CURACAO

PRIVATE LIMITED COMPANY (B.V.)

CLIENT GUIDE 2026

Company formation, territorial taxation and annual compliance

Professional company formation and ongoing corporate administration

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Curacao Private Limited Company (B.V.) at a Glance

A Curacao **Besloten Vennootschap (B.V.)** is a legal person used for commercial, holding and international business. It is subject to Curacao company, commercial-register, licensing, tax, accounting and beneficial-ownership requirements.

Topic	Current legal / practical position
Legal form	Besloten Vennootschap (B.V.), a recognised Curacao corporate form.
Ownership	Foreign ownership is possible, subject to KYC/UBO, licensing and sector-specific requirements.
Formation	Incorporation is coordinated through a Curacao civil-law notary and registration with the Curacao Chamber of Commerce & Industry.
Registered presence	The company requires a Curacao registered/statutory address and local corporate administration appropriate to its structure.
Business licence	A person/legal entity establishing a business in Curacao generally requires a **Vestigingsvergunning** (business establishment licence). Since 15 August 2023 a separate director's licence is no longer required.
General profit tax	**15%** on the first XCG/NAf 500,000 of taxable Curacao profit and **22%** on the excess.
Territorial taxation	For a qualifying **material enterprise**, the taxpayer can apply territoriality so that only Curacao business results enter the profit-tax base, subject to strict tracing/evidence rules.
Passive income	Interest, royalties, rent and dividend income are treated as passive income and are generally regarded as domestic taxable income for territoriality purposes.
Turnover tax	General turnover-tax rate **6%**; 7% and 9% apply to specified supplies.

The Major International Tax Benefit

Potential 0% Curacao profit tax on genuine foreign business profits

Curacao's Tax Authority expressly confirms a **territoriality principle**. For an enterprise with both domestic and foreign results, only results from Curacao activities/assets are included when territoriality is validly applied. Therefore, a genuine foreign operating business may have **0% Curacao profit tax on the demonstrably foreign business-profit portion**.

This is **not** a blanket exemption for every foreign invoice. The company must be able to demonstrate which results are foreign, principally by reference to where the activities are performed and where the causal costs arise. Benefits are treated as domestic unless the foreign portion can be demonstrated.

Key Benefits for International Clients

- Potential 0% Curacao profit tax on qualifying, demonstrably foreign profits of a material enterprise under territoriality.
- 15% rate on the first 500,000 of taxable domestic profit and 22% above that amount.
- 0% Curacao Investment Company regime exists for qualifying investment-company structures.
- 3% special rate for specified low-tax activities, including certain ship/aircraft work, logistics/support and investment-fund services.
- Participation exemption can apply to qualifying shareholdings, subject to statutory tests.
- Flexible B.V. structure for international ownership.
- Established Dutch-Caribbean legal and professional-services environment.
- Business establishment licence framework provides a clear route for genuine local operations.

Shareholders, Management & Formation

Topic	Current legal / practical position
Shareholders	Foreign individual and corporate shareholders can be accommodated, subject to AML/KYC and corporate-document requirements.
Management	Directors/managing directors are appointed under the articles and corporate law. A separate director's licence is no longer required from 15 August 2023.
Notarial incorporation	A Curacao civil-law notary prepares/executes the deed and articles and coordinates the legal incorporation.
Commercial register	The company is registered with the Curacao Chamber of Commerce & Industry.
Business establishment licence	Required for establishing a business in Curacao under the current Government licensing framework.
UBO / AML	Ultimate beneficial owners and the ownership chain must be identified and maintained under applicable AML/transparency requirements.

Share Capital

Curacao corporate law provides a flexible B.V. capital structure. The proposed share classes, nominal values/contributions and shareholder rights should be established in the notarial articles. BRIS recommends confirming the exact capital wording and any activity-specific capital requirement with the Curacao notary before filing rather than relying on a generic minimum-capital figure.

Commercial capital should fit the business

Even where company law permits a flexible nominal capital structure, banks, counterparties, regulators and licensing authorities may expect adequate real funding for the company's intended activities.

