

# Doing business guide

## Understanding the Kingdom of Saudi Arabia's tax position





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# About the Kingdom of Saudi Arabia

"The Kingdom of Saudi Arabia is the largest oil-producing country in the world"

A country located in the Arabian Peninsula, the Kingdom of Saudi Arabia (KSA, Saudi Arabia or The Kingdom) is the largest oil-producing country in the world.

Throughout this guide, we have provided our comments with respect to KSA, unless noted otherwise.

<b>Population (2021)</b>	35.3 Million
<b>GDP (2021)</b>	USD 833.5 Billion
<b>GDP Growth (2021)</b>	3.24% (Annual)
<b>Inflation (2021)</b>	3.06% (Consumer prices, annual)
<b>Labor Force (2021)</b>	16.14 Million
<b>Key industries</b>	Crude oil production, petroleum refining, petrochemicals, ammonia, industrial gases, sodium hydroxide, cement fertilizer, plastics metals, ship repair, aircraft repair, construction

Source: <https://data.worldbank.org/indicator/FP.CPI.TOTL.ZG?locations=SA>





# Market overview

<b>Government</b>	
<b>Chief of State</b>	Crown Prince Mohammed bin Salman Al Saud
<b>Head of Government</b>	Crown Prince Mohammed bin Salman Al Saud
<b>Legal system</b>	Islamic (Shari'a) legal system with some elements of Egyptian, French, and customary law; note - several secular codes have been introduced; commercial disputes are handled by special committees.
<b>Administrative divisions</b>	
13 provinces (mintaqat, singular - mintaqah); Al Bahah, Al Hudud ash Shamaliyah (Northern Border), Al Jawf, Al Madinah (Medina), Al Qasim, Ar Riyad (Riyadh), Ash Sharqiyah (Eastern), 'Asir, Ha'il, Jazan, Makkah (Mecca), Najran, Tabuk.	
Source: Central Intelligence Agency Factbook, the Economist Intelligence Unit	
<ul style="list-style-type: none"> <li>The King is also advised by a legislative body called the Consultative Council (Majlis Al-Shura). The Council proposes new laws and amends existing ones. The Council members are appointed by the King for four-year terms that can be renewed.</li> <li>The country is divided into 13 provinces, with a governor and deputy governor in each one. Each province has its own council that advises the governor and deals with the development of the province.</li> <li>As Saudi Arabia is an Islamic state, its judicial system is based on Islamic law (Shari'a). The King acts as the final court of appeal and can issue pardons. There are also courts in the Kingdom. The largest are the Shari'a courts, which hear most cases in the Saudi legal system.</li> <li>In recent years, conscious efforts have been made by the government to reduce bureaucracy at all levels and transform government departments by introducing online services and increasing automation in several ministries.</li> </ul> <p><b>The country is divided into 13 provinces, with a governor and deputy governor in each one.</b></p> <ul style="list-style-type: none"> <li>King Salman chairs the Saudi Supreme Economic Council, which is in charge of overseeing the formulation of economic policy and encouraging foreign investment</li> </ul> <p><b>Industries of opportunity</b></p> <ul style="list-style-type: none"> <li>Real estate, hospitality and construction are the key industries in terms of opportunities in Saudi Arabia. A growing population, increasing urbanization, inflow of religious tourism, ease of doing business, and a focus on economic diversification have all paved the way for increased investment potential in the country.</li> <li>The government plans to construct multiple schools and hospitals in the Kingdom in the next 5 years. Moreover, the government is also focusing on developing economic cities, industrial hubs and healthcare facilitates that offer investment and business opportunities.</li> </ul>	

## Economy – overview

The economy of Saudi Arabia is primarily dependent on revenues from the oil and gas sector. Rising oil prices in the last decade (until 2014) fueled the Kingdom's growth and resulted in the lowering of government debt and an increase of fiscal surpluses. However, post summer 2014, the economy has been under the impact of declining oil prices.

- In order to reduce its reliance on the oil and gas sector, the government aims to diversify its economy by continuously utilizing the revenues from the oil and gas sector to support the growth of non-oil sectors, such as infrastructure, construction, education, tourism and manufacturing.
- Saudi Arabia is also working on improving the business climate and increasing access to finance, especially for small and medium enterprises.
- The construction of "economic cities" is central to development plans. The government has launched projects to establish new cities at different locations across the country. These cities are planned as hubs for petrochemicals, mining and logistics industries as well as for a knowledge-based economy.

## Vision 2030

The Council of Ministers has approved Vision 2030, and the salient features are as follows:

- To raise the non-profit sector's contribution to GDP from less than 1% to 5%
- To increase household savings from 6% to 10% of total household income
- To raise ranking on the E-Government Survey Index to be among the top 5 nations
- To raise ranking in the Government Effectiveness Index, from 80 to 20
- To increase non-oil government revenue from SAR 163 billion to SAR 1 trillion

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"

## NEOM

- In 2017, Prince Mohammed bin Salman first unveiled NEOM, KSA's flagship business and tourism development. Located on the Red Sea coast, NEOM is a central project in the 2030 Vision outlining the Kingdom's plans to diversify the economy.
- NEOM is a Vision of what a New Future might look like (in fact, NEOM means, "new future"). It is an attempt to do something that has never been done before and it is coming at a time when the world needs fresh thinking and new solutions.
- The NEOM project is set to transform the Kingdom into a leading global innovation and trade hub through the introduction of value chains of traditional and future industries and technologies to stimulate local industries, private sector job creation and GDP growth. NEOM will be backed by more than \$500 billion over the coming years by the Public Investment Fund of Saudi Arabia, as well as local and international investors.
- It will be the home and workplace for more than a million citizens from around the world. It will include towns and cities, ports and enterprise zones, research centers, sports and entertainment venues and tourist destinations.
- NEOM offers unique opportunities and advantages to leading investors and business owners worldwide. It will enable them to gain direct access to both Saudi and global markets, given its unique geographic location linking three continents.

# Entering the market

"The official language is Arabic, therefore all documents are first required to be translated into Arabic by an official translator"

## Doing business in Saudi Arabia

### Official language

The official language is Arabic, therefore all documents are first required to be translated into Arabic by an official translator and thereafter submitted to the relevant government authority.

### Procedures for setting up a business

The procedures for setting up a business are as follows:

- Obtain the investment license from the Ministry of Investment (MISA)
- Open a bank account with a local bank in KSA for depositing the initial capital
- Obtain a commercial registration (CR) from the Ministry of Commerce and Industry (MOCI)
- Register with the Chamber of Commerce
- Register with the Customs department

- Obtain a municipality license
- Register with the Ministry of Labor
- Register with the General Organization for Social Insurance (GOSI)
- Register with the General Authority of Zakat and Tax (ZATCA)



## **Procedures for starting a business in Saudi Arabia**

The KSA Ministry of Commerce and Investment has reduced the procedures for starting a business as part of the 2020 National Transformation Program and the Kingdom's 2030 Vision. Investors who are interested in starting a business in KSA must follow the four steps listed below:

license from the Ministry of Investment of Saudi Arabia (MISA) before starting the above procedures. Given that all the required documents should be translated into Arabic language for filing with the authorities, it may take approximately 3 to 4 months to obtain the commercial registration (CR) from the Ministry of Commerce and Industry.

1. Send their corporate founding contract electronically to the Notary Public (no human involvement is required). This excludes joint-stock companies.

2. Authentication of the corporate founding contract which will be affected by the Notary Public, without prior appointment, or by one of the authorized authenticators. Settle the payment for the full bill (Commercial Registration, Chamber of Commerce subscription and the cost of electronic publishing of the contract) on the SADAD e-payment System.

Subsequently, the electronic C.R., Chamber of Commerce subscription, file opening with the Ministry of Labor and Zakat and the registration in the General Authority for Zakat and Income will all be done and completed through one step only on a consolidated e-portal, without any human intervention. Finally, the corporate contract will be published in "Amali" e-newspaper.

3. An instant electronic license will be issued through an e-portal called "Baladi", which belongs to the Ministry of Municipal and Rural Affairs. The registration in the national post (Wasil) will then automatically be completed.

Electronic services can be accessed on the business e-portal, which can be easily accessed on the following link:  
[com.cr.sa](http://com.cr.sa)

Any non-resident who intends to set up a branch or an Limited Liability Company (LLC) in KSA is required to obtain the investment

## Foreign investment incentives and restrictions

In April 2000, the Supreme Economic Council enacted the Foreign Investment Act (FIA), which is a broad framework within which non-Saudis are permitted to invest in the Kingdom in minority, majority or 100%-foreign-owned ventures. In February 2001, Saudi Arabia's Supreme Economic Council approved a "negative list" of economic sectors barred to majority-foreign-owned firms, thus clarifying the issue of where in the economy foreigners may invest. The list was published as secondary legislation to the FIA and was earmarked for annual revision. It is also, in the words of the government, to be interpreted "flexibly". By default, those sectors not included on the list should be regarded as legally open to majority-foreign-owned companies.

