Luxembourg

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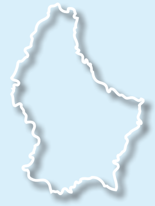
Investment basics



Currency
Euro (EUR)

Foreign exchange control
No

Accounting principles/financial statements
Luxembourg GAAP/IFRS. Financial statements must be prepared annually.

Principal business entities
These are the public company (*societe anonyme or SA*), private limited company (*societe à responsabilité limitee or Sàrl*), partnership and branch of a foreign corporation.

Corporate taxation

Residence
A company is resident in Luxembourg if its legal seat or central administration is in Luxembourg.

Basis
Residents are taxed on worldwide income; nonresidents are taxed only on Luxembourg-source income. Foreign-source income derived by residents generally is subject to corporation tax in the same way as Luxembourg-source income. Branches are taxed in the same way as subsidiaries.

Taxable income
Taxable income is calculated based on the profit as stated in the commercial balance sheet, plus certain adjustments provided for under the tax law (e.g. nondeductibility of taxes, exemption for dividends, etc.).

Taxation of dividends
Dividends received by a resident company are included in taxable income, unless the participation exemption regime applies.

Capital gains
Capital gains generally are included in taxable income and taxed at the standard corporate tax rate. However, capital gains derived from the sale of shares may be exempt from corporate income tax in certain cases.

Losses
Losses may be carried forward indefinitely. The carryback of losses is not permitted.

Rate
A corporate income tax rate of 21% applies to a company whose taxable income exceeds EUR 15,000; otherwise, the rate is 20%. A municipal business tax also may be levied (see "Other" below).

Surtax
Corporate income tax is increased by a contribution of 7% to the unemployment fund.

Alternative minimum tax
As from 1 January 2016, the minimum corporate income tax is abolished and is replaced by a minimum net worth tax (see under "Other taxes on corporations," below).

Foreign tax credit
Foreign tax paid may be credited against Luxembourg tax if the foreign tax is comparable to Luxembourg corporate income tax. The credit is limited to the amount of Luxembourg income tax payable on the foreign income.

Participation exemption
Dividends and capital gains derived by a qualifying entity from a qualifying shareholding may be exempt from Luxembourg corporate income tax and municipal business tax, notably, if the entity deriving the income holds or commits to hold the participation, directly or indirectly, for an uninterrupted period of at least 12 months and the participation does not fall below 10% or below an acquisition price of EUR 1.2 million (EUR 6 million for capital gains) throughout that period.

As from 1 January 2016, dividend payments received by an eligible Luxembourg parent entity from an eligible subsidiary located in another EU member state will not be exempt under the participation exemption regime in cases where the payments are deductible in that other member state. The benefits of the participation exemption regime also will not apply where the transaction qualifies as an abuse of law under the general anti-abuse rule incorporated into the participation exemption regime for dividends as from 1 January 2016.

Holding company regime
See "Participation exemption" above.

Incentives
A global investment tax credit is available for 7% of the acquisition value of the first EUR 150,000 of investments made during the year, and 2% of the excess over EUR 150,000. A supplementary investment tax credit of 12% of the acquisition value of qualifying investments made during the tax year also is available.

For intellectual property rights acquired or established after 31 December 2007, 80% of income resulting from the exploitation of the rights and 80% of the capital gains arising from disposal of the rights is exempt from tax. Qualifying rights also are exempt from net worth tax. However, this regime is repealed as from 1 July 2016 for corporate income tax/municipal business tax purposes, and as from 1 January 2017 for net worth tax purposes. "Grandfathering" rules will apply, and the transitional period will be subject to certain safeguard conditions. A replacement intellectual property regime is expected to be presented.

A 0% tax liability is provided for qualifying investment fund vehicles.

Various tax incentives are available for shipping companies (e.g. tax credits, municipal business tax exemption).

Withholding tax

Dividends

Dividends paid to a nonresident company generally are subject to withholding tax at 15%, unless the rate is reduced under a tax treaty. No tax is withheld on dividends paid to a qualifying company under the EU parent-subsidiary directive, except if the transaction qualifies as an abuse of law under the general anti-abuse rule. Luxembourg has extended the benefits of the directive to parent companies resident in non-EU tax treaty countries, provided conditions similar to those under the Luxembourg participation exemption are satisfied and the parent company is subject to a tax similar to Luxembourg corporate income tax.

Interest

Luxembourg does not levy withholding tax on interest. However, profit-sharing bonds and debt instruments with remuneration linked to the issuer's profits are taxed as dividends at a 15% rate.

Royalties

Luxembourg does not levy withholding tax on royalties.

Technical service fees

Luxembourg does not levy withholding tax on technical service fees.

Branch remittance tax

No

Other taxes on corporations

Capital duty

No (except in particular cases). A registration fee of EUR 75 is imposed on incorporation or amendments to bylaws.

