

Bird & Bird

# Setting up a business in Finland

2025



# Setting up a business in Finland

## *Choice of legal entity*

Setting up a business in Finland is quick and easy. A foreign company can carry on business in Finland either by incorporating a registered subsidiary company (in most cases a limited liability company) or by registering a branch in Finland, which is considered an extension of the foreign company.

Subsidiary	Branch
Separate legal entity to contract.	Branch has no separate legal personality, remains part of the company and contracts as a Finnish branch on behalf of the foreign company. Company accounts show Finnish income.
Limited liability: liability of the shareholders of the company is limited to the payment of the subscription price of the shares (share capital).  The minimum share capital is €0.00. In the event the company shall have a share capital, such amount must be paid prior to the registration of the company. The shareholders are not personally liable for the liabilities of the company.	Parent company retains direct liability.
Incorporation documentation includes Memorandum of Association, Articles of Association and Trade Register Notification with the relevant appendices.	Incorporation documentation includes resolution on establishment of the branch and Trade Register Notification with the relevant appendices, such as extract from parent company's domestic register.
Every limited liability company is obliged to file a standard trade register notification concerning the establishment of the company which includes: <ul style="list-style-type: none"><li>• declaration of the members of the Board of Directors and the Managing Director that the Limited Liability Companies Act has been complied with in the incorporation,</li><li>• in the event the company shall have a share capital, an auditor's statement regarding payment of the share price or if no auditor is appointed, other evidence of payment of the share price,</li><li>• copy of the Articles of Association,</li><li>• original copy of the Memorandum of Association, and</li><li>• receipt showing that the handling fee has been paid.</li></ul>	A foreign company must submit a trade register notification concerning the establishment of its branch before the branch commences its operations. If the company establishing the branch is from a country outside the EEA, it will also need a permit from the Finnish Patent and Registration Office for the establishment of the branch.
A company is legally established when it has been entered into the Trade Register.  A company may be established online which speeds up the registration process but is subject to stricter	Documents to be attached to the Trade Register notification includes:

<p>requirements, for example a person under 18 years of age cannot start a limited liability company online. There are two alternatives to choose from:</p> <ul style="list-style-type: none"> <li>• <b>Alternative A:</b> Guided set-up package in which the documents are created by the service. Registration this way is only possible, inter alia, if the company chooses the standard form Articles of Association, the shares shall not have a subscription price, the share capital shall be €0.00, and the persons filed (i.e. the shareholders, Members of the Board of Directors, Managing Director, Auditor, holders of procuration and representatives, if any) have Finnish personal identity codes.</li> <li>• <b>Alternative B:</b> Start-up notification (you will add draft documents yourself). This is suitable in cases where the company has share capital, the shareholders include companies or other organisations, the persons you have filed do not all have a Finnish person identity code or the company to be incorporated is a public limited company.</li> </ul> <p>Legal fees for preparing the basic incorporation and statutory documents are estimated at €2,500 — 4,500 in addition to the Trade Register costs.</p>	<ul style="list-style-type: none"> <li>• evidence of the establishment of the branch (e.g., a copy of the minutes of the relevant board meeting),</li> <li>• statement on the election of the representative,</li> <li>• an extract from the register into which the foreign company has been entered in its home state or other statement of the existence of the company,</li> <li>• a Finnish or Swedish-language copy or a legally valid translation of the Memorandum of Association, the Articles of Association, the rules, or other corresponding documents of the foreign company,</li> <li>• the indication of granting of the right to sign the trade name together with the way the trade name must be signed,</li> <li>• if the company establishing the branch is from a country outside the EEA, a statement is required that the establishment of the branch has been authorised by the Trade Register,</li> <li>• the indication of the persons authorised to represent the company as a statutory body or as members of such body, and</li> <li>• receipt showing that the Trade Register handling fee has been paid.</li> <li>• If a person who has no Finnish personal identity code and who is not mentioned in the register extract relating to a foreign entity or foundation is reported for entry in the Trade Register, the notification must be accompanied by proof of the existence of that person (e.g., a certified copy of that person's passport).</li> </ul> <p>Legal fees for preparing the basic incorporation and statutory documents are estimated at €2,500 — 4,500 in addition to the Trade Register costs.</p>
<p>Under Finnish law it is not necessary to appoint an auditor, if no more than one of the following three conditions have been fulfilled in both the last completed financial year and the financial year immediately preceding it (1) the balance sheet total exceeds €100,000; (2) net sales or comparable revenue exceeds €200,000; or (3) the average number of employees exceeds three. However, in practice this exception concerns only very small companies.</p>	<p>The Trade Register notification must also include the personal details of a local representative of the foreign company. The representative is a person who is entitled to receive any summons and other notifications on behalf of the foreign company and its Finnish branch. If the foreign company is founded under the legislation of an EEA-country and has its domicile or head office in an EEA-country, the representative must be a resident in the EEA. In other cases, the representative must be domiciled in Finland.</p>
<p>N/A</p>	<p>Parent accounts show revenue of the Finnish branch.</p>
<p>The members of the Board of Directors or the Managing Director do not need to be Finnish nationals and no separate permit from the Finnish Trade Register will be required in the event the parties of the management are residents of the EEA. In the event at least one member of the Board of</p>	<p>No need for Finnish directors.</p>

