Estudio Jurídico
ALTA MEDIACIÓN

How to Set Up a Company in Spain From Abroad, Without Ever Visiting

The complete process for foreign shareholders and directors: power of attorney, NIE, deed of incorporation, tax registration, and corporate secretarial services in Spain — and why buying a shelf company usually isn't worth it.

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Introduction

Almost every foreign client who asks us how to set up a company in Spain begins the conversation assuming something that simply isn't true: that they have to come here. That they need to book a flight, appear before a Spanish notary in person, and sign a deed that no one else can sign on their behalf. That isn't how it works, and we've spent years doing exactly the opposite: incorporating Spanish companies for shareholders and directors who never set foot in the country at any point in the process.

What follows is the procedure we use routinely, explained step by step, together with the legal pieces that support it: the power of attorney granted abroad, the NIE, appearing at the notary on the shareholder's behalf, the deed of incorporation, tax registration, the acceptance of office by a director who also never travels, and the power to formalize corporate resolutions that lets pending matters be closed without repeating the whole process every time. I also explain why, even knowing how quickly a company can be formed from scratch today, we still advise against the route that promises to be even faster: buying a shelf company, also called an off-the-shelf or ready-made company.

One clarification before we start, because it's the one that causes the most confusion: you don't need a Spanish bank account to incorporate the company. You will need one later, to operate it normally. And that is a step that, as things stand today, usually does require the shareholder or the director to appear in person at the bank. These are two separate procedures, governed by two separate regimes, and it's worth not mixing them up from the outset.

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The power of attorney: the piece that holds up everything else

The entire process rests on a single initial document: a power of attorney that the foreign shareholder, whether an individual or a company, grants in our favor in their own country. We draft that power of attorney ourselves, tailored to each transaction: the client doesn't need to worry about the wording or which powers to include, only about signing it. It simply has to clearly identify the grantor, identify us as attorneys-in-fact, and describe the powers being granted: applying for the NIE, appearing before a Spanish notary on the shareholder's behalf, executing the deed of incorporation, subscribing and paying up the share capital, and carrying out whatever steps are needed to get the company up and running.

For that power of attorney to be effective in Spain without having to repeat the process before a Spanish notary, it has to arrive accompanied by two things. The first is the Hague Apostille, under the 1961 Hague Convention, which replaces diplomatic legalization when the country of origin is a party to the Convention — as the vast majority of the countries these requests come from are. The second is a sworn Spanish translation, done by a certified sworn translator, unless the power of attorney is already granted bilingually before the notary of origin, which simplifies things considerably when it's possible.

Once we hold the apostilled and translated power of attorney, nothing in the rest of the process requires the shareholder to be present at any later stage. It is, quite literally, the piece that makes everything that follows possible.

The NIE: what it is, and how to get it without visiting Spain

The Foreigner Identification Number (NIE) is the tax identifier that any foreign individual, or the representative of a foreign company, needs in order to take part in transactions with tax implications in Spain, including incorporating a company. Without an NIE, the deed cannot be executed, because the notary has to identify the appearing party for tax purposes.

There are two ways to obtain it without traveling. The first is through the Spanish consulate in the applicant's country of residence, which processes the application using form EX-15 — which we prepare, so the client only has to submit or sign it — and forwards the number to the Directorate-General of the Police. The second, the one we use more often because it's usually quicker, is through a representative holding a power of attorney: using the same power of attorney described above, or one specific to this procedure, we apply for the NIE in Spain on the shareholder's behalf, without them having to go anywhere or fill out a single form. Either way, the process usually takes between two and six weeks, depending on the office and the time of year, so it's worth starting it as soon as the decision is made to incorporate the company, in parallel with drafting the bylaws, rather than waiting until everything else is settled to begin.

Appearing at the notary: we go, the shareholder doesn't

Once the NIE has been granted, the next step is appearing before a notary to execute the deed of incorporation. And this is the second point that surprises anyone asking about this for the first time: the person who appears is us, as attorneys-in-fact, not the shareholder.

The deed states this expressly: the foreign shareholder is identified as the true party to the transaction, and it is then recorded that they appear represented by their attorney-in-fact, under the power of attorney, which is either attached to the deed or referenced by its essential details.

Before that appearance there are two preliminary steps that we also handle without the shareholder needing to be personally involved: reserving the company name, which is requested from the Central Commercial Registry and is best requested with two or three alternatives in case the first choice is already taken, and drafting the bylaws, which we adapt to what each project needs, from the corporate purpose to how the company will be managed.

The deed, and why you don't need to deposit any capital

Here it's worth clearing up the doubt that most often holds a foreign client back: if they don't yet have a Spanish bank account, how do they prove to the notary that the share capital has been paid up? The answer is that, for a limited liability company, you don't need to go through a bank for that at all.

