NORWAY

PRIVATE LIMITED COMPANY (AS)
CLIENT GUIDE 2026

Company formation, Norwegian taxation
and annual compliance

Professional company formation
and ongoing corporate administration

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Norway AS at a Glance

The aksjeselskap (AS) is Norway's standard private limited company. It is a separate legal entity and shareholders are generally liable only for their invested capital. One or more natural persons or legal entities may establish the company. Registration is made with the Brønnøysund Register Centre through the Central Coordinating Register for Legal Entities and the Register of Business Enterprises.

Topic	Current legal / practical position
Founders / owners	One or more natural persons or legal entities may subscribe for shares. Foreign individuals and foreign companies may be founders.
Liability	Shareholders normally risk only the capital invested; creditors make claims against the company.
Board	Mandatory. At least one board member and a chair are required.
Residence rule	At least half of board members must reside in Norway, an EU/EEA country, Great Britain, Northern Ireland or Switzerland. The same rule applies to deputies.
General manager	Optional for an ordinary AS. If appointed, the manager must reside in Norway, EU/EEA, Great Britain, Northern Ireland or Switzerland.
Minimum capital	NOK 30,000, fully subscribed and confirmed before registration.
Official registration fee	2026 fee: NOK 6,825 for digital registration; NOK 7,912 for paper registration of a limited-liability organisation.
Corporate income tax	22% ordinary tax on business income.
VAT	25% standard VAT; 15% and 12% reduced rates apply to specified supplies.

Key Benefits for International Clients

- Mainstream Norwegian limited-liability structure with only NOK 30,000 minimum capital.
- Foreign individuals and companies may establish an AS; the memorandum expressly accommodates foreign founders.
- 22% ordinary corporate income-tax rate.
- Norway's tax exemption method provides genuine 0% tax on qualifying share gains.
- Qualifying dividends under the exemption method are normally only 3% taxable, producing an effective corporate tax of 0.66%; qualifying intra-group dividends can be fully exempt.
- Qualifying EEA corporate shareholders can obtain 0% Norwegian dividend withholding under the exemption method if substance and beneficial-owner conditions are satisfied.
- Norway's treaty network can reduce the ordinary 25% dividend withholding rate.

Important 2026 Tax Position

Norway has a genuine participation exemption - but no blanket offshore 0% regime

An ordinary Norwegian AS pays 22% tax on taxable business income. Foreign ownership or foreign customers do not make trading profit tax-free. However, qualifying corporate share gains are tax-free under the exemption method, while qualifying dividends are normally taxed effectively at only 0.66% and can be fully exempt in qualifying group situations.

Ownership, Capital & Taxation

Topic	Current legal / practical position
Foreign founders	The official memorandum rules expressly provide for foreign individual and corporate founders. Foreign founders supply name/company name, address and representation details as applicable.
Board	Minimum one member plus chair. Residence requirements apply to at least half the board and deputies.
Capital	Minimum NOK 30,000. Cash or qualifying non-cash assets may be contributed.
Capital confirmation	Cash capital may be confirmed by an auditor, bank, attorney or accountant. Non-cash contributions require auditor confirmation and additional documentation.
Beneficial owners	An AS must register whether it has beneficial owners. A natural person is generally a beneficial owner if owning or controlling more than 25%, appointing/removing more than half the board, or controlling the company by other means.
UBO deadline	Beneficial-owner information must be registered within 14 days after public registration and within 14 days after changes.

Corporate Income Tax - 22%

The Norwegian Tax Administration confirms a 22% rate on general income for businesses liable to ordinary taxation. Special regimes and additional taxes apply to certain sectors, including petroleum, hydropower, aquaculture and financial activities. An ordinary AS should therefore be modelled on 22% taxable profit unless a specific exemption applies.

Tax exemption method: 0% gains and 0.66% qualifying dividends

Norwegian private limited companies are generally exempt from tax on gains on shares covered by the exemption method. For qualifying dividends, 3% is normally recognised as taxable income; at the 22% corporate rate this gives an effective tax of 0.66%. The method has important exclusions, particularly for low-tax jurisdictions outside the EEA and smaller portfolio holdings outside the EEA.

Dividend Withholding - 25% Standard

Norwegian companies generally deduct 25% withholding tax on dividends paid to foreign shareholders. Tax treaties can reduce the rate. A qualifying corporate shareholder domiciled in the EEA can obtain a full exemption under the exemption method if it is equivalent to a qualifying Norwegian entity, is genuinely established and carries on real economic activity in the EEA, and is the final dividend recipient.

VAT - 25%, 15% and 12%

The standard VAT rate is 25%. The current 2026 rate table shows 15% for food and water/sewerage services and 12% for specified passenger transport, accommodation, cinema and related supplies. Businesses generally register for VAT when taxable turnover exceeds NOK 50,000 during any 12-month period.

