess of registry where documents are	filed
	Registered office address		
	Company name		Registered number if applicable
	Name of Member State and addr	ess of registry where documents are	filed
	Registered office address		
	Registered office address		
	Signature(s)	Subscriber Ager Tick one box only	
	Signature(s)		
Ibscribers to atutes note eleven	Signature(s)		
atutes	Signature(s)		



Attached documents	Please confirm that <i>all</i> of the following documents are attached to this form:
note pointeen	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 fitteen
Declaration of compliance/s42(2) declaration	
l name in bold capitals	
of	
residential address	
do solemnly and sincerely	y declare that I am a note fourteen
Director Secre	tary Lawyer engaged in the formation of the holding SE
	nts of the Companies Acts in respect of the registration of the said holding SE, and of matters precedent been complied with and that Form SE2 has been completed in accordance with the Notes on Completion
	purpose, or one of the purposes, for which the holding SE is being formed is the carrying on by it of an it it appears to me that either
(a) the activity can be class	ified in accordance with the relevant classification system as follows:
NACE Code	
and that the general nature	e of the activity is note nineteen
or (b) that the activity cann	ot be so classified but is precisely described as follows: note nineteen
I further declare that the p	lace or places in the State where it is proposed to carry on the activity is/are note twenty
and that the place where the	ne central administration of the holding SE will normally be carried on will be note twenty
I further declars that this i	
I further declare that this f	form, as been fully and accurately completed.

continued overleaf

Declaration of	i
compliance/s42(2)	Ì
declaration contd	l

further declare that:	
 Pursuant to Article 32(2) of Council Regulation 2157/2001/EC (t by the aforementioned promoting companies and were publicise any 	
requirements of the Member State of the promoting company or	n: note twenty-one
2. Pursuant to Article 32(4) and (5) the report(s) were drawn up or	n:
by:	
4. The general meeting(s) of the aforementioned promoting compa	anies: note fourteen
did not reserve the right to make registration of the propo involvement arrangements pursuant to Directive 2001/86/	osed SE conditional upon its express ratification of the employe EC; or
	ed SE conditional upon its express ratification of the employe EC. The general meetings of those promoting companies ratifie
Promoting company	Date
 inform the promoting companies whether they intend to contribute. The shareholders of the aforementioned promoting company(ie in each company pursuant to the draft terms of formation. Pursuant to Article 2(2) of the Regulation, the aforementioned provide within the Community, or where the head office of a promoting company company. 	s) and or SE(s) have assigned the minimum proportion of share
is governed by the law of a different Member State, or	
has, for at least two years, had a subsidiary company gov another Member State.	erned by the law of another Member State or a branch situated
And I make this solemn declaration conscientiously believing t Act 1938.	he same to be true and by virtue of the Statutory Declaration
Signature of declarant name as at top of previous page	Declared before me by declarant's name in bold capitals or typescript
n the presence of signature of witness	who is personally or who is identified known to me or to me by <i>note twenty</i>
Commissioner for oaths Practising solicitor	who is personally known to me at <i>note eighteen</i>
Notary public Peace commissioner	
Name of witness in bold capitals or typescript	
	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 The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The note one proposed name must correspond exactly with the SE name given on the accompanying documents note two The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice note three Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 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. 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 Any former forename and surname must also be stated. However, it does not include the following: (a) In the case note five 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 woman, the name or surname by which she was known previous to her marriage. 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 behalt note seven Where a person who has consented to be a director of this SE is currently disgualified 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 disgualification. '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 Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficent for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.) 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 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company. Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).



note eleven

The subscribers in this section **m ust** 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 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 statutory 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. It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner. 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 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 compnay.

PART III

Article 2(3) Council Regulation Regulation 4(1)(c) and 28 (Eu Limited-Liability Company) Re Section 3 and 3A (inserted by Act 2001) Companies (Amend Section 5 Companies (Amend Section 43, section 44, section 45 (other than subsect (Amendment)(No.2) Act 1999 Section 117 Stamp Duties Col	ropean Communities)(European Public gulations 2007 section 101 Company Law Enforcement iment) Act 1982 Iment) Act 1983 4 (other than subsection (2)) and bions (3)(b) and (5)) Companies		
			Companies Acts
Tick box if bond is attached	SE number for official use		SE3
	Please complete using black type	script or BOLD CAP	ITALS, referring to explanatory notes
Subsidiary SE name			
in full/note one			
Registered office			
Proposed financial year end note three Attached documents note fifteen Statutes delivered by an agent	Day Month Year Please confirm that the following do Statutes of proposed subsidiary Where a person as agent for the sub of Companies, place a tick in the box Name Address	SE oscribers to the statut	es delivers the statutes to the Registrar
Secretary details	Please give details below of the pe	erson who has conse	nted in writing to become secretary.
Surname		Former surname	
Forename note four		Former forename	
Residential address			
Consent			subsidiary SE and I acknowledge that as e Companies Acts and other enactments.
	Signature	-	Date
Presenter details			
note six			1
Name			
Address			
DX number			DX exchange
Telephone number			Fax number
E-mail			Reference number