In August 2002, a new, shorter list consisting of 15 areas of the economy restricted from foreign investment replaced the original negative list of 22 areas. The present negative list includes oil exploration, drilling and production; real estate brokerage; and land and air transport. Foreign investment is now officially permitted in insurance, power transmission and distribution, education and pipelines.

The FIA aims to provide equal treatment for non-Saudi firms, stating in Article 5 of the Implementing Regulations for the Foreign Investment Law that a foreign

venture "shall enjoy all the benefits, incentives and guarantees enjoyed by a national project". The FIA includes guarantees on the free repatriation of profits and capital, and it provides a clause that foreign-owned assets may be expropriated only in exceptional circumstances, in return for full compensation. It offers the right to buy property and allows ventures to sponsor their own employees (previously denied to 100%-foreign-owned ventures).

MISA's primary goal is to facilitate and encourage investment (both local and foreign).

The FIA established MISA, an entity with sole responsibility for approving foreign-investment projects. This includes a mandate to regulate the investments made by foreign entities to ensure consistency with national interests. MISA also has responsibility for developing more detailed legislation to flesh out the framework established by the FIA. However, MISA's primary goal is to facilitate and encourage investment (both local and foreign) wherever possible.

MISA's Investors Service Center (ISC) ([www.misa.gov.sa/en/](http://www.misa.gov.sa/en/)) serves as a one-stop shop to facilitate the investment

process for foreign companies, minimizing the number of bureaucratic steps required before investment can take place. The ISC comprises three divisions, each focused on particular steps in the investment process:

- **The Investors Service Unit** – ensures that initial approval forms are completed and that documentation is handled properly.
- **The License Follow-up Unit** – rechecks investment applications, notifies the investor of any omissions, collects the appropriate application fees and then registers the new venture.
- **The Government Relations Unit** – helps investors to establish contacts with other government agencies to eliminate obstacles hindering the licensing of a project. Nine ministries are represented at the ISC.

The government has courted foreign companies willing to invest in the petrochemicals business (which is not included on the negative list), especially around the industrial cities of Jubail and Yanbu. The substantial incentives it has

made available have already attracted a number of firms to the sector. However, the foreign investors that have been most successful in petrochemicals have typically been those seeking joint ventures with Saudi Arabian Basic Industries Corporation (SABIC), the majority-state-owned industrial giant. The government has looked most favorably on joint ventures

with Saudi partners in other sectors as well. Prior to the passage of the FIA, operations that were 100%-foreign-owned could not gain access to the same tax treatment, funding and other incentives available to joint ventures. Fully foreign-owned companies still remain the exception rather than the norm.

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There is a series of labor regulations that require foreign companies operating in the Kingdom to employ and train Saudi nationals.

#### **Tax rules for Special Integrated Logistics Zone issued by the General Authority of Civil Aviation (GACA)**

The Zone is located adjacent to the Riyadh international airport that offers certain incentives for prescribed activities to entities operating in the Zone.

The following incentives are offered to the Zone entities:

- 50 years tax holiday; including VAT and customs suspension
- No requirement to withhold tax from payments to non-residents subject to certain conditions
- 100% foreign ownership is allowed
- 100% suspension of customs and import restrictions
- No restrictions on capital repatriation
- Non-residents undertaking activities in the Zone would not create taxable presence (permanent establishment) in KSA

There is a series of labor regulations that require foreign companies operating in the Kingdom to employ and train Saudi nationals. All investment schemes must show that they meet requirements on employing and training Saudi nationals. After the commencement of the project, depending upon the nature of its work, an entity should, on a continuing basis, maintain its Saudization ratio; a failure to do so may lead to problems with authorities in renewals. Labor-intensive projects receive preferential treatment since the government seeks to combat rising local unemployment. Priority is given to high-technology projects which offer significant skills transfer. These requirements have been in place for some time but are being enforced with increasing rigor, and the licensing process offers officials a good opportunity to ensure that standards are being met.

100% foreign ownership is now allowed in trading activity on a case-by-case basis.

#### **Tax incentives**

The government has granted 10-year tax concessions to six underdeveloped provinces in the Kingdom, with the intention of attracting more investment on the start of any project. Investors will be granted a tax credit against the annual tax payable in respect of certain costs incurred on Saudi employees.

The tax credits will be offered in the following regions:

- Ha'il
- Jazan
- Najran
- Al-Baha
- Al-Jouf
- Northern territory

In early 2019 the ZATCA published a draft Special Economic Cloud Zone Law for general comments. The purpose of this law is to make Saudi Arabia a hub for new digital services, including cloud computing, through attracting investments in

informational technology and digital-based services and cloud computing services and related activity by offering tax and non-tax based incentives to prospective investors. However, the law has not been formally introduced as yet.

#### **Financial incentives**

- The ability to carry forward tax losses on balance sheets indefinitely (subject to change of ownership and performing same activity rules).
- Foreign investors have access to generous regional and international financial programs, including:
  - **Arab Fund for Economic and Social Development (AFESD)** - participates in financing economic and social development projects in Arab countries.
  - **Arab Monetary Fund** - promotes the development of Arab financial markets and trade among member states; advises member states on investment of resources.
  - **Arab Trade Financing Program** - provides medium and long-term loans to individuals and organizations for private and commercial trade.
  - **Inter-Arab Investment Guarantee Corporation** - provides insurance coverage for inter-Arab investments and export credits against commercial and non-commercial risks.
  - **Islamic Development Bank (IDB)** - participates in equity capital and grants loans for productive projects and enterprises. It accepts deposits to mobilize financial resources through Shari'a-compatible avenues.

#### **Exchange controls**

There are no significant restrictions on the inward or outward movement of funds by companies. Transfer operations are increasingly sophisticated and rapid, although occasional constraints on working hours or working days may cause a delay of one or two days in implementing orders.

Although there are no restrictions, the Saudi Arabian Monetary Authority (SAMA – the central bank) closely monitors foreign exchange transactions to deter speculation, fraud and money-laundering. Banks must report the export of riyal bank notes to SAMA and gain approval prior to the participation of foreign banks in riyal-

denominated syndicated loans or foreign-currency syndicated transactions arranged for non-residents. SAMA has shown considerable flexibility in its approach to such arrangements, however, and has co-operated speedily with the vast majority of transactions.

**Saudi Arabian Monetary Authority (SAMA – the central bank) closely monitors foreign exchange transactions to deter speculation, fraud and money-laundering.**

### Choice of business entity and setting up a company

#### Principal business entities

Limited liability company (LCC), joint stock company (JSC) and branch of a foreign entity.

### Types of licenses, minimum capital requirements and percentage of Saudi partnership

No.	License type	Minimum capital (SAR)	Minimum Saudi participation (%)
01	Commercial with Saudi partner	Foreign capital shareholding not less than SAR 20,000,000 and partnership not more than 75%.	25%
02	100% Foreign commercial	30,000,000	-
03	Communications	-	40%
04	Communications value added	-	30%
05	Insurance	-	40%
06	Reinsurance	-	40%
07	Property financing	-	40%
08	Property investment	The value of each project is not less than SAR 30,000,000 (covering land and construction); the land and building will be outside the perimeter of the two holy mosques	-
09	Management of construction projects, detailed engineering design and EPC contracts	-	25%
10	Public transport (bus transportation within cities)	500,000	30%
11	Public transport (metro transportation within cities)	500,000	20%
12	Joint stock company	500,000	-
	Practice other transport activities	10,000,000	-

\*Related to the limit of the cost of a single project to be constructed. There is no minimum limit for the capital of property development projects.

