

# Egypt

## Investment Law (2017)

*Unofficial translation*

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The year indicated in brackets after the title of the law refers to the year of publication in the Official Gazette or, when this is not available, the year of adoption of the law.

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# Investment Law

Law No. 72 of 2017

Promulgating the Investment Law

**[Preamble]**

In the Name of the People,

The President of the Republic,

The House of Representatives has passed the following Law and we have promulgated it:

#### Article I

The provisions of the annexed Law shall govern the investment within the Arab Republic of Egypt.

The provisions of the Law shall apply to local and foreign investment, regardless of its size, and investment shall be placed in accordance with the provisions of this Law, either under the regime of the Inland Investment, Investment Zones, Technological Zones, or Free Zones.

#### Article II

The provisions of the annexed Law shall not prejudice the tax privileges and exemptions and other guarantees and incentives granted to the companies and establishments existing on the date when this Law shall come into force. Such companies and establishments shall keep such privileges, exemptions, guarantees, and incentives until their terms expire, in accordance with the legislation and agreements derived therefrom.

The provisions of the annexed Law shall not prejudice the provisions of Law No. 7 of 1991 on the privately State-Owned Properties, the Law on Special Economic Zones, promulgated by the Law No. 83 of 2002, and the Law No. 14 of 2012 Concerning the Integrated Development of the Sinai Peninsula, as well as the Law on Streamlining of Industrial Facility Licensing Procedures promulgated by Law No. 15 of 2017.

Further, the provisions of the annexed Law shall not prejudice the conditions set on the issue of approvals, permits, and licenses provided for in any other laws.

#### Article III

The term (Investment Law) shall hereby be replaced with the term (Law on the Investment Guarantees and Incentives), wherever it is mentioned in other laws and decrees.

#### Article IV

The joint-stock companies subject to the provisions of this Law shall hereby be exempted from the provisions of Law No. 113 of 1958 on Appointment to Posts in Joint-Stock Companies and Public Organizations.

The joint-stock companies shall not be subject to the provisions of Law No. 73 of 1973 setting forth the conditions and procedures of electing labour representatives to the board of directors of public sector units, joint stock companies, and private organizations and societies. The Articles of Association of the company shall indicate the manner of involving the employees in the Management of the company.

#### Article V

The disputes arising from the enforcement of the provisions of this Law and the annexed Law shall be exempted from the provisions of Law No. 7 of 2000 Concerning the Establishment of Conciliation Committees to which the Ministries and public legal persons are parties.

#### Article VI

The complaints and claims reviewed by the Committee for Investment Dispute Settlement and the Committee for Settlement of Investment Contract Disputes , which are currently existing, shall be referred to the two committees provided for in Articles (85) and (88) of the annexed Law once they are formed without the need for any other action.

## Article VII

The employees subject to the provisions of Paragraph (3) of Article (20) of the Investment Law promulgated by the Law No. 230 of 1989 shall continue enjoying the same status established for them, and these provisions shall not prejudice the profit distribution systems applied to the companies which are existing on the date that this Law enters into force if this is better for them.

## Article VIII

The Law on the Investment Guarantees and Incentives promulgated by Law No. 8 of 1997 shall hereby be repealed, and each provision that contradicts with the provisions of this Law and the annexed Law shall hereby be repealed.

## Article IX

The Prime Minister shall issue the Executive Regulations of the annexed Law upon a proposal by the Competent Minister upon the Cabinet of Ministers' approval within 90 days from the date of the enforcement of this Law. Until these Executive Regulations are issued, the regulations and decrees applicable on the date that this Law enters into force shall remain effective without prejudice to its provisions.

## Article X

This Law shall be published in the Official Gazette and shall enter into force on the next day of its publication.

This Law shall be stamped with the seal of the State and enforced as one of its laws.

Issued at the Presidency on May 31, 2017.

Abdel-Fatah El-Sisi

# Section I. General Provisions

## Chapter I. Definitions

### Article 1

In the application of provisions of this Law, the following words and expressions shall have the meanings given against each:

**Investment:** To use the money for the set up, expansion, development, funding, holding, or management of an Investment Project thus contributing in the comprehensive and sustainable development of the State.

**Investor:** A natural or legal person, whether Egyptian or foreigner, regardless of the legal system he is subject to, who invests within the Arab Republic of Egypt in accordance with the provisions of this Law.

**Investment Project:** Conducting an investment activity in the industry, agriculture, trade, education, health, transport, tourism, housing, construction and building, sports, electricity, energy, natural resources, water, communications, and technology sectors.

The Minister concerned with the investment affairs may, in coordination with the Competent Ministry or Ministries, add other sectors pursuant to the national economic plan. The Executive Regulations of this Law shall indicate the conditions and scope of conducting such activities.

**Special Incentives:** The incentives provided for in Article (11) of this Law.

**Funds:** All types of assets entered in the Investment Project, regardless of their type, which have a material value, whether cash, in-kind, or moral, and they include in particular:

1. The fixed and movable funds, as well as any other primary or accessory in rights in rem.
2. The stocks and shares of company incorporation, and nongovernmental bonds.
3. The intellectual property rights and moral rights used for the set up or expansion of projects, such as the patents and trademarks and trade names registered in any of the World Intellectual Property Organization's Member States or in accordance with the international registration rules contained in the relevant international agreements.
4. The privileges or contracts granted under the laws on the public utility obligations and similar laws, as well as all other similar rights granted pursuant to the Law.

**Supreme Council:** The Supreme Council for Investment.

**Competent Minister:** The Minister concerned with the Investment affairs.

**Competent Ministry:** The Ministry concerned with the Investment Affairs.

**Authority:** The General Authority for Investment and Free Zones (GAFI).

**Inland Investment:** An investment regime, under which an Investment Project is set up, established, or operated in accordance with the provisions of this Law, in zones other than the Free Zones.

**Free Zone:** A part of the State Territory located within its borders and is governed by its administrative authority, and where the dealings are conducted in accordance with special customs and tax provisions.

**Investment Zone:** A geographic zone with defined area and borders, allocated to conduct one or more specialized and specific investment activity and other complementing activities; the development infrastructure thereof is conducted by the Developer of such zone.

**Developer:** A legal person licensed to conduct the establishment, management, advancement, or development of an Investment Zone in accordance with the provisions of this Law.

**Competent Authorities:** The Administrative Authorities or Public Utility Companies concerned with the issuance of the approvals, permits, or licenses.

**Competent Investor Service Centre:** An administrative unit established within the Authority, or a branch thereof, to assume applying a system to streamline and ease the procedures of obtaining all the approvals, permits, and licenses required by the Investor for his Investment Project within the legal periods prescribed in this Law, and make available the data and information required for this purpose.

**Competent Authority's Representative:** The Official delegated by the Competent Administrative Authorities or assigned by the Public Utility Companies to work in the Investor Service Centre in the Authority or any of its branches, and to whom the authority of issuing the approvals, permits, and licenses is inured under the provisions of this Law, pursuant to the technical conditions set forth in the regulating laws and the Investment Procedure Manual issued by the Authority, as well as all the powers granted to the Competent Authority in the field of real estate allocation and issuance of the approvals, permits, and licenses required to streamline and ease the investor's business, and promote and develop investment.

**Competent Authority:** The Minister, Governor, Chairman or Board of Directors of the Authority or Department, or the Chairman of the Board or the Board of Directors of a Public Utility Company, as the case may be.

**Accreditation Offices:** Offices licensed by the Authority to grant the approvals, permits, and licenses, and to examine the procedures and documentation related to the Investment Projects and to issue the Certificates of Accreditation.

## **Chapter II. Investment goals and principles**

### **Article 2**

Investment in the Arab Republic of Egypt aims at improving the national economic growth rates and the domestic production rates, as well as provision of employment opportunities, promotion of exports, and boosting of competitiveness which contribute to achieving the comprehensive and sustainable development.

All the Competent Authorities in the State seek attracting and promoting of the local and foreign investments.

Investment is governed by the following principles:

1. Equality of the investment opportunities and equal opportunities regardless of the size and location of the Project and without discrimination on the basis of gender. The State supports the emerging companies, entrepreneurship, and micro, small, and medium enterprises to empower the youth and small investors;
2. Consideration of all aspects with social dimension, protection of the environment and the public health;
3. Freedom of competition, prevention of monopolization practices, and protection of the consumers;
4. Compliance with the principles of governance, transparency, prudent management, and absence of conflict of interests;
5. Seeking to stabilize and fix the investment policies;
6. Prompt completion of investors' transactions and providing them with facilities in a manner to attain their lawful interests;
7. The State has the right to maintain the national security and the public good;

These investment principles apply to the Investor and the State, each in their respective areas of responsibility.

# **Section II. Investment guarantees and incentives**

## **Chapter I. Investment guarantees**

### **Article 3**

All the investments established within the Arab Republic of Egypt shall receive fair and just treatment.

The State shall ensure to the foreign investor the same treatment given to the national investor. Under a decree issued by the Cabinet of Ministers, an exception can be made granting the foreign investors a preferential treatment in application of the principle of reciprocity.

The invested funds shall not be governed by any arbitrary procedures or discriminatory decisions.

The State shall grant the non-Egyptian investors residence in the Arab Republic of Egypt throughout the Project's terms without prejudice to the provisions of the relevant regulating laws and in the manner stipulated by the Executive Regulations of this Law.

The State shall honor and enforce the contracts it concludes. The Investment Project established on a basis of deceit, fraud, or corruption shall not enjoy the protection, guarantees, privileges, or exemptions established under the provisions of this Law, and this shall be established by an irrevocable court judgment issued by the competent judicial authority or an arbitration award.

In the area of enforcing the provisions of this Law, all the decisions related to the affairs of the Investment Project shall be justified and passed to the concerned parties in the manner regulated by the Executive Regulations of this Law.

### **Article 4**

The Investment Projects may not be nationalized.

The Investment Projects' property may not be expropriated except for the public utility, and for a fair compensation to be paid in advance without delay, and whose value shall equal the fair economic value of the expropriated property on the day preceding the expropriation decision date. Such compensations shall be remittable with no restrictions.

These Projects may not be sequestered through administrative procedures, except under an irrevocable court judgment. Further, these Projects may not be seized except under a court order or judgment, and only in the cases stated in the Law.

The Investment Project's property may not be attached, confiscated, or frozen except under a court order or irrevocable judgment, except for the tax debts and social insurance subscriptions due to the State which may be collected through all types of attachment, without prejudice to the contracts concluded by the State or the public legal persons with the Investor.

No Administrative Authority may issue general regulatory decisions that add financial or procedural encumbrances in relation to the establishment or operation of Projects which are subject to this Law or impose or adjust the fees or consideration of services on the Projects, except after seeking the opinion of the Authority's Board of Directors and obtaining the approval of the Cabinet of Ministers or the Supreme Council.

#### **Article 5**

No Administrative Authority may revoke or suspend the licenses issued for the Investment Project or reclaim the real-estate properties allocated for the Project before issuing a warning to the Investor about the violations he is charged with, listening to his point of view, and giving him an adequate grace period to rectify the causes of the breach.

