

doing business in Guinea-Bissau

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country profile	
government structure	<ul style="list-style-type: none"> • Executive: The president is the chief of state, and the prime minister is the head of government. The president is directly elected by absolute majority popular vote, in two rounds if needed, for up to two consecutive five-year terms. The president cannot apply for a third consecutive term. The prime minister is appointed by the president after consultation with party leaders in the National People's Assembly. Cabinet is nominated by the prime minister and appointed by the president. • Legislative: Guinea-Bissau has a unicameral National People's Assembly. • Judicial: The highest court is the Supreme Court, which has both appellate and constitutional jurisdiction. The subordinate courts are the Appeals Court, regional (first instance) courts and military court. • Next presidential elections: November 2024.
economic data	<ul style="list-style-type: none"> • Nominal GDP (USD billions): 1.83 • GDP per capita (USD): 942.86 • Inflation rate (% change): 2.00 • Government revenue (% of GDP): 16.89 • Government gross debt (% of GDP): 75.32 <p><i>*Source: IMF (December 2023 estimates)</i></p> <ul style="list-style-type: none"> • Agriculture is the main economic sector in Guinea-Bissau with good prospects for forestry and fishery development. • There is potential for the development of mineral resources such as phosphates, bauxite, and mineral sands and Guinea-Bissau has begun with the exploration of offshore oil and gas. • The main industries include agricultural products processing, beer, and soft drinks. • Guinea-Bissau's main export partners are India, Belgium, and Côte d'Ivoire. The main export commodities include cashews, natural gas, mackerel, fish, and scrap vessels. • Guinea-Bissau's main import partners are Portugal, Senegal, China, the Netherlands, and Pakistan. The main import commodities include refined petroleum, rice, wheat products, soups/broths, and malt extract.
risk ratings	<ul style="list-style-type: none"> • S&P Global Overall Country Risk (Q4 2023): 186/211 • Corruption Perceptions Index (2022): 164/180

international treaties and memberships	
international and regional organisations and customs unions	<ul style="list-style-type: none"> • African Continental Free Trade Area Agreement • African Development Bank Group • African Union • Alliance of Small Island States • Central Bank of West African States (<i>Banque Centrale des Etats d'Afrique de l'Ouest</i> ("BCEAO")) • Community of Portuguese Language Countries (<i>Comunidade dos Países de Língua Portuguesa</i>) • Community of Sahel-Saharan States • Economic Community of West African States ("ECOWAS") • Group of 77 • International Monetary Fund • International Organisation of the French-speaking World (<i>Organisation Internationale de la Francophonie</i>) • Organisation of African, Caribbean and Pacific States ("OACPS") • Organisation of Islamic Cooperation • Organization for the Harmonization of Business Law in Africa ("OHADA") • United Nations • West African Economic and Monetary Union ("WAEMU") (<i>Union Economique et Monétaire Ouest Africaine</i> ("UEMOA")) • World Bank Group • World Customs Organization • Guinea-Bissau receives preferential treatment under the agreements listed here: http://ptadb.wto.org/Country.aspx?code=624
bilateral investment treaties	<ul style="list-style-type: none"> • Guinea-Bissau has a bilateral investment treaty in force with Portugal. • Treaties have been signed with Angola, Cabo Verde, Morocco, and the United Arab Emirates, but these have not yet entered into force.
investment-related agreements / institutions	<ul style="list-style-type: none"> • African Growth and Opportunity Act • Cotonou Agreement (may be succeeded by the European Union and OACPS Partnership Agreement) • Multilateral Investment Guarantee Agency • World Trade Organization
dispute resolution	<ul style="list-style-type: none"> • Convention on the Settlement of Investment Disputes between States and Nationals of Other States (ICSID Convention) (Signatory) • OHADA • United Nations Commission on International Trade Law (UNCITRAL)