Source: misa.gov.sa/media/1100/misa-investment-manual-7th-edition-jan-2019-final.pdf

## Restrictions on licenses

No.	Activity	Restrictions
01	Trading licenses (With a Saudi partner)	<ul style="list-style-type: none"> <li>• Train 30% of Saudis</li> <li>• Not to open more than one shop per district</li> </ul>
02	Industrial licenses	<ul style="list-style-type: none"> <li>• The licensee must apply to the Ministry of Industry and Mineral Resources to obtain an industrial license along with the General Presidency of Meteorology and Environmental Protection to acquire environmental approval</li> </ul>
03	Scientific and technical office	<ul style="list-style-type: none"> <li>• The office may study the markets regarding the activity type of the company and prepare reports on any such study for the headquarters. The office shall submit to the Ministry of Investment annual summary on its activity</li> <li>• Office may not implement any contracts nor carry out any commercial or investment activity directly or indirectly in the Kingdom nor may it charge any fees for training the Saudi technicians</li> <li>• The company shall comply with all regulations and instructions applicable in the Kingdom of Saudi Arabia and this license will be withdrawn if the company has breached its terms and the relevant official entities will be so notified</li> <li>• The Ministry of Investment has the right to terminate or not renew the license whenever it is deemed that the role of the office is outside the purpose for which it is authorized</li> </ul>
04	Consulting license for technical & economic communication offices	<ul style="list-style-type: none"> <li>• The office may study markets and prepare reports of this study for concerned bodies in the countries that want to have a license. The office shall submit an annual summary of its businesses to the Ministry of Investment</li> <li>• The office is prohibited to execute any contracts, businesses, or investments in the Kingdom, directly or indirectly</li> <li>• The Ministry of Investment has the right to revoke the license or not to renew it whenever it deems that the office's role is beyond the authorized purpose</li> </ul>
05	Activities of holding companies	<ul style="list-style-type: none"> <li>• Obtaining the prior approval of the Ministry of Investment for each project to be established and any investment in it.</li> </ul>
06	Real estate license	<ul style="list-style-type: none"> <li>• Obtaining the prior approval of the Ministry of Investment on any property to be owned or invested in so that the cost of any project is not less than 30 million riyals for the land and building, provided that they are not within the boundaries of the cities of Mecca or Medina</li> </ul>
<p><b>The License Applicant(s) / Entity shall be committed to the following:</b></p> <ul style="list-style-type: none"> <li>• Obtaining the required post- Ministry of Investment license's governmental documents within 3 months of issuance of the Ministry of Investment license and obtaining the necessary documents or licenses from related government agencies - where required- before or after obtaining a Ministry of Investment license and the Ministry of Investment should be notified by the investor if difficulties are faced in doing so not less than 3 months from the project's scheduled start of operation.</li> <li>• Operating within the licensed field/ industry.</li> <li>• Implementing the project within the timeframe indicated in the application and within the licensed location or branch.</li> <li>• Using the licensed name - as per the Ministry of Investment and investment license in all government documents.</li> <li>• Renewing the Ministry of Investment license annually on time.</li> <li>• Receiving the Ministry of Investment follow-up officers, cooperating with them and furnishing all required documents and proof requested during the visit.</li> <li>• Not marketing or selling any non-licensed items inside the Kingdom of Saudi Arabia.</li> <li>• Respecting the intellectual property rights of others.</li> <li>• Taking all necessary measures to protect the environment.</li> <li>• Respecting all local laws and regulations issued by Saudi ministries/ agencies for the entity and its employees.</li> <li>• Notifying the Ministry of Investment of any change in contact address, P.O Box, email or phone and fax numbers within (10) working days of the change using Ministry of Investment designed forms no (13.01) from this manual.</li> <li>• Being aware of the Ministry's entitlement to licensing fees, and the financial compensation for subscription to the services of the Investor Relations</li> </ul>		
07	General restrictions and conditions to be followed by the investor after receiving the license	

No.	Activity	Restrictions
07	General restrictions and conditions to be followed by the investor after receiving the license	<p>Centers, for the entire period required for the license, and the inability to claim a refund for it or part of it when the facility's activity stops or the license is canceled before the end of its term for any reason.</p> <p><b>The Investor(s) acknowledges and undertakes:</b></p> <ul style="list-style-type: none"> <li>- To abide by all rules and regulation stated in the Foreign Investment Act issued under the Royal Decree No (M/1) dated (15/01/1421 H) and all of its corresponding Executive Rules and guarantee the authenticity of the documents, information and data presented herein with this application.</li> <li>- That the licensee shall be using the license issued by the Ministry of Investment only for the purpose for which the license issued. The Saudi Arabian Government and Ministry of Investment will not be held responsible towards any part for any acts of misconduct committed, directly or indirectly, by the licensee, whether inside or outside Saudi Arabia, in violation of any laws of Saudi Arabia or elsewhere. Furthermore, the Ministry of Investment reserves the right to revoke the license at any time if the licensee is convicted of any illegal acts or is deemed to pose a national threat.</li> <li>- That the purposes of this application is to obtain an investment license to start legitimate investment activity/activities. The investment license is revocable if at any time the data and information presented are found false or inaccurate.</li> <li>- That no final ruling/verdicts have been issued against the investor in violation of the Foreign Investment Act.</li> <li>- That no ruling/verdicts have been issued against the investor in monetary or commercial related violations whether inside or outside the Kingdom of Saudi Arabia.</li> <li>- That the investor(s) will transfer the capital declared in this application to a local bank once the investment license is issued.</li> <li>- That the investor(s) is not currently resident within the Kingdom of Saudi Arabia and that the investor(s) was not resident within the Kingdom of Saudi Arabia during the last 3 years.</li> <li>- That the applicant who has obtained the investment license shall use it for the licensed purposes and that the Saudi Government and the Ministry of Investment will not directly or indirectly assume any liability towards third parties whether inside or outside the Kingdom of Saudi Arabia for any non-statutory action</li> <li>- That the investor(s) have read and understood the above terms and conditions, commitments, obligations and undertakings and have agreed to them.</li> <li>- That the name(s) and signature(s) on this application belong to him/them or his/their legal representative and the signature of the letter is considered as his/heirs.</li> </ul>

Source: <https://misa.gov.sa/media/1302/misa-service-manual-v3-8th-edition-en-v10.pdf>

"The procedure for setting up a branch of a foreign company or LLC normally takes three to six months."

#### New Saudi Company Law

- The Saudi Arabian Ministry of Commerce and Investment (MOCI) introduced a new Company Law, effective 2 May 2016. Some of the key changes compared to the old Company Law are as follows:
  - The ability for a LLC to be formed by one shareholder rather than a minimum of two as required previously
  - Reducing the minimum share capital for JSCs (SAR 500,000 instead of SAR 2,000,000)
  - Reducing the minimum number of shareholders in JSCs to become two shareholders instead of the previous minimum requirement of five shareholders
  - Enforcing the need for an audit committee to monitor the company's business
  - Prohibition on the role of the chairman of the board and any other executive role in a company being combined
  - Dictating the "accumulated voting" methodology in electing the board of directors (i.e. each shareholder has voting rights equivalent to the number of shares it holds, which can be used for one nominee, or divided between nominees, without any duplication of votes. This system tends to favor minority shareholders)
  - Shareholders in an LLC can no longer be held personally liable for a company's debts if losses exceed 50% of the company's capital. Instead the company is dissolved by operation of law unless the shareholders resolve otherwise
  - The MOCI is responsible for supervising and regulating matters relating to all types of companies under the new regulation, except for "listed companies" as these will be the specialty of the Capital Market Authority (CMA)
- Special treatment for family companies and a legal framework specifically for holding companies
- Introduction of provisions relating to the issuance of debt instruments and sukuk financing by "listed companies" in accordance with the regulations of the capital markets
- Allowing companies to mortgage their shares and the shareholders of listed companies to participate in annual general meetings and vote on the decisions via modern technology (i.e. no need for physical presence)
- Requirement for companies to value their in-kind share capital contribution by a certified valuer
- Reduction from 50% to 30% of the statutory reserve which needs to be put aside each year by the company
- Following are the different types of business structures provided under the regulations for companies:
  - Branches of a foreign company - commonly used for foreign investors
  - LLC - commonly used for foreign investors
  - JSC
  - Limited partnership
  - Joint ventures
  - General partnership
- The procedure for setting up a branch of a foreign company or LLC normally takes three to six months.

## Key differences between foreign branch, LLC and JSC

	Branch of foreign company	LLC	JSC
<b>Minimum capital requirement</b>	Normally SAR 500,000 (but can be lower or higher depending upon the nature of activity)	SAR 500,000	SAR 500,000 or SAR 5,000,000 (in case of single shareholder)
<b>Minimum shareholder</b>	Not applicable	One shareholder  If the number of shareholders exceeds 50, the company has to be converted into a JSC within a year. If the company is not converted into a JSC, the LLC will be dissolved by operation of law with certain conditions.	Two shareholders  Single shareholder is allowed with a minimum capital of SAR 5,000,000 and certain other conditions.
<b>Losses exceed 50% of capital</b>	In case of a foreign branch, the HO's liability may not be restricted to the extent of the branch's capital.  If losses exceed 50% of capital, the shareholders must meet within 90 days and decide whether to dissolve or continue the business.	If losses exceed 50% of capital, the shareholders will not be held personally liable for company debts. Shareholders must meet within 90 days and decide whether to dissolve or continue the business and publish their decision. The company will be deemed to dissolve by operation of law if no decision is made.	If losses exceed 50% of capital, the shareholders will not be held personally liable for company debts. Shareholders, once aware, must meet within 45 days in an extraordinary general meeting and decide whether to dissolve or increase share capital. If the increase in share capital is not materialized, the company will be deemed to dissolve by operation of law.
<b>Maintenance of statutory reserve</b>	Transfer 10% of net profit to statutory reserve until it reaches 30% of share capital.	Transfer 10% of net profit to statutory reserve until it reaches 30% of share capital.	Transfer 10% of net profit to statutory reserve until it reaches 30% of share capital.

