



STATUTORY INSTRUMENTS.

S.I. No. 675 of 2021

COMPANIES ACT 2014 (PRESCRIBED FORM AND NOTICE)
REGULATIONS 2021

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I, ROBERT TROY, Minister of State at the Department of Enterprise, Trade and Employment, in exercise of the powers conferred on me by sections 12(1), 558B(4)(b), 558J(2)(a), 558J(3), 558K(2)(a), 558U(2), 558W(3), 558Z(2) and 558ZC(2) of the Companies Act 2014 (No. 38 of 2014) (as adapted by the Business, Enterprise and Innovation (Alteration of Name of Department and Title of Minister) Order 2020 (S.I. No. 519 of 2020) and the Enterprise, Trade and Employment (Delegation of Ministerial Functions) (No. 2) Order 2020 (S.I. No. 580 of 2020)), hereby make the following regulations:

1. (1) These Regulations may be cited as the Companies Act 2014 (Prescribed Form and Notice) Regulations 2021.

(2) These Regulations shall come into operation on 8 December 2021.

2. In these Regulations, “Act of 2014” means the Companies Act 2014 (No. 38 of 2014).

3. The form set out in Part 1 of the Schedule is prescribed for the purposes of section 558B(4)(b) of the Act of 2014.

4. The notice (SCARP1) set out in Part 2 of the Schedule is prescribed for the purposes of section 558J(2)(a) of the Act of 2014.

5. The notice set out in Part 3 of the Schedule is prescribed for the purposes of section 558J(3) of the Act of 2014.

6. The notice set out in Part 4 of the Schedule is prescribed for the purposes of section 558K(2)(a) of the Act of 2014.

7. The notice set out in Part 5 of the Schedule is prescribed for the purposes of section 558U(2) of the Act of 2014.

8. The instruments of proxy set out in Part 6 of the Schedule are prescribed for the purposes of section 558W(3) of the Act of 2014.

9. The notice set out in Part 7 of the Schedule is prescribed for the purposes of section 558Z(2) of the Act of 2014.

*Notice of the making of this Statutory Instrument was published in
“Iris Oifigiúil” of 10th December, 2021.*

10. The notice set out in Part 8 of the Schedule is prescribed for the purposes of section 558ZC(2) of the Act of 2014.

SCHEDULE
Regulation 3
PART 1

STATEMENT OF AFFAIRS OF [COMPANY NAME]
Section 558B(4) of the Companies Act 2014

	ESTIMATED REALISABLE VALUE €
ASSETS SPECIFICALLY CHARGED (as per List "A")	
Freehold property	-
Leasehold property	-
<i>Other assets (see List "A"):</i>	-
	TOTAL
ASSETS NOT SPECIFICALLY CHARGED (as per List "B")	-
Freehold property	-
Leasehold property	-
Investments	-
Motor vehicles	-
Plant & machinery	-
Fixtures & fittings	-
Office Equipment	-
Balance at bank	-
Cash in hand	-
Trade debtors	-
Directors loans/connected party loans	-
Stock in trade	-
Work in progress	-
<i>Other assets (see List "B")</i>	-
	TOTAL
TOTAL ASSETS	-
<i>Deduct amounts due to SECURED CREDITORS (List "A") to extent to which claims are estimated to be covered by assets specifically charged</i>	-
Balance available for preferential creditors	-
<i>Deduct amounts claimed to be due to PREFERENTIAL CREDITORS (List "C")</i>	-
Balance available for debenture holders secured by a floating charge	-
<i>Deduct amounts due to such DEBENTURES HOLDERS (List "D") after deducting any sums estimated in List "A" to be covered by assets specifically charged</i>	-
Balance available for unsecured creditors	-
<i>Deduct amounts claimed to be due to UNSECURED CREDITORS (List "E") Amounts claimed to be due including unsecured balance of claims of creditors secured by assets specifically charged</i>	-
<i>Deduct amounts claimed to be due in respect of CONTINGENT LIABILITIES (List "F")</i>	-
<i>Deduct amounts claimed to be due in respect of PROSPECTIVE LIABILITIES (List "G")</i>	-
Estimated SURPLUS/(DEFICIT)	-
(i) The forgoing estimates are subject to the costs of the Rescue Process/Winding Up and to any surplus or deficiency on trading pending realisation of the assets.	
(ii) There is no unpaid capital liable to be called up or The nominal amount of unpaid capital liable to be called up is estimated to produce € , which is/is not charged in favour of debenture holders. <i>(strike out option that does not apply)</i>	

Signed

Date

Signed

Date

LIST "A" - ASSETS SPECIFICALLY CHARGED AND CREDITORS FULLY OR PARTLY SECURED(NOT INCLUDING DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE)

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible.

