This is an English translation.
The original Icelandic text, as published in the Law Gazette (Stjórnartíðindi), is the authoritative text. Should there be discrepancy between this translation and the authoritative text, the latter prevails.

Act on the Company Register

2003 No. 17, 20 March

Entered into force 1 July 2003. Amended by Act No. 126/2011 (entered into force 30 September 2011), Act No. 137/2013 (entered into force 1 January 2014), Act No. 64/2017 (entered into force 1 January 2018), Act No. 82/2019 (entered into force 6 July 2019), Act No. 119/2019 (entered into force 11 October 2019). Act No. 32/2021 (entered into force 1 November 2021 except Article 7 and 8 that entered into force on 1 January 2022). Act No. 110/2021 (entered into force 1 November 2021). Act No. 133/2021 (entered into force 31 December 2021 except Article 3 and Article 9-19 that entered into force 1 January 2022; on conflict-of-law see Article 26). Act No. 44/2024 (entered into force 23 May 2024, effective from 1 June 2024. *EEA Agreement*: Annex XX Directive 2017/1132, Annex IX Directive 2018/843).

Where mention is made in this Act of a minster or ministry without specification of, or reference to, a policy area, the reference is to the Minister of Industries or the Ministry of Industries, the ministry responsible for this Act. Information on the policy areas of ministries by presidential decree.

Chapter I
Purpose and administration.

Article 1

A register, the Company Register, shall be maintained as further provided in this Act of law.

Iceland Revenue and Customs is responsible for the administration of the Company Register and the issue of registration numbers to parties other than individuals.

The Minister is responsible for affairs relating to the Company Register.

Chapter II.
Registration and issue of registration numbers

Article 2

The Company Register shall preserve information on:

1. Individuals, companies and other entities engaging in business operations or independent work;
2. Organisations and businesses owned by the State;
3. Organisations and businesses owned by municipalities;
4. Companies, non-profit organisations, cross-border non-profit organisations , associations and entities other than individuals who engage in the administration of assets, are taxable entities or are subject to other tax obligations, foreign trusts or similar entities.;
5. Other functions that Iceland Revenue and Customs sees reason to include in the Company Register.

Article 3

The Company Register shall maintain particularised records of public limited companies, private limited companies, co-operative companies, partnerships, limited partnerships, sole proprietorships, non-profit organisations, cross-border non-profit organisations and self-governing institutions engaging in business operations pursuant to statutory law governing such companies and organisations.

Article 4

The following information shall be recorded in the Company Register, as applicable:

1. Name;
2. Registration Number;
3. Address;
4. Business form or corporate form;
5. Establishment date;
6. Name, legal domicile and ID number of principal and alternate board members, holders of powers of procuration, managing director, auditors and examiners, members of partnerships and limited partnerships and other representatives.
7. Industry Code in accordance with the classification of economic activities of Statistics Iceland;
8. Dissolution of Company;
9. Beneficial owners pursuant to the Act on the registration of beneficial owners;
10. In the case of overseas trust funds and similar entities, information on the trustee, settlor, protector, beneficiary or group of beneficiaries and other natural persons exercising control over the trust fund, in accordance with the Act on the registration of beneficial owners, as applicable;
11. E-mail of a company and its representatives;
12. Other details which are required by law regarding the activities of companies and businesses or which are necessary or practical in the interests of public authorities or for the dissemination of information to public authorities, businesses and the general public.
13. In the case of public limited companies, private limited companies, limited partnerships and branches of foreign public limited companies and private limited companies, a unique European identifier.

Obliged entities shall send to Iceland Revenue and Customs information pursuant to paragraph 1 together with relevant documents on first-time registration in the Company Register.

Iceland Revenue and Customs shall assess whether any information provided is accurate and adequate and shall, as applicable, require further information from obliged entities or obtains them independently.

In connection with registration under this Act natural persons and legal persons are required to provide promptly to Iceland Revenue and Customs all information and documents needed to ensure correct registration pursuant to this Act. In this context it is of no relevance whether the information concerns the entity to which the request is directed or other parties regarding which the entity is able to supply information which concerns inspection and supervision under this Act. Provisions of law concerning confidentiality do not restrict the obligation to provide information and access to data. This shall not apply to information obtained by legal professionals in the course of ascertaining the legal position of a client in connection to judicial proceedings, including advice on instituting or avoiding judicial proceedings, or information obtained before, during or after the conclusion of judicial proceedings, if the information is directly related to such proceedings. In the exercise of its functions, Iceland Revenue and Customs may perform on-site checks or request information in the manner and as often as it considers necessary.

Article 5

Entities falling within the scope of points 1 - 4 of Article 2, or requesting registration according to point 5 of Article 2, shall submit a notice of registration to the Company Register.

Notices of registration pursuant to paragraph 1 shall be submitted on special forms prepared by Iceland Revenue and Customs. Notices may be submitted in electronic form, as decided by Iceland Revenue and Customs.