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intellectual property ("IP") treaties	<ul style="list-style-type: none"> A comprehensive list of IP-related treaties signed by Guinea-Bissau is available at: https://wipolex.wipo.int/en/legislation/members/profile/GW?collection=treaties See the trade marks section below for further detail.
legal regime	
applicable legal regime	<ul style="list-style-type: none"> Guinea-Bissau's legal system is based on Portuguese law and local customary law.
dispute resolution	<ul style="list-style-type: none"> There is a specialised commercial court for the purpose of dispute resolution and contract enforcement. The OHADA Treaty provides an arbitration procedure. Disputes relating to the general Uniform Acts, or any other business dispute, can be submitted to the OHADA arbitration procedure. The Uniform Act on Arbitration supersedes all national legislation on commercial law.
land acquisition, planning, and use	<ul style="list-style-type: none"> A 1998 constitutional law grants land ownership to the government and allows renewable 90-year concessions to be granted to private investors.
competition	
<i>merger control</i>	<ul style="list-style-type: none"> There is no domestic competition law regime governing merger control or prohibited practices in Guinea-Bissau. Guinea-Bissau is a member of WAEMU and is therefore subject to the competition rules and regulations of WAEMU. Merger control in Guinea-Bissau is therefore dealt with at WAEMU regional level. Under the WAEMU merger control regime, a merger is defined as (i) a merger between two or more previously independent undertakings; (ii) the acquisition by one or more persons already controlling at least one undertaking, or by one or more undertakings, whether by purchase of securities or assets, by contracts or by any other means of direct or indirect control of the whole or parts of one or more undertakings; or (iii) the creation of a joint venture performing on a lasting basis all the functions of an autonomous economic undertaking. The WAEMU merger control regime is a voluntary merger notification regime. Merging parties can implement a proposed transaction without prior competition approval (at their own risk). Parties may seek advance clearance for a transaction and may file to obtain a "negative clearance" or an individual exemption. Mergers are analysed in light of the provisions applicable to abuses of dominance. Merger transactions will be regarded as an abuse of a dominant position where they create or reinforce a dominant position leading to a significant impediment to or distortion of competition in the market.

	<ul style="list-style-type: none"> There is no provision for merger filing fees, however parties may be liable for an administrative fee for voluntary merger notifications. Given that merger notification is voluntary, there is no risk of penalty for failure to notify unless the parties are found to have implemented a merger which amounts to an abuse of dominance. In such a situation, parties may face a fine ranging from F.CFA500 000 to F.CFA100-million (which amount can be increased to 10% of the annual turnover of each of the parties). Guinea-Bissau is also a member of two regional competition bodies, ECOWAS and OHADA. OHADA does not yet have an operational regulator and it is understood that its merger control regime is not yet functional. ECOWAS has an operational merger control regime in place. Merger activities in Guinea-Bissau should thus be conducted with this regional competition body in mind.
<i>prohibited practice</i>	<ul style="list-style-type: none"> In terms of the WAEMU Regulations, horizontal and vertical agreements, decisions, and concerted practices between undertakings, which have as their object or effect the prevention, restriction or distortion of competition, are prohibited, unless they are exempt. The WAEMU Regulations prohibit cartel conduct (such as price fixing and market division) and abuses of dominance. A firm which engages in an anti-competitive horizontal or vertical agreement, or which abuses its dominant position commits an offence and may face sanctions, the amount of which is between F.CFA500 000 and F.CFA100-million and can be increased to the equivalent of 10% of the annual turnover or assets of the infringing companies. OHADA does not regulate prohibited practices. ECOWAS regulates anticompetitive practices. Activities in Guinea-Bissau should thus be conducted with this regional competition body in mind.
employment	
<i>immigration</i>	<ul style="list-style-type: none"> Expatriates working in Guinea-Bissau must hold a valid work permit and a residence permit. A work permit has to be sponsored by a local employer. There is no restriction on the number of work permits that one may possess.
<i>local employment vs secondment</i>	<ul style="list-style-type: none"> It is permissible to conclude secondment agreements in Guinea-Bissau.
<i>fixed-term contracts and temporary employment services</i>	<ul style="list-style-type: none"> Fixed-term contracts are allowed in Guinea-Bissau. If the contract continues up to two years, it will be considered an indefinite contract of employment.
<i>payment in local currency</i>	<ul style="list-style-type: none"> Remuneration must be paid in local currency.