In all cases, the opinion of the Authority must be sought before issuing the decisions referred to in Paragraph (1). The Authority shall express its opinion within 7 days from the date of receiving a request that meets all the prescribed legal procedures.

The Investor may appeal this decision before the Committee provided for in Article (83) of this Law.

The Executive Regulations of this Law shall regulate the rules governing the enforcement of the provisions of this Article and the controls thereof.

#### **Article 6**

The Investor shall have the right to set up, establish, expand, and fund the Investment Project from abroad with no restrictions and with the foreign currencies. The Investor shall also be entitled to own, manage, use, and dispose of the Project and to make profits from the project and to transfer such profits abroad, as well as liquidate the Project and transfer the proceeds of such liquidation, in whole or in part, abroad without prejudice to the rights of third parties.

The State shall allow the availability of all cash remittance operations associated with the foreign investment freely and without delay to and from the State, using a free transferable currency. The State shall also permit the conversion of the local currency into a freely usable currency without delay.

In case of liquidation, the Competent Administrative Authorities shall advise the Authority and the company under liquidation of its liabilities within 120 days maximum from the date the liquidator has submitted his request enclosed with the required documents. The expiry of this period without notification of such liabilities shall be deemed as discharging of the company under liquidation from the liabilities, without prejudice to the criminal and disciplinary liability of the person responsible for issuing such false statements or the person responsible for the lapse of the period referred to without replying to the request.

All such procedures shall be taken in accordance with the Executive Regulations of this Law.

#### **Article 7**

Without prejudice to the provisions of the laws, regulations, and decrees regulating the importation, the Investment Projects subject to the provisions of this Law shall have the right to import, whether directly or through third parties, the raw materials, production supplies, machinery, spare parts, and transportation that suit the nature of their activity, which are required for the establishment, expansion, or operation thereof, without the need to be registered in the Register of Importers.



Further, these Projects shall have the right to export their products, directly or through an intermediary, without a license and without the need to be registered in the Register of Exporters.

The Investment Projects which conduct importation or exportation in accordance with the provisions of this Article, whether directly or through third parties, shall provide the Authority with a quarterly report on the quantities and types imported or exported, as the case may be.

#### **Article 8**

The Investment Project shall have the right to appoint foreign workers in the amount of 10% maximum of the total number of workers in the Project. This rate may be increased to 20% maximum of the total number of workers in the Projects, in case it is not possible to appoint national workers who have the required qualifications, in accordance with the controls and rules set forth by the Executive Regulations of this Law.

For some strategic projects with special significance which are identified under a resolution issued by the Supreme Council, exceptions from the said percentages may be made, provided that training is provided to the national labour.

The foreign workers in the Investment Project shall have the right to remit their financial dues, in whole or in part, abroad.

## **Chapter II. Investment incentives**

### **I. General incentives**

#### **Article 9**

All the Investment Projects subject to the provisions of this Law shall enjoy the general incentives provided for in this chapter, except for the projects established under the Free Zone Regime.

#### **Article 10**

Memoranda of Incorporation of companies and establishments, along with the credit facility and pledge contracts associated with their business shall be exempted from the stamp tax, as well as fees of the notarization and publicization for a period of 5 years from the date of registration in the Commercial Register.

The contracts of registration of the lands required to set up the companies and establishments shall be exempted from the said tax and fees.

The companies and establishments subject to the provisions of this Law shall be subject to Article (4) of the Customs Exemptions Law promulgated by Law No. 186 of 1986 related to the collection of a unified customs tax bracket in the amount of two percent (2%) of the value of all the imported machinery, equipment, and devices required for the set up of such companies.

This unified customs tax bracket shall also apply to all the machinery, equipment, and devices imported by the companies and establishments operating in the public utility projects which are required for the set up or completion of such companies.

Without prejudice to the provisions of temporary clearance provided for in the Customs Law promulgated by the Law No. 66 of 1963, the Investment Projects with an industrial nature which are subject to the provisions of this Law may import the casts, moulds and other similar production supplies, with no customs duties, for temporary use in manufacturing products, and, thereafter re-exported abroad.

Such customs release and re-exporting abroad shall be effected by virtue of the bill of lading; provided that ingress and reshipment documents are registered in the register prepared for such purpose at the Authority in coordination with the Ministry of Finance.

## **II. Special incentives**

### **Article 11**

The Investment Projects set up after this Law enters into force according to the investment map shall receive an investment incentive in the form of a discount off the taxable net profits, in the following manner:

1. A 50% discount off the investment costs of Sector (A): This sector includes the geographic locations which most urgently need development, in accordance with the Investment Map, and based on the data and statistics issued by the Central Agency for Public Mobilization and Statistics, and according to the distribution of investment activities in such areas as indicated by the Executive Regulations of this Law.

2. A 30% discount off the investment costs of Sector (B): This sector covers the rest of the areas in the Arab Republic of Egypt, in accordance with the distribution of the investment activities, for the following Investment Projects:

- The labour-intensive projects in accordance with the controls provided for in the Executive Regulations of this Law;
- Executive Regulations of this Law;
- The small and medium enterprises;
- The projects which depend on or produce the new and renewable energy;
- The national and strategic projects defined under a decision issued by the Supreme Council;
- The tourism projects defined under a decision issued by the Supreme Council;
- The electricity generation and distribution projects defined by a decree issued by the Prime Minister upon a joint proposal by the Competent Minister, the Minister concerned with the electricity affairs, and the Minister of Finance;
- The projects which export their production outside the Geographic Territory of the Arab Republic of Egypt;
- The automotive manufacturing and auto feeding industries; Wood, furniture, printing, packaging, and chemical industries; The antibiotics, oncology drugs, and cosmetics industries;
- The food, agricultural products, and agricultural waste recycling industries; and
- The engineering, metallurgical, textile, and leather industries.

In all cases, the investment incentive shall not exceed 80% of the paid up capital until the activity start date, in accordance with the provisions of the Income Tax Law promulgated by the Law No. 91 of 2005.

The discount period should not exceed 7 years from the activity startup date.

The Prime Minister shall pass a decree upon a joint proposal by the Competent Minister, Minister of Finance, and the concerned Minister, determining the distribution of the sub-sectors of the investment activities in the said sectors (A) and (B).

The Executive Regulations of this Law shall indicate the concept of investment cost, the geographic scope of the Sectors (A) and (B), and the conditions and controls of granting of the special incentives. The Executive Regulations shall also list the investment sub activities included in the Prime Minister's decree referred to once it is issued.

New activities may be added by the Supreme Council's decision to enjoy the especial incentives.

#### **Article 12**

To enjoy the special incentives provided form in Article (11) of this Law, the Investment Projects are required to meet the following conditions:

1. A new company or establishment shall be incorporated to conduct the Investment Project.
2. The company or establishment shall be incorporated within 3 years maximum from the date that the Executive Regulations of this Law enter into force. This term may be extended for another term under a decree issued by the Cabinet of Ministers and upon a proposal by the Competent Minister.
3. The company or establishment shall keep regular accounting books. In the event the company or establishment operates in more than one zone, it may benefit from the percentage prescribed for each zone as long as it keeps separate accounting books for each zone.

None of the shareholders, partners, or owners of the establishment have presented, contributed, or used any of the material assets of a company or establishment that existed on the date the provisions of this Law entered into force in the setting up, incorporation, or conducting of the Investment Project which enjoys the incentive, or have liquidated this company or establishment within the term set forth in Paragraph (2) of this Article for the purpose of setting up a new Investment Project that enjoys the special incentives referred to. Violation of this term shall nullify the incentive mentioned and the company or establishment shall be liable to pay all the due taxes.

### **III. Additional incentives**

#### **Article 13**

Without prejudice to the incentives, privileges, and exemptions provided for in this Chapter, the Cabinet of Ministers may issue a decree granting additional incentives to the Projects provided for in Article (11) of this Law, as follows:

1. Allowing the establishment of special customs offices dedicated for the Investment Project's exports or imports in agreement with the Minister of Finance;
2. The State shall incur the expenses paid by the Investor, in whole or in part, for the extension of utilities to the real-estate properties allocated for the Investment Project, upon the operation of the Project;
3. The State shall incur a part of the expenses of the technical training provided for the

staff;

4. Refund 50% of the value of the land allocated for the industrial projects in case the production starts within 2 years from the land delivery date; and
5. Allocate lands free of charge for some of the strategic activities in accordance with the relevant rules prescribed by the law.

Upon a proposal by the Competent Minister, the Cabinet of Ministers may pass a decree to introduce new non-tax incentives whenever it is necessary.

The Executive Regulations indicates the rules of granting the additional incentives prescribed in this Article as well as the controls and rules of such incentives.

#### **Article 14**

The Authority's Chief Executive Officer, or whoever he authorizes, shall issue the certificate required to enjoy the incentives provided for in Articles 10, 11, and 13 for the companies and establishments subject to this Law.

This certificate shall be deemed irrevocable and effective without the need for approvals from other bodies. All the authorities shall act upon this certificate and comply with the data contained therein.

## **Chapter III. The social responsibility of the investor**

#### **Article 15**

Toward achieving the goals of the comprehensive and sustainable development, the Investor may dedicate a percentage of his annual profits to create a social development system, outside of his Investment Project, by participating in the following fields, in whole or in part:

1. Take the necessary action to protect and enhance the environment;
2. Provide services or programs in the areas of healthcare, social care, or cultural care, or other development areas;
3. Support the technical education or the funding of research, studies, and the awareness campaigns aiming at developing and improving the production, in agreement with any of the universities or scientific research institutions; and
4. Training and scientific research.

The amounts spent by an Investor on any of the fields provided for in the previous paragraph shall not exceed 10% of his annual profits after excluding the costs and expenses which are deductible in accordance with Paragraph (8) of Article (23) of the Income Tax Law promulgated by Law No. 91 of 2005.

In coordination with the concerned ministries, the Competent Minister may create a list of the best Investment Projects that conduct social development activities, whether by the geographic area or sector or other criteria, and announce this list to the public.

In all cases, it is prohibited to use the projects, programs, or services delivered under the social responsibility umbrella to pursue political, party-related, or religious purposes or which entail discrimination among the citizens.

The Executive Regulations of this Law indicates the controls and rules necessary to enforce the social responsibility system.

## **Section III. Investment regimes**

### **Chapter I. Inland investment regime**

#### **General provisions**

##### **I. The investment plan and policies**

###### **Article 16**

The Competent Ministry shall propose the investment plan which shall include putting the investment policies into practice and the priorities of the targeted Investment Projects in compliance with the State public policy, the economic and social development plan, and the investment regimes applicable. This plan shall be approved by the Supreme Council.

##### **II. The investment map**

###### **Article 17**

The investment plan shall include drawing up an investment map that defines the investment type, regime, geographic areas, and sectors, in addition to the real-estate properties owned by the State or other public legal persons which are prepared for investment, and the arrangements and manner of disposal of such real-estate properties pursuant to the type of the investment regime.

