

KEY FACTS
OVERVIEW – WHY LUXEMBOURG?

A modern legal and regulatory framework and a wide network of double-taxation treaties that help to optimize financing and asset-holding structures make Luxembourg one of the most attractive financial centres in the world. It is also an important gateway to all European countries due to its central location and politically stable environment. Luxembourg is a part of the OECD “white list” and is very highly ranked as a reliable and transparent jurisdiction. These features have helped Luxembourg become a prime location for holding companies in general. Currently, Luxembourg holding companies are used by high net worth individuals and families, international groups, private equity firms and investments funds.

SOPARFI – SOCIÉTÉ DE PARTICIPATIONS FINANCIÈRES

Luxembourg’s *Société de Participations Financières* (SOPARFI) is an unregulated company vehicle which has no restrictions on its field of activity and is commonly used as a holding company.

The SOPARFI is frequently used as a holding and/or financing vehicle for a group of businesses (it can hold all type of assets: movable and immovable property, tangible and intangible assets).

As a holding company it offers users, under certain well defined conditions, the opportunity to eliminate or mitigate corporate income tax in Luxembourg and Luxembourg withholding tax on dividends paid to EU and non-EU corporate shareholders where a relevant double tax treaty (DTT) is in place.

Benefits include:

- Attractive participation exemption regime
- Luxembourg’s extensive network of Double Tax Treaties
- EU directives transposed into Luxembourg law (e.g., the EU Parent-Subsidiary Directive)

Structure of a SOPARFI

- It is usually established as a Public Limited Liability Company (SA) or a Private Limited Liability Company (SARL) even if other legal forms can be adopted (i.e., Partnership Limited by Shares (SCA), Special Limited Partnership (SCSp), *Société coopérative* (SC or SOCOOP), European company (SE), Simplified Public Company (SAS))
- Registered Office address must be in Luxembourg
- Board meetings must be held in Luxembourg, unanimous consent resolutions may be used
- Annual financial statements must be filed every year with the Luxembourg Trade and Companies Register
- Tax returns must be filed annually with the Luxembourg Tax authorities
- Approximately 4 to 5 days for incorporation, from the receipt of the share capital in the company bank account and the due diligence documents
- Official corporate documents furnished within approximately four weeks by the Luxembourg Trade and Companies Register

KEY FACTS

	SOPARFI	
	SARL	SA
Minimum share capital	€12,000 – 100% must be paid-in	€30,000 – 25% must be paid-in
Shares interests	Registered	Registered or bearer shares*
Shareholders	Minimum 1 – Maximum 100 Shareholder information is available in the Luxembourg Trade and Companies Register	Minimum 1 – No maximum
Management	One or several managers or Board of managers	Board of Directors or Executive board, together with supervisory board
	Minimum 1	Minimum 3 members, unless the company has 1 sole shareholder, in which case it can have 1 single director
	Director information is available in the Luxembourg Trade and Companies Register	
Residency of management members	No legal requirement regarding residency or nationality but it is recommended to have Luxembourg resident management members	
Supervision and control	Number of associates up to 25: statutory auditor not compulsory Independent auditor only required under specific conditions	For small sized companies: required statutory auditor Independent auditor only required under specific conditions
Status	Either natural person or legal entity appointing as a manager or director	

**Bearer shares must be deposited with a depositary, registered and holder(s) must be identified.*

Taxation of SOPARFIs
Corporate Income Tax

- A SOPARFI is subject to the aggregate combined tax rate of $\pm 28\%$ depending on the municipality of location.

Debt-Equity ratio

- An 85:15 debt-equity ratio is generally acceptable by the Luxembourg tax authorities for a shareholding activity.
- Within this limit, interests paid or accrued on debt are tax deductible and interest payments do not suffer any Luxembourg withholding tax (unless EU Savings Directive applies).

KEY FACTS
Net Wealth Tax

- A SOPARFI is subject to NWT at the rate of 0.5% up to a NWT base of €500 million, assessed on its net asset value (unitary value) as at January 1st of each year.
- Certain assets are exempt from NWT, notably qualifying participations, providing that relevant conditions are met.
- From 2017, the minimum Net Wealth Tax is €4,815, applicable to all SOPARFIs whose financial assets (participations, loans to affiliates, securities, cash) exceed 90% of their gross assets and €350,000.

Dividends Received

Dividends are tax exempt subject to the following criteria:

- The SOPARFI must own a minimum of 10% of the issued share capital of the underlying subsidiary (or an investment of at least €1.2 million).
- The subsidiary, whether or not non-resident, must be subject to a similar tax regime (minimum 11% corporate tax).
- Ownership of the interest in the subsidiary must have been held for a period of 12 months or the SOPARFI must have committed to hold the shares in the subsidiary for a 12-month period from the date the dividend has been received.

Outgoing Dividends

- Dividends paid to corporate shareholders established in an EU, a DTT, or an EEA country should not be withheld at source if the beneficiary of such dividends is subject to the above mentioned conditions. In other cases, a 15% withholding tax should be imposed on distributions.

