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# Accounting Act<sup>1</sup>

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RT I 2002, 102, 600  
entered into force pursuant to § 62 of this Act.

Amended by the following acts

Passed	Published	Entry into force
17.12.2003	RT I 2003, 88, 588	01.01.2004
08.12.2004	RT I 2004, 90, 616	01.01.2005
27.11.2005	RT I 2005, 61, 478	01.12.2005
06.12.2006	RT I 2006, 61, 456	01.01.2007
24.10.2007	RT I 2007, 58, 380	19.11.2007
04.06.2008	RT I 2008, 27, 177	10.07.2008
04.06.2008	RT I 2008, 27, 177	01.01.2009
11.03.2009	RT I 2009, 19, 116	06.04.2009, in part 01.07.2009
29.10.2009	RT I 2009, 54, 363	01.01.2010
27.01.2010	RT I 2010, 9, 41	08.03.2010
22.04.2010	RT I 2010, 22, 108	01.01.2011 enters into force on the date which has been determined in the Decision of the Council of the European Union regarding the abrogation of the derogation established in respect of the Republic of Estonia on the basis provided for in Article 140 (2) of the Treaty on the Functioning of the European Union, Council Decision 2010/416/EU of 13 July 2010 (OJ L 196, 28.07.2010, p. 24–26).
28.10.2010	RT I, 12.11.2010, 1	15.11.2010
02.05.2012	RT I, 25.05.2012, 8	04.06.2012
19.02.2014	RT I, 13.03.2014, 2	23.03.2014, in part 01.01.2015, 01.01.2017 and 01.01.2019
19.02.2014	RT I, 13.03.2014, 3	01.01.2018, in part 23.03.2016 and 01.01.2016
19.06.2014	RT I, 29.06.2014, 109	01.07.2014, the titles of ministers replaced on the basis of subsection 4 of § 107 <sup>3</sup> of the Government of the Republic Act as of the wording in force on 1 July 2014.
10.12.2015	RT I, 30.12.2015, 4	01.01.2016, in part 01.01.2017; the words "economic performance" have been replaced with the words "financial performance" in the text of the Act in the appropriate case form.
15.12.2016	RT I, 27.12.2016, 1	01.01.2017
20.04.2017	RT I, 09.05.2017, 1	01.07.2017, in part 01.01.2018
20.02.2019	RT I, 15.03.2019, 3	01.07.2019
05.05.2021	RT I, 13.05.2021, 1	01.06.2021

## Chapter 1 GENERAL PROVISIONS

### § 1. Purpose of Act

The purpose of this Act is to create the legal bases and establish general requirements for organising accounting and financial reporting pursuant to internationally recognised principles.

### § 2. Accounting entity

(1) All persons specified in this section (hereinafter *accounting entities*) are required to organise their accounting and financial reporting pursuant to this Act.

(2) The Republic of Estonia as a legal person in public law (hereinafter *the state*), local authorities, all legal persons in private or public law registered in Estonia, sole proprietors, and branches of foreign companies registered in Estonia (hereinafter *branches*) are accounting entities.

(3) The state organises its accounting and financial reporting through the state accounting entities.

(4) All ministries and the State Chancellery within the scope of its area of government and administration, and the constitutional institutions – the Riigikogu, the President of the Republic, the State Audit Office, the Chancellor of Justice and the Supreme Court – are state accounting entities.

(5) The provisions of this Act concerning accounting entities apply to the state accounting entities unless otherwise provided by law.

[RT I 2004, 90, 616 – entry into force 01.01.2005]

(6) If a company ceases to comply with the criteria set for a certain group of companies specified in clauses 14–20 of § 3 of this Act, the application of the specific provisions in this Act concerning the preparation of the annual report of this company shall discontinue exclusively in case the company fails to comply with the specified criteria on two consecutive balance sheet dates.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### § 3. Definitions used in Act

In this Act, the following definitions are used:

1) assets – resources under the dominant influence of an accounting entity which were created as a result of past events and which are expected to bring future economic benefits;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

2) liability – existing obligation of an accounting entity which arises from past events and the release from which is expected to reduce the economically useful resources;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

3) owners' equity – residual holding in the assets of an accounting entity after the deduction of all of its liabilities;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

4) income – an increase in economic benefits during the accounting period through an addition or increase in assets or reduction in liabilities as a result of which the owners' equity increases, excluding the owners' contributions to the owners' equity;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

5) expenses – a reduction in economic benefits during the accounting period through a reduction, exhaustion or depreciation of assets or liabilities as of a result of which the owners' equity decreases, excluding payments made to the owners on account of the owners' equity;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

6) profit (loss) – the difference between the income and expenses of an accounting entity during an accounting period;

7) Estonian financial reporting standard – body of financial reporting requirements directed at the public and based on the internationally accepted accounting and reporting principles, which principal requirements are established by this Act and which is specified by a regulation of the minister in charge of the policy sector established on the basis of subsection 4 of § 34 of this Act (hereinafter *guideline of the Standards Board*);

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

8) internationally accepted accounting and reporting principles – the European Union directives, which regulate the accounting, and generally accepted financial reporting standards;

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

9) generally accepted financial reporting standards – the International Financial Reporting Standards (IFRS) approved by the International Accounting Standards Board (IASB), the International Financial Reporting Standard for Small and Medium-sized Entities (IFRS for SMEs), the International Public Sector Accounting

Standards (IPSAS) approved by the International Public Sector Accounting Standards Board (IPSASB) of the International Federation of Accountants (IFAC) and other similar standards;

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

10) [Repealed – RT I, 30.12.2015, 4 – entry into force 01.01.2017]

11) management – the person or persons (for example, the management board of a company) entitled to manage the daily activities of and conclude transactions for an accounting entity (except a sole proprietor);

12) highest supervisory body – the body of an accounting entity which is formed on the basis of an Act or on the basis of articles of association or statutes and which exercises direct supervision over the management (for example, the supervisory body of a company).

13) annual report taxonomy – standardised body of elements and linkbases of annual report;

[RT I 2009, 54, 363 – entry into force 01.01.2010]

14) micro undertaking – a private limited company which indicators meet on the balance sheet date of an accounting year all the following conditions: total assets up to 175,000 euros, liabilities not exceeding the owners' equity, one shareholder who is also the member of the management board and which sales revenue during an accounting year is up to 50,000 euros;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

15) small undertaking – a company registered in Estonia which is not a micro undertaking and only one of which indicators may exceed on the balance sheet date of an accounting year the following conditions: total assets 4,000,000 euros, sales revenue 8,000,000 euros and average number of employees during an accounting year 50 persons;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

16) medium-sized undertaking – a company registered in Estonia which is neither a micro undertaking nor small undertaking and only one of which indicators may exceed on the balance sheet date of an accounting year the following conditions: total assets 20,000,000 euros, sales revenue 40,000,000 euros and average number of employees during an accounting year 250 persons;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

17) large undertaking – a company registered in Estonia at least two of which indicators exceed on the balance sheet date of an accounting year the following conditions: total assets 20,000,000 euros, sales revenue 40,000,000 euros and average number of employees during an accounting year 250 persons;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

18) small consolidation group – a consolidation group not more than one of which consolidated indicators of the balance sheet date of an accounting year exceeds the terms and conditions specified in clause 15 of this section;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

19) medium-sized consolidation group – a consolidation group which is not a small consolidation group and not more than one of which consolidated indicators of the balance sheet date of an accounting year exceeds the terms and conditions specified in clause 16 of this section;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

20) large consolidation group – a consolidation group at least two of which consolidated indicators of the balance sheet date of an accounting year exceed the terms and conditions specified in clause 17 of this section.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## **Chapter 2**

# **ORGANISATION OF ACCOUNTING**

### **§ 4. General requirements for organisation of accounting**

An accounting entity is required:

1) to organise its accounts in such a way as to ensure the provision of up-to-date, relevant, objective and comparable information concerning the financial position, financial performance and cash flows of the accounting entity;

2) to document all its business transactions;

3) on the basis of source documents or summary documents prepared on the basis thereof, to post and record all its business transactions in accounting ledgers and journals;

4) to prepare and submit annual reports and other financial statements pursuant to the procedure provided for in this Act and other legislation;

5) to preserve accounting documents.

[RT I 2005, 61, 478 – entry into force 01.12.2005]

### **§ 5. Accrual based and cash based accounting**

(1) Cash based accounting means that business transactions are recorded when cash is paid or received for the transactions.

(2) Accrual based accounting means that business transactions are recorded when they occur, regardless of when cash is received or paid for the transactions. Upon the preparation of financial statements, adjusting and

closing entries shall be made which allow for the correct measurement and reporting of the income and expenses of the accounting period.

(3) Accounts shall be maintained on an accrual basis unless otherwise provided by this Act.

## **§ 6. Documenting and recording business transactions**

(1) For the purposes of this Act, business transaction means a transaction, other action, event or unlawful act provided by law, as a result of which changes occur in the assets, liabilities or owners' equity of the accounting entity.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(2) An accounting entity is required to document and record all its business transactions in journals and ledgers within a reasonable period of time following a business transaction such that the submission of reports prescribed by legislation within the specified term is ensured.

(3) Business transactions shall be recorded on a double-entry basis where the same amount is debited to one account and credited to another account.

(4) All accounting entries (hereinafter *entry*) shall be supported by source documents certifying the corresponding business transactions or by summary documents prepared on the basis of source documents.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(5) An entry shall contain at least the following information:

- 1) the date of the business transaction;
- 2) the entry identification, e.g. number or combination of number and letter;
- 3) the accounts debited and credited and the corresponding amounts;
- 4) reference to the source or summary document constituting the basis for the entry.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

## **§ 7. Source documents**

(1) An accounting source document is a certificate which content and format shall, if necessary, allow a competent and independent party demonstrating the circumstances and veracity of the occurrence of a business transaction.

(2) Unless otherwise provided by law or a regulation issued on the basis thereof, a source document shall contain at least the following information concerning a business transaction:

- 1) time of occurrence;
- 2) description of economic content;
- 3) figures, for example, quantity, price and amount.

