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ON THE PROCEDURE OF OPENING AND CLOSING OF REPRESENTATIVE OFFICES OF FOREIGN ORGANIZATIONS AND BRANCHES OF THE FOREIGN COMPANIES ON THE TERRITORY OF BELARUS

As of July 2026

1. The Procedure of Creation

The key legal acts governing the procedure on opening and closing of representative offices of foreign organizations and companies (hereinafter - the “foreign organization”) and branches of the foreign companies on the territory of Belarus are Article 51-1 of the Civil Code of Belarus and Regulations on the Procedure on Opening and Closing of Representative Offices of Foreign Organizations and Branches of the Foreign Companies on the Territory of the Republic of Belarus”, approved by the Resolution of the Council of Ministers of Belarus No. 408 dated 30.05.2018 (hereinafter - the “**Regulation**”).

Representative offices of the foreign organizations (hereinafter - the “RO”) and branches of the foreign companies (hereinafter - the “branches”) can be opened and carry out activities on the territory of Belarus on the basis of decisions on its opening issued by the regional executive committees, Minsk City Executive Committee, the Administration Great Stone Industrial Park (hereinafter - the “registration authority”).

The Regulation does not apply to the opening and operation in Belarus of (i) correspondent offices of foreign mass media that are RO (branches) with editorial functions, as well as (ii) RO (branches) of foreign banks.

A RO (branch) is opened for an indefinite period of time.

A foreign organization interested in opening a RO in the Republic of Belarus, as well as a foreign company interested in opening a branch, submits a written application to the registration authority to open a RO (branch) in the territory of the Republic of Belarus according to the established form.

The following documents should be attached to the application:

1. legalized extract from the commercial register of the country of location of the foreign organization (foreign company) or other equivalent proof of its legal status in accordance with the legislation of the country of location or a notarized copy of the said documents

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(the extract should be issued not later than 6 months prior to submission of the documents to the registration authorities);

2. Notarized Power of Attorney or its notarized copy for the Head of the RO (branch), legalized in accordance with the established procedure, except for the case when the Head of the RO (branch) is the Head of a foreign organization (foreign company) and such information can be found in the document mentioned in para. 1 above;
3. Notarized Power of Attorney or its notarized copy for the person authorized to perform actions related to the opening of a RO (branch), legalized in accordance with the established procedure, except for the case when the authorized person is the Head of a foreign organization (foreign company) and such information can be found in the document mentioned in para.1 above;
4. Articles of RO (branch) approved by the foreign organization (foreign company);

All the documents mentioned above should be submitted in one of the state languages of Belarus - Russian or Belarusian. The translation of the documents should be certified in accordance with the established procedure by notary or by diplomatic or consular departments of Belarus abroad. Documents issued or certified by competent authorities of foreign states are accepted if they are legalized (apostilled) in accordance with the established procedure.

5. document confirming the payment of state fee for the opening of RO (branch), except for cases of payment of state duty through the payment system in the unified settlement and information space.

The state fee of the amount of **3 basic units**¹ is established for the establishment of RO (branch) within the territory of the Republic of Belarus.

To open RO (branch), it is necessary to determine its location (legal address) beforehand.

Documents are considered by the registration authority within 30 working days, and if additional information is required, the term for consideration of documents is extended up to two months.

A RO (branch) is deemed to be opened and has the right to carry out activities in the territory of the Republic of Belarus from the date on which the registering body makes an entry about its opening in the Register of RO of Foreign Organizations and Branches of Foreign Companies

¹ Since 01.01.2026, 1 (one) basic unit equals to 45 BYN (approximately 16 US dollar or 14 euro).

(hereinafter - the “Register”). The RO (branch) shall be issued an extract from the Register within 3 working days from the date of making an entry on its opening in the Register.

Within 10 working days from the date of opening, a RO (branch) is obliged to submit to the relevant territorial inspectorate of the Ministry of Taxes and Dues of Belarus the documents required for tax registration. A RO (branch) is also obliged to submit documents to the relevant department of the Social Security Fund for registration as a payer of compulsory insurance contributions and submit documents to the relevant division of Belarusian State Insurance Agency “Belgosstrakh” for registration as an insurer under compulsory insurance against industrial accidents and occupational diseases, as well as to open accounts in banks of the Republic of Belarus.

In addition, within one month from the date of making an entry on the opening of a RO (branch) in the Register, the Head of the RO (branch) should send to the registration authority written information on the registration of a foreign organization (foreign company) with the tax authorities and its payer registration number.

The activity of RO (branch) is terminated in the following cases:

1. by decision of a foreign organization (foreign company) that has opened a RO (branch).
2. by decision of the registering authority in the following cases:
 - liquidation of a foreign organization (foreign company) that has opened its RO (branch);
 - termination of the international agreement of the Republic of Belarus, on the basis of which the RO (branch) was opened, unless otherwise provided by this agreement;
 - submission to the registration authority of the relevant request of the concerned state body in connection with the implementation by the RO (branch) of activities prohibited by legislative acts, or with repeated or gross violations of legislative acts;
 - exceeding the number of foreign citizens - employees of the RO;
 - systematic (two or more times) failure by the RO (branch) to fulfill the obligation to submit to the registration authority a written report on the activities of the RO (branch).

Information on opened and terminated RO and branches is publicly available on the web portal: **Unified State Register of Legal Entities and Individual Entrepreneurs.**

2. Legal Status

RO (branch) is not a legal entity.

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RO is a separate structural department of a foreign organization opened and located on the territory of Belarus which ensures the protection of rights and representation of interests of the foreign organization and other functions that are not in conflict with the legislation of the Republic of Belarus.