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restraint of trade agreements	<ul style="list-style-type: none"> Restraint of trade agreements are generally not valid and enforceable under the Labour Code. However, a non-competition agreement may be entered into on freely agreed terms during the employment relationship against specific compensation. The agreement must be limited to two years if in force after the end of the employment relationship and only be in relation to activities whose exercise may effectively cause harm to the former employer.
foreign investment regime	
investment regime	<ul style="list-style-type: none"> The Investment Code, approved by Law No. 13/2011 of 5 August 2011, governs investment in Guinea-Bissau. The Company Formalisation Centre (<i>Centro de Formalização de Empresas</i> ("CFE")) acts as a one-stop shop for business registration.
registration / licensing requirements	<ul style="list-style-type: none"> Companies must register with the CFE to obtain the following: <ul style="list-style-type: none"> public deed of incorporation (<i>Escritura Pública</i>); declaration of conformity (<i>déclaration de conformité</i>); notice of registration in the Trade and Personal Property Rights Register (<i>Registre de Commerce et du Crédit Mobilier</i>); tax number ("NIF") from the tax office representative; registration certificate (<i>Certidão de Matrícula</i>); and a commercial licence.
non-industry specific registrations / licences	<ul style="list-style-type: none"> The following general non-industry specific registration/licences may also be required:
<i>Ministry of Labour</i>	<ul style="list-style-type: none"> After incorporation, a company and its employees must be registered with the General Labour Inspectorate within the Ministry of Labour.
<i>National Institute of Social Security (Instituto Nacional da Segurança Social ("INSS"))</i>	<ul style="list-style-type: none"> All employers and employees must be registered for social security at the INSS.
industry-specific licences	<ul style="list-style-type: none"> Industry-specific licenses may also be required.

incentives	<ul style="list-style-type: none"> Incentives include: <ul style="list-style-type: none"> various benefits available under the Investment Code to investment projects carried out in Guinea-Bissau, including exemption from customs duties and sales tax and corporate income tax holidays; incentives available to companies in the mining sector under the Mines and Quarries Code, which vary according to the prospecting, research, or exploration period; and an exemption from duties and customs charges for the importation of merchandise and equipment to be incorporated or consumed in works directly connected with oil operations.
exchange control regulation	<ul style="list-style-type: none"> Guinea-Bissau is a member of WAEMU and subject to the WAEMU Unified Foreign Exchange Regulations. In terms of the WAEMU Regulations, investment from outside the monetary union can be made without approval from the local Minister of Finance. However, direct investment must be reported by the relevant local commercial bank to the office of the BCEAO for statistical purposes. The state guarantees investors the right of conversion of foreign currency and F.CFA and the remittance abroad of the income and capital of foreign direct investments. The Investment Code also guarantees the right of foreign personnel working for a company, and legally authorised to live and work in Guinea-Bissau, to transfer abroad the whole or part of their remuneration earned in the country, subject to complying with its tax obligations.
types of entities available for foreign investment	<ul style="list-style-type: none"> The forms of doing business available in Guinea-Bissau are mainly the following provided for by the OHADA Uniform Act on Commercial Companies and Economic Interest Groupings: <ul style="list-style-type: none"> public limited company (<i>société anonyme</i> ("SA")); simplified public limited company (<i>société par actions simplifiée</i> ("SAS")); private limited liability company (<i>société à responsabilité limitée</i> ("SARL")); general partnership (<i>société en nom collectif</i>, SNC); limited partnership (<i>société en commandite simple</i>, SCS); joint venture (<i>société en participation</i>); <i>de facto</i> company (<i>société de fait</i>); economic interest grouping (<i>groupement d'intérêt économique</i>, GIE); registered branch of a foreign company; and representation or liaison office.



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private limited liability company	
minimum number of shareholders	<ul style="list-style-type: none"> SARL SA SAS: A minimum of one shareholder is required. In principle, local shareholders are not required, but may be required in certain specified sectors such as mining, oil and gas.
minimum share capital	<ul style="list-style-type: none"> The following minimum share capital requirements apply: <ul style="list-style-type: none"> SARL: no minimum required share capital. The nominal value of each quota may not be less than F.CFA5 000; SA: no minimum required share capital. The share capital should be divided into and represented by shares whose face value may not be less than F.CFA10 000; and SAS: no minimum required share capital.
directors	<ul style="list-style-type: none"> SARL: must have at least one managing director (<i>gérant</i>). It is recommended that someone who is either based in or regularly travels to Guinea-Bissau be appointed as managing director, as it is required for such a person to hold a long-term visa. There is no requirement to appoint directors / managers in addition to the managing director. SA: must appoint a chairperson of the board who can also act as general manager of the company (<i>directeur général</i>). A board of directors with three to 12 members, including a chairperson, is to be appointed. SAS: free to determine its management structure, which should, as a minimum, consist of one chairperson. There is no requirement to appoint a board of directors.
company secretary	<ul style="list-style-type: none"> There is no requirement to appoint a company secretary in Guinea-Bissau.
auditor	<ul style="list-style-type: none"> SARL and SAS: must appoint a statutory auditor when two of the following three conditions are met at the end of the financial year: <ul style="list-style-type: none"> its total balance sheet exceeds F.CFA125-million; the annual turnover exceeds F.CFA250-million; or the permanent staff exceeds 50 employees. SA: appointment of an auditor is mandatory. SAS: appointment of an auditor is mandatory where an SAS effectively controls one or more companies, or where an SAS is effectively controlled by one or more companies.
registered address	<ul style="list-style-type: none"> Every company must have a registered office in Guinea-Bissau which must be indicated in the Articles of Association. The address of the company's accountants or lawyers may be used as registered address for an interim period.
shelf companies	<ul style="list-style-type: none"> There are no shelf companies available in Guinea-Bissau.

