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THE MINISTRY for the PROMOTION of INVESTMENTS, PUBLIC WORKS,
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Decree N°0461/PR/MPITPTHTAT of October 10, 2012, leading to the creation
 and organization of the Economic Zone with a Privileged Regime of Nkok

THE PRESIDENT OF THE REPUBLIC, HEAD OF STATE;

Considering the Constitution;
 Considering Decree N°0140/PR of February 27, 2012, leading to the nomination of the Prime Minister, Head of the Government;
 Considering Decree N°0141/PR of February 28, 2012 leading to the nomination of the members of the Government of the Republic;
 Considering Law N°10/2011 of July 18, 2011, leading to the regulating of the Economic Zones having a Privileged Regime in the Gabonese Republic;

Considering Law N°5/85 of June 27, 1985, leading to the general regulations on the State Public Accounting, together with the subsequent modifying texts;

The State Council having been consulted;
The Council of Ministers having heard;

HEREBY DECREES:

Article 1: The present decree, decided upon in application of the provisions of Law N°10/2011 of July 18, 2011, mentioned above, has led to the creation and organization of the Nkok Economic Zone with a Privileged Regime.

Title 1: On the Creation, the objectives and Limits

Article 2: In the Komo-Mondah Department, at a place called Nkok, an Economic Zone having a Privileged Regime, abbreviated as the “ZERP of Nkok”, hereinafter designated the “Zone”.

Article 3: The ZERP of Nkok is open to all economic activities, and especially those related to:

- the development of activities tied to the transformation and exportation of wood;
- the provision of services related to those involved in the wood transformation sector;
- the fabrication, assembly, storage of finished products and other goods coming from the treatment and transformation of rough-sawn lumber;
- the transformation of natural resources and the production of electrical energy.

The ZERP of Nkok can within its various zones host companies whose activities are directed exclusively to the supplying of the national market.

Article 4: The Nkok Economic Zone with a Privileged Regime covers a surface area of one thousand three hundred and ninety hectares, as defined in the cadastral plan attached to the present decree.

Article 5: The ZERP of Nkok includes an industrial zone, a commercial zone and a residential zone, each zone being defined by the Administrative and Management Agency of the ZERP of Nkok, after being authorized by the Administrative Authority of the said Zone.

Title II: Definitions

Article 6: According to the present decree, we mean by:

- **Agreement:** the authorization given by the Administrative and Management Agency of the Nkok Economic Zone with a Privileged Regime, to any company showing an interest in setting up business in the said Zone under the conditions defined by the regulations in effect;
- **Property:** all tangible or intangible, movable or immovable assets, located in the Nkok Economic Zone with a Privileged Regime, including land, buildings, factories, construction material, infrastructure and other installations or assets, and all rights based on that property;
- **Certificate of Origin:** any document delivered by the One-Stop Shop certifying that the merchandise coming from the Nkok Economic Zone with a Privileged Regime fulfills the criteria required to benefit from the label “Made in Gabon” or coming from the CEMAC Zone;
- **Certificate of Registration and Exemption:** the document delivered by the One-Stop Shop certifying that a ZERP subcontractor or Company Affiliated with a ZERP approved company or with the Administrative and Management Agency, all operating in the ZERP of Nkok, benefit from the exemptions for the services, sales or importations carried out for the ZERP accredited company;

- **Currency:** any foreign currency unit accepted by Gabon, freely convertible and transferable on the national and international financial markets;
- **Business:** any economic, social and legal structure which brings together the human, material, immaterial, services and financing means, combined in an organized way in the form of a company or individual business, excluding associations or de facto partnerships, providing goods or services to clients, legally incorporated, having their headquarters and/or the actual direction within the Nkok Economic Zone with a Privileged Regime;
- **Investments:** all movable and immovable, tangible and intangible property, including any capital invested by an individual or company in order to cover the financing of work to set up a first establishment, or the extension of that establishment, or one or several companies, as well as the working capital, indispensable for the creation or extension of one or several businesses and the functioning of the said establishment and their extension within the Nkok Economic Zone with a Privileged Regime;
- **Investors:** any individual or company, private or public, Gabonese or not, approved by the Administrative and Management Agency of the ZERP of Nkok, and carrying out in application of the conditions defined in Law N°10/2011 of July 18, 2011, mentioned above, and the present decree, investment operations exclusively in the said zone;
- **National Market:** the national territory, excluding any land conceded to the Economic Zones with a Privileged Regime created in application of the provisions of Law N°10/2011 of July 18, 2011 mentioned above;
- **ZERP Affiliated Company:** a company or any other company: a company or any other company operating exclusively in the ZERP of Nkok:
 - which controls one or several investors recognized by the Administrative and Management Agency;
 - or which is controlled by one or several investors recognized by the Administrative and Management Agency;
 - or which is controlled by an entity which itself controls the investor recognized by the Administrative and Management Agency.

