**PRESIDENCY OF THE REPUBLIC GABONESEREPUBLIC**

Union-Work-Justice

MINISTRY for the PROMOTION of INVESTMENTS,

PUBLIC WORKS, TRANSPORTATION, HOUSING &

TOURISM, in charge of LAND USE MANAGEMENT

**Libreville, January 16, 2013**

**THE PRIVILEGED REGIME OF THE ECONOMIC ZONE OF NKOK**

**REQUIREMENTS DEFINITION**

**1 - PREAMBLE**

TheGabonese Republic, mindful of the promotion and favoring of the industrial, social and economic development of the country, in order to create jobs, increase productivity and thereby improve the standard of living and quality of life of the populations, through Decree***N°0461/PR/MPITPTHTAT*** of October 10, 2012 ***,*** created the Privileged Regime of the Economic Zone located in Nkok , hereinafter designated the «**Privileged Regime of the EconomicZone of Nkok »,** abbreviated as the «ZERP of Nkok**»** or the « **Zone ».**

The main objective of the ZERP of Nkok is to allow investors to create production units allowing them to obtain products with added value, promote exports and generate jobs.

The State has confided the administration and management of the ZERP of Nkok to the GABON SPECIAL ECONOMIC ZONE SA, hereinafter designated « **GSEZ** or the**« Administrative and Management Agency»** in the form of a public company with financial participation of the State.

For that purpose, the objective of the GSEZ is as follows:

1. Manage, administer and organisethe ZERP of Nkok
2. Create and apply the conception and management of the shared infrastructure required for the development of the activities to be carried out in the ZERP ofNkok, knowing that this infrastructure, and notably that which concerns the supply of the industrial use of water coming from outside the ERP for one or several companies set up therein, can be held, built and used by Companies established in this ZERP on condition that there should be

a prioragreement of the Administrative and Management Agency and the signature of the Administrative Authority;

1. Receive and examine agreement applications submitted by investors who want to set up their companies in the ZERP ofNkok, deliver to these investors a file deposition certificate, take and notify the agreement or refusal to grant the agreement to these investors;
2. Attribute land parcels located in the ZERP of Nkok(«lots») to the companies, whether through a sale or rental agreement, including therein emphyteutic leases or building leases.

The Gabonese Republic, considering the strategic importance of the ZERP of Nkok, in terms of its economy as well as in terms of its industrial development, has worked together with the GSEZ to prepare these present specifications leading to the bye-laws and organization of the said ZERP, defining together the economic, financial, commercial, technical and legal conditions that are to oversee the functioning and organization of this Zone, as well as the conditions concerning the rights and obligations of the investors setting up companies within the Zone.

The implementation of the present specifications has been confided to the GSEZ who shall see to its application in order to promote the development of the Zone harmoniously, fairly and in a stable and equitable way, as well as the activities of the companies set up therein, taking into account in a permanent way, the interests of the GaboneseRepublic.

The smooth operations and success of the Zone shall depend upon the application by the investors set up in the said ZERP of a certain number of prescriptions and obligations for the purpose of promoting the harmonious functioning of the Zone, and also the collective and individual interests.

In these present specifications, by «Company», we mean any economic, social and legal structure which brings together human, material, immaterial (services) and financial means, which are put together in an organized way, in the form of a company or sole proprietorship, excluding associations or de facto partnerships, to supply goods or services to clients, so incorporated and having their headquarters or actual Direction inside the Privileged Regime of the Economic Zone of Nkok, and whose application has been approved in compliance with Law ***N°10/2011*** of July 18, 2011, leading to the regulating of Economic Zones having a Privileged Régime in theGabonese Republic, andD***ecree N°0461/PR/MPITPTHTAT*** of October 10, 2012,leading to the creation and organization of the ZERP of Nkok.