Article 62 of the Spanish Capital Companies Act (LSC) requires, as a general rule, that cash contributions be evidenced by a certificate from a credit institution confirming that the relevant amounts have been deposited in the company's name. But that same article provides an exception for the limited liability company: that bank certificate can be replaced by a statement from the founders themselves, in the deed itself, declaring that they are jointly and severally liable to the company and to its creditors for the accuracy of those contributions. It's a statement of liability made before a notary, not a bank deposit. With it, the deed is executed and the capital is treated as fully subscribed and paid up for all legal purposes, without there needing to be, at that point, any bank account in the company's name.

On top of that, since the reform introduced by Law 18/2022 (known as the "Crea y Crece" Act), the minimum share capital for a limited liability company is no longer the traditional 3,000 euros: it can be incorporated with just one euro. While the capital hasn't reached that reference figure, the law imposes two safeguards: at least twenty percent of profits must be allocated to a legal reserve until capital plus reserve reach 3,000 euros, and the shareholders remain jointly and severally liable for that shortfall if the company is wound up with insufficient assets. These are obligations that exist on paper, not in the bank account: they don't require any payment before incorporation.

The practical consequence is the one the client already suspected: incorporation itself is completed without a Spanish bank account ever existing. What does require presence, as explained further on, is the next step — opening that account so the company can start operating normally.

Tax registration and the company's tax ID (NIF)

Once the deed is executed, the notary sends an electronic copy to the competent Commercial Registry for review and registration, and to the Spanish Tax Agency for the assignment of the company's provisional Tax Identification Number (NIF), a step that today is largely handled electronically thanks to the online processing system set up under Spain's support-for-entrepreneurs legislation. At the same time, we prepare and file the tax registration return (form 036), which reports the corporate purpose, the registered tax address and the tax obligations the company is subject to from day one.

One step that happens in parallel, and that many generic guides overlook because it applies specifically to foreign investment, is filing form D-1A with the Foreign Investment Registry of the Ministry of Industry, Trade and Tourism, under Royal Decree 571/2012, whenever a non-resident shareholder holds an interest in the Spanish company's capital. We also draft and file that for the client. It's an informational filing, not a prior authorization, but failing to file it does cause problems later on, so it's best resolved as part of the same initial batch of formalities rather than left until it has already been forgotten.

Once the deed is registered, the company receives its final NIF and becomes fully operational for legal and tax purposes — all without the shareholder having had to travel at any point in the process.

The foreign director: accepting office without traveling

It's common for the appointed director to be the shareholder themselves, or someone they trust who also doesn't reside in Spain. Accepting the office of director is, like any corporate appointment, a personal act, but that doesn't mean it requires appearing in person before a Spanish notary: in practice it's resolved with a letter of acceptance of office, which we draft, and which the director only has to sign in their own country, with their signature legalized and apostilled.

That letter is added to the incorporation file, or notarized in a later deed if the appointment happens once the company is already registered, and with it the Commercial Registry treats the acceptance as duly evidenced, without the director having to appear — either personally or through a representative — for that specific step. Together with the power of attorney, it's the second piece that explains why the entire process can be completed without anyone traveling.

The power to formalize resolutions: the piece that closes the loop

There's one last piece worth including from the very first power of attorney, and it saves a fair amount of back-and-forth later on: the power to formalize corporate resolutions before a notary. Many decisions the company will make in the future — a change of registered address, an amendment to the bylaws, a capital increase — are first adopted at a shareholders' meeting and then have to be formalized before a notary and registered with the Commercial Registry. Without that power, each of those decisions would require a fresh trip by the shareholder or the director, or a new power of attorney granted from abroad for that specific occasion.

With the power to formalize resolutions included from the outset, that formalization is resolved once and for all: we can appear before a notary to formalize any validly adopted corporate resolution, without the shareholder or the director needing to get personally involved again in each subsequent step. In practice, this is what allows the company to keep running with the same agility with which it was set up.

What comes next: the company's ordinary compliance

Incorporating the company is the first step, not the only one. Every Spanish company, whether or not it has resident shareholders, is subject to a calendar of formal obligations that's best sorted out from day one: legalizing the corporate books (the minute book and, where applicable, the shareholders' register) with the Commercial Registry, preparing and filing the annual accounts every year, and formalizing and registering the minutes of any shareholders' meeting recording significant resolutions, from the appointment of directors to the approval of the accounts themselves.

For a shareholder who doesn't reside in Spain, keeping this ordinary compliance up to date is, in practice, just as important as having incorporated the company correctly in the first place: it's what keeps the registry file from being closed for failure to file the accounts, with the consequences we've already covered in other articles on this blog, and it's what allows any future transaction — from changing a director to selling the company — to go through without surprises.

