

# Corporate Obligations

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— 2026 —

As you are aware, according to commercial legislation, Colombian companies must comply with certain corporate obligations within the first three (3) months of each year. Thus, by March 31, 2026, at the latest, Colombian companies and branches of foreign companies in Colombia must comply with the following:

**A** Renewal of the business registration:

The business registration must be renewed annually. This procedure can be carried out virtually. Failure to timely renew the commercial registration may result in the imposition of a fine by the Superintendence of Companies of up to seventeen (17) legal monthly minimum wages in force ("SMMLV", in its Spanish acronym) (equivalent to COP 29.765.385 or USD \$8.000 approx. for 2026). In order to renew the commercial registration, the company/branch must have the financial statements of the immediately preceding period.

**B** To hold the ordinary meeting of the general shareholders' assembly or the board of partners of the year 2026:

No later than March 31st of 2026, commercial companies must hold an ordinary meeting of the general shareholders' assembly (or the board of partners' in the case of partnerships or Limited Liability Companies) for the purpose of:

1. To know and approve the management report of the legal representative and the board of directors;
2. To review and approve accounts and Financial Statements for the year 2025;
3. To know the report of the statutory auditor, if applicable;
4. To appoint and/or ratify the administrators;
5. Distributing profits, if applicable; and
6. Adopting all actions tending to ensure compliance with the corporate purpose. Consequently, at this meeting, the following documents shall be submitted for consideration and approval of the highest corporate body:

→ **Management report of the legal representative for the year 2025:** The report must contain the topics required by Colombian legislation aimed at presenting the administrative, economic, and legal situation of the company.

In the case of business groups, both the administrators of the controlled companies and those of the controlling company must submit a special report to the assembly or shareholders' meeting, in order to highlight, mainly, transactions with related parties and their terms and conditions.

In the event that the general shareholders' assembly has given general approvals to carry out operations that may involve conflicts of interest or competition, the management report must also disclose the current status of such operations.

If the company has implemented the SAGRILAFT and/or the PTEE, the legal representative shall include in the management report a statement on the status of implementation, operation, and compliance with the SAGRILAFT and/or the PTEE, as applicable.

- **Board of directors report:** When the company has a board of directors, this body must prepare a report, which will be presented to the shareholders. The board of directors may adopt the report of the legal representative as its own, eliminating the need for the preparation of an additional report by this body. Lastly, if this body exists, the management report of the legal representative must be approved by the board of directors prior the ordinary meeting of the highest corporate body.
- **Compliance officer report:** When the company is required to implement, or has voluntarily adopted the SAGRILAFT and/or the PTEE, the compliance officer must submit reports to the board of directors or, in its absence, to the highest social body of the company at least once a year, for which we recommend that said approval be obtained at the ordinary meeting of the respective company. At a minimum, the report should include an assessment and analysis of the efficiency and effectiveness of SAGRILAFT and PTEE, and, if applicable, propose respective improvements. Likewise, demonstrate the results of the compliance officer's management and the administration of the obligated company in general, in compliance with SAGRILAFT and PTEE.
- **Financial statements of the company as of December 31st, 2025:** The financial statements must be submitted to the highest corporate body, audited by the tax auditor (when applicable) and certified by the company's accountant and legal representative, together with the corresponding notes, opinions and other reports prepared by the tax auditor or accountant.
- **Report of the tax auditor for the year 2025<sup>1</sup>:** If the company has appointed a tax auditor, the latter must submit a report to the general shareholders' assembly —or the board partners in the case of partnerships or Limited Liability Companies— on the matters within his competence.

The tax auditor's report must include the results, analysis, evaluations, and corrective actions in the implementation, management, progress, compliance, difficulties, and effectiveness achieved through SAGRILAFT and/or PTEE, when this system applies.