This control means the direct or indirect ownership of over fifty-per cent (50%) of the social capital controlled, thereby conferring to the holding company the control through the absolute majority of the voting rights.
- **ZERP Subcontractor:** a company or any other undertaking operating exclusively in the ZERP of Nkok for one or several investors, one or several of their ZERP Affiliated Companies, or one or several of their ZERP subcontractors approved of by the Administrative and Management Agency in application of the conditions provided for in the texts in effect;
- **Construction Phase:** the period preceding the actual launching of production activities, and/or provision of services, during which all those who benefit from the advantages associated with the ZERP of Nkok, in compliance with the provisions of the texts in effect, carry out directly or indirectly on the Nkok site construction work and installations of all kinds; notably, buildings, factories, equipment, infrastructure, which are then used for the development of their production activities and/or provision of services. This period cannot go beyond two years beginning upon the issuance of the Agreement or Certificate of Registration and Exemption.

Title III: Institutional Framework

Article 7: The institutional framework of the Nkok Economic Zone includes:

- the Administrative and Management Agency
- the Administrative Authority
- the Follow-up Committee.

Chapter I: The Administrative and Management Agency

Article 8: The administration and management of the Nkok Economic Zone with a Privileged Regime have been attributed to the company registered under Gabonese law called the GABON SPECIAL ECONOMIC ZONE S.A., abbreviated as the GSEZ SA.

Article 9: The GSEZ SA Company, the Administrative and Management Agency of the ZERP of Nkok, covers the administration, organization, promotion and management of the ZERP of Nkok in compliance with the provisions of Law N°10/2011 of July 18, 2011, mentioned above, with the present decree and the provisions of the specifications attached hereto.

Article 10: The Administrative and Management Agency of the ZERP of Nkok shall carry out the assignments confided in them for a forty-five (45) year period, and benefit from all rights and advantages under the conditions and limits provided for in the law and the present decree.

Article 11: The GSEZ SA Company is the land holder administrating the land within the boundary of the ZERP of Nkok, as well as defining the servitudes created on the land parcels of the ZERP and the adjacent property, such as defined in the cadastral plan attached to the present decree and corresponding Deed N°16747.

Article 12: The GSEZ SA Company rents, including therein building leases, land and buildings needed by the investors, ZERP Affiliated Companies and their ZERP Subcontractors interested in setting up business in the ZERP of Nkok.

Article 13: The GSEZ SA Company is obligated to set up the infrastructure and shared building equipment required for the development of activities exercised within the Zone.

The building, use and holding of infrastructure and shared equipment required for the smooth development of the Zone, and notably that allowing for the supply of the industrial use of water and electricity coming from outside the ZERP of Nkok for one or several companies set up within the ZERP of Nkok, can be done directly through the GSEZ SA Company, or confided to the companies that are established in the Zone, on condition that they have obtained the prior agreement of the Administrative Authority.

Article 14: The building of infrastructure and shared equipment required for the smooth development of the ZERP of Nkok can be confided by the Administrative and Management Agency to other companies, after having obtained the prior agreement of the Administrative Authority; the Administrative and Management Agency can also plan on reimbursing the cost of construction related to this infrastructure within the limit of their income based on it, or they can grant an exemption to the companies who have built the said infrastructure, so that they do not have to pay the fees for its use.

Article 15: The infrastructure and land which can be required for the smooth development of the ZERP of Nkok, and/or which can be shared among all the companies within the ZERP, and which might belong to entities other than the Administrative and Management Agency, can be transferred or given easement of access in the interest of the Administrative and Management Agency.

Article 16: The Administrative and Management Agency is responsible for the use of the infrastructure and share equipment required for the smooth development of the Zone, without prejudice to eventual contracts signed by the Administrative and Management Agency which would delegate their authority.

These operations can lead to the payment of fees by the companies present in the ZERP of Nkok, in addition to the common management fees defined in the specifications related thereto.

Article 17: For operating the infrastructure located outside the ZERP, done through the delegation of the Administrative Authority or the State, the reception of fees by the Administrative and Management Agency shall be limited to the period of the return on investment. After this period, the assignment of the income from these fees shall lead to a contract signed between the Administrative and Management Agency and the Administrative Authority.

Article 18: The Administrative and Management Agency shall deliver agreements to investors and notify the investor in compliance with the procedure stipulated in Article 27 of Law N°10/2011 of July 18, 2011 mentioned above.