The one step that genuinely requires presence: the bank

It's worth being honest about this, because it's the question that always comes up at the end of the conversation: incorporating the company doesn't require setting foot in Spain, but operating it normally, at some point, usually does. Opening a bank account in the company's name is subject to Spain's anti-money-laundering rules (Law 10/2010), which require banks to apply enhanced due diligence when a non-resident is involved, and standard banking practice in Spain — with a few exceptions at some digital banks — still generally requires that the account holder, or an attorney-in-fact with sufficient authority, appear in person to complete identity verification.

The good news is that this step doesn't have to coincide with incorporation. As we've seen, the company can be incorporated, obtain its NIF and even start invoicing without a bank account of its own, although in practice it's worth resolving it soon so the company can operate normally. The sensible approach is to plan it this way: first, complete the incorporation remotely, and then, whenever the shareholder or director next has a trip to

Spain planned for any reason, use it to finish opening the account. It doesn't have to be the same trip, or the same moment, as the incorporation, and there's certainly no need to move up a trip just to set up the company.

Why buying a shelf company usually isn't a good idea

With this entire process handled remotely, it's common for a client to come across, through some other channel, the offer of an alternative that promises to be even faster: buying a shelf company — also called an off-the-shelf or ready-made company — already registered with the Commercial Registry, with no trading history or liabilities, and ready to operate within days through a simple deed of transfer of shares. The offer sounds good, and in some legal systems it makes sense. In ours, given the process we've just described, it almost never does.

The first argument is the most practical one: the time saved is smaller than it looks. Buying a shelf company doesn't usually mean keeping its name, registered address and directors as they are. Almost always the company name, address, corporate purpose and directors have to be changed to fit the actual project, and each of those changes requires its own deed and its own registration — exactly the same steps already described here for incorporating from scratch. On top of that comes the deed of transfer of the shares themselves, which doesn't exist in a direct incorporation. The result is almost always that you end up doing the same work, plus one more step, not less.

The second argument carries more weight: unless the provider has a solid, well-established reputation, buying an existing company also means buying its history, and that history isn't always visible from the outside. A company showing as "dormant" in the Registry doesn't guarantee it hasn't been used for anything: it may have signed contracts, guaranteed transactions or taken part in dealings that leave no immediate trace in the registry, and that liability can still be alive. And being "up to date" with formal obligations to the tax authorities and social security — filing tax returns even when they're nil, filing the accounts, business tax — is exactly the kind of thing a provider with no track record can claim without it being easy to verify before signing. The buyer inherits that uncertainty along with the company, and inherits it at precisely the worst moment: after having already paid for it.

Incorporating from scratch eliminates both problems at the root: the company is born with the right name, address, purpose and directors from day one, with no need for a second deed to fix them, and it's born with no history to investigate, because it has none. With a process that, as we've seen, is completed in a few weeks without the shareholder needing to travel, the time advantage a shelf company theoretically offers stops outweighing the risk that comes with it.

In summary

Setting up a Spanish company from abroad, without traveling, is entirely possible, and it rests on a single idea: everything the law requires the shareholder or director to do — subscribing capital, appearing before a notary, accepting office — can be done by an attorney-in-fact on their behalf, as long as the power of attorney is properly drafted, apostilled and translated. The NIE is obtained without traveling, the deed is executed without traveling, the company is registered and obtains its NIF without traveling, and you don't even need to deposit capital in a Spanish bank for any of that to happen, because the law allows that bank certificate to be replaced by a statement of liability made before a notary.

The one thing that, as things stand today, usually does require presence is opening the company's bank account, and that step can be handled later, on a subsequent trip made for the person's own reasons, without holding up or delaying the incorporation.

And when it comes to the temptation to shorten the process even further by buying an already-registered company, the numbers usually don't favor that option: you almost always end up redoing the same steps already described here, and doing so on top of a company whose history you don't fully control. Incorporating from scratch, with the process properly organized, isn't just the safer option. It's also the faster one.

Notice

This text is informational and does not constitute legal or tax advice, nor does it create any professional relationship. The timeframes, requirements and procedures described are standard as of the publication date and may vary depending on the competent Commercial Registry, the bank involved, the shareholder's country of origin and the particulars of the project. Before making any decision on the matters discussed here, you should consult a professional who can review your specific case.

Do you have a client or a project that needs to set up a company in Spain without traveling?

At Alta Mediación we draft the entire set of documents involved — power of attorney, letter of acceptance of office, form 036, form D-1A, bylaws — and we handle the whole process from start to finish: NIE, deed of incorporation, tax registration and acceptance of office by the foreign director, plus the ongoing corporate secretarial work that follows (books, accounts and minutes). The client signs; we prepare everything else. In the first consultation, we walk you through the real timeline for your case and which steps, if any, will actually require your presence.

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Legal advice and dispute resolution

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