	Y		
Surname	Forme	r surname	
Forename note four	Former	forename note five	
note lour	Day Month Year	1010 110	
Date of birth		h resident	
		note eight	
Residential address note four			
Business occupation		Nationality	
Alternate director	Full director appointing alterna	te director	
Other directorships	Company/SE	Place of registration	Company/SE nur
note ten			r
	I have legal duties and obligations imposed by the C Signature	ompanies Acts, o Dat	
Surname Forename	Signature		
Surname Forename note four	Signature	Dat	
Forename	Signature Former Day Month Year	Dat surname forename	
Forename note four	Signature Former Day Month Year	Dat surname forename note five	
Forename <i>note four</i> Date of birth Residential address <i>note four</i>	Signature	Dat surname forename note five	
Forename note four Date of birth Residential address note four	Signature	Dat surname forename note five	
Forename note four Date of birth Residential address note four Business occupation	Signature	Dat r surname forename note five h resident note eight Vationality	
Forename note four Date of birth Residential address note four Business occupation Alternate director note nine Other directorships	Signature	Dat r surname forename note five h resident note eight Nationality te director note nine	te
Forename note four Date of birth Residential address note four Business occupation Alternate director note nine	Signature	Dat r surname forename note five h resident note eight Nationality te director note nine	te

Subscribing body details	Company/Firm/Legal body name		Registered number if applicable
	Name of Member State and address of	registry where documents are file	d
	Registered office address		
	Company/Firm/Legal body name		Registered number if applicable
	Name of Member State and address of	registry where documents are file	d
	Registered office address		
Subscribers to statutes	Signature(s)	Subscriber Agent Tick one box only	Date
note eleven			
	L		
]		

I	note fourteen		
name in bold capitals			
of			
residential address			
do solemnly and sincerel	y declare that I am a note fifteen		
Director Secre	etary Lawyer engaged ir	the formation of the subsidiary SE	
		note exteen the registration of the said subsidiary SE, and of a has been completed in accordance with the No	
	purpose, or one of the purposes, for w at it appears to me that either	ich the subsidiary SE is being formed is the car	rying on by it of a
(a) the activity can be class	sified in accordance with the relevant c	assification system as follows:	
NACE Code			
and that the general natur	e of the activity is note eighteen		
or (b) that the activity cann	ot be so classified but is precisely des	cribed as follows: note eighteen	
	leas or places in the State where it is	proposed to carry on the activity is/are, and award	900
further declare that the p			
further declare that the p	hace of places in the State where it is	hoposed to carry on the activity israte the miner	
further declare that the p	nace of places in the State where it is	hoposed to carry on the activity israte indemnia	
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and that the place where t I further declare that purs or other legal bodies gover head offices within the Com of a Member State, has its and each of at least two of is governed by the law	he central administration of the subsidi uant to Article 2(3) of Council Regulati ned by public or private law are forme munity or where the head office of a pr registered office in that Member State the promoting companies: note fifteen w of a different Member State, or	ary SE will normally be carried on will be note nin on 2157/2001/EC the aforementioned subscribin I under the law of a Member State and have rep omoting company is not in the Community, it is fo ind has a real and continuous link with a Member	g companies, firn jistered offices ar rmed under the la er State's econom
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NOTES ON COMPLETION OF FORM SE3 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 SE3 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 The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The note one proposed name must correspond exactly with the SE name given on the accompanying documents note two The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice note three Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end. Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name note four of the firm and registered address ought to be stated. 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 Any former forename and surname must also be stated. However, it does not include the following: (a) In the case note five 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 woman, the name or surname by which she was known previous to her marriage. This section must be completed by the person who is presenting the form to the CRO. This may be either the note six applicant or a person on his/her behalt note seven Where a person who has consented to be a director of this subsidiary 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 SE3. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered subsidiary 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 subsidiary SE are accustomed to act. note eight Every subsidiary SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficent for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.) Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the note nine full director appointing the alternate/substitute director must also be inserted in the space provided. If the subsidiary 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 subsidiary 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. State the name, place of registration and registration number of other bodies corporate, whether in the Republic of note ten 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 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company. Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(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 fourteen	The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation of a subsidiary SE to be registered in the Republic of Ireland. It must be signed by either a lawyer who is forming the subsidiary SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner. 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 fifteen	Please tick the relevant box(es).
note sixteen	The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
note seventeen	The NACE code is the common basis for statistical classifications of economic activities within the E.U. The four digit NACE code and general nature of the activity must correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
note eighteen	As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
note nineteen	Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

PART IV

Regulation 9

Article 2(4) Council Regulation Regulations 4(1)(d) and 28 (Ei Liability Company) Regulations Section 3 and 3A (inserted by Enforcement Act 2001) Comp Section 5 Companies (Amend Sections 42 and 43, section 44 section 45 (other than subsect (Amendment)(No.2) Act 1999 Section 117 Stamp Duties Con Companies Act 1990 (Form ar Registrar) Regulations 2002 Tick box if bond	uropean Communities)(Public Limited- s 2007 section 101 Company Law anies (Amendment) Act 1982 iment) Act 1983 4 (other than subsection (2)) and bions (3)(b) and (5)) Companies nsolidation Act 1999 nd Content of Documents Delivered to		Companies Acts
is attached	SE number for official use		SE4
	Please complete using black types	script or BOLD CAPIT	ALS, referring to explanatory notes
SE name			
Registered office			
note fwo			
Proposed financial year end note three Statutes delivered by an agent	Day Month Year		s delivers the statutes to the Registrar gent's details.
	Name		
	Address		
Converting PLC	Company name in full		Registered number
details			
Secretary details	Please give details below of the pe	rson who has consen	ted in writing to become secretary.
Surname Forename		Former surname	
note four		Former forename note five	
Residential address note four			
Consent			SE and I acknowledge that as secretary mpanies Acts and other enactments.
	Signature		Date
		*	
Presenter details			
Name			
Address			
DX number Telephone number			DX exchange
E-mail			Fax number Reference number