Assets in Deficit

Assets in Surplus

LIST "B" - ASSETS NOT SPECIFICALLY CHARGED

Full particulars of every description of property not specifically charged and not included in any other list are to be set forth in this list.

Full statement and nature of property	Book value €	Estimated to realise €
Freehold property		
Leasehold property		
Investments		
Motor vehicles		
Other plant and machinery		
Fixtures & fittings		
Office Equipment		
Balance at bank		
Cash in hand		
Trade debtors		
Directors loans/connected party loans		
Stock in trade		
Work in progress		
<i>Other assets (please list below)</i>		
Asset 1		
Asset 2		

_____ - - _____

LIST "C" - PREFERENTIAL CREDITORS
IN ACCORDANCE WITH S.621 OF THE COMPANIES ACT 2014

NOTE: a) Estimated liabilities at the latest practicable date that would rank as preferential in a Winding Up.
b) Names to be arranged in alphabetical order and numbered consecutively. When the amount of claim is unascertained write unascertained in column headed "Amount of claim".

No.	Name of creditor	Address	Nature of claim	Amount of claim	Amount payable in full	Balance not preferential carried to List "E"
						-

**LIST "D" - DEBENTURE HOLDERS SECURED BY A FLOATING
CHARGE**

NOTE: a) Names to be arranged in alphabetical order and numbered consecutively.

b) Separate lists should be furnished of holders of each issue of debentures, if more than one issue has been made.

No.	Name of holder	Address	Amount	Description of assets overwhich security extends

LIST "E" - UNSECURED CREDITORS

NOTE: a) Names to be arranged in alphabetical order and numbered consecutively.
b) It is in order to attach a separate schedule.
c) This schedule does not account for potential Reservation of Title (RoT) claims.
d) When there is a contra account against the creditor less than their claim against the company.any set-off must be clearly identified on the schedule

No.	Name	Address	Amount of debt
		Brought from List "A" Brought from List "C"	- -

LIST "F" - CONTINGENT LIABILITIES

Names to be arranged in alphabetical order and numbered consecutively

No.	Name	Address	Amount of debt	Estimated date	Details

_____ -

LIST "G" - PROSPECTIVE LIABILITIES

Names to be arranged in alphabetical order and numbered consecutively

No.	Name	Address	Amount of debt	Estimated date	Details

_____ -

Regulation 4

PART 2

SCARP1 – Notice of Appointment of Process Adviser Section 558J(2)(a) of the Companies Act 2014	
1. Company Details	
Company Number:	
Company Name:	
Company Size:	<input checked="" type="checkbox"/> Small <input type="checkbox"/> Micro
Number of employees on the date of submission:	
Has the company operations outside Ireland/EU:	<input checked="" type="checkbox"/> yes <input type="checkbox"/> no
2. NACE Code	
Nature of Business:	
NACE Code:	
3. Appointment Details	
I, hereby give notice to the Registrar of Companies, that I have been appointed Process Adviser to the above-named company effective from and by virtue of the resolution passed on following mentioned date by the directors, in accordance with section 558E of the Companies Act 2014.	
Effective date:	
4. Add Process Adviser	
First name:	
Last name:	
Phone number:	
Email address:	
<i>Process Adviser Address</i>	
Address 1:	
Address 2:	

Address 3:	
Town/City:	
Postal Code:	
5. Verification Details	
<i>This form must be certified by the process adviser of the company.</i>	
I hereby certify that the particulars contained in this form are correct <input type="checkbox"/>	
6. Signature Method	
<i>Please select the appropriate signature method.</i>	
Sign this form with a certificate issued by Revenue Online Services (ROS) <input type="checkbox"/>	
Print and sign a signature page which must then be uploaded <input type="checkbox"/>	
<i>WARNING: ROS cert names must match the name on the form below. As the Process Adviser is signing then the ROS cert must be in their own names and not that of the company.</i>	
7. Signature Details	
Signature Type:	Signature as Process Adviser
Process Adviser Name:	
Email Address:	
8. Presenter Details	
First name:	
Last name:	
Email:	
Address:	
Telephone number:	
Reference number:	

Regulation 5

PART 3

Public notice of the appointment of a process adviser Section 558J(3) of the Companies Act 2014
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Pursuant to the passing of a resolution of the board of directors of [Company Name], Company Number [Company Number], on [Date], and being satisfied that [Process Adviser], [name of firm, if applicable] is qualified in accordance with section 633 of the Companies Act 2014 ('the Act') for appointment as a process adviser, [Process Adviser] has been appointed as process adviser for the company, in accordance with section 558E of the Act for the purpose of preparing a rescue plan in accordance with the provisions of Part 10A of the Act.

