BRIS GROUP

UNITED KINGDOM

PRIVATE LIMITED COMPANY (LTD)

CLIENT GUIDE 2026

Formation, corporation tax, accounts, confirmation statement and compliance

Professional company formation and ongoing corporate administration

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UK Private Company Limited by Shares at a Glance

The standard UK trading company is a **private company limited by shares (LTD)** incorporated under the **Companies Act 2006**. It is a separate legal person from its shareholders. Shareholders' liability is generally limited to the amount unpaid on their shares, while directors are responsible for management and statutory compliance.

Topic	Current legal / practical position
Foreign ownership	A UK LTD can be 100% foreign-owned. There is no general UK-resident shareholder requirement.
Shareholders	At least **one shareholder** is required. There is no general maximum number of shareholders.
Directors	At least **one director** is required and at least one director must be a natural person. A director does not need to live in the UK.
Company secretary	A private LTD is **not required** to appoint a company secretary.
Registered office	A valid registered office address in the UK jurisdiction of incorporation is mandatory.
Registered email	A registered email address must be supplied to Companies House; it is not displayed on the public register.
Share capital	There is no general high minimum capital for a standard private LTD. Shares can have a low nominal value, for example GBP 1.
Tax	A UK-resident company is generally within UK Corporation Tax on its profits; foreign ownership does not create a 0% offshore exemption.

Key Benefits for International Clients

- 100% foreign ownership and non-UK resident directors are permitted.
- One shareholder can own 100% of the company and can also be its sole director.
- No statutory requirement for a company secretary for a private LTD.
- No general high minimum share-capital requirement.
- Established Companies Act 2006 framework and internationally recognised corporate form.
- Flexible share structures: different classes and rights may be created where properly documented.
- Limited liability for shareholders, subject to unpaid share capital and normal statutory exceptions.
- UK Corporation Tax small-profits rate of **19%** for qualifying profits of GBP 50,000 or less; main rate **25%** above GBP 250,000, with Marginal Relief between the limits.
- Suitable for UK and international trading, consulting, technology, e-commerce, holding and service businesses, subject to tax and regulatory requirements.

Important Tax Point for Non-Resident Owners

A UK LTD is NOT a 0% offshore company

A UK-incorporated LTD does **not** become tax-free because its shareholder, director, clients or day-to-day activity are outside the UK. A normal UK-resident company is subject to UK Corporation Tax. For financial year 2026, the small-profits rate is **19%** and the main rate is **25%**, with Marginal Relief for qualifying profits between GBP 50,000 and GBP 250,000. Associated companies and short periods can reduce these thresholds.

This is an important distinction from the UK LLP structure. An LLP is generally tax-transparent, whereas a UK LTD is itself the taxable corporate person. International structures can benefit from treaty reliefs, exemptions and other statutory rules, but there is no blanket 0% treatment simply because business is conducted abroad.

Incorporation Requirements

Topic	Current legal / practical position
Company name	Must comply with Companies Act/Companies House naming rules and normally end in 'Limited' or 'Ltd'.
Application	Form IN01 / electronic incorporation filing contains the company's registered office, officers, subscribers, share capital and prescribed statements.
Articles	The company may use model articles or bespoke articles of association.
Shareholder(s)	At least one subscriber/shareholder.
Director(s)	At least one director; at least one must be an individual. Directors must satisfy the applicable legal and identity-verification requirements.
Registered office	Must be an appropriate physical address in the same UK jurisdiction in which the company is registered.
Registered email	Required by Companies House and kept off the public register.
SIC code	The company's business activity is reported using SIC code(s).
PSC	Persons with significant control must be identified and reported.

Topic	Current legal / practical position
Identity verification	For new companies in 2026, Companies House requires the personal code for each director as part of the registration process.

Share Capital

A private company limited by shares must issue at least one share. Companies House confirms that an individual share may have any chosen nominal value. A simple company may therefore be incorporated with one ordinary share of GBP 1, while more complex structures can use multiple shareholders, classes and rights.

No general minimum paid-up capital for a standard private LTD

The GBP 50,000 minimum-capital rules associated with public companies do not apply to an ordinary private LTD. The company's statement of capital must accurately record the shares, nominal values and rights. A shareholder's liability on winding up includes any amount remaining unpaid on the shares.

