Corporate year-end 2026: what to put in order before 2027



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December is the month to close the books, and it should also be the month to review corporate housekeeping. With the 2025 anti-money laundering reform and increasingly frequent requests from the tax authority, banks and clients, corporate records are no longer an archive: they are the evidence a company uses to show how it is governed.

The annual shareholders' meeting

The General Law of Commercial Companies requires the ordinary shareholders' meeting to be held within four months after year-end (Art. 181). The meeting discusses the directors' report (Art. 172), approves the financial statements, appoints or ratifies directors and statutory auditors and sets their compensation. For fiscal year 2026, the deadline is April 30, 2027. It is advisable to prepare the calendar and draft minutes now and, where the bylaws allow, unanimous written resolutions (Art. 178).

Corporate books

The shareholders' minutes book, the share registry (Arts. 128 and 129) and, for variable-capital companies, the capital variations book (Art. 219) must be complete and consistent with the notarial deeds. Incomplete or outdated books are among the first weaknesses that surface in due diligence, a tax audit or a shareholder dispute.

Powers of attorney

This is a good time to take stock of the powers of attorney in force: who holds them, with what authority, and whether they are still needed. Powers granted to people who no longer work with the company should be revoked, and it is worth confirming that there is sufficient authority for filings with the tax authority, the social security institute and banks, which increasingly require accredited representation and an electronic signature.

Beneficial ownership

The Federal Tax Code requires legal entities to obtain, keep and provide to the tax authority information on their beneficial owners (Arts. 32-B Ter to 32-B Quinquies). For tax purposes, a beneficial owner is anyone holding more than 15% of the capital. Separately, the 2025 anti-money laundering reform requires every commercial company to identify its beneficial owner using a threshold of more than 25%, register it in the Ministry of Economy's electronic system (although the guidelines have not been published, the Commercial Companies Portal already has a specific publication type for this and companies are using it) and report transfers of shares or equity interests (Arts. 33 Bis

and 33 Ter), with fines of 2,000 to 10,000 UMAs. An incomplete file means fines and difficulties opening accounts or closing transactions.

Before December 31

- Set the calendar for the annual meeting and prepare the draft minutes and directors' report.
- Check the corporate books against the minutes and deeds, and complete any pending entries.
- Take stock of powers of attorney and revoke those no longer justified.
- Update the beneficial ownership file, the shareholder list registered with the tax authority and the filing with the Ministry of Economy.
- Confirm that related-party transactions are approved by the competent body and documented in signed agreements.

This note is for information only and does not constitute legal advice.

Let's talk

We can assess the impact on your company and the options available.

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