

NIPC, CAMA, AND FOREIGN ENTRY IN NIGERIA: THE 2026 COMPLIANCE CHECKLIST

Regulatory frameworks on foreign business presence in Nigeria are updated in 2026. So here is what every foreign investor now needs.

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BACKGROUND

In 2026, foreign investment into Nigeria through a wholly foreign-owned subsidiary, a joint venture with a Nigerian partner, or an equity investment into an existing Nigerian business is going to be more complex to structure and comply with. Updated regulatory frameworks for foreign business presence in Nigeria are now in place, and some international investors and their Nigerian partners may be operating on assumptions from last year that are not compliant. This regulatory update identifies five compliance areas that need to be addressed by 2026.

1. NIPC REGISTRATION

For companies with foreign investments, registration with the Nigerian Investment Promotion Commission (NIPC) is required before starting business in Nigeria. Failure to register is a criminal offence under the Nigerian Investment Promotion Commission Act.

For foreign-owned companies the minimum share capital thresholds are being revised in 2026. For a company with foreign participation, the minimum share capital is N100,000,000.00. This means that the share capital is not due to be paid up on incorporation - the company does not have to put the full amount in any account on that day. But all shares must be issued and allocated at the time of incorporation. For certain industries including financial services, oil and gas and defence-related companies the minimum capital thresholds are higher under sector-specific regulations. For companies registered before the threshold changes but whose paid-up share capital is now below the current minimum, advice must be sought on whether a capital increase is needed and how to go about it.

2. THE PIONEER STATUS INCENTIVE (PSI)

The Pioneer Status Incentive (PSI) scheme of the Nigerian Investment Promotion Commission has been discontinued. NIPC said it is no longer accepting PSI applications after November 10, 2025. So now they are in the Economic Development Tax Incentive Scheme - EDTI - which launched on January 1, 2026.

3. COMPLIANCE WITH THE COMPANIES AND ALLIED MATTERS ACT

Compliant with the Companies and Allied Matters Act, companies with foreign participation are liable for the same annual compliance obligations under the Companies and Allied Matters Act 2020 as Nigerian-owned companies, but in practice, foreign investors delegate these obligations without due process, and the compliance gap is most obvious at the worst time.

These are the three CAMA compliance areas where foreign-invested companies are most frequently in arrears: Annual returns must be filed within 42 days of the Annual General Meeting (which is itself required within six months of the financial year end). A company can be struck off the register for failure to file annual returns repeatedly.

All material decisions must be recorded in the Beneficial Ownership Register, which must include foreign investors who hold shares through intermediary holding companies, and Board resolutions must be in accordance with the company's articles of association.

4. EXPATRIATE QUOTAS

Foreign companies employing expatriate staff in Nigeria need to obtain expatriate quotas from the Federal Ministry of Interior for certain jobs. Documentation requirements for initial quota applications and renewals are tightened in 2026.

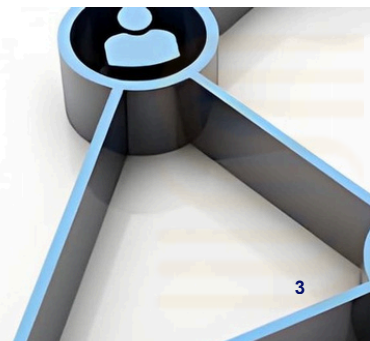
Key changes include:

- Imposition of stricter requirements regarding skill transfer demonstrations.
- Tightening of rules on advertising positions for Nigerian candidates before they apply for expatriate quotas.
- The education and professional credentials of the proposed expatriate must be documented.

Those extra requirements mean companies that plan to hire new expatriates or renew quotas in 2026 should start planning earlier than in previous years.

5. EMPLOYMENT FRAMEWORK

The workplace employment framework applies to all companies with staff in Nigeria, including foreign companies with Nigerian operations, and requires compliant employment contracts for all Nigerian employees and registration of all employees with a licensed Pension Fund Administrator under the Contributory Pension Scheme. Compliant employment contracts must include: The Nigerian Labour Act outlines the obligations of employers. An employer's contribution matches the employee's pension contribution obligations. An analysis of the national minimum wage. Then there is the Employees' Compensation Act. For example, foreign companies use employment agreements written in foreign law that do not comply with Nigerian statutory requirements.



CONCLUSION

Foreign investment creates opportunities in Nigeria but also creates compliance obligations. Investors who properly navigate Nigeria will do so by meeting those obligations in advance rather than when they are discovered in a dispute or regulatory investigation.

Now that integrated digital systems enable regulators to identify and penalise non-compliant foreign investors, the 2026 Nigerian business environment demands proactive compliance.

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