(3) If the counterparty of an accounting entity is an accounting entity, state accounting entity or foreign legal person, an invoice concerning the transfer of goods or provision of services shall contain in addition to the items specified in subsection 2 of this section also the invoice number or other identification and the information enabling to identify the parties to the transaction.

(4) When recording a business transaction in the accounting journals and ledgers, reference to the entry shall be added to the source or summary document.

(5) A source document shall be machine-processable. A source document may be in another format which can continuously be reproduced in writing, if this arises from a legal instrument or if a party to the transaction has no opportunity for handling machine-processable source documents and the creation of this opportunity requires from the accounting entity disproportionate costs or efforts.

(6) Machine processability for the purposes of this Act is a data stream identifier, which occurs when using the harmonised data description in creation of the data stream so that the IT applications created for this purpose are able to unambiguously identify the internal structure and individual factual allegations of the data stream.

(7) The requirements established with regard to a source document shall apply to a summary document prepared on the basis of the source documents.

(8) If the accounting journals and ledgers are not maintained in machine-processable format, adjusting entries shall be supported by adjusting entry documents.

(9) It is permitted to transfer a source document to another format or medium, if the source document data concerning a business transaction are not modified in the course of the transfer and the conformity of the source document to the requirements provided by law is ensured. In such case, an accounting entity may preserve only a source document in the modified format or on another medium.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

## § 7<sup>1</sup>. Format and conditions of submission of machine-processable source documents

(1) The format and conditions of submission of machine-processable source documents shall be agreed between the transaction partners, unless otherwise provided by law or another legal instrument. In the absence of a transaction partner, the format of a machine-processable source document shall be determined by an accounting entity.

(2) The inviolability of the private life of persons, national security and protection of business secrets and other restricted information shall be ensured in the handling of machine-processable source documents.

(3) The provider of handling service for machine-processable source documents (hereinafter *handler of machine-processable source documents*), with whom an accounting entity or state accounting entity has entered into a contract for the use of the specified service, shall transmit the respective information to the commercial register or the non-profit associations and foundations register or the state register of state and local government agencies which, after requesting and receiving a corresponding confirmation from the accounting entity or state accounting entity, shall update the data of the accounting entity or state accounting entity in the register with the identifier of the handler of machine-processable source documents.

(4) The handler of machine-processable source documents specified in subsection 3 of this section and entered in the register shall be the primary channel of an accounting entity and state accounting entity for receiving machine-processable source documents.

(5) The e-address shall be used for the identification of the addressee of a machine-processable source document. The e-address for the purposes of this Act is an identifier composed of the code of the country of location and the registry code of an accounting entity or state accounting entity, or another relevant identifier in the absence thereof.

(6) The exact format of the e-address to be used upon transmission of source documents by an accounting entity or state accounting entity may be established by a regulation of the minister in charge of the policy sector.

(7) Upon transfer of goods or provision of services to a state accounting entity, local authority, legal person in public law or accounting entity which is directly or indirectly under the dominant influence of said persons or which is a contracting authority or contracting entity within the meaning of § 5 of the Public Procurement Act, the accounting entity shall submit a machine-processable invoice (hereinafter e-invoice). The e-invoice shall meet either the requirements of a regulation established on the basis of subsection 10 of this section or the European standard on electronic invoicing, the reference regarding which is published in the Official Journal of the European Union.

[ RT I, 15.03.2019, 3 – entry into force 01.07.2019].

(8) The requirements specified in subsections 3–7 of this section need not be applied if:

- 1) a machine-processable source document is submitted to a security authority;
- 2) a machine-processable source document contains a state secret or classified information of a foreign state;
- 3) the obligation of professional secrecy extends to the information in a machine-processable source document on the basis of law;
- 4) the law or regulation issued on the basis thereof prescribes a procedure which differs from the provisions of this Act with respect to the format and submission of a machine-processable source document.

(9) In the cases specified in clauses 1–3 of subsection 8 of this section, the format and conditions of submission of a source document shall be agreed between the transaction partners.

(10) The format and technical specifications of machine-processable source documents to be submitted to the persons specified in subsection 7 of this section shall be stipulated in the guidelines on machine-processable source documents established by a regulation of the minister in charge of the policy sector.

(11) The guidelines on machine-processable source documents shall be based on the best practices and support user and environmentally-friendly and cost-efficient circulation of source documents without human assistance. [RT I, 27.12.2016, 1 – entry into force 01.01.2017 – obligation provided for in subsection 7 implemented as of 1 July 2017.]

## § 8. Chart of accounts

(1) An accounting entity shall prepare a chart of accounts for recording business transactions and adjusting entries.

(2) A state accounting entity shall prepare a chart of accounts, taking into consideration the requirements of the public sector financial accounting and reporting guidelines.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

## **§ 9. Accounting journals and ledgers**

(1) The accounting journals and ledgers are bodies of information which contain information on the entries and balances set out in the accounts and also bodies of information which contain detailed information which is the basis for the entities.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(2) The accounting journals and ledgers shall enable extracts to be made of recorded business transactions in chronological order.

(3) The accounting journals and ledgers shall be maintained in machine-processable format. The accounting journals and ledgers may be in another format which can continuously be reproduced in writing, if an accounting entity has no opportunity to maintain the accounting journals and ledgers in machine-processable format and the creation of this opportunity requires from the accounting entity disproportionate costs or efforts.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

## **§ 10. Corrections to journals and ledgers**

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

Correction or deletion of an entry is permitted only in case the entry must be brought into compliance with the source or summary document. The content of the correction or reason for the deletion and the time of correction or deletion shall be identifiable within the term specified in subsection 2 of § 12 of this Act.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

## **§ 11. Accounting policies and procedures**

(1) An accounting entity, except a micro undertaking, is required to establish accounting policies and procedures which establish the charting of accounts together with a description of the contents of the accounts and which regulate, among other things, the documentation and recording of business transactions, the flow and preservation of source documents, the maintenance of accounting journals and ledgers, the presenting of revenue and expenditure under Income Statement items, physical inventory of assets and liabilities, the accounting policy and presentation format used by the accounting entity, the procedure for preparing financial statements, usage of accounting software, and the circumstances relating to the organisation of accounting and the implementation of related internal audit measures.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(2) A state accounting entity shall prepare accounting policies and procedures, taking into consideration the requirements of the public sector financial accounting and reporting guidelines.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

## **§ 12. Obligation to preserve accounting documents**

(1) An accounting entity shall preserve accounting source documents for seven years as of the end of the financial year when a business transaction was recorded in the accounting journals and ledgers on the basis of the source document.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(2) Accounting ledgers, journals, contracts, financial statements, reports and other business documents which are necessary for reconstructing business transactions during audits shall be preserved by the accounting entity for seven years as of the end of the corresponding financial year.

(3) Business documents relating to long-term liabilities or rights shall be preserved for seven years after the expiry of their term of validity.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(4) Accounting rules and procedures shall be preserved for seven years after the amendment or replacement thereof.

(5) The documents and data specified in subsections 1–4 of this section shall be preserved in machine-processable format. The ability to reproduce in writing, the legibility in plain text and evidential value of the preserved documents and data shall be ensured during the whole retention period. The documents and data may be preserved in another format which can continuously be reproduced in writing, if an accounting entity has no opportunity to preserve the documents and data in machine-processable format and the creation of this opportunity requires from the accounting entity disproportionate costs or efforts.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

# **Chapter 3**

# ANNUAL REPORT

## § 13. Financial year

(1) The length of a financial year is twelve months.

(2) In the event of an accounting entity being founded or terminated or the date of the commencement of its financial year being changed, or in other cases prescribed by law, the financial year of the accounting entity may be shorter or longer than twelve months but shall not exceed eighteen months.

(3) The financial year of an accounting entity is deemed to be a calendar year, unless otherwise provided for in the articles of association of the accounting entity or any other document regulating the activities thereof.

(4) The financial year of the state and the state accounting entities is the budgetary year.

## § 14. Preparation of annual report

(1) At the end of each financial year, an accounting entity is required to prepare an annual report which consists of the annual accounts and the management report.

[RT I 2009, 54, 363 – entry into force 01.01.2010]

(1<sup>1</sup>) A micro undertaking which follows in the organisation of financial accounting and reporting the Estonian financial reporting standard may prepare an annual report comprising only the annual accounts.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(2) The preparation of an annual report entails the following steps:

- 1) preparation of the annual accounts;
- 2) preparation of the management report;
- 3) approval of the annual report.

[RT I, 25.05.2012, 8 – entry into force 04.06.2012]

(2<sup>1</sup>) The submission of an annual report entails the following steps:

- 1) auditing;
- 2) in the case of a company, preparation of the profit distribution proposal or proposal on covering of loss for the financial year;
- 3) submission of the annual report for approval.

[RT I, 25.05.2012, 8 – entry into force 04.06.2012]

(3) An audit obligation shall be provided for in the Auditors Activities Act.

[RT I 2010, 9, 41 – entry into force 08.03.2010]

## § 14<sup>1</sup>. Annual report taxonomy

(1) The annual report taxonomy and the reporting forms prepared on the basis of thereof shall be established by a regulation of the minister in charge of the policy sector, also determining the standard and elements of the taxonomy and the taxonomy administrator.

[RT I, 09.05.2017, 1 – entry into force 01.01.2018]

(2) [Repealed – RT I, 09.05.2017, 1 – entry into force 01.01.2018]

(3) In the preparation of the annual report and the final report, and the documents submitted therewith, an accounting entity follows the taxonomy established on the basis of subsection 1 of this section and the reporting forms established on the basis of subsection 2 of this section.

[RT I, 05.05.2022, 1 – entry into force 01.02.2023]

(4) The state or local government agency or other person performing public duties shall not demand from an accounting entity the submission of the information included in the taxonomy which the accounting entity has submitted to the register for publication together with the annual report pursuant to the procedure provided by law.

(5) The state or local government agency or other person performing public duties may require an accounting entity to submit the information included in the taxonomy in case:

- 1) the information is required before the accounting entity has submitted the information to the register and if it is not possible to wait until the term prescribed for the submission of the annual report to the register;

2) the information is required in respect of different period as compared to the information submitted to the register and if it is not possible to reasonably derive the requested information from the information submitted to the register;

3) the definitions of the required information are not identical to the definitions of the elements of the taxonomy and if it is not possible to achieve the desired objective using the information of the elements of the taxonomy.

