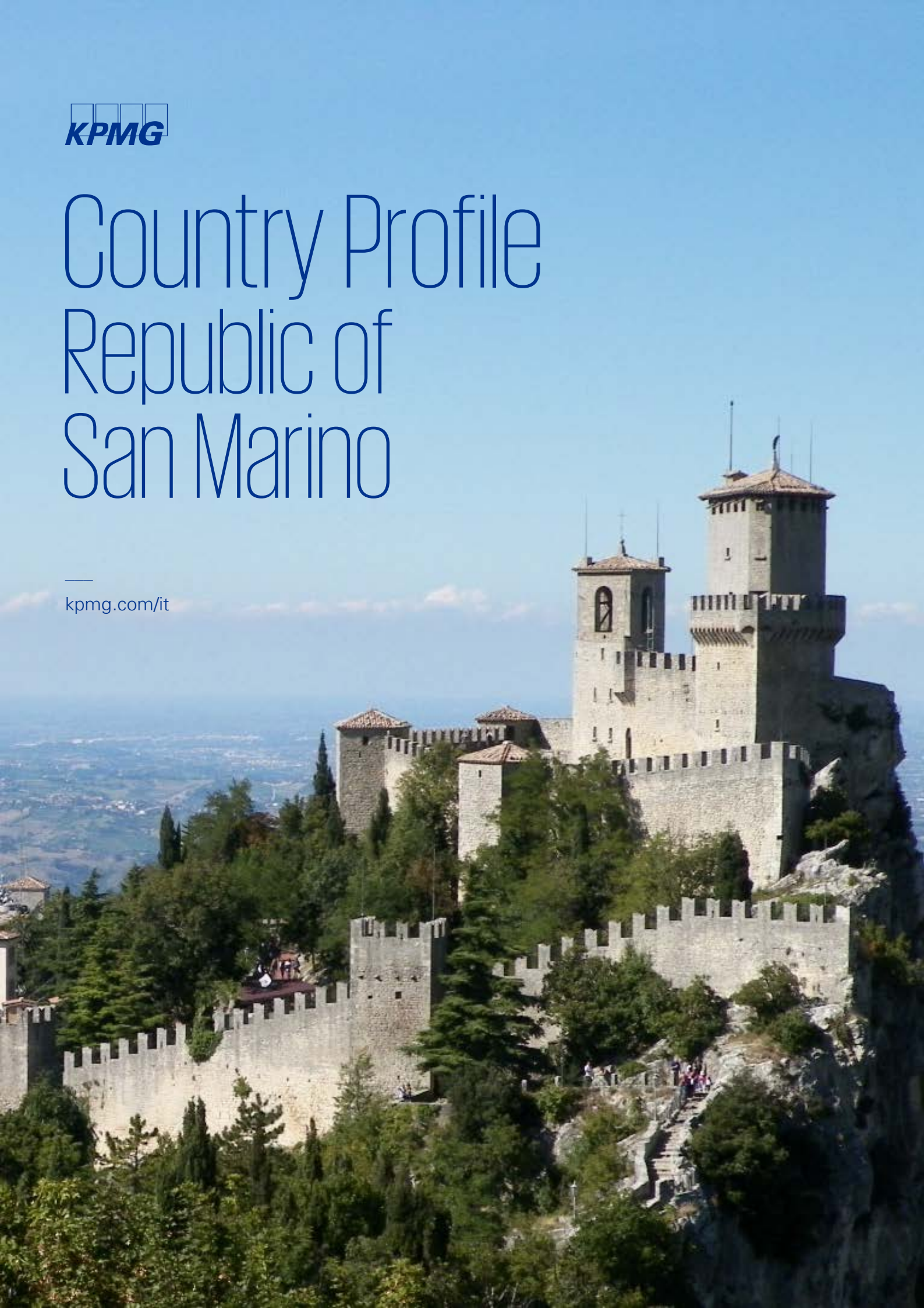




# Country Profile Republic of San Marino

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*This document has been prepared by **ANIS (National Industry Association of the Republic of San Marino)** under the supervision of Studio Associato - Consulenza legale e tributaria (KPMG) and with the collaboration of the San Marino Chamber of Commerce.*

# 1. General information

San Marino, the oldest republic in the world, was founded on 3 September 301 CE. It is an enclave in Italy, between the regions of Emilia Romagna and the Marches.