The agreement, the model of which is attached to the present decree, contains the following information:

- Company identification documents: name and address, Tax Identity Number, abbreviated as the NIF, Trade and Transferable Securities Register, abbreviated as the RCCM;
- Main chapters of the investment programme having served as a basis for the agreement application, in the form which may be adjusted in application of a request made by the Administrative and Management Agency, especially concerning the activity to be developed, the amount of the initial investment, the annual production and export volumes, the number of jobs to be created, distinguishing those to be offered to the Gabonese and those for expatriates;
- Time periods within which the projected investments are to be executed by the company, or if necessary, referring back to their investment programme.

Any substantial modification of the investment programme must first be authorized by the Administrative and Management Agency. The Agreement detained by the investor shall consequently be modified on condition that the Administrative Authority has approved of the modification.

Article 19: An investor who is already approved of within the framework of previous investments, can through the presentation of a new investment programme, obtain a new agreement and benefit from the privileged regime of the ZERP of Nkok during a ten (10) year period for the needs of extending the investment, without the delivering of this new agreement modifying in any way the exemption conditions concerning the initial investment.

The cost of the new investment shall represent a minimum fifty per cent (50%) of the cost of the initial investment, or any investment above one hundred million (\$100 000 000) USD.

Investors, ZERP Affiliated Companies and their ZERP Subcontractors are not required to obtain any permits and authorizations required for the building and installation that they are doing in application of their investment programme, if the latter has been expressly agreed upon by the Administrative and Management Agency and approved of by the Administrative Authority.

Article 20: Before any decision to withdraw the agreement, the Administrative and Management Agency shall proceed to an enquiry wherein the results shall be communicated to the concerned investor and the Administrative Authority at the One Stop Shop.

Within the fifteen (15) days following the communication of the results of this enquiry, a mediation procedure must be set up by the Administrative and Management Agency.

Article 21: The mediation procedure shall last a maximum six months during which the investor and the Administrative and Management Agency shall try to set up within a collaborative spirit, the measures required to end the weakness or shortcomings of the investor.

If upon the expiration of this mediation period they have not been able to come to an agreement, the Administrative and Management Agency can notify the investor with a summons obligating the investor to remediate the observed shortcomings.

If there has been no response within a thirty (30) day period beginning upon the reception date of the summons, the Administrative and Management Agency can ask the Administrative Authority for the withdrawal of the agreement from the investor in default.

Chapter II: The Administrative Authority

Section I: Attributions

Article 22: The Administrative Authority instituted in the ZERP of Nkok by Law N°10/2011 of July 18, 2011, mentioned above, is made up of a geographic and functional group of all State administrations and services intervening in the processes of the creation, supervision, control and management of the functioning of the companies set up in the said ZERP.

Article 23: The Administrative Authority coordinates, supervises and assures the operational sponsorship of the functioning of all State administrations and services set up in the ZERP of Nkok and intervening in the process of the creation, supervision, control and management of the functioning of the companies set up in the Zone.

Article 24: The Administrative Authority is in charge of keeping an eye on the application and compliance with the laws and regulations in effect in the Gabonese Republic by the Administrative and Management Agency as well as all the companies set up in the ZERP of Nkok and others intervening in the said ZERP.

Article 25: the Administrative Authority controls the compliance by investors, ZERP Affiliated Companies, ZERP Subcontractors and the Administrative and Management Agency of the specifications signed by the Agency with the State.

Article 26: The Administrative Authority is responsible for doing everything required in order to allow the connection or networking between the ZERP of Nkok and all the infrastructure and public amenities and services required for the execution of the development programme of the said ZERP, and to cover the smooth functioning of the connections and networking:

- to the water and electricity distribution networks;
- to the infrastructure allowing for access to the new information and communication technology, abbreviated as NTIC;
- to the gas pipelines situated outside the ZERP and mentioned above.

Section II: The Organisation

Article 27: The Administrative Authority includes:

- the General Director
- The One Stop Shop
- The Accounting Agency

Article 28: The Administrative Authority comes under the authority of a General Director, designated through a decree decided upon in a Council of Ministers, upon a proposal of the Minister in charge of the Promotion of Investments, from among the permanent or contractual public civil servants from the first category having an economic, management, legal or administrative background, and proving a minimum five years of professional experience.

The General Director is assisted by a Deputy General Director designated in the same way and under the same conditions.

The General Director and the Deputy General Director have a rank and prerogatives as the General Director of the Administration and the Deputy General Director of the Central Administration.

Article 29: The General Director alone shall have the power to engage and represent the Administrative Authority of the ZERP in every place, especially in working with the Administrative and Management Agency, the companies and third parties set up in the Zone.