(5<sup>1</sup>) The state or local government authority or other performing public duties may, for the purpose of the reduction of administrative burdens accompanying the submission of data, provide an accounting entity with an opportunity to submit in the annual report and the documents to be submitted together therewith the data cross-used in the public sector databases.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(6) Subsection 3 of this section is not applied to the annual reports of the state, state accounting entities, local authorities, legal persons in public law registered in Estonia and sole proprietors, the financial statements of branches, and the financial statements of foreign companies which are submitted by the director of the branch to the register for publication.

[RT I, 23.11.2021, 1 – entry into force 31.12.2021, amendment to subsection 6 of § 14<sup>1</sup> which enters into force on 31 December 2021 applies to the financial year starting after entry into force of the amendment.]

(7) Subsection 3 of this section shall not be followed by accounting entities who organise their accounting based on the international financial reporting standards specified in clause 2 of subsection 1 of § 17 of this Act or whose principal and permanent activity for the purposes of the Credit Institutions Act is the provision of the financial services, or who prepare the annual report of the consolidation group.

[RT I, 25.05.2012, 8 – entry into force 04.06.2012]

## § 15. Annual accounts

(1) The purpose of the preparation and publication of the annual accounts is to provide the user of the accounts who have sufficient financial knowledge to understand the accounts with relevant and truthfully submitted information regarding the financial position and performance and cash flows of an accounting entity which the user of the accounts can use in making his or her business decisions.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) The annual accounts shall comprise the main statements (balance sheet, income statement, cash flow statement and statement of changes in owners' equity) and notes on the accounts.

[RT I 2009, 19, 116 – entry into force 06.04.2009]

(2<sup>1</sup>) The annual accounts of a micro undertaking and small undertaking following the Estonian financial reporting standard shall comprise at least two main statements (balance sheet and income statement) and notes (hereinafter *abridged annual accounts*).

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(2<sup>2</sup>) The objective of a micro undertaking in the preparation and publication of the abridged annual accounts is to provide the user of the accounts with the information required in this Act regarding its financial position and performance.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3) The objective of a small undertaking in the preparation and publication of the abridged annual accounts is to provide the user of the accounts who have sufficient financial knowledge to understand the accounts with relevant and truthfully submitted information regarding its financial position and performance which the user of the accounts can use in making his or her business decisions.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3) Annual accounts shall be prepared on the basis of the business transactions and adjusting entries recorded in the journals and ledgers during the financial year. For the purposes of preparing annual accounts, physical inventory shall be taken of the balances of the assets and liabilities of the accounting entity, the conformity of the value of the assets and liabilities recorded in the journals and ledgers to the accounting policies provided for in §§ 16 and 17 of this Act shall be assessed, adjusting and closing entries shall be made and the main statements and notes shall be prepared.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(4) The accounting policies used for preparing annual accounts shall be chosen and information shall be published in accordance with the requirements provided for in §§ 16 and 17 of this Act.

(5) Annual accounts shall be prepared in Estonian and in the currency officially applicable in Estonia, and the degree of precision used for the figures shall be indicated (for example, in thousands of currency units).

[RT I 2005, 61, 478 – entry into force 01.12.2005]



## § 16. Basic principles for preparation of annual accounts

The following basic principles forming a part of the internationally accepted accounting and reporting principles shall be primary factors taken into consideration in preparation of annual accounts:

1) business entity – the accounting entity keeps separate accounts of its assets, liabilities and business transactions and the assets, liabilities and business transactions of its owners, creditors, employees, customers and other persons;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

2) going concern – in the preparation of financial statements, the accounting entity is presumed to be carrying on its activities as a going concern and not to have the intention of or need for terminating its activities. If a financial statement is not prepared in accordance with the going concern assumption, the accounting principle applied shall be set out in the statement;

3) understandability – the information disclosed in financial statements shall be concise and unambiguous to users of the statement who have sufficient financial knowledge to understand the statement;

4) materiality – financial statements shall set out all material information which affects the financial position, financial performance and cash flows of the accounting entity. Information in financial statements is considered material if failure to disclose the information could influence the business decisions made by the users of the statements on the basis thereof. Immaterial items may be accounted for and recorded in the financial statements using a simplified method;

5) consistency and comparability – the same accounting policies and presentation is used on an on-going basis in preparation of financial statements; The presentation and accounting policies may be changed if this possibility arises from this Act or if the new accounting policy or presentation increases the relevance and truthful submission of the financial information;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

6) matching principle – expenses relating to the revenue earned during a given accounting period are deducted from such revenue. Costs incurred during an accounting period other than the period in which they benefit the accounting entity shall be recorded as expenses during the period in which they benefit the entity;

7) objectivity – information presented in financial statements shall be objective and reliable;

8) conservatism – financial statements shall be prepared on a prudent and cautious basis in order to avoid overestimation of assets or revenue or underestimation of liabilities or expenses. At the same time, it is prohibited intentionally to understate assets or revenue, overstate liabilities or expenses, or create reserves hidden from the users of the statements;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

9) disclosure – financial statements shall set out all the information which provides the users of the statement who have sufficient financial knowledge to understand the statement with an opportunity to obtain relevant and truthfully submitted financial information regarding an accounting entity;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

10) substance over form – business transactions are recorded in accounts and financial statements based on their substance even if this does not correspond to their legal form.

## § 17. Applicable financial reporting standard

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(1) The organisation of the financial accounting and the accounting policies and presentation format used in the financial reporting shall be in compliance with the requirements provided for in this Act and one of the following two financial reporting standards:

1) the Estonian financial reporting standard;

2) the international financial reporting standard (hereinafter *directly applicable standard*) adopted by the European Commission pursuant to the procedure provided for in Regulation (EC) No 1606/2002 of the European Parliament and of the Council on the application of international accounting standards (OJ L 243, 11.09.2002, p. 1–4).

(2) A company, the securities issued by which are admitted for trading on a regulated securities market of Estonia or another State which is a contracting party to the EEA Agreement (hereinafter *Contracting State*), credit institution, financial holding company, mixed financial holding company, investment firm and insurance undertaking shall follow the directly applicable standard in the financial reporting.

(3) The policies used in the financial reporting of *Eesti Pank* shall be determined by the Governor of *Eesti Pank* in compliance with the guidelines on reporting of the European Central Bank. The provisions of subsection 1 of this section shall be used in the areas not governed thereby.

(4) The financial reporting of the state, a state accounting entity, local authority, another legal person in public law and an accounting entity belonging to the same consolidation group as the aforementioned accounting entity, which objective does not consist in profit-making through economic activities, shall be based on the public sector financial accounting and reporting guidelines.

(5) The financial reporting of an accounting entity, which objective consists in profit-making through economic activities and over which a state accounting entity, local authority or other legal person in public law has dominant influence directly or indirectly or through other persons who are under dominant or significant influence, shall be based on one of the standards specified in subsection 1 of this section and the formats of reports and the procedure for the submission thereof provided for in the public sector financial accounting and reporting guidelines.

(6) In the areas not governed by the standards specified in subsection 1 of this section, an accounting entity is permitted to use in the preparation of the financial statements the generally accepted financial reporting standards to the extent that these are not in conflict with the current legislation of Estonia.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

## **§ 18. Balance sheet and income statement**

(1) Balance sheet means a financial statement which shows the financial position (assets, liabilities and owners' equity) of an accounting entity at a given date.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) Income statement (statement of gains and losses) means a financial statement which shows the financial performance (income, expenses and profit or loss) of an accounting entity during an accounting period.

(3) An accounting entity which prepares its annual accounts in accordance with the Estonian financial reporting standard shall use the balance sheet format set out in Annex 1 to this Act and one of the two income statement formats set out in Annex 2 to this Act.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

An accounting entity which follows the reporting forms established on the basis of subsection 2 of § 14<sup>1</sup> of this Act may submit the balance sheet layout items provided in Annex 1 to this Act in ascending order of liquidity.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3<sup>1</sup>) In the abridged annual accounts, a micro undertaking must submit on the balance sheet at least the items marked with an asterisk in the balance sheet layout provided in Annex 1 to this Act.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3<sup>2</sup>) In the abridged annual accounts, a small undertaking may submit subdivisions of the balance sheet layout items provided in Annex 1 to this Act and of the items designated by Arabic numerals stated in the income statement layout provided in Annex 2 in the notes on the annual accounts instead of the balance sheet and income statement.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3<sup>3</sup>) A large undertaking and medium-sized undertaking which follows the reporting forms established on the basis of subsection 2 of § 14<sup>1</sup> of this Act must submit subdivisions of the balance sheet layout items provided in Annex 1 to this Act and of the items designated by Arabic numerals stated in the income statement layout provided in Annex 2 in the notes on the annual accounts instead of the balance sheet and income statement.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3<sup>4</sup>) An accounting entity specified in subsection 6 of § 14<sup>1</sup> of this Act which follows the balance sheet layout provided in Annex 1 to this Act and the income statement layout provided in Annex 2 may:

- 1) submit subdivisions of the balance sheet items in the notes instead of the balance sheet;
- 2) aggregate immaterial balance sheet and income statement items taking into account the materiality principle;
- 3) further specify the titles of balance sheet and income statement items;
- 4) append additional items or subdivisions of items if this makes for greater information value and legibility of the balance sheet or income statement.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(4) In certain areas of activity where the specific nature of the business activities so requires, an accounting entity specified in subsection 3 of this section may use other balance sheet and income statement formats than those set out in the Annexes to this Act. The purpose of the annual accounts specified in § 15 of this Act and the requirements of other legislation regulating the given field of activity shall be followed, *inter alia*, in choosing the above format.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## **§ 19. Cash flow statement**

(1) Cash flow statement means a financial statement which presents the cash flows (receipts and payments of cash and cash equivalents) of an accounting entity during an accounting period.

(2) A cash flow statement presents the amounts received or paid out by the accounting entity during the accounting period and classifies the cash flows according to their objective into cash flows from operating, investing or financial activities.