<p>Directors is a resident within the EEA, no permit is needed for the Board of Directors. In other events a separate permit is required.</p> <p>The Managing Director must be a resident of the EEA, if he/she is not, a separate permit is required.</p>	
<p>Meetings do not need to be held in Finland. However, if the meetings are held abroad, the risk of formation of a permanent establishment (abroad) should be considered.</p>	<p>No need for meetings.</p>
<p>Companies are subject to a proportional corporation tax on worldwide profits and gains. In 2025 the tax rate of companies is 20%.</p>	<p>The country of residence of the company will levy taxes on the total income of the entire company. Double taxation is eliminated in the country of residence of the company by crediting the company in full for the tax paid in Finland.</p>
<p>All documents filed to the Trade Register / Tax Administration registers must be translated into the Finnish or Swedish language.</p>	
<p>The registering authority must ensure that registration takes place within 21 days. If the notice of incorporation is submitted electronically, registration must take place within five working days.</p>	
<p>The regular registration fee for the limited liability company is €370 and the online registration fee for the limited liability company is €370 (alternative B) or €280 (alternative A) - each additional auxiliary company name costs an additional €70.</p>	<p>The registration fee for the branch is €370 for both regular and online registration.</p>
<p>Most companies (e.g., limited liability companies) are obliged to file a notification of their actual beneficial owners with the Finnish Trade Register.</p>	<p>The foreign trader of the branch is responsible for reporting the beneficial owners in accordance with the legislation of its home country.</p>
<p>Note: From the year 2026, limited liability companies and foreign traders who have established a branch in Finland will be obliged to review the information entered in the Trade Register annually.</p> <p>Furthermore, from 2026 onwards, all companies must submit their notifications of incorporation and other information to the Trade Register electronically via the YTJ service.</p>	

# Setting up a business in Finland

## *Taxation*

### Corporate taxation in Finland

Finnish resident companies are subject to Finnish corporate income tax on their worldwide income at the rate of 20%. Taxable income is calculated by deducting losses and tax-deductible expenses from the taxable income. Finnish branches are subject to corporate income tax to the extent the income is attributable to the branch. Double taxation is eliminated in the country of residence of the company. Finland does not levy municipal income tax on the income of a company or a branch.

Finland does not have stamp tax, but transfers of real estate situated in Finland, shares in real estate and housing companies and shares in other Finnish companies are subject to transfer tax at the level of 1.5% - 3% of the sales price.

### Value-added tax

Value Added Tax (VAT) is a general consumption tax on the consumption of goods and services. The standard VAT rate is 25.5%. Reduced rate of 14% applies on food and fodder as well as restaurant and catering services. A VAT rate of 14% is also applied to several goods and services, for example to books, medicines, accommodation services and cultural and entertainment events. A reduced VAT rate of 10% is applied to newspapers and magazines as well as public broadcasting.

