

Transfer of information on representative offices (branches) of foreign companies in Ukraine

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- ▶ Information on representative offices (branches) of foreign companies in Ukraine ("RepOffices") is now to be included in the Unified State Register of Legal Entities, Individual Entrepreneurs, and Public Formations (the "UA Company Register").
- ▶ The Ministry of Justice must complete the transfer of the relevant information from the previous register. Although the legal framework for this transfer has been in place since September 2024, the Ministry has not committed to any deadline for completing it.
- ▶ Until a RepOffice's information is transferred, it cannot update its registered details in case of changes (e.g., address, business activities, managing bodies).
- ▶ If there is a need to register any changes related to the RepOffice, disclosure of its ultimate beneficial owners (UBOs) and ownership structure will now be required. In practice it may be challenging to prepare all necessary documents for this purpose on time, especially if the need to register a change is urgent.
- ▶ Alternatively, RepOffices may choose to act proactively by initiating the data transfer themselves. Doing so ensures correct data transfer between the old and new registers, allows immediate compliance with new requirements, enables future changes to registered information, and helps avoid operational disruptions. In particular, taking proactive steps will allow sufficient time to gather and submit all required documentation related to the UBOs and ownership structure.

Background

The transfer stems from broad legislative changes establishing the new rules for state registration of the RepOffices in Ukraine (please refer to our Legal News: [10 October 2023](#) and [14 September 2024](#)).

Under the law, the Ministry will execute the transfer without any involvement or initiative required from the RepOffices. However, at the moment it remains unclear when the Ministry-led transfer will occur.

Notably, according to the Ministry's clarifications, it appears that the information will require manual transfer, rather than occurring automatically. In this case the process could be time-consuming and prone to errors, especially if the historical information on the RepOffices is outdated.

Proactive Transfer: Process and Benefits

RepOffices can proactively apply now to transfer their information to the UA Company Register. This proactive step offers several key benefits:

- ▶ **Fixed term for transfer:** Once an application is filed, the transfer is completed within 3 business days.
- ▶ **Transfer's accuracy:** The RepOffice controls the information submitted, ensuring accuracy, and avoiding the need for later corrections (which may not be the case with the transfer conducted by the Ministry).
- ▶ **Prerequisite for further updates:** Any updates to the registered information (e.g., address, business activities, managing bodies) can only be made after the transfer. A proactive transfer removes this roadblock, allowing the business to stay compliant and up to date.

- ▶ **Disclosure of UBOs and ownership structure:** As noted above, when registering changes related to a RepOffice, it is now mandatory to disclose information on UBOs and the ownership structure. Proactively transferring the RepOffice's data helps ensure sufficient time to prepare and submit UBO and ownership structure documentation, which can be challenging to compile on short notice, once a need for registering a change occurs.

Given these factors, companies with RepOffices in Ukraine should consider initiating transfer of their information to the UA Company Register to ensure compliance and uninterrupted operations.

EY Ukraine Law Practice has a comprehensive experience in assisting with corporate compliance matters, including transferring information on the RepOffices to the UA Company Register under the new rules.

We go on following the news and keep you posted on any important developments.
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