**2 - OBJECTIVE**

 2.1 The purpose of the present Specifications is to define the rights and obligations of the investors and companies within the ZERP of Nkok, as well as the rights and obligations of their successors:

* in their relations with each other;
* in their relations with the Administrative and Management Agency and the Administrative Authority;
* in their relations with the GaboneseState;
* in their relations with the Administrative and Management Agency and the State.

The objective, in fact, is to organize the administration of the said ZERP in order toassure the smooth functioning, its maintenance, the sharing between the various companies of the various operational charges.

 2.2 Another objective is to specify the material production and operating conditions of the Zone. It is enforceable and shall be imposed on whosoever detains a right of any kind, for whatever reason within the ZERP of Nkok.

**3 – DURATION AND BINDING FORCE**

3.1 The present Specifications are effective as of the day of the signing of Decree ***N°0461/PR/MPITPTHTAT*** of October 10, 2012leading to the creation andorganization of the Privileged Regime of the Economic Zone of Nkok.

3.2 It can be modified jointly by the Administrative and Management Agency and the Administrative Authority. The modifications applied shall be validated by decree and shall not be retroactive.

3.3 The Administrative Authority, just as each company set up in the ZERP of Nkok, including therein the Administrative and Management Agency shall guarantee to respect all specifications included herein..

3.4 Any legal document concerning the ownership of one of the lots, or any act conferring any right over one of the lots, must mention the existence of the present specifications.

**4 THE PRIVILEGED REGIME OF THE ECONOMIC ZONE OF NKOK OR THEZERP OF NKOK**

**4.1 Situation**

4.1.1 The Nkok Economic Zone with the Privileged Regime is located around ten kilometers from the city of Ntoum, and it extends over a surface area of around1390 (One thousand three hundred and ninety) hectares.

4.1.2 The ZERP of Nkok, in compliance with the zoning plan (master plan) attached to Decree ***N°0461/PR/MPITPTHTAT*** of October 10, 2012, leading to thecreation and organization of the Privileged Regime of the Economic Zone of Nkok, wherein the present specifications are an integral part, is divided up into several distinct zones, including:

- an industrial zone , hereinafter designated in its abbreviated form**«ZI»,** corresponding to the zone where the companies, after obtaining a parcel of land, shall set up and develop industrial units for the transformation of products orraw materials and/or associated services such as provided for in Decree ***N°0461/PR/MPITPTHTAT*** of October 10, 2012 leading to thecreation and organization of the Privileged Regime of the Economic Zone of Nkok;

- a commercial zone and a residential zone, hereinafter designated respectively in the abbreviated form as «ZC» and «**ZR»,** corresponding to non productive zones wherein you have all the services supplied by the Administrative and Management Agency with, notably and especially, the One-Stop Shop, the Follow-up Committee, as well as the various structures for non productive purposes belonging to the investors.

4.1.3 Access to the ZC and ZR is free. Access to the ZI est reserved for companies, their guests, employees, suppliers, delivery services and any person justifying and presenting an authorization signed by the One-Stop Shop, or by a company set up in this zone.

The administrative and management services of the ZERP ofNkok, notably, the One-Stop Shop services, have free access to thesezones with no restrictions.

4.1.4 The Administrative and Management Agency, in charge of security inside the ZERP of Nkok shall have the option to control access to these different zones.

4.1.5 The customs services under the direction of the One-Stop Shop of the Administrative Authority, control access to the various zones any time it is required.

 **4.2 Regime applicable to the ZERP of Nkok**

The regime applicable to the ZERP of Nkok is made up of a special commercial, fiscal, customs and social regime specified in:

* Law ***N° 10/2011*** of July 18, 2011, leading to the regulating of the EconomicZones having a Privileged Regime in the Gabonese Republic; ***Decree N°0461/PR/MPITPTHTAT*** of October 10, 2012,leading to thecreation and organization of the Privileged Regime of the Economic Zone of Nkok;
* The present Specifications.

 **4.3 Functioning and Organization of the ZERP of Nkok**

4.3.1 Administrative and Management Agency

This is the Administrative and Management Agencyresponsible for the administration, organization, promotion, management and maintenance of theinfrastructureand shared equipment of the Nkok Economic Zone having a Privileged Regime.