Payroll tax

No

Real property tax

Municipalities in Luxembourg impose a land tax of 0.7% to 1% on the unitary value of real property, including industrial plants. This is multiplied by coefficients fixed by each municipality and varies according to the type of real property.

Social security

Employers must make social security contributions (including for pension, illness and accident insurance) on behalf of their employees at a total rate of 12.42% to 15.90%, depending on various factors.

Stamp duty

Stamp duty is levied at various rates on the registration of notary deeds, bailiff deeds and certain acts of the judiciary.

Transfer tax

Transfer tax is mainly applicable to the transfer of immovable property. The basic rate is 6%, plus a 1% transcription tax. For real estate located in the municipality of Luxembourg, an additional charge amounting to 50% of the transfer tax is imposed. Exemptions are available.

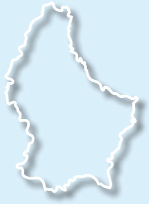
Other

Municipal business tax may be imposed at rates ranging from 6% to 12%, depending on where the undertaking is located.

A net worth tax of 0.5% on total net assets up to EUR 500 million and 0.05% on total net assets of EUR 500 million or more (subject to the minimum net worth tax requirements described below) is imposed on taxpayers subject to corporate income tax, but an exemption from, or a reduction in, the tax may be available.

A minimum net worth tax is applicable as from fiscal year 2016 (replacing the minimum income tax). Luxembourg collective entities that own qualifying holding and financing assets exceeding 90% of their total balance sheet, and whose total balance sheet exceeds EUR 350,000, are subject to a minimum net worth tax of EUR 3,210; the minimum net worth tax is EUR 535 where the total balance sheet is up to EUR 350,000.

Other Luxembourg companies are subject to a progressive minimum net worth tax, depending on the total balance sheet asset value. The tax ranges from EUR 535 (for a total balance sheet up to EUR 350,000) to EUR 32,100 (for a total balance sheet exceeding EUR 20 million).



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For tax-consolidated Luxembourg collective entities, all entities in the group are subject to the minimum net worth tax (payable by the parent entity). However, the aggregate amount due by a tax consolidated group is limited to EUR 32,100.

The minimum net worth tax is reduced by the corporate income tax due the previous year.

Other taxes include gift tax, customs duty, subscription tax and registration taxes (e.g. lease contracts and loan agreements).

Anti-avoidance rules

Transfer pricing

Luxembourg has specific transfer pricing legislation requiring transactions between related parties to be conducted on arm's length terms. The tax authorities can request documents to investigate transactions with related parties.

A company may request an advance pricing agreement from the Luxembourg tax authorities. An administrative fee will apply.

Thin capitalization

There is no specific legislation but, in practice, the tax administration uses a debt-to-equity ratio of 85:15 for the financing of participations.

Controlled foreign companies

No

Disclosure requirements

No

Compliance for corporations

Tax year

The tax year for a company is either the calendar year or the company's accounting year ending in a particular calendar year.

Consolidated returns

Fiscal consolidation is allowed for corporate and municipal business tax purposes, but not for net worth tax purposes. A fiscal unity may be formed vertically by a Luxembourg company, or a Luxembourg permanent establishment of a foreign company subject to tax corresponding to Luxembourg corporate income tax, and its wholly owned (at least 95%) Luxembourg subsidiaries/Luxembourg permanent establishments of a foreign company that are subject to a tax equivalent to Luxembourg corporate income tax.

Under certain conditions, a horizontal fiscal unity also is possible between companies with the same direct or indirect parent company (without the parent company forming part of the consolidation).

Filing requirements

Corporate income tax, net worth tax and municipal business tax returns must be submitted before 31 May of the following tax year. This date may be extended upon request. Tax returns must be stated in euros, although, in certain circumstances, a company may determine its taxable income in a currency other than the euro.

Capital companies (i.e. SAs, Sàrls and partnerships limited by shares) may be entitled to self-assessment.

Luxembourg companies may file their corporate income tax, net worth tax and business tax returns either via an electronic filing tool or in paper format.

Penalties

A 0.6% monthly interest charge applies for failure to pay or for late payment of tax. Failure to submit the tax return, or late submission, results in a penalty of 10% of the tax due and a fine up to EUR 1,239.47. In the case of a late payment authorized by the tax authorities, the rate ranges from 0% to 0.2% per month, depending on the period of time.

Rulings

Luxembourg operates a system known as Advance Tax Analysis, enabling taxpayers to request an advance tax decision from the Luxembourg tax authorities. An administrative fee will apply.

Personal taxation

Basis

Resident individuals are taxed on their worldwide income. Nonresidents are taxed only on Luxembourg-source income.

Residence

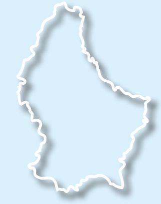
An individual is considered a resident of Luxembourg if he/she is domiciled in Luxembourg or his/her customary place of abode is in Luxembourg.