Approximately 15 km from the Rimini Sud tollbooth along the A14 motorway, and roughly 20 km from the Federico Fellini International Airport in Miramare, San Marino is just over 61 km<sup>2</sup> (24 square miles) in size and has an estimated population of 33,100.

## 1.1 Workforce and GNP (as at 30 September 2017)

The workforce stands at 21,981, including 18,923 employees and 1,782 self-employed workers.

The majority of workers are employed in the private sector, while the public sector employs 3,723 people.

Despite the economic crisis, the unemployment rate of 7.69% is still below the European average.

There are over 5,000 businesses operating in various sectors. Of these, 2,710 are companies.

Sector	Number of businesses	Employers
Agriculture	69	38
Manufacturing	508	5,645
Construction	388	828
Merchandising	1,115	2,684
Hotels	180	872
Transport and storage	102	326
Information/communications	220	726
Financial services	68	772
Services	2,519	2,875

Manufacturing comprises various product sectors: engineering, chemical/pharmaceutical, paper, timber and furniture, clothing, and information technology. According to the International Monetary Fund, GDP stands at approximately €1,415.4 million.

Some two million tourists visit the Republic of San Marino every year.

# 2. How to set up in business

## 2.1 Setting up a company

Non-residents, through a deed executed before a notary, may also set up companies governed by San Marino law. Banking, trust and investment services must be authorised in advance by the regulatory authority, the Central Bank of the Republic of San Marino.

## 2.2 Types of entity

### 2.2.1 Private partnership

This is a general partnership (*società in nome collettivo* – "**Snc**"). Only natural persons can be members.

### 2.2.2 Corporation

There are two types of corporations:

- a limited liability company (*società a responsabilità limitata* - "**Srl**") with minimum quota capital of €25,500;
- a joint-stock company (*società per azioni* - "**SpA**") with minimum share capital of €77,000.

These companies have legal personality, unlike private partnerships.

Individuals and entities can both be members of corporations.

Both joint-stock companies and limited-liability companies can have a sole member.

The shares in SpAs and the quotas<sup>(1)</sup> of Srls are registered and can be held in trust by financial companies. However, anti-money laundering legislation requires the beneficial owner to be identified.

#### 2.2.2.1 Register of companies - Legal personality

The deed of incorporation, after registration with the tax registration office, must be deposited by the notary at the court registry so that it can be entered in the register of companies held by the court. At this point the company acquires legal status.

#### 2.2.2.2 Quota/share capital

In the case of both Srls and SpAs, at least half of the initial quota and share capital must be paid up within 60 days of the date of registration. The rest must be paid up within three years of registration.

#### 2.2.2.3 Corporate offices

##### Governing body

Srls and SpAs can be managed by a sole director or by a board of directors, whose members can be residents or non-residents. If they are non-residents, they must submit the certificates required by law for the purpose of criminal background checks.

##### Sole statutory auditor

This role is necessary in both an SpA and an Srl if one of the following conditions exists.

- a) The quota/share capital is €77,000 or more.
- b) For two consecutive years the revenue from sales of goods and services exceeds €2 million.

The sole statutory auditor must actually reside in the Republic of San Marino and be a registered auditor.

##### Board of statutory auditors (*collegio sindacale*)

For corporations, a board of statutory auditors is mandatory if revenues from sales of goods and services exceed €7.3 million for two consecutive years. The board must have three or five members (*sindaci*). At least two of them must be registered auditors; the others must be chartered accountants, lawyers admitted to the bar, or registered notaries. The majority of the members must actually reside in the Republic.