4.3.2 Administrative Authority

The Administrative Authority is made up of the geographic and operational group of State Administrations and Services intervening in the process of the creation, supervision, controland management of the ZERP of Nkok.

It coordinates, supervises and assuresthe support of the functioning of all State administrations and services set up in the said ZERP andintervening in the process of the creation, supervision and control of the functioning and management of theZERP of Nkok.

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, and by all companies intervening in the said ZERP.

4.3.3 One Stop Shop

The Administrative Authority of the ZERP of Nkok includes a One Stop Shop for the said ZERP coming under its authority.

The One Stop Shop is responsible exclusively for the accomplishing of all administrative formalities and procedures concerning the setting up and application of investments in the said ZERP.

4.3.4 The One Stop Shop of the ZERP of Nkok is the single spokesman in the public administration of companies operating in the said Zone for all administrative affairesconcerning the customs, immigration and port services, or the delivery of the required permits and authorizations.

For that purpose, the One Stop Shop:

* Delivers all permits, visas and all other authorizations required for the smooth functioning of the companies. The companies can obtain a copy of these documents by submitting a written request to the One Stop Shops;
* Receives, processes and controls all tax, customs and social security declarations as well as any other obligation imposed upon the companies ;
* Is responsible for all registrations of the companies in the ZERP of Nkok at the Trade and Transferable Securities Register(RCCM), for the issuing of their tax identity number, the issuing of their individual or company code, as well as their registration with the competent agencies, such as the CNSS (National Social Security Board);

Delivers to the companies accepted in the Regime of the ZERP of Nkok, the registration and customs exemptions certificates under the entitlement of the « ZERP of NKOK: Approved Companies ».

**5 ADMISSION TO THE ZERP OF NKOK**

5.1 Admission to the ZERP of Nkok is open to any individual or company, private or public, Gabonese or foreign, operating in compliance with the conditions defined in Law *N°****10/2011*** of July 18, 2011,leading to the regulating of Economic Zones having a Privileged Regime in the Gabonese Republic and Decree ***N°0461/PR/MPITPTHTAT***of October 10, 2012, leading to the creation and organization of the ZERP of Nkok and in compliance with investment operations in the said ZERP by creating a company. Admission is subordinate to the company in the Industrial Zone obtaining for each project a permit or

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authorization, herein designated as an « **Agreement ».**

 5.2 This agreement is granted by the Administrative and Management Agency in compliance with the provisions of Law***N° 10/2011*** of July 18, 2011,leading to the regulating of the Economic Zones having a Privileged Regime in the GaboneseRepublic and Decree ***N°0461/PR/MPITPTHTAT*** of October 10, 2012, leading to the creationand organization of the ZERP of Nkok.

**6 PROCEDURES APPLICABLE TO CONSTRUCTIONS**

 6.1 For construction work carried out entirely inside the ZERP of Nkok, the

Agreement delivered by the Administrative and Management Agency, in compliance with the procedures defined in Article 27 of Law ***N°10/2011*** of July18, 2011, leading to the regulating of the Economic Zones having a Privileged Regime in the Gabonese Republic, exempts the company from all other administrative formalities concerning building and installations required for developing their projects is, on condition that the Agreement application should be submitted at the same time as all of the documents required by the laws and regulations in effect concerning the construction and installations of the saidproject. In that case, the Agreement has the value of a construction permit.

 6.2 The company must include in their agreement application all documents

required by the Administrative and Management Agency, as well as the Administrative Authority, to allow them to be totally familiar with the construction project, having a complete file prepared or validated by the architect. The company must also include a calendar for carrying out the construction work, wherein the various stages are defined in given time periods in order to have an idea of the duration of the construction work.

6.3 Should there be any non compliance in the calendar for carrying out the construction work, the company can have their Agreement withdrawn by the Administrative and Management Agency, in application of the conditions provided for in Article 31 of***Law N° 10/2011*** of July 18, 2011,leading to the regulating of the Economic Zones having a Privileged Regime in the Gabonese Republic.