## Accounting principles/financial statements

- All the financial statements from 2018 are now prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed in Saudi Arabia and other standards and pronouncements endorsed by the Saudi Organization for Certified Public Accountants (SOCPA)

- The audited financial statements are required to be uploaded within four months from the end of the financial year on the MOCI's web portal.

## Taxation in Saudi Arabia

### Overview

- Like most other states in the GCC, Saudi Arabia levies corporate income tax on the non-resident's share in a resident

corporation; the share of Saudi and GCC nationals is subject only to a religious levy called Zakat, which is levied on net equity. If a company is a joint venture between a Saudi/GCC shareholder and a foreign shareholder, the portion of taxable income attributable to the foreign shareholder is subject to income tax and the Saudi shareholder's share of net equity is subject to Zakat.

- Corporate tax rates for foreign companies vary widely among GCC states. The Saudi cabinet approved a new tax law on 12 January 2004. The executive by-laws covering the new corporate tax law were published in August 2004. The tax regulations provide the income tax flat rate of 20%, effective for accounting years commencing on or after 30 July 2004. Investments in certain strategic resources are still taxed at higher rates: 20% for gas and at rates ranging from 50% to 85% depending on the capital investments for taxpayers engaged in the production of oil and hydrocarbons materials. The tax structure offers some benefits to companies choosing to invest in LLCs or JSCs in Saudi Arabia. Such companies are free to establish branches throughout the Kingdom and only need to file one combined return, provided they are branches of only one legal entity. The ZATCA often scrutinizes the reported expenses and charges of a branch.

## The general tax burden of a Saudi entity owned by foreign companies

- The share of taxable profit owned by the non-Saudi/non-GCC shareholder will be subject to 20% corporate income tax in

addition to 5% withholding tax (WHT) applicable on the distribution of dividends to the non-resident (including non-resident GCC) shareholders. However, the Saudi/GCC shareholder will be subject to Zakat.

For financial years commencing on or after 1 January 2019, Zakat is assessed at 2.5% on the higher of the Zakat base (balance sheet basis) and the net adjusted profit of Zakat payers following the Hijri year.

For Zakat payers following the Gregorian year, the rate applicable to the Zakat base is 2.577683% (balance sheet basis). A simple calculation of the balance sheet basis includes the Saudi shareholder's share of equity plus long-term liabilities less fixed assets.

- As per the domestic regulations, the accounting treatment for Zakat and income tax in joint venture companies is charged to the company's income statement.

#### **Summary of the Saudi Arabian income tax law 2004**

The Saudi tax regulations came into effect from 30 July 2004, which has introduced certain new concepts and/or modified existing practices. The taxation system in the past was much less codified and a significant portion of the tax system had evolved over a number of years through various practices. However, the law is still subject to significant interpretation. The final treatment of any particular section of

the law will ultimately be dependent upon the practices developed by the ZATCA and how the particular appeals play out in the courts. The ZATCA will always lift the veil of incorporation to determine the nationality of the shareholders. They will go up the chain of ownership to the last level. In addition to corporate income tax and Zakat, WHT is levied on payment to non-residents from an "in-Kingdom source". WHT, on the other hand, ranges from 5% to 20%, depending on the nature of payment, place of performing services and relationship with the non-resident.

#### **Residence**

- The 2004 tax law also introduced the concept of residency for individuals and corporations, which is of particular importance in assessing liability to WHT.
- A natural person is considered resident if he has a permanent residence (defined) and is available in the Kingdom for a period that in total is not less than 30 consecutive/non-consecutive days in a tax year. Additionally, a natural person is considered resident if he resides in the Kingdom for a period not less than 183 consecutive/non-consecutive days in a tax year, even if he does not have a permanent residence.
- For a company, residency in a tax year is considered if the company is established in accordance with the companies' regulations or is headquartered in the Kingdom.

"  
There is no WHT on payments made to non-residents for the import of goods.  
"

#### **Related party**

The tax law has introduced the concept of related party. Thus, for companies, ownership or control of 50% or more by the same persons or related persons shall be considered to be companies under one common control.

#### **Source of income**

There are extensive rules; however, in summary, income is considered to be realized in the Kingdom if it arises from an activity occurring in the Kingdom; if it is dividends or management fees and a manager's fee paid by a resident company; amounts paid by a resident for services rendered in the Kingdom either fully or partly; or an amount paid by a resident company to its head office or a related company for services rendered, etc. (the detailed list is included in the tax law).

#### **Supply of goods**

There is no WHT on payments made to non-residents for the import of goods. Income derived by a non-resident party from a contract for supply of goods from abroad is not considered as a Saudi-source income (i.e. not subject to tax in Saudi Arabia) unless it includes associated work in Saudi Arabia, such as transportation, installation, training or other similar work. In such a case, only associated work is considered to be derived from an activity performed in Saudi Arabia and is liable to tax.

In case of delivery of goods from abroad with "in-Kingdom associated work", where value is not separately specified in the contract for the "in-Kingdom associated work", income for each associated work shall be estimated at 10% of the total gross value of the contract for tax purposes.



## Income tax

<b>Tax rate</b>	20% generally applicable, 20% for exploitation of natural gas and ranges 50% to 85% for production of oil and hydrocarbons materials depending on capital investment. As from 1 January 2020, a tax rate of 20% applies for five years on the tax base from oil and hydrocarbon downstream activities; however, the taxpayer must separate its downstream activities during the five year period or otherwise will be subject to tax based on capital investment amounts.	<b>Tax losses</b> Carry forward is allowed indefinitely. The maximum limit allowed to be deducted in each year must not exceed 25% of the annual taxable profit.  Capital companies will be allowed to carry forward losses, irrespective of whether there has been a change in ownership or control, provided they continue to perform the same activity.	<b>Books and records</b> All taxpayers (except non-residents who do not have a permanent establishment in the Kingdom) are required to keep the necessary books in the Kingdom in the Arabic language. They must at least include the following: <ul style="list-style-type: none"><li>• Daily journal</li><li>• General ledger</li><li>• Inventory book</li></ul> For computerized records, the computer should be located in the Kingdom. For taxpayers operating through a permanent establishment that has a central computer system abroad, the local terminal must be in the Kingdom to generate all statements, transactions, etc.
<b>Levied on</b>	<ul style="list-style-type: none"> <li>• The resident corporation – on the share of the non-Saudi shareholders.</li> <li>• The resident, natural, non-Saudi person who conducts activities in the Kingdom.</li> <li>• The non-resident person who conducts activities in the Kingdom through a permanent enterprise.</li> <li>• The non-resident person that has other taxable income from an in-Kingdom source without having permanent establishment.</li> </ul>	<b>Currency translation</b> No consideration is given to unrealized currency translation gains or losses arising from revaluation for tax purposes.	<b>Assessment and appeal procedures</b> Detailed guidelines have been laid out in the tax regulations. Following are the two appellate committees: <ul style="list-style-type: none"><li>• Tax Violation and Dispute Resolution Committee (TVDRC)</li><li>• Tax Violation and Dispute Appeal Committee (TVDAC)</li></ul>
<b>Income exempt from tax</b>	<ul style="list-style-type: none"> <li>• Capital gains realized from the disposal of financial instruments traded in the Kingdom's stock exchange acquired after implementation of the new tax law and gains resulting from the disposal of assets that are not part of the activity.</li> <li>• Capital gains realized from the disposal of securities traded on a stock exchange outside the Kingdom provided the securities also are traded on the Saudi stock exchange (Tadawul), irrespective of whether the disposal occurred through a stock exchange or through any other means.</li> <li>• Cash or in-kind dividends received from investments made by a Saudi resident capital company in a Saudi resident or non-resident company provided the dividend recipient owns at least 10% of the investee company and for a period of at least one year.</li> </ul>	<b>Estimated taxes (deemed profit tax)</b> The ZATCA may assess the tax for activities associated with worldwide expenses on an estimated basis, when local expenses for practicing such activities are mixed with worldwide expenses and it is difficult to separate these expenses related to activity in the Kingdom accurately and hence it is impossible to submit actual accounts for the local activity.  The minimum deemed profit rates on various activities range from 80% (for management fees) to 10% (for construction work contracts).	<b>Income exempt from tax</b> An independent Internal Settlement Committee (ISC) is formed in the ZATCA to assess open disputes between taxpayers and the ZATCA for both direct and Indirect taxes to reach an amicable settlement.
<b>Allowable expenses</b>	Ordinary expenses necessary for the realization of taxable income. Expenses such as bad debt write-offs, interest deduction, depreciation expense repairs and maintenance, etc. are subject to certain rules.	<b>Taxable year</b> In general, the tax year is the state's fiscal year.  A different year can be used in the following circumstances: <ul style="list-style-type: none"><li>• If it is approved by the ZATCA prior to the effective date of law</li><li>• If it is a Gregorian year</li><li>• If the taxpayer is a member of a group of companies or a branch of a foreign company that uses a different financial year.</li></ul>	<b>Accelerated tax payment</b> Accelerated tax payment procedures have been introduced based on a formula. If the prior year's tax liability is SAR 2 million or more, the taxpayer is required to settle accelerated tax payments in 3 equal installments.
<b>Thin capitalization</b>	There are no specific thin capitalization rules. However, there is a rule limiting the deductibility of interest expense to the lesser of the following: <ul style="list-style-type: none"><li>• The actual interest expense; or</li><li>• Interest income, plus 50% of taxable income (excluding interest income and interest expense).</li></ul>	<b>Registration</b> Each taxpayer must register his activity prior to the end of his first tax year, otherwise a penalty may be imposed ranging from SAR 1,000 to SAR 10,000, depending upon the classification of the taxpayer. It is now mandatory for all taxpayers to be registered on the ZATCA online portal and all filings with the ZATCA are required to be made through the online system.	<b>Non submittal and delay penalties</b> Penalties for non-submittal of the tax return by the due date are the higher of 1% of the total revenues up to a maximum of SAR 20,000, or they range from 5% of the unsettled tax for a delay not exceeding 30 days to 25% of the unsettled tax if the delay exceeds 365 days.  Penalties for delay in settlement amount to 1% of the unsettled tax for each 30 days of delay. This includes the delay in the WHT and accelerated tax payments. A financial penalty amounting to 25% will be imposed on the tax differences resulting from submitting incorrect information or fraud.