(3) Cash flows from operating activities may be presented using either the direct method which shows all major types of receipts and payments as gross amounts or the indirect method where the profit for the accounting period is adjusted to the impact of non-cash business transactions, changes in the balances of assets and liabilities relating to operating activities and the revenue and expenses relating to the cash flows arising from investing or financing activities.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(4) Cash flows arising from investing and financing activities shall be presented using the direct method.

## **§ 20. Statement of changes in owners' equity**

(1) Statement of changes in owners' equity means a financial statement presenting the changes which have occurred in the owners' equity of an accounting entity during an accounting period.

(2) A statement of changes in owners' equity presents the changes which have occurred in the owners' equity items of an accounting entity during an accounting period, showing separately owners' investments and withdrawals of capital, the profit or loss for the accounting period, the impact of changes in accounting policies, the increases and decreases in reserves, and other business transactions which have had an impact on the owners' equity items.

(3) An accounting entity which is a company who prepares the annual report of the consolidation group shall take guidance from the adjusted unconsolidated owners' equity upon calculating compliance with the requirements established for the owners' equity in the Commercial Code. The adjusted unconsolidated owners' equity is equal to unconsolidated owners' equity of the company from which the book value of the holdings under significant influence set out in its balance sheet has been deducted and to which the value of such holdings calculated by using the equity method has been added. The procedure of calculating the adjusted unconsolidated owners' equity shall be disclosed in the statement of changes in owners' equity.

[RT I 2005, 61, 478 – entry into force 01.12.2005]

## **§ 21. Notes on annual accounts**

(1) An accounting entity is required to disclose the following information in the notes on the accounts:

- 1) which of the accounting standards specified in § 17 of this Act was taken as the basis for preparation of the annual accounts;
- 2) the material accounting policies used in the preparation of the annual accounts;
- 3) explanations concerning the material items in the main statements and the changes in such items during the accounting period;
- 4) remuneration and other significant benefits (calculated on an accrual basis) calculated by the accounting entity during the accounting year to the executive and senior management;
- 5) total amount of remuneration calculated to employees during the accounting year and average number of employees by the types of employment specified in subsection 4 of § 25<sup>1</sup> of the Taxation Act;
- 6) an overview of the funds allocated to the accounting entity directly or indirectly from the state budget or a local government budget during the accounting year not on arm's length basis, including the received state aid, and the use thereof;
- 7) a list of beneficiaries of the accounting entity which is a foundation or reference to source in case this information is available from a public source;
- 8) number of members of the accounting entity which is a non-profit association broken down by natural and legal persons;
- 9) other important circumstances for the provision of relevant and truthfully submitted financial information regarding the accounting entity with respect to the financial position and performance and cash flows of the accounting entity.

(2) In addition to the items provided for in subsection 1 of this section, an accounting entity shall submit in the note on the annual accounts an overview of the amount of the fees under calculated during the accounting year under the audit firm customer agreement, broken down into:

- 1) audit fees;
- 2) fees for review service;
- 3) fees for other assurance services;
- 4) fees for related services;
- 5) fees for other business activities, including fees for tax advisory services.

(3) A small undertaking must disclose in the notes on the abridged annual accounts at least:

1) the information concerning the fact that these are the abridged annual accounts and these have been prepared in accordance with the Estonian financial reporting standard;

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

2) the material accounting policies used in the preparation of the annual accounts;

3) the significant assumptions underlying the valuation of balance sheet items recorded at fair value and the analysis of changes in the balances of these items;

- 4) the total amount of off-balance sheet conditional and binding obligations;
- 5) the transactions with related parties (description of parties, volume of transactions, balances and other information about the transactions necessary for an understanding of the financial position of the undertaking);
- 6) the liabilities which performance is covered by the security furnished by the undertaking, and the type and description of the furnished security;
- 7) the prepayments made to members of the executive and senior management and the amount of granted loans, including the amount of loan repayment or writing-off or waiver of the loan, as well as terms of payment and interest rates and other import conditions;
- 8) the amount and nature of an exceptional income and expense item of rare amount or type;
- 9) the amount of the non-current liabilities becoming due and payable after more than five years;
- 10) the description of the changes in tangible and intangible assets broken down by groups (acquisition cost, accumulated depreciation and net carrying value at the beginning and end of the period; fixed assets acquired, sold and transferred during the period; depreciation and other changes during the period);
- 11) the significant events after the balance sheet date;
- 12) the description of the nature and business purpose of the significant transactions that are not included in the balance sheet;
- 13) the average number of employees;
- 14) the name and registered office of the consolidating entity preparing the consolidated financial statements of the consolidation group to which a small undertaking belongs.

(4) A micro undertaking must disclose in the notes on the abridged annual accounts at least the information specified in clauses 4, 6 and 7 of subsection 3 of this section and in subsection 5 of § 24.

(5) The notes on the annual accounts shall be in compliance with one of the accounting standards specified in § 17 of this Act.

(6) If the executive management reaches the conclusion that adherence to the Estonian financial reporting standard is insufficient to achieve the objective of the annual accounts, the notes on the annual accounts shall provide the information which is necessary to obtain relevant and truthfully submitted financial information.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(7) If adherence to a provision of the Estonian financial reporting standard hinders the achievement of the objective of the annual accounts, it is permitted to deviate from this provision, explaining the reasons for the deviation in the note describing the accounting policies used in the preparation of the annual accounts.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(8) The provisions of subsections 6 and 7 of this section do not apply to the abridged annual accounts of a micro undertaking.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## § 22. Comparability of annual accounts

(1) Annual accounts shall show comparable figures for both the current financial year and the preceding financial year. Items for which there is no amount shall be shown only if there is a corresponding item for the preceding financial year.

(2) If the figures for the accounting year and the previous financial year are not comparable due to changes made in the presentation format or accounting policies during the accounting year, the comparable figures for the previous financial year shall be recalculated and brought into compliance with the presentation format and accounting policy used in the accounting year. The reasons for recalculating comparable figures, and the amounts adjusted in comparison to the figures of the annual accounts of the previous financial year shall be disclosed in the notes on the accounts. If it is not possible or expedient to recalculate comparable figures, this fact shall be presented in the notes on the accounts together with the reasons therefor.

## § 23. [Repealed – RT I 2009, 19, 116 – entry into force 01.07.2009]

## § 24. Management report

(1) A management report shall provide an overview of the activities of the accounting entity, circumstances which are material to the assessment of the financial position and business activities of the accounting entity, significant events which have occurred during the financial year and the likely future developments. A management report shall contain, *inter alia*, the information concerning the existence of branches of the accounting entity registered in a foreign state.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) The management report shall set out, *inter alia*:

- 1) the main areas of activity, product and service groups;  
[RT I 2008, 27, 177 – entry into force 10.07.2008]
- 2) the most significant investments made during the financial year and planned in the immediate future;
- 3) significant projects in the field of research and development and the related expenditure in the accounting year and the following years;
- 4) [Repealed – RT I 2009, 54, 363 – entry into force 01.01.2010]

5) significant events which have occurred during the period of preparation of the annual accounts and which are not presented in the annual accounts but which have or may have a material effect on economic performance for the following financial years.

(3) An accounting entity whose annual reports are audited or must be audited pursuant to law shall describe in the management report, in addition to the provisions of subsection 2 of this section:

- 1) general (macroeconomic) development of the activities environment of the accounting entity and the impact of such development on its financial performance;
- 2) whether the operating activities of the accounting entity take place on a seasonal basis, or whether their business activities are cyclical;
- 3) significant environmental and social impacts resulting from the activities of the accounting entity;
- 4) financial instruments financial risk management objectives and policies and risks related to changes in foreign exchange rates, interest rates and stock exchange rates which have occurred during the financial year or during the period of preparation of the report;

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

5) the main financial ratios concerning the financial year and the preceding financial year, and the methods for calculating the ratios.

(4) If at the balance-sheet date the owners' equity of the accounting entity does not comply with the requirements established by the Commercial Code, the activities planned for restoration of owners' equity shall be described in the management report.

(5) If an accounting entity has acquired or taken as security its own shares during the financial year, the following items that have been acquired or taken as security shall be provided in the management report as transferred and not transferred:

- 1) the number of the shares and their nominal value or, in the absence of a nominal value, the accounting par value and the ratio in the share capital;
- 2) the amount of consideration paid for the shares and the reason for their acquisition or taking as security.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(6) A large undertaking which is a public interest entity specified in § 13 of the Auditors Activities Act and the number of employees whereof as at the balance sheet date is larger than 500 must set out information on the environmental and social impacts resulting from its activities, and issues concerning the human resource management, the observation of human rights and anticorruption efforts in the management report to a necessary extent, adding where relevant additional explanations or referring to the information set out in the annual accounts, in order to get an overview of the development, performance, position and impacts of the activities of the accounting entity.

[RT I, 13.05.2021, 1 – entry into force 01.06.2021]

(6<sup>1</sup>) Within the framework of the obligation specified in subsection 6 of this section, the accounting entity shall describe in its management report, *inter alia*:

- 1) its business model;
- 2) the policy implemented with regard to the impacts and issues specified in subsection 6 of this section and the results thereof, including the performance of the implemented due diligence standards;
- 3) the main risks related to the impacts and issues specified in subsection 6 of this section, and risk management, including business relationships, goods offered and sold, and services offered and provided, the nature or extent whereof renders it probable that such activities will have negative environmental or social impact or any other negative impact regarding the issues specified in subsection 6;
- 4) important non-financial performance indicators.

[RT I, 13.05.2021, 1 – entry into force 01.06.2021]

(7) If the policy specified in clause 2 of subsection 6<sup>1</sup> of this section is described in the corporate governance practice or other framework implemented by an accounting entity, the management report shall provide a reference to the relevant provision of the framework.

[RT I, 13.05.2021, 1 – entry into force 01.06.2021]

(7<sup>1</sup>) If a European Union or international framework is used for the purpose of submitting the information specified in subsections 6 and 6<sup>1</sup> of this section, the management report shall provide a reference to the relevant framework.