Surname	
	Former surname
Forename note four	Former forename
	Day Month Year
Date of birth	Irish resident note eight
Residential address	
Business occupation	Nationality
Alternate director	Full director appointing alternate director
Other directorships	Company/SE Place of registration Company/SE numb
note ten	
	Signature Date
0.000	
Surname Forename	Former surname Former forename
note four	note five
Date of birth	Day Month Year
Residential address	
Business occupation	Nationality
Business occupation Alternate director note nine	Nationality Full director appointing alternate director
Alternate director	Full director appointing alternate director
Alternate director note nine Other directorships	Full director appointing alternate director note nine
Alternate director note nine Other directorships	Full director appointing alternate director note nine

Attached documents	Please confirm that all of the follo	owing documents are attach	ed to this form:
ixie eieven		t statutes and draft terms of co t to Article 37(7) of Council Re	
	Statutes of proposed SE		
	Copy(ies) of certificate(s) of e EC	xpert(s) pursuant to Article 37	(6) of Council Regulation 2157/2001/
	Report explaining and justifyin Article 37(4) of Council Regula		ects of the conversion pursuant to
Subscribers to statutes	Signature(s)	Subscriber Agent Tick one box only	Date
	1		
	1		

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Declaration of compliance/s42(2) declaration	
note fifteen	
l neme in bold cepitals	
of residential address	
do solemnly and sincerely declare that I	am a note eleven
Director Secretary	Lawyer engaged in the conversion to SE note sixteen
	panies Acts in respect of the registration of the said SE, and of matters precedent an and that Form SE4 has been completed in accordance with the Notes on Completion of
I further declare that the purpose, or one the State and that it appears to me that eith	of the purposes, for which the SE is being formed is the carrying on by it of an activity i her
(a) the activity can be classified in accorda	nce with the relevant classification system as follows:
NACE Code	
and that the general nature of the activity	is note eighteen
or (b) that the activity cannot be so classifi	ied but is precisely described as follows: note eighteen
I further declare that the place or places in	n the State where it is proposed to carry on the activity is/are note nineteen
and that the place where the central admir	nistration of the SE will normally be carried on will be note nineteen

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

continued overleaf

Declaration of compliance/s42(2) declaration comd

I further declare that:

- Pursuant to Article 37(4) of Council Regulation 2157/2001/EC (the "Regulation") the draft terms of conversion were drawn up by the board of directors of the aforementioned PLC and were publicised pursuant to Article 37(5) of the Regulation and Regulation 21of the European Communities (European Public Limited-Liability Company) Regulations 2007.
- 2. Pursuant to Article 37(4) of the Regulation a report was drawn up by the board of directors.
- 3. Pursuant to Article 37(6) of the Regulation independent experts prepared a certificate on:



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

Day	Month	Year

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

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant name as at top of previous page	Declared before me by declarant's name in bold capitals or typescript
L	
In the presence of signature of witness	who is personally who is identified known to me or to me by note eleven
Commissioner for oaths Practising solicitor	who is personally known to me at note nineteen
Notary public Peace commissioner	
Name of witness in bold capitals or typescript	
	This day of 20



NOTES ON COMPLETION OF FORM SE4 These notes should be read in conjunction with the relevant legislation,

General	This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
	Where the space provided on Form SE4 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
	For the purposes of this form, "Member State" means a state which is or at any time becomes a Contracting Party to the Agreement on the European Economic Area signed at Oporto on 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th May 1993, and any reference to "Community" includes the European Economic Area.
note one	The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond exactly with the SE name given on the accompanying documents.
note two	The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
note three	Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 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. 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.
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 woman, the name or surname by which she was known previous to her marriage.
note six	This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
note seven	Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO with Form SE4. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification. 'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are
	accustomed to act.
note eight	Every SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficent for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
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 appointment director cases 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 10 years; (b) which the company is (or was at

which the person has not been a director is or has been a director. Exceptions to this tule are made for bodies (a) or which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company.

Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the

purposes of s45(1).

	purposes of s45(1).
note eleven	Tick the relevant box(es).
note twelve	The subscribers in this section m ust 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 fifteen	The statutory declaration is a declaration of compliance with all the legal requirements relating to the conversion from PLC to SE to be registered in the Republic of Ireland. It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
note sixteen	The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
note seventeen	The NACE code is the common basis for statistical classifications of economic activities within the E.U. The four digit NACE code and general nature of the activity must correspond with the proposed SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
note eighteen	As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
note nineteen	Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

Regulation 10

PART V

Public Limited-Liability Col Section 3 and 3A (inserted Enforcement Act 2001) Co Section 5 Companies (Am Sections 42 and 43, sections section 45 (other than sub (Amendment)(No.2) Act 19	d by section 101 Company Law ompanies (Amendment Act) 1982 mendment) Act 1983 on 44 (other than subsection (2)) an sections (3)(b) and (5)) Companies 999	d	
	m and Content of Documents		
Delivered to Registrar) Re Tick box if bond	gulations 2002		Compani
is attached	SE number for official use		SE
	Please complete using bla	ack typescript or BOLD CAF	PITALS, referring to explanatory
Subsidiary SE name in full/note one			
Registered office			
Proposed financial year end	Day Month Yei	ar'	
Attached documents	Please confirm that the foll	owing documents are attache	ed to this form:
note four	Statutes of proposed su	ibsidiary SE	
Statutes	Where a person as agent fo	r the subscribers to the statu	
delivered by an agent	of Companies, place a tick i	n the box below and give the	
	N	n the box below and give the	
	N Add	n the box below and give the ame ress	agent's details.
delivered by an agent	N Add	n the box below and give the ame ress	agent's details. ented in writing to become secret
Secretary details Surname Forename	N Add	n the box below and give the ame ress of the person who has conse Former surname Former forename	agent's details.
Secretary details Surname Forename note five	N Add	n the box below and give the ame ress of the person who has conse Former surname	agent's details.
Secretary details Surname Forename	N Add	n the box below and give the ame ress of the person who has conse Former surname Former forename	agent's details.
Secretary details Surname Forename note five Residential address	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details. ented in writing to become secret secret d subsidiary SE and I acknowledge
Secretary details Surname Forename note five Residential address note five	N Add Please give details below o L I hereby consent to act as set	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	ented in writing to become secret
Secretary details Surname Forename note five Residential address note five	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details.
delivered by an agent Secretary details Surname Forename note five Residential address note five Consent Presenter details note seven	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details.
delivered by an agent Secretary details Surname Forename note five Residential address note five Consent Presenter details note seven Name	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details.
delivered by an agent Secretary details Surname Forename note five Residential address note five Consent Presenter details note seven	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details.
delivered by an agent Secretary details Surname Forename note five Residential address note five Consent Presenter details note seven Name	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details.
delivered by an agent Secretary details Surname Forename note five Residential address note five Consent Presenter details note seven Name Address	N Add Please give details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Details below of Detai	n the box below and give the ame ress of the person who has conse Former surname Former forename note six	agent's details.

Director details including shadow/alternate directors	Please give details below of the pe	ersons who have conse	nted in writing t	o become directors.
Surname		Former surname		
Forename		Former forename		
note five		note six		
Date of birth	Day Month Year	Irish resident		
Residential address note five				
Business occupation		Nationality		
Alternate director	Full director appo	inting alternate director note ten		
Other directorships	Company/SE	Place of registr	ation	Company/SE number
note eleven				
Consent	I hereby consent to act as director of th I have legal duties and obligations impo			
	Signature		Date	
Surname		Former surname		
Forename note five		Former forename note six		
	Day Month Year			
Date of birth		Irish resident note nine		
Residential address				
1000 1110				
Business occupation		Nationality		
Alternate director	Full director appoi	inting alternate director		
note ten		note ten		
Other directorships note eleven	Company/SE	Place of registr	ation	Company/SE number
Consent	I hereby consent to act as director of th I have legal duties and obligations impo			
	Signature		Date	
	Í			

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Subscribing SE details	SE name		
	Registered number if applicable		
	Name of Member State and address of regi	stry where documents are filed	
	Registered office address		
Subscribers to statutes	Signature(s)	Subscriber Agent Date Tick one box only	
note twelve			
	<u> </u>		

Declaration of compliance section 42(2) declaration	and		
l name in bold capitals	note fifteen		
of residential address			
	declare that I am a note four		
Director Secret	ary Lawyer engaged in	the formation of the subsidiary SE note sixteen	
and that all the requirements of the Companies Acts in respect of the registration of the said SE, and of matters precedent and incidental thereto have been completed with and that Form SE5 has been completed in accordance with the Notes on Completion of Form SE5.			
	urpose, or one of the purposes, for wh t it appears to me that either	nich the subsidiary SE is being formed is the	carrying on by it of an
(a) the activity can be classi	fied in accordance with the relevant c	lassification system as follows:	
NACE Code			
and that the general nature	of the activity is note eighteen		
or (b) that the activity canno	ot be so classified but is precisely des	cribed as follows: note eighteen	
I further declare that the pi	ace or places in the State where it is	proposed to carry on the activity is/are note.	nineleen
and that the place where th	e central administration of the subsidi	ary SE will normally be carried on will be no	te nineteen
-			
I further declare that this for has	orm, s been fully and accurately completed.		
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.			
Signature of declarant name a	as at top of page	Declared before me by declarant's name i	n bold capitals or typescript
In the presence of signature of	winess	or	who is identified to me by <i>note four</i>
Commissioner for oaths	Practising solicitor	who is personally known to me at note n	ineleen
Notary public	Peace commissioner		
Name of witness in bold capital	ls or typescript		
[This day of	20



