

ELVINGER HOSS PRUSSEN

# ELVINGER HOSS

LUXEMBOURG LAW

## SOPARFI

The Luxembourg holding and finance company





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#### Legal 500

"Elvinger Hoss Prussen has the 'depth of expertise' to handle diverse transactional and regulatory work for commercial and private banks, corporates and private equity sponsors."

## 1. WHY LUXEMBOURG?

- Fully developed infrastructure of financial services and support functions
- Multilingual and skilled workforce
- Founding member of the European Union
- Political and financial stability (AAA rating)
- Effective tax system within the European Union and fully compliant with OECD standards
- Extensive double tax treaty network
- Attractive tax framework for holding and finance companies: Luxembourg is a traditional platform and hub for cross-border investments made by large corporates, sovereign wealth funds and private equity funds
- Attractive tax and legal framework for structured finance transactions and securitisations
- Attractive tax environment for high-net-worth individuals
- Lowest standard VAT rate in the European Union
- Largest cross-border investment fund industry, including UCITS, alternative, hedge, venture capital and private equity funds

## 2. WHAT IS A SOPARFI?

A Soparfi is a fully taxable ordinary commercial company, whose corporate purpose is limited to the holding of participations and related activities.

A Soparfi has full treaty access and benefits from all EU directives. The key benefits of a Soparfi are the participation exemption on dividends, capital gains and

wealth tax (subject to *inter alia*, certain holding and threshold conditions), a withholding tax exemption on dividends paid to qualifying shareholders (subject to minimum holding and threshold conditions), no withholding tax on interest payments or on payments of a liquidation bonus.

## 3. TAXATION OF A SOPARFI: GENERAL PRINCIPLES

### CORPORATION TAXES

The overall combined rate of corporation taxes is 24.94% in Luxembourg-City as from tax year 2019. Corporation taxes include (i) a 17% corporate income tax (*impôt sur le revenu des collectivités*) on which a 7% solidarity surcharge (*contribution au fonds pour l'emploi*) is added, leading to an effective corporate income tax rate of 18.19%, plus (ii) a municipal business tax (*impôt commercial communal*). The municipal business tax rate varies from one municipality to another. In Luxembourg City, the municipal business tax is 6.75%.

90% of their total balance sheet and (ii) EUR 350,000, are subject to a minimum wealth tax of EUR 4,815 (including the 7% solidarity surcharge).

Other corporations which are not subject to the above minimum flat tax are subject to a minimum wealth tax which is determined on the basis of the total assets in the balance sheet of the tax year concerned. This minimum wealth tax ranges from EUR 535 to EUR 32,100 (including the 7% solidarity surcharge). The EUR 32,100 minimum tax is due for corporations with a balance sheet exceeding EUR 30 million. The minimum wealth tax is however reduced by the corporate income tax to be paid by the Soparfi.

### WEALTH TAX

Corporations are liable to an annual 0.5% net wealth tax in Luxembourg (*impôt sur la fortune*) on their unitary value (i.e. taxable assets minus liabilities financing such taxable assets) as at 1 January of each year<sup>1</sup>. A reduced tax rate of 0.05% is due for the portion of net wealth exceeding EUR 500 million.

### VAT

As long as a Soparfi acts as a pure holding company, it will not be regarded as a taxable person for VAT purposes and hence will not be able or required to register for VAT in Luxembourg. If, on the contrary, a Soparfi acts as a mixed holding company, i.e. if it also carries out other activities or services, it must be determined on a case-by-case basis whether VAT registration is required and whether input VAT may be deducted and/or recovered. In the case of VAT registration in Luxembourg, Soparfi would have the opportunity to self-assess VAT in Luxembourg for a large number of services at a rate of 17%, the lowest rate of all EU Member States.

### MINIMUM WEALTH TAX

Corporations having their registered office or their central administration in Luxembourg for which the sum of financial assets, transferable securities and bank deposits, receivables held against related parties or shares or units in tax transparent entities exceed (i)

<sup>1</sup> For companies having a financial year corresponding to the calendar year.