[RT I, 13.05.2021, 1 – entry into force 01.06.2021]

(8) If an accounting entity specified in subsection 6 of this section has neither any environmental and social impacts resulting from its activities nor human resource management nor observation of human rights nor policy concerning anticorruption efforts or if the developed policy has not been implemented during the accounting year, the management report shall provide substantiated explanation regarding the fact why these principles have not been developed or why the accounting entity does not implement the developed policy.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## § 24<sup>1</sup>. Management report of issuer of securities traded on regulated securities market

The management report of a public limited company or private limited company the shares granting voting rights issued by which have been admitted for trading on a regulated securities market of Estonia or another Contracting State shall meet the requirements provided in § 24 of this Act and in addition, set out the following: [RT I 2009, 19, 116 – entry into force 06.04.2009]

- 1) the structure of the share capital, including the securities, trading in which on the regulated securities market of Contracting States is not permitted and, where possible, also data on the different classes of shares, the rights and obligations related to each class of security and their percentage in the share capital of the company;
- 2) all restrictions, as provided by the articles of association, on the transfer of securities, including restrictions on ownership in securities or the need to obtain agreement from the company or other owners of securities;
- 3) all restrictions on transfer of securities known to the company as provided by contracts between the company and its shareholders, or contracts between the shareholders;
- 4) qualifying holding pursuant to the provisions of § 9 of the Securities Market Act;
- 5) owners of shares granting specific powers of audit, and a description of their powers;
- 6) an auditing system, in case a holding scheme for employees exists where the employees do not directly perform their powers of audit;
- 7) all restrictions and agreements relating to voting rights, and whether preferred shares have voting rights, including the restriction of voting rights by a certain percentage of the holding or a certain number of votes, the terms set for the use of the voting rights or systems in which the monetary rights related to the securities and ownership of the securities have been separated from each other in cooperation with the company;
- 8) provisions and rules for the election, appointment, resignation and removal of the members of the management board of the company established by legislation;
- 9) provisions and rules for amendment of the articles of association of the company established by legislation;
- 10) authorisation of the members of the management board of the company, including the authorisation to issue and repurchase shares;
- 11) agreements between the company and its management board or employees which provide compensations on the case of a takeover provided in Chapter 19 of the Securities market Act;
- 12) all important agreements to which the company is a party and which enter into force, are amended or terminated in the case where, as a result of a takeover bid pursuant to the provisions of Chapter 19 of the Securities Market Act, another person gains the qualifying holding in the company, and the effect of such agreements unless, due to the nature thereof, their disclosure would result in significant damage to the company. [RT I 2007, 58, 380 – entry into force 19.11.2007]

## § 24<sup>2</sup>. Corporate governance report

(1) In addition to meeting the requirements provided in § 24 of this Act, an accounting entity the securities granting voting rights issued by which have been admitted for trading on a regulated securities market of Estonia or another Contracting State shall enclose to the management report as separate subdivision a corporate governance report.

(2) The corporate governance report shall be prepared in such way which provides a professional and interested person with the opportunity to obtain relevant information concerning the activities of the accounting entity as regards the governance principles implemented in the company.

(3) The corporate governance report shall contain the following:

- 1) reference to corporate governance code implemented by the accounting entity;
  - 1<sup>1</sup>) overview on how an accounting entity has implemented the corporate governance practice; [RT I, 30.12.2015, 4 – entry into force 01.01.2016]
- 2) profound and substantiated explanation regarding the fact why the accounting entity does not comply with corporate governance code;
- 3) description of managing and supervisory bodies and the panels of the committees thereof and the organisation of their work;
- 4) information specified in clauses 4, 5 and 7–10 of § 24<sup>1</sup> of this Act;
- 5) description of the main features of internal audit and risk management systems in connection with the process of the preparation of the annual accounts. [RT I 2009, 19, 116 – entry into force 06.04.2009]

(4) A large undertaking whose securities granting voting rights have been admitted for trading on a regulated securities market of Estonia or another Contracting State shall describe in the corporate governance report the diversity policies carried out in the company's management board and senior management and the results of the implementation thereof during the accounting year. If no diversity policies have been implemented during the accounting year, the reasons for this should be explained in the corporate governance report. [RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## § 25. Approval of annual report and formal requirement

(1) By approving the annual report, the executive management, the partners or shareholders or the sole proprietor confirm the correctness and completeness of the information set out in the annual report, including the fact that the annual accounts have been prepared in compliance with the accounting standard specified in

subsection 1 of § 17 of this Act and record relevant and truthfully submitted information regarding the financial position and performance and cash flows of an accounting entity, or provide the information required in this Act. [RT I, 05.05.2022, 1 – entry into force 01.02.2023]

(2) The date of the completion of the preparation of the annual report shall be considered the date when the management or sole proprietor approved the annual report.

(3) At least one member of the management of an accounting entity or sole proprietor shall sign the annual report of the accounting entity immediately after the approval thereof, specifying the date of the completion of the preparation of the annual report.

[RT I, 25.05.2012, 8 – entry into force 04.06.2012]

#### **§ 26. Reports of accounting entity upon founding, liquidation and termination thereof**

(1) An accounting entity which is being founded or for which the obligation to maintain accounts has arisen shall prepare an opening balance sheet showing its assets, liabilities and owners' equity before the commencement of business activities or before the obligation to maintain accounts had arisen.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) In the first annual accounts following the foundation of an accounting entity, the balances of the opening balance in comparable figures shall be shown in the balance sheet. Comparable figures shall not be shown in income statements and cash flow statements. The cash flow statement shall show the total sum of cash and cash equivalents presented in the opening balance as the opening balance of cash and cash equivalents.

(3) Upon termination of liquidation proceedings of an accounting entity or extinguishment of the obligation to maintain accounts, the accounting entity prepares a final report.

[RT I, 05.05.2022, 1 – entry into force 01.02.2023]

## **Chapter 4 ANNUAL REPORT OF CONSOLIDATION GROUP**

#### **§ 27. Consolidation group and entities thereof**

(1) Consolidating entity means a parent undertaking or any other accounting entity exercising dominant influence over another accounting entity. Dominant influence may, *inter alia*, arise from the following circumstances:

- 1) a holding of more than 50 per cent of the voting rights in the consolidated entity;
- 2) a direct or indirect right arising from law or a contract to appoint or remove a majority of the members of the management or the highest supervisory body by exercising the rights of a founder or by a decision of the general meeting.

(2) Consolidated entity means a subsidiary undertaking or any other accounting entity over which another accounting entity (the consolidating entity) exercises dominant influence.

(3) A consolidating entity together with one or more consolidated entities form a consolidation group.

(4) Consolidation means combination of the financial statements of the accounting entities belonging to the consolidation group as if they were a single accounting entity.

#### **§ 28. Annual report of consolidation group**

(1) At the end of each financial year, an accounting entity which is a consolidating entity in the accounting year or which was a consolidating entity in the financial year preceding the accounting year shall prepare an annual report as specified in subsection 1 of § 14 of this Act in the form of the annual report of the consolidation group and consisting of the annual accounts and management report of the consolidation group.

[RT I 2009, 54, 363 – entry into force 01.01.2010]

(2) The annual report of the consolidation group and the parts thereof shall be governed by the provisions of Chapter 3 of this Act, excluding with regard to a micro undertaking and a small undertaking.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3) [Repealed – RT I 2005, 61, 478 – entry into force 01.12.2005]

## § 29. Exceptions

(1) A consolidating entity which consolidated indicators without the deduction of the mutual transactions are not larger than the balance sheet total and net turnover indicators of a small consolidation group provided for in clause 18 of § 3 of this Act plus 20% shall be exempt from the obligation to prepare an annual report of the consolidation group.

(2) A consolidating entity which consolidated indicators do not exceed the terms and conditions of a small consolidation group provided for in clause 18 of § 3 of this Act shall be exempt from the obligation to prepare an annual report of the consolidation group.

(3) The exception provided for in subsection 1 and 2 of this section does not apply with regard to a consolidating entity which itself or which consolidated entity is a public interest entity specified in § 13 of the Auditors Activities Act.

(4) A consolidating entity if the total amount of the balance sheet totals of each of the consolidated entities added together does not exceed 5 per cent of the balance sheet total of the consolidating entity and if its sales revenue does not exceed 5 per cent of the sales revenue of the consolidating entity shall be exempt from the obligation to prepare an annual report of the consolidation group.

(5) A subsidiary all of whose shares belong to one consolidation group, which consolidating entity registered in a Contracting State is required to prepare and disclose the audited annual report of the consolidation group, shall be exempt from the obligation to prepare an annual report of the consolidation group. Upon determination of the participation, the shares which belong to members of the executive and senior management of the relevant subsidiary shall not be taken into account.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(6) A subsidiary at least 90 per cent of whose votes represented by shares belong to one consolidation group, which consolidating entity registered in a Contracting State is required to prepare and disclose the audited annual report of the consolidation group, shall be exempt from the obligation to prepare an annual report of the consolidation group, provided that the exemption has been approved by all the remaining shareholders of this subsidiary.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(7) The exemptions provided for in subsections 5 and 6 of this section do not apply to a consolidating entity which is a company whose issued securities are admitted for trading on a regulated securities market of Estonia or another Contracting State.

(8) A consolidating entity exempt from the preparation of an annual report of the consolidation group pursuant to subsection 5 or 6 of this section shall disclose in the note on the annual accounts, *inter alia*:

- 1) the business name and registered office of the consolidating entity which has the dominant influence;
- 2) the information regarding the fact that it has been exempt from the preparation of a report of the consolidation group.

(9) The reports of a consolidating entity exempt from the preparation of an annual report of the consolidation group pursuant to subsection 5 or 6 of this section and its consolidated entities shall be merged into the annual report of the consolidation group to be prepared by the consolidating entity which has the dominant influence.

(10) A consolidated entity need not be recorded line-by-line in a report of the consolidation group if:

- 1) the consolidating entity was unable during the accounting period to exercise dominant influence over the consolidated entity;
- 2) the procurement of the information necessary for the preparation of the report with regard to the consolidated entity requires extremely unreasonable costs or long delays;
- 3) the shares of the consolidated entity are held exclusively with a view to their subsequent resale.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## § 30. Annual accounts of consolidation groups

(1) The purpose of the annual accounts of a consolidation group is to provide relevant and truthfully submitted financial information regarding the financial position and performance and cash flows of the consolidation group.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) The annual accounts of a consolidation group shall comprise the consolidated balance sheet, income statement, cash flow statement and statement of changes in owners' equity (consolidated reports) and the notes which shall be submitted together with the unconsolidated annual accounts of the consolidating entity and the management's declaration (unconsolidated reports). The accounting entity which prepares the annual accounts of the consolidation group is not required to prepare the annual accounts specified in § 15 of this Act.