The Authority shall draw up the draft investment plan in full coordination and cooperation with the concerned authorities in the State.

Each of the investment plan and map shall be reviewed at least every 3 years and whenever it is necessary based on a proposal by the Authority.

###### **Article 18**

The procedures and terms provided for in this Law shall be applicable when the investment services are obtained, without prejudice to the enforcement of any laws or measures that allow the Investor to obtain the approvals, permits, or licenses by more streamlined procedures or within shorter terms as compared with the provisions of this Law and its Executive Regulations.

###### **Article 19**

In coordination with the Competent Authorities, the Authority shall, within 90 days from the date that this Law enters into force, issue a manual covering the conditions, measures, and dates prescribed for the allocation of the real-estate properties and issuance of the approvals, permits, and licenses related to the Investment Activities subject to the provisions of this Law. This manual shall be made available on the website and publications of the Authority and other bodies.

The Authority shall review and update such manual regularly and as needed, in view of the amendments made to the legislation applicable in the State.

The different bodies shall also provide the Authority within 60 days maximum from the date of the enforcement of this Law with all the data, documents, and forms required to draw up such manual.

The Executive Regulations of this Law shall determine the rules required in this regard.

#### **Article 20**

Under a decree issued by the Cabinet of Ministers, the companies incorporated to conduct strategic or national Projects that contribute in attaining the development or the partnership projects between the private sector and the State, the public sector, or the public business sector in the areas of public utilities and infrastructure, new or renewable energy, or the roads, transportation, or ports may be granted one approval for the establishment, operation, and management of the Project, including the building licenses and allocation of the real-estate properties required for the Project. Such approval shall be effective without the need for any other procedures.

This approval may also include the effectiveness of one or more of the incentives set forth in this Law on the Project. The Executive Regulations of this Law shall indicate the conditions and measures of the issuance of such approval.

### **III. Investor service centre**

#### **Article 21**

An administrative unit named the 'Investor Service Centre' shall be established in the Authority and its branches.

The Centre shall provide the company incorporation services and establishment of company branches, approval of the minutes of the Board of Directors and General Assemblies, increase of capital, change of activity, liquidation procedures, and other corporate-related matters.

The Centre shall also receive the investors' applications for approvals, permits, and allocation of real-estate properties, and license types required for the set up or management of the Investment Projects, and shall decide on such applications in accordance with the laws and regulations within the date prescribed in this Law.

The Centre shall convert its services to automated services gradually and as early as possible as determined by the Executive Regulations through the electronic linkage networks and other technical means needed.

The Centre shall include representatives of the Competent Authorities as per the regulating laws and the representatives of those authorities shall report to the Authority while they are present at the Investor Service Centre and they shall abide by the rules and controls set by the Authority's Board of Directors to organize the functioning of the Centre.

Notwithstanding the provisions of any other law, the authority of issuing the approvals, permits, and licenses shall inure to the representatives of the Competent Authorities, under the provisions of this Law, pursuant to the technical conditions set forth in their regulating laws and the investment procedures manual issued by the Authority. Further, all the powers vested in the Competent Authority shall inure to the representatives of the Competent Authorities in the field of real estate allocation, and the issuance of the approvals, permits, and licenses required for the Investor to practice the activity and to conduct investments in accordance with the provisions of this Law.

The Authority's Board of Directors shall determine the government bodies and public utility companies which shall form the Investor Service Centre. The Authority's Chief Executive Officer shall, in coordination with these bodies, define the number of primary and backup employees required to represent such bodies in the Centre and their job grades which allow them to perform their duties in the Investor Service Centre. The Executive Regulations shall further identify the rules of selecting these employees and how they join the Centre.

Other than the cases of presenting the certificates of approval provided for in the following Articles, the representatives of the bodies in the Investor Service Centre and the employees in charge in the administrative authorities shall request completion of the documents required to issue the approvals, permits, or licenses within 2 business days from the date of submission thereof, otherwise, they shall be deemed completed. Upon the expiration of such period, no additional documents may be requested from the Investor.

In all cases, the Investor shall be entitled to meet the technical conditions and other conditions and procedures required to conduct investments through the Accreditation Offices, or by resorting to the Competent Authorities directly or through their representatives at the Investor Service Centre.

## **IV. Accreditation offices**

### **Article 22**

The license applicant, or representative thereof, may entrust the Accreditation Offices licensed by the Authority to examine the documents related to the issuance of the approvals, permits, and licenses required to set up, operate, and expand the Investment Project to determine the extent of meeting the technical and financial conditions required and other measures provided for in the provisions of this Law and the laws regulating the issuance of approvals, permits, and licenses.

In practicing of their activity, the Accreditation Offices shall abide by the rules of professional responsibility set by the Executive Regulations, and in particular the following rules:

- Observe the provisions of the relevant laws and decrees;
- Exert due diligence in the examination, fulfillment, and approval;
- Avoid the conflict of interests;
- Maintain the confidentiality and privacy of the approval applicants' information.

The Accreditation Offices may operate individually or in partnership with a group of specialized accreditation offices.

The Executive Regulations of this Law shall define the legal form of the Accreditation Offices.

The Accreditation Offices, which have the required experience to practice this activity, shall be licensed as per the conditions, rules, and measures determined by the Executive Regulations of this Law, including the obligation of procuring an annual insurance policy to cover the risks and damages arising from their activities and the bases of determining the consideration of their services.

A special register of the licensed Accreditation Offices shall be created within the Authority and it shall be submitted to the Competent Administrative Authorities.

The Accreditation Office shall be licensed in consideration of fees not exceeding twenty thousand Egyptian pounds (EGP 20,000), whose categories shall be determined by the Executive Regulations. The license shall be renewed on an annual basis. The prescribed licensing fees shall apply on the license renewal.

The Accreditation Office, on their own responsibility, shall issue for the Investor a certificate of accreditation valid for one year comprising a statement showing to what extent the investment project has satisfied all or part of the conditions in accordance with the laws and regulations which regulate the issuance of approvals, permits, and licenses. A copy of the certificate shall be submitted by the Offices to the Competent Authority in the manner indicated by the Executive Regulations of this Law. The certificates submitted after one year from the date of their issuance shall not be accepted.

This certificate shall be accepted by the Competent Authorities and their representative at the Investor Service Centre and other administrative authorities. However, this shall not prevent the Competent Authority or its representative from objecting to the certificate while indicating the reasons of the objection, within 10 business days maximum from the date of submission of the certificate. If this period expires without issuing a reply, this shall be deemed as an acceptance of the Investors application and the Authority's Chief Executive Officer shall issue an approval of the application, in the manner provided for in Article (25) of this Law.

This certificate shall be deemed an official instrument in the enforcement of the provisions of the Penal Code.

Without prejudice to the civil or criminal liability, as the case may be, the undue issuance of such certificate or issuance in violation of the rules provided for in Article (25) of this Law shall make the insurance amount due and payable to the beneficiaries, and shall result in crossing out the Office that issued the certificate from the register in the Authority for 3 years upon a decision issued by the Authority's Board of Directors. In case of reoccurrence of the violation, the cross out shall be permanent.

The Executive Regulations hereof specify the rules governing the aforementioned.

#### **Article 23**

The Investor shall pay to the Authority all the fees and other sums levied by the law to the bodies which provide the investment services.

The Authority shall be entitled to a consideration for the actual service it provides to the Investors. The Authority's Board of Directors shall issue a decision determining the categories of this consideration as well as the rules, conditions, and procedures to organize collection thereof.

#### **Article 24**

Subject to the terms prescribed to decide on the application enclosed with a certificate issued by an Accreditation Office, the Competent Authorities shall examine the investment application submitted through the Investor Service Centre and ensure they meet the conditions required to accept them as indicated in this Law. The application shall be settled within 60 days maximum from the date of submitting an application enclosed with all documents. In the event this period expires with no decision issued, this shall be deemed as acceptance of the Investor's application and the Authority's Chief Executive Officer shall issue an approval of the application, in the manner provided for in Article (25) of this Law.



In all cases, the applicant shall be informed of the decision issued regarding his application, whether it was approved or denied, by a registered letter with acknowledgment of receipt within 7 days from the date of expiry of the term provided for in paragraph (1) of this Article.

The concerned parties may complain from the decision of denial before the Committee provided for in Article (83) of this Law.

#### **Article 25**

The Authority's Chief Executive Officer shall issue the approval provided for in Articles (22) and (24) of this Law on the 2 forms prepared for this purpose, in the manner indicated by the Executive Regulations of this Law.

#### **Article 26**

In line with the State economic development plan or for the purposes of completing the investment map, the Authority may issue the approvals, permits, or licenses required to conduct the activity on the lands allocated for investment before they are allocated for the Investors. In this case, the fees and other financial encumbrances which are due to the Competent Authorities in consideration of these approvals, permits, or licenses shall be collected from the Investor upon completion of the land allocation procedures. The authorities shall streamline the procedures of issuance of these approvals, permits, or licenses as per the procedures and dates determined by the Executive Regulations of this Law.

#### **Article 27**

The persons in charge of enforcing the provisions of this Law in all the relevant competent authorities shall observe the goals, principles, measures, and dates set forth in this Law and its Executive Regulations.

The streamlining of investment procedures and prompt fulfilling of the investors' lawful interests are key indicators for measuring the performance of such employees and a way to define their professional responsibilities.

## **Chapter II. Investment zones investment regime**

#### **Article 28**

By a decree issued by the Prime Minister upon a suggestion by the Authority's Board of Directors and a proposal by the Competent Minister and the concerned minister, investment zones specialized in the various investment fields may be established, including logistic, agricultural, and industrial zones. The decision incorporating the zone shall state the location and coordinates of the zone, the nature of activities to be practiced therein, the term for completing the procedures required for the establishment of the zone, and any general conditions related to the conducting such activities.

The Developer in charge of the Investment Zone shall take the necessary actions for the establishment of the zone in accordance with the implementation schedules determined in the license, otherwise the license shall be deemed as void.

By a decree issued by the Prime Minister, or whoever he authorizes, the licensee may be granted an additional grace period in light of the justifications he presents upon the approval by the Authority's Board of Directors.

The projects operating within the Investment Zones shall be subject to the provisions of Sections (I) and (II) of this Law, without prejudice to the nature of enforcement of the provisions of this regime.

Such projects shall also be subject to the rules related to the temporary customs clearance and the Drawback set forth in the regulating laws, regulations, and decrees.

Other activities may be added by a decree issued by the Prime Minister upon a proposal by the Competent Minister.

#### **Article 29**

Each Investment Zone shall have a Board of Directors to be formed by a decision issued by the Competent Minister in agreement with the concerned minister pursuant to the type and specialty of the Zone.

The Board of Directors of the Zone shall draw up an action plan for the Zone and the controls and rules required to conduct the activity and shall have it approved by the Authority's Board of Directors. The Board shall also assume the approval on conducting the Investment Projects within the boundaries of the Zone and it shall provide quarterly reports to the Authority as specified by the Executive Regulations, and it shall submit the minutes of the Board meetings to the Authority for approval.