## WHT

The non-resident, on any amount received from any sources in the Kingdom, shall be subject to WHT deductible from the gross amount according to the following rates:

Nature of payment	WHT rate (%)
Management fee	20
Royalties, payments against technical or consultancy services, or services for international telephone calls paid to the head office or any other related entities	15
Dividends distributed	5
Rent, return on loans (interest) & insurance (including related parties)	5
Technical & consulting services	5
Airline tickets/air or sea freight	5
Insurance & reinsurance premiums	5
International telecommunication services	5
In-Kingdom land transportation	15
Any other payments	15
Delay penalty	1% of unsettled tax for every 30 days of delay
Responsibility for payment	The party making a payment to a non-resident is required to withhold tax

All taxpayers (except non-residents who do not have a permanent establishment in the Kingdom) are required to keep the necessary books in the Kingdom in the Arabic language.

## Statutory compliance deadlines

A Saudi entity is required to comply with the following main filing requirements by law:

Statutory compliance requirements	Deadline
Filing of annual tax/Zakat return	120 days from year-end (60 days for consortium)
Filing of monthly WHT return	10 days from the end of month in which payment was made
Filing of annual WHT return	120 days from year-end
Contract Information Form (CIF)	Within 3 months of signing the contract or amendments to the contracts signed with suppliers (services or materials) if value is SAR 100,000 or more
Filing of accelerated tax payment	To pay advance income tax in 3 equal instalments calculated at 25% of the immediately preceding year's tax liability (SAR2 million or more), if due, by the sixth, ninth and twelfth month of the year
Filing of audited financial statements with the MOC	Within 4 months of year-end

**Capital gains tax is assessed at 20% on the disposal of shares by the foreign shareholder in a resident company.**

### Capital gains

- Capital gains tax is assessed at 20% on the disposal of shares by the foreign shareholder in a resident company. Capital gains on the disposal of shares traded on the Saudi stock exchange (Tadawul) are tax exempt if the shares were acquired after 30 July 2004. Capital gains realized from the disposal of securities traded on a stock exchange outside the Kingdom will be exempt from tax, provided the securities are also traded on Tadawul, irrespective of whether the disposal occurred through a stock exchange or through any other means.
- No gain or loss will be computed on transfers of assets between group companies, provided:
  - The companies are wholly owned (directly or indirectly) within the group; and
  - The assets are owned within the group for two years from the date of transfer.

### Transfer Pricing (TP)

The KSA TP Bylaws are applicable for the financial year ended 31 December 2018, although the ZATCA has been applying them retrospectively while making adjustments. The (TP) regulations are generally consistent with Organization for Economic Co-operation and Development (OECD) TP guidelines and apply to all income tax paying entities. 100% Zakat payers are not subject to the TP regulations, with the exception of country-by-country reporting. Although the TP regulations do not apply to 100% Zakat paying entities, the Zakat regulations require that related party transactions should be conducted in line with the arm's length principle.

S/N	TP documentation requirements	Threshold	Applicability	
			Income tax paying entity	Zakat paying entity
1	TP Disclosure Form and affidavit	No monetary threshold	✓	✓*
2	Local File	Related party transactions exceeding SAR 6 million**	✓	✗
3	Master File	Related party transactions exceeding SAR 6 million**	✓	✗
4	Country-by-Country Report	Consolidated revenue of the group exceeding SAR 3.2 billion	✓***	✓
5	Country-by-Country Notification	Consolidated revenue of the group exceeding SAR 3.2 billion	✓	✓

\*CbCR notification only.

\*\* In certain cases, the tax authority may at its discretion direct any taxpayer to prepare and maintain TP documentation. The burden of proof is on the taxpayer to maintain robust documentation to support that the arm's length value of transactions is less than the threshold of SAR 6 million.

\*\*\* The secondary filing of a country-by-country report is required only in certain cases.

The TP regulations in KSA have an extended related party definition, due to the introduction of effective control criteria. This is in addition to the ownership and common control criteria already present in the Income Tax law.

The TP disclosure form is to be submitted along with the annual tax return and should include details of the related party transactions, the applicable TP method and a confirmation that the TP documentation is maintained in accordance with the TP regulations. Together with the TP disclosure form, taxpayers are also required to submit an affidavit issued by a licensed auditor in KSA, certifying that the related party transactions are consistent with the TP policy.

The TP local file has certain additional requirements above the OECD standard local file, including the requirement to include an industry analysis and specific requirements for a comparability analysis. It is recommended that TP documentation, including the TP master file, is maintained at the time of filing the tax return and should be submitted to the tax authority within 30 days from the date of request.

## Foreign income and tax treaties

Saudi Arabia has signed treaties with France, China, India, Pakistan, Malaysia, Austria, Italy, Ireland, Greece, Japan, Korea, Poland, Bangladesh, Vietnam, Ukraine, Netherlands, Russia, Singapore, South Africa, Spain, Turkey, United Kingdom, Uzbekistan, Belarus, Romania, Czech Republic, Tunisia, Malta, Azerbaijan, Hungary, Kazakhstan, Luxembourg, Tajikistan, Algeria, Ethiopia, Macedonia, Portugal, Sweden, Venezuela, Kyrgyzstan Turkmenistan, Egypt, Hong Kong, Jordan, Mexico, Albania, Bulgaria, Cyprus, Georgia, Syria, Kosovo, Gabon, Switzerland and United Arab Emirates.

The ZATCA in recent years has issued internal guidance recommending a stronger position on service permanent establishments (PEs). The guidance states that if a non-resident provides services for a period exceeding the agreed services PE duration under an applicable tax treaty (i.e. 183 days in a 12-month period), the non-resident will be deemed to have a PE in KSA, regardless of whether the services were physically rendered in KSA. Consequently, a foreign service provider rendering services in KSA for more than 183 days may create a PE even if it does not have any personnel or employees actually in KSA.

## Zakat

Zakat is payable by Saudi (and GCC national) shareholders in their share of the Zakat base in a company. The rate is 2.5% (This 2.5% could be changed to 2.577683% for the Zakat payer following the Gregorian year and paying Zakat on the Zakat base) and is calculated on the higher of the Saudi's share in the adjusted net income or his share on the "balance sheet" basis.

The Zakat regulations effective from 1.6.1438H (February 28, 2017) replace all previous resolutions, circulars and instructions relating to Zakat collection from the date of this resolution.