6.4 For any substantial modification of an initial project, an application for the agreement of the modification must be submitted by the company to the Administrative and Management Agency.

6.5 The Administrative and Management Agency shall have fifteen (15) working days, starting on the reception day of the application of the modification agreement, in order to grant or refuse the said agreement. Any refusal must be accompanied by the justification made by the said Administrative and Management Agency, and likewise informing the investor, whether it should concern missing documents, so that the investor can complete or modify his application and prepare a new application as soon as possible.

If there is no response within the fifteen (15) working days beginning upon the date of submission of the request for the modification agreement, the said Agreement shall be considered to have been granted, except in the case of a Force Majeure ou the technical impossibility requiring an extra time period.

6.6 The Administrative and Management Agency transfers the request for a modification agreement to the Administrative Authority within seven (7) working days starting on the submission of this request. The Administrative Authority must respond within the fifteen (15) working days and the seven (7) working days beginning on the date of transmission, and deliver their signature of approval of the application for the modification agreement. If there is no written response from the Administrative Authority within the above-mentioned time period of seven (7) working days, that Authority shall be considered to have approved of the compliance of the request. Any refusal of this approval signature must be justified by the said Authority.

6.7 The company is obligated to send to the Administrative and Management Agency by registered letter with acknowledgement of receipt, a declaration of finishing the construction work at the end of the building project, or if the investment programme envisages several construction phases, at the end of each construction phase. A copy of this declaration must be sent to the Administrative Authority as soon as it has been received by the Administrative and Management Agency.

Beginning upon the date of reception of this declaration, the Administrative and Management Agency shall have fifteen (15) working days in order to contest the compliance of the construction work with the investment programme, and to deliver a Certificate of Completion of the work. Upon the expiration of this period, the work shall be considered to be compliant with the investment programme.

The investor must have a copy of this completion certificate onsite at the ZERP of Nkok.

7 **CONSTRUCTION RULES FOR ALL OF THE ZERP OF NKOK**

 7.1 Whether this concerns major construction work or interior decoration, the companies shall be responsible for obtainingall legal and regulatory permits and authorizations in effect in the Gabonese Republic, the subscription of insurance policies as well as the intervention of a compliancy control firm that is well known and located in Gabon, for all construction work undertaken by the companies.

They shall not encumber shared areas of the Zone during the execution of this work. For that purpose, the stacking up of construction material, waste material, rejected elements, rubble, without this list being limiting, can temporarily be maintained within the parcels. The company shall take every appropriate step to remove and/or destroy the material, waste, rejected elements, rubble and other accumulations as soon as possible so that they do not negatively impact order and cleanliness within the ZERP.

Companies shall remain responsible for all degradation which is produced as a consequence or related to the work.

7.2 For work concerning major construction projects, the Administrative and Management Agency shall reserve the option to control their proper fulfillment by calling upon an architect. The architect, designated by the Administrative and Management Agency shall have total freedom of access to the worksite, shall be allowed to participate in the work approval meetings and, in case of non compliance with the construction plans submitted, they can impose the execution of all work required to be sure the construction work complies with the project plans at the exclusive expense of the investor.

Fees for the architect, in compliance with usual procedure in the profession when controlling compliance, shall be paid by the investor who is responsible for the construction work.

7.3 Interior design work, including work on windows and the installation de mechanical curtains and armor type steel grids for closing shops, shall be done in compliance with industrial best practices.

7.4 During the entire duration of the work, the company shall subscribe to a worksite insurance and liability insurance with a well-known insurance companyof solid financial means.

**8 USE OF SHARED ZONES
 8.1 Management of Shared Zones**

The road network, the gutter system, the driving slowdown mechanism, the sidewalks, the unpaved ground along the roads of the ZERP of Nkok shall be managed by the Administrative and Management Agency. All this infrastructure shall be included in a servitude or easement to the advantage of all companies present in the saidZERP.

