

# **GLOBAL ADVOCACY AND LEGAL COUNSEL**

## **Brief Introduction:**

Global Advocacy and Legal Counsel is a leading Middle Eastern law firm. Established in 2002, we have offices in Abu Dhabi, Dubai, Muscat, Amman, and Ras Al Khaimah providing local, regional, and international clients with a full business law service.

Internationally licensed, experienced, and educated, our diverse team combine a wealth of knowledge from around the globe, including the UAE, Oman, Pakistan, US, UK, Australia, Italy, Germany, Egypt, Lebanon, Jordan, Syria and India. We are permitted to practice local law in each of the jurisdictions in which we operate, and our teams of highly skilled and experienced advocates and legal consultants have rights of audience before the local courts, including the Dubai International Financial Centre and Abu Dhabi Global Market Courts in the UAE.

# Areas of Practice:

- 1. Arbitration
- 2. M&A and Restructuring
- 3. Corporate and Commercial
- 4. Dispute Resolution
- 5. Insolvency
- 6. Common Law
- 7. Banking and Finance

## **Oman-Russia Agreements: Expanding Horizons for Investment**

His Majesty Sultan Haitham bin Tarik made a significant state visit to the Russian Federation from 21 April 2025 to 22 April 2025. This visit culminated in the signing of several key agreements and memoranda of understanding aimed at bolstering cooperation between the two nations across various sectors.

## 1. Mutual Visa Exemption:

- A significant agreement to facilitate easier travel for citizens of both nations, fostering tourism and business exchanges.
- This is expected to boost tourism, and encourage buisness travel, thus increasing investment opportunities.
- 2. Economic and Technical Cooperation:



- A protocol established to create a joint economic committee, designed to enhance bilateral trade, investment, and technical collaboration.
- This lays the groundwork for increased economic partnerships and joint ventures.

# 3. Memoranda of Understanding (MOUs) Across Diverse Sectors:

- Transport and Transit: Agreements aimed at improving transportation links and facilitating smoother transit, creating opportunities in logistics and infrastructure.
- Combating Money Laundering and Terrorism Financing: Cooperation to ensure financial stability and security, creating a safer investment environment.
- Fisheries: Partnerships to advance scientific research, promote sustainable fishing technologies, and encourage joint investments in marine projects, opening avenues in the fisheries industry.
- Climate Change and Low-Carbon Development: Cooperation in these areas opens the door to investments in green technologies and sustainable energy projects.
- Agreements were also made in areas of media, and educational cooperation.

# 4. Business and Trade Promotion:

- An MOU between the Oman Chamber of Commerce and Industry and the Russian Roscongress Foundation, aiming to expand trade and investment cooperation between businesses from both countries.
- This agreement intends to increase the exchange of expertise and joint ventures.

# • Significance for Investors:

- These agreements signal a strengthening of economic ties between Oman and Russia, creating new opportunities for investors in various sectors.
- The focus on diversification, including digital transformation and the green economy, aligns with Oman Vision 2040, making Oman an attractive investment hub.
- The agreements help to solidify Omani and Russian relations, and create a more secure and stable environment for investment.

## For more information, contact us.



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# FOREIGN INVESTMENT IN OMAN<sup>1</sup>

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<sup>&</sup>lt;sup>1</sup> The information provided in this document only serves as a guide and is not exhaustive. The competent authorities may require additional documents depending on the corporate structure, place of incorporation and the activities to be undertaken by the proposed company. For further information, please contact us at: info.muscat@globaladvocates.net