The Board of Directors of the Zone may license private sector companies to conduct the development, management of such zones or to promote investment therein.

The Board members shall disclose all of their funds and such disclosure shall be conducted and audited on an annual basis by an independent entity to ensure there are no violations or actual or potential conflict of interests. A report of such auditing shall be submitted to the Supreme Council through the Competent Minister.

#### **Article 30**

The Investment Zone shall have an executive office that includes employees of the Authority who shall be appointed by a decision issued by the Authority's Chief Executive Officer as approved by the Competent Minister. The office shall execute the decisions of the Board of Directors of the Zone in relation to the approvals, permits, and licenses required and it shall follow up execution thereof. The office shall also issue the building licenses for the projects established within the boundaries of the Zone.

The Investor shall pay to the Authority a consideration for every actual service delivered by the executive office, not exceeding 1 of 1000 of the investment costs for all the services provided, in the manner specified by the Executive Regulations of this Law.

#### **Article 31**

In addition to the assignments assumed by the Chairman of the Board of Directors of the Zone, he shall issue licenses for the Projects to conduct their activity within the boundaries of the Investment Zone.

The license shall indicate the purposes for which it is granted and its term. The license may not be assigned, in whole or in part, except upon the approval of the Board of Directors of the Investment Zone. Denial of license or of assignment thereof shall be by a justified resolution. The concerned party may file a complaint against the resolution to the Committee provided for in Article (83) of this Law.

This license shall be sufficient in dealing with the various authorities in the State to obtain the licenses, facilities, privileges, and exemptions for the project without having to be registered in the industrial register, unless otherwise is requested by the Investor, and the Competent Authority shall be provided with a copy of the license for inventory purposes. No other administrative authority may take any other action within the Investment Zones or the Projects operating therein except with the consent of the Authority.

The licensee shall not enjoy the guarantees, incentives, and privileges provided for in the Law except within the purposes stated in the license.

## **Chapter III. Technological zones investment regime**

### **Article 32**

Upon a proposal by the Authority's Board of Directors and request by the minister concerned with the communications and information technology affairs, the Prime Minister may license the establishment of Technological Zones in the field of communications and information technology industry, including the industrial activities, design and development of electronics, data centres, outsourcing activities, software development, technological education, and other associated or complementing activities, as indicated by the Executive Regulations of this Law.

Other activities may be added by a decree issued by the Prime Minister, upon a joint proposal by the Competent Minister and the minister concerned with the communications and information technology affairs.

All the tools, supplies, and machinery required to conduct the licensed activity by all kinds of the Projects established within the Technological Zones shall not be subject to the taxes and customs duties, in accordance with the conditions and procedures indicated by the Executive Regulations.

The Projects established within the Technological Zones shall enjoy the special incentives provided for in Article (11) of this Law according to the relevant sector.

Each Zone shall have a Board of Directors to be formed by a decision issued by the minister concerned with the communications and information technology affairs, in agreement with the Competent Minister. The Board of Directors of the Zone shall set the controls and criteria required to conduct the activity and it shall approve the establishment of Projects within the boundaries of the Zone.

The Board members shall disclose all of their funds and such disclosure shall be conducted and audited on an annual basis by an independent entity to ensure there are no violations or actual or potential conflict of interests. A report of such auditing shall be submitted to the Supreme Council through the Competent Minister.

Investment under the Technological Zones' Regime shall be subject to the provisions of Sections (I) and (II) of this Law, without prejudice to the nature of functioning of this regime.

The Executive Regulations of this Law shall indicate the conditions and controls of operation within the Technological Zones as well as the management approach thereof.

## **Chapter IV. Free zones investment regime**

### **Article 33**

The establishment of a Free Zone that includes an entire city shall be conducted by a law.

Upon a proposal by the Competent Minister, and after the approval of the Authority's Board of Directors, the Cabinet of Ministers may establish Public Free Zones to conduct the licensed projects, regardless of their form, which mainly aim at exportation abroad. The decision issued to establish the Free Zone shall state its location and boundaries.

The management of the Public Free Zone shall be assumed by a Board of Directors that shall be formed and its Chairman shall be appointed by a decision issued by the Authority's Chief Executive Officer which shall be approved by the Competent Minister. The Board members shall disclose all of their funds and such disclosure shall be conducted and audited on an annual basis by an independent entity to ensure there are no violations or actual or potential conflict of interests. A report of such auditing shall be submitted to the Supreme Council through the Competent Minister.

The Board of Directors of the Public Free Zone shall particularly propose the regulations and laws required for the management of the Free Zone, and have them approved by the Authority's Board of Directors, as well as enforce the provisions of this Law and its Executive Regulations in addition to the decrees issued by the Authority.

The Cabinet of Ministers may also, upon a proposal by the Competent Minister, approve the establishment of Private Free Zones, each of them shall be restricted to one or more similar activities whenever it is required by its nature. The Executive Regulations shall regulate all the conditions of operating within the Private Free Zones in a manner to ensure the proper functioning and governance thereof.

### **Article 34**

Without prejudice to the provisions of Law No. 133 of 2010 On the Licensing of the Oil Refining Projects to operate under the Free Zones' Regime, and taking into consideration the legal status of the companies licensed to conduct projects under the Free Zone Regime on the date this Law enters into force, licenses may not be issued to conduct projects under the Free Zones' Regime in the areas of oil processing, fertilizer industries, iron and steel, natural gas processing, liquidation, and transport, and the energy intensive industries which are defined by a decision issued by the Supreme Council of Energy, the spirits and alcoholic beverage industries, guns, ammunitions, and explosives industries, and other industries associated with the national security.

### **Article 35**

Without prejudice to paragraph (1) of Article (10) of this Law, all the projects investing under the Free Zones Regime shall be subject to the customs and tax control in accordance with the rules defined by a decision issued by the Authority's Board of Directors in coordination with the Egyptian Customs Administration and Tax Authority.

The Board of Directors of the Free Zone shall notify the entities defined by the minister concerned with the industry affairs with all the data related to the industrial production projects conducted within the Free Zones. The Competent Minister shall, in agreement with the minister concerned with the industry affairs, set the rules for the industrial production projects to conduct their activities, in particular, the obligations of these projects in terms of the export rates.

### **Article 36**

Subject to the provisions of the Capital Market Law promulgated by the Law No. 95 of 1992, the Central Bank, Banking Sector and Monetary System Law promulgated by the Law No. 88 of 2003, and the Law No. 10 of 2009 regulating the Control on the Non-Banking Financial Markets and Instruments, the Board of Directors of the Public Free Zone shall issue final approval on conducting the projects within the Zone, or within the Private Free Zone located in its geographic domain. The Chairman of the Board of Directors of the Zone shall issue licenses to these projects to conduct their activities.

The license shall indicate the purposes for which it is granted, its term and the amount of financial guarantee to be paid by the licensee, provided it does not exceed two percent (2%) of the investment costs in accordance with the rates indicated by the Executive Regulations of this Law. The license may not be assigned, in whole or in part, except upon the approval of the Board of Directors of the Zone.

The licensed project shall not enjoy the exemptions or privileges provided for in this Law except to the extent of the purposes indicated in the license. This license shall be sufficient when dealing with various authorities in the State to obtain the services, facilities, and privileges for the project without having to be registered in the industrial register, unless otherwise is required by the Project, and the Competent Authority shall be provided with a copy of the license for inventory purposes.

#### **Article 37**

The real-estate properties required for conducting the projects that operate under the Public Free Zones' Regime shall be allocated under the license for usufruct system in accordance with the rules and provisions indicated by the Executive Regulations of this Law.

The Investor shall approach the Zone Management within 30 days from the date of being notified of the consent to conduct his project in order to receive the land to conduct the project and to sign the usufruct contract and pay the prescribed fees.

The approval of the project shall be nullified if the Investor failed to take serious actions to conduct the project within 90 days from the date of receiving a notification to receive the land in accordance with the terms agreed upon in the usufruct contract. This term may be extended for other terms in light of the justifications presented by the Investor, or whoever represents him, if they are accepted by the Board of Directors of the Free Zone.

The Executive Regulations of this Law shall indicate the controls and procedures required to enforce these provisions.

#### **Article 38**

The Investor shall hand over the land allocated for him to the Zone Management upon the termination of the project or nullification of the approval issued for the Project and the land shall be cleared of any occupancies. In case the site is occupied with buildings, facilities, or assets, the Investor shall remove them at his own expense within the period specified by the Board of Directors of the Zone, but such period may not exceed 6 months from the date of receiving a notification by a registered letter with acknowledgment of receipt.

If evacuation is not conducted during this period, the Board of Directors of the Zone shall issue a decision recovering the land with the buildings and facilities built thereon through the administrative procedures. In the event there are assets in the site, the Zone Management and the Customs Department shall conduct an inventory and deliver the assets to the Customs Department to maintain them temporarily or to sell them in accordance with the provisions of the Customs Law concerning the abandoned or derelict goods and shall deposit the price in an account with the Authority in favour of the Investor, after deducting the amounts due to the Authority then the debts due to the government, in the manner indicated by the Executive Regulations of this Law.

In application of the provisions of this Article, the amounts due to the Authority shall be deemed as preferential debts which follow the judicial expenses and the amounts due to the Public Treasury.

### **Article 39**

Subject to the provisions provided for under the laws and regulations concerning the prohibition of dealings in certain commodities or materials, the commodities exported abroad by the Free Zone projects or imported for the purposes of pursuing their activities, shall not be subject to the rules governing import and export, or to the customs procedures related to the exports and imports. Such commodities shall not be subject to customs duties, the Value-Added Tax, or other taxes and duties.

Exporting of the production supplies from the local market to the production projects within the Free Zones shall be subject to the rules defined by a decision issued by the minister concerned with the foreign trade affairs in agreement with the Competent Minister and the Minister of Finance.

With the exception of the passenger vehicles, shall be exempted from the customs duties, the VAT, and other taxes and duties all types of tools, supplies, machinery and all kinds of means of transportation, necessary for exercising the activity licensed for all the projects existing within the Free Zone, even if the nature and requisite for pursuing such activity require their temporary exit from the Free Zone to the Country and return thereto. The aforesaid shall apply to the tools, supplies, and machinery, according to the cases, guarantees, conditions, and procedures specified by a decree issued by the Prime Minister upon a proposal by the Competent Minister and the Minister of Finance.

The Executive Regulations of this Law shall indicate the procedures of moving and securing the goods from the point of uploading until its arrival to the Free Zones and vice versa.

The Authority may, in the manner specified by the Executive Regulations of this Law, allow the temporary ingress of the local and foreign goods, materials, parts, and raw materials, owned by the Project or by third parties, from inside the Country to the Free Zone, on a temporary basis, for repairing them, or for conducting manufacturing processes thereon and then returning them inside the Country, without being subject to the applicable importation rules.

Customs duties shall be collected in respect of the repair costs in accordance with the provisions of the Customs Laws.