Article 30: The General Director can nevertheless delegate to the Deputy General Director, or to any other member of the Administrative Authority, the power to engage the Administrative Authority, especially for delivering agreements, compliance certificates and other administrative documents.

The delegation of power shall be in written form and shall not divest the competency of the General Director.

Sub-Section 2: The One Stop Shop

Article 31: Placed under the authority of the General Director, the One Stop Shop brings together all the administrations required by the companies to carry out their administrative formalities and procedures in view of obtaining the delivering of the administrative authorizations of all kinds required for their installation or maintenance in the ZERP of Nkok.

Article 32: the One Stop Shop is in fact made up of all or some of the representatives from the following administrations:

- General Tax Administration
- General Customs Administration and Indirect Taxes
- General Direction of Hydrocarbons
- General Direction of Competition and Consumption
- General Direction of the Environment and Protection of Nature
- Center for the Development of Businesses
- National Social Security Board
- General Direction of Work and Employment and Labourers
- The concerned Trade Court Registry
- General Direction of Documentation and Immigration
- General Direction of Consular Affairs
- Gabonese Shippers' Council
- General Direction of Energy and Regulatory Authority of the Sector
- General Direction of Hydraulic Resources
- General Direction of Infrastructures
- General Direction of Urbanism

The One Stop Shop can, if required, include any administrative entity.

Article 33: The representatives of the various administrations meeting within the One Stop Shop shall have a permanent delegation for signatures. They shall report back to their permanent administration a minimum of once every semester.

Article 34: The representatives of the various administrations at the One Stop Shop are designated by the authorities they work under and they are nominated by a decision signed by the Prime Minister, Head of the Government.

Article 35: The One Stop Shop comes under the authority of the Deputy General Director who is under the control of the General Director to whom he must regularly report.

Article 36: Except for the Agreement, the One Stop Shop is exclusively in charge of carrying out all administrative formalities concerning the implantation and operations of investments in the Zone, including therein:

- Receiving, controlling and recuperating all taxes, charges, fees and customs duties, and any other contribution attached to the customs service of the ZERP of Nkok, or to be paid by the companies set up in the said ZERP, or by the Administrative and Management Agency;
- Recruiting of personnel;
- Immigration, and for that purpose, the One Stop Shop delivers:
 - ⌘ Entrance authorizations into the national territory
 - ⌘ Residence cards and Visa Extensions

- ⊠ Exit visas, exit and re-entrance visas, simple exit visas, permanent exit visas, exit and returning to the national territory;
 - ⊠ Work condition papers
 - ⊠ Social Security Contributions
- Keeping an eye on the preparation of the environmental and social impact assessments by the companies set up in the ZERP of Nkok, or by the Administrative and Management Agency, and the general compliance with environmental legislation and regulations;
 - Controlling the dispatch and storage of dangerous materials together with the Administrative and Management Agency;
 - Delivery of all permits, visas and all other authorizations required for the smooth functioning of the companies;
 - Reception, processing and control of all declarations in fiscal, customs and social security declaration, as well as all other communications imposed upon the companies;
 - Registering the companies in the ZERP of Nkok in the Trade and Transferable Securities Register, obtaining the tax identity number, their individual or company code as well as their registration with the competent agencies, notably the National Social Security Board (CNSS);
 - Delivering to investors the Certificates of Origin certifying that the merchandise leaving the ZERP of Nkok fulfills the criteria required in order to benefit from the advantages of Gabonese origin or CEMAC origin;
 - Delivering to the ZERP Affiliated Companies or the ZERP Subcontractors their certificates of registration and exemption under the title “ZERP of Nkok: Accredited Company”. For any ZERP Subcontractor or any ZERP Affiliated Company, the certificate shall be established for a maximum one-year duration that is renewable, and they must specify the name of the approved ZERP company for whom they are working.

Section III : The Functioning of the Administrative Authority

Article 37: The General Director and the Deputy General Director of the Administrative Authority shall have the hierarchical administrative power to coordinate and direct all administrative services included in the One Stop Shop.

Article 38: The personnel of the Administrative Authority is made up of the civil servants and personnel recruited on the basis of conventions or contracts.

Article 39: The state agents made available to work at the Administrative Authority shall maintain their salaries and benefits of their original administrations who shall continue to cover the service and regularly pay their employees with no discrimination of any kind compared to the agents who continue to carry out their duties in those entities.

Agents recruited on the basis of conventions or contracts shall be paid by the budget of the Administrative Authority.

Article 40: The personnel, civil servants and contractual employees working in the administrative services of the One Stop Shop, shall legally remain attached to their administration or original job corps concerning:

- the evolution of their professional career concerning rank, advancement and level;
- discipline and the regime of eventual disciplinary sanctions;
- the regime of their compensation, salary and social fringe benefits.