Iceland Revenue and Customs is authorised to enter entities falling within the scope of points 1 - 4 of Article 2 in the Company Register if they fail to comply with the notification requirement provided for in paragraph 1.

Only credit institutions are permitted to register trust funds and similar entities pursuant to point 4 of Article 2 following prior adequate due diligence.

Article 6

On its entry in the Company Register, the registered entity shall be assigned a registration number. Registration number refers to a unique identification number of the registered entity.

Individuals operating as sole traders shall be identified in the Company Register using their ID number as recorded in the National Register.

New registrations in the Company Register shall be subject to a registration fee imposed by Iceland Revenue and Customs pursuant to a regulation issued by the Minister.

A registration number pursuant to paragraph 1 cannot be assigned until satisfactory information pursuant to this Act and other relevant acts is available.

Article 7

Entities registered in the Company Register are required to notify Iceland Revenue and Customs of any changes regarding their registration pursuant to points 1 - 8 of Article 4. Public entities shall also provide Iceland Revenue and Customs with any information that they may possess and that may be necessary for their registration in the Company Register.

Iceland Revenue and Customs shall update the Company Register based on notices and information pursuant to paragraph 1 and in accordance with other authentic sources regarding the activities of registered businesses.

Chapter III
Access to information in the Company Register

Article 8

Iceland Revenue and Customs shall provide public entities, businesses and the general public with information from the Company Register. Access to information on beneficial owners, as provided in points 9 and 10 of paragraph 1 of Article 4, is subject to the Act on the registration of beneficial owners.

The Financial Intelligence Unit of the police, regulatory authorities and authorities that perform in the role of protecting legal rights under the Act on measures against money laundering and terrorist financing shall have timely and unrestricted access to all recorded information in the Company Register.

The Minister shall, by means of a Regulation, establish further provisions on access to the Company Register, the provision of information from the Register and fees, e.g. the issue of certificates and attestations and other use of information in the Register.

Article 9

Statistics Iceland is authorised to utilise data from the Company Register for the purpose of producing statistical reports and, for such purpose, to link it to other records of Iceland Revenue and Customs. Iceland Revenue and Customs shall provide Statistics Iceland with a copy of the Register, or data from the Register, on request without charge. Statistics Iceland is required to treat the Register and other data relating to the Register as confidential statistical data.

Article 9 a

If it is revealed that a obliged entity does not comply with the provisions of this Act, Iceland Revenue and Customs shall require corrective action within a reasonable deadline.

Article 9 b

Iceland Revenue and Customs is authorised to provide and obtain information and data from the business registers of other EEA states through the system of interconnection of registers established in accordance with Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (codification). The exchange of information shall take place in accordance with the rules provided for in the directive and the implementing regulations establish on the basis of the directive.

The Minister may by a government regulation establish further rules in accordance with the Directive of the European Parliament and of the Council (EU) 2017/1132 and implementing regulations established on the basis of the directive regarding technical specifications and rules of procedure for the system of interconnection of registers, including rules on exchanges of information between the Company Register and the business registers of other EEA states, and on fees, where applicable.

The Minister shall, by means of a government regulation, establish provisions on general access to information and data from the Company Register which are published, or to which access is granted, in the web portal of the system of interconnection of registers pursuant to paragraph 1 and the provision of information and data from the Register, as well as on fees for information and data from the Register, e.g. preceding the issue of certificates and attestations and other use of information and data from the Register.

Iceland Revenue and Customs will provide the information referred to in points 9 and 10 of paragraph 1 of Article 4 through the system of interconnection of registers provided for in paragraph 1, as further provided in the Act on the registration of beneficial owners.

Article 9 c

Iceland Revenue and Customs is authorised to process personal data to the extent necessary to carry out its functions under this act of law, e.g. for the purposes of entering information in the Company Register and providing access to such information.

This authorisation extends to the processing of general personal data, such as the names, ID numbers, domiciles, addresses and financial information of natural persons. Such information may concern natural persons conducting business activities or self-employed persons, representatives of companies and beneficial owners.

Iceland Revenue and Customs shall provide access to personally identifiable information from the Company Register, as provided in paragraph 1 of Article 8, including attachments with notifications to the Company Register and information extracted from them.

Processing of personal data in accordance with this Act shall comply with legislation on the protection of personal data and the processing of personal data.

Chapter IV
Further provisions

Article 10

Iceland Revenue and Customs may impose daily penalties on obliged entities if such entities fail to provide requested information or do not respond to requests for corrective action within a reasonable deadline. The daily penalties shall be collected until the requirements of Iceland Revenue and Customs have been met. The daily penalties may amount to ISK 10 thousand to 500 thousand per day and may be determined as a proportion of certain indicators in the operations of a obliged entity. In determining the amount of daily penalties, consideration may be taken of the nature of the negligence or violation, and the financial strength of the entity in question.

Daily penalties shall be determined by a decision of Iceland Revenue and Customs.

