



GEORGIA

LIMITED LIABILITY COMPANY (LLC) CLIENT GUIDE 2026

Company formation, Georgian taxation
and annual compliance

Professional company formation
and ongoing corporate administration

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Georgia LLC at a Glance

The limited liability company (LLC) is Georgia's principal private company form. Under the Law of Georgia on Entrepreneurs, its capital is divided into shares and partners' liability for company obligations is limited. A single-member LLC is expressly permitted. Foreign individuals and foreign legal persons may be founders, with equivalent identification data used for registration.

Topic	Current legal / practical position
Partners	One or more partners. A single-member LLC is expressly permitted.
Foreign ownership	Foreign natural persons and foreign legal entities may be founders; no general local-shareholder requirement is imposed by the LLC provisions.
Liability	The LLC is liable with all its assets; partners are generally not liable for the company's obligations.
Management	One or more managers. A manager may be a natural person or a legal person.
Legal address	The entrepreneur's legal address must be an actual address in Georgia.
Minimum capital	The current Entrepreneurs Law does not prescribe a universal fixed minimum capital for an ordinary LLC.
Official registration fee	GEL 200 for registration in 1 working day; GEL 400 for same-day registration.
Profit tax	15% under Georgia's distributed-profit system for an ordinary company.
VAT	18% standard VAT; compulsory registration generally begins after GEL 100,000 of taxable transactions in any 12 consecutive months.

Key Benefits for International Clients

- Fast official company registration: one working day for GEL 200 or same-day service for GEL 400.
- No universal statutory minimum capital for an ordinary LLC.
- Georgia's Estonian-style corporate tax model generally defers ordinary 15% profit tax until profit is distributed or another statutory taxable event occurs.
- Virtual Zone status can provide genuine 0% profit tax on qualifying profit from IT products / services supplied outside Georgia.
- Free Industrial Zone enterprises can obtain genuine profit-tax exemption on permitted FIZ business, with special 4% rules for specified dealings with Georgian persons.
- International Company status provides a 5% profit-tax rate for qualifying permitted activities and 0% withholding on its dividends.
- Standard dividend withholding is 5%, with special exemptions for qualifying regimes and treaty planning.

Important 2026 Tax Position

Georgia offers genuine 0% regimes - but only where statutory conditions are met

An ordinary LLC is not automatically tax-free because its owners or clients are foreign. However, the Tax Code expressly exempts profit/distribution earned by a Virtual Zone legal person from qualifying IT supplied outside Georgia and profit from permitted Free Industrial Zone business. International Company status offers a separate 5% regime for qualifying activities.

Corporate Tax & Preferential Regimes

Ordinary LLC - 15% Distributed-Profit Tax

Georgia's ordinary corporate profit tax rate is 15%. For companies within the distributed-profit model, the taxable object includes distributed profit and other payments / expenses specifically treated as taxable under Article 97 of the Tax Code. This means retained and reinvested accounting profit is generally not taxed merely because it is earned; tax is triggered by distributions and other statutory taxable events.

Virtual Zone Person - genuine 0% on qualifying foreign IT income

The Tax Code exempts profit (distribution of profit) earned from supplying outside Georgia information technologies developed by a Georgian legal entity holding Virtual Zone status. This is a real 0% profit-tax benefit for qualifying IT activity, not a general exemption for every foreign-source service. The company must hold the status and the income must fall within the statutory IT rule.

Free Industrial Zone - genuine profit-tax exemption

Profit or distribution of profit earned by a FIZ Enterprise from business permitted within the Free Industrial Zone is exempt from profit tax. Dividends and interest from a FIZ Enterprise are also exempt from Georgian withholding under the Tax Code. Special 4% turnover-based charges apply to specified supplies of goods between a FIZ Enterprise and Georgian-registered persons, and FIZ enterprises face activity restrictions.

International Company - 5% profit tax and 0% dividend withholding

A qualifying Georgian enterprise carrying on Government-approved activities may obtain International Company status. Its profit-tax rate is 5%; qualifying employment income is taxed at 5%; dividends paid by an International Company are not taxed at source; and qualifying property other than land can be exempt from property tax. The regime has activity, experience and continuing-eligibility requirements.

Dividends, Interest & Non-Resident Payments

Ordinary dividends paid by a Georgian resident enterprise to a natural person or non-resident enterprise are subject to 5% withholding. Interest paid to a natural person or non-resident without a Georgian permanent establishment is generally 5%. Other Georgian-source payments to non-residents can carry different rates, and payments to preferential-tax jurisdictions can be subject to 15%. Treaty relief should be checked before payment.

VAT - 18%

The standard VAT rate is 18%. Compulsory VAT registration generally applies once taxable transactions exceed GEL 100,000 in any 12 consecutive calendar months, with the application due within two business days. Voluntary registration is available. Export and cross-border treatment depends on the specific goods/services and Tax Code place-of-supply rules.

