

State registration and termination of representative offices of foreign legal entities

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Previously, we informed you on the new rules for state registration of representative offices (including branches and non-commercial representative offices) of legal entities established under laws of foreign states (hereinafter the "RepOffices").

Starting from **3 September 2024**, the new rules are effective.

To reiterate, according to the new rules, the information on the RepOffices is introduced to the Unified State Register of Legal Entities, Private Entrepreneurs and Public Formations (hereinafter the "USR") and the registration actions on the RepOffices are carried out by state registrars.

On 26 August 2024, the Ministry of Justice of Ukraine (hereinafter the "Ministry") approved an application form for state registration of a RepOffice (Form 11) by [Order No. 2518/5](#).

Transition period

According to [Letter of the Ministry No. 122107/8.4.3/32-24 dated 30 August 2024](#), currently, the USR's software with the functionality adapted to the RepOffices is being developed and supposed to be completed by April-May 2025.

By then, the state registration of the new RepOffices will be carried out by way of using the functionality for state registration of legal entities.

Transfer of the information on the existing RepOffices should be performed in accordance with the [Procedure for Transferring Information on the Existing and Registered RepOffices to the USR](#), approved by Resolution of the Cabinet of Ministers of Ukraine No. 1004 dated 3 September 2024 (hereinafter the "Procedure") exclusively by the Ministry on the basis of the registration data received from the Ministry of Economy of Ukraine, the National Bank of Ukraine, the State Statistics Service of Ukraine and the State Tax Service of Ukraine.

The Ministry shall ensure transfer of such information after completion of the respective USR software's development and **within a year** from the date of announcement on the Ministry's website of implementation of the respective software.

Until completion of the software's development, the transfer of the information on the RepOffices is performed exclusively upon applications of the respective RepOffices submitted in paper form in person or by mail directly to the Ministry in the following cases:

- ▶ For state registration of the changes to the information on the RepOffices
- ▶ For state registration of termination, decisions on termination/cancellation of the decisions on termination of the RepOffices
- ▶ For other public services to be provided to the RepOffices.

In accordance with the Procedure, the documents confirming the registration/accreditation of the RepOffices issued before the effective date of the new rules are valid until the date of the transfer of the information on such RepOffices to the USR.

Disclosure of information on the ownership structure and ultimate beneficial owners (hereinafter the "UBOs") of foreign legal entities in the USR

To reiterate, the new rules require disclosure in the USR of more extended information on the RepOffices as compared to the former procedure. In particular, the information on the ownership structure and the UBOs of

foreign legal entities is required to be introduced to the USR.

Foreign legal entities are obliged to disclose the ownership structure and the UBOs upon the state registration of the RepOffices, as well as in case of occurring changes to the information on the ownership structure and UBOs within 30 business days from the date of such changes' occurrence.

Neither the Procedure nor another legislative act obliges the existing RepOffices to disclose the information on ownership structure and UBOs of foreign legal entities due to enactment of the new rules. Pursuant to the Procedure, lack of certain information on the RepOffice that is to be reflected in the USR is not a ground for not transferring the information on such RepOffice to the USR.

It is worth noting that the [requirement on disclosure](#) to the State Tax Service of Ukraine of the information on ownership structure and UBOs of non-residents, which perform their activity in Ukraine through permanent establishments, was established by the law on international exchange of the information on financial accounts of taxpayers since April 2023.

We are monitoring the legislative developments and will inform you of important changes.

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