registration process	<ul style="list-style-type: none">Companies are registered with the CFE, and it takes approximately two weeks to complete registration once all the required documents have been submitted.		
tax			
tax system	<ul style="list-style-type: none">Guinea-Bissau has a source-based tax system, in terms of which both residents and non-residents are subject to tax on income earned from a source in Guinea-Bissau.		
corporate residence	<ul style="list-style-type: none">A company is resident in Guinea-Bissau if its legal seat is in Guinea-Bissau or has any other form of permanent representation in Guinea-Bissau.		
corporate tax rate	<ul style="list-style-type: none">Resident companies and permanent establishments of foreign companies are subject to corporate income tax at the rate of 25%.Companies are also subject to a minimum tax liability equal to 1% of their gross annual turnover.		
capital gains tax ("CGT")	<ul style="list-style-type: none">Capital gains are included in ordinary taxable income and subject to corporate income tax at the standard rate.		
withholding tax ("WHT") rates	WHT rate		
	payment to	residents	non-residents*
	branch profits	N/A	N/A
	dividends	15%	15%
	interest	15% (bank deposits, short-term investments, and other interest) 10% (bonds and treasury bonds with a maturity period of less than two years) 5% (securities with a maturity period of three years)	10%
	royalties	15%	15%
	management, consulting, and technical service fees	N/A	25%
*The withholding tax rate may be reduced in terms of a relevant double tax agreement.			

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double tax agreements ("DTAs")	<ul style="list-style-type: none"> DTAs are in force with Portugal and WAEMU member states (including Benin, Burkina Faso, Côte d'Ivoire, Mali, Niger, Senegal, and Togo). 																				
losses	<ul style="list-style-type: none"> Losses may be carried forward for a period of three years. 																				
transfer pricing	<ul style="list-style-type: none"> In terms of Guinea-Bissau's transfer pricing rules, transactions entered into between related persons must be entered into on an arm's length basis. Two entities are considered related if one entity has the power to exercise, directly or indirectly, a significant influence on the management decisions of the other. 																				
limitations on interest deductibility	<ul style="list-style-type: none"> There are no thin capitalisation rules applicable in Guinea-Bissau, however, a limitation applies on the deductibility of interest paid to related entities where the interest rate exceeds the market rate. 																				
employee taxes	<p>The income tax rates applicable to resident individuals are:</p> <table> <tr> <th>monthly chargeable income (F.CFA)</th><th>tax rate</th></tr> <tr> <td>up to 41 667</td><td>1%</td></tr> <tr> <td>41 668 – 83 333</td><td>6%</td></tr> <tr> <td>83 334 – 208 333</td><td>8%</td></tr> <tr> <td>208 334 – 300 000</td><td>10%</td></tr> <tr> <td>300 001 – 400 500</td><td>12%</td></tr> <tr> <td>400 501 – 750 000</td><td>14%</td></tr> <tr> <td>750 001 – 1 100 000</td><td>16%</td></tr> <tr> <td>1 100 001 – 1 500 000</td><td>18%</td></tr> <tr> <td>over 1 500 000</td><td>20%</td></tr> </table>	monthly chargeable income (F.CFA)	tax rate	up to 41 667	1%	41 668 – 83 333	6%	83 334 – 208 333	8%	208 334 – 300 000	10%	300 001 – 400 500	12%	400 501 – 750 000	14%	750 001 – 1 100 000	16%	1 100 001 – 1 500 000	18%	over 1 500 000	20%
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over 1 500 000	20%																				
social security contributions	<ul style="list-style-type: none"> Both employees and employers must make monthly social security contributions to the INSS. The employer contribution rate is 14% of monthly wages, whereas the employee contribution rate is 8% per month. 																				
payroll taxes	<ul style="list-style-type: none"> There is no payroll tax in Guinea-Bissau. 																				
stamp duty	<ul style="list-style-type: none"> Stamp duty (<i>imposto de selo</i>) is levied under the Stamp Duty Regulations and the General Stamp Duty Table, at a percentage or flat rate on certain acts and contracts. Real estate transfer tax (<i>sisas sobre as transmissões de imóveis por título oneroso</i>) at the rate of 5% is payable on the sale of quotas in a limited liability company where such company owns immovable property. In addition, stamp duty at the rate of 0.5% applies. 																				

