BRIS GROUP

SAINT LUCIA COMPANY FORMATION

CLIENT GUIDE 2026

Incorporation, taxation, annual renewal and compliance

Professional company formation and ongoing corporate administration

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Saint Lucia IBC at a Glance

A Saint Lucia International Business Company (IBC) is a corporate vehicle for lawful international business, investment and holding activities. An IBC incorporated from 1 January 2019 is treated as resident in Saint Lucia for tax purposes and is subject to the Income Tax Act. This does not mean that every item of foreign income is automatically taxed in Saint Lucia: the statutory source rules must be applied to each income stream.

Topic	Current position
Shareholders	Minimum one. Individuals and corporate shareholders may be used.
Directors	Minimum one. Director particulars must be maintained in the statutory records.
Registered office & agent	A Saint Lucia registered office and licensed registered agent are mandatory.
Shares	Registered shares may be issued in accordance with the Memorandum and Articles.
Business scope	Lawful international activities are permitted, subject to statutory restrictions and sector-specific licensing.
Formation	The licensed registered agent files the incorporation after name approval and satisfactory due diligence.

Incorporation Requirements

Topic	Current position
Company name	Must be available and acceptable to the Registrar. Restricted or regulated words may require consent.
Shareholder	Minimum one. Ownership and beneficial ownership information is required.
Director	Minimum one. Details must be maintained in the directors register.
Registered agent	A licensed Saint Lucia registered agent is mandatory.
Registered office	A registered office in Saint Lucia is mandatory and is normally provided through the registered agent.
Constitution	Memorandum and Articles of Association form part of the incorporation documentation.
Beneficial ownership	Beneficial ownership information must be maintained in accordance with the IBC Act.
Business information	A clear description of activities, markets, counterparties and expected transaction profile is required.

Share Capital & Share Requirements

There is no statutory minimum authorised share capital prescribed for a standard Saint Lucia IBC. The Memorandum may state an authorised capital divided into shares or authorise the company to issue an unlimited number of shares.

Does the capital have to be paid?

The authorised capital does not, merely because it is authorised, have to be deposited into a Saint Lucia bank account at incorporation. Shares actually issued by the company are subject to the consideration and payment requirements of the IBC Act and must generally be fully paid when issued. Consideration may include money and other forms permitted by the Act.

Documents Required from the Client

BRIS Group and the Saint Lucia registered agent must complete customer due diligence before incorporation. Additional evidence may be requested depending on the ownership chain, countries involved, business activity and risk profile.

- Certified passport and recent proof of residential address for each relevant individual.
- Source-of-funds evidence and, where appropriate, source-of-wealth evidence.
- Professional profile/CV and supporting business information where requested.

- For a corporate shareholder: incorporation and constitutional documents, current directors/shareholders/UBOs, good-standing evidence where applicable and corporate authorisation.
- Additional verification or reference documents where required by the registered agent.

Certification

Please send scans to BRIS Group before documents are notarised or apostilled. We will confirm the certification format required for the particular case.

Formation Process

1. Structure review - Confirm purpose, ownership, activities and countries involved.

2. Due diligence - Complete KYC/AML, beneficial ownership and source-of-funds checks.

3. Name approval - Check and reserve the proposed company name where required.

4. Incorporation filing - The licensed registered agent submits the incorporation documents.

5. Organisation - Appoint directors, issue shares and prepare statutory registers and initial resolutions.

6. Corporate file - Release the completed corporate documents and arrange post-incorporation services if requested.

Documents Received After Incorporation

- Certificate of Incorporation and Memorandum and Articles of Association.
- Initial organisational/director resolutions, as applicable.
- Register of Directors; Register of Shareholders/Members; beneficial ownership records.
- Share certificate(s) and registered office/registered agent details.
- Certified copies, Certificate of Good Standing and legalisation/apostille support can be ordered separately where required.

Banking

Bank or payment-account opening is a separate application subject to the financial institution's own due diligence and approval.

Taxation of a Modern Saint Lucia IBC

Potential nil Saint Lucia tax on qualifying foreign-source income

Although a modern Saint Lucia IBC is treated as tax resident in Saint Lucia, qualifying income arising from sources outside Saint Lucia may be excluded from the company's assessable income under sections 8 and 10A of the Income Tax Act. Accordingly, an IBC conducting qualifying business outside Saint Lucia may have no Saint Lucia corporate income tax payable on that qualifying foreign-source income.

The general company income-tax rate is **30% on chargeable income taxable in Saint Lucia**. It is not an automatic 30% tax on all worldwide income. The tax treatment depends on the statutory source rules and the actual facts of each income stream.