Article 41: The General Director has the authority to give instructions to the administrative services constituting the One Stop Shop, for the purpose of:

- Organizing interactions between the various services in order to increase and guarantee the effectiveness of the One Stop Shop mechanism;
- Assuring the coordination of the One Stop Shop services;
- Improving relations with the users of the public services set up in the ZERP of Nkok and with the Administrative and Management Agency.

Article 42: The General Director is the hierarchical operational supervisor of the civil servants and contractual employees of all the administrations constituting the One Stop Shop.

For that purpose, he can in fact:

- Issue opinions and recommendations to the permanent administrations concerning the disciplinary behaviour of those civil servants coming from their administrations to work at the One Stop Shop of the ZERP of Nkok, including the formulation and justification of reasons for the calling of disciplinary sanctions from the permanent administrations;
- Propose to the permanent administrations of the civil servants or contractual employees, advances in rank objectively motivated by the employee's quality of work performance at the One Stop Shop;
- Request of the permanent administrations the replacement of certain civil servants or contractual employees working at the One Stop Shop for professional reasons.

Article 43: The General Director makes proposals once a year for the grading, evaluation, appreciation of the quality of work of the various agents, civil servants and contractual employees at the One Stop Shop.

Article 44: The General Director must once every semester meet together with the general directions of the administrations included in the One Stop Shop, in order to have a good understanding of the functioning of the One Stop Shop and the various administrations working there.

The meetings are to be convened by the General Director a minimum of thirty (30) days before the date provided for each meeting.

Article 45: The General Director shall prepare the minutes of each meeting and send them to the various services of the One Stop Shop and to their General Direction thirty (30) days at the latest following the holding of the meeting covered by the minutes.

Article 46: The administrative services included in the One Stop Shop are obligated to write up a report on their activities during the preceding year by February 28 at the latest of the following year, and to send it to the Administrative Authority and to their central administration.

Article 47: The General Director must prepare the activity report of the Administrative Authority every year and by March 31 at the latest of the following year, and send it to all the services of the One Stop Shop, to their central administrations, to the Minister in charge of the Promotion of Investments and to the Minister in charge of the Economy.

Section IV: The Accounting Agency

Article 48: The Accounting Agency of the ZERP of Nkok is directed and organized in compliance with the provisions of the texts in effect.

Section V: Resources

Article 49: Every year the State shall earmark for the operations budget of the Administrative Authority:

- a subsidy for operations
- twenty percent (20%) of various duties, fees and charges paid by the companies set up in the ZERP of Nkok.

Chapter III: The Follow-up Committee

Article 50: The Follow-up Committee meets together after being convened by its Chairman, a representative of the Administrative and Management Agency, or upon the request of a minimum of one third of the members.

Article 51: the Follow-up Committee can only meet together if at least half of its members are present or represented upon the first convocation. When this quorum is not attained, the Follow-up Committee shall meet together upon a second convocation in the presence of at least one fourth of its members, including the two representatives of the State, and at least one representative of the Administrative and Management Agency.

The decisions of the Follow-up Committee are made based on the absolute majority of the members present or represented.

The Follow-up Committee can invite any qualified person to their meetings and he shall participate in an advisory capacity only.

Article 52: Any referral of the Administrative Authority by the Follow-up Committee shall require a decision made on the part of a simple majority of the members present or represented.

Article 53: The other provisions related to the functioning of the Follow-up Committee are defined by the bye-laws which are given effect through a decision of the Minister in charge of the Promotion of Investments.

Title IV: Applicable Regimes

Article 54: The regimes applicable to the Zone are determined by the provisions of Law N°010/2011 of July 18, 2011 mentioned above. These provisions are completed by the present decree.

Chapter 1: The General and Commercial Regime

Article 55: In the building phase and up to the completion of the construction work of an investor, the ZERP Affiliated Companies and their ZERP Subcontractors shall benefit, for the sales and services rendered to the sole advantage of one or several investors, of the Administrative and Management Agency, of a ZERP Affiliated Company or a ZERP Subcontractor, of the regime applicable to the investor accepted for admission into the ZERP as defined by Law N°010/2011 of July 18, 2011 mentioned above.

Article 56: In order to be validly admitted into the ZERP of Nkok as a ZERP Affiliated Company or ZERP Subcontractor, any individual or company claiming this quality must present to the Administrative and Management Agency a complete application signed by the duly qualified persons including:

- a registration commitment with the One Stop Shop;
- a copy of the signed contract with the investor, or the Administrative and Management Agency, or the ZERP Affiliated Company, or the ZERP Subcontractor, which has motivated his application to enter the ZERP of Nkok, including the detail of the objectives of the company, the nature of the production activities, the cost, the calendar to be applied, the investments, heavy machinery and engines, equipment and materials, the personnel required to execute the contract in question;

- a commitment to comply with regulations and the ZERP specifications of Nkok;
- and upon the express request of the Administrative and Management Agency, a bank guarantee deposit shall be required.