All lanes and roads going to the various parcels or lots shall benefit everyone and shall be maintained by the Administrative and Management Agency.

 **8.2 Use of Shared Zones**

8.2.1 Companies participating in all current management costs of the ZERP ofNkok and notably those concerning:

* Water management and treatment;
* Road services;
* Garbage collection;
* Security services;
* Creation and maintenance of green spaces;
* Various administrative services such as police, firefighter and hospital services, etc.

8.2.2 The financial participation of each company shall be determined as a lump sum by the Administrative and Management Agency, according to the land surface area of the lot and the amount of investment during the period wherein the company is not yet actively producing.

After this first period, an annual budget shall be prepared and the company shall participate in the management expenses according to their turnover, land surface area and nature of their activities.

This participation shall be paid quarterly with regularization to be made after the first three (3) months of the closing of the fiscal year, with the payment of an estimated liability of the fiscal year N+1 in application of the actual turnover of the year N.

In order to guarantee the payment by each company of the charges to be given to the GSEZ,a guarantee deposit shall be paid to the GSEZ into a deposit account for each parcel or lot.

The amount of this guarantee deposit shall be determined by the lot or parcel.

The financial participation of each company can be reevaluated annually.

8.2.3 If the payment is not made in time, a 10% penalty applied to charges due for payment shall be applied to the investor. This penalty shall go up to 25% of the amount of chargesnot paid in time if there is a second late payment during a two (2) year period, or in case there has been no regularization after the servicing of a summons.

The payment of these regular management charges does not exclude the payment of fees to the Administrative and Management Agency for the use of the infrastructure shared by the companies and/or a payment to another company or third party operating this shared infrastructure, it being understood that the Administrative and Management Agency can exempt the companies from the payment of these fees if these companies have built the infrastructure and have made them available for the Administrative and Management Agency with no profit margin attached thereto.

Nevertheless,The Administrative Authority must be notifed by the Administrative and Management Agencyin order to approve of this exemption and issue a compliance signature. Their position on this must take into account notably, without this being limiting in any way, the financial equilibrium of the operator and the weight of the financial charges resulting from this arrangement for the other users.

The approval of the Administrative Authority is also required iif the exemption concerns a company affiliated with the GSEZ.

 **8.3 Rules of poster displays and publicity**

In addition to commercial signs placed on the wall or at the entrance of each building, any other form of sign or publicity within the ZERP of Nkok must be authorized in advanced by the Administrative and Management Agency.

**9 OBLIGATIONS OF THE INVESTORS**

 **9.1 Standards to be Applied**

The companies must guarantee to apply :

* The laws and regulations in effect in the Gabonese Republic, and notably those administering the creation and functioning of companies, the respect for public order and public security, the protection of health and human lives, consumers and the environment;
* All the provisions of the present specifications, as well as the standards imposed within the ZERP of Nkok such as traffic rules (the road code) or police regulations, for example;

The investment programme for which they have obtained the Agreement. Therefore, any substantial modification of this programme shall be included in a new authorization by the Administrative and Management Agency to be signed before being applied;

* The rules and standards required for products, for exports, including there in those imposed by the countries ofdestination, in that they can be in addition to the national rules mentioned here above;

The prohibition of dividing up or sub renting the lot or parcel that they own, without first obtaining the prior written agreement of the Administrative and Management Agency;

* The acquisition of a parcel or lot shall automatically require the total adhesion to the provision of the present specifications.