Documents Required from the Client

- Passport or acceptable government-issued identification for each shareholder, director and ultimate beneficial owner.
- Recent proof of residential address.
- Full ownership/control and PSC information.
- Three proposed company names and detailed business activities.
- Proposed share capital, share classes and ownership percentages.
- Director service-address and residential-address information.
- Source-of-funds/source-of-wealth evidence required by the corporate service provider/bank under AML procedures.
- For a corporate shareholder: current incorporation, constitutional, ownership and representation documents.
- Expected countries of operation, turnover, banking, customers/suppliers and transaction profile.

Formation Process & Documents Received

1. Structure/activity review **2.** KYC/AML & identity verification **3.** Name/articles **4.** Companies House incorporation **5.** HMRC/corporate setup **6.** Corporate file

Typical corporate file: Certificate of Incorporation; Memorandum/statement of subscribers; Articles of Association; Companies House incorporation record; initial resolutions; register of members; director/PSC records; share certificate(s) and registered-office details. Certified documents and apostille can be arranged separately.

Current Companies House fee - 2026

From 1 February 2026, the official Companies House digital incorporation fee is **GBP 100**. The digital confirmation-statement fee is **GBP 50** for the relevant 12-month payment period. BRIS Group professional and address/service fees are separate.

Corporation Tax - Current 2026 Rates

Topic	Current legal / practical position
Profits GBP 50,000 or less	Qualifying companies can pay the **19% small-profits rate**.
Profits above GBP 250,000	The **25% main rate** applies.
GBP 50,000 - GBP 250,000	Corporation Tax is calculated at the main rate with **Marginal Relief**, producing a gradual transition.
Associated companies	The GBP 50,000 and GBP 250,000 limits are divided according to the number of associated companies.
Short accounting period	The limits are proportionately reduced for accounting periods shorter than 12 months.
Chargeable gains	Companies generally pay Corporation Tax on taxable chargeable gains as part of their corporate tax computation.

The applicable rate is determined by the company's taxable profits and circumstances. The company must calculate taxable profits after allowable expenses, capital allowances, losses and other applicable reliefs.

Company Tax Return & Payment Deadlines

Topic	Current legal / practical position
Corporation Tax payment	Normally due **9 months and 1 day** after the end of the Corporation Tax accounting period for companies outside the large-company instalment regime.
Company Tax Return	Normally due **12 months** after the end of the Corporation Tax accounting period.
Accounts to Companies House	Normally due **9 months** after a private company's financial year end.
First Companies House accounts	Normally due **21 months after incorporation**, subject to the detailed first-period rules.

Topic	Current legal / practical position
Filing method	HMRC Company Tax Returns are filed using compatible commercial software, subject to limited exceptions.

Three different deadlines

Companies House accounts, Corporation Tax payment and the HMRC Company Tax Return are separate obligations with different deadlines. Paying tax does not file the tax return, and filing Companies House accounts does not replace the CT600 filing.

Accounting Records & Annual Accounts

Every UK LTD must keep adequate accounting records and prepare annual statutory accounts. The accounts normally include a balance sheet, profit and loss account, notes and, unless an exemption applies, a directors' report and auditor's report.

Topic	Current legal / practical position
Statutory accounts	Prepared from the company's financial records for each financial year.
Companies House	Annual accounts must be delivered by the statutory deadline.
HMRC	Accounts form part of/support the Company Tax Return and corporation-tax computation.
Small/micro companies	Eligible companies may use simplified reporting/filing provisions under current company law and accounting rules.
Audit	Many qualifying private companies can claim audit exemption; regulated or larger companies may require audit.
Director approval	The balance sheet must be approved and signed on behalf of the board as required by law.

Confirmation Statement

Every UK company must file a **confirmation statement (CS01)** at least once every 12 months. It confirms that the information held by Companies House is correct and that required updates have been made. It is not a replacement for annual accounts.

Topic	Current legal / practical position
Frequency	At least once in every 12-month review period.
Current digital fee	GBP 50 for the first confirmation statement in the applicable 12-month payment period from 1 February 2026.
Information	Registered office/email, directors, shareholders/share capital, SIC codes and PSC information, as applicable.
Director verification	In 2026, Companies House requires director identity verification/personal codes in connection with incorporation and confirmation-statement compliance.
PSC verification	PSCs are also within the Companies House identity-verification regime according to the applicable implementation timetable.

PSC / Beneficial Ownership

A UK LTD must identify and report its **persons with significant control (PSC)**. Companies House guidance states that a PSC is usually someone who has more than 25% of the shares or voting rights, can appoint/remove a majority of directors, or otherwise exercises significant influence or control.