Article 57: The Agreement of the ZERP Affiliated Company or the ZERP Subcontractor is granted by the Administrative and Management Agency for one year which is renewable, after having obtained the approval signature of the Administrative Authority. It must specify the name of the company that has already been admitted into the said ZERP for which the ZERP Affiliated Company or the ZERP Subcontractor will be working.

Article 58: All the companies welcomed into the various zones of the ZERP of Nkok, including in the industrial, are not all allowed to benefit from all the advantages provided for in the Zone.

Article 59: Through the application of these provisions of Law N°010/2011 of July 18, 2011 mentioned above, the products produced and/or the services supplied by the companies admitted into the regime of the Nkok Economic Zone with a Privileged Regime are expected to export a minimum of 75% of their production.

The products produced and/or the services supplied by the companies admitted into the Nkok Regime of the Economic Zone with a Privileged Regime, can be sold on the national market up to the maximum limit of 25% of the total production and/or services.

The non application of this limit shall bring on the application of penalties mentioned in the present decree.

Article 60: Investors set up in the Zone who cannot prove the minimum quantities of production to be exported, cannot benefit from the special regime applicable to investors having obtained an agreement, and especially, from the provisions provided in Articles 44 and 46 of Law N°010/2011 of July 18, 2011 mentioned above.

However, investors concerned by the above paragraph can obtain the advantages indicated here below:

- Services of the One Stop Shop;
- Management of their stock can be done under the regime of the private bonded warehouse granted and controlled by the One Stop Shop;
- Any other advantage not provided for in the provisions of Law N°10/2011 mentioned above, but which can be offered by the Administrative and Management Agency, such as the reduction in the cost of electricity, or the Administrative Authority, to companies set up in the ZERP of Nkok.

Article 61: All the companies located in the ZERP of Nkok, including therein those in the commercial and residential zones, have the obligation to apply the specifications attached to the present decree.

Article 62: Exports include the following:

- Sales recorded in the ZERP of Nkok going to the CEMAC States other than Gabon;
- Sales recorded in the ZERP of Nkok going towards countries outside CEMAC;
- Sales recorded by a company accepted into the ZERP Regime of Nkok in the interest of another company already accepted into the ZERP Regime of Nkok or another Economic Zone in Gabon having a Privileged Regime.

Exports from the Zone can, if required, be carried out after having transited through the national customs territory, on condition that the transit should be carried out under the control of the customs administration.

Article 63: In application of Article 44, line 3 of Law N°10/2011 of July 18, 2011 mentioned above, if the ZERP approved company has just sold on the national market more than twenty-five percent (25%) of its production or services, the total amount of these sales shall be penalized by having to pay the taxes and customs duties applicable to Gabon on the basis of the tax base defined in the table here below:

Year beyond the production ceiling towards the national customs territory defined in the Agreement	1st year of activity	2nd year of activity	3rd year of activity	4th year of activity	5th year of activity	6th year of activity	7th year of activity	8th year of activity	9th year of activity
Tax Base to apply to taxes and fees (as a % of the common law tax base)	90%	80%	70%	60%	50%	40%	30%	20%	10%

The above table shall be applied to all taxes and fees for which the company has been exempted. Therefore, as an example, if the first year of going over the maximum 25% allowable, takes place during the fifth year of company activity, the payment shall correspond to fifty percent (50%) of the cumulative amount of taxes exempted from the company's fiscal obligations during this five-year period.

The above penalty is a lump sum and exclusive of any other civil and administrative sanction, and indeed the withdrawal of the agreement provided for in Articles 29 and thereafter of Law N°10/2011 of July 18, 2011 mentioned above. The penalty mentioned above shall apply notwithstanding the provisions of Article 42 of the law indicated here above.

Article 64: In case of a proven lack of supply in the national market of a given product through the national production, the Administrative Authority can at any time authorize a ZERP regime company of Nkok to sell on the national market up to seventy-five percent (75%) of the total production, and/or over a period of five years which is renewable one time, without the application of the penalty provided for above.

If required, the ZERP company of Nkok hereby authorized to sell in the national market up to seventy-five percent of its total production, shall continue to benefit from all exemptions provided for in Articles 44 and 46 of law N°10/2011 of July 18, 2011 mentioned above.

Chapter II: The Tax Regime

Article 65: Beginning upon the delivering of the Agreement, investors benefit from all exemptions provided for in Articles 44 and 45 of Law N°10/2011 of July 18, 2011 mentioned above.