Liquidation Proceeds

- Liquidation proceeds received by a SOPARFI from a subsidiary are tax exempt in Luxembourg under certain conditions.
- Liquidation proceeds paid by a SOPARFI to its shareholder are tax exempt.

Interest

- Interest received is fully taxable at the corporate tax rate.
- Interest paid abroad is tax exempt subject to EU Interest and Royalty directive (Directive 2003/49/EC).
- The debt equity-ratio may not exceed 85:15.

Capital Gain Exemption

To qualify for capital gain exemption, the SOPARFI investment in the subsidiary must be 10% (or €6 million) and seller must have held the corresponding shares for a period of 12 months.

Royalties

- A total of 80% of royalty and other net income (e.g., capital gains) derived from intellectual property rights (copyrights on software, patents, trademarks, designs, models and even internet domain names) is tax exempt.
- The balance (20%) is taxable at the corporate rate, giving an effective tax rate of approximately 6% depending on the municipality of location.
- Royalties paid abroad are tax exempt subject to EU Interest and Royalty directive (Directive 2003/49/EC).
- Attention! This regime has been repealed since 1 July 2016 and as such abolished.
- Future: Luxembourg IP Box 2.0, in process of implementation.

KEY FACTS
VAT

- VAT applies to the transfer and exploitation of intellectual property rights by a SOPARFI.
- Current standard VAT rate: 17%.

Double Tax Treaties

The SOPARFI is eligible to use Luxembourg's extensive network of Double Tax Treaties.

Liquidation – Depreciation – Recapture Rule

- The exemption of incomes coming from subsidiaries (dividends, capital gains, etc.) is limited to the net incomes. Expenses directly in relation with gross incomes are not deductible. Expenses deducted during the current financial year and expenses deducted during the previous financial years are deductible from the amount of capital gains.
- Depreciation of participations is allowed.
- Liquidation losses are fully deductible.
- From 2017 losses can be carried forward indefinitely (limited to 17 years).

PRIVATE WEALTH MANAGEMENT COMPANY
(Société de Gestion de Patrimoine Familial – SPF)

The Private Wealth Management Company (SPF) is aimed at private investors and individuals. It is fully tax exempt on income received from shares, bonds, notes, mutual funds, deposit accounts and any financial instrument.

Eligible investors

An SPF is only open to investors managing their private wealth, in particular:

- An individual or group of closely related individuals managing his/their private wealth
- Private wealth entities acting for one or more individuals (which include trusts, foundations, anstalts, stichtings, etc.)
- Intermediaries acting for shareholders in either of the above two categories

Legal Forms of an SPF

An SPF can be established under legal form of (among others):

- SARL: requires capital of €12,000, a minimum of one associate and one manager
- SA: requires capital of €31,000 (of which at least 25% must be paid in), a minimum of one shareholder and one director, as well as a statutory auditor
- SCA: requires capital of €30,000 (of which at least 25% must be paid in), a minimum of two shareholders, a general partner (*actionnaire comandité*) and a limited partner (*actionnaire comanditaire*), and one manager, as well as three statutory auditors
- COOPSA: a co-operative company that has adopted the form of a public limited liability company allowing variable capital, requiring a minimum of one shareholder and one director

KEY FACTS
Permitted Activities of an SPF

An SPF is strictly limited to the acquisition, holding, management and disposal of financial assets and can passively invest in any type of security. It cannot undertake commercial trading activities or be involved in the management of any other company and cannot hold real estate, intellectual property or grant interest-bearing loans.

Financial assets an SPF can hold include:

- Shares or equivalent in public or private companies, including SOPARFIs
- Bonds
- Warrants
- Derivatives, put/call options on securities, indexes and currencies
- Interests in securitisation and investment funds
- Deposit accounts

Taxation of an SPF

At the level of the SPF

- Exempt from corporate income tax, municipal business tax and net wealth tax
- A subscription tax of 0.25% is applicable on the paid-in share capital, including share premium with a minimum of €100 and maximum of €125,000 a year
 - Subscription tax also applies to that part of the debt (if any) that exceeds an equity-to-debt ratio of 1 to 8
- Not entitled to benefit from Luxembourg's double tax treaties or the EU Directives
- Any dividend and interest payments on financial assets received by an SPF might be subject to withholding tax, if any, in the State of source in accordance with the domestic tax rules of that State

At the level of the shareholders

- No withholding tax on the distribution of profits from an SPF to its shareholders and on liquidation proceeds
- Withholding tax levied at source on the interest paid on the advances and debt of the SPF to individuals at a rate of 10% for Luxembourg residents, 35% for EU residents and 0% in all other cases

Our local Luxembourg office can provide all services required for the establishment and ongoing representation and administration of SOPARFIs and SPFs.

Please contact any Trident Trust office worldwide for further information about our services and fees. Office contact details are included on the following page.

