

Entry in the Commercial Register as a limited liability company (GmbH)

If you establish a limited liability company (GmbH), you are obliged to apply for its registration in the commercial register. Only after registration does the GmbH come into existence and have full legal capacity.

Competent Department

- [Registergericht](#)

Basic information

The commercial register is a public register kept by the district courts. It serves to ensure legal certainty in commercial transactions by providing complete and reliable evidence of the factual and legal circumstances whose disclosure is of particular interest to the general public. Two sections are maintained:

Department A: For sole traders and partnerships (e.K., OHG, KG).

Department B: For corporations (GmbH, AG)

The commercial register enjoys public faith. This means that bona fide legal transactions are protected to a limited extent in their trust in the correctness of the entries and announcements.

The content of the entry is published ex officio in the electronic Federal Gazette. In principle, all entries are published in their full wording.

The entry in the Commercial Register must be filed with the locally competent district court in electronic form. The signature of the merchant or the managing director must be certified by a notary public. Depending on the form of the company, different information must be provided and attachments must be included.

A stock corporation is entered in the Commercial Register in Department B. So-called corporations are registered in department B (HRB).

Required information:

- The company name

- The registered office of the company
- The object of the company
- The amount of the share capital
- The date of adoption of the articles of association
- Possible provision on the duration of the company
- Possible provision on the authorized capital
- The persons of the managing directors and the extent of their respective powers of representation

Requirements

Before the registration of the limited liability company

- the articles of association must be available
- the contributions in kind must be paid in full and
- the cash contributions must have been paid up to at least 25 percent of the respective nominal amount of each individual share.

In total, at least enough must have been paid in on the share capital so that the total amount of the paid-in cash contributions plus the total amount of the business shares for which contributions in kind are to be made reaches at least half of the minimum share capital.

Procedure

The registration of a company in the Commercial Register Section B is generally carried out by a notary public.

The entry itself is made by the district court.

Legal bases

- [§ 12 Handelsgesetzbuch \(HGB\)](#)
- [Gerichts und Notarkostengesetz \(GNotKG\)](#)
- [Verordnung über Gebühren in Handels-, Partnerschafts- und Genossenschaftsregistersachen \(HRegGebV\)](#)
- [Gesetz betreffend die Gesellschaften mit beschränkter Haftung](#)

More information

All facts requiring notification must be entered in the Commercial Register in the event of a change (e.g. changes to the authorized representatives or their powers, etc.). Similarly, the opening or rejection of the opening of insolvency proceedings as well as all changes to the articles of association must be notified to the court and entered in the Commercial Register.

How long does it take to process

The registration court must decide on the registration immediately after receipt of the application. If all documents are available and no objections by the court are necessary, registrations are usually made within a few working days.

What are the costs?

Fixed fees are charged for entries in the Commercial Register in accordance with the Commercial Register Fees Ordinance.

The amount of the fee for the entry is determined in accordance with the Court and Notary Fees Act in conjunction with the Ordinance on Fees in Commercial, Partnership and Cooperative Register Matters. In addition, expenses are incurred for the public announcement of the entry.