[RT I 2009, 19, 116 – entry into force 06.04.2009]

(3) The accounting policies used for preparing the annual accounts of a consolidation group shall be chosen and information shall be published in accordance with the requirements provided for in §§ 16 and 17 of this Act.



The accounting policies used for preparing the annual accounts of a consolidation group an accounting entity of which is an undertaking specified in subsection 2 of § 17 of this Act shall be chosen and information shall be published in accordance with the provisions of the specified section.  
[RT I 2005, 61, 478 – entry into force 01.12.2005]

(4) If the composition of the undertakings included in a consolidation has changed significantly in the course of an accounting year, the annual accounts of a consolidation group shall provide information which allows for comparison between the figures for the financial year and the figures for the preceding financial year.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### § 31. Management report of consolidation group

(1) The management report of a consolidation group shall provide an overview of the activities of the consolidation group, circumstances which are of material importance to the assessment of the financial position and activities of the consolidating entity and the consolidation group, significant events which have occurred during the financial year and the likely future developments.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) In addition to the items specified in subsections 1–4 of § 24 of this Act, the management report of a consolidation group shall set out:  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

1) the structure of the consolidation group and the direct and indirect participation of the consolidating entity in the consolidated entities. If the consolidating entity does not hold a majority of votes in the consolidated entity either directly or indirectly, the basis of the dominant influence shall be indicated;

2) changes which occurred or were expected to occur within the consolidation group during the financial year (any planned merger, division, transformation, or acquisition or transfer of participation) and changes in the fields of activity of the entities belonging to the consolidation group;

3) significant events and circumstances which have affected or may affect the financial position or the financial performance of the consolidating entity and the consolidation group during the financial year or forthcoming periods;

4) whether the operating activities of the consolidating entity and the consolidated entities take place on a seasonal basis, or whether their business activities are cyclical;

5) changes in the investment and financing strategy, financing structure, risk management policies and liquidity of the consolidating entity and the consolidation group;

6) in the case of a consolidating entity which is a company, the dividend policy of the consolidation group;

7) circumstances or developments of a general economic nature or specific to operating activities which affect the economic development of the consolidating undertaking and the consolidation group and which have affected the financial position or financial performance of the consolidating entity or the consolidation group during the financial year or may affect them during the forthcoming years;

8) [Repealed – RT I 2005, 61, 478 – entry into force 01.12.2005]

9) the main financial ratios concerning the financial year and the preceding financial year of the consolidating entity, and the methods for calculating the ratios.

[RT I 2005, 61, 478 – entry into force 01.12.2005]

(3) The management report of a consolidation group shall specify, *inter alia*, the following items pertaining to the shares of a consolidating entity acquired or taken as security during the financial year by the consolidating entity or its consolidated entity as transferred and not transferred:

1) the number and nominal value of the shares or, in the absence of a nominal value, the accounting par value and the ratio in the share capital;

2) the amount of consideration paid for the shares and the reason for their acquisition or taking as security.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(4) The consolidating entity of a large consolidation group which is a public interest entity specified in § 13 of the Auditors Activities Act and which number of employees as at the balance sheet date is larger than 500 shall provide information concerning the environmental and social impacts resulting from the activities of the consolidation group, the human resource management, the observation of human rights and the issues related to the anticorruption efforts pursuant to the provisions of subsections 6–8 of § 24 of this Act in the management report of the consolidation group.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(5) The information provided for in subsection 4 of this section with regard to a consolidating entity exempt from the preparation of a report of the consolidation group pursuant to subsection 5 or 6 of § 29 of this Act and its consolidated entity shall be provided in the consolidated management report of the consolidating entity preparing the annual report of the consolidation group.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(6) The consolidating entity and consolidated entity are not required to provide in their management report the information specified in subsections 6–8 of § 24 of this Act if this is recorded in the consolidated management report to be prepared by the consolidating entity pursuant to subsections 4 and 5 of this section.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### **§ 31<sup>1</sup>. Management report of consolidation group of issuer of securities traded on regulated securities market**

In addition to the requirements provided in subsections 1–4 of § 24 of this Act, the management report of the consolidation group of a public limited company or private limited company the shares granting voting rights issued by which have been admitted for trading on a regulated securities market of Estonia or another Contracting State shall meet the requirements provided in § 24<sup>1</sup> of this Act.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### **§ 31<sup>2</sup>. Corporate governance report of consolidation group**

(1) In addition to the requirements provided in § 31 of this Act, a consolidating entity shall enclose to the management report of the consolidation group as separate subdivision a corporate governance report if the consolidation group comprises an accounting entity the securities issued by which have been admitted for trading on a regulated securities market of Estonia or another Contracting State. The provisions of subsection 2 of § 24<sup>2</sup> of this Act apply to the preparation of the corporate governance report of the consolidation group.

(2) The corporate governance report of the consolidation group contains the information specified in clauses 1–5 of subsection 3 of § 24<sup>2</sup> of this Act in respect to each accounting entity belonging to the consolidation group the securities issued by which have been admitted for trading on a regulated securities market of Estonia or another Contracting State.

(3) The corporate governance report of the consolidation group shall contain the description of the main features of the internal audit and risk management systems of the consolidation group in connection with the process of the preparation of the annual accounts.  
[RT I 2009, 19, 116 – entry into force 06.04.2009]

(4) The corporate governance report of the consolidation group shall describe the diversity policies carried out in the management boards and senior managements of the consolidation group and the results of the implementation thereof during the accounting year. If no diversity policies have been implemented during the accounting year, the reasons for this should be explained in the corporate governance report.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## **Chapter 5 DIRECTION AND ORGANISATION OF ACTIVITIES IN FIELD OF ACCOUNTING**

### **§ 32. Accounting Standards Board**

(1) The Government of the Republic shall establish the Accounting Standards Board (hereinafter *Standards Board*) which functions are as follows:

- 1) to direct the activities in the field of financial accounting and reporting and submit respective proposals and recommendations to the Ministry of Finance;
- 2) to develop the draft guidelines of the Standards Board specifying the general requirements of the Estonian financial reporting standard and submit these to the minister in charge of the policy sector for establishment by a regulation;
- 3) to present the guidelines of the Standards Board and provide explanations and interpretations concerning these.

(2) The Standards Board is an independent committee which rules of procedure shall be approved by the Government of the Republic on the proposal of the minister in charge of the policy sector. Services to the Standards Board shall be provided by the Ministry of Finance, which representatives are entitled to participate in the meetings of the Standards Board without the right to vote.

(3) The Ministry of Finance, the Government of the Republic and other government authorities or parties shall not interfere in the activities of the Standards Board.

(4) The performance of the functions specified in subsection 1 of this section shall be based on public interest, and general economic interests shall be taken into account.

(5) The Chairman of the Standards Board shall ensure the proper functioning of the activities of the Standards Board and its working groups. The members of the Standards Board must ensure the protection of the interests of the persons preparing, using and auditing financial statements in the work of the Standards Board.

(6) The Ministry of Finance shall take the necessary measures to involve the Standards Board in the development of draft legislation related to financial accounting and reporting.

(7) The amount of the remuneration of the Chairman and members of the Standards Board shall be determined and the procedure for payment thereof shall be established by a regulation of the minister in charge of the policy sector.

(8) The Minister of Finance has the right to issue mandatory precepts to the Standards Board or a member thereof for the performance of the obligations arising from this Act and the rules of procedure.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

### **§ 33. Appointment and removal of members of Standards Board**

(1) The Standards Board shall be appointed for three years by the Government of the Republic on the proposal of the minister in charge of the policy sector and it shall consist of seven members who are accounting specialists, experts in accounting theory or practising accountants.

(2) Members of the Standards Board are removed by the Government of the Republic on the proposal of the minister in charge of the policy sector.

(3) A member of the Standards Board shall be removed immediately if:

- 1) a judgment of conviction in a criminal matter has entered into force with regard to him or her;
- 2) it becomes evident that he or she has failed to perform his or her duties to a material extent, has damaged the interests of the Standards Board or is unsuitable to perform the duties of a member of the Standards Board for any other reason.

(4) A member of the Standards Board may be removed before the expiry of his or her term of authority if he or she suffers from an illness lasting for more than four months and is unable to perform his or her duties due to the illness.

(5) Upon the removal, resignation or death of a member of the Standards Board, he or she shall be replaced by a new member whose authority continues until the expiry of the term of authority of the Standards Board.

(6) The specific procedure for the appointment, removal and resignation of members of the Standards Board shall be provided for in the rules of procedure.

(7) If a new membership of the Standards Board has not been appointed by the expiry of the term of authority of members of Standards Board, the authority of the members of the Standards Board shall extend until the appointment to office of a new membership of the Standards Board.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

### **§ 34. Guidelines of Standards Board**

(1) The Standards Board shall base the development of each guideline of the Standards Board on the following principles:

- 1) a draft guideline shall be available to the public and open for public discussion on the website of the Standards Board for at least six weeks;
- 2) the received opinions and comments shall be reviewed and major objections and proposals for improvement shall be considered;
- 3) if significant amendments are made to a draft guideline, the draft shall be re-opened for public discussion for at least four weeks;
- 4) a draft guideline shall contain references to the internationally accepted accounting and reporting principles on which the development of the draft is based.

(2) A draft guideline of the Standards Board may, in justified cases, prescribe derogations from the internationally accepted accounting and reporting principles for their simplified application or non-application. In the case of derogations, the derogations shall be described and the reasons why these are necessary shall be set out.

(3) The Standards Board shall submit a draft guideline of the Standards Board prepared by the Standards Board on the basis of clause 2 of subsection 1 of § 32 of this Act to the minister in charge of the policy sector together with a proposal for the establishment.

(4) The minister in charge of the policy sector shall establish the guideline of the Standards Board by a regulation.

