BRIS GROUP

VANUATU

INTERNATIONAL COMPANY

CLIENT GUIDE 2026

Formation, statutory tax exemption, accounting records and annual compliance

Professional company formation and ongoing corporate administration

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Vanuatu International Company at a Glance

A Vanuatu **International Company (IC)** is incorporated under the **International Companies Act [CAP. 222], Consolidated Edition 2026** and registered with the Vanuatu Financial Services Commission (VFSC). It is specifically designed for business conducted outside Vanuatu and is subject to statutory restrictions on carrying on domestic business.

Topic	Current legal / practical position
Foreign ownership	International ownership is permitted. The Act requires at least one member.
Directors	At least one director is required. Under the 2026 consolidated Act, directors may be natural persons or bodies corporate; the Act does not impose a general Vanuatu-resident director requirement for an ordinary IC.
Registered office	Must be maintained in Vanuatu.
Registered agent	Must at all times have a Vanuatu registered agent licensed under the Company and Trust Services Provider Act.
Domestic business	An IC generally **must not carry on business in Vanuatu**, subject to the statutory permitted activities in section 10.
Tax	Section 118 provides a statutory exemption from tax on income, profits, capital gains and distributions accruing to or derived by or from the IC or its shareholders.
Annual return	VFSC states that International Companies **do not file an Annual Return** under the ordinary company annual-return regime.
Accounting	Accounts and records sufficient to reflect the company's current financial position must be kept; VFSC can require up-to-date audited accounting records and financial statements.

Key Benefits for International Clients

- Statutory exemption from Vanuatu tax on income, profits, capital gains and distributions under section 118 of the International Companies Act.
- No Vanuatu business licence fee unless the company is carrying on business in Vanuatu.
- No estate, inheritance, succession or gift tax in Vanuatu with respect to shares, debt obligations or other securities of an IC under section 118.
- Specified transactions are exempt from Vanuatu stamp duty under the Act.
- No exchange controls are applied to an IC or qualifying transactions in its securities under section 118.
- International Companies do not file the ordinary VFSC annual return.
- Flexible share rights and classes; shares may be issued for money, services, property or other valuable consideration subject to the constitution.
- One member and one director are sufficient.
- Directors may meet inside or outside Vanuatu and may participate electronically.
- Company records are protected by statutory confidentiality provisions, subject to lawful regulatory, court and information-exchange access.

The 0% Vanuatu Tax Benefit - Correct 2026 Position

Yes - the International Companies Act expressly provides the tax exemption

Section 118(1) of the 2026 consolidated International Companies Act states that an International Company, unless carrying on business in Vanuatu, is not subject to a business licence fee and that the company or its shareholder is not subject to tax on **income, profits, capital gains or distributions** accruing to or derived by or from the company. Section 118(5) states that an exemption granted under that section remains in force until **31 December 2099**.

This is therefore materially different from jurisdictions where 0% treatment depends only on an administrative offshore-source claim. For a qualifying Vanuatu International Company, the exemption is contained directly in the International Companies Act. The company must nevertheless remain within the IC statutory restrictions and comply with its other legal, accounting, AML and regulatory obligations.

Restriction on Business in Vanuatu

Section 10 provides that an International Company must not carry on business in Vanuatu or own an interest in Vanuatu immovable property except as permitted by the Act. Banking, international banking, trust/company-management and insurance activities require the relevant licences.

Activities that do not by themselves constitute prohibited domestic business

The Act permits, among other things, dealings with another International Company or activities in furtherance of business carried on outside Vanuatu; maintaining bank deposits with licensed institutions; obtaining professional services from Vanuatu agents, lawyers, accountants and similar providers; keeping books and records in Vanuatu; holding directors' or members' meetings in Vanuatu; and holding securities in Vanuatu companies, subject to the detailed section 10 rules.

Formation Requirements

Topic	Current legal / practical position
Company name	Must comply with the International Companies Act and VFSC registration requirements.

Topic	Current legal / practical position
Constitution	The IC is governed by a Constitution registered under the Act.
Member(s)	At least one member is required at all times.
Director(s)	At least one director; natural persons or bodies corporate are permitted under section 36.
Registered office	Required in Vanuatu at all times.
Registered agent	Required in Vanuatu at all times and must be appropriately licensed.
Bearer shares	Bearer shares and bearer share warrants are prohibited.
Regulated activities	Banking, trust/company services, insurance and other regulated financial activities require separate licensing.
Beneficial ownership	The registered agent must obtain and maintain beneficial-owner information and keep it updated.

Share Capital

The International Companies Act provides a flexible share regime. Shares can carry different voting, distribution, redemption, conversion and other rights as set out in the constitution. Registered shares are transferable subject to the constitution and statutory restrictions.

No high mandatory paid-up capital for an ordinary IC

The Act does not prescribe a conventional high minimum paid-up capital for an ordinary International Company. Each share must be issued for valuable consideration, which can include money, services rendered, property, securities, a promissory note or another binding contribution obligation. The initial capital should be selected according to the intended business, banking and licensing requirements.

Documents Required from the Client

- Passport/government-issued identification and recent proof of residential address for shareholders/members, directors and ultimate beneficial owners.
- For corporate shareholders/directors: incorporation, constitutional, management and ownership-chain documents.
- Proposed company names and detailed international business activity.
- Proposed ownership, share classes and initial share issue/consideration.
- Proposed director(s), officers and signing arrangements.
- Source-of-funds/source-of-wealth evidence required under AML procedures.
- Countries of operation, expected turnover, customers/suppliers, currencies and banking profile.
- Confirmation that the proposed activity does not constitute prohibited business in Vanuatu and does not require a regulated licence.