Regulation 6

PART 4

Notice of appointment as process adviser Section 558K(2)(a) of the Companies Act 2014
--

1. General

I hereby give notice that I [process adviser name] of [name of firm, if applicable] have been appointed as process adviser to [Company Name], Company Number [Company Number], following the passing of a resolution of the board of directors on [Date] in accordance with section 558E of the Companies Act 2014 ('the Act'), for the purpose of preparing a rescue plan for the company.

You are requested to acknowledge in writing receipt of this notice within 7 days in accordance with section 558O of the Act. Where you fail to make such an acknowledgement you will receive a reminder notice, requesting acknowledgement within 72 hours. Where you fail to acknowledge receipt of this reminder notice, you will be deemed to have received the notice.

You are requested to provide the information set out in Part 4 of this form within 14 days of the giving of this notice. Where you fail to respond within 14 days, I will estimate the value of your claim and send you a notice which:

- (a) Specifies the estimated value of your claim, and
- (b) Specifies that unless you supply the information required within 72 hours of the notice being given, then I may use the estimated value for the purpose of preparing a rescue plan in respect of the company.

It is in your interest to submit all information requested and you are strongly urged to respond within the timeframes outlined in the notice.

Upon receipt of all necessary documentation, I will prepare a rescue plan in respect of the company. The rescue plan must be prepared by day 49 of my appointment. You will be furnished with further notices outlining the content of the rescue plan and inviting you to vote on it.

2. Payments

Having reviewed the Statement of Affairs provided by the Directors of [Company Name], I consider the following payments are required in order for [Company Name] to continue trading.

Company/Person	Description of payment	Frequency	Amount

Any liabilities arising after my appointment which have been properly incurred by me, shall be paid in full unless there is a subsequent liquidation of the company. Where a liquidation occurs, payments will be made in accordance with the provisions of Part 11 of the Act.

3. Relevant Court

I am required by section 558H(2) of the Act to determine whether any proceedings brought in relation to the company during the period of my appointment should be brought

in the Circuit Court or High Court. I confirm that the [High Court/Circuit Court] shall be the relevant Court for this purpose. Any documents you may seek to file with the [High Court/Circuit Court] should be sent to [insert address for Central Office of High Court/Circuit Court].

4. Creditors

Creditors of the company are requested to send me the following information:

- (a) The nature of your claim against the company,
- (b) The nature of evidence supporting the claim; such evidence may include invoices, correspondence with the company etc.,
- (c) Any credit terms offered by you to the company,
- (d) Any security held by you over the assets of the company,
- (e) Any related party transactions with the company, and
- (f) Any further information you consider relevant to the preparation of a rescue plan for the company.

Information provided by you in accordance with this request will be used to verify the information provided to me by [insert Company Name] and assist in preparing a rescue plan.

Where your debt is an excludable debt in accordance with section 558L of the Act, your response to this notice must specify whether you consent to your debt being included in the rescue plan. You may object to the inclusion of your debt in the rescue plan in the following circumstances:

- (a) the company has failed at any time to comply with a requirement relating to tax imposed by or under the Act or any other enactment,
- (b) the Revenue Commissioners are conducting an audit or intervention into the company, or
- (c) the company is party to an appeal in relation to a requirement relating to tax imposed by the Act or any other enactment.

5. Repudiation (If applicable)

[Insert statement confirming the creditor is party to a contract to which section 558P of the Act applies and the process adviser is considering repudiation, if applicable]

6. Documents

Enclosed with this notice are the following documents for your information:

- (a) A copy of my determination under section 558C of the Act, and
- (b) A copy of my report prepared under section 558D of the Act

Signed:

Date:

Process adviser to [Company Name]

*Regulation 7***PART 5**

Notice of meeting of creditors Section 558U(2) of the Companies Act 2014

Notice is hereby given that a meeting of [creditors and/or members] of [Company Name], Company Number [Company Number] will be held at [Place] on [Date] at [Time].

This meeting is scheduled in accordance with section 558T of the Companies Act 2014 ('the Act'), following the completion of a rescue plan for [Company Name] in accordance with section 558Q of the Act.