- **The proposed distribution of profits:** The general shareholders' assembly or the board of partners must decide on the distribution of profits for the period, if applicable. The proposed distribution of profits will depend on the results reflected in the financial statements as of December 31, 2025 (Art. 46, Law 222 of 1995).
- **Management report on activities of collective benefit and interest:** If the company is classified as a B Corporation (BIC, by its Spanish acronym), the legal representative shall prepare and submit a report on the impact of the development of the activities of collective benefit and interest of the company during the immediately preceding year. This report shall be published on the company's website for consultation by the public. If the company does not have a website, the report shall be available at the company's domicile, and shall be sent to whoever so requests in writing by means of a communication addressed to the company's legal representative.

<sup>1</sup> All commercial companies are required to appoint a tax auditor when the gross assets obtained as of December 31 of the immediately preceding year are equal to or greater than 5.000 SMMLV (for 2025 the value equals to COP \$7.117.500.000 – USD \$1.900.000 approx. for 2025), and/or the gross income during said period is equal to or greater than 3.000 SMMLV (for 2025 the value equals to COP \$4.270.500.000 – USD \$1.140,000 approx. for 2025), or in the case of stock corporations or branches of foreign companies.



## C Deposit financial statements:

The financial statements as of December 31, 2025, must be filed before the Chamber of Commerce within the month following the date on which they are approved by the general shareholders' assembly -or the board of partners in the case of partnerships or Limited Liability Companies-.

Companies or branches of foreign companies subject to **surveillance or control by the Superintendence of Companies** are required to file their general-purpose financial statements with this entity, and therefore are exempted from filing their financial statements before the Chamber of Commerce.

## D Surveillance by the Superintendence of Companies:

It is important to point out that a commercial company will be subject to the surveillance of the Superintendence of Companies for the year 2026, when the following assumptions are met:

<b>Assumptions of surveillance by the Superintendence of Companies</b>	
<b>Assumptions</b>	<b>Value in COP/USD</b>
When total assets as of December 31, 2025, has exceeded 789.390,6 Value Tax Units.	COP \$39.310.862.489 / USD \$10.500 approx. (Article 2.2.2.1.1.1. Decree 1074, 2015)
When total income as of December 31, 2025, has exceeded 789.390,6 Value Tax Units.	
Other assumptions of supervision and surveillance, not tied to the value of assets or income.	See Chapter I, articles from 2.2.2.1.1.2. to 2.2.2.1.2.5. of Decree 1074, 2015.

In the event that the company meets any of the assumptions for surveillance, it must notify the Superintendence of Corporations as soon as possible, in any case, before March 31st, 2026.

**E**

## Report and updates to the Unique Beneficial Owner Registry:

All commercial companies and foreign company branches that have been incorporated or registered as of June 1st, 2023, must provide information about their ultimate beneficial owners in the Unique Beneficial Owner Registry (RUB) maintained by the DIAN (National Tax and Customs Office), no later than two (2) months following their registration with the Single Tax Registry (RUT).

Furthermore, each company and foreign company branch must update the information reported in the Unique Beneficial Owner Registry of the DIAN by determining if any changes occurred to the initially reported beneficial owners as of the first day of January, April, July, and October of each year. Such updates must be completed within the specified month. If there are no modifications to the initially reported information, no additional reports are required.

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## Filing of reports and information with the Superintendence of Companies:

→ **Report 75 - SAGRILAFT and PTEE:** Companies that are required to implement the self-control system and comprehensive risk management for money laundering, terrorist financing, and the financing of the proliferation of weapons of mass destruction (SAGRILAFT), and/or the Corporate Transparency and Ethics Program (PTEE), must submit Report No. 75 - SAGRILAFT and PTEE with the Superintendence of Companies.

Such report shall be submitted in accordance with the deadlines set forth in External Circular No. 100-ooooo2 of March 14, 2025, between the eleventh and twentieth business day of July, depending on the last two (2) digits of the company's Tax Identification Number (NIT), excluding the verification digit.

→ **Report 58 on the designation of the SAGRILAFT Compliance Officer:** It must be presented when there is an appointment or change of the Principal or Alternate SAGRILAFT Compliance Officer (by occurrence).