NOTES ON COMPLETION OF FORM SE5 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 SE5 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.
note one	The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond exactly with the SE name given on the accompanying documents.
note two	The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
note three	Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
note four	Please tick the relevant box(es).
note five	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. 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 subsidiary SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature.
note six	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 woman, the name or surname by which she was known previous to her marriage.
note seven	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 eight	Where a person who has consented to be a director of this subsidiary 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 SE5. 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 nine	Every subsidiary SE must have a minimum of two directors, at least one of whom is an Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficent for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
note ten	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 subsidiary 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 subsidiary SE to the CRO, regardless of how that appointment is described. The subsidiary 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 eleven	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 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company. Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).

note twelve The subscribers in this section must correspond with the subscribers to the accompanying statutes except where

an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the same format as this section.

note fifteen	The statutory declaration is a declaration of compliance with all the legal requirements relating to the formation ol a subsidiary SE to be registered in the Republic of Ireland. It must be signed by either a lawyer who is forming the subsidiary SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
note sixteen	The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.
note seventeen	The NACE code is the common basis for statistical classifications of economic activities within the E.U. The four digit NACE code and general nature of the activity must correspond with the proposed subsidiary SE's principal objective in the accompanying statutes. Where there are two or more activities, give details of the principal activity.
note eighteen	As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
note nineteen	Full postal address must be given. A P.O. Box will not suffice. The place where the central administration of the SE will normally be carried on is equivalent to the head office of the SE.

Regulation 11

PART VI

Public Limited-Liability Co Section 195(8) (inserted t Enforcement Act 2001) C Section 117 Stamp Duties Section 43, section 44 (ot section 45 (other than sub (Amendment)(No.2) Act 1	ROI on 2157/2001 ropean Communities)(European ompany) Regulations 2007 ys section 91 Company Law ompanies Act 1963 s Consolidation Act 1999 ther than subsection (2)) and osections (3)(b) and (5)) Companies 999 m and Content of Documents gulations 2002 SE number for official use IESE	escript or BOI D CAPI	Companies Act SE6 TALS, referring to explanatory notes
SE name			TAEO, referring to explanatory notes
in full/note one			
Proposed financial year end note two	Day Month Year		
Current details			Day Month Year
Registered number		Date of registration	
Registered office address			
Name and address of registry			
Registered office			
Proposed address in ROI note three			
Secretary details	Please give details below of the pe	erson who has consen	ited in writing to become secretary.
Surname Forename		Former surname	
note four		Former forename	
Residential address			
note tour			
Consent			SE and I acknowledge that as secretar ompanies Acts and other enactments
	Signature		Date
		_	
Presenter details			
Name			
Address			
DV			
DX number Telephone number			DX exchange Fax number
E-mail			Reference number

Director details including shadow/alternate directors	Please give details below of the pers	ons who have conser	nted in writing to	become directors.
Surname		Former surname		
Forename		Former forename		
note four	Built Marth	note five		
Date of birth	Day Month Year	Irish resident note eight		
Residential address <i>note four</i>				
Business occupation		Nationality		
Alternate director	Full director appointi	ng alternate director note nine		
Other directorships	Company/SE	Place of registra	ation	Company/SE number
note ten				
	a an ann an a			
Consent	I hereby consent to act as director of the legal duties and obligations imposed by			
	Signature		Date	
Surname		Former surname		
Forename note four		Former forename note five		
Date of birth	Day Month Year	Irish resident		
Residential address				
note four				
Business occupation		Nationality		
Alternate director note nine	Full director appointi	ng alternate director note nine		
Other disconstruction	Company/SE	Place of registra	ation	Company/SE number
Other directorships note ten	Company/SE			Company/SE number
Consent	I hereby consent to act as director of the legal duties and obligations imposed by			
	Signature		Date	
	ľ.			

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Attached documents	Please confirm that both the following documents are attached to this form:		
nate eleven	Copy of statutes of SE		
	Certificate by old registration au completed before the transfer.	thority attesting to the comp	eletion of the acts and formalities to be
Statutes delivered by an agent	Where a person as agent for the su of Companies, place a tick in the bo		delivers the statutes to the Registrar nt's details.
	Name Address		
Balance sheet			
Date of last balance sheet if applicable	Day Month Year		
Subscribers to statutes	Signature(s)	Subscriber Agent Tick one box only	Date
note twelve			
	1		

Declaration of compliance	
note fifteen	
I name in bold capitals	
of residential address	
do solemnly and sincerely declare that I am a note eleven	
Director Secretary Lawyer engaged in	the transfer of registered office note sixteen
and that all the requirements of the Companies Acts in respect incidental thereto have been complied with and that Form SE6 has Form SE6.	
I further declare that this form, has been fully and accurately completed.	
And I make this solemn declaration conscientiously believing t Act 1938.	he same to be true and by virtue of the Statutory Declarations
Signature of declarant name as at top of page	Declared before me by declarant's name in bold capitals or typescript
In the presence of signature of witness	who is personally or who is identified known to me or to me by note eleven
Commissioner for oaths Practising solicitor	who is personally known to me at note seventeen
Notary public Peace commissioner	
Name of witness in bold capitals or typescript	
	This day of 20



NOTES ON COMPLETION OF FORM SE6 These notes should be read in conjunction with the relevant legislation,

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 SE6 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.
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	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 127 of the Companies Act 1963 and will have regard in this context to the SE's financial year-end.
note three	The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
note 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. 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.
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 woman, the name or surname by which she was known previous to her marriage.
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 SE6. 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 Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficent for the purposes of s43 of that Act. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished with the application. (Note that "Irish resident" means resident in the Republic of Ireland.)
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 cases 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 10 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company. Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1).
note eleven	Please tick the relevant box(es).

note eleven Please tick the relevant box(es).

note twelve The subscribers in this section must correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the same format as this section.

note fifteen The statutory declaration is a declaration of compliance with all the legal requirements relating to the transfer of the registered office of the SE to the Republic of Ireland. It must be signed by either a lawyer who is forming the SE or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner. 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 nol predate the dates of other signatures which appear on the form and accompanying documents.

