

# General Terms and Conditions for the paid deposit of annual financial statement documents (micro share capital companies)

## **IMPORTANT!**

Following the entry into force of the Act Transposing the Digitalisation Directive (DiRUG) on 1 August 2022, only accounting documents and company reports for financial years commencing before 1 January 2022 are to be submitted to the Bundesanzeiger.

The Bundesanzeiger is the right publication medium for these documents **only**.

Accounting documents and company reports with a financial year commencing after 31 December 2021 must be submitted to the Company Register.

The following General Terms and Conditions relate to annual financial statement documents of micro share capital companies (Section 267a HGB – German Commercial Code) submitted for deposit to Bundesanzeiger Verlag GmbH as the operator of the Bundesanzeiger (German Federal Gazette) (henceforth referred to as the “operator”).

Following the entry into force of DiRUG (Act Transposing the Digitalisation Directive) on 1 August 2022, only accounting documents and company reports for financial years commencing before 1 January 2022 are to be submitted to the Bundesanzeiger. Accounting documents and company reports whose financial year commences after 31 December 2021 must be submitted for entry in the Company Register under the DiRUG. This also applies to annual financial statement documents to be deposited. Should these documents be submitted to the Bundesanzeiger, the operator reserves the right to refuse acceptance. The operator notes that if disclosure in the Company Register fails to take place, the party subject to the disclosure obligation is to be deemed to be in default and may therefore be reported to the Federal Office of Justice as defaulting on their disclosure obligation by the register-keeping authority in accordance with Section 329 HGB.

The Bundesanzeiger has no obligation to either return or retain data, data carriers and documents transmitted which are obviously not intended for deposit or which do not comply with the submission formats. Deposit orders whose content violates Acts of law, official regulations or boni mores will not be carried out.

## **1. Scope of application**

Where the annual financial statement documents are from a micro share capital company as set forth in Section 267a HGB, for accounting documents with a financial year commencing before 1 January 2022 the legal representatives may also fulfil their obligations under Sections 325 ff. HGB by submitting the balance sheet in electronic form to the operator of the Bundesanzeiger for permanent deposit in the Company Register and by issuing a deposit order. The operator of the Bundesanzeiger then transmits the balance sheet to the Company Register in accordance with Section 8b (3) no. 1 HGB after review in accordance with Section 329 HGB.

## **2. Deposit**

The documents must be deposited electronically with the operator on [www.publikations-plattform.de](http://www.publikations-plattform.de), henceforth referred to as the service platform.

For reasons of long-term archiving, comparability of information and efficient work processes, the annual financial statement documents are kept at the operator exclusively in the data format customary at the operator. The transmitted data and documents shall be the original manuscript for the operator, which shall not be separately proofread and whose content shall be deposited as submitted.

The company or the third party tasked by the company with the deposit shall generally be provided with a record of the deposited documents available for retrieval in its user account on the service platform.

### 3. Submission formats

#### a) Web form (data entry form)

A data entry form is available to the companies or the third party it has tasked for the deposit. It is possible to insert a company emblem as a graphic file. The provisions of 3b)bb) apply.

#### b) Electronic data formats

All deposits will be accepted - unless the web form (data entry form) is used - as electronic data formats in the form of MS Word documents from Microsoft Office 2007 (version 12) onwards, RTF documents, MS Excel documents from Microsoft Office 2007 (version 12) onwards, PDF documents as well as XML/XBRL data ("XML/XBRL format") created on the basis of the operator-specific XSD.

Only company emblems or information graphics, such as charts, figures illustrating the content are accepted as graphics.

The transmitted data formats must comply with the following technical requirements in particular:

##### aa) For MS Word; MS Excel; RTF

Electronic documents must be readable, clearly structured and organised, and created using the respective Office functions. Transmitted files must only contain content intended for deposit.

- Scanned documents and orders that contain scanned elements are subject to a higher processing fee when they are processed. Please note that even single scanned documents or contents in an order lead to the entire order being charged at the higher processing fee.

You must comply with the following requirements:

- Use the relevant text functions when writing continuous texts
- Use the table function when creating tables. Use the relevant Office table function. Horizontal and vertical information needs to be aligned clearly and unambiguously. Do not use merged cells. For balance sheets, assets and liabilities should be arranged one below the other.