### **Article 40**

Import from the Free Zones into the Country shall be subject to the general rules applicable to importation from abroad.

As an exception, the ingress of the materials, waste, and scraps resulting from the activities of the projects operating within the Free Zones into the Country is permitted whenever such ingress is for the purpose of disposal or recycling thereof, by the safe methods and means prescribed in accordance with the Law on the Environment promulgated by the Law No. 4 of 1994 at the expense of the concerned party.

The provisions of the aforesaid Environment Law shall apply in relation to the prohibition of importation of hazardous waste from abroad.

Customs taxes shall apply to the goods imported from the Free Zone to the local market as if they were imported from abroad.

As for the products imported from the Free Zone projects, and containing local and foreign components, the customs tax basis in their respect shall be the value of the foreign components at the prevalent prices at the time of their egress from the Free Zone into the Country, provided that the customs tax due on the foreign components shall not exceed the tax due on the final product imported from abroad.

The foreign components are the imported foreign parts and materials as they are at their ingress into the Free Zone, without calculating the operating costs in that Zone.

Concerning the calculation of freight, the Free Zone shall be deemed as the country of origin for the products manufactured therein.

#### **Article 41**

The Projects established in the Free Zones, and their profits to be distributed, shall not be subject to the provisions of the applicable laws on taxes and duties in Egypt.

However, such Projects shall be subject to the following treatment:

I. The Projects established in the Public Free Zones shall be subject to:

1. A fee of two percent (2%) of the commodity value upon ingress (CIF) for the storage - projects and a fee of one percent (1%) of the commodity value upon egress (FOB) for the manufacturing and assembly projects. The Transit goods trade with determined destination shall be exempted from this duty.
2. A fee of one percent (1%) of the total revenues for the projects whose main activity does not require the ingress or egress of goods, based on the financial statements accredited by a certified accountant.

II. The Projects established in the Private Free Zones shall be subject to:

1. A fee of one percent (1%) of the total revenues realized for the manufacturing and assembly projects upon exporting the goods abroad, and two percent (2%) of the total revenues realized by these Projects upon the ingress of commodities into the Country. The Transit goods trade with determined destination shall be exempted from the duties.
2. A fee of two percent (2%) of the total revenues realized, in relation to other projects set forth in the previous clause.

The proceeds of the duties set forth in Clause (I) of this Article shall accrue to the Authority. The proceeds of the duties set forth in Clause (II) of this Article shall be distributed fifty- fifty on the Ministry of Finance and the Authority.

In all cases, the Projects established within the Public and Private Free Zones shall pay annual fees to the Authority for the services which may not exceed (one in a thousand) (.001%) of the capital, at maximum of one hundred thousand pounds (EGP 100,000) in accordance with the percentages specified by the Executive Regulations of this Law. This fee may be paid in the equivalent currency specified by the Competent Minister.

These Projects shall submit the financial statements accredited by a certified accountant to the Ministries of Finance and Investment.

#### **Article 42**

The maritime transport projects established in the Free Zones shall be exempted from the conditions related to the nationality of the vessel owner and its crew as provided for in the Law No. 84 of 1949 concerning the Registration of the Commercial Vessels and the Maritime Trade Law promulgated by the Law No. 8 of 1990.

The vessels owned by such Projects shall be exempted from the provisions of the Law No. 12 of 1964 Incorporating the Egyptian General Organization for Maritime Transport.

#### **Article 43**

The Investor shall insure all the buildings, machinery, and equipment against all accidents and perils arising from the conducting of the licensed activity.

The Board of Directors of the Zone may issue a decision removing the facilities of the Projects in case the insured accident or peril occurs. The decision shall be justified and passed to the Investor or his representative within one week from the date of its issue by a registered letter with acknowledgment of receipt. The Zone Management may shorten this period if necessary.

The Investor shall enforce the decision of removal at his own expense and within the period specified by the Zone Management.

In the event the Investor refrains from complying with the decision, the Board of Directors of the Zone may suspend or revoke the Project, based on the gravity of the violation.

#### **Article 44**

In all cases where shipments arrive from abroad and released from the Customs at the duties applicable on the Free Zone, they shall be inspected by a tripartite committee comprising of the Zone, the competent Customs Department, and the concerned party or whoever he authorizes in the Project' site. A statement shall be drafted and signed by committee members indicating the result of the inspection after matching the shipment with the invoices or the packing list. The shipment shall be delivered to the concerned party and shall be under his full custody and responsibility. The Customs Administration shall estimate the value of this shipment and inform the Zone Management with such estimation.

The Manager of the Customs Department of the Zone shall notify the Chief of the Zone of the unjustified decreases or increases compared with the items listed in the manifest, whether in terms of the number or content of the parcels, or the packed or bulk goods.

A decree shall be issued the Authority's Board of Directors to regulate the responsibility for the cases provided for in the previous paragraph and it shall determine the percentage of tolerance therein.

#### **Article 45**



The Free Zone projects shall not be subject to the provisions of Law No. 113 of 1958 on Appointment to Posts in Joint-Stock Companies and Public Organizations.

The provisions of the Labour Law shall apply to the work relations and occupational safety and health in these zones. These provisions, with the labour rights included therein, shall be deemed the minimum that may be agreed upon in the individual or collective employment contracts which are concluded with the workers of the projects licensed to operate in these zones.

The Free Zone projects shall develop and be bound by internal bylaws on their system of work and shall submit such bylaws to the Authority's Chief Executive Officer, or whoever he authorizes, for approval. These bylaws shall complement the individual or collective employment contracts.

The Authority's Chief Executive Officer may object to the provisions provided for in the bylaws which violate the public order or if they include fewer privileges than the privileges established in the Labour Law.

The provisions of the Social Insurance Law promulgated by the Law No. 79 of 1975 shall apply to the workers of the projects which conduct their activities in the Free Zones, and they shall be subject to the Law on the Social Insurance for Employers and equivalents promulgated by the Law No. 108 of 1976.

#### **Article 46**

No person may pursue on permanent basis, a profession or a craft in the Public Free Zone for his own account except upon obtaining a permit therefor from the Chairman of its Board of Directors in accordance with the terms and conditions indicated by the Executive Regulations of this Law and upon payment of an annual fee not exceeding five thousand pounds (EGP 5,000).

Any person who violates the provisions of paragraph (1) of this Article shall be subject to a penalty not less than five thousand pounds (EGP 5,000) and not exceeding twenty thousand pounds (EGP 20,000). In this case, a criminal lawsuit may not be initiated except by the Competent Minister's permission. In all cases, it is prohibited to conduct projects that practice self-employment professions and consultations in the Free Zones. Access to the Free Zones shall be subject to the conditions determined by a decision issued by the Authority's Board of Directors.

#### **Article 47**

The investment under the Free Zones' regime shall be subject to the goals, principles, and guarantees, and Article (11) of this Law without prejudice to the nature of functioning of this regime.

The projects operating under such regime may convert to the Inland Investment regime. The Executive Regulations of this Law shall specify the conditions and controls of conversion and the customs treatment of the equipment, machinery, production equipment and lines, and the spare parts required for the licensed activity.

# **Chapter V. Provisions of the incorporation of companies and facilities and post-incorporation services**

## **Article 48**

Subject to the provision of Article (71) of this Law, the Authority shall deliver the incorporation and post-incorporation services as well as the services of the Investor Service Centre to the companies which are subject to the provisions of this Law and the Law on the Joint-Stock Companies, Partnerships Limited by Shares, and Limited Liability Companies, promulgated by the Law No. 159 of 1981, as well as perform the automation and unification of their procedures. Only the electronic incorporation procedures shall apply once they are affected by the Authority, and in this regard, the Authority shall not be bound by any procedures provided for in the other laws.

The Executive Regulations of this Law shall specify the provisions regulating the publishing of the Articles of Association and procedures for amendment thereof, the controls of enforcing the electronic incorporation system and the services provided for the companies and facilities which are subject to the provisions of this Law and the mentioned Law on the Joint-Stock Companies, Partnerships Limited by Shares, and Limited Liability Companies.

## **Article 49**

By a decision issued by the Competent Minister, a form of the Memorandum of Association and Articles of Association of each type of these companies, as the case may be, shall be issued.

The incorporation applicant shall pay, in the form of a lump sum, to the Authority all the fees prescribed by the legislation and other sums to the entities which provide the incorporation and post- incorporation related services. The Authority shall collect these fees for the account of such entities.

The Authority shall be paid a consideration for the actual services it provides to the Investors. The Authority's Board of Directors shall issue a decision determining the categories of such consideration, as well as the rules, conditions, and procedures regulating its collection.

## **Article 50**

The Competent Authorities shall regularize their status to activate the electronic services system with the Authority, by providing the Authority with all the documents, forms, and statements, and linking their working systems and databases with the Authority's electronic services' system and database, within 90 days from the date that the provisions of this Law enter into force.

The Competent Authorities shall further accept the electronic signatures and the documents and forms drafted by the technological means, and accept electronic payment of all of their payments, in the manner indicated by the Executive Regulations of this Law.

## **Article 51**

The Authority shall decide on the application for incorporation within one full business day maximum from the date of submitting a complete application. The company shall gain the legal personality once it is registered in the commercial register and a certificate of incorporation shall be issued for it. The data of such certificate shall be determined by a decision issued by the Chief Executive Officer.

All the Competent Authorities, banks, and the relevant bodies shall accept such certificate as an official document in their dealings once it is issued.

The companies incorporated in accordance with the provisions of this Law shall submit a certificate establishing the lodging of their securities with a central securities depository.

The Authority shall have a regulation in place that allows the issuance of a certificate for the Investment Project. The regulation of such certificate shall be issued by a decision by the Authority's Chief Executive Officer.

Each facility or company, regardless of its legal form, shall have a unified national number to be used for all the Investor's dealings with all the different authorities and bodies in the State once it is activated.

All shall be performed as indicated by the Executive Regulations of this Law.

#### **Article 52**

The capital of the companies governed by the provisions of this Law may be determined in any convertible currency and their financial statements may be prepared and published using this currency, provided that the subscription to their capital must be in that same currency. As for the corporations, the percentage specified from the paid up capital shall be paid in accordance with the provisions of the Law on Joint Stock Companies, Partnerships Limited by Shares, and Limited Liability Companies promulgated by the Law No. 159 of 1981.

The designated capital of the companies governed by the provisions of this Law may also be transferred from the Egyptian pounds into any convertible currency, according to the prevailing exchange rates announced by the Central Bank at the date of transfer.

The Executive Regulations of this Law shall specify the controls regulating this matter.

#### **Article 53**

As an exception from the provisions of Article (45) of the Law on Joint Stock Companies, Partnerships Limited by Shares, and Limited Liability Companies promulgated by the Law No. 159 of 1981, the equity portions and shares of the corporations governed by the provisions of this Law may be negotiated during the first two financial years of the company upon the approval of the Competent Minister.