Article 66: The exemption of the withholding taxes, valid up to the end of the twenty-five (25) year period beginning right after the first company sale, shall be applied to:

- The 10% withholding tax on the payment made to non resident service providers and stable establishments set up in Gabon and belonging to an incorporated company wherein the headquarters are abroad, ZERP Affiliated Companies and ZERP Subcontractors, on the Administrative and Management Agency, its subcontractors and its affiliated companies;
- The 9.5% deduction for taxes on the Income of Individuals, abbreviated as IRPP, and the Corporate Tax abbreviated as IS of companies not paying the VAT;
- The 5% deduction on imports of merchandise;
- The forestry withholding tax on log sales and purchases.

The exemption of the withholding tax does not apply to taxes to be withheld from salary payments.

Article 67: The following are exempt from any registration fees or inheritance tax, as well as any tax on capital gains over a twenty-five (25) year period beginning on the first sale made by the company:

- Acquisitions, transfer of property, transfers or contributions between companies accepted in the ZERP Regime of Nkok, including therein the Administrative and Management Agency, as well as their ZERP Affiliated Companies and ZERP Subcontractors;
- Initial real estate transfers of the Administrative and Management Agency to any individual or company, whether or not accepted into the ZERP Regime of Nkok. When we say "Initial real

estate transfer”, we mean the first transfer of real estate operated by the Administrative and Management Agency when moving into the Zone.

Article 68: Activities not constituting exports in application of Article 13 mentioned above, carried out by a company accepted into the ZERP Regime of Nkok towards the national market, shall be submitted to the common law taxes, fees and charges applicable in the Gabonese Republic, including therein the stumpage fees and surface area taxes.

However, activities carried out towards the national market by a ZERP Regime company of Nkok for the exclusive account of a transformation process set up in the ZERP, shall benefit, within the limits of the recognized activity, from the exemptions of withholding tax, VAT, customs fees and corporate tax.

Article 69: Sales of goods or services carried out, including therein wood products and mining products bought or produced within the national customs territory and for investors, the Administrative and Management Agency, their ZERP Affiliated Companies or ZERP Subcontractors are, in compliance with Article 46 of Law N°10/2011 of July 18, 2011 mentioned above, exempted from the exit fees, the customs fees and other taxes collected when exporting from the national customs territory or importing into the ZERP of Nkok.

Article 70: Notwithstanding the exemptions and advantages resulting from the application of the legal and regulatory provisions of the Nkok Economic Zone with the Privileged Regime, any investor, any ZERP Affiliated Company and any ZERP Subcontractor shall nevertheless remain submitted to the application of the general declarative obligations provided for in the General Tax Code.

Chapter III: The Customs Regime

Section I: Imports and Exports

Article 71: The tax provided for in Article 47 of Law N°10/2011 of July 18, 2011 mentioned above, levied on exports of goods outside the ZERP of Nkok and outside the national customs territory, shall be determined according to company investments made, in compliance with the table here below:

Amount of Investments	% Applied
Below 2 000 000 000 Cfa Francs	2%
Between 2 000 000 000 Cfa Francs and 10 000 000 000 Cfa Francs	1%
Above 10 000 000 000 Cfa Francs	0%

The tax is applied to exports, excluding sales made to a ZERP company set up in Gabon or sales going towards the national market.

The Tax base is made up of the FOB value of exports

Article 72: For each year, the tax base for the amount of investments retained shall be the one in the statistical and fiscal declaration submitted on April 30 of each year for the preceding fiscal year. The payment of amounts due shall be made within a thirty (30) day period beginning on the reception of the notice of the payment due sent by the Administrative Authority.

Section II: Customs Clearance Procedure

Article 73: Merchandise for ZERP companies of Nkok are transferred to them through a simplified procedure wherein they are allowed to directly remove the merchandise under the guarantee of a release or reception replacing the declaration signed by the customs authority upon entering the country, except for merchandise of Gabonese origin which is also to be included in an export declaration.

Article 74: Products manufactured by ZERP companies of Nkok are exported on the basis of a loading or shipping report which serves as a declaration to be signed by the customs authority when leaving the ZERP.

Products manufactured by ZERP companies of Nkok, sold on the national market, shall come under the provisions of the CEMAC Customs Code and shall be included in a declaration of consumption and are submitted to the taxes and customs fees inscribed in the CEMAC customs rates.

Article 75: State controls of unloading and reception, loading or shipping and the sale of Nkok ZERP company merchandise are carried out for customs control purposes.

Article 76: Violations of the provisions of the present decree are written up in a report and penalized concerning these customs controls.