Branch is a separate subdivision of a foreign company, opened and located in Belarus, which performs all or part of its functions, including the functions of a RO. A foreign company may carry out entrepreneurial activities in Belarus only by opening a branch.

RO as well as branches may be opened for any purposes not prohibited by law. The purposes of opening shall be specified only in the Article of the RO (branch).

In accordance with aims of activities, RO (branch) may act legally for and on behalf of the foreign organization (foreign company) that it represents, including entering into agreements, acquiring property and personal non-property rights and fulfilling obligations, being plaintiff and defendant in court. As a rule, RO enter into and execute transactions in order to ensure material, technical and informational support of the activities of RO on the territory of the Republic of Belarus.

RO (branch) fulfills its activities in compliance with the legislation of Belarus and within scope of authorities granted to it by foreign organization (foreign company).

To organize the activity of RO (branch), foreign organization (foreign company) may at its own discretion provide RO (branch) with property including monetary funds.

Moreover, property as well as monetary funds can be acquired by RO (branch) in the Republic of Belarus. All property and monetary funds of RO (branch) is the ownership of the foreign organization (foreign company) that created RO (branch) irrespective of the methods of acquiring.

RO (branch) is entitled to open accounts both in BYN and foreign currency in the banks of the Republic of Belarus. Opening of the accounts takes place after providing the bank with a number of documents the specific list of which is defined by internal regulations of the bank.

Transactions on the current (settlement) account in foreign currency, BYN are carried out by RO (branch) without any limitations in relation to the types of transactions (including currency exchange operations, as well as operations with securities).

RO (branch) carries out transactions over its foreign currency accounts in cashless form. RO is able to use foreign cash currency in some cases, including payment of expenses connected with foreign business trips of employees.

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Assets from the foreign currency accounts may be freely transferred abroad by RO (branch) or sold for rubles through off-exchange currency market.

Foreign organization (foreign company) administers RO (branch) through the Head of RO (branch) appointed by the foreign organization (foreign company) and who acts on the basis of the Power of Attorney issued by the foreign organization (foreign company).

In order to organize its activities, RO (branch) is entitled to hire Belarusian and foreign citizens. The number of foreign citizens - employees of RO (including the Head of RO) should not exceed 5 employees. As a general rule, RO (branch) should receive a special permit for employment in Belarus for every foreign employee (except for Head of RO (branch) and citizens of EEU member states).

Employment in RO (branch) proceeds in accordance with labor legislation of Republic of Belarus.

RO (branch) is entitled to conclude labor agreements (contracts) with Belarusian citizens - employees of RO.

For execution of one-time work RO (branch) may conclude civil-law contracts with Belarusian citizens, including independent-work contracts.

3. Taxation

Taxation of RO (branch) proceeds in accordance with tax legislation of the Republic of Belarus. However, where an international agreement concluded by Belarus provides otherwise than the Belarusian tax law, the provisions of the international agreement are adopted.

In accordance with the Tax Code of Belarus (General Part) from 19.12.2002 with further changes and amendments, RO (branch) of foreign organization (foreign company) is not considered to be an independent taxpayer, but it merely performs the taxation duties of the foreign organization, which created RO (foreign company which created branch) in accordance with objects of taxation and in the amounts that fall on the activities of RO(branch).

Foreign organization is not a tax resident of Belarus and owes a duty to pay taxes only for the activities performed in the Republic of Belarus, for the income from the sources in Belarus and for the property, located on the territory of the Republic of Belarus.

3.1. Taxation of the RO

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In general RO pays only compulsory payments charged on its wages fund to the Social Safety Fund in the amount of **34%** and, in some cases, real estate tax, which rates are indicated below.

The RO also has an obligation to calculate and make insurance payments in the amount of 1% for the employee at his/her expense.

It should also be noted that RO is obliged to assess and withhold the income tax on the income paid to the employees of RO.

3.2. Taxation of the branches

Branch, like a RO, pays compulsory payments charged on its wages fund to the Social Safety Fund in the amount of **34%** and, in some cases, real estate tax. The branch also has an obligation to calculate and make insurance payments in the amount of 1% for the employee at his/her expense and the obligation to assess and withhold the income tax on the income paid to the employees of the branch.

In addition, the branch pays the following taxes:

- profit tax

For taxation purposes, a branch is recognized as a permanent establishment, i.e. a payer of profit tax in respect of the amount of a foreign company's profit received through a permanent establishment in Belarus from the sale of goods (work, services) and property rights and non-operating income reduced by the amount of non-operating expenses.

The branch's expenses may include not only expenses (non-operating expenses) incurred in Belarus, but also expenses (non-operating expenses) incurred outside Belarus that are directly related to the foreign company's activities through the branch, including management and general administrative expenses. Foreign expenses must be confirmed by a conclusion of an audit organization (auditor) of a foreign state or a person performing tax consulting activities in a foreign state.

The tax rate is 20% (if the tax base of profit tax exceeds BYR 25,000,000 - 25%).

- VAT

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VAT is payable on the sale of goods (work, services) and property rights in Belarus and on the importation of goods into Belarus and/or other circumstances that give rise to VAT liability under Belarusian legislation or international treaties that constitute the law of the Eurasian Economic Union.

The basic tax rate is 20%.

We will be happy to provide any further information or assistance should you are interested in the above procedures.

Should you have any further queries, please contact **VMP corporate practice** team partner **Svetlana Dashuk** (svetlana.dashuk@vmp.by) or senior associate **Valentina Belko** (valentina.belko@vmp.by).

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