The purpose of the meeting is to consider the rescue plan prepared for [Company Name].

In accordance with section 558U of the Act the following documents are enclosed with this notice:

- (a) a copy of the rescue plan,
- (b) a statement of the assets and liabilities of the company,
- (c) a description of the likely financial outcome of a winding up of the company or of the application of a receivership to that company for each class of members and creditors,
- (d) a statement explaining—
 - i. the effect of the rescue plan,
 - ii. the reasons why it is fair and equitable and not unfairly prejudicial,
 - iii. the likely consequences of a failure to approve the rescue plan,
- (e) information about any changes in the management or direction of the eligible company that are specified in the rescue plan,
- (f) a statement outlining any material interests of the directors of the eligible company and the effect of the rescue plan to the extent it is different to like interests of other persons,
- (g) information about the procedure for agreeing to, proposing modifications to, or objecting to the rescue plan at the meeting,
- (h) a general and a special form of proxy (with neither the name nor description of the process adviser or any other person printed or inserted in the body of any such instrument of proxy),
- (i) a statement setting out—
 - i. the remuneration payable to, and the costs and expenses incurred by the process adviser under Part 10A of the Act, and
 - ii. the remuneration payable to, and the costs and expenses incurred by, the process adviser appointed in respect of the company by virtue of the passing of a resolution mentioned in section 558E(2) of the Act during the relevant period,
- (j) an estimate of the additional remuneration that would be payable to, and the costs and expenses that would be incurred by, the process adviser under this Part 10A of the Act if the rescue plan were to be approved pursuant to section 558ZB of the Act, and
- (k) an estimate of the additional remuneration that would be payable to, and the costs and expenses that would be incurred by, the process adviser under Part 10A of the Act if the rescue plan were not to be approved pursuant to section 558ZB of the Act.

Forms of proxy must be lodged by 4pm on the day before the meeting at [insert address].

Signed:

Date:

Process adviser to [Company Name]

*Regulation 8***PART 6**

Instrument of Proxy Section 558W(3) of the Companies Act 2014
--

I/We, [Name(s)] of [Company/Entity (if applicable)] a [creditor/member] hereby appoint [Name] of [of company, if applicable] to be my/our general proxy to vote at the meeting of creditors and members for purpose of considering the proposed rescue plan prepared for [Company Name] to be held at [Place] on [Date] at [Time], or at any adjournment thereof.

(See note 1)

Signature	
Name (in print)	
Position/Role	
For and on behalf of	
Date	

NOTES:

- (1) If a firm, sign the firm's trading name and add "by A.B. a partner in the said firm." If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf and the fact that the officer is so authorised must be so stated.
- (2) The proxy form when signed must be lodged by the time and at the address stated for that purpose in the notice convening the meeting at which it is to be used.
- (3) The Process Adviser may act as general or special proxy.

Instrument of special proxy Section 558W(3) of the Companies Act 2014
--

I/We, [Name(s)] of [Company/Entity (if applicable)] a [creditor/member] hereby appoint [Name] of [of company, if applicable] to be my/our proxy to vote [for/against] the rescue plan in respect of [company name] at the meeting of [creditors/members] for purpose of considering the proposed rescue plan to be held at [Place] on [Date] at [Time], or at any adjournment thereof.

(See note 1)

Signature	
Name (in print)	
Position/Role	
For and on behalf of	
Date	

NOTES:

- (1) If a firm, sign the firm's trading name and add "by A.B. a partner in the said firm." If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf and the fact that the officer is so authorised must be so stated.
- (2) The proxy form when signed must be lodged by the time and at the address stated for that purpose in the notice convening the meeting at which it is to be used.
- (3) The Process adviser may act as general or special proxy.

Regulation 9

PART 7

Notice of approval of rescue plan Section 558Z(2) of the Companies Act 2014
--

1.General

Notice is hereby given that at a meeting of [creditors and/or members] of [Company Name], company number [Company Number] held at [Place] on [Date] at [Time], a rescue plan in respect of [Company Name] was approved in accordance with section 558Y of the Companies Act 2014 ('the Act'). This notice of approval was filed with the Central Office of the [insert relevant court] on [date]. This approval shall become legally binding in the event that no objection to the rescue plan is filed with the [insert relevant court] within 21 days from the date the notice of approval was filed.