## Chambers Europe

*"Long established tax practice that acts for domestic and multinational financial institutions, large corporations, sovereign wealth funds and prominent private equity and real estate players. Predominantly advises on the tax aspects of transactions, both in Luxembourg and on a cross-border level. Offers expertise in tax structuring and the preparation of acquisition and finance vehicles, as well as other investment platforms."*



## 4. HOLDING ACTIVITIES: PARTICIPATION EXEMPTION REGIME

### PARTICIPATION EXEMPTION ON DIVIDENDS

Dividends and liquidation surpluses received by a Soparfi from a subsidiary (Subsidiary) are tax exempt, provided the following requirements are met:

- (a) the Subsidiary is (i) an entity within the scope of Article 2 of the EU Parent-Subsidiary Directive 2011/96/EU as amended, or (ii) an entity that is subject in its country of residence to corporate income tax corresponding to Luxembourg corporate income tax; and
- (b) at the time of the dividend distribution, Soparfi has held (or commits to hold) (i) for an uninterrupted period of at least 12 months (ii) a participation representing at least 10% of the share capital of the Subsidiary or which has been acquired at a cost of at least EUR 12 million.

Operating expenses economically connected with exempt income are not deductible except if and insofar as they exceed the exempted income. This rule implies that interest charges in relation to the exempted participation are deductible only to the extent that they exceed exempt dividend income.

If the Subsidiary is an EU subsidiary within the scope of the EU Parent-Subsidiary Directive, the following have to be considered:

- (a) Dividends/profit distributions which are tax deductible in the hands of the Subsidiary may not benefit from the participation exemption; and
- (b) Dividends/profit distributions may not derive from an arrangement of a series of arrangements that have been put in place for the main purpose of obtaining a tax advantage that defeats the object or purpose of the participation exemption regime, and are not genuine in light of all the relevant facts and circumstances.

These anti-abuse provisions result from the implementation into Luxembourg laws as of 1 January 2016 of the Directive 2015/121/EU which introduced a general anti-abuse rule (GAAR) and the Directive 2014/86/EU aiming at avoiding situations of double non-taxation (anti-hybrid instruments measure). These amendments to the EU Parent-Subsidiary Directive implement certain actions of the BEPS action plan into EU legislation.

### PARTICIPATION EXEMPTION ON CAPITAL GAINS

Likewise, capital gains realised on a disposal of shares in the Subsidiary are fully exempt from Luxembourg corporation taxes, if:

- (a) the Subsidiary is (i) an entity which falls within the scope of Article 2 of the EU Parent-Subsidiary Directive or (ii) an entity that is subject in its country of residence to corporate income tax corresponding to the Luxembourg corporate income tax; and
- (b) Soparfi holds a (i) participation representing at least 10% of the share capital of the Subsidiary (or which has been acquired at a cost of at least EUR 6 million) (ii) for an uninterrupted period of at least 12 months. Capital gains realised on qualifying participations are taxable to the extent that related expenses (e.g. interest on loans used to finance the purchase of such shares) were deducted from non-exempted profits in previous years.

The anti-abuse provisions listed above (GAAR and anti-hybrid instruments measure) do not apply to the participation exemption on capital gains.

Any amount deducted in the previous years which were in connection with the financing of a qualifying

participation for the Luxembourg participation exemption is recaptured upon sale of the participation at a gain (i.e., the deductible expenses in the current or previous years are reducing the exempt capital gain so that they result in a tax neutral operation).

### PARTICIPATION EXEMPTION ON NET WEALTH TAX

Participations held by a Soparfi are exempt from the 0.5% net wealth tax provided that:

- (a) the Subsidiary is (a) an entity within the scope of Article 2 of the EU Parent-Subsidiary Directive or (b) an entity that is subject in its country of residence to corporate income tax corresponding to the Luxembourg corporate income tax;
- (b) at the date of determination of its net wealth, Soparfi holds a participation representing at least 10% in the share capital of the Subsidiary or which has been acquired at a cost of at least EUR 12 million.

There is no minimum holding period requirement to benefit from the net wealth tax exemption.

## 5. WITHHOLDING TAXES

### DIVIDENDS

The standard withholding tax rate stands at 15% for dividend payments to both resident and non-resident shareholders.

Reduced rates or a withholding tax exemption may be available under applicable double tax treaties.

A full withholding tax exemption may be available under Luxembourg laws if the shareholder of the Soparfi is a fully taxable company established in an EU/EEA or treaty country holding a participation of at least 10% (or alternatively shares of an acquisition cost of EUR 1.2 million) for an uninterrupted period of at least 12 months. For EEA or treaty country companies a subject-to-tax test is to be met.