	<ul style="list-style-type: none"> Real estate transfer tax on the transfer of immovable property is levied at the rate of 5% and stamp duty at the rate of 0.5%.
value added tax ("VAT")	
<i>taxable supplies</i>	<ul style="list-style-type: none"> With effect from 1 January 2023 a new VAT Code (<i>Imposto sobre o valor acrescentado</i>) replaced the general sales tax regime (<i>imposto geral sobre vendas e serviços</i>). VAT is levied on the taxable supplies of goods and services, and on the importation of goods.
<i>general sales tax rate</i>	<ul style="list-style-type: none"> 19% 10% (imports and sales of listed goods of services)
<i>registration threshold</i>	<ul style="list-style-type: none"> Taxable persons include any individual or corporation that independently or habitually carries on a business as a manufacturer, trader, provider of services, or importer of goods. Small taxpayers with a turnover of less than F.CFA10-million are exempt from VAT. Taxpayers with turnover of between F.CFA10-million and F.CFA40-million are subject to a simplified VAT regime and a reduced VAT rate of 5%.
<i>VAT on imported goods and services</i>	<ul style="list-style-type: none"> Non-resident taxpayers without a fixed establishment in Guinea-Bissau must appoint a representative for the purpose of fulfilling their tax obligations. In the absence of appointing a representative, resident companies are required to account for VAT under a reverse charge mechanism in respect of imported goods or services supplied by non-resident companies without a fixed establishment in Guinea-Bissau.
trade marks	
international conventions, treaties, and arrangements	<ul style="list-style-type: none"> Madrid Protocol (Guinea-Bissau is not member, but applied for by Organisation Africaine de la Propriété Intellectuelle ("OAPI") under the Bangui Agreement) Nice Agreement Paris Convention World Intellectual Property Organization Convention World Trade Organization / Trade-Related Aspects of Intellectual Property Rights (TRIPS) (all OAPI countries are members except Comoros and Equatorial Guinea) <p><i>*Note</i></p> <p>Guinea-Bissau is a member of OAPI. OAPI has a central registry in Cameroon which facilitates the central filing of IP rights, including trade marks. An OAPI application automatically covers all member countries, as the member states</p>

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	<p>had to renounce their national IP laws to become members. It is therefore not possible to file individual national applications in any of the OAPI member states.</p> <p>OAPI member states include Benin, Burkina Faso, Cameroon, Central African Republic, Chad, Comoros, Côte d'Ivoire, Equatorial Guinea, Gabon, Guinea, Guinea-Bissau, Mali, Mauritania, Niger, Republic of the Congo, Senegal, and Togo.</p>
classification	<ul style="list-style-type: none"> The International Classification of Goods and Services (Nice Classification) applies. A single application may cover any number of classes.
categories of trade marks	<ul style="list-style-type: none"> Provision is made for: <ul style="list-style-type: none"> collective trade marks; ordinary trade marks (goods and service trade marks); and geographical indications.
filing requirements	<ul style="list-style-type: none"> Full particulars of the applicant; Power of Attorney, in French or English, simply signed (per application); electronic representation of the trade mark; and a certified copy of the priority document (if applicable), with a verified French or English translation.
procedure	<ul style="list-style-type: none"> An application is filed at the OAPI office in Cameroon. Applications are examined for compliance with formal requirements only. If the office finds that the conditions for registration have been met, the mark registers and the registration is published.
oppositions	<ul style="list-style-type: none"> Opposition may be lodged within three months following the date of publication of the application. No extensions are allowed.
duration and renewal	<ul style="list-style-type: none"> A trade mark registration is effective for an initial period of 10 years and, thereafter, renewable for further periods of 10 years.

ENS is a full-service law firm with significant experience and specialist expertise that spans all commercial areas of law, tax, forensics, and IP across Africa. For more information or assistance please contact:

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