Doing Business in Estonia

2008



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1. Introduction

UHY is an international organisation providing accountancy, business management and consultancy services through financial business centres in over 70 countries throughout the world. Business partners work together through the network to conduct trans-national operations for clients as well as offering specialist knowledge and experience within their own national borders. Global specialists in various industry and market sectors are also available for consultation.

This detailed report providing key issues and information for investors considering business operations in Estonia has been provided by the office of UHY representatives:

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Information in the following pages has been updated so that they are effective at the date shown, but inevitably they are both general and subject to change and should be used for guidance only. For specific matters, investors are strongly advised to obtain further information and take professional advice before making any decisions. This publication is current at August 2008.

We look forward to helping you do business in Estonia.



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2. Business environment

Estonia is located on the Eastern coast of the Baltic Sea. It shares borders with Latvia in the South and Russia in the East. It's nearest overseas neighbours are Finland and Sweden. Estonians have strong ties to the Nordic countries today stemming from deep cultural and religious influences gained over centuries during Scandinavian colonization and settlement.

Estonia is considered one of the most liberal economies in the world, ranking 12th in the Heritage Foundation's 2008 Economic Freedom Index. Hallmarks of Estonia's free, market-based economy include a balanced budget, a flat-rate income tax system, a fully convertible currency pegged to the Euro, a competitive commercial banking sector, and a hospitable environment for foreign investment, including no tax on reinvested corporate profits (tax is not levied unless a distribution is made).

Estonia's liberal economic policies and macroeconomic stability have fostered exceptionally strong growth and better living standards than those of most new EU member states. The economy benefits from strong electronics and telecommunications sectors; the country is so wired that it is nicknamed Estonia. Many bars and cafes across the country are equipped with wireless connections. Skype, designed by Estonian developers, offers free calls over the Internet to millions of people worldwide. Tourism has also driven Estonia's economic growth, with beautifully restored Tallinn already a Baltic tourist landmark.

By the late 1990s, Estonia's trade regime was so liberal that adoption of EU and World Trade Organization (WTO) norms actually forced Estonia to impose tariffs in certain sectors, such as agriculture, which had previously been tariff-free. Openness to trade, rapid growth in investment, and an appreciating real exchange rate have resulted in large trade deficits in recent years. Estonia supplies more than 90% of its electricity needs with locally mined oil shale; however, it imports all of its natural gas and petroleum (roughly 30% of total energy consumption) from Russia. Alternative energy sources such as wood, peat, and biomass make up about 9% of primary energy production. An undersea electricity cable inaugurated in December 2006 allows Estonia to export electricity to Finland.

After enjoying double digit growth in recent years, 2007 GDP growth slowed to 7.1% and is expected to be around 2% for 2008 (Bank of Estonia estimate from April 2008). Prices are decreasing in the real estate sector, and there are signs of a slowdown in private consumption growth. Rising



prices of non-domestic goods, especially food, both from the EU and imported from third countries have pushed inflation to 6.6%.

Area

Area: 45,226 sq. km; slightly smaller than New Hampshire and Vermont combined. There are over 1, 500 islands as well as a similar number of rivers and lakes. 47.4% of Estonian territory is forested.

Population

According to Statistics Estonia, by preliminary estimation the population of Estonia at the beginning of 2008 was 1 340 600.

Capital

Tallinn (population of 396,000)

Language

The official language is Estonian, which belongs to the Balto-Finnic group of the Finno-Ugric languages and is closely related to Finnish and distantly to Hungarian. The Latin alphabet is used in written Estonian. The Russian language is also widely used in the country.

Political System

Estonia is a parliamentary democracy with a legislative, executive and juridical branch.

Branches:

- Executive--president (head of state), elected indirectly every 5 years; prime minister (head of government).
- Legislative--*Riigikogu* (Parliament--101 members, 4-year term).
- Juridical--Supreme Court.

Administrative regions: 15 counties, 33 towns, and 194 municipalities. Despite changes in the personnel and parties in government, the basic lines of national policy have remained constant: liberal economic policies.