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 sixteen

Full postal address must be given. A P.O. Box will not suffice. note

seventeen

Regulation 12

PART VII

Transfer of Societas Europaea (SE) registered office from ROI Article 8 Council Regulation 2157/2001 Regulations 7 and 11 (European Communities)(European Public Limited-Liability Company) Regulations 2007 Section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001) Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

E-mail

			Companies Acts
	SE number		SE7
	Please complete using black ty	pescript or BOLD CAP	ITALS, referring to explanatory notes
Current SE name			
in full∕note one			
Transfer details			
Proposed SE name if applicable			
Proposed registered office address			
Member State to which SE is to transfer			
Name and address of registry			
Attached documents	Please confirm that all the following	ng documents are attac	hed to this form:
	Copy of the general meeting re	esolution approving the tra	ansfer of the SE
	Form SE8 - Statement of solve	ency	
	 and 5 of the Companies (Ameritogether with a copy of the rep of the directors accompanying, 	ndment) Act 1986, or Sec ort of the auditors, which , each such individual acc	n accordance with either Sections 3, 4 tion 149A of the Companies Act 1963, should be unqualified, on, and the report ounts. The individual accounts must be from the date of this application.
Presenter details			.
Name			
Address			
DX number			DX exchange
Telephone number			Fax number

Reference number

Declaration			
 name in bold capitals			
of			
residential address			
confirm that			
	 of Council Regulation 2157/2001/EC (the o Article 13 of the Regulation. 	e "Regulation") a transfer proposal was drawn up an	d was
	 of the Regulation a report explaining and ations of the transfer for shareholders, credi 	l justifying the legal and economic aspects of the tra tors and employees was drawn up on	insfer and
Day Month	Year		
	Limited-Liability Company) Regulations 200	ied in accordance with Regulation 11(1) of the Euro 07 of the right of examination and the right to obtain	
		ore the general meeting called upon to decide upon nine and obtain copies of the transfer proposal and	
	oods and business letters of the aforementi unities (Public Limited-Liability Company) R	oned SE complied with the requirements of Regulat egulations 2007.	tion 11(2) of
6. The general meeting	of the aforementioned SE approved the tra	nsfer proposal on	
Day Month	Year		
	aken pursuant to Article 59 of the Regulation	n. of the directors accompanying, those individual acco	ounto
	are true copies of such document.	or the directors accompanying, those individual acco	Junts
 No proceedings for w brought against the a 		sion of payments or other similar proceedings have	been
 The particulars conta SE7. 	ined in this form are correct and have been	given in accordance with the Notes on Completion	of Form
Signature		Date	
Director	Secretary note two		
Lawyer's declaration			
I name in bold capitals			
neme in iona vajmeno			
of			
make this declaration i aforementioned SE and		r from the Republic of Ireland of the registered of	office of the
 I am a lawyer entitled 77/249/EEC or Count 		one of the denominations laid down in Council Direc	ctive
and conditions require		Council Regulation 2157/2001/EC, all of the acts and ne transfer out of the Republic of Ireland of the afore nor referred to in Article 8.	
Signature		Date	



NOTES ON COMPLETION OF FORM SE7 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 SE7 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 current SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three 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.

Companies Acts

PART VIII

Statement of solvency by directors of Societas Europaea (SE) which is proposing to transfer from ROI

Article 8(7) Council Regulation 2157/2001 Regulation 7 (European Communities)(European Public Limited-Liability Company) Regulations 2007 Section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001) Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

	SE number CEO
	Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes
SE name	
in full/note one	
Proposed new SE	
name	
Date of proposed	Day Month Year
transfer	
Attached documents	Please confirm the that the following documents are attached to this form note five
	written authority of supervisory organ is attached
Statement	We being all the directors of the note two
	administrative organ of the SE named above
	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 7(2) of the European Communities (European Public Limited-Liability Company) Regulations 2007 in order to satisfy the Registrar of Companies as required by Article 8(7) of Council Regulation 2157/2001/EC (the "Regulation").
	We have 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.
	2. 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 due in 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 the year).
	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 section 214 Companies Act 1963 (winding up by court) to the question whether a company is unable to pay its debts.
	4. We hereby confirm in respect of liabilities arising or that may arise prior to the transfer, the interests of creditors and holders of other rights in respect of the SE (including public bodies) are adequately protected. All directors of the administrative organ or management organ, as applicable must sign overleaf
Presenter details	
note three Name	
Address	
DX number	DV ushavu
Telephone number	DX exchange
E-mail	Fax number Reference number
E-man	Notes and the second se

Director signatures		
note four		
	Signature	Name in bold capitals or typescript
	Disadas	
	Director	Date
	Signature	Name in bold capitals or typescript
	Director	Date
	Signature	Name in bold capitals or typescript
	Director	Date
		Date
	C 1	Manager
	Signature	Name in bold capitals or typescript
	Director	Date
	Signature	Name in bold capitals or typescript
	Director	Data
	Director	Date
	Signature	Name in bold capitals or typescript
	Director	Date
	Signature	Name in bold capitals or typescript
	Director	Date
	Signature	Name in bold capitals or typescript
	Director	Date

NOTES ON COMPLETION OF FORM SE8 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 SE8 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.