The 2019 Zakat regulations were published on the ZATCA's website on 14 March 2019 and are effective for the accounting period commencing on or after 1 January 2019 by replacing the existing Zakat regulations that were issued in early 2017. The ZATCA's current practices are more or less compiled in the Zakat regulations. The ZATCA also published rules for computing Zakat on banks and finance companies licensed by SAMA. The Ministerial Resolution has been issued providing the framework that the State will bear the Zakat and Tax on Sukuks and Bonds issued by Ministry of Finance locally in Saudi riyals.

## Value Added Tax (VAT)

VAT was introduced in Saudi Arabia on 1 January 2018 at a standard rate of 5% on most goods and services. With effect from 1 July 2020 the standard VAT rate increased to 15%.

## Taxable transactions

VAT applies to almost all supplies of services and goods (including imports), subject to limited exceptions. Exempt supplies include margin-based financial services, life insurance, residential property rental and the supply for residential and commercial real estate property. Education and healthcare services provided to Saudi citizens are not subject to VAT.

## Rates

The current standard rate of VAT is 15%. Certain goods and services are zero-rated in accordance with the GCC's Framework Agreement, which specifies some mandatory areas for zero-rating in all six GCC member states (including exports of goods and services to outside KSA, and the supply of qualifying medicines, medical goods and investment metals).

## Registration

The standard mandatory VAT registration threshold is having an annual turnover of SAR 375,000 for residents. A fine of SAR 10,000 is imposed for failure to register by the required deadline. Businesses also may apply to register voluntarily if

they have annual turnover of at least SAR 187,500. Non-residents providing taxable supplies to non-taxable customers in Saudi Arabia must generally register (through tax representatives) within 30 days from the first such supply.

## Filing and payment

VAT tax periods may be monthly or quarterly. Taxpayers must submit the VAT return electronically by the end of the following month, together with the payment required. VAT reporting can be carried out on a "cash accounting" basis for small businesses with turnover of less than SAR 5 million. Businesses with an annual turnover of less than SAR 40 million may use a quarterly filing period. The VAT obligations go together with strict documentation requirements (in Arabic).

The ZATCA is very active in identifying businesses that have failed to comply with the VAT law, and issues assessments and often significant penalties accordingly. To avoid penalties, businesses should ensure they are compliant from a VAT perspective. A strong indirect tax control framework is desirable.

## Customs and Global Trade Advisory General overview

When goods are imported into KSA, an import declaration should be submitted. As of 20 June 2020, the Saudi government decided to raise the Customs duty rates applied on a range of products. The list of impacted Harmonized Tariff Schedule (HTS) codes on which the higher duty rate applies can be found on the Saudi Customs official site. Unless there is a duty exemption or duty relief in place, most goods are normally subject to Customs duty at a rate between 0% to 25%. There is 100% duty for Tobacco products and 25% and 40% for select items.

Customs duty is calculated on the CIF value of imports when goods are 'sold for export', and payable in cash or by a certified check drawn on a local bank.

KSA is part of the GCC Customs Union. As such goods in free circulation in the GCC or of GCC origin would normally not be subject to duty upon import into KSA. However, when goods move into KSA from another GCC country, Customs reporting has to be done. The nature of the Customs reporting depends on whether these goods have been Customs cleared at another GCC country, such that duties and import clearance would have been done at 'first point of entry' in the GCC, in which case no Customs import clearance is necessary when goods arrive in KSA. Given the higher rates of duty that apply in KSA on certain products, the key point to note here is that depending on the regime under which the goods move and the nature of the goods, a duty differential payment may be due when goods enter KSA.

Usually the importer of record and/or the declarant is the entity that declares the goods for import or export purposes when goods are declared at the Saudi border for movement into or out of the country. Even if a Customs broker is in place, subject to contractual arrangements, the owner of the goods and/or consignee may be held liable for the duty and related compliance obligations. As such, careful consideration should be given to the broker selection and contracting process.

The documents required for all commercial shipments to KSA, irrespective of value or mode of transportation, are:

- Commercial invoice
- Certificate of origin
- Bill of lading (or airway bill)
- Steamship (airlines) company certificate
- Insurance certificate (if goods are insured by the exporter)
- Packing list
- Evidence of payment to non-resident
- Vendor or bank guarantee

Depending on the nature of goods being shipped, and whether goods are restricted or require a specific import permit, a specific approval, a separate notification and approval process from the relevant ministry may be necessary.

### GCC Unified Customs Tariff 2017

Importers should review their import product portfolio in relation to the Unified Customs Tariff and ensure the HTS codes/product descriptions are followed. Incorrect classification of goods on import may lead to action by the Customs Authorities, even where no duty rate increase results. Saudi Customs Authorities have added four additional digits to the eight digit codes provided by the Gulf Cooperation Council creating the new Integrated Customs Tariff system based on twelve digit tariff codes.

### Understanding the fundamental Customs drivers

In addition to complying with Customs reporting and notification requirements, to understand the level of Customs duty exposure, it is important to understand the following three areas:

- **Classification of goods.** How goods are classified and whether HTS codes used for Customs declaration are in order;
- **Origin of goods.** Where are the goods imported from and if any free trade agreement bene
- **Valuation of goods.** What is the value of the goods being imported? This will therefore form the basis of the duty bill calculation.

Some consideration should also be given to operational and regulatory issues that arise from non-fiscal Customs affairs – particularly export controls, trade embargoes affecting movement of goods among other things. There has been a significant focus in the KSA on introduction of renewed and revised regulatory framework, particularly in light of Vision 2030, to bolster and implement such non-fiscal measures in respect of trade control.

### Key Customs trends and areas of focus in KSA

- There appears to be a significant onslaught of **post clearance audits (PCAs)** initiated by Saudi Customs in recent years. The focus of these audits tends to be around accurate documentation to support duty reliefs sought, validation of valuation methodologies used for Customs declaration purposes, among others.
- Saudi Customs has been promoting the **Authorized Economic Operator (AEO)** certification. AEO is a trade securitization program aimed at enhancing the relationship between Customs authorities and businesses. AEO certified businesses reap several benefits including faster clearance times, reduced guarantees, etc. among others.

- In recent time, we have noticed that data and information between government bodies in respect of taxpayer information may be shared. Specifically, after the merger in 2021 of the General Authority of Zakat and Tax and the General Authority of Customs to form ZATCA, there are several cases, where information exchange between different departments within ZATCA has resulted in audits being initiated.

- Many businesses and facilities continue to apply for the **industrial exemption program**, which allows the duty free import of goods when the importer has an industrial exemption in place. Obtaining such an exemption and ongoing compliance in this respect continues to be an area of focus for both businesses and Saudi Customs. Another key development is the adoption from 2 July 2021 of new KSA rules of origin for goods imported into KSA. This has imposed more conditions on GCC made products imported into KSA including potential exposure to customs duties.



## Excise duty

In June 2017, Saudi Arabia introduced excise tax, another GCC harmonized initiative within the GCC Framework Agreement. Some of the key points are listed below:

- Excise tax is chargeable on the importation or production of certain excise goods released for consumption in KSA on or after 11 June 2017.
- The excise tax is, ordinarily, chargeable by reference to the "tax base" of the goods concerned. The tax base is the higher of either the retail selling price of the goods, or a list price which will be determined and published by the authorities.
- The categories of excise goods are, broadly, soft carbonated drinks and sugar sweetened beverages (50% rate), energy drinks (100% rate), and tobacco products, including electronic devices and liquids used for smoking (100% rate).
- All those holding excise goods valued in excess of SAR 60,000 were required to submit a one-off transitional return and pay excise due within 45 days of the implementation of the tax. This means many shops and other businesses were liable to pay tax on stocks on hand.
- In addition to any transitional return, excise tax licensees must submit returns reporting their total excise tax liabilities on a bi-monthly basis (i.e. one return every two calendar months). Returns must be submitted together with payment within 15 days of the end of the tax period.
- Importers of excise goods that are not entered into a tax suspension arrangement will be required to pay excise tax upon importation to the Customs authorities.

## Real Estate Transfer Tax (RETT)

RETT was introduced in Saudi Arabia with effect from 4 October 2020. Unless specifically exempted, RETT applies to all sales, assignments, transfers and similar of land and property as well as rights thereto and shares in real estate companies.

All RETT transactions (including those exempted) must be reported. No threshold applies. The liability for RETT is with the transferor, albeit that the transferee is jointly liable. Although in general the levy of RETT corresponds with an exemption from VAT, there are transactions that (intentionally) may be subject to both RETT and VAT.

## Land tax

The Council of Ministers issued the white land tax law and its implementation regulations in June 2016 and levied 2.5% 'land tax' on all undeveloped residential and residential/commercial plots within urban boundaries. The land valuation is performed by the Ministry of Housing and is applicable to individuals and private sector legal entities.