#### **Article 54**

The Authority shall issue the decisions that facilitate the Investors' procedures and speed up service delivery in all the procedures assumed by the Authority. To such end, and without being bound by any procedures provided for in the other laws, the Authority may set the controls which ensure segregating the regulation of the investment procedures from the post-control over the companies, without prejudice to the principles of transparency, governance, prudent management, and accountability, through the following actions:

1. Ease all the procedures related to the general assemblies and boards of directors of the companies and approval of the minutes thereof, including the adoption of modern

technology, by no later than 15 days from the date of submitting complete minutes:

2. Replace the books and documents with electronic means which are in line with the technological advancement:
3. Develop, standardize, and simplify the procedures of capital increase or decrease, the financial assessment regulations, and procedures of verifying whether the values specified for them were correctly estimated, without prejudice to the competence legally established for the Egyptian Financial Supervisory Authority.

All shall be performed as specified by the Executive Regulations of this Law.

## **Chapter VI. Allocation of the real-estate properties required For conducting the investment projects**

### **Article 55**

The Investor shall have the right to obtain the real-estate properties required for pursuing or expanding his activity, irrespective of the rate of his participation or contribution in the capital, subject to the rules related to some of the real-estate properties located in the geographic areas which are regulated by special laws, through the body having the jurisdiction on the real-estate properties, in accordance with the rules provided for in its laws and regulations upon announcement thereof, or through the Authority pursuant to the provisions of disposal provided for in this Law.

### **Article 56**

The Administrative Authorities which have the jurisdiction shall, upon coordination with all the Competent Authorities and the National Centre for Planning of State Land Use, within 90 days from the date that this Law enters into force, provide the Authority with detailed maps specifying all the real-estate properties subject to its jurisdiction and available for investment, in addition to complete database that contains the location, size, established heights, estimated price, the investment activities suitable for their nature, and the method of disposal thereof. Further, these authorities shall update this data regularly every 6 months or whenever it is required by the Authority.

Upon the approval of the Cabinet of Ministers, the President of the Republic shall issue a decree transferring the title, jurisdiction, or supervision of some real-estate properties from the administrative bodies which have the jurisdiction to the Authority whenever it is required to execute the Investment Plan and the Authority shall assume disposal of such real-estate properties in accordance with the provisions of this Law.

### **Article 57**

The Investors shall dispose of the real-estate properties which are privately-owned by the State or by other public legal persons for the investment purposes in accordance with the provisions, controls, and procedures provided for in this Law taking into account the Investment Plan of the State, the size and nature of activity of the Investment Project, and the amount of money invested therein.

Such disposal shall not be subject to the provisions of the Law on Organizing Tenders and Bids promulgated by the Law No. 89 of 1998, except for the matters provided for in this Law without prejudice to its provisions.

The Investor shall stick to the schedule he submitted to conduct the Investment Project which is approved by the Competent Authority, as long as such Authority has met its obligations toward the Investor.

The Investor may not make amendments to the Investment Project by adjusting its purpose, expanding or enlarging its size or other amendments except by the written consent of the Competent Authority, whether directly or through its representative at the Investor Service Centre.

#### **Article 58**

Subject to the provision of Article (37) of this Law, the real-estate properties required for the Investment Projects may be disposed of in accordance with the provisions of this Law by one of the following forms: sale, lease, lease-to-own, or license for usufruct.

This shall be conducted either upon the Investor's request or upon an invite or announcement by the Authority in accordance with the provisions of this Law.

The Administrative Authorities having the jurisdiction on the real-estate properties may participate in the Investment Projects conducted in this property with the property being an in-kind share or through partnership in the cases determined by a decree issued by the Cabinet of Ministers. The Executive Regulations of this Law shall indicate the conditions, procedures and the manner by which these authorities can partner in the Investment Project with real-estate properties.

#### **Article 59**

In the cases where the Investor requires real-estate properties from the Privately State-Owned properties to conduct an Investment Project, the Investor shall indicate in his application the purpose and size of the project and the location desired to conduct the Project.

The Authority shall offer the real-estate property available with the Authority or with the Administrative Authorities having the jurisdiction which suit the Investment Activity of the investment applicant and it shall indicate the nature of the real-estate property, and the conditions related thereto, as well as whether it is connected to the utilities, the forms of disposal thereof, and consideration of the real-estate property, in addition to other necessary conditions and data.

#### **Article 60**

For the sole purposes of development, and pursuant to the Investment Map, in the areas determined by a decree issued by the President of the Republic, upon the approval of the Cabinet of Ministers, the real-estate property, which is privately-owned by the State and meets the technical and financial conditions determined by a decree issued by the Cabinet of Ministers, may be disposed of for no consideration. This shall apply to the forms of disposal provided for in Article (58) of this Law.

In all cases of disposal of real-estate properties for no consideration, the Investor shall present a cash guarantee or its equivalent to the entity in charge of disposal which shall not exceed five percent (5%) of the value of the investment costs of the Project, pursuant to the criteria and controls indicated by the Executive Regulations of this Law, and such guarantee shall be recovered after 3 years from the date of starting the actual production for the projects with production nature, or the date of the activity start up for other projects, provided that the Investor abides by the conditions of disposal.

**Article 61**

In the cases where the disposal of real-estate properties through the system of license for usufruct for a consideration, the license term shall not exceed a period of renewable 50 years, under the conditions agreed upon as long as the project continues in business, without prejudice to the right of the body having the jurisdiction to adjust the consideration for usufruct upon renewal.

License shall be issued for the Investors who meet the technical and financial conditions determined by the Authority in coordination with the Administrative Authority with the jurisdiction.

The same aforesaid provisions shall apply to the cases of disposal by lease.

**Article 62**

In the cases where disposal of real-estate properties is by sale, each Investor may, for the purposes of conducting or expanding the projects, lodge an application to contract on the real-estate properties, provided that he meets the technical and financial conditions which are determined by the Authority in liaison with the Administrative Authority with the jurisdiction.

The title of the real-estate properties shall not be transferred to the Investor in these cases except upon payment of the full price and starting the actual production for the projects with the production nature, or completion of the real estate or tourism projects, or starting up the activity for other projects. The contract concluded with the Investor shall include a provision to that effect.

The Authority may, upon the Investor's request and the approval of the Administrative Authority with jurisdiction, agree to postpone payment of the price, in whole or in part, or other facilities until after the actual operation of the Project. The contract shall determine the guarantees and procedures required for this postponing.

The same aforesaid provisions shall apply to the lease-to-own system.

**Article 63**

When the Investors compete with their applications for the disposal of the real-estate properties required to conduct Investment Projects, whether by way of sale, lease, lease-to-own, or license for usufruct, those who meet the technical and financial conditions required for investment shall be selected using the point system based on preference principles, including the value of the bid offered by the Investor or other technical or financial specifications.

If the preference for selecting the Investors is not possible using the point system, it may be carried out based on the highest bid offered.

The Executive Regulations of this Law shall indicate the cases of competition and the controls of conducting such preference, as well as the principles on which the preference is based.

**Article 64**

In application of the provisions of this Chapter, the sale price, rent, or consideration of usufruct shall be estimated by one of these entities: General Authority of Government Services, Supreme Committee for Pricing of Privately State-Owned Lands at the Ministry of Agriculture, New Urban Communities Authority, Tourism Development Authority, and the Industrial Development Authority, based on the nature of the target activity.

The estimating authority shall include experienced representatives as members in the estimation committees, and it shall finalize the estimation within 30 days maximum from the date of receiving an application for estimation.

The Executive Regulations of this Law shall indicate the criteria, controls, and procedures required to conduct the estimation, the estimate term, and the fees to be paid to the pricing entity by the authority having the jurisdiction upon the completion of allocation.

#### **Article 65**

Upon a decision issued by the Authority's Chief Executive Officer and approval by the Competent Minister, one or more committees shall be formed and shall include technical, financial, and legal cadres whose positions and expertise correspond with the significance and nature of the subject of contracting, to decide on the applications for disposal of the real-estate properties submitted by the investors in the different cases in accordance with the provisions of this Chapter within 30 days maximum from the date of receiving the technical opinion on the Investor's application from the entity having the jurisdiction which should be submitted by the entity having the jurisdiction within one week from the date of receiving the application. The decisions issued by the committee shall be approved by the Authority's Chief Executive Officer and the Authority shall notify the applicant with this decision.

The Executive Regulations of this Law shall indicate the procedures of functioning of the mentioned committees, the notification method, methods of payment of the price, rent, or consideration for usufruct, as the case may be, and the reversion of the full dues to the Competent Authorities. The Executive Regulations shall also indicate the procedures of drafting and drawing up of the contracts in each case pursuant to the contract forms approved by the Authority's Board of Directors after they are reviewed by the Egyptian Council of State.

#### **Article 66**

In all the cases where the real-estate property which is privately-owned by the State or by other public legal persons is disposed of, the Investment Project shall stick to the purpose based on which the real-estate property was disposed of, and such purpose may not be changed except upon the written consent of the Administrative Authority with the jurisdiction, in the cases where the nature and the location of the real-estate properties allow for such change and upon payment of the amounts which shall be determined based on the criteria which shall be indicated by the Executive Regulations .

These Authorities shall respond to the application for changing of the purpose within 30 days from the date of receiving the application, otherwise failure to respond shall be deemed as a denial of the application.

The Investor shall have the right to file a complaint against the decision before the committee provided for in Article (83) of this Law.

In all cases, the application for changing of the purpose shall not be accepted before the lapse of one year from the date of production or activity start up.

## **Article 67**

The Administrative Authority having jurisdiction may, based on the follow-up reports submitted by the employees of the administrative authorities with the jurisdiction concerning the follow up of the schedule of establishing the facilities of the Investment Project, and upon the approval of the Authority's Board of Directors, terminate the contract of sales, lease, lease-to-own, or license for usufruct and recover the real-estate property in any of the following cases:

1. Failure to receive the real-estate property for 90 days from the date of receiving a notification of receipt.
2. Failure to start the project within 90 days from the date of receiving the real-estate property clear of any impediments and obstructions with no reasonable excuse and continue negligence after receiving a written notice for another term.
3. Violation of the conditions governing the payment of the financial dues and the payment dates.
4. Changing the purpose for which the real-estate property was allocated, pledging of the property, or establishing any right in rem thereon, without the prior written consent of the Administrative Authority having the jurisdiction or before the title of the property is transferred to the Investor in accordance with the provisions of this Law.
5. Committing material violation of the terms of the contract or the license for usufruct, at any point throughout the Project, and failure to rectify the causes of the breach after receiving a written notice to that effect.

The Executive Regulations shall indicate the material violations mentioned and the procedures for restoring the real-estate property in case it is established that the Investor has failed or neglected to complete the project. In this case, it is allowed to re-dispose of the real-estate property.