- note one The current SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box. An SE may have either an administrative organ (one-tier system) or management organ and supervisory organ (two-tier system) depending on the form adopted in the SE's statutes. In the one-tier system, the administrative organ will manage the SE. In the two-tier system, the supervisory organ supervises the work of the management organ and may not itself exercise the power to manage the SE. Where the SE has a one-tier system, tick the "administrative organ"; where the SE has a two-tier system, tick the "management organ", and attach the written authority of the supervisory organ given to the making of the statement of solvency
- note three This section must be completed by the person who is presenting the statement to the CRO. This may be either the applicant or a person on his/her behalf.
- note four All directors of the SE must sign the statement, subject to note two.
- note five Please take the the relevant box.

Regulation 14

PART IX

Public Limited-Liability Co Section 249A Companies 107 Company Law Enfor	e an Communities (European ompany) Regulations 2007 s Act 1990 (inserted by section cement Act 2001) rm and Content of Documents		
		P	
			Companies Acts
	Company number		SE9
	Please complete using black typ	escript or BOLD CAF	PITALS, referring to explanatory notes
Company name			
in full/note one			
	33(2) of the European Communities (European Public Limited ent of new annual date	al return date, pursuant to Regulation -Liability Company) Regulations 2007 e may be served on the registrar, not E
Proposed new annual return date	Day Month Year		
	Give details below of the reason(s) wi more suitable than that assigned by th		nion, the date proposed on this notice is on of the SE.
Certification	I hereby certify that the particulars co	ntained in this form are o	correct and have been given in accordance
	with the Notes on Completion of Form		0
	Signature	Name	in bold capitals or typescript
	Secretary of SE	Date	
Presenter details			
note two			
Name			
Address			
DX number			DX exchange
Telephone number			Fax number
E-mail			Reference number

NOTES ON COMPLETION OF FORM SE9 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 SE9 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.

- note one The current company name must be given in full and must correspond exactly with the CRO record.
- note two 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.

Regulation 15

PART X

Societas Europaea Articles 8(2) and 13 Cou Regulations 7 and 21(1) Public Limited-Liability C Section 249A Companie Company Law Enforcem	ncil Regulation 2157/2001 (European Communities)(European company) Regulations 2007 es Act 1990 (inserted by section 107 ent Act 2001) orm and Content of Documents	
		Companies Acts
	SE number	0540
	IESE	SE10
	Please complete using black typescript	or BOLD CAPITALS, referring to explanatory notes
SE name		
in full/note one		
Certification	I hereby certify that the particulars contained i with the Notes on Completion of Form SE10.	n this form are correct and have been given in accordance
	Signature	Name in bold capitals or typescript
	Director Secretary note two	Date
Presenter details note three		
Name		
Address		
DX number		DX exchange
Telephone number		Fax number
E-mail		Reference number

NOTES ON COMPLETION OF FORM SE10 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 SE10 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 current SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three 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.

Regulation 16

PART XI

registered compan Articles 13 and 32(3), Cc Regulation 21(1) (Europe Public Limited-Liability C Section 249A Companies 107 Company Law Enfor Companies Act 1990 (Fo	uncil Regulation 2157/2001 van Communities)(European ompany) Regulations 2007 Act 1990 (inserted by section cement Act 2001)		Companies Acts
	Company/SE number		E11
Irish registered promoting company	Please complete using black typescript or E	OLD CAPITALS, referring to explai	natory notes
or SE name in full/note one			
Attached document	Pursuant to Article 32(3) of Council Regulation 215	7/2001/EC, a copy of the draft terms for	the proposed
	SE is attached to this form.		
Certification	SE is attached to this form. I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11.	form are correct and have been given	n accordance
	I hereby certify that the particulars contained in this	form are correct and have been given in the second to be the second to be the second to be the second to be s	n accordance
	I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11.		n accordance
	I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11. Signature	Name in bold capitals or typescript	n accordance
Certification	I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11. Signature	Name in bold capitals or typescript	n accordance
Certification Presenter details note three	I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11. Signature	Name in bold capitals or typescript	n accordance
Certification Presenter details note three Name Address	I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11. Signature	Name in bold capitals or typescript	n accordance
Certification Presenter details note three Name	I hereby certify that the particulars contained in this with the Notes on Completion of Form SE11. Signature	Name in bold capitals or typescript	n accordance

NOTES ON COMPLETION OF FORM SE11 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 SE11 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.

- note one The current company/SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three This section must be completed by the person who is presenting the application form to the CRO. This may be either the applicant or a person on his/her behalf.