2. Objection

You may file an objection to the rescue plan in the following circumstances:

- (a) where you voted against the rescue plan and one of the following grounds of objection applies:
 - (i) the rescue plan unfairly prejudices your interests,
 - (ii) the rescue plan is unfair and inequitable in relation to you,
 - (iii) there was some material irregularity at or in relation to a meeting to which section 558Y of the Act applies,
 - (iv) you were materially prejudiced by not receiving notice of the meeting or any other notice required to be sent under the Act,
 - (v) acceptance of the rescue plan by the meeting was obtained by improper means,
 - (vi) the rescue plan was put forward for an improper purpose,
 - (vii) it is not necessary for the survival of the company, and the whole or any part of its undertaking, as a going concern that the contract specified in the objection be repudiated or affirmed,
 - (viii) the amount of loss or damage determined in respect of the repudiation of the contract specified in the objection is inadequate or excessive,
 - (ix) the provisions with respect to leases in section 558R of the Act apply,
 - (x) the sole or primary purpose of the rescue plan is the avoidance of payment of tax due, or
 - (xi) the rescue plan contains an unlawful provision,

or

- (b) where you voted in favour of the rescue plan but consider that one of the following applies:
 - (i) the acceptance of the rescue plan was obtained by improper means, or
 - (ii) that after voting to accept the rescue plan, you became aware that the rescue plan was put forward for an improper purpose.

Objections may be filed with the Central Office of the [relevant court] at the following address [insert address of relevant court office]

You may only make submissions to the [relevant court] in respect of objections validly filed, unless that objection is upheld. You may make submissions more generally only where [insert relevant court] upholds an objection and seeks to amend the rescue plan.

3. Documents

Enclosed with this notice are the following documents for your information:

- (a) A copy of the rescue plan as approved under section 558Y of the Act
- (b) A statement explaining:
 - (i) The effect of the rescue plan,

- | | |
|-------|---|
| (ii) | The reasons why the rescue plan is fair and equitable and not unfairly prejudicial, and |
| (iii) | The likely consequences of failure to implement the rescue plan. |
| (c) | A statement outlining any material interests of the directors of [Company Name] and the effect of the rescue plan to the extent it is different to like interests of other persons. |
| (d) | A copy of the prescribed form “Notice of objection to rescue plan” you must use if filing an objection to the rescue plan. |

Signed:

Date:

Process adviser to [Company Name]

Regulation 10

PART 8

Notice of objection to rescue plan
Section 558ZC(2) of the Companies Act 2014

In accordance with section 558ZC of the Companies Act 2014 notice is hereby given that I [insert name] object to the approval of a rescue plan in respect of [Company Name], [Company Number], on [Date].

My objection is made on the following ground(s) [tick those which apply]:

- a) the rescue plan unfairly prejudices my interests,
- b) the rescue plan is unfair and inequitable in relation to me,
- c) there was some material irregularity at or in relation to a meeting to which section 558Y of the Act applies,
- d) materially prejudiced by not receiving notice of the meeting or any other notice required to be sent under the Act,
- e) acceptance of the rescue plan by the meeting was obtained by improper means,
- f) the rescue plan was put forward for an improper purpose,
- g) it is not necessary for the survival of the eligible company, and the whole or any part of its undertaking, as a going concern that the contract specified in the objection be repudiated or affirmed,
- h) the amount of loss or damage determined in respect of the repudiation of the contract specified in the objection is inadequate or excessive,
- i) the provisions with respect to leases in section 558R of the Act apply,
- j) the sole or primary purpose of the rescue plan is the avoidance of payment of tax due,
- k) that the rescue plan contains an unlawful provision,

I confirm that this objection is made within 21 days of the approval of the rescue plan and was submitted to the Process Adviser [submit name of Process Adviser] and office of the relevant court.

I confirm that [tick the statement which applies]:

- I did not vote to accept the rescue plan
- I voted to accept the rescue plan but section 558ZC 4(a) or (b) of the Act applies

Where an objection is made on the grounds specified in g) or h) I confirm that the relevant Court did not approve the repudiation under section 558P of the Act.

Signed:

Date:

GIVEN under my hand,
8 December 2021

ROBERT TROY,
Minister of State at the Department of Enterprise, Trade and
Employment.

EXPLANATORY NOTE

(This Note is not part of the Instrument and does not purport to be a legal interpretation)

These Regulations prescribe the form to be used for the purposes of 558B(4)(b), the notices for the purposes of 558J(2)(a), 558J(3), 558K(2)(a), 558U(2), 558Z(2) and 558ZC(2) and the instruments of proxy for the purposes of 558W(3) of the Companies Act 2014.

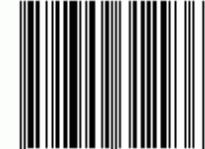
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