The documents transmitted are not allowed to contain the following:

- Integrated text fields
- Active content, such as macros, dynamic fields, links, formulas, etc.
- Hidden content or content that is not visible in the Office view, such as additional documents or data sheets, merged columns and rows in tables, etc.
- Read-only, document or password protection of any kind
- Multi-column Word and RTF documents ("columns")
- Documents in mark-up mode or with unconfirmed changes
- Contents in the headers and/or footers
- Tables created with tabs or with spaces
- Tables with highly complex continuous texts.

##### bb) For graphics and objects

In principle, the contents described under 3a) and b) are accepted for deposit as graphics.

The following requirements must be met:

- Graphics/objects must be embedded in the text (MS Word, RTF, MS Excel and PDF documents) or submitted as separate files in the web form or together with XML/XBRL documents in one order.
- Graphics must be supplied as a gif, jpeg or png file
- Graphics must be supplied in black and white or colour in the RGB colour space
- Graphics which are optimised for screen display
- Graphics whose maximum dimensions are: pixels: 890 width x 549 height

Graphics are not allowed to contain the following:

- Graphics are not allowed to only contain text which is to be considered a substitute for the text to be deposited.

### **cc) For PDF documents**

PDF documents must be clearly readable, copyable and printable. The PDF document must contain the entire text intended for deposit. The PDF document cannot be transmitted in combination with other data formats as an electronic order.

- Scanned documents and orders that contain scanned elements are subject to a higher processing fee when they are processed. Please note that even single scanned documents or contents in an order lead to the entire order being charged at the higher processing fee.

The following requirements apply:

- Security options need to be disabled
- Documents are not allowed to be encrypted
- No JavaScript
- No forms
- The document must be printable on DIN A4 in portrait or landscape format and comply with the following dimensions:

Maximum height: 297 mm

Minimum height: 279.4 mm

Maximum width: 216 mm

Minimum width: 210 mm

- Documents must not exceed the maximum size of 25 MB  
If you are transmitting several PDF files, the maximum total size allowed is 100 MB per order.

### **c) Paper manuscripts**

Paper manuscripts are not accepted for the deposit of annual financial statement documents of micro share capital companies. The documents must be deposited electronically only, cf 2.

### **d) Culpability**

Conversion errors resulting from one of the conditions in b) not being met shall not be deemed to have been caused by the publisher.

## **4. Deposit fees/(Electronic) invoice dispatch**

Depositing annual financial statement documents is subject to a fee. The details can be found in the respective valid price list, which can be accessed on the website "www.bundesanzeiger.de".

Invoices are sent electronically to the e-mail address provided when placing the order as a general rule.

Payments per cheque are excluded.

## **5. Corrections/additions**

Corrections and additions are to be initiated by the company or the third party tasked by it using the correction-/supplementation procedure provided on the service platform for this purpose.

## **6. Corrections/deletions by the operator**

- a) If, despite all due care, errors occur during electronic deposit on the part of the publisher, these will be corrected on request by means of a correction text created by the operator. There is no entitlement to the deposit process being repeated in full or to a price reduction. Conversion errors resulting from one of the conditions in point 3 b) of this document not being met shall not be deemed to have been caused by the publisher. In such cases, there shall be no entitlement to a free-of-

charge correction. In the case of errors caused by the user, the correction can only be made by the user submitting a separate correction order.

- b) Deposit orders cannot be revoked or otherwise partially or fully reversed once the deposit has taken place, including for individual parts of annual financial statements. Consequently, deletions or partial deletions are not possible, even in the case of non-mandatory disclosure.**

## **7. Deadlines and legal requirements for the deposit**

### **a) Deposit**

To comply with the statutory disclosure deadline, it is sufficient to transmit the documents and to issue the deposit order by this deadline.

### **b) Order changes/cancellation**

Order changes and cancellations are possible subject to fees.

You can cancel your order to deposit documents in the Company Register until 2 p.m. on the day designated for deposit in the Company Register, cf point 8, subject to a fee.

Details of the procedure are available on the service platform.