Some small businesses may be exempt from VAT if they meet certain requirements, such as their turnover being below €20,000.

### Payroll taxes and social security contributions

Finnish and foreign employers are obliged to withhold taxes on wages and other remunerations paid to its employees. Work performed in Finland is also subject to social security contributions.

Withheld taxes and social security contributions are disbursed to the Finnish Tax Administration, insurance providers and the Employment Fund.

Employees from foreign countries are taxed on income earned within Finland. Finland has several tax treaties which are based on prevention of international double taxation.

### Taxation of individuals

Taxation of Finnish tax resident individuals is divided into earned income and capital income.

Other income than capital income is considered as earned income. Salary and other corresponding income as well as pension and benefit or compensation received in lieu of such income are considered as earned income. Earned income is subject to a progressive tax rate up to 44,25%.

Capital income is income accrued from assets, profit received through transfer of assets and other income generated through the possession of wealth. Dividend income, rental income and capital gains are among other things considered as capital income. The capital tax rate is 30% and 34% for the portion of taxable capital income that exceeds €30,000. Dividend received from an unlisted company is partly tax-exempt.

## *Employment*

### Applicable mandatory law

Most of the relationship between employer and employee in Finland is governed by the Employment Contracts Act (2001/55) which provides mandatory provisions regarding employment relationships. Organisations acting as employers must also comply with other mandatory legislation such as the Working Time Act (872/2019), Annual Holidays Act (162/2005) and Act on Co-operation within Undertakings (334/2007).

### Employment contract

An employment contract may be oral, written, or electronic. The employer shall present an employee whose employment relationship is valid indefinitely, unless the employee's working time is on average no more than three hours per week during a period of four consecutive weeks, with written information on the principal terms of work. Certain information must be provided within seven days and additional information within one month

from the commencement of work, unless the terms are laid down in a written employment contract. Employment contracts are usually quite broad and cover the general obligations of the employee, working hours, annual leave, health and safety and the employer's responsibility to pay salary. There is no statutory minimum wage in Finland, but collective agreements set minimum rates which cover much of the workforce.

## Foreign employees

Typically, foreign employees from outside the EEA need a work permit to work in Finland. Non-EEA citizens are generally required to apply for a work permit before arriving in Finland.

## Pension insurance and insurance

An employer must subscribe its employees for pension insurance with a pension provider handling earnings-related pensions. Supplemental pension insurance is optional. The employer must insure its employees against accidents and occupational diseases.

## Commercial Contracts

As with most European countries, Finland has a civil law system. There is considerable freedom in Finland for all types of collaboration, licencing, and distribution agreements.

EU legislation applies in Finland and regulates consumer protection, sales agents, distance selling, government procurement, direct marketing, and the privacy of personal data.

Finnish consumer law restricts certain consumer contract terms, including limits on liability.

Finnish and EU competition law prohibits anti-competitive behaviour (e.g., price fixing) where there is an appreciable effect on trade in Finland and/or between EU member states.

## Real Estate

Most companies that set up a business in Finland will lease their premises rather than buy them. Leases are usually in effect for a fixed period rather than until further notice, often with break clauses and clauses regarding annual index adjustment of the rent. Leased premises usually require fitting-out by the tenant at its own cost although the landlord may contribute by allowing a rent-free period. The tenant will be responsible for reinstating the premises at the end of the lease unless otherwise agreed separately by the parties. Depending on the

contract, the tenant may have an option to extend the term of the lease.

The rent typically consists of capital rent and maintenance rent. The maintenance costs to be included in the basis for the maintenance rent may consist of, inter alia, property maintenance, upkeep & repair, property taxes and insurance, security, heating, cleaning & waste disposal, electricity, water & sewage as well as all other maintenance costs of the property to the extent they are not invoiced from the tenants as compensations for use.