(5) A regulation specified in subsection 4 of this section may differ from the document submitted by the Standards Board only to the extent that is necessary for ensuring compliance with the current legislation of Estonia or internationally accepted accounting and reporting principles.  
[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

## **Chapter 6**

# **SPECIFICATIONS CONCERNING ORGANISATION OF PUBLIC SECTOR ACCOUNTING**

[RT I, 30.12.2015, 4 - entry into force 01.01.2016]

### **§ 35. Organisation of public sector financial accounting and reporting**

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(1) The Ministry of Finance shall organise state financial accounting and reporting pursuant to subsection 3 of § 2 of this Act and the performance of the obligations regarding international accounting and financial reporting assumed by the state.

(2) The public sector financial accounting and reporting guidelines shall establish the accounting policies, report formats and procedure for the submission thereof for state accounting entities, local authorities, other legal persons in public law and other accounting entities over which the abovementioned persons have dominant influence directly or indirectly or through other persons who are under dominant or significant influence.

(3) The public sector financial accounting and reporting guidelines shall establish the report formats and the procedure for the submission thereof for accounting entities which are, directly or indirectly or through other persons who are under dominant or significant influence, under the dominant influence of state accounting entities, local authorities, other legal persons in public law or other accounting entities.

(4) The public sector financial accounting and reporting guidelines are the accounting policies and procedures of the state as a whole for the purposes of § 11 of this Act. The availability of the public sector financial accounting and reporting guidelines shall not release a state accounting entity from an obligation to establish its accounting policies and procedures.

(5) The public sector financial accounting and reporting guidelines prepared by the Standards Board and submitted to the minister in charge of the policy sector shall be established by a regulation specified in subsection 4 of § 34 of this Act.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

### **§ 36. General rules for state accounting**

[Repealed – RT I 30.12, 2015, 4 – entry into force 01.01.2017]

### **§ 37. Financial statements of state and state accounting entities**

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(1) The obligation to prepare an annual report specified in § 14 of this Act does not apply with regard to a state accounting entity, excluding the National Audit Office.

(2) A state accounting entity, excluding the National Audit Office, shall submit to the Ministry of Finance and the National Audit Office the balance sheet and economic outturn account of the state accounting entity and the report on implementation of the state budget.

(3) The Ministry of Finance shall prepare the consolidated annual report of the state based on the reports of the state accounting entities, the reports received from the accounting entities which are under the dominant influence of the state and other reports.

(4) The aim of submitting the consolidated annual report of the state is to enable the *Riigikoguto* audit the Government of the Republic and provide the Government of the Republic with the opportunity to explain its activities during the accounting year and submit the necessary information to the *Riigikoguf* for making new resolutions regarding the budget.

(5) The competence for auditing the annual accounts of the consolidated annual report of the state, the annual accounts of the National Audit Office and the legality of the transactions of the state and a state accounting entity, as well as the requirements for the publication and approval of the consolidated annual report of the state shall be provided for in the State Budget Act.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### **§ 38. Management report and annual accounts included in consolidated annual report of state**

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(1) The management report included in the consolidated annual report of the state shall contain the following in addition to the provisions of §§ 24 and 31 of this Act:

- 1) a consolidated report on the implementation of action plans;
- 2) an overview of the results of the internal and external evaluation internal audit units of the ministries.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(2) [Repealed – RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(3) [Repealed – RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(4) The annual accounts included in the consolidated annual report of the state shall contain the consolidated and unconsolidated annual accounts of the state and the report on the implementation of the state budget which shall be prepared at least to the extent set out in the state budget pursuant to the budget classification in force at the time of the adoption of the state budget.

[RT I, 13.03.2014, 2 – entry into force 23.03.2014]

(5) The following shall be disclosed in the consolidated annual report of the state:

- 1) additional information concerning local authorities;
- 2) additional information concerning public sector and government sector.

(6) [Repealed – RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(7) A draft resolution regarding the distribution of the state unconsolidated cash flow surplus for the financial year shall be enclosed to the consolidated annual report of the state, if the unconsolidated operating result of the state is positive and the adjusted unconsolidated cash flow is in surplus. The state adjusted unconsolidated cash flow surplus for the financial year is in case the sum of the indicators set out in subsection 10 of this section is positive.

[RT I, 13.03.2014, 2 – entry into force 23.03.2014]

(8) An explanatory memorandum shall be enclosed to a draft specified in subsection 7 of this section, which shall provide the reasons for the resolution, taking into account the sufficiency of the amount of the liquid financial assets of the state and the cash flow estimate, including the necessity to perform the payments related to the debt obligations of the state and the probability of the realisation of the contingent liabilities.

[RT I, 13.03.2014, 2 – entry into force 23.03.2014]

(9) The *Riigikogus* shall decide on the complete or partial transfer to the Stabilisation Reserve Fund or leaving in the liquid financial assets of the state of the state adjusted unconsolidated cash flow surplus for the financial year calculated pursuant to subsection 10 of this section.

[RT I, 13.03.2014, 2 – entry into force 23.03.2014]

(10) The state adjusted unconsolidated cash flow for the financial year shall be found as the sum of the following indicators:

- 1) total cash flows from principal activities;
- 2) total cash flows from investing activities, excluding the cash flows from transactions related to the liquid financial assets of the state specified in subsection 2 of § 65 and the investment of funds of the Stabilisation Reserve Fund specified in subsection 1 of § 72 of the State Budget Act;
- 3) repayments of long-term debt obligations, interest paid and other financial expenses.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### **§ 39. [Repealed – RT I 2003, 88, 588 – entry into force 01.01.2004]**

### **§ 40. [Repealed – RT I 2003, 88, 588 – entry into force 01.01.2004]**

### **§ 41. Annual accounts of local governments**

The annual accounts of a local authority shall contain an additional report on implementation of the budget of the corresponding rural municipality or city.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

### **§ 42. Specifications concerning organisation of accounting and reporting of *Eesti Pank***

*Eesti Pank* is not required to prepare the cash flow statement provided for in §§ 15 and 19 of this Act.

## **Chapter 7**

# **SPECIFICATIONS CONCERNING ORGANISATION OF ACCOUNTING BY OTHER PERSONS**

### **§ 43. Specifications concerning accounting by sole proprietors**

(1) A sole proprietor may maintain his or her accounts on a cash basis.

(2) A sole proprietor who maintains his or her accounts on a cash basis, must comply only with §§ 1–3, 4 (except clause 4), 5, 6 (except clause 3), 7, 9, 10 and 12 of this Act and other requirements of the Estonian financial reporting standard which regulate cash based accounting.

[RT I, 30.12.2015, 4 – entry into force 01.01.2017]

(3) A sole proprietor who maintains his or her accounts using the accrual method shall comply with this Act. The obligation to prepare an annual report specified in § 14 of this Act does not apply with regard to such proprietor.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

(4) [Repealed – RT I 2010, 9, 41 – entry into force 08.03.2010]

### **§ 43<sup>1</sup>. Specifications concerning accounting by apartment associations**

The specifications concerning accounting by apartment associations are provided for in the Apartment Ownership and Apartment Associations Act.

[RT I, 13.03.2014, 3 – entry into force 01.01.2018]

### **§ 44. Special rules for organising accounting and financial reporting by branches**

[RT I, 23.11.2021, 1 – entry into force 31.12.2021]

(1) The provisions of this Act concerning a small undertaking apply to a branch which is required to submit the financial statements of a branch to the commercial register and prepares its financial statements in accordance with the Estonian financial reporting standard, if none of the indicators or only one of the indicators of the branch exceeds the conditions specified in clause 15 of § 3 of this Act on the balance sheet date of the accounting year.

(2) A branch which is not required to prepare the annual report, organises its accounting pursuant to §§ 1–12 of this Act.

[RT I, 23.11.2021, 1 – entry into force 31.12.2021, amendments to § 44 which enter into force on 31 December 2021 apply to the financial year starting after entry into force of the amendments.]

### **§ 45. Additional requirements for public undertakings, undertakings with special or exclusive rights and undertakings providing services of general interest**

(1) Public undertakings, undertakings enjoying special or exclusive rights and undertakings providing services of general interest within the meaning of § 14 and subsections 3<sup>1</sup> and 3<sup>2</sup> of § 31 of the Competition Act shall, to the extent and pursuant to the procedure established by a regulation of the minister in charge of the policy sector, ensure the transparency of their accounting and the transparency of funds allocated to such undertakings by the state or a local authority and of the use of such funds.

(2) At the request of the minister in charge of the policy sector, the persons specified in subsection 1 of this section are required to submit information concerning their accounting and the organisation thereof if such information is necessary to assess the transparency of their accounting.

(3) If at least 50 per cent of the turnover of a public undertaking comprises manufacturing activities, the undertaking shall submit its annual report to the minister in charge of the policy sector not later than one month as of approval of the report. Together with the annual report, the undertaking shall submit a report established by the minister in charge of the policy sector on the transparency of funds allocated to the undertaking by the state or a local government and of the use of such funds and on the transparency of accounting broken down by area of activity. Activities specified in Section D Manufacturing of the Classification of Economic Activities (EMTAK) are deemed to be manufacturing activities.

(4) Subsections 1–3 of this section do not apply to:

1) public undertakings, undertakings enjoying special or exclusive rights or undertakings providing services of general interest whose turnover during the given financial year and the two immediately preceding financial years has been lower than 6,100,000 euros, unless otherwise provided by other Acts;

[RT I 2010, 22, 108 – entry into force 01.01.2011]

2) a public undertaking if at least 50 per cent of the turnover of the undertaking comprises manufacturing activities and the turnover of the undertaking during the given financial year was lower than 32,000,000 euros; [RT I 2010, 22, 108 – entry into force 01.01.2011]

3) credit institutions who are public undertakings, as regards funds allocated thereto by the state or a local authority under market conditions.

#### **§ 45<sup>1</sup>. [Repealed – RT I 2009, 54, 363 – entry into force 01.01.2010]**

#### **§ 45<sup>2</sup>. Report on payments to governments**

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(1) A large undertaking and a public interest entity specified in § 13 of the Auditors Activities Act which is active in the extractive industry or in the logging of primary forests for the purposes of Article 41 of Directive 2013/34/EU of the European Parliament and of the Council on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC (OJ L 182, 29.06.2013, p. 19) shall submit as a note on the annual report a report on payments to governments of a Contracting State or non-Contracting State (hereinafter *third country*).

