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Effective utilization of debt and interest to optimize Income Tax in Uganda

May 2026

A. Background

Most people look at business debt purely as a way to fund a project. However, looking at it only through a financing lens misses a massive benefit: its power to save on taxes. Because interest payments are typically tax-deductible, smart debt management reduces the amount of cash a company has to send to the tax man. That saved cash remains in the business, serving as an extra, internal source of funding to fuel future operations. In short, debt does double duty: it empowers a business with immediate capital to grow, while simultaneously lowering its tax bill.

This article explores how debt financing can strategically lower your tax liability within Uganda's tax framework. It analyzes statutory boundaries, examines recent judicial trends on interest deductibility, and evaluates the critical tax implications of debt mutations, including debt-to-equity conversions and debt forgiveness.

B. Uganda Income Tax; interest deduction mechanics

In Uganda, Income Tax is governed by the Income Tax Act (Cap. 338) (The Act). At its core, it is a tax levied on a person's (company or individual) chargeable income, more commonly understood as taxable profits.

The formula for taxable profit is straightforward:

Taxable profits or Chargeable Income = Gross Revenues - Allowable Deductions

It is every person's strategic objective to optimize their allowable deductions to minimize chargeable income and achieve the most favorable tax outcome.

In its most straightforward context, debt naturally carries interest. Under Section 25(1) of the Act, interest is a deductible expense against taxable income; this implies that a business utilizing debt financing whether for asset acquisition or routine operations benefits from an additional allowable deduction that is unavailable to a business funded solely by cash reserves or owner's equity.

This mechanism is widely known as the Debt Tax Shield. When a corporate entity finances its operations or asset acquisitions through debt, the interest payable acts as a shield that lowers its taxable profit margins hence the 'Debt Tax Sheild' term.

Consider a simplified comparison between two Ugandan entities, Company A (100% Equity Financed) and Company B (with Debt Financing), both generating UGX 1,000,000 in profit before interest and tax.

Financial detail	Company A (Equity Financed)	Company B (Debt Financed)
Profit Before Interest & Tax	UGX 1,000,000	UGX 1,000,000
Less: Interest Expense	UGX 0	(UGX 300,000)
(Taxable Profit)	UGX 1,000,000	UGX 700,000
Corporate Income Tax (30%)	UGX 300,000	UGX 210,000
Net Income Available to Owners	UGX 700,000	UGX 490,000
Total Cash Kept by Enterprise/ Funders	UGX 700,000	UGX 790,000 (490,000 Net + 300,000 Interest)
Tax Savings (The Shield Benefit)	UGX 0	**UGX 90,000**

From the above scenario, by deploying debt, Company B legally keeps UGX 90,000 out of the hands of the Uganda Revenue Authority (URA). This saved capital can be re-invested.

Under Corporate Finance, while Company B yields lower absolute Net Income, the owners achieve a significantly higher Return on Equity while freeing up personal capital for other investments.

C. The Statutory walls

The utilization of the debt tax shield discussed above is not an absolute right; it is highly regulated by anti-avoidance measures. Corporate strategies must carefully align with statutory conditions to avoid aggressive tax planning traps.

1. The Underlying Purpose Rule

To qualify for a deduction, the interest must satisfy the test of being incurred in the production of income included in gross income. For example, if loan funds are diverted to personal use or non-income generating projects, the interest expense is strictly non-deductible under Sections 25(1) and 22(1)(a) of the Act.

2. Navigating the EBITDA Rule; The Shift from Thin Capitalization

Historically, Uganda curtailed excessive intra-group interest deductions using traditional thin capitalization rules, which enforced a strict 1.5:1 debt to equity ratio. However, to align with the OECD's Base Erosion and Profit Shifting (BEPS) Action 4 recommendations, the Ugandan legislature radically overhauled this framework, shifting towards an earnings stripping mechanism.

Currently, under Section 25 of the Act, an interest deductibility cap applies to taxpayers who are members of a group. The rule dictates that the maximum deductible interest expense in a year of income shall not exceed 30% of the taxpayer's Tax Earnings Before Interest, Taxes, Depreciation, and Amortization **(EBITDA).**

Any excess interest that breaches this 30% threshold is disallowed in the current year but may be carried forward as a deferred expense for a maximum of three subsequent years of income. It is re-introduced in chronological order, subject to the same 30% EBITDA cap in those future periods.

D. Common Corporate Debt Issues in Taxation

1. WHT on Interest accrued but not paid

Section 45 of the Act governs how interest, discounts, premiums, and deferred interest are recognized for tax purposes. Under the general accounting rule in Section 45(1), these financing costs must be taken into account on an accrual basis as they accumulate over time.

However, a critical exception arises when withholding tax is involved. While Section 2 broadly defines a 'payment' to include cash, in-kind transfers, or any other means of conferring value, Section 45(2) introduces a strict timing override i.e. where interest is subject to Withholding Tax (WHT), it is specifically deemed to be derived or incurred only when it is actually paid, rather than as it accrues. In practice, this framework creates a persistent friction between the accrual principle and cash-basis accounting regarding the precise timing of interest deductions and withholding tax obligations.

