

# **ANNUAL INFORMATION RETURN ON A NON- LISTED LIMITED COMPANY'S SHARE ISSUE TO EMPLOYEES (VSLISTHA)**

## **DATA FORMAT SPECIFICATION 2022**

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## Version history

Date	Version	Description
18.1.2022	1.0	First published version for tax year 2022.

### 1 GENERAL DESCRIPTION

This guidance explains the structure of the required inbound file and the check procedures that follow. For more information, see [General description for electronic filing of information returns \(pdf\)](#) (*tax.fi > About us > IT developers > Data format specifications > General description for electronic filing of information returns*).

### 2 DESCRIPTION OF THE INFORMATION FLOW AND SUBMITTAL OF FILES

§ 66 a of the act on income tax (Tuloverolaki 1535/1992) concerns non-listed limited liability companies' share issues to their employees. The provision entered into force on 1 January 2021. The act on assessment procedure (Laki verotusmenettelystä 1558/1995) was simultaneously amended to include a provision on the reporting obligation. The acts' provisions are applicable on the employee issues for which the date when the company agreed upon the issue is a later date than the date when the amended act went into effect. After an issue under the definition of § 66a of the act on income tax is carried out, the company must submit an annual information return.

Under § 66 a of the act on income tax, when an employee buys their employer's corporate stocks during an issue to employees and the employer is a non-listed limited liability company, no taxable earned income is generated if the price is no less than equal to the share's mathematical value calculated on the basis of the latest financial statements adopted before the period of subscription, in accordance with § 9 of the act on valuation of assets in taxation (Laki varojen arvostamisesta verotuksessa 1142/2005).

For tax control purposes, a company that has carried out an issue according to § 66 a of the act on income tax must provide the Tax Administration with required information about the

- issue of its corporate stock
- employees who subscribed for shares
- number of shares subscribed for
- start date of subscription period
- date of share subscription

- subscription price per share
- mathematical value applied to the share issue
- and report whether any subscriber's ownership interest and number of votes exceeds the share stipulated in § 66 a, subsection 1 of the act on income tax.

You must provide information on all the persons who participated in the share issue although the provisions of § 66 a of the act on income tax would not apply on some among them.

For more information, see the Tax Administration guidance on the taxation of employment-based share issues (Työsuhteeseen perustuvan osakeannin verotus), which is available in Finnish and Swedish).

If the issuing company has no Finnish Business ID, the company must submit an application for a Finnish Business ID. This is necessary for the submittal of the annual information return. To submit the application, visit the BIS website on [ytj.fi](https://ytj.fi).

To check the method of identification required by the data flow, the role required and where in the data flow authorisation is checked, go to [Methods of sign-in, roles and rights to represent organisations](#) (*Ilmoitin.fi > Instructions and templates > Methods of sign-in, roles, rights to represent organizations*).

### **3 MAKING CORRECTIONS**

For year-specific instructions for making corrections, go to [Making corrections to annual information returns](#) (*tax.fi > About us > IT developers > Data format specifications > Annual information returns & Instructions > Making corrections to annual information returns*).

### **4 PERIOD OF VALIDITY**

The file formatting and checks according to this specification come into force on 29 March 2022 and continue to be in force until a new version of the specification is released.

For information about deadlines for filing, see the year-specific schedule on [IT developers](#) (*tax.fi > About us > IT developers*). The schedule is available in Finnish and Swedish.

## 5 CHANGES ON THE PREVIOUS YEAR/VERSION

Version	Data identifier	Data element	Description
1.0	12-15/058	Year when the shares were subscribed for	Year changed
	291-325/041 327-361/042	Contact person's name Contact person's telephone number	Data elements have been changed to mandatory.

## 6 LIST OF DATA CONTENT

Position	Identifier	P/V	T	L/T	Description	Format	Allowed values
1-8	000	P	T		Identifier	AN8	VSLISTHA
10	082	V			Deletion	A1	D
12-15	058	P	T		Year when the shares were subscribed for	VVVV	2022
17-25	010	P	T		Business ID of limited company	YTUNNUS2	
27-28	364	P			Country code for the limited company's home country	MAATUNNUS	
30	365	P		*H	Is the benefit available to the majority of the employees? 1 = Yes 2 = No	N1	1.2
32-39	366	P	T	*	Date when a decision on the share issue to employees was made	PPKKVVVV	
41-48	367	P		*H	Start date of subscription period	PPKKVVVV	
50	368	P			The shares being issued are 1 = new shares 2 = existing shares	N1	1.2
52-63	369	P			The limited liability company's net assets based on the latest financial statements adopted before the subscription period of the share issue to employees started.	G9,2	

Position	Identifier	P/V	T	L/T	Description	Format	Allowed values
65-76	370	V			Amount to be added to net assets; amount paid to the company due to the share issue or as equity investment between the end of the accounting period and the start of the subscription period	R9,2	
78-89	371	V			Distributable dividend for the accounting period, subtracted from net assets	R9,2	
91-102	372	V			Equity investment for the accounting period to be paid back, subtracted from net assets.	R9,2	
104-115	373	V			Amount to be added to net assets due to merger or demerger or if the company was formed as a result of a change to the form of activity.	R9,2	
117-128	374	V			Amount to be subtracted from net assets due to merger or demerger or if the company was formed as a result of a change to the form of activity.	R9,2	
130-141	375	P		*	Number of outstanding company shares when the subscription period of the share issue to employees started	+N12	
143	376	P		*	Mathematical value of one share 1 = value is greater than 0 2 = value is 0	N1	1.2
145-154	377	P		*H	Mathematical value of one share in the share issue to employees	R7,2	
156	378	P		*	Share subscription price of one share 1 = value is greater than 0 2 = value is 0	N1	1.2
158-167	379	P		*H	Share subscription price in the share issue to employees	R7,2	
169-179	083	V/P	ET	*	Share subscriber's personal ID. Always enter Finnish personal ID when possible.	HETU2	
181-188	380	V/P	ET	*	Date of birth of foreign subscriber. Use only if the foreign subscriber does not have a Finnish personal ID.	PPKKVVVV	