(2) A report on payments to governments shall provide the information required in Article 43 of Directive 2013/34/EU of the European Parliament and of the Council.

(3) The consolidating entity of a large consolidation group and a consolidation group which includes a company which is a public interest entity specified in § 13 of the Auditors Activities Act shall submit as a note on the annual report of the consolidation group a consolidated report on payments to governments, if any of the group entities is active in the extractive industry or in the logging of primary forests for the purposes of Article 44(1) of Directive 2013/34/EU of the European Parliament and of the Council.

(4) An accounting entity specified in subsection 1 of this section need not submit a report on payments to governments if the payments made thereby are recorded in the consolidated report on payments to governments for the purposes of § 2 of the State Budget Act prepared by the consolidating entity of the Member State.

(5) The requirements specified in subsections 1 and 3 is deemed to have been met by an accounting entity which submits as a note on the annual report a report on payments to governments which has been prepared pursuant to the requirements of a third country that are equivalent to the provisions of Articles 43 and 44 of Directive 2013/34/EU of the European Parliament and of the Council.

(6) A consolidated report on payments to governments shall contain the information specified in Articles 43 and 44 of Directive 2013/34/EU of the European Parliament and of the Council for each consolidated entity, which is active in the extractive industry or in the logging of primary forests, belonging to the consolidation group.

(7) The minister in charge of the policy sector may establish by a regulation, if necessary, detailed requirements for a report on payments to governments.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

## **Chapter 8 IMPLEMENTATION OF ACT**

**§ 46.–§ 58.**[Omitted from this text]

#### **§ 59. Application of Act to *Eesti Pank***

Subsection 3 of § 17 of this Act applies to accounting periods ending not later than by 31 December 2005 to the extent established by the Governor of *Eesti Pank*.

#### **§ 60. Repeal of earlier legislation**

The Accounting Act (RT I 1994, 48, 790; 1995, 26–28, 355; 92, 1604; 1996, 40, 773; 42, 811; 49, 953; 1998, 59, 941; 1999, 55, 584; 101, 903; 2001, 87, 527; 2002, 23, 131; 53, 336; 57, 355) is repealed.

#### **§ 61. Continuation of authority of members of Accounting Standards Board**

The authority of the chairman and members of the Accounting Standards Board of the Republic of Estonia appointed on the basis of the Accounting Act repealed pursuant to § 60 of this Act continues until the expiry of their term of authority.

## § 61<sup>1</sup>. Specifications for transition to the euro

(1) The limits denominated in euros in clauses 1 and 2 of subsection 4 of § 45 are applied to accounting periods which expire on the day of the termination of the issue of the Estonian kroon or later, and to financial statements prepared in respect thereto.

(2) Annual accounts in respect to accounting periods which expire on the day of the termination of the issue of the Estonian kroon or later shall be prepared in euros.  
[RT I 2010, 22, 108 – entry into force 01.01.2011]

## § 61<sup>2</sup>. Implementation of § 7<sup>1</sup>

(1) The obligation provided for in subsection 7 of § 7<sup>1</sup> of this Act is applied as of 1 July 2017.

(2) The persons specified in subsection 7 of § 7<sup>1</sup> are required to accept the invoices meeting the requirements of a regulation established on the basis of subsection 10 of the same section as of 1 March 2017 and the invoices compliant with the European standard on electronic invoicing upon expiry of 18 months as of the publication of reference concerning this standard in the Official Journal of the European Union.

(3) The Information System Authority will continue forwarding e-invoices to the public authorities through the document exchange centre pursuant to the contracts entered into between the authorities and persons in private law mediating in the invoices, until the e-invoice recipients have entered in a contract with a person in private law who forwards e-invoices or introduced the new X-Road document exchange protocol.

(4) The Ministry of Finance will analyse by 1 October 2021 the effect of the regulation provided for in this Act on the use of the machine-processable source documents and, if necessary, submit proposals for amendments to the legislation.

[RT I, 27.12.2016, 1 – entry into force 01.01.2017]

## § 62. Entry into force of Act

(1) This Act enters into force on 1 January 2003 and applies to annual reports for accounting periods beginning on 1 January 2003 or later and, in the case of the state, state accounting entities, local authorities and legal persons in public law, for accounting periods beginning on 1 January 2004 or later. The annual reports for earlier accounting periods shall be prepared in accordance with the Accounting Act in force until the entry into force of this Act. The state, state accounting entities, local authorities and legal persons in public law which are under the dominant influence of the state shall, when preparing annual reports for 2003, bring the balances of balance sheet items into conformity with the accounting policies in force as of 1 January 2004. In connection with the transition to the preparation of consolidated reports, deviations arising from consolidation are permitted in the annual reports of the state, state accounting entities, local authorities and legal persons in public law which are under the dominant influence of the state for 2003 and 2004, provided that a corresponding explanation concerning the deviations is given in the annual accounts.

(1<sup>1</sup>) [Repealed – RT I, 25.05.2012, 8 – entry into force 04.06.2012]

(1<sup>2</sup>) The Government of the Republic may, by a regulation, specify the agencies and persons performing public duties in respect to whom the prohibition specified in subsection 4 of § 14<sup>1</sup> of this Act shall not apply for up to two years as of the establishment of the prohibition. The Government of the Republic may, by a regulation, reduce the abovementioned period of transition.

[RT I 2009, 54, 363 – entry into force 01.01.2010]

(1<sup>3</sup>) Subsection 7 of § 14<sup>1</sup> shall apply as of 1 January 2012.

[RT I, 25.05.2012, 8 – entry into force 04.06.2012]

(2) Subsection 2 of § 17 of this Act enters into force on 1 January 2005 and applies to annual reports for accounting periods beginning on 1 January 2005 or later.

(3) Clause 8 of § 46, clauses 1–4, 6 and 7 of § 47, §§ 49–52, § 54 and clauses 1 and 2 of § 55 of this Act enter into force on the tenth day following the date of publication of this Act in the *Riigi Teataja*.

(4) The provisions of subsection 3 of § 14, subsections 1 and 4 of § 29, subsections 2 and 3 of § 30 of this Act in the wording which was in force before 1 January 2005, and the provisions of clause 1 of § 4, subsection 2 of § 6, subsection 4 of § 7, § 9, subsection 1 of § 11, subsection 5 of § 12, subsection 1 of § 14, subsection 2 of § 15, subsection 3 of § 20, subsection 1 of § 23, §§ 24–26, subsection 3 of § 28, clause 8 of subsection 2 of § 31, Annex 1, Annex 2 and Annex 3 of this Act in the wording which was in force before 1 December 2005 apply to accounting periods which commenced before 1 January 2005 and the reports prepared concerning such periods.

(5) Clause 1 of subsection 2 of § 24 of this Act and subsection 4 of Annex 3 to this Act apply to accounting periods which commence on 1 January 2008 or later.

[RT I 2009, 54, 363 – entry into force 01.01.2010]



(6) Subsection 2 of § 15, § 24<sup>2</sup>, subsection 1 of § 28, subsection 2 of § 30 and § 31<sup>2</sup> of this Act enter into force on 1 July 2009 applying as regards the annual reports to the accounting periods which commence on 1 July 2009 or later.

[RT I 2009, 19, 116 – entry into force 06.04.2009]

(7) Section 23 of this Act does not apply as regards the annual reports to the accounting periods which commence on 1 July 2009 or later.

[RT I 2009, 19, 116 – entry into force 06.04.2009]

(8) The accounting periods which commenced on 1 January 2010 or earlier and the accounts prepared in respect thereto shall be governed by the provisions of §§ 37 and 38 of this Act in the wording which was in force before 15 November 2010.

[RT I, 12.11.2010, 1 – entry into force 15.11.2010]

(9) The wording of this Act which entered into force on 1 January 2016 shall apply to the accounting periods which begin on 1 January 2016 or thereafter and the reports prepared concerning these periods.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(10) The wording of subsection 4 of § 24<sup>2</sup> and subsection 4 of § 31<sup>2</sup> of this Act which entered into force on 1 January 2017 shall apply to the accounting periods which begin on 1 January 2016 or thereafter.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(11) The wording of §§ 37 and 38 of this Act which entered into force on 1 January 2016 shall apply to the accounting periods which begin on 1 January 2015 or thereafter.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(12) The accounting periods which begin on 31 December 2016 or earlier and the reports prepared concerning these periods shall be governed by the guidelines of the Standards Board in the wording in force before 1 January 2017.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(13) The accounting periods which begin on 1 January 2017 or thereafter and the reports prepared concerning these periods shall be governed by the guidelines of the Standards Board in the wording in force on 1 January 2017 or thereafter.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(14) The wording of § 35 of this Act which enters into force on 1 January 2017 shall apply to the accounting periods which begin on 1 January 2017 or thereafter and the reports prepared concerning these periods.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(15) The guidelines of the Standards Board and the general rules shall be brought into conformity with the wording of clauses 1–5 of § 3 which entered into force on 1 January 2016 by 1 January 2017.

[RT I, 30.12.2015, 4 – entry into force 01.01.2016]

(16) Amendments to subsection 6 of § 14<sup>1</sup> and to § 44 which enter into force on 31 December 2021 apply to the financial year starting after entry into force of the amendments.

[RT I, 23.11.2021, 1 – entry into force 31.12.2021]

<sup>1</sup>Directive 2013/34/EU of the European Parliament and of the Council on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC (OJ L 182, 29.06.2013, p. 19), amended by Directive 2014/95/EU (OJ L 330, 15.11.2014, p. 1); Directive 2014/55/EU of the European Parliament and of the Council on electronic invoicing in public procurement (OJ L 133, 06.05.2014, p. 1–11). [RT I, 15.03.2019, 3 – entry into force 01.07.2019]

[Annex 1](#) Balance sheet layout

[RT I, 27.12.2016, 1 - entry into force 01.01.2017]

[Annex 2](#) Income statement layouts

[RT I, 27.12.2016, 1 - entry into force 01.01.2017]

[Annex 3](#) Notes on annual accounts

[Repealed – RT I, 30.12.2015, 4 - entry into force 01.01.2016]