If the entity taking the lease is a company with little or no trading history, the landlord will usually require collateral security, including a cash deposit of 3–6 months' rent and/or a bank or parent company guarantee. The landlord may have applied to be liable to value-added tax in respect of leasing business premises. Therefore, the rent may be subject to VAT and the landlord may require that the tenant undertakes to carry out actions subject to VAT. If a company chooses to buy premises, they need to be aware that property transaction costs include, among others, real property transfer tax (3 % of the property value), registration fees (including notarisation of the deed of sale), a registration fee for title, real estate agent commissions, and legal fees if using lawyers in the transaction. The company may instead purchase another company that already owns the property they need, thus avoiding the aforementioned real estate transaction fees.

Foreigners are allowed to buy real estate in Finland, but buyers outside the EU and EEA need permission from the Ministry of Defence of Finland. The Ministry will process permission applications and make decisions on permissions throughout Finland, except for the Åland Islands, where foreigners are restricted from acquiring property.

## Data Protection/Privacy

As with all EU member states, the General Data Protection Regulation (GDPR) applies in Finland. Therefore, companies setting up business in Finland must comply with the obligations of the GDPR. The GDPR imposes obligations regarding e.g., transparency (informing individuals) and requires companies to notify data breaches and keep a record of data processing activities.

The GDPR allows EU member states to adopt supplementary data protection legislation. The Finnish Data Protection Act (1050/2018) nationally specifies and supplements the GDPR and provides for e.g., legal grounds for processing health data and data related to criminal convictions,



requirements relate to Finnish personal identity codes (PIC) and sets the applicable age limit for children.

The Act on the Protection of Privacy in Working Life (759/2004) sets a strict standard for processing employees' personal data in Finland. The Act sets restrictions and additional requirements on technical monitoring of employees, employers' rights to access employees' emails as well as on drug testing of employees.

Furthermore, the Finnish legislator has utilised the national discretion in the GDPR, and Finland continues to have several sector-specific rules on data processing that must be considered when setting up business in Finland.

## *Intellectual Property*

Businesses may seek protection of their business and trade names by registering at the Trade Register. In addition, it is recommended that additional protection is sought for the various forms of intellectual property utilised by a business.

In particular, qualifying brand names and other marks should be registered as trademarks. This can be done on a national basis or through the EU trademark system which grants exclusive rights in all EU member states.

Designs, including the appearance, textures, shapes, patterns, and colours of a product, can be protected through design registration in Finland or on an EU-wide basis.

Patents and utility model rights can be applied for to protect technical inventions through a national system. In addition, patents can be applied for through a European-wide single process, although the patents granted are national and are not centrally enforceable.

## *Business Model Design*

Alongside legal challenges, whatever the nature of your international ambitions the planning process requires some key questions to be addressed:

- Is internationalisation a feasible option, and are you ready for it?
- What is your internationalisation strategy, and how will you prioritise which markets to target?
- What business model will be most effective for driving profitable growth?
- Will you require business partners, and how do you plan to find them?
- What will your penetration strategy be for your selected markets?
- How will you build the infrastructure and operating model required to support your move into the new markets?
- How will you execute the plan and implement the business model?

Wherever your starting point, our consultancy arm OXYGY can help you answer these questions and create a fit-for-purpose roadmap to guide your business through its internationalisation journey.

## *Contact us*

If you would like further information on setting up business in Finland, please e-mail our Set up Desk at [new.company@twobirds.com](mailto:new.company@twobirds.com) and we will contact you within 24 hours.

This summary gives general information only as of August 2025 and is not intended to give comprehensive analysis.

It should not be used as a substitute for legal or other professional advice, which should be obtained in specific circumstances.

# What clients say



The team have excellent problem-solving skills and commercial understanding. The relevant subject matter expertise is available when needed, and the customer's needs drive the work.

*Chambers Europe 2024 - Finland*



Bird&Bird is always fast at responding and is able to explain legal aspects well. The people at Bird&Bird are easy to work with and I fully trust their expertise and advice.

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Bird & Bird has an excellent ability to solve complex matters with a solution-driven attitude.

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# Thank you

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