Currency

Estonian Kroon (EEK); 1 EUR= 15, 6466 EEK



Key Economic Indicators

	2003	2004	2005	2006	2007	2008
GDP (m EUR)	8 493.86	9 375.84	11 063.1	13 133.8	15 546.6	17 396.8
Real GDP growth	7.1	8.1	10.5	11.8	7.1	3.7
Inflation (%)	3.6	1.3	2.8	3.1	6.6	9
Unemployment rate	10	9.7	7.9	5.9	4.7	5.1
Real wage growth	8.6	5.9	8.3	11.6	13	5,5
External debt (% of						·
GDP)	66	78.3	86	81.8	110	na

Source: Bank of Estonia

Trade: Exports (2007)--\$11 billion. Partners--Finland 18%, Sweden 13%, Latvia 11%, Russia 8.8%, Germany 5.2%, Lithuania 5.7%, U.S. 4%. Imports (2007)--\$15.5 billion. Partners--Finland 16%, Germany 12.8%, Russia 10%, Sweden 10%, Latvia 7.6%, Lithuania 6.8%.

Foreign direct investment (2007): Sweden 39.7%, Finland 24.6%, Netherlands 5.7%, Denmark 4.4%, Russia 2.6%, Norway 2.5%, Germany 2.4%, Cyprus 2.3%, Luxembourg 2%, U.K. 2%, U.S. 1.6%.

3. Foreign investment

Estonia has one of the most liberal investment and trade policies in Europe. The Wall Street Journal's index of Economics Freedom for 2006 rates Estonia 7th in the world and in 2007 the country ranks 12th globally. Based on World Bank data over 175 countries, in 2006 Estonia ranked 17th in terms of ease of doing business.

EU enlargement has had a major effect on regional trade and transportation. The Estonian accession to the EU is fostering trade and exports between Estonia and other EU member states. The trade agreement between Russian and the EU will improve contractual status between trading parties and should provide a framework for positive developments. The elimination of discriminating tariffs on Estonian exports to Russia is one good sign.

The modern Baltic Sea region consists of ten countries with a combined population of 90 million people. Estonia offers foreign companies an ideal entrance to the large and fast-growing markets of the Baltic Sea Region.

Companies partly or wholly owned by foreigners account for about 50% of Estonia's GDP and over 50 per cent of the country's exports. Estonia leads the way among the Baltic States in Internet usage and today an amazing 35% of the population is using the Internet in one way or other, a figure that is higher than in most other countries.

The taxation rate in Estonia is quite low compared to the Nordic countries. All corporate investments are exempt from corporate income tax. The Estonian tax system's stability and independence from short term political decision will support the overall business environment.

A key to success for any business thinking of investing in Estonia is its highly skilled, hardworking, well-educated and cost-effective labour force, willing to learn and flexible in their approach to new technologies and ideas.

A 'warm welcome' to business is reflected in many areas of living and working in Estonia.



4. Setting up a Business

Corporate legal entities

Business activities in Estonia are regulated by the Commercial Code, which entered into force in 1995 and is based on EU legislation.

There are five types of business entities which are created by entry into the Commercial Register:

- 1. Private Limited Company (osaühing or OÜ),
- 2. Public Limited Company (aktsiaselts or AS),
- 3. General Partnership (täisühing or TÜ),
- 4. Limited Partnership (usaldusühing or UÜ),
- 5. Sole Proprietorship (füüsilisest isikust ettevõtja or FIE).

For a foreign company there is a possibility to undertake its business activities in Estonia via branch (filiaal).

As of December 2004 it is also possible to register a European Company (Societas Europa, SE) in Estonia.

Generally, for medium-sized enterprises, it is easier to conduct business activities through the form of a private limited company. For an enterprise with a considerable list of owners who wish to issue listed securities on the Exchange however, the formation of a public limited company is necessary.

Setting up a company

Registration of a company is rather quick in Estonia. All the applications for registering the company shall be submitted through the notary public. If a founder is a foreign company, the power of attorney given to its representative must also have been notarized. After the application is submitted the registration takes about a week or two.

Using the possibilities of the Estonian electronic identification system and digital signature, it is from 2007 possible to register a company electronically (target within two hours). However, this procedure is limited to founders who possess an Estonian ID card.

Founders must draft a memorandum of association and apply the articles of association as an annex to memorandum of association. The memorandum of association must be signed by all founding members. Upon foundation, the founders shall open a bank account in the name of



newly founded company into which monetary contributions will be paid in.

The shares and state fee must be paid in full before submitting an application to enter the company in the commercial register. If non-monetary contributions are made, special rules apply. The management board must submit a petition application for the registration in the commercial register within six months of concluding the memorandum of association. The application must be signed by all members of the board. According to Commercial Code, a company shall be considered to be founded after its registration in the commercial register.