If the parent company is an EU parent company within the scope of the EU Parent-Subsidiary Directive, the withholding tax exemption may be denied under the GAAR, as implemented into Luxembourg laws.

### LIQUIDATION BONUS

No withholding tax is due in Luxembourg on a full or partial liquidation of a fully taxable company, regardless of the tax residence and/or tax status of the shareholder.

## 6. ANTI-TAX AVOIDANCE DIRECTIVE

The Luxembourg Laws of 21 December 2018 and 20 December 2020 (ATAD Laws) implementing the European Union's (EU) Anti - Tax Avoidance Directive (so-called ATAD) in Luxembourg, contains many measures that may impact the ongoing tax treatment of a Soparfi, including *inter alia*:

- the interest deduction limitation rule under which the taxpayer's exceeding borrowing costs is capped to 30% of its taxable earnings before interest, tax, depreciation and amortisation (EBIDTA) or EUR 3 million;
- the controlled foreign company (CFC) rule targeting non-distributed income of entities or permanent establishments arising from "non-genuine arrangements" which have been put into place for the essential purpose of obtaining a tax advantage.

A subsidiary or a PE of a Soparfi could fall within the definition of a CFC which may result in the

### INTEREST

There is no withholding tax on fixed or floating rate interest payments made to corporate lenders or to non-residents generally.

Under certain conditions, profit participating interest payments on tradable debt instruments may be subject to the same withholding tax treatment as dividend payments (15%).

Withholding tax may likewise be due on interest payments made in excess of acceptable thin capitalisation rules if re-qualified as hidden dividend distribution e.g. when interest is not at arm's length.

### ROYALTIES

There is no withholding tax on royalty payments, regardless of tax status and residence of the recipient.

inclusion of the CFC's income in the taxable basis of the Soparfi;

- the anti-hybrid rules whose aim is to cope with hybrid mismatches that exploit differences between tax jurisdictions as regards the tax treatment of an entity, a permanent establishment or a financial instrument in order to achieve double non-taxation: double deduction, deduction without inclusion, double tax credit and non-taxation without inclusion. In order to neutralise these mismatches in tax outcomes, the ATAD Laws generally deny the deduction right of the Luxembourg payer to the extent that a hybrid mismatch results in a deduction without inclusion or of the Luxembourg payee in the case of double deduction.

Due to the complexity of the rules and having regard to their effect, ATAD-related issues should be carefully monitored.



## 7. RULING APPLICATION PROCEDURE

The Law of 19 December 2014 sets the legal framework for the ruling (advance tax agreements or advance pricing agreements) application procedure.

Upon written request, the head of the competent tax office, after consultation with a ruling commission, may issue a tax confirmation related to one or several operations contemplated by the taxpayer.

This confirmation will bind the tax authorities for 5 years to the extent that:

- the situation or transactions described by the taxpayer are accurate and complete;

- the situation or the transactions realised in the future do not diverge from the ones described by the taxpayer; and

- the confirmation does not become incompatible with domestic, EU or international law.

Rulings related to corporations are subject to the payment of an administrative fee ranging from EUR 3,000 to EUR 10,000 depending on the complexity of the case.

Specific substance requirements apply to advance pricing agreements. You will find a brief outline in Section 10.

## 8. FINANCE COMPANIES

Circular L.I.R. No. 56/1 - 56bis/1 of 27 December 2016 (the Circular) provides guidance on the tax treatment applicable to Luxembourg companies engaged in intra-group financing activities. The Circular follows key principles of the OECD Transfer Pricing Guidelines, as revised by the 2015 BEPS Report on Actions 8-10 "Aligning Transfer Pricing Outcomes with Value Creation".

The Circular applies to any entity engaged in intra-group financing transactions defined as any activity consisting in the granting of loans or advances remunerated by interest to associated enterprises and refinanced by any financial means or instruments such as public offerings, intra-group loans, advanced money or bank loans.

The Circular refers to Article 56bis LIR to highlight the need for a comparability analysis in order to determine whether the remuneration realised by an intra-group financing company complies with the arm's length principle. The comparability analysis described in detail in the Circular includes a functional analysis, a value chain analysis and a risk analysis.

In addition, a company performing intra-group financing transactions must have the financial capacity to cover any potential risks that may materialise. In

practice, this means that a case-by-case analysis will have to be performed in order to determine the level of equity which is required at the level of the intra-group financing company (the so called "equity at risk"). For this purpose, credit risk analysis methods developed by recognised professionals may be used.

