

mySE (INDIVIDUAL INCORPORATION)

You need an SE but do not want to buy a pre-incorporated shelf company?

No problem- we are happy to incorporate your desired entity in accordance with your individual requirements, either for you or together with you. Hereby you can pursue your individual tax, regulatory or co-determination objectives if you should conclude that – in your very specific case - these may not be achievable by purchasing a pre-incorporated shelf company.

Having incorporated more than 200 (!) SE (Societas Europaea) companies, FORIS is the absolut market leader and expert for this legal entity form. Benefit from our experience for the incorporation of your desired company.

YOUR CHALLENGE

As per the legal framework described in Article 2 Council Regulation (EC) on the Statute for a European company (SE), the incorporation of an SE (=Societas Europaea) has very specific requirements. There are only 5 means to incorporate an SE (so-called *numerus clausus* of incorporation). For all incorporation means, a European cross-border element is required, i.e. at least two corporations domiciled in different countries within the EU or in a EWR member state such as Iceland, Liechtenstein or Norway (multistate principle).

- 1) SE incorporation by merging of at least two (2) stock corporations domiciled in different member states
- 2) Transformation into an SE of a stock corporation having at least one (1) foreign domiciled subsidiary existing for at least two (2) years
- 3) Foundation of an SE holding company by at least two (2) corporations domiciled in different member states by means of an exchange of shares
- 4) Incorporation of a subsidiary SE by at least two (2) corporations domiciled in at least two (2) different member states
- 5) Incorporation of an SE subsidiary by an already existing SE

In case you do not fulfill the requirements for any the above described incorporation means, you cannot – by yourself – incorporate an SE.

OUR SOLUTION

All SEs incorporated by or with us are subsidiary SEs pursuant to Article 2 subsection 3 Council Regulation (EC) on the Statute for a European company (SE) (see No. (4) above). Our Ireland-domiciled subsidiary FORIS Administration Ltd. usually has the role of one of the co-founders. The other co-founder would usually be FORIS Gründungs GmbH, domiciled in Germany, or alternatively a corporation of yours.

Several paths forward:

Our mySE concept provides you with several alternatives to benefit from this set-up.

Solution 1 (custom incorporation): Both above mentioned FORIS entities incorporate a bespoke SE as per your specific instructions. Thereafter all shares in the SE are transferred to you.

Solution 2 (joint incorporation): We provide one of the co-founding corporations (e.g. FORIS Administration Ltd.) and you provide the other. Thereafter, all shares held by our co-founding corporation are transferred to you.

There are multiple options in respect to many details of this incorporation process, which we are happy to discuss with you. We are flexible to satisfy your needs. The same applies to aspects such as the capitalization amount (equity), details of the articles of association, domicile and seat, as well as time and coordination of our joint project. Pricing depends on your needs and what needs to be done to achieve your goals.

In any case, the following is included in our prices:

- Draft documents for the SE incorporation in German and English
- Draft registration document
- Agreement FORIS/customer regarding the transfer of shares in the newly founded SE from the FORIS co-founding entity to you
- Coordination and preparation of the notarization process
- Our decade-long experience and routine resulting from more than 200 (!) SE incorporations
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Feel free to call us for more information. We are looking forward to serve you.

CONTACT

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