### A. FULL OWNERSHIP

QUESTION	ANSWER
Is full ownership of	Yes. Subject to legal restrictions, foreign nationals and entities are allowed
investment vehicles by	to own 100% of the investment vehicle/company/corporate structure in
foreign nationals or entities allowed in	Oman.
Oman?	
Which laws govern	1. Foreign Capital Investment Law (RD 50/2019) and its executive
foreign investments in	regulation (MD 72/2020)
Oman?	<ol> <li>Commercial Companies Law (RD 18/2019) and its executive regulations (MD 146/2021)</li> </ol>
	3. Law of Commerce (RD 55/1990)
	4. Securities Law (RD 46/2022)
	5. Sector Specific Laws (Engineering, Banking, Insurance etc.)
	6. List of Prohibited Activities (MD 209/2020), as amended
Are there any activities	Yes, MD 209/2020, as amended from time to time, contains a list of
prohibited for foreign	activities which can only be undertaken by Omani nationals or wholly
investors?	owned Omani companies.
	Negative list currently includes activities such as hair dressing, tailoring,
	laundry, automotive repair, photocopying, real estate brokerage etc.
Are there any other	Yes, certain sector specific laws obligate the investors to comply with certain
activities which are not	shareholding, corporate structuring requirements. For instance, opening an
generally open for	engineering consultancy office in Oman with foreign investment is subject
foreign investment?	to stringent controls. Similarly, companies working as agents for foreign
	companies must comply with the corporate structuring requirements as set out in Commercial Agency Law (RD 26/1977), that is, Omani share capital
	shall not be less than 51%, said threshold in practice has been reduced to
	30%. Furthermore, certain activities pertaining to pharmaceutical
	establishments, such as medical equipment procurement requires 30%
	Omani shareholding.
Can a foreign investor	No. A foreign investor must formally register on the Commercial Register
operate in Oman without	maintained by Ministry of Commerce, Industry and Investment Promotion.
formal registration?	



### **B. SANCTIONS AND TAXATION**

QUESTION	ANSWER
Does Oman follow	No. Oman only follows the decisions of United Nations Security Council for
sanctions regime of any	the purposes of sanctioning individuals and entities.
particular state or	
country?	
Do Secondary Sanctions	There is a likelihood that businesses in Oman can be affected by secondary
effect businesses in	sanctions, particularly when it comes to sending and receiving money via
Oman?	banking channels. Secondary sanctions create a strong deterrent for Omani
	banks to engage in transactions that could be perceived as supporting
	sanctioned entities or activities. This forces them to prioritize OFAC
	compliance to maintain their access to the global financial system and
	avoid significant penalties.
	However, secondary sanctions would not, in all cases, effect banking
	transactions particularly where Bank of China is the corresponding Bank.
What is the rate of	The standard rate of corporate income tax in Oman is 15%.
corporate income tax in	
Oman?	
Is there a double taxation	Yes, there is a Double Taxation Avoidance Agreement (DTAA) between the
avoidance agreement	Sultanate of Oman and the Russian Federation.
between Russia and	
Oman?	



## C. CORPORATE STRUCTURES IN OMAN:

SUBJECT MATTER	BRIEF	
What are the types of	1. General Partnership	
corporate structures	2. Limited Partnership	
recognized in Oman?	3. Joint Venture	
	4. Joint Stock Company (public / closed).	
	5. Holding Company	
	6. Limited Liability Company	
	7. One-Person Company	
Are there other	Other structures or routes of doing business Oman are:	
structures or ways of		
doing business in Oman?	1. Branch office (subject to general and sectoral legal requirements).	
	Initially, subject to exceptions, branch offices could only be	
	registered to perform a governmental contract. However, in the	
	new regulations, the said requirement is not specifically mentioned.	
	2. Commercial representative office	
	3. Selling products and services through an agent in Oman	
Which corporate	Limited Liability Company ("LLC") and One-Person Company ("SPC").	
structures are mostly	However, where shareholders want to protect their identities from being	
used by foreign	easily accessible, closed joint stock companies ("SAOCs") provide the	
individuals or companies	needed cover as the data pertaining to shareholders is maintained by	
to carry out business	Muscat Clearing and Depository company and is not accessible to all	
activities in Oman?	whereas the primary data pertaining to LLC and SPC can be easily accessed	
	through the publicly available commercial register.	