Besides the financial capacity to assume the risks, the Circular puts strong emphasis on the control of risks which implies the decision-making capacity to enter into a transaction carrying risks and to monitor such risks. A company performing intra-group financing transactions must therefore have real presence in Luxembourg.

### CENTRAL BANK REPORTING

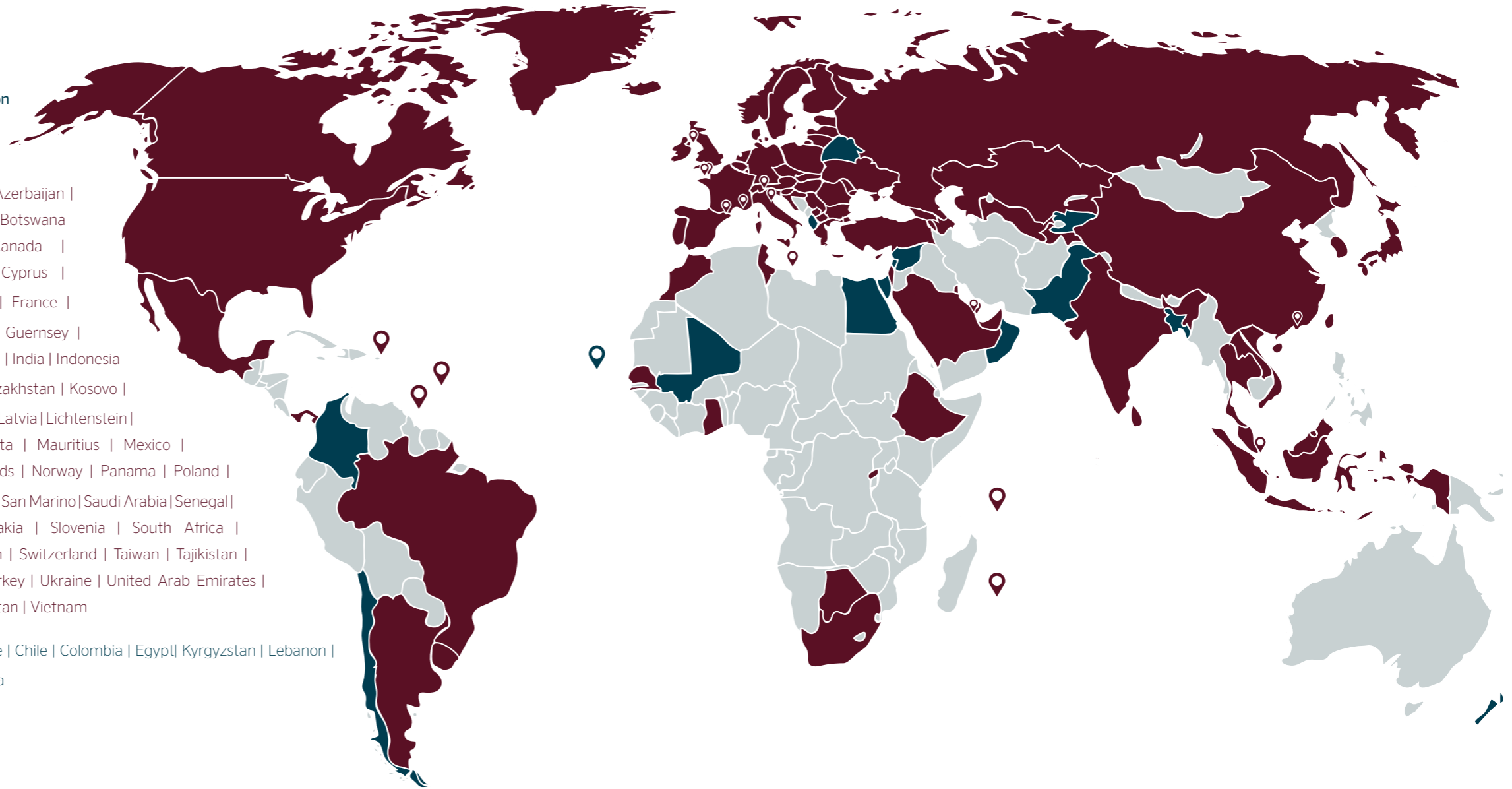
Pursuant to the Luxembourg Central Bank Regulation 2011/8 dated 29 April 2011 as amended by the Luxembourg Central Bank Regulation 2014/17 dated 21 July 2014, Luxembourg financial companies (including *inter alia*, companies carrying out a holding activity or a finance activity) with a total balance sheet of at least EUR 500 million must provide periodic reporting to the Luxembourg Central Bank. However, some exemptions to the reporting obligation may be available.