Trident Trust Company (Luxembourg) S.A.
 Vega Center, Parc d'activités, 75
 L-8308 Capellen
 G.-D. Luxembourg
 Tel +352-26-30-28-48
 Fax +352-26-30-28-49
luxembourg@tridenttrust.com

EUROPE
GUERNSEY

Trident Trust Company (Guernsey) Ltd
 Tel +44-1481-727571
 Fax +44-1481-723162
 guernsey@tridenttrust.com

ISLE OF MAN

Trident Trust Company (IOM) Ltd
 Tel +44-1624-646700
 Fax +44-1624-620588
 iom@tridenttrust.com

JERSEY

Trident Trust Company Ltd
 Tel +44-1534-733401
 Fax +44-1534-727195
 jersey@tridenttrust.com

LUXEMBOURG

Trident Trust Company (Luxembourg) S.A.
 Tel +352-26-30-28-48
 Fax +352-26-30-28-49
 luxembourg@tridenttrust.com

MALTA

Trident Trust Company (Malta) Ltd
 Tel +356 21 434 525
 Fax +356 21 434 595
 malta@tridenttrust.com

SWITZERLAND

Zurich
Trident Corporate Services AG
 Tel +41-44-396 1080
 Fax +41-44-396 1081
 switzerland@tridenttrust.com

Geneva

Integritas Trust S.A.
 Tel +41-22-715-2760
 Fax +41-22-732-3674
 switzerland@integritastrust.com
 www.integritastrust.com

UNITED KINGDOM

Trident Trust Company (UK) Ltd
 Tel +44-20-7935-1503
 Fax +44-20-7935-7242
 uk@tridenttrust.com

Trident Company Services (UK) Ltd

Tel +44-20-7487-0460
 Fax +44-20-7487-0461
 corpserVICES@tridenttrust.com

THE AMERICAS / CARIBBEAN
BAHAMAS

Trident Corporate Services (Bahamas) Ltd
 Tel +1-242-322-6154
 Fax +1-242-328-1064
 bahamas@tridenttrust.com

Integritas Trust Company Ltd

Tel +1-242-322-2200
 Fax +1-242-322-2030
 bahamas@integritastrust.com
 www.integritastrust.com

BARBADOS

Trident Corporate Services (Barbados) Ltd
 Tel +1-246-621-0760
 Fax +1-246-431-0591
 barbados@tridenttrust.com

BRITISH VIRGIN ISLANDS

Trident Trust Company (BVI) Ltd
 Tel +1-284-494-2434
 Fax +1-284-494-3754
 bvi@tridenttrust.com

CAYMAN ISLANDS

Trident Trust Company (Cayman) Ltd
 Tel +1-345-949-0880
 Fax +1-345-949-0881
 cayman@tridenttrust.com

NEVIS

Meridian Trust Company Ltd
 Tel +1-869-469-1333
 Fax +1-869-469-0968
 nevis@tridenttrust.com

PANAMA

Trident Trust (Panama) S.A.
 Tel +507-302-7494
 Fax +507-302-7497
 panama@tridenttrust.com

UNITED STATES

New York
Trident Corporate Services, Inc
 Tel +1-212-840-8280
 Fax +1-212-944-5923
 nyc@tridenttrust.com

Atlanta

Trident Corporate Services, Inc
 Tel +1-404-233-5275
 Fax +1-404-233-9629
 usa@tridenttrust.com

Sioux Falls

Trident Trust Company (South Dakota) Inc
 Tel +1-605-679-4355
 Fax +1-605-679-4357
 sd@tridenttrust.com

Miami

Integritas, Inc
 Tel +1-305-405-9006
 Fax +1-305-416-3143
 usa@integritastrust.com
 www.integritastrust.com

US VIRGIN ISLANDS

Trident Trust Company (VI) Ltd
 Tel +1-340-774-7322
 Fax +1-340-776-0651
 usvi@tridenttrust.com

ASIA / PACIFIC
HONG KONG

Trident Corporate Services (Asia) Ltd
 and **Trident Trust Company (HK) Ltd**
 Tel +852-2805-2000
 Fax +852-2850-4090
 hongkong@tridenttrust.com

NEW ZEALAND

Trident Trust Company (NZ) Ltd
 Tel +64-9-300-6067
 Fax +64-9-379-6973
 nz@tridenttrust.com

SINGAPORE

Trident Trust Company (Singapore) Pte Ltd
 Tel +65-6653 1800
 Fax +65-6653 1849
 singapore@tridenttrust.com

MIDDLE EAST / AFRICA
CYPRUS

Trident Trust Company (Cyprus) Ltd
 Tel +357-258-20-650
 Fax +357-253-61-857
 cyprus@tridenttrust.com

Trident Fiduciaries (Middle East) Ltd

Tel +357-253-53-520
 Fax +357-258-18-808
 fiduciariesme@tridenttrust.com

DUBAI

Trident Trust Company (UAE) Ltd
DMCC Branch
 Tel +971-4-423-9988
 Fax +971-4-450-4411
 dubai@tridenttrust.com

MAURITIUS

Trident Trust Company (Mauritius) Ltd
 Tel +230-210-9770
 Fax +230-210-1266
 mauritius@tridenttrust.com

SEYCHELLES

Trident Trust Company (Seychelles) Ltd
 Tel +248-4-422-000
 Fax +248-4-422-010
 seychelles@tridenttrust.com