If legal proceedings are initiated for the overturning of a decision pursuant to paragraph 1 within 14 days from the time that the party in question was notified of the decision, and if the party also requests fast-tracking of the case, daily penalties shall not be collected until judgment has passed in the case. Notwithstanding any legal action taken for the overturning of a decision pursuant to paragraph 1, daily penalties will continue to be imposed on the entity in question.

Uncollected daily penalties shall not lapse even if an entity later complies with the request of Iceland Revenue and Customs unless Iceland Revenue and Customs approves their reduction or cancellation by a decision.

Decisions on daily penalties according to this article are enforceable.

Collected daily penalties shall accrue to the Treasury, net of collecting costs.

Further provisions on the determination of daily penalties and their collection may be laid down in a regulation.

Article 10 a

Iceland Revenue and Customs may impose administrative fines on any person that violates the following provisions of this Act and rules grounded in this Act:

1. Article 4 on supplying information to Iceland Revenue and Customs or if an entity supplies false or misleading information, and;

2. Article 7 on failing to notify Iceland Revenue and Customs of changes relating to a registration pursuant to Article 4.

Fines imposed on a natural person may range in amount from ISK 100 thousand to ISK 5 million. Fines imposed on a legal person may range in amount from ISK 500 thousand to ISK 80 million, but may be higher, up to 10% of the total turnover according to the most recent approved annual financial report of the legal person or 10% of the most recent approved consolidated financial report if the legal person is part of a consolidation and if the violation is committed for the benefit of another legal person in the consolidation or another legal person in the consolidation has benefited from the violation.

In imposing fines pursuant to this provision account shall be taken of all relevant circumstances, including:

a. the seriousness of the violation;
b. the duration of the violation;
c. the responsibility of the offender within the legal person;
d. the financial position of the offender;
e. the gain from the violation or the loss prevented by the violation;
f. whether the violation led to a loss for a third party;
g. any potential systemic impact of the violation;
h. the willingness of the offender to co-operate;
i. previous violations; and
j. whether the violation is a repeat violation.

Decisions on administrative fines shall be made by a decision of Iceland Revenue and Customs and are enforceable by law. Fines shall accrue to the State Treasury, net of collection costs. If an administrative fine is not paid within one month from the decision of Iceland Revenue and Customs, penalty interest shall be paid on the amount of the fine. The determination and calculation of the penalty interest shall be governed by the Act on interest and price indexation.

Administrative fines will be imposed regardless of whether a violation is committed wilfully or negligently.

An administrative fine may be imposed on a legal person for violation of this Act and regulations grounded in this Act irrespective of whether the guilt of a specific representative of the legal person, its employee or other person in its employ has been established. If the representative of the legal person, its employee or another person in its employ has violated this Act or rules grounded in this Act in a criminal manner in the course of the business activities of the entity, such person may be subjected to penalties in addition to the imposition of an administrative fine on the legal person.

If a natural or legal person violates this Act or rules grounded in this Act, and if it is established that such natural or legal person benefited financially from the violation, a fine may be imposed on the offender in an amount which, notwithstanding the provisions of the first and second clauses of paragraph 2, may correspond to up to double the amount of the financial benefit obtained by the offender.

Article 10 b

The authorisation of Iceland Revenue and Customs to impose administrative fines pursuant to this Act shall lapse when five years have passed from the time that the conduct ceased.

The limitation period pursuant to paragraph 1 is interrupted when a regulatory authority notifies a person of the start of an investigation of the alleged violation. The interruption of the limitation period has legal effect for all the parties involved in a violation.

Article 10 c

An entity that is unwilling to accept a decision made under Articles 10(a) or 10(b) may take legal action for the overturning of the decision before the courts of law. Such action shall be brought within three months from the time that the entity was notified of the decision. Such action shall not suspend the legal effect of the decision, nor shall it preclude enforcement proceedings.

If legal proceedings are initiated for the overturning of a decision pursuant to paragraph 1 within 14 days from the time that the entity in question was notified of the decision, and if the entity also requests fast-tracking of the case, daily penalties or administrative fines shall not be collected until judgment has passed in the case. Notwithstanding any legal action taken for the overturning of a decision pursuant to paragraph 1, daily penalties will continue to be imposed on the entity in question.

Article 11

The Minister may, by a regulation, provide in further detail for the implementation of this Act.

Article 11 a

This Act constitutes the transposition of the provisions of Articles 16, 18, 19, 20, 22, 24, 29 and 130 of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (codification), as it was incorporated into the Agreement on the European Economic Area by the decision of the EEA Joint Committee No. 200/2019 of 10 July 2019 regarding the registration of public limited companies, private limited companies and the branches of foreign public limited companies and private limited companies

Article 12

This Act shall enter into force on 1 July 2003, at which time the Company Register maintained by Statistics Iceland shall be transferred to Iceland Revenue and Customs and constitute the basis for the Company Register provided for in this Act.