Tax Return

Companies submit their tax return through an accounting or annual-accounts system. The Norwegian Tax Administration states that the company tax-return deadline is 31 May each year, including for companies with no revenue.

Formation Process & Documents Required

1. Structure and Norwegian tax review 2. Company name and Norwegian business address 3. Founder / board / UBO KYC 4. Prepare memorandum and articles 5. Subscribe and pay at least NOK 30,000 capital 6. Obtain capital confirmation 7. Register with Brønnøysund / Register of Business Enterprises 8. Register beneficial owners within 14 days 9. Tax, VAT, employer, banking and sector registrations where applicable

The Brønnøysund Register Centre requires the memorandum of association including the articles and confirmation that the share contribution has been paid. Board members, deputies, a general manager, accountant and auditor, where appointed, must confirm acceptance of their roles. Non-cash contributions require an opening balance and founders' statement confirmed by an auditor.

Official Capital & Government Fee

The officially verified minimum capital is NOK 30,000. The Brønnøysund Register Centre's 2026 fee schedule, updated 4 August 2026, confirms NOK 6,825 for digital initial registration of an organisation with limited liability and NOK 7,912 for paper registration. Bank, accountant, auditor, legal, translation and other third-party costs are separate. BRIS professional fees are quoted separately.

Documents Required from the Client

- Passport / acceptable ID for founders, board members, manager and beneficial owners.
- Recent proof of residential address.
- For corporate founders: registry extract, constitutional documents, authorised representative and complete ownership chain.
- Proposed company name, Norwegian business address and detailed activities.
- Ownership percentages, voting rights, NOK 30,000+ capital and board / signing arrangements.
- Expected countries, customers, suppliers, turnover and transaction profile.
- Source-of-funds and, where appropriate, source-of-wealth evidence.
- Certified / translated foreign documents where required.

Accounting, Annual Accounts & Audit

An AS must keep accounting records and prepare annual accounts under Norwegian accounting legislation. All enterprises with reporting obligations must submit complete annual accounts to the Register of Company Accounts. For 2026 the official filing deadline remains 31 July; dormant entities must also file.

Small AS companies may waive audit

An AS can waive statutory audit where the legal conditions are met and the decision is properly registered. The waiver only becomes effective after registration in the Register of Business Enterprises. Audit status should be checked each year against the current size, group and activity rules.

Annual Compliance Checklist

- Maintain registered business address and current Brønnøysund details.
- Maintain share register, board details and beneficial-owner information.
- Report UBO information within 14 days of registration / changes.
- Keep statutory accounting records and supporting documentation.
- Approve and submit annual accounts by the applicable deadline - normally 31 July.
- Submit company tax return by 31 May.
- File VAT, payroll and withholding reports where applicable.
- Document exemption-method positions before claiming 0% gains / reduced dividend tax.
- Review transfer pricing, treaty, audit and sector-specific requirements annually.

International Business & Tax Planning

Norway is a mainstream, high-substance jurisdiction rather than an offshore centre. The ordinary corporate rate is 22%, but the exemption method makes Norway particularly relevant for qualifying holding structures. The result can be 0% Norwegian corporate tax on qualifying share gains and only 0.66% effective tax on many qualifying dividends, with full dividend exemption possible in certain group situations.

Where can a genuine 0% Norwegian tax result arise?

1) Qualifying gains on shares covered by the tax exemption method are tax-free for a Norwegian corporate shareholder. 2) Certain qualifying intra-group dividends can be fully exempt rather than subject to the normal 3% inclusion. 3) A qualifying EEA corporate shareholder receiving dividends from a Norwegian company can obtain 0% Norwegian withholding under the exemption method where the legal-equivalence, genuine-establishment, real-economic-activity and final-recipient conditions are met.

International Holding Limitations

The exemption method is not universal. It does not generally cover shares in low-tax companies outside the EEA, and special ownership tests apply to companies outside the EEA. Low-tax EEA holdings require genuine establishment and real economic activity. The UK is outside the EEA, so investments in UK companies follow the non-EEA rules. Each holding must therefore be classified before tax-free treatment is assumed.

How BRIS Group Supports You

Structure & tax review - Assess AS suitability, 22% tax, exemption method, dividend withholding, VAT, treaty and cross-border holding issues.

Company formation - Coordinate foreign founder documents, Norwegian address, memorandum / articles, capital confirmation and Brønnøysund registration.

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

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

Banking - Prepare corporate and KYC documentation and coordinate Norwegian / 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, capital confirmation, banking, accounting, tax, VAT, audit, translations, licensing and other support - are quoted separately according to the required services.

Official sources reviewed for this 2026 guide: Brønnøysund Register Centre - AS formation, NOK 30,000 capital, 2026 registration fees, board/residence rules, beneficial owners, annual accounts and audit waiver; Norwegian Tax Administration - 22% business tax, tax exemption method, 25% dividend withholding and EEA exemption, VAT rates / registration threshold and company tax-return deadline.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.