Formation Process & Documents Required

1. Structure and tax-regime review 2. Company name and Georgian legal address 3. Founder / manager / ownership KYC 4. Prepare instrument of incorporation and statute 5. Sign / certify documents in the required form 6. File with the National Agency of Public Registry 7. Obtain registry extract and identification number 8. Tax / VAT registration and bank account 9. Apply separately for Virtual Zone, FIZ or International Company status where relevant

The instrument of incorporation must be in writing and signed by all founding partners. Signatures are generally notarised unless certified by NAPR / another authorised body or made using a legally recognised electronic signature. The instrument records the company name, Georgian legal address, founders, management and representation details, and LLC shareholding percentages. A standard statute may be used.

Official Government Fees

NAPR's current official fee schedule confirms GEL 200 for registration of an entrepreneur other than an individual entrepreneur within one working day, or GEL 400 for same-day registration. An English-language registry extract costs an additional GEL 26 when prepared together with the relevant service. Certification, notarisation, apostille/legalisation, translation, registered-address and banking costs are separate. BRIS professional fees are quoted separately.

Documents Required from the Client

- Passport / acceptable ID for individual founders, managers and ultimate owners.
- Recent proof of residential address.
- For foreign corporate founders: registry extract, constitutional documents, authorised representative and ownership chain.
- Proposed company name and actual legal address in Georgia.
- Shareholding percentages and management / signing arrangements.
- Detailed business activities and expected countries, customers, suppliers and turnover.
- Source-of-funds / source-of-wealth evidence where required by compliance providers or banks.
- Certified Georgian translations and apostille/legalisation where applicable.
- For special status: evidence satisfying the relevant Virtual Zone, FIZ or International Company conditions.

Accounting, Reporting & Compliance

A Georgian LLC must maintain accounting records and comply with applicable financial-reporting legislation, tax filings and sector-specific requirements. The exact financial-statement, audit and publication obligations depend on the entity's statutory category and public-interest status; these should be assessed annually rather than assuming every LLC has the same audit requirement.

2026 registration-law compliance point

Georgia completed a major re-registration alignment under the new Entrepreneurs Law. NAPR confirmed that entities registered before 1 January 2022 that had not aligned their data by 1 April 2026 had registration suspended. Such entities may restore status by bringing their data into compliance by 1 April 2027. This does not affect a newly formed 2026 LLC.

Ongoing Compliance Checklist

- Maintain actual Georgian legal address and current Registry data.
- Maintain current partners, managers, representation powers and ownership information.
- Keep statutory accounting records and supporting documents.
- File monthly profit-tax return where a taxable distributed-profit event occurs.
- File VAT returns monthly if VAT registered.
- Apply 5% dividend withholding unless an exemption / treaty position applies.
- Maintain evidence supporting Virtual Zone, FIZ or International Company privileges.
- Review transfer pricing and non-resident payment rules for cross-border related-party transactions.
- Review financial-statement and audit classification annually.

International Business & Tax Planning

Georgia is unusually flexible for international business because it combines an ordinary 15% distributed-profit system with several targeted preferential regimes. The correct choice depends on the actual activity. A normal trading or consulting LLC should not be presented as 0% simply because its clients are overseas, while qualifying IT, Free Industrial Zone and International Company structures can receive materially different statutory treatment.

The strongest legitimate Georgian tax advantages

VIRTUAL ZONE: 0% profit tax on qualifying profit from IT developed by the status-holder and supplied outside Georgia. FIZ: 0% profit tax on permitted Free Industrial Zone business, plus 0% withholding on FIZ dividends and interest, subject to FIZ restrictions and special 4% rules for specified Georgian dealings. INTERNATIONAL COMPANY: 5% profit tax and 0% dividend withholding for qualifying approved activities. ORDINARY LLC: 15% profit tax is generally deferred until distribution / other taxable events.

How BRIS Group Supports You

Structure & tax review - Assess ordinary LLC, Virtual Zone, FIZ and International Company options, including 15%, 5% and genuine 0% outcomes.

Company formation - Coordinate foreign founder documents, Georgian legal address, incorporation documents, NAPR registration and registry extracts.

KYC / ownership - Coordinate founder, manager, ownership-chain and source-of-funds / source-of-wealth due diligence.

Tax & compliance - Coordinate accounting, distributed-profit tax, VAT, withholding, special-status compliance and financial reporting.

Banking - Prepare corporate and KYC documentation and coordinate Georgian / international 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 registered address, notary, apostille/legalisation, translation, accounting, tax, VAT, special-status applications, licensing and banking support - are quoted separately according to the required services.

Official sources reviewed for this 2026 guide: Legislative Herald of Georgia (Matsne) - Law on Entrepreneurs and Tax Code; National Agency of Public Registry - 2026 business-registration fees and registration-law alignment; Revenue Service of Georgia - current preferential tax statuses, including International Company. Tax advantages described above are conditional statutory regimes and should be reviewed against the client's actual activity before implementation.

PREPARED BY BRIS GROUP

Georgia Limited Liability Company (LLC) - Client Guide 2026

Professional incorporation and corporate administration for international clients.