Article 77: Imports made by investors, ZERP Affiliated Companies, ZERP Subcontractors or the Administrative and Management Agency benefit from the advantages provided for in Articles 44, 46 and 48 of Law N°10/2011 of July 18, 2011 mentioned above, exclusively for operations realized in the interest of an investor or the Administrative and Management Agency.

Exemption of customs fees provided for in Articles 44, 46 and thereafter mentioned in the line here above, shall also be extended to include the benefit of the Normal Temporary Admission (ATN) Regime for heavy machinery, materials, supplies, machines, equipment and utilitarian vehicles imported temporarily during the building phase, moving in and installation of the ZERP, or for the needs of the investors, their ZERP Affiliated Companies, their ZERP Subcontractors or the Administrative and Management Agency. The ATN regime is granted with the exemption of all fees and taxes and guarantee deposits.

Chapter IV: Social Regime

Article 78: All advantages described here below shall be applied to the Administrative and Management Agency and its affiliated companies intervening exclusively in the realization, administration, operations and maintenance of the ZERP of Nkok, as well as any investor, ZERP Affiliated Companies and ZERP Subcontractors, for their operations realized within the Zone or in the exclusive interest of the Administrative and Management Agency of the ZERP of Nkok or an investor, their ZERP Affiliated Companies or their ZERP Subcontractors.

Article 79: Investors or the Administrative and Management Agency, their ZERP Affiliated Companies, their ZERP Subcontractors, all operating exclusively in the ZERP of Nkok, shall benefit from all the provisions provided for in Articles 49 to 53 of Law N°10/2011 of July 18, 2011 mentioned above, and especially the facilitation of the procedure for delivering entrance visas and **economic resident cards** which can serve as a work permit for expatriate employees of the companies.

The resident card also replaces the residence card for any expatriate employee living in the ZERP of Nkok.

Article 80: The notion of facilitation of the procedure for delivering the entrance visas and resident cards must comply with the assignments given to the One Stop Shop as they are defined in Article 20 of Law N°010/2011 of July 18, 2011 mentioned above.

The entrance visas are delivered for temporary visitors by the diplomatic representations of Gabon abroad;

Entrance authorizations are delivered to those who will later apply for the resident card from the Administrative Authority through the One Stop Shop.

Article 81: Expatriate employees, representing one of the categories of those who are to receive the title of 'resident', must first obtain an individual work authorization to be delivered by the Administrative Authority through the One Stop Shop in accordance with an accelerated and simplified procedure.

Article 82: The cancellation or breach of contract and the prohibition for an expatriate employee to occupy a job in the national territory, shall lead to the withdrawal of the resident card and the repatriation of that employee back to his country of origin, to be paid for by his employer or the Administrative and Management Agency, under the control of the Administrative Authority.

The withdrawal of the resident card and repatriation can also follow a default of public order and public security by the foreign national who was in the ZERP of Nkok after he has entered the national territory in order to work or join his or her family.

Title V: Resolving Litigation and Disputes

Article 83: Any conflict coming between the Administrative and Management Agency of the ZERP of Nkok and one of the investors or companies set up in the Zone, as well as one of their ZERP Affiliated Companies or ZERP Subcontractors, concerning the interpretation or application of the provisions of Law N°010/2011 of July 18, 2011 mentioned above, of the present decree or the specifications of This ZERP, shall be regulated by the competent Gabonese jurisdiction in compliance with the laws and regulations in effect in the Gabonese Republic.

Article 84: Litigation related to the territoriality of the parcels or lots, encroachment of land within the ZERP of Nkok shall first put a priority on negotiations in order to find an amicable solution. If this is impossible, the dispute shall be regulated through the competent Gabonese jurisdiction in compliance with the laws and regulations of the Gabonese Republic.

Title VI: Miscellaneous and Final Provisions

Article 85: Regulations shall determine, as required, the provisions of any kind required for the application of the present decree.

Article 86: The present decree, which replaces any contrary previous provisions, shall be registered and published according to emergency procedure and communicated wherever required.

Done in Libreville, October 10, 2012

By the President of the Republic,
Head of State

Ali BONGO ONDIMBA

The Prime Minister, Head of the Government
Raymond NDONG SIMA

The Minister for the Promotion of Investments, Public Works, Transportation, Housing and Tourism, in charge of Land Use Management
Magloire NGAMBIA

The Minister of the Economy, Employment and Sustainable Development
Luc OYOUBI

The Minister of Petroleum, Energy and Hydraulic Resources
Etienne Dieudonné NGOUBOU

The Minister of Water and Forests
Gabriel NTCHANGO

The Minister of the Budget, Public Accounts and the Public Function
Rose Christiane OSSOUKA RAPONDA