Companies that have an obligation to appoint a board of statutory auditors (*collegio sindacale*) may appoint a registered auditor of accounts (*revisore*) or audit firm to audit their accounts and financial statements. In this case, the board of statutory auditors has no responsibility for this function.

Only companies operating in the financial and banking sectors are obliged to appoint an audit firm.

## 2.3 Administrative authorisations

### 2.3.1 Operating licences

All businesses must apply for an operating licence, issued online by the Office of Industry, Crafts and Trade, which assigns a "trader code" formed by the letters "SM" and five figures. Each business must pay a licence fee of €1,000 a year.

### 2.3.2 Starting up

Within six months of obtaining their operating licence, companies must have obtained all the papers needed to start production and must meet all health and safety requirements.

To be able to provide food and beverages, prior authorisation from the Public Health Office is required.

(1) Quotas are the units of ownership interest in an Srl (the equivalent of shares in an SpA).

# 3. Main tax aspects

## 3.1 Direct taxation

### 3.1.1 Corporate income tax

The standard corporate income tax (CIT) rate is 17%.

### 3.1.2 Measures to help newly established companies

For newly established companies:

- the general income tax rate is reduced by 50% to 8.5% for the first five years of business;
- there is an exemption from the licence fee for the first four years.

These measures apply:

- a) to new businesses whose shareholders have not run a similar enterprise in the year preceding the date of application for the benefits;
- b) if at least one employee (even the director and even if not on the job placement list) is hired full-time within six months of the issuing of the licence, and one additional employee is hired within twenty-four months of the issuing of the licence.

### 3.1.3 Tax incentives

#### 3.1.3.1 Hiring of employees

Employers who increase the average number of employees by at least one benefit from a variable CIT credit.

- 5% of CIT per person hired<sup>(2)</sup>, for enterprises whose average number of employees in the preceding financial year is five or more.
- 10% of CIT per person hired<sup>(3)</sup>, for enterprises whose average number of employees in the previous financial year is less than five.

This CIT tax credit may not exceed 25% of the total tax due.

This benefit is available provided that at least 50% of the employees are resident.

If the employer hires residents listed in one of the categories of disadvantaged workers - such as the long-term unemployed or those with a 40% or higher disability - the above percentages are increased by an additional 5% for each worker hired; however, the CIT credit may not exceed 40% of the total tax due.

#### 3.1.3.2 Investment in capital goods

Taxable income is reduced by between 40% and 90% of net profit, up to an amount equal to investment in capital goods. This benefit, which can normally be taken for a maximum of six years, can be taken for up to eight years if the total investment exceeds €7,000,000.

(2) The number of new employees has to be rounded down if it is not a full number (e.g. because one of them has been employed for less than 12 months)

(3) See footnote 2.

If the investment is made in real estate, the company must - in order to benefit from this incentive - hire five additional workers, three of whom must be resident and at least one of whom must be given an open-ended contract.

### 3.1.4 Tax losses

Tax losses can be carried forward to offset a maximum 80% of the taxable income of the next three periods. This means that, after three periods, tax losses are lost if not used in full to offset taxable income.

However, tax losses which arise in the first three tax periods of a new company can be carried forward indefinitely and deducted from the income of subsequent tax periods, provided that the company's business is also a new one.

### 3.1.5 General principles of deductibility

Income and costs are included in the computation of taxable income on an accruals basis. Costs are tax deductible if and to the extent that they relate to the business activity.

Directors' fees are deductible only if they have actually been paid.

The following costs can be deducted within certain limits.

- Advertising costs, including sponsorship costs, up to an amount equal to 8% of operating revenue.
- All costs of data processing, including market research, up to an amount equal to 10% of operating revenue.
- Entertainment expenses, up to an amount equal to 5% of operating revenue.

It is not possible to deduct:

- income taxes, penalties and interest resulting from late payment or non-payment of taxes, penalties for violations of the law, and interest on deferred payments;
- costs or expenses deriving from offences.

