BRIS GROUP

SEYCHELLES COMPANY FORMATION

CLIENT GUIDE 2026

Incorporation, taxation, accounting and annual compliance

Professional company formation and ongoing corporate administration

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Seychelles IBC at a Glance

A Seychelles International Business Company (IBC) is incorporated under the International Business Companies Act, 2016. It is a separate legal person commonly used for lawful international trading, consulting, investment holding, group structures and other cross-border business. The current regime combines corporate flexibility with accounting, beneficial-ownership and tax-compliance obligations.

Topic	Current position
Foreign ownership	100% foreign ownership is permitted. Shareholders may be individuals or legal entities.
Directors	At least one director is required. A director may be an individual or corporate person, subject to the Act and compliance requirements.
Registered agent & office	A Seychelles licensed international corporate services provider must act as registered agent, and the company must maintain its registered office in Seychelles.
Shares	Registered shares may be issued with or without par value and in one or more classes, subject to the Memorandum and Articles. Bearer shares are prohibited.
Local director	A standard IBC does not generally require a Seychelles-resident director merely by reason of incorporation.
Business scope	An IBC has broad corporate capacity but regulated activities require the appropriate licence, and statutory restrictions on Seychelles activities/assets must be observed.

Incorporation Requirements

Topic	Current position
Company name	Must be available and comply with the IBC Act. Restricted terminology may require approval or evidence of entitlement.
Memorandum & Articles	Filed constitutional documents set out the company name, registered office/agent and share structure.
Shareholder	At least one member/shareholder is required.
Director	At least one director is required; the first director(s) are appointed in accordance with the Act after incorporation.
Registered agent	A licensed Seychelles international corporate services provider is mandatory.
Registered office	Must be maintained in Seychelles at the registered agent's office or another permitted address.
Beneficial ownership	Beneficial ownership information must be identified, verified, maintained and reported under the Beneficial Ownership Act and Regulations.
Business information	The registered agent requires sufficient information on the purpose, activities, markets, counterparties and source of funds.

Share Capital & Share Requirements

The IBC Act does not prescribe a general statutory minimum paid-up capital for an ordinary Seychelles IBC. The Memorandum states the classes and maximum number of shares the company is authorised to issue and whether shares are par-value or no-par-value shares.

Capital does not have to be deposited simply because it is authorised

The authorised share structure is not, merely by being stated in the Memorandum, an amount that must be deposited into a Seychelles bank account at incorporation. Shares are issued for consideration in accordance with the Act and the company's constitutional documents. The share structure and initial allocation should be agreed before incorporation.

Documents Required from the Client

BRIS Group and the Seychelles licensed registered agent must complete customer due diligence before incorporation. Additional evidence may be requested according to ownership complexity, countries involved, activity and risk profile.

- Certified passport or acceptable government-issued identification for each relevant individual.
- Recent proof of residential address.
- Full shareholder, director and ultimate beneficial owner information.
- Detailed description of proposed activities, countries of operation and expected customers/counterparties.
- Source-of-funds evidence and, where appropriate, source-of-wealth evidence.
- For a corporate shareholder/director: incorporation and constitutional documents, ownership/management evidence and KYC for ultimate beneficial owners.
- Additional compliance documents requested by the licensed registered agent.

Before certification

Please send scans to BRIS Group first. We will confirm the registered agent's required certification/notarisation format before certification costs are incurred.

Formation Process & Documents Received

1. Structure/activity review **2.** KYC/AML review **3.** Name clearance **4.** Incorporation filing **5.** Director appointment/share issue **6.** Statutory registers and corporate file

Typical corporate file: Certificate of Incorporation; Memorandum and Articles of Association; initial resolutions/consents; Register of Directors; Register of Members; share certificate(s); beneficial-ownership records; and registered agent/registered office particulars. Certified documents, Certificate of Official Search/Good Standing where available, incumbency and apostille/legalisation services may be ordered separately.

Taxation of a Seychelles IBC

Seychelles uses a territorial tax system - but the rules changed in 2021

A Seychelles IBC is not correctly described today as automatically 'tax exempt'. Seychelles generally taxes Seychelles-source business income. From 16 September 2021, revised rules also apply to certain foreign passive income of companies within scope, including an economic-substance test and special treatment for income from foreign intellectual-property rights.

The Seychelles Revenue Commission states that company business-tax rates under the ordinary business-tax regime are currently **15% on the first SCR 1 million of taxable income and 25% above SCR 1 million**. These rates concern taxable income under the Business Tax Act; they are not automatically imposed on all foreign income merely because the company is incorporated in Seychelles.

Foreign-source income must be analysed under the current Business Tax Act. The 2021 reforms are especially important for foreign passive income such as dividends, interest, royalties and other covered income. The tax result depends on the nature of the income, the company's activities, group status and applicable economic-substance conditions.