**9.2 Declarative and Informative Obligations**

The companies shall guarantee, in compliance with the provisions of the present specifications, to apply the information and declaration obligations, including therein:

* Declare to the Administrative and Management Agency the date of the beginning of corporate activities;
* At the end of each semester, communicate to the Administrative and Management Agencythe level of realization of their investment programme;
* Submit to the One Stop Shopthe company accounts at the end of each fiscal year and give a copy to the Administrative and Management Agency;
* Make a monthly declaration to the One Stop Shop by filling out a form for that purpose, on all movement of merchandise entering or leaving the ZERP of Nkok, and all sales of merchandise intervening between the companies of the Zone, as well as anydestruction or significant loss of merchandise by a company belonging to theZERP of Nkok ;
* Communicate to the Administrative and Management Agencyas well as to the Administrative Authority at the end of the calendar year a report on their investment programme and company activities;.

 **9.3 Accounting Obligations**

The company shall guarantee to apply all accounting obligations imposed by the laws and regulations in effect in the Gabonese Republic, including therein:

* Allow the Administrative and Management Agency to proceed to the control of the compliance of company activities;
* Maintain accounting journals in compliance with the OHADA Accounting Plan of all company activities within the national territory;

Allow the One Stop Shop to proceed to the control and verifications required by the application of legal and regulatory provisions in effect in the Gabonese Republic and applicable to the ZERP of Nkok.

 **9.4 Social Security Obligations**

The companies shall guarantee to apply all social security obligations imposed by the laws and regulations in effect in the Gabonese Republic in compliance with the special regime of the ZERP of Nkok and :

* To give priority to hiring Gabonese employees when candidates represent equal levels in competency, and to sign work contracts with each employee;
* If it is necessary to use expatriate personnel, the company must obtain all signatures, authorizations and permits required to allow them to work in the said ZERP.

 **9.5 Insurance Obligations**

The company shall guarantee to subscribe to all insurance policies with a well-known company with a solid financing capacity, that are required for all activities to be carried out within the ZERP of Nkok and covering all damages that might be caused to individuals and property. The company shall guarantee to maintain during the entire period of their operations, all of their insurance obligations.

 **9.6 Maintenance Obligations**

Each company shall maintain its lot in a good state of repair and presentation, as well as all facilities and structures that the company has installed on the lot.

In case a building that is accessible or visible to the public, notably, concerning the front side, opening doors, decoration and facilities, are in bad condition and not properly repaired or maintained, the Administrative and Management Agency can serve a summons to the concerned company to proceed to the rehabilitation, and if the company does not respond within a thirty (30) day period following the summons, theAdministrative and Management Agencycan themselves proceed to the rehabilitation work and bill the company who shall be obligated to reimburse the Agency.

In case a company is visibly obstructing another company for whatever reason, or hampering the smooth operations of theZERP ofNkok, the Administrative and Management Agency can proceed to any removal or clearing out that might be required, and this shall be reimbursed by the company responsible for the said obstruction.

Each company shall be responsible for degradation committed to the road network or its accessories by their employees, subordinates or by any company working for them.

Each company shall pay their maintenance charges for the infrastructure of the shared zones of the ZERP of Nkok as soon as they receive the invoice submitted by the Administrative and Management Agency. In case a company makes a late payment on the maintenance charges, they shall also have a penalty to pay which comes to two per cent (2%) of the charges due per month of late payment.

A month begun shall be considered as **one month** of late payment.

 **9.7 Security Obligations**

Thecompanies shall take every precaution required to assure the security of people on their worksites during the execution of construction work projects.

These same companies shall themselves pay for their own security services to protect the people and property within their lot.

The companies who use the services of security agents must be careful to select them from among the surveillance or guard companies that are well known and have a good reputation..

The signing of contracts between a company and a surveillance company shall required the prior approval of the Administrative and Management Agency. The companies will be responsible for all damage or trespassing committed by the security agents hired by them.

 **9.8 Obligations in the area of Construction**

Each lot of the ZERP of Nkok of the industrial zone can only be used for the purposes provided for in the application for the Agreement. Any change ofdestination can only be granted through a prior written agreement from the Administrative and Management Agency after having received the compliance approval of the Administrative Authority.