### 3.1.6 Assessment time limit

A notice of assessment must be served by the end of the third year following the year in which the return is submitted. In the event of failure to submit a return, the expiry of the assessment period is extended to 31 December of the fourth year following that in which the tax return should have been submitted.

All accounts and supplementary records, as well as other documents relevant for tax assessments and inspections, must be kept for five years after the tax period to which they refer or until any tax assessment of that period ends.

### 3.1.7 Deduction of interest expenses

Interest expenses on loans used to purchase capital assets are not tax deductible until the assets are used or are ready to be used.

Interest expenses on loans from shareholders and individuals are deductible when paid.

### 3.1.8 Transfers of equity interests and dividends

Capital gains from sales of interests in resident or non-resident companies do not constitute taxable income if:

- the equity interests are held continuously for a full 12 months before they are sold;
- the equity interests are recorded as long-term investments in the first financial statements after their acquisition.

Capital losses from sales of equity interests in resident or non-resident companies are non-deductible if the above two conditions are met.

Dividends received from companies governed by the law of San Marino are not subject to CIT.

Ninety-five per cent of dividends from foreign companies are not subject to CIT, provided that the interests have been held for at least 12 months and are duly recorded in the accounts and in at least one set of financial statements. The holding period requirement can also be met after the dividends are distributed.

### 3.1.9 Deduction of amortisation

For tax purposes, intangible property, including goodwill paid for the purchase of a business (or its branch), can be amortised at a maximum rate of 20% on a straight-line basis. However, if the period of use of the asset is fixed by law or a contract, or is predetermined, the amortisation charge is based on that period.

Any goodwill on the acquisition by a San Marino company of an interest in a subsidiary is not deductible as it forms part of the purchase cost of the interest.

## 3.2 Residence

San Marino recently introduced a number of forms of residence for entrepreneurs and their directors.

### 3.2.1 Simplified residence

To obtain residence, the applicant must:

- hire five San Marino employees on a full-time basis (regardless of the business sector);
- purchase a property worth €300,000 or deposit this amount as a security with a bank governed by San Marino law;
- take out a €30,000 health insurance policy.

### 3.2.2 Residence for economic reasons

Any individual who undertakes a business activity through a corporation in the Republic of San Marino is entitled to apply for and obtain residence for economic reasons, provided that the individual:

- holds at least 51% of the company;
- hires between one and three full-time employees, depending on the business sector;
- deposits €75,000 in a bank as a guarantee at the time of the application;
- deposits a further €75,000 in the bank within two years of obtaining residence.
- Residence is also granted to the spouse, cohabiting partner and children of the entrepreneur.

### 3.2.3 Automatic residence for the family members of entrepreneurs working in high-tech industries

Those who wish to start a production or service business in the sectors listed below can apply for residence for their family members:

- green economy
- hospitality and tourism
- entertainment industry
- trade
- arts and culture
- traditional products with a low environmental impact
- health care and pharmaceuticals
- management, marketing, international relations, training and research.

### 3.2.4 Elective residence

This type of residence has been recently introduced for foreigners, whether or not they are engaged in a business activity.

The State Congress (Government) has the right to grant residence to foreigners who:

- purchase a property worth €500,000 (or purchase an unfinished property worth €350,000 or more and commission up to €150,000 in completion work);
- pay a one-off tax of €1,000;
- pay a tax of €10,000 for the applicant;
- pay a tax of €20,000 per head for the cohabiting partner and each family member of the applicant.

Alternatively, the foreigner may pay a:

- non-interest-bearing deposit of €600,000 for 10 years, to be used for the purchase of San Marino government securities;
- one-off tax of €1,000;
- tax of €20,000 per head for the cohabiting partner and each family member of the applicant.

### 3.2.5 Exercising of retail trade by non-residents

Non-residents may establish retail companies if they:

- hire two resident employees;
- provide a surety of €150,000 to guarantee solvency (or purchase property of an equal value);
- have a sales area of at least 200m<sup>2</sup>.

### 3.2.6 High-tech start-up companies

Companies located in the San Marino-Italy Science and Technology Park are considered to be high-tech start-up companies and, as such, have access to the following benefits.