→ **Report 08 – Sustainability Report:** The Sustainability Report may currently be submitted on a voluntary basis by companies subject to inspection or control by the Superintendence of Companies that, during the fiscal year immediately preceding the report, recorded revenues equal to or greater than forty thousand (40.000) legal monthly minimum wages in force (SMMLV).



Likewise, companies belonging to the mining and energy, manufacturing, construction, tourism, information and communications technologies, and new technologies sectors may also submit the Sustainability Report voluntarily, provided that they recorded revenues equal to or greater than thirty thousand (30.000) legal monthly minimum wages in force (SMMLV) in the year preceding the report.

The Sustainability Report shall be filed on an annual basis, between the first and the tenth business day of July, according to the last two (2) digits of the company's Tax Identification Number (NIT), excluding the verification digit, in accordance with the External Circular No. 100-000002 of March 14, 2025.

Additionally, its submission must be accompanied by the document entitled "Constancia Reporte de Sostenibilidad", by means of which the accuracy and truthfulness of the information provided is certified.

Reports 75, 58, and 08 shall be filled through the Integrated Financial Reporting System (SIFRIN) using the XBRL Express application, in the format established for such purpose. Said application is available for the download on the website of the Superintendence of Companies.

**G** Verify compliance with the business going concern basis:

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Based on the financial statements, the directors must determine whether the company will continue to operate during the next twelve (12) months. For the evaluation of this hypothesis, the following should be considered: 1). Non-payment of obligations to third parties; 2). Negative figures of financial indicators; 3). Non-payment of dividends; 4). Loss of jobs; 5). Bad debts; and 6). Inability to pay financial obligations.

**H** Registration of web pages and internet sites of Colombian origin in the commercial registry and reporting of transactions carried out through such means to the DIAN (National Tax and Customs Office):

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For purposes of this obligation, web pages and internet sites will be Colombian when the owner of the web page or internet site has its registered office in Colombia. However, the only web pages and internet sites that must be registered are those through which the economic activity of the owner is directly developed (commercial, financial, or service provision activity). The registration may be done at any time, free of charge, where it will only be enough that the legal representative or the attorney-in-fact inform in writing to the Chamber of Commerce of the domicile the address of the web page or internet site.

**I** Pay the annual special contribution to the Superintendence of Companies:

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The companies supervised or controlled by the Superintendence of Corporations are obliged to pay the special contribution. Said contribution consists of a fee calculated on the amount of the total assets recorded by the company as of December 31 of the immediately preceding year or that appears in the last balance sheet as of December 31 that is on file with the Superintendence of Companies. The term to pay the special contribution is established by the Superintendence of Companies on an annual basis according to the value established in the payment portal of this entity.

## J Business establishment registration:

All companies and natural persons are obligated to register all commercial establishments they own before the mercantile registry. Failure to timely register their commercial establishments may result in sanctions imposed by Superintendence of Companies, amounting to up to seventeen (17) times the current legal monthly minimum wage (SMMLV) (equivalent to COP\$ 29.765.385 or USD \$8.000 approximately, for 2026).

## K Control or business group situation registration:

According to Article 30 of Law 222 of 1995, any natural or legal person controlling a company must register the control situation before the chamber of commerce of the domicile of the controlled company within thirty (30) business days following the date on which the control situation was established. Failure to register the control situation or business group may lead to the Superintendence of Companies imposing sanctions or fines for each controlled company, amounting to up to two hundred (200) times the current legal monthly minimum wage (SMMLV) (equivalent to COP \$350.181.000 or USD \$93.400 approximately, for 2026).

## L Additional obligations that may be applicable depending on the specific characteristics of each company. For consideration purposes, the following are listed:

- ① Renewal of the Single Registry of Bidders (Registro Único de Proponentes)
- ② Update of the National Tourism Registry (Registro Nacional de Turismo)
- ③ Filing of the foreign exchange information

If you require our assistance, we will be glad to help you.

## Contact



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