## 9. LUXEMBOURG DOUBLE TAX TREATIES

- Double tax treaties in force
- Double tax treaties under negotiation or signed but not yet in force

Andorra | Austria | Argentina | Armenia | Azerbaijan | Bahrain | Barbados | Belgium | Botswana | Brazil | Brunei | Bulgaria | Canada | China | Croatia | Czech Republic | Cyprus | Denmark | Estonia | Ethiopia | Finland | France | Georgia | Germany | Ghana | Greece | Guernsey | Hong Kong | Hungary | Iceland | Isle of Man | India | Indonesia | Ireland | Israel | Italy | Japan | Jersey | Kazakhstan | Kosovo | Kuwait | Lao People's Democratic Republic | Latvia | Lichtenstein | Lithuania | Macedonia | Malaysia | Malta | Mauritius | Mexico | Moldova | Monaco | Morocco | Netherlands | Norway | Panama | Poland | Portugal | Qatar | Romania | Russia | Rwanda | San Marino | Saudi Arabia | Senegal | Serbia | Seychelles | Singapore | Slovakia | Slovenia | South Africa | South Korea | Spain | Sri Lanka | Sweden | Switzerland | Taiwan | Tajikistan | Thailand | Trinidad & Tobago | Tunisia | Turkey | Ukraine | United Arab Emirates | United Kingdom | Uruguay | USA | Uzbekistan | Vietnam

Albania | Bangladesh | Belarus | Cape Verde | Chile | Colombia | Egypt | Kyrgyzstan | Lebanon | Mali | New Zealand | Oman | Pakistan | Syria



## 10. SUBSTANCE

### GENERAL CONSIDERATIONS

A Soparfi will be a tax resident of Luxembourg if its registered office or place of central administration (*administration centrale*), i.e., its place of effective management, is located in Luxembourg.

However, a Soparfi must operate in such a way that it cannot be disregarded by the tax authorities of the investment jurisdictions or considered as tax resident in jurisdictions where investors or investments are located.

Under the OECD/G20 action plan to tackle Base Erosion and Profit Shifting (BEPS Action Plan), a clear objective is to avoid the divorce between the location of profits and value creation. A Soparfi must therefore not only be effectively managed in Luxembourg but must also have sufficient organisational and economic substance in Luxembourg to avoid being disregarded as Luxembourg resident and/or as beneficial owner of revenues which it derives from foreign jurisdictions.

Tax treaty access has become hardened as a result of the implementation of the OECD Multilateral Convention adopted on 24 November 2016 by outcomes of the BEPS Action Plan. The MLI will be applied alongside existing tax treaties, modifying their application in order to implement the BEPS measures. The MLI aims, among other things, at tackling treaty abuse, which could be implemented under different approaches. Luxembourg opted for the principal purposes test (PPT) for all of its covered tax agreements (CTA - tax treaties in force for which the MLI will apply) with the exception of its treaty with Senegal which includes an equivalent provision. The PPT provides that the benefit of a tax treaty may be denied if one of the principal purposes of an arrangement or transaction is to obtain tax treaty benefits unless granting these benefits is in line with the object and purpose of the applicable tax treaty.

Demonstrating business purposes of an arrangement or transaction and ensuring that there is adequate substance to achieve these purposes are therefore critical in order to benefit from tax treaties.

The MLI for Luxembourg entered into force on 1 August 2019 but its application per double tax treaty concluded with Luxembourg depends on the ratification by the other contracting state and on the type of tax concerned.

It is important to bear in mind that there are no "one-fits-all" answers or recommendations guaranteeing an adequate level of substance in all circumstances. The required level of substance will depend on the investment/investor jurisdictions and transactions contemplated. By way of anticipation, Soparfi should however also consider as from now the minimum substance requirements introduced by the proposed EU Council Directive laying down rules to prevent the misuse of shell entities for tax purposes and amending Directive 2011/16/EU, as these are expected to apply from 1 January 2024. We are ready to assist you, together with foreign tax advisers if needed, to define the most appropriate organisational structure for your Soparfi."