The shares of public limited company must be registered with the Estonian Central Register of Securities. For private limited companies the registration is optional. Procedures to account for changes in the Estonian Central Register of Securities shall be handled by banks acting as securities' account managers upon the request of the account holder. There are no requirements for contract form upon the transfer of shares of a public limited company. Share transfer contracts of a private limited company must be attested by an Estonian notary public. The requirement does not apply if the shares of the company are registered with the Estonian Central Register of Securities.

Capital requirements

The minimum share capital is EEK 40 thousand for a private limited company and EEK 400 thousand for a public limited company. The Estonian Commercial Code prescribes the minimum nominal value of a share: EEK 100 for a private limited company and EEK 10 for a public limited company. Each shareholder of a private limited company may have one share, the amount of the latter equal to the shareholding in the private limited company.

If the net assets of a limited company are less than one half of the share capital, or less than the minimum amount of share capital provided by law, the shareholders shall decide on:

- A reduction or increase of share capital on the condition that the net assets would thereby form at least the above indicated amounts,
- 2. The implementation of other measures as a result of which the net assets would meet the requirements provided by the law,
- 3. Dissolution, merger, division or transformation of the company, or



4. Submission of bankruptcy petition.

Management

The law prescribes a three-tier management system for a public limited company, i.e.:

- 1. a shareholders' meeting as the highest corporate body deciding fundamental corporate events,
- a supervisory board responsible for the strategic business decisions of a company and supervision of a company's management,
- 3. a management board which is responsible for the daily management and the accounting of the company.

The management system for a private limited company is simpler, comprised only of the shareholders and the management of a company, except if the share capital of a private limited company exceeds EEK 400 thousand and there are less than three members in the management board.

A supervisory board should consist of at least three members while there is no minimum of members set forth for a management board. At least one-half of the management board members of Estonian legal entities must reside in Estonia, in other member states of the European Economic Area or in Switzerland.

State fees

The following stamp taxes are applicable on registration of the company:

- 1. sole proprietorship EEK 0.5 thousand,
- general / limited partnership EEK 0.5 thousand,
- 3. branch of a foreign enterprise EEK 3 thousand,
- private / public limited company 0.2% of (nominal) share capital (min. EEK 3 thousand, max. EEK 20 thousand for private limited company, and min. EEK 4 thousand, max. 40 thousand for public limited company).



5. Labour

Employment contract

Employment contracts must be concluded in written form unless concluded for a period not exceeding two weeks. Employment contracts may prescribe a probation period of no more than four months.

An employment contract should include specific terms, in the absence of which, the contract is defective. Following terms are mandatory:

- The working hours, wage and the place of work;
- The work and its level of complexity, official or professional title and qualification requirements;
- The period of the contract's validity and the time for commencing the job (normally indefinite period of time);
- The lengths of the employee's holidays;
- The terms of advance notice concerning termination of employment contrast or the basis for determining such terms.

The Labour Law defines full-time employment as a 40-hour week. The duration of annual vacation is 28 calendar days. Employers do not have the right to withhold vacation and employees do not have the right to waive vacation. The salary paid during the annual vacation must be average salary of the six preceding months.

Types of executive employment

Executive may either be employed or belong to the management board of the company. In case an executive is employed, the statues regulating employee's rights and obligations apply. On the other hand if an executive is a member of the management board he/she will not be protected by these statues and is bound through a service agreement.

Expatriates

In order to work in Estonia, a citizen of foreign state needs to obtain a permanent residence permit or, beside a temporary residence permit, works permit.

For short-term employment not exceeding a period of six months in a year, a work permit is not required. This will apply to foreigners who stay in Estonia either on the basis of a visa or on a visa-free basis.

A foreigner's activities as a sole proprietor, his work under an employment



contract, service contract or another contract is deemed to be employment in Estonia.

A citizen of the European Union may freely stay and work in Estonia for the first three months. To work for a longer period, a right of residence must be registered. A working permit is not necessary. A citizen of the European Union acquires temporary right of residence in Estonia for 5 years if such citizen registers his or her residence pursuant to the procedure provided by the Population Register Act.

Social security

The Estonian social security system includes regulations covering pension, health care and unemployment insurance.