- Full exemption from CIT for the first five years.
- Exemption from licence fees.
- Possibility of paying up the entire share capital within three years of registration in the Company Register.
- Easier recruitment of employees.
- Residence permits for shareholders and employees.
- Tax deductions equal to 5% of the capital contributions.

There is a tax exemption for capital gains realised by natural persons (not in the course of business) from the sale of equity investments (qualified and not qualified) in such companies.

## 3.3 Indirect taxation

Imports of goods and services are indirectly taxed at the ordinary rate of 17%. The indirect tax paid on goods imported from abroad can be refunded if the goods are subsequently exported.

For imports of capital goods the rate is 1% and is non-refundable.

Services provided between businesses are not subject to any indirect tax.

## 3.4 Purchase of real estate

Real estate, purchased directly or under a lease agreement, is subject to the following taxes (unless adjusted by the tax authorities), which are levied on the value agreed by the parties.

- Registration tax of 5%
- Cadastral tax of 0.4%
- Public registration tax of 1%.

## 3.5 Withholding tax on outbound dividends, interest and royalties

Unless a double tax treaty (DTT) applies, income paid to non-residents is subject to the following withholding tax rates.

**Dividends** distributed to resident and non-resident individuals are subject to withholding tax of 5%. Profits distributed and paid to parties other than individuals are not subject to the 5% withholding tax, provided that the recipient declares to the company distributing the profits that it is not acting on behalf of an individual.

**Royalties** are subject to 20% withholding tax when paid to non-resident individuals or entities.

**Interest paid on loans** granted by foreign companies is subject to a withholding tax of 13%, unless the loan is granted by a credit institution. Interest on loans from company members who are individuals is tax deductible on a cash basis.

**Interest on current accounts and deposits** is subject to an 11% withholding tax, except for non-residents.

**Repurchase agreements** (securities of all kinds): interest and other income is subject to a tax rate of 5%, except for non-residents.

**Certificates of deposit:** interest and other income are subject to 5% taxation if maturity is less than 18 months. If maturity is longer, the rate is 4%.

**Bond issues:** interest and other income is subject to a 4% withholding tax, except for non-residents.

## 4. European Union and international tax agreements

The Republic of San Marino is not an EU member, although there is a customs union agreement for trade with the EU. EU directives are therefore inapplicable and do not affect direct taxation (especially dividends, interest and fees).

The Republic has signed 21 DTTs based on the OECD Model Convention and 31 Tax Information Exchange Agreements (TIEAs). The network of international agreements is currently being extended.

*List of countries with which San Marino has signed DTTs and TIEAs*

### **DTTs (21 agreements)**

Austria, Azerbaijan (not ratified yet), Barbados, Belgium, Croatia, Cyprus, Georgia, Greece, Hungary, Italy, Liechtenstein, Luxembourg, Malaysia, Malta, Portugal, Qatar, Romania, Saint Kitts and Nevis, Seychelles, Singapore, and Vietnam.

### **TIEAs (31 agreements)**

Andorra, Argentina, Australia, Bahamas, Brazil, Canada, China, Czech Republic, Denmark, Faroe Islands, Finland, France, Germany, Great Britain, Greenland, Guernsey, Holland, India, Indonesia, Iceland, Ireland, Monaco, New Zealand, Norway, Poland, Samoa, South Africa, Sweden, Switzerland and Vanuatu.