### MINIMUM SUBSTANCE FOR GROUP-FINANCING COMPANIES

Soparfis which carry out intra-group financing activities are specifically required under the Circular L.I.R. No. 56/1 - 56bis/1 of 27 December 2016 to comply with the following substance requirements:

- the majority of the board members, directors or managers who have the capacity to bind the company, must be (personally or professionally) resident in Luxembourg;
- key management decisions must be adopted in Luxembourg and, if general meetings are required by the company law, at least one must be held per year in Luxembourg;
- the company must have qualified personnel able to control the financing transactions performed. The company may outsource the functions that do not have a significant impact on the control of the risks; and
- the company must not be considered as a tax resident of any other jurisdiction.

## 11. KEY FEATURES OF THE MOST COMMON LUXEMBOURG LIMITED CORPORATIONS<sup>2</sup>

	<b>SOCIÉTÉ À RESPONSABILITÉ LIMITÉE (SÀRL)</b>	<b>SOCIÉTÉ ANONYME (SA)</b>	<b>SOCIÉTÉ PAR ACTIONS SIMPLIFIÉE (SAS)</b>	<b>SOCIÉTÉ COMMANDITÉ PAR ACTIONS (SCA)</b>
<b>Key Features</b>	Private limited liability company	Joint stock company	Joint stock company	Corporate partnership limited by shares
<b>Investors</b>	1 to 100	≥1	≥1	Limited partner(s): ≥1 Unlimited partner(s): ≥1
<b>Minimum Capital</b>	€12,000 or equivalent in another currency	€30,000 or equivalent in another currency	€30,000 or equivalent in another currency	€30,000 or equivalent in another currency
<b>Contribution in kind</b>	No auditor report	Audit report (except for claims which are certain, of a fixed amount and due and payable)	Audit report (except for claims which are certain, of a fixed amount and due and payable)	Audit report (except for claims which are certain, of a fixed amount and due and payable)
<b>Authorised capital</b>	Yes	Yes	Yes	Yes
<b>Shareholder liability</b>	Limited to amount contributed	Limited to amount contributed	Limited to amount contributed	<ul style="list-style-type: none"> <li>Limited partner(s): limited to amount contributed</li> <li>Unlimited partner(s)/GP: indefinitely, jointly and severally liable for obligations of SCA</li> </ul>
<b>Shares</b>	<ul style="list-style-type: none"> <li>Only registered</li> <li>Not freely negotiable</li> <li>Different share classes possible</li> </ul>	<ul style="list-style-type: none"> <li>Registered, bearer or dematerialised form</li> <li>Negotiable</li> <li>Different share classes possible</li> </ul>	<ul style="list-style-type: none"> <li>Registered, bearer or dematerialised form</li> <li>Negotiable</li> <li>Different share classes possible</li> </ul>	<ul style="list-style-type: none"> <li>Registered, bearer or dematerialised form</li> <li>Negotiable</li> <li>Different share classes possible</li> </ul>
<b>Nominal value</b>	Same nominal value/unequal nominal value/without nominal value	Same nominal value/unequal nominal value/without nominal value	Same nominal value/unequal nominal value/without nominal value	Same nominal value/unequal nominal value/without nominal value
<b>Profit units</b>	Yes (with or without voting right)	Yes (with or without voting right)	Yes (with or without voting right)	Yes (with or without voting right)
<b>Tracking shares</b>	Yes	Yes	Yes	Yes
<b>Redeemable shares</b>	Yes	Yes	Yes	Yes
<b>Non-voting shares</b>	No	Yes (no maximum, no obligation to have preferential dividend)	Yes (no maximum, no obligation to have preferential dividend)	Yes (no maximum, no obligation to have preferential dividend)
<b>Suspension of voting right</b>	In case of default of obligations under articles or subscription agreement (if provided in articles)	In case of default of obligations under articles or subscription agreement (if provided in articles) or non-payment of share capital	In case of default of obligations under articles or subscription agreement (if provided in articles) or non-payment of share capital	In case of default of obligations under articles or subscription agreement (if provided in articles) or non-payment of share capital
<b>Waiver of voting right</b>	Yes	Yes	Yes	Yes
<b>Transferability</b>	<ul style="list-style-type: none"> <li>Transfer of shares (and voting profit units) to third parties subject to prior consent of 75% of shares (plus voting profit units), articles may reduce majority requirement to 50%</li> <li>If transfer not approved, exit alternatives (transfer to shareholder or other third party, redemption by company) to be proposed by shareholders to leaving shareholder and if no such alternative is retained, transfer from leaving shareholder to initial third party permitted</li> </ul>	Free	Free	<ul style="list-style-type: none"> <li>Shares of limited shareholders freely transferable</li> <li>Shares of unlimited shareholder/GP: transferable subject to certain conditions</li> </ul>