UK companies are not anonymous

Director, shareholder and PSC information is subject to the Companies House transparency regime. Certain residential and protected information is not displayed publicly, and statutory protection can be available in qualifying cases, but the company should never be marketed as an anonymous structure.

Annual Compliance Checklist

- ■ Maintain the UK registered office and registered email address.
- ■ Maintain at least one eligible director and keep director information current.
- ■ Maintain statutory corporate records and shareholder/share-capital information.
- ■ Keep adequate accounting records throughout the year.
- ■ Prepare and file annual statutory accounts with Companies House.
- ■ Pay Corporation Tax by the applicable deadline.
- ■ File the Company Tax Return (CT600) and supporting accounts/computations with HMRC.
- ■ File the confirmation statement at least annually and pay the applicable Companies House fee.

- Keep PSC information accurate and satisfy applicable identity-verification requirements.
- Review VAT, PAYE/payroll, pensions and other registrations where the company's activities require them.
- Update Companies House promptly when directors, registered office, PSCs, shares or other registrable particulars change.

VAT, Payroll & Other Registrations

A UK LTD may require VAT registration depending on taxable turnover and the nature/location of supplies. PAYE registration and workplace-pension obligations can arise where the company employs staff or pays directors/employees. Regulated activities - including financial services and certain payment, insurance or investment activities - require separate authorisation. These obligations are activity-specific and should be reviewed before trading.

Why a UK LTD Can Be Attractive

Topic	Current legal / practical position
International recognition	A familiar corporate form used globally by banks, suppliers and counterparties.
Foreign ownership	100% foreign ownership and overseas directors are permitted.
Simple governance	One shareholder and one director can be sufficient; no mandatory secretary for a private LTD.
Capital flexibility	No general high minimum capital for an ordinary private LTD.
Tax framework	19% small-profits rate for qualifying small profits, 25% main rate and extensive statutory relief/treaty framework.
Corporate credibility	Public Companies House registration provides independently verifiable company status and filings.

How BRIS Group Supports You

Pre-formation review - Review ownership, activity, share structure and suitability of a UK LTD.

Company formation - Coordinate Companies House incorporation, articles, shares and initial corporate records.

Registered office - Provide/coordinate appropriate UK registered-office and business-address services according to the selected package.

Identity & KYC - Coordinate Companies House identity requirements and AML/KYC for shareholders, directors and UBOs.

Corporate administration - Assist with directors, shareholders, share issues/transfers, PSC and Companies House changes.

Accounting & tax - Coordinate bookkeeping, statutory accounts and UK Corporation Tax compliance.

Annual compliance - Coordinate confirmation statement and Companies House accounts filing.

Documents - Arrange certified Companies House documents, Good Standing/status evidence and apostille where required.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to UK private limited company incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, registered-office/business-address services, Companies House fees, accounting, Corporation Tax/VAT/payroll support, certified documents, apostille and optional services are quoted separately. Clients may request a tailored quotation based on the proposed structure and business activity.

Client Preparation Checklist

- Three proposed company names.
- Detailed business activity and countries of operation.
- Shareholder(s), ownership percentages and ultimate beneficial owners.
- Proposed director(s).
- Passport and recent proof of address for each relevant individual.
- Companies House identity-verification/personal-code arrangements for directors.
- Corporate documents for any legal-entity shareholder.
- Proposed share capital, share classes and allocation.
- Source-of-funds/source-of-wealth information where required.
- Expected turnover, currencies, banking and transaction profile.

- Expected UK staff, VAT, PAYE/payroll or premises requirements.
- Any regulated activity, licence, banking or apostille requirements.

Important Legal Notes & Official Sources

This brochure is a general commercial guide and does not constitute UK legal, tax, accounting, VAT, employment, regulatory or investment advice. **A UK private limited company is not a 0% offshore vehicle simply because its owners or customers are non-resident.** For financial year 2026, qualifying small profits up to GBP 50,000 are taxed at 19%; profits above GBP 250,000 are taxed at 25%; and Marginal Relief applies between the limits, subject to associated-company and accounting-period adjustments.

Primary official/legal sources reviewed: Companies Act 2006; Companies House incorporation and names guidance; Companies House fees updated July 2026; Companies House identity-verification and confirmation-statement guidance; HMRC/GOV.UK Corporation Tax rates and allowances updated April 2026; HMRC annual accounts and Company Tax Return guidance; Companies House PSC guidance.

Information reviewed: August 2026. Companies House fees, identity-verification implementation, tax rates and filing procedures will be reconfirmed before incorporation and annual compliance work.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.