### D. INCORPORATION GUIDE:

SUBJECT MATTER	BRIEF
Capital Requirements	<ol> <li>LLC/SPC: There is no fixed minimum capital requirement. Ministry of Commerce, Industry and Investment Promotion ("MOCIIP") recommends a minimum capital based on the company's activities, and in some cases, a minimum capital is stipulated.</li> </ol>
	2. <b>SAOC:</b> The minimum capital requirement for a SAOC is OMR 500,000.
	3. <b>SAOG:</b> The minimum capital requirement for a SAOG is OMR 2,000,000. Founders must subscribe between 30% and 60% of the capital. The minimum capital for a conversion from a SAOC to a SAOG may be OMR 1,000,000.
	Companies intending to include the word "Oman" in their name can only be incorporated as joint stock companies (SAOC or SAOG).
Steps for incorporating LLC	<ol> <li>Name Reservation: Requires MOCIIP approval to ensure the name is unique, not misleading, and aligns with the company's activities. The name must either reflect a shareholder or have a clear Arabic translation.</li> </ol>
	<ol> <li>MOCIIP Application: Involves preparing and obtaining several documents:</li> </ol>
	• Foreign shareholder documents: Apostilled/notarized, legalized, and consularized constitutional documents, certificate of incorporation, board/shareholders resolution or power of attorney (for corporate entities).
	<ul> <li>Omani shareholder documents: MOCIIP certificate of registration and OCCI certificate and shareholders' resolution (for corporate entities); passport or ID copies (for natural persons).</li> </ul>
	<ul> <li>A constitutive contract (key constitutional document).</li> <li>A summary of the project description.</li> </ul>
	<ul> <li>A summary of the project description.</li> <li>A bank certificate from an Omani bank (potentially waived recently).</li> </ul>
	<b>3. OCCI Registration:</b> The final step of the initial registration process, obtained immediately after MOCIIP registration.
	<ol> <li>Approvals: Additional governmental approvals may be required based on the LLC/SPC's intended business activities.</li> </ol>



		<ul> <li>Feasibility Study: Additionallya feasibility study must be submitted through one of the approved auditing firms along with proof of experience, such as academic qualifications related to the business activity or a commercial license from the investor's home country or country of residence.</li> <li>Timeframe: Approximately one to two weeks for document preparation and finalization, and about three to four working days for MOCIIP approval.</li> <li>Post Registration: The company needs to organize and obtain: A municipality license.</li> <li>Tax registration.</li> <li>Registration with the ROP (Civil Defence).</li> <li>Registration with the MOL, to apply for labour clearances.</li> <li>Industrial, environmental, and other permits/licenses, depending on the business nature.</li> </ul>
Steps for incorporating Joint Stock Company	2. 3. 4.	<ul> <li>Name Reservation: The same requirements as for LLC/SPCs apply.</li> <li>MOCIIP Application: Involves preparing and obtaining several documents:</li> <li>Foreign and Omani shareholder documents: The same requirements as applicable to LLC/SPCs.</li> <li>Memorandum of Association and Articles of Association (constitutional documents).</li> <li>Application to the MOCIIP stating the address and names of at least three founder shareholders committee members.</li> <li>A bank certificate from an Omani bank as evidence of compliance</li> </ul>
	8.	with capital requirements. <b>Constitutive General Meeting (CGM):</b> A CGM must be convened, followed by the first board meeting to appoint the chairman, deputy chairman, and secretary. <b>OCCI Registration:</b> Same as for LLC/SPCs.
		<ul> <li>Approvals: Same as for LLC/SPCs; further governmental approvals may be required based on business activities.</li> <li>Feasibility Study: Same as for LLC/SPCs.</li> <li>Timeframe: Approximately two weeks for the incorporation of a SAOC, and around six weeks for a SAOG.</li> </ul>



	<ol> <li>Post Registration: The company needs to organize and obtain:</li> <li>Registration with Muscat Clearing and Depository Company SAOC.</li> <li>Registration with MSX.</li> <li>A municipality license, tax registration, ROP (Civil Defence) and MOL registration (same as for LLC/SPCs).</li> </ol>
Others	1. Holding Company:
	• Can be established as either an SAOC or an SAOG.
	The minimum capital requirement is OMR 2,000,000.
	<ul> <li>Its sole objective is to maintain financial and administrative control of its subsidiaries and it cannot perform other functions.</li> </ul>
	2. Unincorporated Joint-Ventures:
	• Can be formed by two or more corporate entities or individuals registered in Oman.
	• These joint ventures are not registerable with the MOCIIP.
	• They do not possess the legal status of a business entity.
	1]