## List of DTT Agreements signed by San Marino

Country		Interest held by an individual/entity in a San Marino company > 0 =	Dividends	Interest	Royalties
<b>AUSTRIA</b>	PF – PG		15%	0%	0%
	PG	10%	0%	0%	0%
<b>AZERBAIJAN</b>	PF – PG		10%	10%	10%
	PG	25%	5%	10%	5%
<b>BARBADOS</b>	PF – PG		5%	5%	0%
	PG	10%	0%	5%	0%
<b>BELGIUM</b>	PF – PG		15%	10%	5%
	PG	25%	0%	10%	5%
	PG	10%	5%	10%	5%
<b>CROATIA</b>	PF – PG		0%	0%	0%
<b>CYPRUS</b>	PF – PG		10%	10%	5%
	PG	25%	5%	10%	5%
<b>GEORGIA</b>	PF		0%	0%	0%
	PG		0%	0%	0%
<b>GREECE</b>	PF		10%	10%	5%
	PG	25%	5%	10%	5%
<b>HUNGARY</b>	PF - PG		15%	13%	10%
	PG	25%	5%	13%	10%
	PF - PG		5%	0%	0%
<b>ITALY</b>	PG	10%	0%	0%	0%
	PF - PG		15%	0%	0%
<b>LIECHTENSTEIN</b>	PG	10%	0%	0%	0%
	PF – PG		15%	10%	10%
<b>LUXEMBOURG</b>	PG	10%	5%	10%	10%
	PF - PG		10%	0%	0%
<b>MALAYSIA</b>	PG	25%	5%	0%	0%
	PF – PG		15%	10%	10%
<b>MALTA</b>	PG	25%	10%	10%	10%
	PF		0%	0%	5%
<b>PORTUGAL</b>	PG		0%	0%	5%
	PF – PG		10%	3%	3%
<b>QATAR</b>	PG	50%	0%	3%	3%
	PG	10%	5%	3%	3%
<b>ROMANIA</b>	PF -PG		10%	0%	0%
	PG	10%	7,5%	0%	0%
	PG	25%	5%	0%	0%
<b>SAINT KITTS AND NEVIS</b>	PF -PG		0%	0%	0%
	PG	10%	5%	10%	0%
	PF -PG		0%	12%	8%
<b>SEYCHELLES</b>	PF		15%	0%	0%
	PG	25%	0%	0%	0%
<b>SINGAPORE</b>	PG		5%	0%	0%
<b>VIETNAM</b>	PF – PG		15%	15%	15%
	PG	10%	10%	10%	10%

Legend: PF = individual; PG = entity

# 5. Labour issues, social security and pensions

## 5.1 Employment and self-employment

A social security system provides sickness and maternity benefits, family allowances, and social security cushions for employees.

The pension system guarantees workers a replacement rate of 60% to 80% of their average salary over their last 10 years of work, providing a maximum pension of €45,000.00 per year.

To be eligible for the minimum pension scheme, social security contributions need to have been paid for at least 20 years.

The social security contributions payable by the company amount to 27.40% of the worker's gross salary, while those payable by the worker amount to 8.30%.

## 5.2 'Gestione separata' social security scheme

Company directors (the sole director or managing and other directors) must register with the gestione separata social security system and with the complementary pension scheme Fondiss.

## 5.3 Employment contracts

The Unitary Collective General Labour Agreements of the various sectors are fully valid.

## 5.4 Staff recruitment

The employment of San Marino nationals and residents merely has to be communicated to the Labour Office.

To recruit cross-border workers, an employer does not have to consult the job placement lists but must pay a contribution equal to 4.5% of the salary.

If, instead, the employer consults the lists and does not find a match for the position to be filled, a cross-border worker can be hired without having to pay any additional contribution.

## 5.5 Secondment

Under the Social Security Convention between Italy and San Marino, employees can be seconded between companies of the two countries. They can remain under the law of their country of origin for a maximum of 36 months.

San Marino has also signed social security agreements with France and Switzerland.

# 6. Industrial property

Industrial property rights are protected both by the law of San Marino and by international multilateral agreements.

In the San Marino legal system there is a specific set of rules governing industrial property (Law no. 79 dated 25 May 2005, as subsequently amended).

This law protects exclusive rights obtained through (i) patents, utility models, plant variety property rights and (ii) registered trademarks, drawings, patterns, trade names,

designations of origin, distinctive signs other than registered trademarks, and confidential business information.

In San Marino there is a Patent and Trademarks Office (USBM) which deals with applications for the registering and protection of patents, trademarks and other similar items.

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