## Personal taxation

- Presently, there is no employment tax in Saudi Arabia.
- In the 2017 federal budget, the government announced its intention to levy 6% tax on the remittance of salary by expatriate individuals working in Saudi Arabia. However, this has not been introduced as yet.

The liability for RETT is with the transferor, albeit that the transferee is jointly liable.

# Immigration and labor landscape

## Nationalization

The Saudi Nationalization scheme (Nitaqat) was developed by the Saudi Ministry of Labor, officially named the Ministry of Human Resource and Social Development (MHRSD), to increase the employment rate of Saudi nationals in the private sector. Each company is ranked according to a color coded system that rewards (or penalizes) companies for meeting Saudization targets.

While the market is open for foreign nationals, some professions are reserved for Saudi nationals only, while others have special Saudization targets assigned to them.

Nationalization applies to professions/occupations. There are jobs that are fully reserved to national employees, others that are partially nationalized, and others that still open equally to diverse talents. Examples of fully nationalized professions include Human Resources, Data Entry and Secretarial roles; partially nationalized professions include IT, Accounting, Marketing, and Engineering.

In February 2022, the Ministry announced that around 30 jobs will become nationalized by end of the year.

Additionally, location of the entity can allow for some relaxation or exemption of Nationalization requirements. Regional Headquarter Program and special economic zones (e.g. The Special Integrated Logistics Zone "ILBZ").

The Advanced Nitaqat threshold impacts the ability of the company to hire expatriate employees overseas and in-country furthermore, the Advanced Nitaqat scheme grades companies' compliance with nationalization requirements via a five-tier banding system that grants operational incentives and limitations.

<b>Platinum</b>	Able to apply for new visa quota; able to change employee's professions, able to renew work permit regardless of the validity period of Iqama (provided it does not exceed 6 months upon renewal), able to transfer employment of potential employees from employers at any Nitaqat band; alternative visas are provided to replace every leaver's final exit; and immediate calculation of actual hires.
<b>High Green</b>	Able to apply for new visa quota; able to change employee's professions, able to renew work permit regardless of the validity period of Iqama (provided it does not exceed 6 months upon renewal); able to transfer employment of potential employees from employers at any Nitaqat band; alternative visas are provided to replace every leaver's final exit; and immediate calculation of actual hires.
<b>Medium green</b>	Able to apply for new visa quota; able to change employee's professions, able to renew work permit regardless of the validity period of Iqama (provided it does not exceed 6 months upon renewal); able to transfer employment of potential employees from employers at any Nitaqat band; alternative visas are provided to replace every leaver's final exit; and immediate calculation of actual hires.
<b>Low Green</b>	Unable to apply for visa quota; able to change employee's professions, able to renew work permit regardless of the validity period of Iqama (provided it does not exceed 6 months upon renewal); able to transfer employment of potential employees from employers at Low Green and Red bands; alternative visas are provided to replace every leaver's final exit; and immediate calculation of actual hires.
<b>Red</b>	Unable to change profession; unable to transfer employee's sponsorship; unable to apply for visa quota; unable to issue new work permits; unable to open new labor file for new entity; unable to renew work permit of employees.

## Visa entry and requirements

- All visitors are required to obtain a visa prior to travel to Saudi Arabia except:
  - Nationals of GCC countries
  - Transit passengers with valid onward tickets
  - Holders of re-entry permits, and landing permits issued by the Saudi Ministry of Foreign Affairs

Saudi Arabia does offer e-visas and visas on arrival; however, these visas are only issued for tourist purposes and cannot be used for business travel.

There are two types of non-residents visa types for business activities and temporary work.

### A) Business Visit Visa

Foreign nationals who wish to take short-term trips to Saudi Arabia to conduct business activities may obtain a Business Visit Visa.

### Permissible business activities

Under business visit visa, the permitted activities depend on the activities and job title mentioned in the letter of invitation.

The following are examples of activities permissible for applicants with managerial job titles and above (e.g. Business Development Manager, Sales Manager, Finance Manager):

- Attending business meetings or discussions
- Receiving hands-on technical training
- Buying goods for sale outside the country
- Negotiating contracts
- Attending and participating in a trade show
- Visiting facilities and plants
- Attending seminars or conferences

The following are examples of activities permissible for applicants with technical job titles (e.g., Engineer, Consultant, Technician, Foreman, Surveyor):

- Technical repairs and maintenance
- Facilitating technical training
- Technical oversight
- Systems installation
- Auditing
- Consulting
- Market integration
- Preparing inventory for evaluation

## Visa validity

- Single entry – valid for 90 days upon issuance
- Multiple Entry Visa – US and UK nationals are eligible for visas for up to 5 years; French and Japanese for up to 4 years; other nationalities can obtain a maximum of up to 1 year
- Maximum days allowed per visit/stay: Varies (30 days, 90 days, or 180 days) depending on nationality

## General requirements to obtain business visa

- Valid passport or travel document with at least six months' validity
- Valid health insurance approved by the authorities in Saudi Arabia
- Commercial registration from the inviting company in Saudi Arabia
- Letter of invitation from a Saudi company, and
- Letter of introduction from the visitor company that contains the applicant's job title and purpose of visit

There may be additional requirements depending on the country of residence or nationality.

## B) Temporary Work Visa

Saudi Arabia has introduced a short-term work visa called a temporary work visa.

The visa is multi-entry and allows foreign nationals to work in the kingdom for 3 months from the date of entry and can then be extended for an additional 3 months. The temporary work visa is valid for one year from issuance.

The application is a two-step process whereby employers obtain a visa quota and foreign nationals obtain the visa from the Saudi consulate before traveling to the country.

Employers can obtain quotas for the new visas through Qiwa online portal. In order to be eligible for a quota, employers must:

- Have a Nitaqat status of medium green or higher
- Ensure that all foreign workers have valid work permits

Eligible employers can purchase quotas in packages of one, five, 10 or 50. One visa quota costs SAR 1,000 (approx. USD\$267); a package of 50 costs SAR 45,000.

## Employment of foreign nationals

Foreign nationals intending to engage in active, productive work in Saudi Arabia must obtain a work visa which will be converted to a work permit and residency permit (Iqama) upon completion of the in-country processes in Saudi Arabia. The Iqama is required to lawfully work and reside in Saudi Arabia. For Saudi companies to be eligible to employ foreign nationals, they must have or obtain a visa quota balance and have at least a Medium Green Saudization rating or Platinum Nitaqat Saudization rating (see below).

To employ a foreign national in Saudi Arabia on a Work Visa, the employer must have a visa quota balance. New entities are granted two types of initial quotas:

- A CSuite visa quota: This allows the company to engage a limited number of senior CSuite expat hires.
- An establishment visa quota : This grants a limited quota to allow a company to 'kickstart' its hiring.

Note that a company must still adhere to applicable Saudization and Nitaqat standards, and the first employee must always be a Saudi or GCC national. This is in addition to the need to maintain a GM from the outset to enable the company to complete its registration formalities.

Visa quota applies to in-country Transfer of Employment as well as out-of-country recruitment. Employers are now required, more than ever, to focus efforts on maintaining and/or increasing their Saudization rate.

## Ajeer and third-party sponsorship

Companies which rely on secondment and outsourcing options as one way to temporarily manage foreign workforce should always comply with Ajeer system. This system aims to manage third-party sponsorship relationships between companies and/or manpower companies.

Depending on the selected secondment option and duration, nationalization rules, fees and permits apply.

## Employment of GCC nationals

Nationals of the Gulf Cooperation Council (GCC) may work and reside in Saudi Arabia without a work authorization. These countries include Bahrain, Kuwait, Oman the United Arab Emirates and Qatar. The Saudi Nationalization Scheme (Nitaqat) regulations rules apply to GCC nationals while GOSI rules apply to them based on mutual country-to-country Social Security Agreements.

## Training and development

It becomes a mandatory requirement for companies that have more than 50 employees to train at least 12% of total population, who are Saudi employees.

## Student internship program

All companies based in Saudi Arabia with 25 or more employees are mandated to train Saudi national students as interns under the 'Saifi' Summer Training Program. The internship can take place anytime during the summer break. The targets for companies are determined based on the total number employees in the company.

Headcount	Number of students to be trained
25 - 500	4% of total headcount
501 - 3000	3% of total headcount
3001 and higher	2% of total headcount

Companies can comply with this requirement by either:

- Offering internship opportunities to students within the company for summer training, or
- Offering training opportunities through an external certified training provider.