### E. INCENTIVES UNDER FCIL:

SUBJECT MATTER	BRIEF		
Large scale projects	1.	Generally, incentives are available for projects involving considerable foreign contribution.	
	2.	One Approval for Strategic Investment Project: Council of Ministers may, pursuant to a recommendation of MOCIIP, pass a decision to grant an investment project that is established for setting up strategic projects that contribute in achieving development in the activities of public utilities, infrastructure, new or renewable energy, roads, transport and ports, on approval for establishment, operation and management of the investment project, including the construction and work force permits.	
	3.	<ul> <li>Cost of the project shall not be less than OMR 10 million and:</li> <li>Project contributes to transfer of knowledge/technology/techniques, or</li> <li>10% of works is assign to SMEs, or</li> <li>10% products used in the project are Omani</li> </ul>	
Less Developed Regions	1.	<ul> <li>Foreign investment project established in one of the less developed regions of Oman may be granted one or more of the following privileges with the approval of the Council of Ministers: <ul> <li>an exemption from the rent or purchase price for any land/real estate allocated to the foreign investment project for a period not exceeding five years from commencement of operations;</li> <li>an exemption from the applicable Omanisation percentage, for a period not exceeding two years from commencement of operations;</li> <li>an exemption from all or part of any governmental fees/charges; and/or</li> <li>such other privileges as may be granted by the Council of Ministers.</li> </ul> </li> </ul>	
	2.	<ul> <li>Privileges above will not be granted unless the foreign investment project is financed by foreign currency transferred into Oman in accordance with Central Bank of Oman rules and either: <ul> <li>the project results in the transfer of expertise, modern and modern technology and knowledge to Oman; or</li> <li>at least 30% of the project's production is exported outside Oman; or</li> <li>at least 40 of the products used by the project are of Omani origin.</li> </ul> </li> </ul>	



Taxation	1.	Article 22 of the2019 FCIL provides that "exemption of an investment project from tax shall be in accordance with the provisions of the Income Tax Law".
	2.	<ul> <li>However, in terms of Article 22 of the Executive Regulations, exemptions from "taxes, customs duties, and non-customs duties" may be available for the following foreign investment projects: <ul> <li>integrated tourist projects;</li> <li>projects related to information technology and telecommunications;</li> <li>industrial projects with a cost exceeding OMR 10 million;</li> <li>projects relating to the transport sector and seaports (logistics);</li> <li>strategic projects (presumably either including or comprising those strategic projects contemplated by Article 10 of the 2019 FCIL);</li> <li>projects employing not less than 200 Omani workers, or projects in which the Omanisation percentage exceeds 25% of the minimum Omanisation requirement; provided in each case that modern techniques and technology are used in the production or provision of services;</li> <li>industrial projects which use raw materials from inside Oman; and</li> <li>any other projects specified by the MOCIIP following the approval of the Council of Ministers.</li> </ul> </li> </ul>
Land allocation	1.	Allocation of land on long term lease or usufruct, subject to relevant laws.
	2.	Application shall be submitted to MOCIIP. Allocation will be dependent on the size and nature of project. Application shall necessarily provide information regarding; use of land, required area and suggested location.
	3.	Allocation will also involve the relevant authority. For instance, if the project involves the construction of a desalination plant, then the concerned authority would be the Authority for Public Services Regulation. However, Ministry of Housing and Urban Planning would also be involved.
	4.	Termination where the investor fails to start the project within defined period, violates terms of allocation.