Tax return

Seychelles Revenue Commission states that businesses must lodge a business tax return by 31 March of the following applicable year, irrespective of whether taxable income is nil or below the threshold. The company's actual SRC registration and filing position should be confirmed according to its activities and tax status.

Accounting Records & Annual Financial Summary

Every Seychelles IBC must keep reliable accounting records sufficient to show and explain its transactions, determine its financial position with reasonable accuracy and allow financial statements to be prepared.

Topic	Current position
Location of records	Where accounting records are kept outside Seychelles, the statutory rules require records to be lodged at the registered office in Seychelles on at least a bi-annual basis, subject to the specific company category.

Topic	Current position
Annual financial summary	A company other than a non-large holding company must prepare an annual financial summary and keep it at its registered office in Seychelles within 6 months after the end of its financial year.
Non-large holding company	A holding company that is not a 'large company' is subject to the specific section 175(1A) accounting-record lodgement regime; the annual financial-summary requirement in section 175(1B)(a) applies to companies other than those within section 175(1A).
Financial year	The default financial year is the calendar year unless changed by directors' resolution and the registered agent is notified within 14 days.
Authority access	Accounting records must be capable of being produced to Seychelles authorities when lawfully requested.

Important

Do not confuse the IBC Act's annual financial summary kept at the registered office with a public filing of audited financial statements. The statutory accounting obligations depend on the company's category and other applicable tax/regulatory requirements.

Beneficial Ownership & Corporate Records

The Beneficial Ownership Act, 2020 applies to Seychelles IBCs. The company must identify its beneficial owner(s), maintain the prescribed register and provide required information through its resident agent in accordance with the Act and Regulations. The beneficial owner is ultimately a natural person identified under the statutory ownership/control tests.

The company must also maintain the registers and corporate records required by the IBC Act, including its Register of Members and Register of Directors, minutes/resolutions and constitutional documents. Corporate and beneficial-ownership information must be updated when changes occur.

Privacy is not secrecy

Corporate information is subject to statutory confidentiality and access rules, but beneficial ownership and company records must be available to competent authorities where the law requires. Seychelles participates in international AML, tax-transparency and information-exchange frameworks.

Annual Renewal & Ongoing Compliance

Topic	Current position
Government annual fee	An annual IBC fee is payable under the IBC Act/fee schedule. The current amount is confirmed from the applicable statutory schedule and registered-agent renewal invoice.
Registered agent & office	Maintain the licensed Seychelles registered agent and registered office continuously.
Accounting records	Maintain reliable accounting records and lodge records at the registered office in accordance with section 175.
Annual financial summary	Prepare and keep the annual financial summary at the registered office within 6 months after year-end where section 175(1B) applies.
Tax compliance	Confirm SRC registration/return obligations and file applicable business-tax returns; tax analysis depends on the source and type of income.
Beneficial ownership	Maintain and update the prescribed beneficial ownership information and complete periodic review/compliance requirements.
Corporate records	Maintain current registers of members/directors, resolutions and other statutory records.
Changes	Notify BRIS Group promptly of ownership, management, address, activity, financial-year and other material changes.
Regulated activity	Financial services, securities, VASP and other regulated activities require the relevant Seychelles licence/approval.

Good standing

Failure to maintain the registered agent, pay annual fees or comply with statutory filing/record-keeping obligations can result in penalties and ultimately strike-off/dissolution consequences.

How BRIS Group Supports You

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

Company formation - Coordinate name clearance, incorporation and organisational documentation through the licensed registered agent.

KYC & compliance - Coordinate due diligence, beneficial ownership and source-of-funds requirements.

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

Annual renewal - Coordinate annual government/registered-agent renewal and good-standing maintenance.

Accounting compliance - Coordinate information required for accounting-record lodgement and annual financial-summary requirements.

Tax coordination - Assist in arranging Seychelles tax/accounting support where the company's circumstances require it.

Documentation - Arrange certified documents, official searches/certificates and apostille/legalisation services where available.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Seychelles company incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, Seychelles registered agent and registered office fees, government charges, 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 authorised share structure and initial share allocation.
- Banking requirements, if banking assistance is requested.
- Corporate documents where a legal entity will be a shareholder or director.
- Information relevant to foreign passive income, group status and tax/economic-substance analysis.

Important Legal Notes & Official Sources

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

Primary official sources reviewed: Financial Services Authority consolidated International Business Companies Act, 2016 (consolidated through 11 July 2025) and related amendments; Beneficial Ownership Act, 2020 and current FSA guidance; Seychelles Revenue Commission guidance on the Seychelles tax system, Business Tax and 2021 territorial-tax reforms; and current FSA circulars/guidance available in August 2026.

Information reviewed: August 2026. This guide reflects legislation and official regulatory information available at the date of publication and may be updated without notice.

PREPARED BY BRIS GROUP

Seychelles Company Formation - Client Guide 2026

Professional incorporation and corporate administration for international clients.