Registered Agent, Beneficial Ownership & Confidentiality

Section 35 requires the registered agent to obtain the company's constitution, proof of incorporation, beneficial-owner details, Register of Members and details of nominators of nominee shareholders/directors. Changes in beneficial owners and the Register of Members must be updated in the registered agent's records within the statutory timeframe.

Section 125A treats company records - including shareholding/beneficial ownership, management personnel, business, financial affairs, assets and liabilities - as confidential unless disclosure is required or permitted by law. This does not prevent disclosure to competent authorities, courts and other authorised bodies under the Act.

Accounting Records & Financial Statements

Section 63 requires an International Company to keep such accounts and records as are necessary to reflect its **current financial position**. It must also keep minutes/resolutions and a register of directors. These records may be kept at the registered office or another place determined by the directors, subject to the Act and registered-agent/regulatory requirements.

No routine public filing of annual accounts - but records are mandatory

The Act does not establish a routine public annual financial-statement filing comparable with many onshore company regimes. However, this does **not** mean that an IC can operate without accounts. Under section 128C, the VFSC may by written notice require a company to provide **up-to-date audited accounting records and financial statements** within the period specified.

Annual Return & Annual Maintenance

VFSC's current guidance distinguishes International Companies from ordinary Companies Act companies and states that International Companies **do not have to file an Annual Return**. They nevertheless remain subject to annual registration/renewal fees and ongoing statutory maintenance through the registered agent.

The company must maintain its registered office and agent, keep required corporate/accounting/beneficial-ownership records current, pay applicable annual fees and notify relevant changes in accordance with the Act.

VAT and Local Tax Considerations

Vanuatu Customs & Inland Revenue guidance states that activities carried on by International Companies are not taxable activities for Vanuatu VAT purposes. This is consistent with the IC's statutory purpose as an international/offshore vehicle rather than a company conducting ordinary domestic Vanuatu business.

If a proposed structure begins to involve activities in Vanuatu beyond those permitted by section 10, the client should obtain advice before proceeding because the IC restrictions, business licensing, VAT and sector-specific legislation may become relevant.

Annual Compliance Checklist

- Maintain a licensed Vanuatu registered agent and Vanuatu registered office.
- Pay the applicable annual registration/renewal fee on time.
- Maintain at least one member and at least one director.
- Maintain the Register of Members and register of directors.
- Keep beneficial-owner and nominee/nominator information current with the registered agent.
- Maintain accounts and records sufficient to reflect the current financial position.
- Maintain minutes and written resolutions of directors and members.
- Ensure the company does not carry on prohibited business in Vanuatu.
- Maintain any sector-specific licence if the activity is regulated.
- Respond to VFSC information/document requests and provide audited records/financial statements if formally required.
- Update registered-office, registered-agent, constitutional and ownership information within applicable statutory deadlines.
- Maintain AML/KYC and source-of-funds/source-of-wealth information required by the registered agent.

Why Vanuatu Can Be Attractive

Topic	Current legal / practical position
Statutory tax exemption	Section 118 expressly exempts qualifying IC income, profits, capital gains and distributions from Vanuatu tax.
Long-term provision	The 2026 consolidated Act states the section 118 exemption remains in force until 31 December 2099.
International focus	ICs are specifically structured for business outside Vanuatu.
No ordinary annual return	VFSC states that ICs do not file the annual return required of ordinary companies.
Flexible governance	One member and one director; corporate directors permitted by the Act.
Flexible shares	Different share rights/classes and broad forms of valuable consideration are possible.
Confidentiality	Company records receive statutory confidentiality protection, subject to lawful disclosure.
No exchange controls	Section 118 provides exemption from exchange-control restrictions for the IC and qualifying securities transactions.

How BRIS Group Supports You

Pre-formation review - Review ownership, international activity, tax expectations and whether the proposed activity fits the IC restrictions.

Company formation - Coordinate name, constitution, VFSC incorporation, registered office/agent and initial corporate records.

KYC / UBO - Coordinate member, director and ultimate-beneficial-owner due diligence and source-of-funds review.

Corporate maintenance - Coordinate registers, resolutions, share changes and statutory updates.

Accounting support - Coordinate bookkeeping/financial records and financial statements where required for banking, management or regulatory purposes.

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

Documents - Arrange registry documents, certificates, certified copies and apostille/legalisation where required.

Regulated activity - Coordinate local regulatory advice where financial, trust, insurance, virtual-asset or other licensed activity is proposed.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Vanuatu International Company incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, Vanuatu registered-agent/registered-office fees, government registration and annual fees, accounting, certified documents, apostille/legalisation, regulatory advice and optional services are quoted separately. Clients may request a tailored quotation based on ownership, activity and annual requirements.

Important Legal Notes & Official Sources

This brochure is a general commercial guide and does not constitute Vanuatu legal, tax, accounting, regulatory or investment advice. The **0% Vanuatu tax benefit described here is based on section 118 of the International Companies Act [CAP. 222], Consolidated Edition 2026**, and applies within the statutory International Company framework. The client's tax obligations in the countries where its owners, directors, management, customers or activities are located remain separate.

Primary official sources reviewed: International Companies Act [CAP. 222], Consolidated Edition 2026; Vanuatu Financial Services Commission guidance on International Companies and company administration; Vanuatu Customs & Inland Revenue VAT guidance.

Information reviewed: August 2026. Registered-agent, annual fee, beneficial-ownership, accounting and regulatory requirements will be reconfirmed before incorporation and each annual renewal.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.