### F. SPECIAL ECONOMIC ZONE AND FREE ZONE<sup>2</sup>

SUBJECT MATTER	BRIEF	
Legal Regime	Oman has introduced a new unified regulatory framework for its Special	
	Economic Zones and Free Zones under Royal Decree 38/2025, effective April	
	8, 2025, replacing the previous law. This New Law offers incentives like 10-	
	year corporate tax exemptions (with potential extensions) and aims to	
	attract foreign investment, particularly in real estate. Further details on	
	implementation will be provided in executive regulations expected by April	
	2026, with existing regulations remaining applicable unless contradictory.	
	All laws applicable in the mainland shall continue to apply in special	
	economic zone and free zone except to the extent specifically provided for	
	in the respective governing laws.	
Incorporation	A license to establish a project or engage in real estate development	
	work, as well as applications for the approvals, permits, licenses, and	
	certificates necessary to engage in the activity, shall be submitted to	
	the One-Stop Shop on the forms prepared for that purpose. Please	
	note that requirements may vary depending on the special economic	
	zone or free zone. It is necessary to lease or usufruct a facility to be	
	able to obtain a license to operate in the free zone and special economic zones.	
	economic zones.	
	The procedure is generally straightforward and can be completed with	
	minimum hassle as the applications can be submitted online.	
Areas	Freezones:	
	1. Sohar Port and Free Zone	
	2. Salalah Free Zone	
	3. Al Muzanah Free Zone	
	Special Economic Zones:	
	1. Dugm Special Economic Zone	
	<ol> <li>Knowledge Oasis Muscat Special Economic Zone</li> </ol>	
Sohar Free Zone	Benefits:	
	1. 100% foreign ownership of a company is permitted	
	2. Low capital requirements	
	3. Corporate tax holidays of up to 25 years	

<sup>2</sup> Following the promulgation of the new law, the notes provided for in this section may change in due course following the introduction of executive regulations under the new law applicable to free zones and special economic zones.



		<ul> <li>4. 0% duties on imports and re-exports</li> <li>5. 0% Personal Income Tax on individuals coming in and working in the</li> </ul>
		Freezone
		6. 0% Value-Added Tax
		7. Relaxed levels of Omanisation
		8. Free Trade Agreements with the US and Singapore
		Activities:
		<ol> <li>Commercial activity: export, import, storage and handling, general trading.</li> </ol>
		<ol> <li>Industrial activity: works based on reassembling, manufacturing and remanufacturing.</li> </ol>
		<ol> <li>Service activity: logistics and consultancy services.</li> </ol>
		<ol> <li>Banking and financial activities: foreign exchange, banks and money</li> </ol>
		transfers.
		5. Educational activity: institutes and schools.
		<b>6.</b> Health activities: health centres, hospitals, pharmaceuticals,
		laboratories and specialized health centres.
Ī	Salalah Free Zone	Benefits:
		1. 100% foreign ownership of a company is permitted
		2. 0% customs duties on imports and exports
		3. Low capital investment requirements
		4. No taxes on profits or dividends for up to 30 years
		5. No tax on personal incomes
		6. Free-trade agreements with US and Singapore
		7. Exemption from corporate taxes
		Activities:
		Activities:
		1. General Trading License: export, import, storage and distribution of
		<b>2.</b> Trading License: export, import, storage and distribution of
		specified products on the company trade license.
		3. Industrial License: importing raw materials, carrying out the
		manufacturing of specific products, and exporting the
		<ol> <li>finished product. The Industrial License is subject to clearances to be obtained from the respective ministries.</li> </ol>
		5. Service License: carrying out the services in the company trade
		license, within the SFZ.
Ī	Al-Mazunah Free Zone	Benefits:
		1. Exemptions from customs duties on imports



	2. Low capital investment requirements
	3. Exemptions from the law of commercial agencies
	4. Permission to import certain goods into the Sultanate of Oman
	5. Corporate tax holidays of up to 30 years
	6. Relaxed levels of Omanisation
	7. Approval of Yemeni customs for goods imported from Yemen
	8. Factories operating in AFZ are granted a national certificate of origin
	Activities:
	1. Commercial Sector
	<ul> <li>Storage, import and re-export of all types of goods.</li> </ul>
	• Storage and trading of spare parts and vehicles of various
	kinds.
	• Fruit and vegetable trade.
	Meat and livestock trade.
	• Equipment, spare parts and machinery trade; and other.
	2. Service Sector (Including catering services)
	• Distribution and transportation services to and from the
	Free Zone to both Yemen and Oman.
	Custom clearance services.
	<ul> <li>Handling services of equipment and goods.</li> </ul>
	• Correspondence, translation, fax, printing, grocery and
	internet services and other.
	3. Industrial Sector
	Packaging and sorting factories.
	<ul> <li>Agricultural products processing; foodstuff processing</li> </ul>
	units; packaging of fruit and vegetable.
	. ,
	equipment.
	<ul> <li>Vehicle repair and maintenance workshops.</li> </ul>
	Light plastic industries.
	Manufacturing of ready-made garments.
	Carpentry plants and woodworking industries.
	<ul> <li>All kinds of light industries; and other.</li> </ul>
Dugm Special Economic	Benefits:
Zone	
	<b>1.</b> 100% foreign ownership of a company is permitted
	<ol> <li>No currency restrictions</li> </ol>
	<ol> <li>No minimum capital investment requirements</li> </ol>
	<ol> <li>Income tax exemptions of up to 30 years</li> </ol>
	5. Relaxed levels of Omanisation
	S. Active levels of offullisation



