BRIS GROUP

POLAND

PRIVATE LIMITED LIABILITY COMPANY (SP. Z O.O.)

CLIENT GUIDE 2026

EU company formation, taxation, accounting and annual compliance

Professional company formation and ongoing corporate administration

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COMPANY FORMATION OVERVIEW

Poland Private Limited Liability Company (Sp. z o.o.) at a Glance

A Polish **spó■ka z ograniczon■ odpowiedzialno■ci■ (Sp. z o.o.)** is a private limited liability company registered in the National Court Register (KRS). It is one of the principal Polish corporate forms for privately owned businesses and can be used for EU trading, services, technology, e-commerce, investment and other commercial activities.

Topic	Current legal / practical position
Foreign ownership	A Polish Sp. z o.o. can be used by foreign investors, subject to any sector-specific restrictions and the company's individual circumstances.
Legal personality	Separate legal entity registered in the National Court Register (KRS).
Minimum capital	Minimum share capital: **PLN 5,000**.
Registration	Registration is made in the KRS. A Sp. z o.o. may also be registered through the Ministry of Justice S24 system where the statutory template route is suitable.
Corporate income tax	Standard CIT rate: **19%**. A **9%** rate may apply to qualifying small taxpayers and qualifying new businesses, subject to statutory conditions and revenue limits.
VAT	Standard VAT rate: **23%**; reduced rates including 8% and 5% apply to specified supplies.
Accounting	Full accounting books and annual financial statements are generally required for a Sp. z o.o.
EU company	Poland is an EU Member State; Polish companies operate within the EU legal and VAT environment.

Key Benefits for International Clients

• EU-incorporated limited liability company suitable for genuine operating businesses.

• Minimum share capital of only PLN 5,000.

• Standard 19% CIT, with a 9% rate potentially available to qualifying small/new taxpayers.

• Access to the EU VAT and intra-Community trading framework.

• Established KRS company-registration and electronic filing infrastructure.

• Potential treaty and EU-directive relief for qualifying cross-border payments, subject to statutory conditions and beneficial-owner/substance requirements.

• Suitable for trading, consulting, IT, e-commerce, manufacturing, logistics and other international activities.

The Tax Position for a Non-Resident Owner

Poland is NOT a 0% foreign-source company jurisdiction

A Polish Sp. z o.o. should not be marketed as tax-exempt merely because its shareholder, director, customers or income are outside Poland. A Polish corporate taxpayer is subject to the Polish CIT framework, and the ordinary rate is 19% unless a specific lower rate, exemption, treaty rule or other statutory relief applies. The 9% rate is conditional and is not a general offshore rate.

For BRIS Group clients, Poland is better presented as an **EU operating-company jurisdiction** with a potentially favourable 9% CIT rate for qualifying smaller/new businesses, rather than as an offshore or territorial-tax structure.

Formation / Registration Requirements

Topic	Current legal / practical position
Company name	Proposed company name including the required legal-form designation, subject to availability and registration rules.
Articles / agreement	Company agreement prepared in the legally required form; the S24 template route may be available for straightforward formations.
KRS	The company acquires its registered status through entry in the National Court Register.
Electronic system	The Ministry of Justice Portal of Court Registers and S24 provide electronic company-registration functionality.

Topic	Current legal / practical position
Shareholder(s)	One or more shareholders may participate in the company, subject to the rules of the Commercial Companies Code.
Management board	The company acts through its management board. Management and representation arrangements are disclosed through the registration process.
Registered office / seat	The company's registered seat and address are recorded in the KRS.
Business activities	Business activities are identified for registration; regulated sectors may require separate permits, licences or notifications.
KYC / UBO	BRIS Group onboarding requires identification of shareholders, management, UBOs, source of funds and business profile; Polish AML/beneficial-ownership obligations must also be considered.

Share Capital

The minimum share capital of a Polish Sp. z o.o. is **PLN 5,000**. Contributions may be cash or, subject to the Commercial Companies Code and the formation route used, qualifying non-cash contributions. Capital and share structure should be agreed before incorporation.

S24 versus individually drafted formation

The Ministry of Justice S24 system permits registration of a Sp. z o.o. using statutory electronic templates. It can be efficient for straightforward structures, but it is less flexible than individually drafted constitutional documents. The appropriate route should be chosen according to ownership, governance and investment requirements.

Corporate Income Tax

The standard Polish corporate income tax rate is **19%**. The Ministry of Finance confirms a **9%** rate for qualifying taxpayers whose annual revenues do not exceed the statutory EUR 2 million threshold and who qualify as a small taxpayer or are commencing activity, subject to exclusions. From 2026, the EUR 2 million revenue threshold is proportionally adjusted where the tax year is shorter or longer than 12 months.

Important: 9% Is Conditional

The 9% rate is not automatically available to every newly incorporated company. The CIT Act contains exclusions, including certain formations arising from transformations or contributions. Eligibility should be checked for each tax year.

Withholding Tax

• **Dividends:** the domestic Polish tax rate on dividends and other profit distributions is generally **19%**.

• **Interest, royalties and specified services:** Polish-source payments to non-residents may be subject to withholding tax under the CIT Act.

• **Treaties / EU relief:** a reduced rate or exemption may be available where the relevant double-tax treaty, EU rules and Polish statutory conditions are satisfied.

• **Due diligence:** the payer must verify entitlement to preferential treatment; Poland also has special WHT collection/refund procedures for relevant payments.