This tension has led to several tax disputes between taxpayers and the URA.

Below, we break down the key areas of conflict and offer our recommended approaches to help you stay compliant and avoid trouble with the tax authorities.

2. WHT on Interest, Accrual vs. Cash Basis: A Judicial Analysis

In **ATC Uganda Limited (ATC) vs Uganda Revenue Authority (URA) (TAT 17 of 2018),** while the URA argued that under Section 2(xx) of the law, payment is defined broadly to include amounts that are 'paid or payable (accrued)', or any setup that 'confers a value or benefit' on someone, hence WHT on the interest was due at the accrual of the interest, ATC argued that Section 45(2) of the ITA explicitly provides that withholding tax on interest is only triggered 'when the interest is paid'.

This same argument came up in the subsequent cases of **The Cooper Motors Corporation (U) Ltd (CMC) vs URA (TAT 67 of 2018)** and **Afgri Uganda Ltd (AFGRI) vs URA (TAT 18 of 2019).**

In all instances the tribunal correctly maintained that withholding tax on interest is triggered only when it is paid, not simply when it accrues on paper.

However, Section 45(2) is not restricted to Withholding tax only and this is where costly mistakes have been made by taxpayers. Section 45(2) provides that where interest is subject to WHT, it is specifically deemed to be derived or incurred only when it is actually paid. This deemed to be derived or incurred serves for all tax purposes under the ITA, including deductibility of the interest for purposes of determining Income Taxes.

If interest is treated as deferred for WHT purposes under Section 45(2), meaning no tax is due yet, then conversely, it can only be claimed as a tax deduction once it has actually been paid. This is precisely why at the confusion of many, the Tribunal relies on the deduction of an interest expense to confirm that the interest has legally been "paid," thereby triggering the immediate obligation to remit WHT.

It is actually a logical take by the framers of the law, you cannot shelve WHT where it would have ordinarily been due but for a carve out under section 45(2) (i.e. being accrued interest, no cash has been expended) but simultaneously claim a tax deduction for that same interest expense. This would amount to a double benefit.

Many taxpayers have been victims of accruing the interest (expensing it in the process for Income tax purposes), and not applying WHT on the misplaced hope that section 45(2) would be at their rescue.

For businesses looking at more aggressive tax planning, there is of course a strategic arbitrage opportunity to consider.

Because the maximum WHT rate on interest is 15% while the corporate income tax rate in Uganda is 30%, you can choose to claim the interest deduction immediately and intentionally account for the 15% WHT despite payment not due yet or despite the fact that its deferred interest. Doing so triggers a net tax saving of 15% on the transaction, effectively accelerating your cash-flow benefits.

3. Constructive Payments

Making the situation even more complex, some taxpayers, despite already being exposed to WHT by accruing and expensing interest, have rushed to the tribunal after making certain arrangements, claiming that the payment obligation has not materialized.

Our analysis below is on assumption that the taxpayer has already correctly added back the accrued interest in their corporate income tax calculations, which reduces the issue to a single question: does WHT crystallize when either of these two scenarios occurs?

- Converting accrued interest into equity (as seen in CMC vs. URA)
- Capitalizing accrued interest into the principal loan balance after deducting it (as seen in ATC vs. URA).

a) Interest is accrued and later converted into equity

In times of liquidity stress, or as part of a capitalization strategy, an entity may convert outstanding debt obligations into equity shares. While this improves the debt-to-equity ratio and cleanses the balance sheet of interest burdens, the tax implications require precise management.

In CMC vs. URA, the tribunal rejected the taxpayer's attempt to delay its tax obligations. The court ruled that because CMC systematically expensed the interest annually to lower its taxable income, it had already claimed immediate financial utility. CMC could not benefit from an immediate tax deduction while simultaneously arguing that "payment" had not yet occurred for WHT purposes.

Crucially, the CMC vs. URA ruling established that the conversion of accrued interest into equity definitively crystallizes a payment. Consequently, while the interest becomes a permissible deduction for corporate income tax, WHT must also be applied immediately.

b) Interest is accrued and later capitalised as part of the loan.

The tribunal ruled that capitalizing interest (adding it to a loan balance) is a valid method of payment. By doing this, ATC Uganda cleared its immediate obligation to pay interest, and in return, the parent company received a more valuable loan asset. The parent company gained immense financial benefit and value.

Turning accrued interest into a principal loan balance legally counts as a completed payment. Therefore, withholding tax was due at the end of every interest cycle when that conversion happened.

4. Debt Forgiven (Deemed Income Traps)

When a lender waives a debt obligation, the accounting gain triggers an equally significant tax exposure. Under Section 17 of the Income Tax Act, a taxpayer's gross income explicitly includes business income. Section 18(1) refines this by pulling in any gain derived from the satisfaction or cancellation of a business debt, regardless of whether it sits on a revenue or capital account.

