

EUROPEAN HOLDING COMPANY

(Société européenne holding) managed by an executive board (“le directoire”) and a supervisory board (“le conseil de surveillance”) (Societas Europea)- Registration

Prior to registering your company at the Trade and Companies Register (“Registre du Commerce et des Sociétés” or “RCS”), some formalities must be complied with. Documentary evidence will be required in order to complete your registration file.

NB : Submitting a file to apply for registration to the Trade and Companies Register.

The complete file must be brought :

Either to the centre for administrative formalities (“Centre de Formalités des Entreprises”).

Either directly at the registry office (“le greffe”) of the commercial court, pursuant to article R123-5 of the Commercial Code (the “article 3” procedure of decree n° 96-650 of July, 19 1996).

Preliminary procedures before registering at the Trade and Companies Register (“RCS” or “Registre du Commerce et des Sociétés”)

Exercising a regulated activity :

If your company exercises a regulated activity (sale of alcoholic beverages, optician, transportation of goods and passengers, etc.), check that you fulfill the conditions required for this y (diploma, personal qualifications, etc.) in order to obtain the approval, or the necessary authorisation to be registered with the RCS.

For further information, contact :

- the professional organizations and associations
- the services of the Préfecture de Paris
- the administrative supervisory authorities (e.g. for transportation, you should refer to DREIF - Direction Régionale de l'Équipement d'Île de France)

Domiciliation : your official business address

You will have to bring evidence to the registry office (“le greffe”) of the regular occupancy of the company’s head office by any means, such as a copy of the commercial lease, the contract with a domiciliation company, recent electric bill (EDF), telephone receipts, etc.

A company is authorized to locate its registered office at the domicile of its legal representative and to conduct business there for an unlimited period of time barring any legislative provisions or contractual stipulations to the contrary. When the company is subject to such legislative provisions or contractual stipulations, its registered office may be located at its legal representative’s domicile for a period which shall not exceed five years from the date of its registration nor shall it exceed the legal, contractual or judicial term of occupation of the premises. (L123-11-1 of the Commercial Code)

To domicile your company, you may also contact a domiciliation company or a business incubators (“pépinière

d'entreprise").

Project of creation of the European Company ("Société européenne" or "SE"):

The companies that are willing to create a European Holding Company must draft a common project of creation of the "SE".

One dated and signed original copy of this project must be brought to the Registry of the Commercial Court ("le greffe du Tribunal de Commerce") within the head office's jurisdiction. This formality must be fulfilled at least one month before the first meeting that will give a ruling upon the creation operation.

The appointment of the auditor

When contribution in kind is brought to the company, the president of the Commercial Court, ruling on petition, must appoint one or more auditors of the formation proceedings

The application must be made in one original copies at the Registry of Paris Commercial Court ("le greffe du Tribunal de Commerce"). For further information, click [here](#)

Adoption of the memorandum and articles of association:

Drafting the memorandum and articles of association of a company is an essential and very important step in the creation of your company. It can have legal and fiscal consequences on the company and it can influence the social status of the company's manager. To proceed to the adoption of the memorandum and articles of association, you should accomplish the following requirements:

- Draw up the memorandum and articles of association
- Proceed to the appointment of the members of the executive board and of the supervisory board. They must appoint the chairman of the executive board, the chairman and of the vice-chairman of the supervisory board.
- Deposit the funds which make up the cash contribution in a blocked account, either in a finance company located in France, at the "caisse des dépôts et des consignations" (deposit and consignment office), or at a notary's office.
- Register the memorandum and articles of association of the company within one month from the signing by all board members, free of charge, with the appropriate tax collector's office nearest the home of one of the partners of nearest the head office of the company. This formality is not required before registration at the RCS.

Standard memorandum and articles of association forms may be bought in specialized and university bookshops.

Publication of the formation of the firm:

Contact a newspaper entitled to publish legal notices to announce the creation of your company. The following information is required: the name and legal form of company, the amount of the registered capital, the address of the head office, the purpose of the company (briefly indicated), its duration, the name, first name and home address of the chairman of the supervisory board, of the managing director, of the members of the executive board and the members of the supervisory board, of the auditors, the conditions to have access to shareholders' meetings and to vote (including the conditions to get a double vote (one vote that is worth two votes), the existence of stipulations concerning the approval ("l'agrément") by the persons transferring some shares and the indication of the body covering applications for approval (if need be), and the RCS at which the company will be incorporated.

N.B. In the event of a purchase or taking into lease management of the assets of a business, a legal notice announcing this purchase or taking into lease management shall also be published in an authorized newspaper.

Other publication concerning the constitution of the “SE”

- Contact a newspaper entitled to publish legal notices and the “Bulletin des Annonces Légales Obligatoires” or “BALO” (French official legal announcement publication) to announce the project of constitution, if at least one of the companies taking part in the project makes a public offering or when the shares are not all registered.
- Contact a newspaper entitled to publish legal notices and the “Bulletin des Annonces Légales Obligatoires” or “BALO” to announce the decision of every registered European Company’s general meeting, if at least one of the companies taking part in the project makes a public offering or when the shares are not all registered.
- Contact a newspaper entitled to publish legal notices at a national level and the official bulletin of civil and commercial notices (“Bulletin Des Annonces Civiles et Commerciales” or “Bodacc”) to announce that the conditions of constitution of the European Holding Company have been fulfilled for each company taking part in the project and that is registered in France.