VAT

The standard Polish VAT rate is **23%**. The Ministry of Finance also confirms reduced rates including **8%** and **5%** for specified goods and services, while 0% applies only in situations prescribed by VAT legislation. EU cross-border supplies and acquisitions require separate VAT analysis.

Documents Required from the Client

• Passport or acceptable government-issued identification for each shareholder, management-board member and UBO.

• Recent proof of residential address.

• For corporate shareholders: incorporation, constitutional, management and ownership-chain documents.

• Proposed company name, registered-seat arrangements and business activities.

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

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

• Additional certified translations, apostilles/legalisation or powers of attorney where required.

Formation Process & Documents Received

1. Structure and tax review **2.** KYC/AML approval **3.** Company agreement / S24 preparation **4.** KRS registration **5.** Tax/VAT and operational setup **6.** Bank preparation and annual-compliance setup

Typical corporate file: KRS registration information/extract; company agreement/articles; shareholder information; management-board and representation details; registered-seat/address information; tax and statistical registration data where applicable; and other formation documents generated for the chosen registration route.

Accounting Records & Financial Statements

A Polish Sp. z o.o. is generally subject to full Polish accounting requirements. Proper accounting books and supporting records must be maintained and annual financial statements prepared. Financial statements and related corporate approvals are handled under the Accounting Act, Commercial Companies Code and KRS electronic filing framework.

Tax & Annual Filing

Annual compliance applies even to internationally owned companies

Foreign ownership does not remove Polish accounting, corporate-tax, VAT or company-register obligations. The company's actual activity determines which tax returns, JPK/VAT reporting, payroll, withholding-tax, transfer-pricing and other filings are required.

Annual Compliance Checklist

- Maintain current registered-seat/address and KRS particulars.
- Maintain full accounting books and supporting records.
- Prepare annual financial statements and complete shareholder approval procedures.
- File financial documents electronically with the appropriate KRS repository/system.
- File the annual CIT return and pay corporate tax due.
- Submit VAT/JPK reporting where the company is a VAT taxpayer.
- Review withholding-tax obligations on dividends, interest, royalties and specified cross-border payments.
- Maintain and update beneficial-ownership information as legally required.
- Report management, shareholder and constitutional changes where registration is required.
- Review payroll, social-security and employment obligations where personnel are engaged.
- Review transfer-pricing and related-party documentation/reporting where thresholds and conditions are met.
- Maintain bank KYC and commercial evidence.

Bank Account & Operational Setup

A Polish Sp. z o.o. may apply for a corporate bank account in Poland or, subject to provider policy, elsewhere in the EEA. Account opening is not guaranteed. Banks may request KRS documents, constitutional documents, UBO details, source of funds/wealth, contracts, invoices, expected turnover, customer/supplier countries, tax information and evidence of genuine business activity.

Why Poland Can Be Attractive

Topic	Current legal / practical position
EU operating company	Useful for businesses requiring a substantive company within a large EU market.
PLN 5,000 capital	Relatively modest statutory minimum capital for a limited liability company.
Potential 9% CIT	Qualifying small/new taxpayers may benefit from the reduced corporate tax rate, subject to statutory tests.
EU VAT framework	Suitable for intra-EU goods and services where VAT conditions are correctly managed.
Established registry	Electronic KRS and S24 systems support formation and ongoing corporate filings.
Broad commercial use	Suitable for trading, IT, e-commerce, logistics, consulting, manufacturing and other genuine operations.

How BRIS Group Supports You

Structure review - Assess whether a Polish Sp. z o.o. fits the client's ownership, activity, tax and EU operational requirements.

Formation - Coordinate company agreement preparation, S24/KRS registration and local professional support.

Registered address - Coordinate registered-address services where available and appropriate.

KYC / UBO - Coordinate shareholder, management, UBO and source-of-funds/wealth due diligence.

Accounting & tax - Coordinate bookkeeping, annual accounts, CIT, VAT/JPK and other tax support.

Banking preparation - Prepare the corporate/KYC package and coordinate introductions where available.

Annual compliance - Coordinate financial-statement filing, KRS changes and ongoing corporate administration.

Documents - Arrange certified copies, translations, apostille/legalisation and other corporate documents where available.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Polish Sp. z o.o. formation and maintenance and is not a fee quotation. BRIS Group professional formation and annual administration fees, Polish legal fees, registered-address services, accounting/tax work, certified translations, notarisation, apostille/legalisation, 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 Polish or foreign legal, tax, accounting, regulatory or investment advice. **A Polish Sp. z o.o. is not a blanket 0% foreign-source structure.** The standard Polish CIT rate is 19%; the 9% rate is available only where the statutory conditions are satisfied. Cross-border distributions and service payments must also be reviewed for Polish withholding tax and treaty/EU relief.

Primary official/legal sources reviewed: Polish Ministry of Finance tax portal (podatki.gov.pl), including the 2026 CIT rates and limits, VAT rates and withholding-tax guidance; Ministry of Justice / Portal of Court Registers (KRS and S24); Biznes.gov.pl official business portal; and the statutory framework including the Corporate Income Tax Act and Commercial Companies Code.

Information reviewed: August 2026. Tax rates, thresholds, WHT procedures, registration requirements and filing rules should be reconfirmed before incorporation and during each annual compliance cycle.

PREPARED BY BRIS GROUP

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