

Laws, administrative procedures and guidelines

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Legislation

Decree – Law No. 19/2019 – Investment Code:

[\(Portuguese\)](#)

[Investment Code Regulation:](#)

(Portuguese)

Decree – Law No. 15/2016 – Tax Benefits and Incentives Code:

[\(Portuguese\)](#)

Investment Regimes

In Sao Tome and Principe there are three investment regimes:

1. Simplified Regime – Within the simplified regime is included investment in accordance with article 10 of the general investment code, the value between 50,000 Euros (Fifty Thousand Euros) and 249,999 (Two hundred and forty-nine thousand, nine hundred and ninety-nine Euros).

2. General regime – Within the general regime is included investment in accordance with article 11 of the general investment code, the value between 250,000 Euros (Two Hundred and Fifty Thousand Euros) and 4,999,999 (Four million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine Euros).

3. Special regime – Within the special regime is included investment in accordance with article 12 of the general investment code, and the global amount is equal to or above the equivalent value to 5,000,000 (Five Million Euros).

Administrative procedures and guidelines

1. Constitution of the Company

Sao Tome and Principe has a Unique Counter for Companies, which is a public service with the competence to proceed with the complete registration of enterprises (commercial companies) and has the final goal of speeding up the processes of constitution, alteration, company extinction and other such acts.

Foreign investors are allowed to set up their company with 100% private capital, except in the situations designated below which are exclusive to nationals:

The constitution, establishment and exploration of micro companies;

The constitution, establishment and exploration of small companies reserved for individuals and legal entities of people from Sao Tome or companies whose capital is mostly from people of Sao Tome.

– Commercial Companies

In Sao Tome and Principe, the main types of commercial companies are:

- Limited Liability Company (2 or more partners);

- Unipersonal Limited Liability Company (1 partner);
- Public Limited Company (5 shareholders or more).

– Share Capital

Minimum Share Capital required by law is as follows:

- Unipersonal Company – STN. 20,000.00 equiv. to Euros 816.00;
- Public Limited Company – STN. 350,000.00 equiv. to Euros 14,285.70;
- Limited Company – STN. 150,000.00 equiv. to Euros 6,122.00.

– Branch

The following documents are required to register the representation of a foreign company in Sao Tome and Principe:

- Company Constitution Deed (abroad), in digital format and 2 copies;
- Certification of the Commercial Register of the Company (abroad) and the charter or license;
- Minutes of the General Assembly which decide the opening of the branch (representation) in Sao Tome and Principe (must contain the headquarters of the parent company and the branch in Sao Tome and Principe, TIN, no. of the Commercial register, share capital allocated to the branch, appointment of the representative in Sao Tome and Principe and the activity to be exercised);
- Proof that the company is not in insolvency or in the process of bankruptcy;
- Identification documents of the partners and the legal representative of the company in Sao Tome and Principe (2 copies of the Identity Card or passport and the TIN).

– Documents for the constitution of a company

The documents required to register a company are as follows:

- **National Citizen** – 2 Photocopies of the Identity Card (if married, the full name of the spouse and the property regime and the date of the marriage);
- **Foreign Residents** – 2 Photocopies of Passport and valid Residence Card (if married, full name of the spouse and the property regime and the date of marriage);
- **Non-resident foreigners** – 2 photocopies of the valid Passport;
- National Taxpayer Card (TIN);
- Membership, email, address, telephone, P.O. Box.

In case of absence, a **Power of Attorney** (conferring powers of representation) with notarized signature or authenticated photocopy of the Power of Attorney.

– Formalities

The formalities for establishing a company are as follows

- Request the Admissibility Certificate of the Company Name;
- Fill in the Constitution form;
- Submit the Company's Bylaws or adopt the standard Bylaws provided by the Unique Counter for Companies.

– Company on the day

In Sao Tome and Principe a company can be established in 24 hours, for the urgent process, or in three (3) days, for the normal process.

– Value

STN 5,150.00, equivalent to Euros 210.00 or STN 10,150.00, equivalent to Euros 414.00, are needed to register a company.

2. Investment Administrative Steps

– Proposal Submission

All the proposals for private investment must be submitted to the Trade and Investment Promotion Agency as complete as possible, allowing a thorough analysis that results in effective decision-making on the investment project.

The proposals must contain all the necessary documents that permit the identification, the legal, economic, financial and technical characterization of the investor and the projected investment, and which also allow to make an assessment of the relevance of the request to access to facilities, incentives and benefits requested by the investor, and a study to assess the environmental impact of the investment project, when applicable.

– Application

The application process will be presented in 1 (one) copy at the secretariat of the Agency responsible for investments and through digital means, and must be accompanied by the following elements:

1. Technical file of the project;
2. Generic description of the project, including indication of economic activity, direct job postings to be created, planned or alternative location, technologies involved, products or services provided;
3. Investment and financing plans;

4. Forms and maps contained in Annex I to this diploma;
5. Economic and financial feasibility study, and other documents necessary to demonstrate the sustainability of the project;
6. Plan for the import of goods than concerns with the project;
7. Document that proves the promoter's legitimacy regarding the use of the property where it is proposed to develop the subject project;
8. Environmental impact study, for the projects susceptible to produce environmental risks in accordance with current law on the matter;
9. Any other studies directly linked to the realization of the project.

– Technical-Economic Evaluation

The investment project is subject to technical-economic evaluation, covering namely the following aspects:

1. Analysis of projects' objectives and characteristics;
2. Market study;
3. Analysis of the economic and financial feasibility of the project.

For the purpose of analyzing the Project's economic and financial viability, the following aspects, among others, will be taken into account:

1. Maintenance and/or creation of new job postings;
2. Positive balance, in foreign currency, which contributes to the equilibrium of the balance of external payments;
3. Development of national resources, namely through their transformation or incorporation into products;
4. Use of national goods and services;
5. Degree of increase in national added value and geographic-economic diversification;

6. Plans of professional training for national workers;
7. Ecological impact.

Source: [Trade and Investment Promotion Agency – STP Investor Guide 2018](#)