Regulation 17

PART XII

Draft terms of conversion of PLC to Societas Europaea (SE) Articles 13 and 37(5), Council Regulation 2157/2001 Regulation 21(1) (European Communities)(European Public Limited-Liability Company) Regulations 2007 Section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001) Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002 Companies Acts **SE12** Company number Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes Company name in full/note one Pursuant to Article 37(5) of Council Regulation 2157/2001/EC, a copy of the draft terms for the Attached document) conversion of the above named PLC to SE is attached to this form. Certification I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form SE12. Name in bold capitals or typescript Signature Director Secretary note two Date Presenter details note three Name Address DX number DX exchange Telephone number Fax number E-mail Reference number

NOTES ON COMPLETION OF FORM SE12 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 SE12 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.

- note one The current company name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three 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.

Regulation 18

PART XIII

	lations 2002	
		Companies Acts
	Company/SE number	SE13
F	Please complete using black typescript or BOL	D CAPITALS, referring to explanatory notes
Irish-registered promoting company or SE name in full/note one		
Proposed name of holding SE		
2	he promoting company/SE above gives notice that p 157/2001/EC, the conditions for the formation of the ulfilled.	
	hereby certify that the particulars contained in this fo vith the Notes on Completion of Form SE13.	rm are correct and have been given in accordance
s	Signature	Name in bold capitels or typescript
	Director Secretary note two	Date
Presenter details		
Name		
Address		
DX number Telephone number		DX exchange Fax number
E-mail		Reference number

NOTES ON COMPLETION OF FORM SE13 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 SE13 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.

- note one The current company/SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three 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.

Regulation 19

PART XIV

Regulation 24(1) and 32(Communities)(European I Company) Regulations 20 Section 249A Companies 107 Company Law Enford	incil Regulation 2157/2001 a) (European Public Limited-Liability 007 s Act 1990 (inserted by section sement Act 2001) m and Content of Documents		
	SE number		SE14
	Please complete using black typescript	or BOLD CA	PITALS, referring to explanatory notes
SE name			
Attached document	The SE above gives notice that pursuant to R Liability Company) Regulations 2007, the stat A copy of the amendments to the statutes is a The amended statutes came into effect on Day Month Year	tutes of the SE I	nave been amended.
Certification	I hereby certify that the particulars contained with the Notes on Completion of Form SE14.	in this form are	correct and have been given in accordance
	Signature Director Secretary note two	Name Date	in bold capitals or typescript
Presenter details note three			
Name			
Address			
DX number			DX exchange
Telephone number E-mail			Fax number Reference number
E-mail	L		Transferree fruitiber

NOTES ON COMPLETION OF FORM SE14 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 SE14 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.

- note one The current SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three 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.

Regulation 20

PART XV

liquidation, insolven procedures and dec of Societas Europae Articles 13 and 65 Council Regulation 24(1) and 32(b Public Limited-Liability Cou Section 249A Companies Company Law Enforceme Companies Act 1990 (For	I Regulation 2157/2001) (European Communities) (European mpany) Regulations 2007 s Act 1990 (inserted by section 107 nt Act 2001) m and Content of Documents	
Delivered to Registrar) Re	gulations 2002	Companies Acts
	SE number	0545
	IESE	SE15
	Please complete using black typescript or BOL	D CAPITALS, referring to explanatory notes
SE name		
in full/note one		
Event	In respect of the SE named above the following event	occured on
	Initiation of winding up	
	Termination of winding up	
	Initiation of liquidation procedures	
	Termination of liquidation procedures	
	Initiation of insolvency procedures	
	Termination of insolvency procedures	
	Initiation of cessation of payment procedures	
	Termination of cessation of payment procedure	es
	Decision to continue operating	
Certification	I hereby certify that the particulars contained in this fo with the Notes on Completion of Form SE15. Signature	rm are correct and have been given in accordance Name in bold cepitals or typescript
	Director Secretary note two	Date
Presenter details		
Name		
Address		
DX number		DX exchange
Telephone number E-mail		Fax number Reference number
	L	

NOTES ON COMPLETION OF FORM SE15 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 SE15 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.

- note one The current SE name must be given in full and must correspond exactly with the CRO record.
- note two Please tick the relevant box(es).
- note three 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.



GIVEN under my Official Seal, 22 January 2007

> MICHEÁL MARTIN Minister for Enterprise, Trade and Employment.

EXPLANATORY NOTE

(This note is not part of the instrument and does not purport to be a legal interpretation).

This Regulation along with the European Communities (European Public Limited-Liability Company) Regulations 2007 give full effect to Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE).

BAILE ÁTHA CLIATH ARNA FHOILSIÚ AG OIFIG AN tSOLÁTHAIR Le ceannach díreach ón OIFIG DHÍOLTA FOILSEACHAN RIALTAIS, TEACH SUN ALLIANCE, SRÁID THEACH LAIGHEAN, BAILE ÁTHA CLIATH 2 nó tríd an bpost ó FOILSEACHÁIN RIALTAIS, AN RANNÓG POST-TRÁCHTA, 51 FAICHE STIABHNA, BAILE ÁTHA CLIATH, (Teil: 01 - 6476834/35/36/37; Fax: 01 - 6476843) nó trí aon díoltóir leabhar.

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