BELGIUM

PRIVATE LIMITED COMPANY (BV / SRL)
CLIENT GUIDE 2026

Company formation, taxation, EU business
and annual compliance

Professional company formation
and ongoing corporate administration

BRIS GR LIMITED

66 Paul Street, London EC2A 4NA, United Kingdom

Company No. 08404265

general.info@bris-group.com | +44 207 206 2487 | +44 775 479 5814 | bris-group.com

Belgium Private Limited Company (BV / SRL) at a Glance

The Belgian private limited company is the Besloten Vennootschap (BV) in Dutch and Société à Responsabilité Limitée (SRL) in French. It is generally the most flexible limited-liability form for privately held SMEs and may be incorporated by one or more natural persons or legal entities.

Topic	Current legal / practical position
Shareholders	One or more natural persons or legal entities may incorporate a BV / SRL. A sole shareholder is therefore permitted.
Foreign ownership	No general Belgian-law requirement for Belgian shareholders. Foreign ownership is possible, subject to regulated activities, investment screening, sanctions and sector-specific rules.
Directors	The company is managed according to its articles. Foreign directors are possible; tax residence, social-security and regulated-activity implications should be reviewed separately.
Incorporation	The articles must be executed by notarial deed. A financial plan is required before incorporation.
Initial equity	There is no statutory minimum initial capital for a BV / SRL, but the founders must provide sufficient initial equity for the intended activity and financial plan.
Registered office	A Belgian registered office is required and the company is registered in the Crossroads Bank for Enterprises (CBE/KBO/BCE).
Corporate income tax	Standard corporate income-tax rate: 25%. Qualifying small companies can access 20% on the first EUR 100,000 of taxable income, subject to additional conditions.
VAT	Standard VAT rate: 21%; reduced rates of 12% and 6% apply to specified supplies, and 0% applies exceptionally to qualifying transactions.

Key Benefits for International Clients

- Single-shareholder incorporation and flexible private-company structure.
- No statutory minimum initial capital, although sufficient initial equity and a robust financial plan are mandatory.
- Qualifying small companies can benefit from the 20% corporate-tax rate on the first EUR 100,000 of taxable income.
- Belgium provides a participation exemption / dividends-received deduction framework for qualifying corporate shareholdings, subject to detailed conditions.
- EU location with access to EU VAT, customs and cross-border company frameworks.
- Belgium has an extensive double-taxation treaty network.

Important 2026 Tax Position

Belgium is not a 0% or territorial corporate-tax jurisdiction

A Belgian resident company is generally taxable on its worldwide profits at 25%, subject to exemptions, deductions, foreign-tax relief and treaty provisions. Foreign clients or foreign-source revenue do not automatically make the profits tax-free. The main legitimate low-tax opportunities are targeted regimes such as the SME rate and qualifying participation relief.

Ownership, Governance & Initial Equity

Topic	Current legal / practical position
Shareholders	One or more shareholders. Shares are generally registered and transferability is restricted unless the articles provide otherwise.
Liability	Shareholders are generally liable only up to their contribution, subject to statutory exceptions including potential founder liability.
Management	The articles determine the management body, powers, representation and operating rules.
Notarial deed	A BV / SRL must be incorporated by notarial deed.
Financial plan	The founders must prepare a financial plan justifying the initial equity and estimating required resources and expected revenues.
Cash contribution	For cash contributions, proof of a dedicated bank account opened in the name of the company in formation is required.
Contribution in kind	A contribution in kind requires the applicable valuation documentation, including an auditor's report under the statutory rules.

No Minimum Capital - But Sufficient Initial Equity Is Mandatory

Belgian law abolished the fixed minimum-capital concept for the BV / SRL. This does not mean that a company can be responsibly incorporated without adequate funding. The founders must demonstrate through the financial plan that the initial equity is sufficient for the planned activities and expected needs.

Capital planning is a substantive formation requirement

The financial plan is important because founders can face liability in specified circumstances if the company fails and the initial funding was manifestly insufficient for the planned activity.

Corporate Income Tax - 25%

FPS Finance confirms that the general Belgian corporate income-tax rate is 25%. Taxable profit starts from accounting income shown in the annual accounts and is then adjusted for tax purposes, including applicable exemptions and deductions.

Small-Company Reduced Rate - 20% on First EUR 100,000

Qualifying small companies may apply a 20% corporate-income-tax rate to the first EUR 100,000 of taxable income. The reduced rate is not automatic: statutory conditions apply to the company's status, activities, shareholdings and director remuneration. The balance of taxable income remains subject to the ordinary rate.

Participation Relief - Potential 0% on Qualifying Dividends

Belgium's dividends-received deduction / participation-exemption system can eliminate Belgian corporate tax on qualifying dividends received by a company where the participation and taxation conditions are satisfied. Capital gains on qualifying shares can also benefit from exemption under the applicable conditions. This is a targeted participation regime, not a blanket exemption for foreign-source trading income.

VAT - 21% Standard Rate

Belgium applies a 21% standard VAT rate, with reduced rates of 12% and 6% for specified supplies. A 0% rate applies exceptionally to qualifying goods and services under the VAT rules. Small enterprises may qualify for the VAT exemption scheme where annual turnover does not exceed EUR 25,000, subject to exclusions and conditions.