<b>Listing of Shares</b>	<ul style="list-style-type: none"> <li>No listing</li> <li>No public offer</li> </ul>	<ul style="list-style-type: none"> <li>Listing possible</li> <li>Public offer possible</li> </ul>	<ul style="list-style-type: none"> <li>No listing</li> <li>No public offer</li> </ul>	<ul style="list-style-type: none"> <li>Listing of limited shares possible</li> <li>Public offer of limited shares possible</li> </ul>
<b>Bonds/convertible bonds</b>	Yes (but for convertible bonds, prior shareholder approval required from shareholders and any such approval is irrevocable if declared as such)	Yes	Yes	Yes
<b>Listing of Bonds/convertible bonds</b>	Yes for bonds, no for convertible bonds	Yes for bonds and convertible bonds	Yes for bonds, no for convertible bonds	Yes for bonds and convertible bonds
<b>Management</b>	<ul style="list-style-type: none"> <li>One or several managers which form a board of managers</li> <li>Possible for the board of managers to delegate the daily management</li> <li>Possibility to create dedicated committees</li> <li>Revocation of manager only for cause unless otherwise provided for by articles</li> </ul>	<ul style="list-style-type: none"> <li>Board of directors or management board supervised by a supervisory board</li> <li>Possibility to put in place a management committee (<i>comité de direction</i>) or a managing executive officer (<i>directeur général</i>)</li> <li>Possibility to create dedicated committees</li> <li>Revocation of director at any time with or without cause by simple majority</li> </ul>	<ul style="list-style-type: none"> <li>Represented by a chairman (<i>président</i>)</li> <li>Possibility to delegate the chairman's powers to one or more officers (<i>directeurs</i>)</li> </ul>	<ul style="list-style-type: none"> <li>One or more managers/general partner (possibly constituted in board) who do not need to be unlimited partners</li> <li>Removal only with its consent unless otherwise provided in the articles</li> </ul>
<b>Quorum/Majorities</b>	<ul style="list-style-type: none"> <li>Ordinary resolutions: simple majority of share capital</li> <li>Extraordinary resolutions: 75% of share capital</li> <li>Change of nationality: 75% of share capital</li> <li>Unanimity for increase of shareholders' commitment</li> </ul>	<ul style="list-style-type: none"> <li>Ordinary resolutions: no quorum and simple majority of votes</li> <li>Extraordinary resolutions: 50% quorum at first call and 2/3 majority of votes</li> <li>Change of nationality: 2/3 majority of votes (unless otherwise provided in articles)</li> <li>Unanimity for increase</li> </ul>	Quorum and majorities freely set in the articles	Same as for SA but the GP has a veto right (unless otherwise provided for by the articles) for any extraordinary resolution
<b>Audit/Consolidation</b>	Required if certain thresholds are met	Required if certain thresholds are met	Required if certain thresholds are met	Required if certain thresholds are met
<b>Certain publication requirements</b>	<ul style="list-style-type: none"> <li>Full articles and amendments, annual accounts, consolidated accounts</li> <li>Identity of shareholders and shareholding</li> <li>Details on managers and persons in charge of daily management</li> </ul>	<ul style="list-style-type: none"> <li>Full articles and amendments, annual accounts, consolidated accounts</li> <li>Details on directors or details on management board and supervisory board members and on chief executive</li> </ul>	<ul style="list-style-type: none"> <li>Full articles and amendments, annual accounts, consolidated accounts</li> <li>Details on chairman and officers</li> </ul>	<ul style="list-style-type: none"> <li>Full articles and amendments, annual accounts, consolidated accounts</li> <li>Details on GP</li> </ul>
<b>Tax Transparency</b>	Not tax transparent (but may in principle check-the-box for US tax purposes)	Not tax transparent	Not tax transparent (but may in principle check-the box for US tax purposes)	Not tax transparent (but may in principle check-the box for US tax purposes)

<sup>2</sup> This chart reflects the situation as of April 2019 following most notably the entry into force of the Law of 10 August 2016 amending the Luxembourg company Law. Companies incorporated before 23 August 2016 Law are subject to a 2-year grandfathering period to adapt, if necessary, their articles to the provisions of the new Luxembourg company law.