Further steps to be taken

- Make sure that the name of the company is clearly indicated on your mailbox, or you will not receive the certificate of incorporation (“Kbis” or “Kbis” extract) that will be sent by the Registry.
- In order to comply with the regulations, you must buy the company books (minute books, etc.) and get them stamped and signed by the Registry.

Documents to include in your file for your registration at the Trade and Companies Register

Acts and documents to produce in appendix to the RCS

- One original copy of the memorandum and articles of association dated and signed by all partners personally or via an original proxy, on production of a special authorisation (if the document is unattested) or one certified true copy (if the document is notarised); the proxies for the signature of the memorandum and articles of association shall be provided in one original copies.
- One copy of the document of appointment as permanent representative of a company appointed as a member of the supervisory board.
- One original copy of the certificate of funds deposit, enclosed with a list of the subscribers with the number of shares they subscribed to, and the amount paid by each of them.
- If the capital is constituted of contribution in kind, produce the auditor of the formation proceedings’ report in one copy, duly dated and signed.
- One original copy, duly signed and dated, of the report of the assessor(s) (“Commissaire à la constitution”) of the company’s formation.
- One certified true original copy of the supervisory board’s report designating the chairman and vice-chairman of the supervisory board, as well as the members of the executive board.
- If a legal entity is appointed as a member of the supervisory board and is not registered on a public register or is part of a country which is outside the European Community, you must provide two copies of the memorandum and articles of association in force, translated in French if need be, and certified true by its legal representative.

Written proofs to enclose with your file

- A duly completed and signed M0 application form. Two original copies shall be brought at the Registry

and one copy at the Centre for administrative formalities (“Centre de formalités des entreprises” or CFE).

- An original proxy from the legal representative if he has not personally signed the M0 application form.
- Evidence of the regular occupancy of the company’s head office such as a copy of the commercial lease, a contract with the domiciliation company, a recent electric bill (EDF), telephone receipts, etc.) *It is very important for your grouping to clearly identify its head office’s address in order for the Registry to be able to mail the certificate of incorporation (Kbis) to you when there is a formality or for your partners to contact you. If your company’s head office is located at your legal representative’s home address you have to clearly state the name of your company on your mail box and make sure you have fulfilled all the necessary formalities with the post office for the follow-up of your grouping’s mail.*
- The evidence of publication in an authorized newspaper of the notice announcing the creation of the company.
- The certificate of publication of the constitution project in a newspaper entitled to publish legal notices and the “Bulletin des Annonces Légales Obligatoires” or “BALO”, if at least one of the companies taking part in the project makes a public offering or when the shares are not all registered
- The certificate of publication of the notice, announcing that the conditions of constitution of the European Holding Company have been fulfilled for each company taking part in the project and that is registered in France, in a newspaper entitled to publish legal notices and the “Bulletin des Annonces Légales Obligatoires” or “BALO”.
- A copy of the receipt accounting for the application of the project of constitution at the Registry of the Commercial Court (“le greffe du Tribunal de Commerce”) for each company taking part in the project.

If the declared activity is regulated, you have to send a copy of the authorisation delivered by the regulatory authorities (“autorités de tutelle”), a copy of the diploma or title.

In case of purchase, produce:

- A copy of the evidence of publication in an authorized newspaper of the notice announcing the purchase of the business.
- A copy of the sale contract of the business, stamped and registered.

In case of lease management (“location gérance”), produce:

- A copy of the certificate of publication in an authorized newspaper of the notice announcing the taking into lease management of the business.
- A copy of the lease management contract.

In case of real estate management (“gérance mandate”), produce:

- A copy of the certificate of publication in an authorized newspaper of the notice announcing the taking into real estate management.
- A copy of the real estate management contract.

In case of real estate brought into a business, produce:

- A copy of the certificate of publication in an authorized newspaper of the stamped and registered notice announcing the contribution
- A copy of the stamped and registered document attesting the contribution.

For the members of the supervisory board as natural persons and for the members of the executive board

- For the persons of French nationality: a copy of the national identity card or passport.

- Foreign citizens must provide a double sided copy of the unexpired residence permit or a copy of the passport if they are not living in France, or any official document accounting for the person's identity.
- A sworn statement, dated and signed by the person concerned, indicating you have no criminal record. The judge appointed by the president of the commercial court to supervise the RCS will scrutinize this statement later.
- A certificate indicating the names and first names of the parents, unless this information appears in another document which has already been produced.

For the members of the supervisory board as legal entities

- An original certificate of incorporation at the Trade and Companies Register ("Registre du Commerce et des Sociétés" or "RCS"), produced within the last three months, if the entity has been registered, or any official document proving the legal existence of the entity if it has not been registered with the RCS.
- For the permanent representatives, provide the same documents as required for the members of the supervisory as natural persons.
- NB: If the legal entity has not been registered or is part of a country that is outside the European Union, its legal representative must be registered with the RCS. In that event, you must provide the same documents that are required for the members of the supervisory board as natural persons.

For the chairman of the executive board, managing director and the sole managing director (if applicable)

- For the persons of French nationality : a copy of the national identity card or passport.
- Foreign citizens who are under the obligation to have a residence permit must provide a double-sided copy of an unexpired residence permit.
- A sworn statement, dated and signed by the person concerned, indicating you have no criminal record. The judge appointed by the president of the commercial court to supervise the RCS will scrutinize this statement later.
- A certificate indicating the names and first names of the parents, unless this information appears in another document which has already been produced.

For the auditors

- Provide evidence of their registration on the official auditors' list if it has not been published yet.
- Provide the letter stating the acceptance of the designation.