General Profit Tax - 15% / 22%

The Curacao Tax Authority currently states that the general profit-tax rate is **15% over the first 500,000 of taxable profit and 22% over the excess**. B.V.s and N.V.s are among the entities subject to profit tax.

Territoriality - The Critical Rule

For Curacao enterprises with both domestic and foreign results, the territoriality principle means only results obtained from **activities performed in Curacao** or **assets connected with Curacao** are included in the Curacao profit-tax base, where the territorial method is validly chosen and supported.

How Foreign Profit Is Demonstrated

The Tax Authority explains that the location of the relevant **causal costs** is important in deciding whether results are domestic or foreign. The default is that business benefits are domestic unless the taxpayer demonstrates what part is foreign. A company therefore needs robust accounting, contracts, personnel/subcontractor evidence and cost allocation to support a foreign-profit claim.

Material Enterprise Requirement

Territoriality applies to income flowing from a **material enterprise** - described by the Tax Authority as a sustainable organisation of capital and labour participating in the social production process with the aim of earning profit. A shell holding passive assets should not be treated as equivalent to an active foreign operating business.

Passive Income - Not 0%

The Tax Authority expressly states that passive income - including **interest, royalties, rent and dividend income** - is always regarded as domestic business income and is taxable in Curacao for territoriality purposes. This is a major limitation and must be clearly distinguished from foreign active business profit.

Participation Exemption

Curacao's profit-tax system contains a participation exemption. Official Tax Authority ruling guidance confirms that the treatment can be full or partial depending on the participation and, for low-tax passive participations, statutory tests including activity/income and taxation criteria. A participation should therefore be reviewed before dividends or gains are assumed exempt.

Turnover Tax

Curacao uses a cumulative **turnover tax (Omzetbelasting)**, not a conventional EU-style VAT credit system. The general rate is **6%**; 7% applies to insurance and specified short-stay accommodation, while a 9% rate applies to specified goods/services. Exemptions and limited deduction mechanisms also exist.

Formation Process & Client Documents

1. Structure/tax review **2.** KYC/UBO & source-of-funds review **3.** Name / articles / capital / address **4.** Notarial incorporation & Chamber registration **5.** CRIB / establishment licence / tax setup **6.** Banking, accounting and annual compliance

Government licensing guidance for a legal entity requests, among other items, a recent Chamber extract, business CRIB number, full articles for an N.V./B.V., shareholder register and, where applicable, parent-company constitutional and registry documents.

Documents Required from the Client

• Passport / acceptable identification for shareholders, directors and ultimate beneficial owners.

• Recent proof of residential address.

• For corporate shareholders: registry extract, constitutional documents, directors and full ownership chain.

• Proposed company name and detailed business activities.

• Proposed Curacao registered/business address.

• Proposed share structure and management.

• Expected countries of operation, customers/suppliers, turnover and transaction profile.

• Detailed explanation of where services/activities will actually be performed and where costs will arise - essential for territoriality analysis.

• Source-of-funds and, where appropriate, source-of-wealth evidence.

• Certified/apostilled documents and translations where required by the notary, bank or authorities.

Profit-Tax Filing

Curacao profit tax is a self-assessment tax filed online. The Tax Authority requires a **provisional return within three months** after the end of the calendar year or deviating financial year, with any tax due paid at the same time. No extension is available for the provisional return.

Final Profit-Tax Return

The **final profit-tax return is due within six months** after year-end, with payment of any balance. A motivated request can be made for an extension; the Tax Authority explains that if the Inspector does not reject the request within 15 days, the final filing period is extended by three months.

Accounting & Territorial Evidence

Taxpayers are legally required to maintain a proper and complete administration. For an international company applying territoriality, accounting should separately identify domestic and foreign operations and retain evidence of personnel/subcontractors, contracts, invoices, assets, locations and causal costs. Weak evidence can cause the claimed foreign profit to be treated as Curacao taxable profit.