Examples expressly addressed by section 10A include profits derived from a permanent establishment outside Saint Lucia, income from immovable property outside Saint Lucia, certain interest and securities income, and certain management charges paid from a source outside Saint Lucia. Each structure should be reviewed on its own facts.

Important compliance point

A nil Saint Lucia tax liability does not remove the company's annual compliance obligations. The IBC must still maintain accounting records, submit its annual unaudited financial statements and prescribed declaration to its Registered Agent, and file its annual Saint Lucia tax return.

Financial Statements & Annual Tax Return

Tax payable and tax filing are separate from the corporate obligation to deliver annual financial statements to the Registered Agent. A modern IBC must comply with both sets of requirements.

Topic	Current position
Accounting records	Maintain records sufficient to explain transactions and support the company's financial position.
Financial statements to Registered Agent	Annual unaudited financial statements, together with the prescribed declaration, must be submitted at the office of the Registered Agent within 3 months after the financial year-end.
Annual tax return	An IBC incorporated from 1 January 2019 must separately file an annual Saint Lucia tax return based on its annual unaudited financial statements.
Tax payable	May be nil on income that qualifies as foreign-source income excluded from assessable income under the Income Tax Act.
Audit	The statutory IBC requirement refers to unaudited financial statements. Another law, licence, bank or circumstance may impose additional requirements.

Important distinction

The Registered Agent receives the statutory annual financial statements. The Inland Revenue filing is a separate annual tax-return obligation based on those statements.

Annual Renewal & Ongoing Compliance

Topic	Current position
Government annual fee	US$300 under Schedule 2 of the IBC Regulations. The annual fee is payable at incorporation and on or before 15 January in each following year.
Shareholder / beneficial-owner information	Annual information for the previous calendar year must be provided to the registered agent by the applicable statutory deadline.
Director information	Annual director information must also be provided to the registered agent by the applicable statutory deadline.
Financial statements	Submit annual unaudited financial statements and prescribed declaration to the Registered Agent within 3 months after the financial year-end.
Tax compliance	File the annual Saint Lucia tax return based on the annual unaudited financial statements.
Corporate records	Maintain current statutory registers and accounting/business records.
Changes	Promptly report changes in ownership, directors, beneficial owners, addresses and material business particulars.
Additional fees	Registered agent, registered office, compliance administration, accounting/tax support and optional services are additional to the government annual fee.

Good standing

Failure to maintain annual obligations, fees or required information can lead to penalties and ultimately striking-off consequences.

How BRIS Group Supports You

Pre-incorporation review - Review the proposed activity, ownership structure and practical suitability of Saint Lucia.

Company formation - Coordinate name approval, incorporation documentation and filing through the licensed registered agent.

KYC & compliance - Manage onboarding, beneficial-owner verification and source-of-funds requirements.

Corporate administration - Assist with resolutions, registers, share documentation and corporate changes.

Annual renewal - Coordinate government renewal, registered office/agent services and annual statutory information.

Tax & accounting coordination - Assist in arranging local accounting or tax support where required.

Banking assistance - Coordinate bank/payment-account applications, subject to institution approval.

Certified documents - Arrange certificates, certified copies and legalisation/apostille support where available.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Saint Lucia company incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, registered agent and registered office fees, accounting/tax support and optional services are quoted separately. Clients may request a tailored quotation based on the proposed structure, activity and service requirements.

Client Preparation Checklist

- Three proposed company names in order of preference.
- Detailed description of intended business activities and countries of operation.
- Names and ownership percentages of shareholders and ultimate beneficial owners.
- Names of proposed directors and authorised signatories.
- Certified passport and recent proof of address for each relevant individual.
- Appropriate source-of-funds/source-of-wealth evidence.
- Expected annual turnover, currencies and approximate transaction profile.
- Preferred share structure and initial share allocation.
- Banking requirements, if banking assistance is requested.
- Corporate documents where a company will be a shareholder.
- Independent tax advice for countries relevant to the owners and management.

Important Legal Notes & Regulatory Sources

This brochure is a general commercial guide and does not constitute legal, tax, accounting, banking or investment advice. Legislation, administrative practice, government fees and third-party requirements may change. BRIS Group will confirm current registered-agent requirements and fees before an order is accepted.

Primary official sources reviewed: Revised Laws of Saint Lucia (2023), International Business Companies Act, including sections 5A, 17, 18 and 111; Revised Laws of Saint Lucia (2023), Income Tax Act, including sections 8 and 10A and Schedule 5; and the International Business Companies Regulations, including the applicable annual-fee schedule.

Information reviewed: August 2026.

This guide reflects legislation and regulatory information available at the date of publication and may be updated without notice.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.

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