The Estonian social protection system is made up of two pillars; on the one hand, the social security system that comprises pension insurance, health insurance, child benefits, unemployment benefits and on the other hand, the social welfare pillar that consists of social assistance cash benefits and social services.

In the Estonian context, no distinction is made between social insurance and social security, which are covered by the same term in the Estonian language. The pension and health insurance schemes are contributory social security schemes that are financed principally by the "social tax". From the total rate of social tax – 33% of the gross payroll – 13% is to be paid for health insurance and 20 % for pension insurance.

The schemes are divided further, on the basis of categories of benefits.

In June 1997 the *Conceptual Framework for the Pension Reform* was approved, according to which the existing public pay-as-you-go financed one-pillar system will be replaced by the new pension system, which includes three pillars:

I pillar – the reformed PAYG financed public pension scheme (April 2000); *II pillars* – quasi-compulsory privately managed funded scheme (September 2001);

III pillars – voluntary funded private pension schemes (August 1998).

The Health scheme consists of three sub-schemes: services of medical treatment, sickness/maternity cash benefits and compensations for pharmaceuticals. Work accidents and occupational diseases are integrated into the health and pension insurance schemes, rather than being covered by a separate scheme.

Health insurance coverage is provided to those who pay the social tax, and to a number of other categories - pensioners, children, registered unemployed, military, persons on parental leave - who are equalised with the insured.



The contribution table is shown below.

	Employer (%)	Employee (%)
Social tax	33	-
Unemployment tax	0,25-1	0,5-2
Pension tax	2	-

6. Taxation

Estonian tax regime is generally business-friendly. Especially the Estonian system of corporate earnings (income) taxation, with its flat rate of 21%, is considered as one of the most liberal and innovative tax regimes in the world.

Estonian state taxes in 2008 are:

- 1. Income tax 21% (the rate shall fall down by 1% every year and since 2011 is the rate 18%),
- 2. Value-added tax 18%,
- 3. Social tax (which includes health insurance tax) 33%,
- 4. Unemployment insurance tax 0,3% + 0,6%,
- 5. Excise duties (on tobacco, alcohol, motor fuel, packages),
- 6. Heavy good vehicles tax,
- 7. Customs duty,
- 8. Land $\tan 0.1 2.5\%$ of the taxable value of the land,
- 9. Gambling tax.

Most common local (municipal) taxes are advertisement tax and parking charge.

Estonia has conventions for the avoidance of double taxation and the prevention of fiscal evasion with respect to taxes on income and capital with 38 countries.

Corporate income tax

There is no classical corporate income tax system in Estonia. Estonian companies do not pay income tax on the profit derived from their enterprise. Instead of taxation of the profit earned by resident companies, actual and deemed profit distributions (usually done in the form of dividends) are taxed by the income tax rate on the gross amount of the distribution.

The moment of taxation is shifted from the moment of earning the profits to the moment of their distribution. Thus the undistributed profits are not subject to taxation, regardless whether invested or merely retained.

Thereby the main difference of the Estonian system from corporate income tax systems in other countries is the timing of tax liability. It should be mentioned that the term "distribution" is treated more broadly than just direct dividend payments. It also includes hidden profit distributions and certain expenses, which can be considered profit allocation, e.g. fringe



benefits, gifts, donations, and expenses and payments unrelated to business.

Taxation of dividends

The distribution tax applies to and is paid by the resident legal person making the distribution. Distribution tax is not subject to reduced treaty rates but will not be charged if income tax has been paid on the share of profit on the basis of which the dividends are paid or if income tax on the dividends has been withheld in a foreign state.

The distribution tax is levied at a rate of 21/79 of the net amount (21% of the gross amount) of the profit distribution for 2008. In addition to the distribution tax paid by the distributing entity, a withholding tax of 21% will apply if dividends are paid to a non-resident legal person, unless the recipient holds at least 15% of the shares in the company paying the dividends and is not located in a low tax rate territory or a tax treaty between Estonia and the treaty partner specifies a lower rate. Non-resident individuals are not subject to the additional withholding tax.

Taxation of gifts, donations and reception costs

A resident company pays income tax at a rate of 21/79 of the net amount on gifts and donations made to natural persons and non-residents, non-profit organizations not included in the list approved by the government and resident business undertakings. Payments made for expenses incurred while receiving guests and business partners (accommodation, catering, transportation and cultural expenses) are also taxable at a rate of 21/79 if they exceed the limits which are dependent on payrolls.