# **Section IV. Entities in charge of the investment affairs**

## **Chapter I. The supreme council for investment**

### **Article 68**

A Supreme Council for Investment shall be established under the chairmanship of the President of the Republic. In addition to the competence prescribed therefor in the law, the Council shall assume the following duties:

1. Take all the necessary measures to enhance the investment climate and instruct the provision of all requirements thereof;
2. Develop the general framework for the legislative and administrative reform of the investment environment;
3. Adopt the policies and the investment plan which prioritize the target investment projects, in line with the State's general policy, the economic and social development plan, and the applicable investment regimes;
4. Follow up the execution of the investment plans and programs by the State's authorities, the work progress of the major economic projects, and the status of the



public-private partnership projects;

5. Follow up on updating and executing the investment map across the various specialized sectors and geographic locations in line with the State economic plan;
6. Explore the investment opportunities available in each sector and examine the areas of problems related to them;
7. Monitor the development of Egypt's rating and rank on the international reports and indicators related to investment;
8. Follow up the mechanisms for investment dispute resolution and the status of the international arbitration cases;
9. Study and set solutions for the investment barriers and remove the obstructions facing the enforcement of the provisions of this Law;
10. Effecting the joint liability of all the ministries, public authorities, and government bodies concerned with the investment, and harmonizing their performance,
11. Resolve the difference and confusions that may arise among the State's authorities in the area of investment.

The composition and system of work of this Council shall be determined by a decree issued by the President.

All the State's authorities shall enforce the decisions issued by the Council.

## **Chapter II. The General authority for investment and free zones**

### **Article 69**

The General Authority for Investment and Free Zones is a public economic authority with a public legal personality that reports to the Competent Minister, and it regulates, encourages, advances, administers, and promotes the investment in the Country in a manner to attain the State economic development plan.

The head office of the Authority shall be located in Cairo governorate, and it may establish branches or offices within the Arab Republic of Egypt or abroad by a decision issued by the Board of Directors as part of the commercial representation missions.

### **Article 70**

Without prejudice to the provisions of the Capital Market Law promulgated by the Law No.95 of 1992, the Law No. 95 of 1995 on the Financial Leasing, the Real Estate Finance Law promulgated by the Law No. 148 of 2001, the Central Bank, Banking Sector and Monetary System Law promulgated by the Law No. 88 of 2003, and the Law No. 10 of 2009 Regulating the Control on the Non-Banking Financial Markets and Instruments, the Authority shall be the sole competent administrative authority to enforce the provisions of this Law and the Law on the Joint-Stock Companies, Partnerships Limited by Shares, and Limited Liability Companies, promulgated by the Law No. 159 of 1981.

With regards to the financial and administrative matters, the Authority shall not abide by the government regulations and rules, and to such end, it may draw on the best local and global competencies and expertise without prejudice to the provisions of Law No. 63 of 2014 Concerning the Maximum Income Limit for the Paid Employees of the Government Authorities. Such matters shall be regulated by a decision issued by the Authority's Board of Directors.

To such end, the Authority shall conclude contracts and discharge the disposals and acts, and it may allocate real-estate properties from the Privately State-Owned Properties or re-allocate them for the Authority to be used in its administrative affairs.

#### **Article 71**

Toward satisfying of its purposes, and in addition to the competencies provided for in this Law, the Authority shall assume the following:

1. Draw up the draft investment plan in coordination and cooperation with all the State's competent authorities, including the investment type and regime, the geographic areas and sectors of investment, the real-estate properties owned by the State or the other public legal persons which are prepared for investment, and the system and method of disposal of the properties based on the type of the investment regime;
2. Develop the plans, studies, and regulations that would attract and encourage the national and foreign capitals to investment in different fields pursuant to the State investment plan, and the required procedures therefor;
3. Create a database and map for the available investment opportunities and the target investment projects and activities, as well as following up on their update, and making such information and data available for the investors.
4. Issue the certificates required for the Investor to enjoy the incentives and guarantees provided for in this Law;
5. Develop an investment promotion plan and take all the necessary measures to this end by all means and publish such plan locally and abroad;
6. Standardize all the official forms related to the investment affairs in coordination with the competent authorities and provide such forms via the internet and other means;
7. Develop a system for the management of the free and investment zones in a manner to serve the national economy;
8. Explore the legislation related to investment and make the necessary suggestions about such legislation and review it on a regular basis;
9. Hold conferences, seminars, training courses, workshops, and the exhibitions connected with the investment affairs and organize such events locally and abroad;
10. Cooperate with the international, foreign institutions and organizations operating in the area of investment and its promotion;
11. Conduct supervision and inspection on the companies governed by the provisions of this Law, in accordance with the rules and measures indicated by the Executive Regulations of this Law and other laws..

#### **Article 72**

For the purposes of executing its plan promoting the available investment opportunities locally and abroad, the Authority may assign and contract with specialized companies to assume such mission, without complying with the provisions of the Law on Organizing Tenders and Bids promulgated by the Law No. 89 of 1998 pursuant to the rules indicated by the Executive Regulations of this Law.

### **Article 73**

The Authority shall have a Board of Directors that shall set its general policy and supervise its implementation. The Board of Directors shall be formed by a decree issued by the Prime Minister as follows:

1. The Competent Minister as a Chairperson;
2. The Authority's Chief Executive Officer;
3. Deputies of the Authority's Chief Executive Officer;
4. Three representatives of the relevant authorities and bodies;
5. Two members; one experienced in the area of the private investment, and the other experienced in the law.

The membership term is a renewable 3-year period.

The Board of Directors shall meet at least once a month and the meeting shall not be valid except by the presence of at least two thirds of its members. The Board may form from among its members one or more committees to be entrusted with a specific task. The Chairman of the Board of Directors may at his own discretion invite experts to attend the meetings whenever it is necessary.

The Board shall issue its decisions by a majority of the attending members. In case of parity, the Chairman shall have a casting vote. The Executive Regulations of this Law shall regulate the functioning of the Board.

The Board members shall disclose all of their funds and such disclosure shall be presented and audited on an annual basis by an independent entity to ensure there are no violations or actual or potential conflict of interests. A report of such auditing shall be submitted to the Supreme Council through the Competent Minister.

### **Article 74**

The Authority's Board of Directors shall be the ultimate power controlling its affairs and it shall take the necessary decisions to satisfy the purpose for which the Authority was established in accordance with the provisions of this Law and its Executive Regulations. In particular, the Board of Directors shall:

1. Develop the plans of the Authority's activity and programs in line with the State investment policy;
2. Develop mechanisms to activate and follow up the implementation of the Investor Service Centre' system;
3. Determine the consideration of the services delivered by the Authority;
4. Approve the bylaws and implementing decisions related to the financial, administrative, and technical affairs of the Authority, and developing of its organizational structure;
5. Approve the draft annual budget and the closing accounts of the Authority;

6. Develop the controls of the composition, competencies, and systems of work of the boards of directors of the free and investment zones. The composition and competencies shall be determined by a decision by the Authority's Chief Executive Officer;
7. Approve the regulations and laws, and the forms required for the establishment, development, and management of the free and investment zones, as well as the setting of the controls and mechanisms of terminating the projects established under the various investment regimes, and the terms required for the nullification of the approvals issued therefor;
8. Approve the conditions of licensing and the occupation and recovery of the real-estate properties with the buildings and facilities established thereon and the contents therein, in particular in relation to the investment zones in accordance with the provisions of this Law;
9. Approve the controls and rules of the ingress and egress of commodities, the provisions of registration thereof, the consideration of occupying the locations they are lodged in, the examination of the documents, review, the free zones control and guarding system, and the collection of the due fees, all in liaison with the Customs Administration;
10. Approve the establishment of branches and offices for the Authority to activate the Investor Service Centre provided for in this Law and to deliver the investment services;
11. Create a system for automating the investment services delivered through the Authority;
12. Develop the regulations and rules which ensure the enforcement of the governance principles, adoption of the rules of the post inspection and control on the companies, and take the necessary procedures therefor in the manner indicated by the Executive Regulations of this Law.
13. Develop a system that ensures that availability of the statistics, data, and information required for the investment project to pursue its activity, subject to the national security considerations, the right to privacy and confidentiality of information, or the protection of the rights of third parties. All the competent authorities shall provide the Authority with the items required to develop such system;

#### **Article 75**

The resources of the Authority shall comprise of:

1. The financial appropriations allocated by the State;
2. The fees and consideration of services which are collected by the Authority, except those collected for the account of other bodies;
3. The donations, grants, and loans, local and international, which are approved by the Authority's Board of Directors in accordance with the relevant prescribed rules;
4. The consideration of the occupation of the real-estate properties owned by the Authority or allocated thereto;
5. Any other resources determined by a decision issued by the Authority's Board of Directors upon the approval of the Cabinet of Ministers.

#### **Article 76**

The Authority shall have a separate budget which shall be drafted On the order of the budgets of the economic authorities. The fiscal year of the Authority shall commence and end with the fiscal year of the State. The Authority's accounts, balances, and funds shall be subject to the supervision of the Accountability State Authority. All the Authority's funds shall be deposited in a special account under the Treasury Single Account at the Central Bank of Egypt. The surplus budget shall be posted from a year to another to the special account.

Amounts shall be cashed out of the account by a decision issued by the Authority's Board of Directors.

#### **Article 77**

A decree issued by the Prime Minister, upon a proposal by the Competent Minister, shall decide the appointment of the Authority's Chief Executive Officer and his deputies for a term of 3 years which is renewable for one term and their financial remuneration. The number of deputies of the Authority's Chief Executive Officer may not exceed 5. The competencies of the deputies of the Chief Executive Officer shall be determined by a decision issued by the Competent Minister.

The Authority's Chief Executive Officer shall represent the Authority before the judiciary and third parties and he shall discharge its affairs and enforce the decisions made by its Board of Directors. To such end, he shall take the necessary actions to facilitate the procedures of the services provided by the Authority to the investors, and the necessary actions to activate the control, transparency, governance, and prudent management system.

The Chief Executive Officer may authorize his deputy with some of his competencies except for representing the Authority before the judiciary or third parties.

#### **Article 78**

The Chief Executive Officer shall develop an annual plan and the 5-year sustainable strategy of the Authority, in addition to a biannual report that covers the Authority's business results and achievements toward facilitating and promoting the investment, and they shall be presented to the Authority's Board of Directors.

The Competent Minister shall present to the Supreme Council and the Cabinet of Ministers the annual plan of the Authority and the said report which includes its results, in view of the annual plan or the 5-year strategy of the Authority, as well as its achievements with regard to streamlining and promotion of the investment, and the key investment barriers, in addition to the policies, procedures, and legislative amendments proposed by the Competent Ministry to enhance the investment climate in the State.

The Chief Executive Officer may, as necessary and upon the approval of the Authority's Board of Directors, approve the completion or development of the infrastructure of the public free zones which are not owned by the Authority, provided that the costs incurred are to be reimbursed to the Authority by deducting them from the consideration of usufruct collected from the projects established in these zones in favour of the land owner.

The Executive Regulations of this Law shall indicate the controls of the said completion or development, and the bases of determining the expenses incurred and methods of recovery thereof.

#### **Article 79**

The Authority shall publish a list of the companies which receive the incentives provided for in this Law in the form of an annual report which is published on its website. The report shall include the activity type and location, the type of incentives, and the names of the partners, shareholders, or company's owners.