Consequently, when a business liability is remitted or forgiven, that amount is treated as a gain from the discharge of a liability and must be integrated into taxable gross income.

For instance, if a foreign parent company waives a UGX 500 million operating loan granted to its Ugandan subsidiary, that waived balance immediately converts from a liability into taxable business income. This triggers a 30% corporate tax obligation (UGX 150 million), effectively eroding a third of the cash-flow relief intended by the parent company's waiver.

E. Management of WHT on Interest

As noted above while interest expenses shield Corporate Income Tax (CIT) at the 30% rate, paying that interest out triggers standard withholding obligations.

A few considerations maybe made before debt is taken on;

i. Interest paid to a resident financial institution is exempt from WHT, making domestic commercial loans highly tax-efficient form the perspective of the lender.
ii. Interest paid to non-residents is subject to a standard 15% WHT however under Section 82(5) of the Act, interest paid to a non-resident is exempt from the standard WHT if it is paid on debentures (broadly defined in Section 2 to include any loan or debt instrument) that meet three strict criteria;

  - Issued outside Uganda to raise a loan outside Uganda.
  - Interest is paid outside Uganda.
  - They are either widely issued or paid to a bank or financial institution of a public character (typically Development Finance Institutions).

iii. While Double Taxation Treaties (DTTs) can lower this WHT rate, Section 88(7) of the Act strictly limits treaty access. To qualify for a reduced rate, the offshore recipient must prove they are the beneficial owner of the income.

(The 2026/27 ITA amendment bill subject to presidential assent proposes to remove this exemption and introduce a 5% WHT.

F. The Debt vs Equity bias, why allow only interest for tax deduction and not dividends

The structural architecture of Uganda's tax system, like most tax regimes globally, inherently favors debt financing over equity financing. This phenomenon is known as the Corporate Debt Bias. While interest paid on a loan is tax-deductible, dividends paid to equity investors are non-deductible and must be distributed out of post tax profits.

To combat this distortion and stop companies from becoming dangerously over reliant on debt, global tax policy bodies pioneered the concept of the Debt-Equity Bias Reduction Allowance (DEBRA).

Under a DEBRA framework, a company would be allowed to deduct a nominal interest rate on its new equity additions each year, mimicking the tax shield of a traditional loan noted earlier.

Ultimately, the DEBRA initiative faced immense challenges in international implementation and was largely abandoned or severely diluted in adopting countries due to technical complexity and risk of tax losses to states owning to a new deduction item.

Consequently, just like across board the debt-equity tax bias remains firmly entrenched in Uganda. Debt continues to enjoy a statutory premium over equity, keeping the debt tax shield as a critical instrument of corporate financial engineering.

G. Beyond accrued or paid, Transfer Pricing (TP) Compliance on Related-Party Debt

If debt is sourced from an associated enterprise (e.g., a parent company or a sister company across borders), the transaction falls squarely under the Income Tax (Transfer Pricing) Regulations.

The URA scrutinizes intra-group loans heavily. The interest rate charged must mirror what an independent commercial lender would charge the business, considering its credit risk, currency, and security.

The URA may not just look at the rate but also evaluate the quantum of the debt. If an independent bank would only lend your entity UGX 1 billion based on your balance sheet, but your foreign parent lends you UGX 5 billion, the URA can recharacterize the excess debt as equity, disallowing the corresponding interest entirely.

H. Conclusion

To safely optimize your debt tax shield in Uganda without triggering costly audits, penalties, and protracted litigation, corporate entities must move beyond simple paper entries and adopt a disciplined, legally defensible framework:

i. **Match Your Tax Deductions with Your WHT Compliance**

If you accrue interest on paper, do not tinker with it and do not deduct it. If it is unpaid, maintain it as a separate liability on the Balance Sheet and add it back when computing taxable profits. If you choose an aggressive tax planning route to capture the 15% tax arbitrage (deducting at 30% while accounting for WHT at 15%), ensure the WHT is paid immediately. Never attempt to claim the corporate tax shield while shelving the corresponding withholding tax.

ii. **Form Follows Substance in Debt Restructuring**

Before executing a debt waiver, capitalization, or converting intercompany balances into equity, engage a tax counsel or advisor. Tax authorities heavily scrutinize these restructuring mechanisms. If your agreement automatically capitalizes interest by adding it to the principal loan, understand that the law views this as a completed payment of value that immediately triggers a 15% WHT obligation, while debt forgiveness can instantly expose the company to a 30% corporate tax hit on the forgiven amount.

Continuous EBITDA Forecasting

Finance teams must actively model interest obligations against the strict 30% Tax EBITDA threshold under Section 25. If projected earnings drop, interest expenses risk being disallowed and trapped within a short, rigid 3-year carry-forward window, turning a planned tax shield into a permanent financial loss.

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