Fringe benefits

Fringe benefits are taxable on the level of an employer with the income tax at the rate of 21/79 and social tax at 33% (the income tax amount is also subject to social tax). All benefits granted to employees, including the members of management and supervisory board, the self-employed who has been providing services or selling goods to the employer, or the individual having other contractual relationship with the company, also to the husband, parent or child of the employee, are taxed as fringe benefits.

Transfer pricing

Income Tax Act imposes on companies the obligation of documenting their transactions with associated parties. Transfer pricing regulation is applied to the transactions carried out between related resident companies similarly as it is applied to the transactions carried out between related non-residents or individuals.

Withholding taxes

Domestic income tax rates for payments to non-residents (both entities and individuals) are as follows:



- 1. Payments for services provided in Estonia 15%,
- 2. Royalties 0% or 15%; the 0% rate is applied if royalties are paid at the market price between associated companies established in European Union. In all other cases 15%,
- 3. Interest 0%; 21% income tax is withheld from the portion of interest that significantly exceeds the market value,
- 4. Rental payments 21%,
- 5. Dividends 0% or 21%.

Tax collection

A legal person has the obligation to file an income tax return for the period of taxation (calendar month) by the 10th day of the month following the taxation period, regardless of whether any events resulting in tax obligations have occurred. Income tax is to be transferred to the tax authorities by the same date. Companies have to file annual accounts by the tax administrator no later than six months after the end of the financial period.

Other

- 1. There are currently no thin capitalization regulations in Estonia;
- 2. Companies can establish reserves without tax consequences;
- 3. Losses have no effect on corporate taxation;
- 4. Capital gains are not taxed separately, but are included in profits subject to corporate income upon distribution. Thus, the capital gains received by the company are not taxable as income, but become subject to taxation upon distribution;
- 5. Companies forming a corporate group are treated as individual companies for tax purposes. Thus, there is no fiscal unity or similar concept in Estonian tax legislation;
- 6. Given the nature of the distribution tax, the CFC (controlled foreign companies) regime applies only to individuals;
- 7. A general anti-avoidance rule allows the tax authorities to apply what is, in effect, an economic substance rule and special scrutiny is given to payments and fees to low-tax jurisdiction,
- 8. Advance rulings are available and are binding on the tax authorities.



Value Added Tax

The Estonian value added tax systems follows the general principle that the tax burned should not be on the entrepreneur but is finally laid on the consumer. Although the entrepreneur is considered to be the taxable person and its supply is taxed, the recipient of the goods and services compensates it to the former within the price payable. Also, as a rule if the sales value added tax during a taxable period is less than the amount of input tax deductible by the taxable person during the same period, the overpaid tax will be refunded to the latter one upon application. Estonia as implemented a number of EU directives covering value added taxation including the so-called 6th directive (Council Directive 77/388/EEC).

VAT is levied on transactions of goods and services within Estonia, intra-Community acquisitions of goods and services, importation of goods and services and the provision of services that are taxable in Estonia and are supplied by a foreign taxable person. The standard rate of VAT is 18%.

A reduced rate of 5% is available on such items as books, newspapers, medicines and accommodation. Zero-rated items include exports, intra-Community supply and goods and services supplied on board on vessels and aircrafts. Exemptions are provided for postal, health, social and insurance services, as well as services for the protection of children and young person; the supply, letting and leasing of immovable property, and transportation of sick, injured or disabled person.

Registration is required of any person whose taxable supply (excluding import) exceeds EEK 250 thousand in a calendar year. For a foreign person engaged in business in Estonia, the registration obligation arises as of the first date on which the taxable supply occurs. However, according to Estonian VAT Act a reverse charge is applied in case of the acquisition of goods and receipt of services from a foreign taxable person who is not registered as a taxable person in Estonia. Therefore, if a foreign trader supplies goods or services to an Estonian taxable person, then a VAT registration is not mandatory in Estonia, provided the Estonian person applies a reverse charge on acquired goods or services.

Filing and payment is made on a monthly basis by the 20th day of the following month.