## 12. KEY CONTACTS



**Yves Prussen**  
Partner  
yvesprussen@elvingerhoss.lu  
Phone: +352 44 66 44 - 2424

**Expertise** Yves Prussen's main areas of activity, besides banking, financial, securities and company law, include tax law, intellectual property law and litigation in these fields. Yves is the author of various publications in the field of tax law, securities law and company law as well as national reports for the International Fiscal Association Congress.

**Career and memberships** Member of the IBA (International Bar Association).  
Member of the Luxembourg branch of the IFA (International Fiscal Association).  
Member of the Luxembourg Association for Arbitration and Euroarbitrage.  
Member of the *Comité d'Experts Juristes* within the CSSF (Commission de Surveillance du Secteur Financier).  
Member of the Luxembourg Bar since 1971.

**Education** Doctor at law and *diplôme* from the Institut d'études politiques de Grenoble (France).

**Languages** English, French, German and Luxembourgish.



**Elisabeth Adam**  
Partner  
elisabethadam@elvingerhoss.lu  
Phone: +352 44 66 44 - 2430

**Expertise** Elisabeth Adam focuses on Luxembourg and international tax law, including transactional and investment-related tax matters and tax planning for industrial groups and private equity houses, structured finance transactions, distressed debt acquisition and estate planning as well as on transactional corporate and financing matters.

**Career and memberships** Member of the LPEA (Luxembourg Private Equity and Venture Capital Association).  
Member of the IBA (International Bar Association).  
Member of the IFA (International Fiscal Association).  
Before joining the firm, Elisabeth worked as a tax adviser with a Luxembourg Big Four accounting, then for several years as an in-house international tax manager for a major industrial group in Luxembourg.  
Member of the Luxembourg Bar since 2008.

**Education** *DESS (diplôme d'études supérieures spécialisées)* in tax law from the Université Nancy 2 (France).  
*DJCE (diplôme de juriste conseil d'entreprise)* from the Université Nancy 2 (France).  
LLM from the Universität Trier (Germany).

**Languages** English, French and German.



**Nadège Le Gouellec**  
Partner  
nadegelegouellec@elvingerhoss.lu  
Phone: +352 44 66 44 - 2450

**Expertise** Nadège Le Gouellec specialises in Luxembourg and international tax law. She advises a wide range of multinationals and private equity funds with respect to their tax structure in Luxembourg. Her advice relates mainly to acquisitions, project financing, structured finance, corporate reorganisations and real estate. She also has extensive experience in tax controversy and tax litigation.

**Career and memberships** Prior to joining Elvinger Hoss Prussen, Nadège worked in the tax department in a major law firm in Luxembourg.  
Member of the IFA (International Fiscal Association).  
Member of the tax committee of the Luxembourg Bar Association.

**Education** *DJCE (diplôme de juriste conseil d'entreprise)* from the Université de Rennes I (France).  
LLM. in International Business Law from the University of Exeter (UK).

**Languages** English and French.



**Aurélie Budzin-Dang**  
Counsel  
aureliebudzin-dang@elvingerhoss.lu  
Phone: +352 44 66 44 - 2174

**Expertise** Counsel Aurélie Budzin-Dang's practice focuses on producing and managing tax knowledge and providing technical and strategic tax advice to client teams.

**Career and memberships** Prior to joining the firm, Aurélie worked for more than ten years in a real estate group company, a Luxembourg law firm and for an international audit firm in Luxembourg.  
Member of the IFA (International Fiscal Association).  
Member of LuxCMA (Luxembourg Capital Market Association)  
Joined Elvinger Hoss Prussen in 2018.  
Member of the Luxembourg Bar in 2011.

**Education** Master's degree in corporate tax law from the Université Nice Sophia Antipolis (France)  
*Maîtrise* in business law from the Université Robert Schuman in Strasbourg (France).

**Languages** English, French and Vietnamese.







Contact us to discuss how we can support your business with Luxembourg legal matters.

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