### **b) Option: Deposit order**

Once a deposit order has been issued by a micro share capital company for deposit in the Company Register, it cannot be changed into an order for publication in the Bundesanzeiger once the deposit has taken place in the Company Register. The decision to exercise the statutory elective right pursuant to Section 326(2) HGB by depositing the documents in the Company Register is final.

Submitting the documents constitutes the issue of an order to the operator of the Bundesanzeiger to perform the review and inspection activities to the extent provided for by law.

Sections 329 (1) to (4) HGB apply. If there is reason to believe that a disclosure exemption in the form of a deposit may have been wrongly claimed, the operator may, where appropriate, demand further information in accordance with the statutory regulations in Section 329 (2) HGB and, under Section 329 (4) in combination with Section 329 (2) sentence 2 HGB, is legally obligated to inform the Federal Office of Justice if the information is not provided.

A micro share capital company's notification pursuant to Section 326 (2) sentence 2 HGB that no more than two of the three characteristics specified in Section 267a (1) HGB apply to it for the financial statement reporting dates relevant to Section 267 (4) HGB is without prejudice to the provision under Section 329 (2) sentence 1 HGB.

## **8. Entry in the Company Register**

Financial statement documents submitted for deposit are not accessible via the Bundesanzeiger, but the Company Register discloses them upon application.

## **9. User Responsibilities**

- c)** The user shall be obligated to always check that the data saved during registration (master data, company data, invoice data, customer data (where applicable), data of subsidiaries) is correct and up-to-date and, if necessary, to change it under the menu item "My data".
- d)** Communication with the operator of the Bundesanzeiger shall take place electronically by e-mail. The user confirms that the e-mail addresses provided in the user account (for registration, for order transmission and when specifying contact persons) shall be used, inter alia, for the purposes of business communication with the operator of the Bundesanzeiger. The user shall ensure that he or she is authorised to use the e-mail addresses provided.
- e)** The user shall be obligated to ensure that the e-mail address linked to his or her user account is capable of receiving messages. In particular, he or she shall be obligated to ensure that e-mails from the operator of the Bundesanzeiger with the domains "@bundesanzeiger.de", "@unternehmensregis-

ter.de", "@bundesanzeiger-verlag.de" are not redirected to the SPAM folder of his or her e-mail account unnoticed. In light of this, if the operator of the Bundesanzeiger has sent an e-mail and this can be proven, the burden of proof shall be on the user to prove that he or she did not receive it.

- f) The user shall be obligated to keep his or her access data secret and to prevent misuse by third parties. The user shall ensure that he or she chooses a password which complies with the general principles of password security. The user shall receive instructions on how to choose a secure password during the registration process on the service platform in accompanying help texts and in the "Questions and Answers" section. The user shall ensure that he or she changes his or her password regularly in line with the above requirements.

## 10. Liability

The operator accepts no responsibility for annual financial statement documents that are transmitted incorrectly. The operator shall not be liable if the documents are not submitted in due time and/or in the correct form. For the remainder, the liability of the operator shall be limited to cases of intent and gross negligence, unless it is a case of obligations being breached whose fulfilment is essential for the proper performance of the contract and which the other party to the contract may routinely trust to be fulfilled (cardinal obligations). Liability shall be limited to compensation for typically foreseeable damage. The above limitation of liability shall apply *mutatis mutandis* to the legal representatives, employees and other vicarious agents of the operator. In particular, following the entry into force of the amendments to the law as a result of the DiRUG, the operator shall not assume any responsibility in the event of incorrect submission to the Federal Gazette for financial years commencing after 31 December 2021.

## 11. Authoritative language version

Where general terms and conditions or information are made available on the operator's websites in different language versions, only the German version shall apply in each case, in particular with regard to the interpretation and legal interpretation of the wording used. Versions in other languages (translations) are provided purely as a courtesy service by the operator.

## 12. German Law/Publication/Place of Performance/Place of Jurisdiction

Only German law shall apply.

The publisher of the "Bundesanzeiger" is the Federal Ministry of Justice and Consumer Protection headquartered in Berlin.

In the event that the contractual partner of the operator is a merchant, a legal entity under public law or a special fund under public law, the place of performance and jurisdiction for both parties shall be Berlin.

**Additional information is available on  
"www.bundesanzeiger.de" and "www.publikations-plattform.de".**