	•	
	6.	Simplified immigration and residency permits for expatriates and
		their families.
	7.	Simplified customs procedures
	8.	Usufruct agreements which is renewable for up to 50 years
	9.	Projects registered in SEZAD's commercial register can import
		goods required for the practice of authorised activities and deliver
		goods from Duqm without prior permission or authorisation.
	10.	Imported goods are not subject to any restrictions on the retention
		period in the zone, unless otherwise specified by SEZAD's board of
		directors. Investors are also free to transport goods to onshore
		Oman, subject to customs duty, or within any other free zone in the
		Sultanate.
	11.	Enterprises have the right to open a representative office inside
		onshore Oman subject to being registered in accordance with the
		laws and regulations in force in the Sultanate.
	Activiti	es:
	1.	Real Estate
		Energy
	3.	Heavy industries
	4.	Shipbuilding
	5.	Tourism
	6.	Logistics
	7.	
Knowledge Oasis	Benefit	s:
Muscat, Special		
Economic Zone	1.	100% foreign ownership of a company is permitted
	2.	Low capital investment requirements
	3.	Relaxed levels of Omanisation
	4.	No foreign exchange controls
	5.	0% Personal Income Tax
		Long-term land and lease contracts
	7.	Simplified business incorporation procedures
	A	
	Activiti	es:
	8.	IT related services and activities
	õ.	וו וכומוכע זכו עונכז מווע מנוועונוכז



### G. INDUSTRIAL ESTATES

SUBJECT MATTER	BRIEF	
Manager	The Public Establishment for Industrial Estates "Madayn" is a government body established in 1993 by Royal Decree No. 4/93, aimed at developing and managing industrial cities across the Sultanate of Oman, fostering private sector engagement in manufacturing, and spurring economic growth within the country.	
	Today, Madayn manages and operates (10) industrial cities in Sur, Suhar, Raysut Nizwa Al Buraimi Al Rusayl Samail Ibri. Al Mudhaibi Mahas	
Benefits	<ul> <li>Raysut, Nizwa, Al Buraimi, Al Rusayl, Samail, Ibri, Al Mudhaibi, Mahas.</li> <li>1. Lease period of lands and facilities for up to 30 years, renewable for the same period.</li> <li>2. Right to waive the lease right for the remaining period of the contract.</li> <li>3. Right to sell constructions and buildings on the leased land.</li> <li>4. Right to lease the buildings and facilities built on the leased lands by investors.</li> <li>5. Right to involve new partners in the lease contract.</li> <li>6. Fair evaluation of buildings and facilities upon the termination of the lease contract.</li> <li>7. Rental value of OMR 1 annually per square meter for the first five years for industrial uses.</li> <li>8. Exemption from income tax for five years for industrial projects.</li> <li>9. Exemption from customs duties and taxes on production inputs.</li> <li>10. Income tax at a fixed rate of 15% per annum and fixed customs duties of 5%.</li> <li>11. Developed and equipped lands with basic services (water, electricity, telecom, roads)</li> <li>12. Percentage of foreign workforce touches up to 65%.</li> <li>13. Transparent legal frameworks illustrating rights and obligations.</li> <li>14. Punctuality in service delivery.</li> <li>15. Freedom of working around the clock.</li> <li>16. 100% of foreign ownership in all industrial cities.</li> <li>17. Projects can receive 100% foreign ownership.</li> <li>18. Participation in internal and external Omani Products Exhibitions as part of 'Made in Oman' Campaign</li> <li>19. Participation in workshops, seminars and exhibitions, which are</li> </ul>	
	<ul><li>organised by Madayn.</li><li>20. Workforce townships equipped with a variety of services</li></ul>	