Filing status

Married individuals are jointly taxable. Taxpayers may elect for joint taxation under the same conditions as those that apply to individuals linked by a legal partnership.

Taxable income

Luxembourg law distinguishes several categories of income, including income from employment, self-employment, agriculture and business. Losses from one category of income generally may be set off against income from another category in the same year.



Investment income in the form of dividends is subject to withholding tax.

Capital gains

Short-term capital gains are taxed as current income (at progressive rates up to 40%); long-term gains receive more favorable treatment, including an exemption of EUR 50,000 for gains realized in a 10-year period and taxation of the remaining long-term gains at 50% of the taxpayer's global rate. Gains derived by an individual from real estate are considered long-term if the property was held for more than two years. Gains on an individual's private residence normally are exempt. Gains derived by an individual on shares are long-term if the shares were held for more than six months, and are taxable only if the shareholding exceeds 10%. Gains on movable assets are exempt if the assets were held for more than six months.

Deductions and allowances

Subject to certain restrictions, deductions are permitted for the following: insurance premiums for life, accident and sickness policies; individual pension schemes; alimony and annuities; childcare and housekeeping costs; charitable contributions; interest on personal and mortgage loans; and home saving and loan schemes. Allowances are granted for employment income, dividend and interest income and pension income. Single parents may benefit from an additional abatement.

Rates

Progressive rates up to 40% apply. Income tax due is increased by: (1) a contribution of 7% to the employment fund (9% for income exceeding EUR 150,000); (2) a 1.4% dependency contribution; and (3) a temporary 0.5% tax to balance the state budget.

Investment income in the form of dividends is subject to a 15% withholding tax. See also "Capital gains" above.

Other taxes on individuals

Capital duty

No

Stamp duty

Stamp duty usually is levied on the registration of notary deeds, bailiff deeds and certain acts of the judiciary.

Capital acquisitions tax

Certain gifts and donations must be registered (notably, those involving immovable property). The rates range from 1.8% to 14.4%, depending on the relationship between the donor and donee.

Real property tax

Municipalities in Luxembourg impose a land tax of 0.7% to 1% on the unitary value of real property, including industrial plants. This is multiplied by coefficients fixed by each municipality, and varies according to the type of real estate.

Inheritance/estate tax

To the extent the deceased was resident in Luxembourg at the time of his/her death, inheritance tax is levied in Luxembourg. The tax base is the market value of the entire net estate inheritance at the time of death. Rates range from 0% to 48%, depending on the proximity of the relationship and the amount of the assets bequeathed to each beneficiary. Exemptions are applicable in certain cases.

Net wealth/net worth tax

No

Social security

Social security contributions apply to wages and salaries and are due from both the employer (at rates of approximately 12% to 15%) and the employee (at 11%). Contributions for both employers and employees are computed on a capped basis (approximately EUR 115,500 for 2016), and must be withheld by the employer. Self-employed individuals must register for social security purposes and pay approximately the same rates as the combined rates for an employer and an employee.

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Compliance for individuals

Tax year

Calendar year

Filing and payment

Tax returns are due by 31 March of the year following the tax year. The filing deadline may be extended at the taxpayer's request. Self-employed individuals must make quarterly prepayments of tax, in amounts that are fixed by the tax authorities based on the most recent final assessment.

Penalties

Late payment of tax triggers automatic default interest of 0.6% per month. Failure to submit a tax return, or late submission, is subject to a penalty of 10% of tax due and a fine up to EUR 1239.47. If late payment is authorized by the tax authorities, the rate ranges from 0% to 0.2% per month.

Value added tax

Taxable transactions

VAT is levied on the supply of goods and services.

Rates

The standard rate is 17%. An intermediate rate of 14% applies, e.g. to the management and safekeeping of securities, the sale of wine and printed advertising materials. A reduced rate of 8% applies, e.g. to the supply of gas and electricity; and a super-reduced rate of 3% applies, e.g. to the sale of books, the supply of water, pharmaceuticals, most food products and radio and television broadcasting services. VAT exemptions may apply on certain services, including some financial, health and medical services and leasing of immovable property.

Registration

In principle, taxpayers must be VAT registered (derogation may apply under certain conditions).

Filing and payment

As a minimum, a taxpayer must file an annual VAT return. Based on annual turnover, taxpayers also may be requested to file monthly or quarterly VAT returns, in addition to the annual return.

Other

Taxpayers with an annual turnover of less than EUR 25,000 benefit from a VAT franchise regime.

Source of tax law: Law of 4 December 1967, as amended, on Income Tax; Law of 12 February 1979, as amended, on Value Added Tax

Tax treaties: Luxembourg has 75 effective tax treaties.

Tax authorities: Administration of Direct Contributions, the *Administration de l'Enregistrement et des Domaines* (indirect taxes) and the Administration of Customs & Excise