Position	Identifier	P/V	T	L/T	Description	Format	Allowed values
190-224	085	V/P	ET	*	Subscriber's name	AN35	
226-233	381	P	T	H	Date of share subscription	PPKKVVVV	
235-239	382	P		*H	Subscriber's and/or family members' direct or indirect ownership interest in the company before the issue	+D2,2	
241-245	383	P		*H	Subscriber's and/or family members' direct or indirect ownership interest in the company after the issue	+D2,2	
247-251	384	P		*H	Subscriber's and/or family members' directly or indirectly held portion of total votes in the company before the issue	+D2,2	
253-257	385	P		*H	Subscriber's and/or family members' directly or indirectly held portion of total votes in the company after the issue	+D2,2	
259-270	386	P			Number of shares subscribed for	+N12	
272-289					Reserve space		
291-325	041	P			Name of contact person	AN35	
327-361	042	P			Telephone number of contact person	PUHELIN2	
363-397	048	P			Software that generated the file	AN35	
399-410	014	P	T		Identifier of the software that generated the file	Y-TUNNUS_AN2	
412-425	198	P			Software-generated timestamp	PPKKVVVV HHMMSS	
	999	P			Final code	+N8	

## 7 CHECK PROCESSES

New/Changed	ID	Description of the calculation rule or check
	083, 380	#1750; Enter either the personal ID (083) of the share subscriber or the date of birth (380) of the foreign subscriber.
	380, 085	#1751; If the foreign subscriber's date of birth (380) has been entered, the

New/ Chan ged	ID	Description of the calculation rule or check
		subscriber's name (085) must also be given.
	376, 377	#1752; If the mathematical value of the share (376) is 1 = "value is greater than 0", the mathematical value given in data element (377) must be greater than 0 in the case of a share issue to employees.
	376, 377	#1753; If the mathematical value of the share (376) is 2 = "value is 0", the mathematical value given in data element (377) must be 0 in the case of a share issue to employees.
	378, 379	#1754; If the share subscription price (378) is 1 = "value is greater than 0", the subscription price given in data element (379) must be greater than 0 in the case of a share issue to employees.
	378,379	#1755; If the share subscription price (378) is 2 = "value is 0", the subscription price given in data element (379) must be 0 in the case of a share issue to employees.
	366, 058	#1756; The year of the date when decision on the issue to employees was made (366) cannot be later than the Year when the shares were subscribed for (058).
	375	#1757; Number of outstanding company shares (375) when the subscription period started must be greater than zero



## 8 MESSAGES

New/ Chan ged	Identifier	Description of message
	379, 377	#1758; If the share subscription price (379) is lower than the mathematical value of the share (377), the difference between the subscription price and the mathematical value is taxable earned income. Report the taxable amount to the Incomes Register.
	382, 383, 384, 385	#1759; If after the issue, or before it, the employee who buys stock has an ownership interest (382, 383) or a number of votes (384, 385) above 10% of total stock or 10% of all votes, the employee issue is treated as a benefit subject to taxes. Report the taxable part to the Incomes Register. The maximum ownership interest and the maximum share of votes are both 10%. If either one is higher, the issue to employees gives rise to a taxable benefit.
	366	#1760; In order that § 66 a of the act on income tax would apply, the date when a decision on the share issue to employees was made (366) must be 1 January 2021 or later.
	381, 058	#1761; Date of share subscription (381) has to be a date during the Year when the shares were subscribed for (058).
	381, 367	#1762; Date of subscription (381) cannot be earlier than the start date of subscription period (367).
	377	#1763; Your input says that the mathematical tax value of one corporate share (377) is zero. Are you sure you want to report this value?
	379	#1764; Your input says that the price of one corporate share (379) is zero. Are you sure you want to report this value?
	366, 381	#1765; Date when decision on the issue to employees was made (366) cannot be later than the Date of subscription (381).
	365	#1766; Your input says that the employee share issue is not available to the majority of employees (365). Are you sure the input is correct? It is required under § 66a of the act on income tax that the issue is available to the majority. Employee issues resulting to taxable benefits must be reported to the Incomes Register.
New	382,383, 384,385	#1819; The subscriber's and/or family members' direct or indirect ownership (382,383) or portion of total votes (384,385) before the issue or after the issue: at least one of the values must be greater than zero. Did you forget to indicate the ownership interest and/or the portion of total votes in the company?

## **9 INSTRUCTIONS AND EXAMPLES**

The shares must be reported for the year when they were subscribed for. The shares must be reported by share issue: compile the shares subscribed in the same issue during the same year and by every participating employee.

Give the price in Euro (€). If the currency used was other than Euro, convert the price into Euro using the ECB rate valid on the date of payment.

### **9.1 LIST OF COUNTRY CODES**

For country codes according to the ISO 3166 standard, see the [List of country codes](#).

### **9.2 Quantity of shares subscribed (386)**

Indicate how many shares each wage earner subscribed in total when participating in the share issue for company employees.