There are certain items that a person cannot recover VAT on. For example:

- 1. Exempt supplies: where VAT relates to both taxable and exempt supplies, an apportionment is required,
- Non-business (including private) activities: where VAT relates to both business and non-business activities, an apportionment is required,



- 3. Business entertainment and payment for goods or services relating to provision of meals or accommodation for employees or guests; however, VAT can be recovered on the accommodation during business trip,
- 4. Purchases falling within the "Tour Operators' Margin Scheme"; the VAT on goods and services which fall under this scheme cannot be reclaimed,
- 5. Goods sold under one of the margin schemes for second hand goods; there are a number of schemes which provide for VAT to be accounted for on the goods' sales margin, but do not allow VAT recovery on the purchase of those goods.

7. Accounting & reporting

Since 2003, almost all Estonian companies can choose whether to prepare their consolidated and annual accounts in accordance with IFRS or in accordance with the Estonian accounting standards (RTJ). Listed companies and financial institutions are required to prepare their accounts in accordance with IFRS. The Estonian Accounting Standards are issued by the Accounting Standards Board which acts under the supervision of the Ministry of Finance.

The current version of the Estonian GAAP (effective since 2003) is basically a simplified summary of IFRS, primarily meant for small and medium-size entities, cross-referenced to corresponding paragraphs in IAS/IFRS standards, and focusing on areas, which are more relevant for the Estonian companies. The recognition and measurement rules are based on IFRS, but the disclosure requirements are less demanding. When an RTJ does not cover a specific area, preparers of annual financial statements are encouraged to seek comprehensive or more detailed guidance from IFRSs. In a few areas the Estonian GAAP restricts the options offered by IFRS. Nevertheless, there are no conceptual differences between IFRS and Estonian GAAP. Therefore, net profit and equity and are usually the same, regardless whether the accounts are prepared in accordance with IFRS or Estonian GAAP.

In August 2008, the Estonian Accounting Standards Board has issued 17 standards. The most important of them are:

- RTJ 1 General Principles for Preparing the Financial Statements
- RTJ 2 Requirements for Presentation in the Financial Statements
- **RTJ 3 Financial Instruments**
- RTJ 5 Property, Plant and Equipment and Intangible Assets
- RTJ 8 Provisions, Contingent Liabilities and Contingent Assets
- RTJ 10 Revenue Recognition
- RTJ 11 Business Combinations and Accounting for Subsidiaries and Associates



The following are the most significant deviations from the principles of IFRS:

- 1. Formats of the balance sheet and income statement and composition of different items are prescribed in the Accounting Act in more detail than in IFRS;
- 2. Valuation of property, plant and equipment at fair value as a general principle is prohibited;
- 3. Intangible assets can be valued only at amortized cost less impairment losses;
- 4. Specific principles are determined for the accounting of business combinations between entities under common control;
- 5. A number of areas such as accounting for joint ventures, employee benefits and accounting by retirement benefit plans and income taxes are not covered by the RTJs as, in most of the cases, they are not significant in the Estonian business and legal environment.

As a general principle, groups of companies must prepare consolidated accounts. However, a number of exemptions are available. Groups are not required to prepare consolidated accounts if at least two of the following three consolidated parameters are at the balance sheet date below the limits as defined in the Accounting Act: (1) revenue EEK 10 million, (2) total assets EEK 5 million and (3) number of employees 10. Exemptions are also available for subgroups if the parent with more than 90% of voting power files consolidated annual financial statements either in Estonia or in another EU member state and in certain other less frequent cases.

The following requirements of the Accounting Act should also be outlined:

- 1. The Accounting Act sets a number of formal requirements to accounting source documents;
- 2. Each entity has to prepare its internal regulations on accounting and the chart of accounts;
- 3. Accounting registers can be maintained either as hard copies or in electronic form;
- 4. Accounting and related documents should be maintained for at least seven years;
- 5. Annual financial statements should be prepared in the Estonian language and in EEK;
- 6. An annual report includes the activity report and the declaration of management on their responsibility for giving



- true and fair view of the financial position, result for the period and cash flows for the entity;
- 7. Annual financial statements must be signed by all members of the management board and supervisory board;
- 8. Annual financial statements shall be filed with the commercial registry within six months form the end of the financial year at the latest.

Under the Commercial Code, an audit is obligatory for all public limited companies. An audit is also compulsory for private limited companies if their share capital exceeds EEK 400 thousand or if the audit requirement has been established in the Law or the Articles of Association of an entity. In addition, under the Accounting Act the audit is compulsory for all entities exceeding two of the following criteria: (1) net sales EEK 10 million, (2) total assets EEK 5 million and (3) the number of employees 10.

Annual reports are open for public inspection in the Commercial Register.



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