## C) Tourist Visa

Saudi Arabia has opened its doors to visitors from all over the world with its eVisa program since September 2019. Visitors can acquire a multiple-entry visa valid for a year that will allow them to stay in the country for up to

90 days. The visa is relevant to tourism-related activities only and Umrah (excluding Hajj season) and excludes other activities such as studying, business meetings and work. Tourists from the 49 eligible countries can apply for a tourist visa online before traveling, or upon arrival to Saudi Arabia through the visa offices of the Immigration Department when presenting their passports.

Tourists from other countries must apply for a consulate visa at the Kingdom's representations ahead of arriving to the country.

GCC residence permit holders and US, UK and Schengen visa holders can also apply or avail visa on arrival.

### Social security and pension

The General Organization for Social Insurance (GOSI) is a government institute which aims to ensure compliance of businesses in the private sector with the social security rules. It sets a mandatory fixed contribution share of employee's contributory wage (basic salary and housing allowance) which is required to be paid by employer, employee or both on a monthly basis. These shares are collected for the purposes of employees' annuity, unemployment insurance and/or occupational hazards. (See GOSI breakdown table).

		Annuity		Unemployment insurance		Occupational hazards	
	Total	Employer's share	Employee's share	Employer's share	Employee's share	Employer's share	
Saudi employees	21.50%	9%	9%	0.75%	0.75%	2%	
Foreign employees	2%	-	-	-	-	2%	

The Advanced Nitaqat threshold impacts the ability of the company to hire expatriate employees overseas and in-country. Furthermore, the Advanced Nitaqat scheme grades companies' compliance with nationalization requirements via a five-tier banding system that grants operational incentives and limitations.

GOSI sets a specific range of the contributory wage for Saudi and resident foreign national employees, respectively, as well as an age limit.

The minimum monthly contributory wage for Saudi national employees is SAR 1,500, SAR 400 for foreign national employee, and the maximum contributory wage for all employees is SAR 45,000.

Retirement benefits (Annuity) are payable to insured Saudi national employees at the age 60, while there is no Annuity contribution for expatriate employees.

The purpose of having Employer's Occupational

Hazard contribution is to ensure that if any employee undergoes an incident during business hours/assignment, they are compensated for (i.e. percentage of their wage) until a final medical report is issued with a health status (i.e. recovery or disability). Any further decision will be made by GOSI accordingly.

GOSI sets specific measures for the employee's total disability, partial disability and/or death. GOSI is not applicable to individuals visiting Saudi Arabia on a Tourist, Business or a Visit Visa.

### Wages and benefits

Salaries in the private sector are determined by the market based on the job category, the sector, and the internal compensation plan of a company. Wages are broken down to basic salary, housing allowance and transportation allowance, other allowances could be applied too. Unskilled workers may be provided with accommodation in lieu of a housing allowance and company car instead of transportation allowance.

Furthermore, wages are directly linked to professions where nationalized occupations have minimum statutory wage that impact companies' compliance with Nitaqat rules. Non-compliance may result in lower nationalization rate.

In addition to wages, there are other mandatory employee benefits to be paid by the employer and include the following:

- Annual paid vacation (21 days is due after one year of service and up to five years. If the employee is with the same employer for more than five years, s/he will be entitled to 30 days paid annual vacation), compassionate leaves, study leaves, and sick leaves.
- Fully paid Maternity leave: A pregnant woman is entitled to one-month maternity leave before the delivery and six weeks after. An employer may not terminate a contract of a sick female employee during pregnancy or during her maternity leave.
- End of service benefits are due upon termination of the contract: the employee will be entitled to half a month's pay for each of the first five years of service, and one month's pay for each subsequent year. If the employee resigns, they will be entitled to (i) one-third of the end of service benefit if they spend a minimum of two years and up to five years in service, (ii) two-thirds of the end of service benefit if they spend five to ten years in service and (iii) the full end of service benefit if they spend more than ten years in service.
- Medical Insurance for employees and their dependents residing in Saudi Arabia (in accordance with the rules of the Council of Cooperative Health Insurance (CCHI)).

- Compensation packages for expatriate employees generally include provisions for annual leave and Exit Re/entry visa (which allows foreign employees to travel outside the Kingdom for a specific period of time, e.g., annual leave).

Overtime compensation is a compulsory requirement paid by employers whereas annual bonus is not; yet still paid by most companies.

## **Payroll compliance**

In 2013, the Ministry of Human Resources and Social Development (MHRSD) launched the Wage Protection System (WPS) as a mandatory requirement for all businesses in the private sector. This has now been incorporated into the "Mudad Business" platform. The system monitors payment of salaries to employees to ensure they are paid the amounts due and on time.

In addition, the MHRSD has incorporated broader regulation to include monitoring of:

- GOSI: to ensure that the salaries (e.g. basic and housing subject to GOSI contribution) reported to GOSI match the employment contract.
- ZATCA: to use this information for tax purposes and compare the salaries as reported in WPS versus in tax returns.

## **Employment contract authentication**

Companies are required to authenticate employees' contracts through an online contract system under the Qiwa portal. According to latest ministerial rules in March 2022, an integration process will start to move all previously authenticated employment contracts to Qiwa as a final compliance tool destination.

## **Labor Reforms Initiative (LRI)**

On 14 March 2021, the Saudi Ministry of Human Resources and Social Development (MHRSD) implemented a series of labor reforms.

The reforms increase expatriate employee mobility by removing the requirement to obtain an employer consent and so making it easier for employees to transfer their employment from one company to another.

The reforms also allow expatriate employees to apply for and obtain exit/re-entry permits and the final exit permit, with a notification sent to the employer which does not require the employer's consent. These changes will require employers to

revisit their strategies around compliance, retention, recruitment and policies relevant to managing the impacts of these reforms on their workforce.

It should be noted that these reforms are part of the National Transformation Program that is aimed at reforming the Saudi labor market in line with Vision 2030, and so further reforms are to be expected around.

## **Regional Headquarter (RHQ) Program**

In February 2022, the Ministry of Investment of Saudi Arabia (MISA) has issued new guidance with respect to its Regional Headquarter (RHQ) Program, which incentivizes companies to set up their regional headquarters in the Kingdom of Saudi Arabia (KSA) by obtaining an RHQ business license.

An RHQ is also required to have 15 full-time employees within the first year, of which at least three must be at a corporate executive level – Chief Executive Officer (CEO), Chief Financial Officer (CFO), Vice-President and more.

An established RHQ will have access to the following benefits:

- 10-year exemption from the 'nationalization' regime
- Spousal work permits and the age of dependents extended to 25-years-old
- Waiver of Professional Accreditation rules
- Visa limit exemption and issuance acceleration
- End-to-end services (Business, Personal & Concierge)
- Government Tendering KAFD SEZ with additional incentives (estimated Q1 2022)
- Government tendering after 2024

## **Professional Verification Program**

As Saudi Arabia progresses towards aligning with international business standards and eliminating the flow of unqualified and unskilled practitioners, the Ministry introduced the Professional Verification Program that took effect July 2021. The program includes 1,000 specialized professions under 23 specialist categories including and not limited to telecom electricians, auto-electricians and A/C technicians, plumbers, mechanics, welders, carpenters, and painters. Companies should shoulder the fees for the test and workers will undergo theory and practical skill assessment tests in country and - soon to be - out of country.

## **Employee share plans**

Before April 2018, when an organisation issued its KSA resident employees with shares (or other equity awards) in a non-Saudi entity as part of an employee incentive arrangement or otherwise, it would have had to comply with certain legal requirements, for example, the award had to be made through an "authorized person".

New legislation introduced from April 2018 has removed many of the administrative and reporting requirements. The key requirement remaining is that the relevant regulatory authority should be notified when shares (or other equity awards) are awarded to KSA resident employees by the end of the relevant quarter. Certain information in relation to the award also needs to be disclosed.

**In February 2022, the Ministry of Investment of Saudi Arabia (MISA) has issued new guidance with respect to its Regional Headquarter (RHQ) Program**

## **Deloitte in Saudi Arabia – How can you benefit?**

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Deloitte's Middle East practice has been awarded a Tier One ranking in tax

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We would welcome the opportunity to discuss your needs further and provide you with a better understanding of the issues discussed in this material. Please do not hesitate to contact one of our specialists.



# Want to do business in Saudi Arabia?



## We are here to help.

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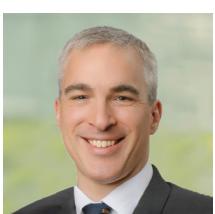
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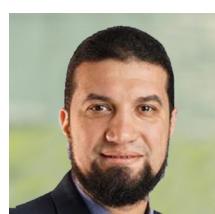
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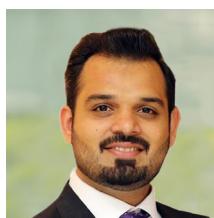
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