0% foreign-profit treatment is evidence-driven

Do not market a Curacao B.V. as automatically tax-free when clients are abroad. The correct claim is: **qualifying foreign active-business profits can fall outside the Curacao profit-tax base under territoriality when the company can prove the foreign result**. Passive income remains taxable.

Annual Compliance Checklist

■ Maintain Curacao registered/statutory address and current Chamber particulars.

■ Maintain shareholder register, directors and beneficial-owner information.

■ Maintain valid business establishment licence and activity-specific permits where required.

■ Maintain proper accounting records and supporting documents.

■ Maintain separate evidence for Curacao and foreign activities/costs where territoriality is applied.

■ File provisional profit-tax return within three months after year-end.

■ File final profit-tax return within six months after year-end (subject to valid extension).

■ File/pay turnover tax at the applicable 6%, 7% or 9% rate where required.

■ Review payroll/social-insurance obligations where personnel are employed.

■ Review participation exemption before relying on holding-company tax treatment.

■ Review CRS/AEOI obligations where the entity is a reporting financial institution.

■ Maintain bank/CSP/notary AML/KYC and evidence of genuine business activity.

Banking & Operational Setup

A Curacao B.V. may apply for local or international banking/payment services subject to provider policy. Banks commonly require the notarial deed/articles, Chamber extract, CRIB/tax information, shareholder register, directors/UBOs, source of funds/wealth, business plan, contracts and countries of activity. A territorial-tax structure should be consistent with the company's actual operating and banking facts.

Why Curacao B.V. Can Be Attractive

Topic	Current legal / practical position
Territorial tax	Potential 0% Curacao tax on demonstrably foreign active-business profit.
Moderate domestic rates	15% first 500,000 taxable profit; 22% excess.
Investment regime	0% Curacao Investment Company regime for qualifying investment structures.
Special 3% activities	Specified qualifying low-tax activities can be taxed at 3%.

How BRIS Group Supports You

Structure & territorial-tax review - Assess whether the proposed business is a material enterprise and whether foreign active-business profits can be evidenced under Curacao territoriality.

Formation - Coordinate company name, notarial articles, share structure, registered address and Chamber registration with Curacao professionals.

Licensing - Coordinate establishment-licence and other business-permit requirements where applicable.

Foreign shareholder documents - Coordinate registry extracts, ownership-chain records, translations, apostilles and powers of attorney.

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

Accounting & tax - Coordinate profit-tax, turnover-tax and accounting support, including domestic/foreign profit segregation.

Holding / participation review - Coordinate specialist analysis of participation exemption and passive-income treatment.

Banking & annual compliance - Prepare banking/KYC documentation and coordinate ongoing corporate administration.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Curacao B.V. formation and maintenance and is not a fee quotation. BRIS Group professional fees, notary/Chamber/government charges, registered-office services, licences, accounting/tax, translations/certifications, banking support and other optional services are quoted separately according to the structure and required work.

Important Legal Notes & Official Sources

This brochure is a general commercial guide and does not constitute Curacao or foreign legal, tax, accounting, regulatory or investment advice. **Curacao does provide a genuine territorial-tax opportunity for qualifying foreign active-business profits, but it is not a blanket 0% offshore-company regime.** Passive income is specifically treated as taxable domestic income for territoriality purposes.

Primary official sources reviewed: Curacao Tax Authority (Belastingdienst Curacao) - current Winstbelasting guidance, including 15%/22% rates, territoriality, material-enterprise and passive-income rules; official profit-tax ruling policy concerning participation exemption; current Omzetbelasting guidance and 2026 filing materials; Government of Curacao Digital Licensing Desk - current Vestigingsvergunning requirements and 2023 licensing changes.

Information reviewed: August 2026. The exact notarial capital wording, Chamber/UBO filing mechanics, establishment licence, participation exemption, special 0%/3% regimes, territorial cost allocation and activity-specific permits should be reconfirmed for the client's actual facts before incorporation or transactions.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.