The Authority shall further publish a list of the companies which receive lands under the provisions of this Law in the form of an annual report which shall include the purpose of land, land type, dimensions, and exact location, as well as the expert assessment, and the names of the partners and shareholders or the company's owners.

The companies shall submit a statement of the size of their investments, the annual financial statements, the number, positions and nationalities of their employees and the aggregate of their salaries, and other data which shall be specified by the Executive Regulations of this Law.

#### **Article 80**

The Authority's employees who are determined by a decision issued by the Minister of Justice in agreement with the Competent Ministers, shall be granted the capacity of judicial officers to prove the crimes committed in violation of the provisions of this Law and the Law on the Joint-Stock Companies, Partnerships Limited by Shares, and Limited Liability Companies, promulgated by the Law No. 159 of 1981 and executive resolutions thereof.

To such end, they shall have the right to access the investment projects subject to the provisions of this Law to review their documents and records, by a decision issued by the Chief Executive Officer who shall receive a report on the results of their activity. The investment projects in question shall facilitate their mission.

#### **Article 81**

In the event the companies or establishments are in breach of the provisions of this Law, the Authority shall serve them a notice immediately to rectify the causes of the breach within 15 business days maximum from the date of notice.

The notice shall include the term specified to rectify the causes of the breach, and if such term lapses without rectification of the breach, the Authority's Chief Executive Officer shall, upon the approval of the Board of Directors, issue a decision suspending the activity of the company or establishment for no more than 90 days. Should the company or establishment persist in the breach or commit another breach within a year from the date of the first breach, one of the following actions may be enforced:

- a. Suspend the incentives and exemptions given;
- b. Shorten the term of incentives and exemptions given;
- c. Terminate the incentives and exemptions given, with the consequence of such termination as to the decisions and licenses issued for the companies and establishments;
- d. Terminate the license to conduct the activity.

With regards to the breaches that pose risks to the public health, or the public safety or the national security, the Chief Executive Officer shall, after notifying the Authority's Board of Directors, issue a decision suspending the activity for 90 days. If the company or establishment persisted in the breach or committed another breach within a year from the date of the first breach, he shall terminate its license.

# **Section V. Settlement of investment disputes**

## **Article 82**

Without prejudice to the right to litigation, any dispute arising between the Investor and any one or more government bodies in relation to the Investor's capital or the interpretation or enforcement of the provisions of this Law may be settled amicably through negotiations among the disputing parties.

# **Chapter I. The Grievance committee**

## **Article 83**

One or more committees shall be established in the Authority to examine the complaints filed against the resolutions issued in accordance with the provisions of this Law by the Authority or the authorities concerned with the issuance of the approvals, permits, and licenses.

A committee shall be formed and chaired by a judge from a judicial body to be determined by the boards of such bodies and the Committee shall include a representative of the Authority and a person with experience as members.

The composition, system of work, and technical secretariat of the Committee shall be determined by a decision issued by the Competent Minister.

## **Article 84**

The complaints shall be submitted to the Committee within 15 days from the date of notice or knowledge of the decision petitioned against. Filing of the complaint shall lead to the interruption of the periods of challenge. The Committee may contact the parties in question and the competent administrative authorities to request for clarifications, documents and answers to the inquiries it sees necessary, and it may draw on the diverse expertise and specializations available to the Authority and to other administrative authorities.

The Committee shall settle the matters brought thereto by a justified decision within 30 days from the date of closing of hearings and submissions. The Committee's decision shall be irrevocable and binding on all the competent authorities, without prejudice to the Investor's right to resort to the judiciary.

The Executive Regulations of this Law shall indicate the Committee's venue and method of notification of its decisions.

# **Chapter II. Ministerial committee on investment dispute resolution**

## **Article 85**

A ministerial committee entitled "Ministerial Committee on Investment Dispute Resolution" shall be established to look into the applications, complaints, or disputes submitted or referred thereto which would arise among the investors and the State or where one of the State's bodies, authorities, or companies are party to.

The Committee shall be formed by a decree issued by the Prime Minister. One of the deputies of the President of the Egyptian Council of State shall be a member of the Committee and he shall be selected by the Administrative Affairs Council at the Egyptian Council of State. The Committee's decisions shall be endorsed by the Cabinet of Ministers. The ministers who serve as members of the Committee may delegate representatives when necessary to attend the Committee's meetings and vote on its decisions.

The Committee shall have a technical secretariat, whose composition and system of work shall be determined by a decision issued by the Competent Minister.

#### **Article 86**

The Committee's meeting shall only be valid if it is attended by its Chairperson and at least 50% of its primary members. The Committee shall issue its decisions by the majority of the votes of the attendants. In case of parity, the Chairperson shall have a casting vote.

The competent administrative authority shall submit the explanatory memoranda and the required documents upon request. If such competent administrative authority is a member of the Committee, it shall have no vote in the deliberations conducted on the subject related thereto.

The Committee shall settle the matters brought thereto by a justified decision within 30 days from the date of closing of hearings and submissions.

#### **Article 87**

Without prejudice to the Investor's right to resort to the judiciary, the Committee's decisions, upon being approved by the Cabinet of Ministers, shall be enforceable and binding on the competent administrative authorities and they shall have the executive power. Failure to enforce the Committee's decisions shall cause the enforcement of the provisions of Article (123) of the Penal Code and the penalty prescribed therein. Lodging of complaints against the Committee's decision shall not suspend enforcement thereof.

## **Chapter III. Ministerial committee on investment contracts dispute resolution**

#### **Article 88**

A ministerial committee entitled "Ministerial Committee on Investment Contracts Dispute Resolution" shall be established in the Cabinet of Ministers to settle the disputes arising from the investment contracts where the State, or one of its bodies, authorities, or companies is party to.

This Committee shall be formed by a decree issued by the Prime Minister. One of the deputies of the President of the Egyptian Council of State shall be a member of the Committee and he shall be selected by the Administrative Affairs Council at the Egyptian Council of State. The Committee's decisions shall be endorsed by the Cabinet of Ministers. Attending of the Committee's sessions may not be delegated.

The Committee's meeting shall only be valid if it is attended by its Chairperson and 50% of its members. The Committee shall issue its decisions by the majority of the votes. In case of parity, the Chairperson shall have a casting vote.



The Committee shall have a technical secretariat, whose composition and system of work shall be determined by a decree issued by the Prime Minister.

#### **Article 89**

The Committee shall examine and explore the differences arising between the parties to the investment contracts. To such end, and with the consent of the contracting parties, it may perform the necessary settlement to handle the imbalance of such contracts, and extend the terms, periods, or grace periods provided for in such contracts.

Whenever it is required, the Committee shall further reschedule the financial dues or rectify the procedures which precede the conclusion of contracts, in a manner that achieves the contractual balance to the extent possible and ensures an optimal economic situation for the preservation of public funds and the investor's rights in view of the conditions of each case.

The Committee shall present a report of its findings on the settlement to the Cabinet of Ministers which shall indicate all the elements of the settlement. Upon being approved by the Cabinet of Ministers, such settlement shall be enforceable and binding on the competent administrative authorities and it shall have the executive power.

## **Chapter IV. The amicable dispute settlement means and the arbitration and mediation centre**

#### **Article 90**

The investment disputes related to the enforcement of the provisions of this Law may be settled in the way agreed upon with the Investor or pursuant to the provisions of the Law on Arbitration in the Civil and Commercial Matters promulgated by Law No. 27 of 1994.

At any point throughout the dispute, both parties may agree to pursue all types of settlement pursuant to the applicable dispute settlement rules, including the ad hoc arbitration or the institutional arbitration.

#### **Article 91**

An independent arbitration and mediation centre entitled "The Egyptian Arbitration and Mediation Centre" shall be established and shall have the legal personality, and its seat shall be in Cairo.

The Centre shall pursue the settlement of the investment disputes which may arise among the investors, or among the investors and the State or one of the State's public or private bodies, should they agree at any point to settle the dispute through arbitration or mediation before this Centre, subject to the provisions of Egypt's laws which regulate the arbitration and dispute settlement.

The management of the Centre shall be assumed by a Board of Directors that comprises of 5 members who have the experience, specialization, competence, and good reputation, and they shall be appointed by a decree issued by the Prime Minister.

The term of the Board of Directors shall be 5 years which shall be renewed for one term. No member of the Board may be removed during this term, except if he becomes medically ineligible to discharge his duties, discredited or disrepute, or committed material default on his duties in accordance with the Articles of Association of the Centre.

The Board members, including its Chairman, shall be elected. The Centre shall have a Chief Executive Officer whose appointment and financial remuneration shall be determined by a decision issued by the Board of Directors.

The Centre's Board of Directors shall issue a decision of the Articles of Association and system of work of the Centre, the professional rules and procedures regulating the Centre, the consideration of the services provided by the Centre, and the lists of arbitrators and mediators and their fees. The Articles of Association of the Centre shall be published in Al-Waqa'i'a al-Masriya (Gazette).

The Centre's financial resources shall consist of the consideration of the services delivered by the Centre as specified by its Articles of Association.

During the first three years from the date that this Law enters into force, sufficient financial resources shall be provided for the Centre from the State's Public Treasury. Other than that, the Centre may not obtain any fund from the State or any of its bodies.

#### **Article 92**

Subject to the provisions of civil liability, in the cases where a crime is committed in the name of and for the account of a private legal person, the individual in charge of actual management shall not be subject to any penalty unless he is proven to have been aware of the crime and to have directed his will towards the commitment of such crime to secure an interest for himself or for others.

In the event the liability of the natural person is not established in the manner specified in the previous paragraph, the legal person shall be liable to a fine no less than four times and no more than ten times the legally prescribed fine for the crime. In case of reoccurrence of the crime, a judgment shall be passed terminating the license or dissolving the legal person, as the case may be. The judgment shall be published in 2 widely-circulating newspapers at the legal person's expense.

#### **Article 93**

Other than the cases of flagrante delicto, a petition to initiate criminal proceedings for the crimes provided for in the Customs Law promulgated by the Law No. 66 of 1963, the Income Tax Law promulgated by the Law No. 91 of 2005, and the Value-Added Tax Law promulgated by the Law No. 76 of 2016, shall be filed upon inquiring the Competent Minister as to whether the person accused of committing the crime is affiliated to any of the investment projects which are subject to the provisions of this Law.

The Competent Minister shall state his opinion in this regard within 7 days from the date of receiving the letter of inquiry; otherwise, the proceedings may be initiated pursuant to the rules prescribed in the said laws.

#### **Article 94**

Subject to the provision of Article (131) of the Central Bank, Banking Sector and Monetary System Law promulgated by the Law No. 88 of 2003, and Article (16) of the Law No. 10 of 2009 regulating the Control on the Non-Banking Financial Markets and Instruments, criminal proceedings or investigation actions may not be initiated by the investor in the crimes provided for in Section 4 of Book II of the Penal Code, except upon receiving the Competent Minister's opinion in the manner provided for in Article (93) of this Law and under the same rules.

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