



Factsheet concerning registered domicile relocation from and to the Principality of Liechtenstein

1. Relocating the registered domicile of a legal entity from abroad to Liechtenstein¹

1.1 General

A non-domestic legal entity may, with the approval of the Office of Justice, transfer its registered domicile to Liechtenstein by entering in the Commercial Register without being dissolved abroad and newly set up in Liechtenstein.

1.2 Criteria for entry in the Commercial Register

Approval will only be granted by the Office of Justice if the following documents are submitted together with the application for registration:

- (Official) extract from the commercial register at the place of the previous registered domicile or a corresponding officially certified or notarial confirmation of the existence and of the managing bodies of the legal entity, if necessary provided with an apostille;
- Attested and, if necessary, apostilled copy of the previously valid articles;
- Formally compliant, i.e. publicly attested and, if the attestation does not take place in Liechtenstein, apostilled resolution of the competent managing body² concerning the planned registered domicile relocation and the new Articles brought into line with Liechtenstein law;
- Confirmation that the relocation of the registered domicile is admissible under the non-domestic law³;
- in the case of corporations, the audit report, if the company has an auditor, otherwise adequate evidence or a declaration by the management⁴ that the statutory share capital declared as fully paid up is covered at the time of the transfer of the registered domicile;
- Appointment of the managing bodies required under Liechtenstein law (e.g. the person who fulfils the requirements pursuant to Art. 180a of the Liechtenstein Persons and Companies Act ("PGR")) as well as the representation or designation of a domestic service address (Art. 239 PGR).

¹ Art. 233 PGR

² If the resolution is attested by an Austrian notary, no apostille is necessary.

³ It is recommended that the requirements for this confirmation be discussed in advance with the Office of Justice on a case-by-case basis, as these differ depending on the country of residence of the non-domestic legal entity.

⁴ If the board of directors is newly appointed, the declaration must be issued by the newly appointed board of directors.

The approval of the transfer of the registered domicile by the Office of Justice is effected by the registration of the transfer of the registered domicile in the Commercial Register.

2. Relocating the registered domicile of a legal entity from Liechtenstein to another country⁵

2.1 General

A domestic legal entity can relocate its registered domicile from Liechtenstein to another country without dissolution, subject to the approval of the Office of Justice. The approval of the planned transfer of the registered domicile must be applied for at the Office of Justice and will be granted or refused by the latter by means of an order.

2.2 Criteria for granting approval to relocate a registered domicile abroad

Approval will be granted by the Office of Justice only if the following documents are submitted:

- Confirmation that the planned relocation of the registered domicile is admissible pursuant to the law of the country of destination;⁶
- Formally-compliant resolution of the responsible managing body on the planned relocation of the registered domicile⁷;
- Confirmation that the creditors have been publicly called upon to file any claims with reference to the impending change in company status; a one-time call to creditors is sufficient;
- Credible demonstration on the part of the legal entity that the claims of all creditors who have a right to security for their claims and assert this right have been adequately secured, insofar as the creditors are not able to demand satisfaction.

The creditors are entitled to security only if:

- the claims have arisen either before or, at the latest, one working day after the request to register the claims pursuant to Art. 234 Para. 2 Fig. 3 PGR;
- they credibly establish that the transfer of the registered domicile endangers the fulfilment of their claims; and
- they submit their claim in writing within two months of the date of the request, stating the reason and the amount;
- in the case of legal entities subject to accounting requirements, the duly signed annual financial statements and the annual report for the last financial year, together with the audit report, which shall be issued by the Office of Justice within the meaning of Art. 956 et seq. PGR;
- certification from the Tax Administration stating that all taxes due in Liechtenstein have been paid.

⁵ Art. 234 PGR

⁶ If the registered domicile of the legal entity is to be transferred to Switzerland, it is sufficient to cite the relevant statutory provisions of the Swiss Federal Private International Law Act (Bundesgesetz über das Internationale Privatrecht - "IPRG").

⁷ If only the fact of the transfer of the registered domicile is resolved, no public certification is required; if the amendment of the articles is resolved at the same time, a public attestation of the resolution is required.

2.3 Deletion following relocation of a registered domicile abroad

Deletion of a legal entity due to the transfer of its registered domicile abroad shall only take place after the registration of the same in the country of destination and provided that it is demonstrated that:

- the creditors have been satisfied or their claims have been reasonably secured; or
- the creditors approve the deletion of the legal entity.

With the application for deletion in the Commercial Register, the so-called deletion approval of the Tax Administration as well as a corresponding official and, if necessary, apostilled extract from the commercial register of the country of destination regarding the registration of the legal entity must be submitted to the Commercial Register.

2.4 Fees for approval to relocate registered domicile abroad

A fee of CHF 600.00 is charged for relocating a domestic legal entity abroad.⁸

3. Legal principles

- *Persons and Companies Act (Personen- und Gesellschaftsrecht – “PGR”) of 20 January 1926 (Personen- und Gesellschaftsrecht (PGR) vom 20. Januar 1926 (LGBI. 1926 No. 4))*
- *Commercial Register Ordinance (Handelsregisterverordnung – “HRV”) of 11 February 2003 (LGBI. 2003 No. 66)*
- *Persons and Companies Ordinance of 19 December 2000 (Verordnung vom 19. Dezember 2000 zum Personen- und Gesellschaftsrecht); (LGBI. 2000 No. 281)*
- *Ordinance of 11 February 2003 concerning Land Register and Commercial Register Fees (Verordnung vom 11. Februar 2003 über die Grundbuch- und Handelsregistergebühren) (LGBI. 2003 No. 67)*

⁸ Appendix 2 Item B Fig. 7 of the Ordinance of 11 February 2003 concerning Land Register and Commercial Register Fees (Verordnung vom 11. Februar 2003 über die Grundbuch- und Handelsregistergebühren)