Formation Process & Documents Required

1. Structure and tax review 2. Company name, activity and registered office 3. Shareholder / UBO and management KYC 4. Financial plan and initial equity 5. Belgian bank certificate for cash contribution 6. Notarial incorporation deed 7. CBE/KBO/BCE and VAT registrations 8. UBO registration and accounting setup

The BV / SRL is incorporated by notarial deed. Before execution, the founders prepare the financial plan and provide the documents supporting cash or in-kind contributions. The company is then registered in the Crossroads Bank for Enterprises and obtains its enterprise number; VAT and other registrations are activated as applicable.

Official / Statutory Costs

Belgian incorporation involves notarial, publication and registration costs whose amount depends on the deed and circumstances. Because a single universal 2026 government incorporation fee for every BV / SRL is not published as one fixed amount by the official sources reviewed, this guide does not invent a formation-fee figure. For ongoing compliance, the National Bank publishes 2026 annual-account filing fees, including EUR 67 for a standard micro XBRL filing and EUR 89.40 for an abridged XBRL filing. BRIS professional fees are quoted separately.

Documents Required from the Client

- Passport / acceptable identification for shareholders, directors and UBOs.
- Recent proof of residential address.
- For corporate shareholders: registry extract, constitutional documents, directors and full ownership chain.
- Proposed company name, Belgian registered office and detailed activities.
- Shareholding, contribution amounts and governance / signing arrangements.
- Information required for the statutory financial plan.
- Expected customers, suppliers, countries, turnover and transaction profile.
- Source-of-funds and, where appropriate, source-of-wealth evidence.
- Certified / apostilled / translated documents where required by the notary, bank or authorities.

UBO Register

The company's legal representative must register its beneficial owners in the Belgian UBO Register within one month after incorporation. Changes must be updated within 30 days, and the registered information must be confirmed annually. Supporting documents demonstrating that the information is adequate, accurate and current must be uploaded.

Annual Accounts & Audit

Most Belgian companies file annual accounts electronically with the National Bank of Belgium. Small companies may use the abridged model and micro companies the micro model if the statutory size tests are met. For financial years beginning from 1 January 2024, the main small-company thresholds are 50 FTE, EUR 11.25 million turnover and EUR 6 million balance-sheet total.

Statutory auditor generally required for large companies

The NBB states that a company is large if it exceeds more than one of the statutory size thresholds for two consecutive years. Large companies must appoint an auditor; listed/public-interest and certain consolidated-group companies can be subject to audit regardless of size.

Annual Compliance Checklist

- Maintain registered office, shareholder and management information.
- Update and annually confirm UBO information.
- Prepare and approve annual accounts.
- File annual accounts electronically with the NBB within the statutory timetable.
- File corporate income-tax returns and pay tax due.
- File VAT returns and EU listings where applicable.
- Review withholding tax before dividends, interest and royalties.
- Maintain accounting and supporting records.
- Reassess SME-rate and participation-exemption conditions annually.

International Business & Tax Planning

Belgium is a mainstream EU jurisdiction rather than an offshore or territorial-tax location. A Belgian company is generally taxed at 25% on its taxable profits. International planning therefore centres on the reduced small-company rate, participation relief, treaty protection, foreign-tax relief and correct VAT treatment for EU and international transactions.

Where a genuine 0% Belgian corporate-tax result can arise

Belgium does not provide an ordinary BV / SRL with a blanket 0% foreign-source exemption. However, qualifying dividends received under the participation / dividends-received deduction regime can be fully relieved from Belgian corporate income tax, and qualifying capital gains on shares can also be exempt. These outcomes depend on detailed participation, holding and subject-to-tax conditions.

Dividends & Withholding Tax

The standard Belgian withholding tax on dividends is 30%. Domestic exemptions, EU Parent-Subsidiary relief and reduced double-tax-treaty rates may apply where the statutory ownership, holding-period, beneficial-owner and documentation requirements are met. The withholding position should therefore be checked before every cross-border distribution.

How BRIS Group Supports You

Structure & tax review - Assess BV / SRL suitability, 25% corporate tax, SME reduced rate, participation relief, VAT and treaty considerations.

Company formation - Coordinate shareholder documentation, financial plan, bank contribution evidence, notarial incorporation and registered-office arrangements.

KYC / UBO - Coordinate shareholder, director, beneficial-owner and source-of-funds / source-of-wealth due diligence and UBO registration.

Accounting & compliance - Coordinate bookkeeping, annual accounts, NBB filing, corporate tax, VAT and audit support where required.

Banking - Prepare corporate and KYC documentation and coordinate banking support where available.

Professional Fees & Official Sources

Professional fees are quoted separately

This guide is informational and is not a fee quotation. BRIS Group professional fees and third-party costs - including Belgian notary, registered office, banking, translations, accounting, tax, VAT, audit and regulatory support - are quoted separately according to the required services.

Official sources reviewed for this 2026 guide: FPS Economy - company forms, incorporation requirements, Crossroads Bank for Enterprises and UBO registration; FPS Finance - corporate income tax, VAT and withholding tax; National Bank of Belgium - annual accounts, 2026 filing fees, company size criteria and statutory-audit requirements; Belgian Companies and Associations Code as referenced by the competent authorities.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.