The use of lots and the construction of buildings in the ZERP ofNkok shall be submitted to the provisions of the zoning plan of the Administrative and Management Agency that will be communicated to the companies and Administrative Authority. The standards determining the arranging of the lot shall be submitted to the provisions included in the present specifications. Any violationof the zoning or deviations from the plan validated by the Administrative and Management Agency included in the application for the Agreement and later approved, shall be notified with a warning to comply with that Agreement.

The companies shall carry out at their own expense leveling operations, earthwork, civil engineering work and the wall around the property. However, the companies must be careful that the landfill and earth to be removed after earthwork on their lots, do not significantly affect the initial land attributed to them.

**10 ENVIRONMENT, ENERGY AND WATER MANAGEMENT**

**10.1 Application of Environmental Standards**

The companies are obligated to justify that all theirinstallations, as well as those they produce, are compliant with the laws and regulations in effect in the Gabonese Republic, and that they respect the best environmental practices and standards applicable.

**10.2 Management of Energy**

The Administrative and Management Agency shall assure the supply of electricity only up to the entrance to the lot of each investor set up in theZERP of Nkok, and the company shall then at their own expense, install his internal network, including the electrical counters. The companies shall set up on their lots their own internal electricity network in compliance with the Gabonese electrical standardsand the best industrial practices on an international level.

If the companies wish to use a different form of energy, they shall have to, if possible, give priority to renewal clean energy production.

**10.3 Waste Management**

Each company is responsible for proceeding to the sorting out of their waste products and to remove them to a place provided for waste products by the Administrative and Management Agency.

It is forbidden under threat of sanctions, to throw waste material away in the shared zones of the ZERP of Nkok.

If the company does not apply the specific Zone rules concerning waste management, and/orif it creates some harm through its faulty waste management, it will alone be responsible and shall pay for the removal and any consequences concerning damages for the prejudice caused to any third party.

The incineration of garbage in the ZERP of Nkok cannot be done inside the lots, except after having sent a letter requesting this operation and after obtaining prior and exceptional authorization from the Administrative and Management Agency, followed by the approval of the Administrative Authority.

The storing, burning and burying of waste are strictly forbidden.

**10.4 Water Management**

Any new construction or installation in the ZERP of Nkok shall be connected to the water distribution network of the said ZERP by the Administrative and Management Agency. The connecting of the water network shall be done by each company starting at the limits of their own property.

The companies shall therefore be responsible for water connections within their lots according to best industrial practices in effect in the Gabonese Republic and on an international level.

The necessary management of the free flowing rain waters shall be under the exclusive responsibility of the companies who alone shall be responsible for all water flow on their lots.

The company shall take all measures required to avoid pollution due to their use of water.

**10.5 Storing and Managing of Toxic or Flammable Material or Dangerous Products**

Notwithstanding the application of laws and regulations in effect in the Gabonese Republic, the companies cannot, except under exceptional circumstances authorized in advance under limited conditionsby theAdministrative and Management Agency, after receiving the approval of compliance from the Administrative Authority, possess, store or detain toxic, flammable or dangerous material in the ZERP of Nkok and on their lots.

In accordance with the particular activities exercised by the companies, exceptional authorizations can be delivered by the Administrative and Management Agency after having received the compliance approval from the Administrative Authority, before the beginning of operations.

Exceptional authorizations shall only be delivered after validation of an environmental and social impact assessment.

The application for an authorization shall specify the nature and quantity of the toxic or flammable material or the dangerous products that are to be or can be stored for the needs of the company activities.

In any case, an authorization cannot be obtained for the storage of radioactive waste material, asbestos, fermentable wastes, non shovellable,

powdery or pulverulent, not contained in packaging or treated in view of dispersion or wastes having a risk of infection: this list is not limiting.

The company which has received an exceptional authorization to store or detain toxic, flammable or dangerous material, shall guarantee to apply all specific laws and regulations in effect in the Gabonese Republic concerning waste management and the storing of this material.

To do so, the company shall in fact be obligated to do as follows:

* Get the storing facility validated by the Administrative and Management Agency after having received the compliance approval from the Administrative Authority, on condition that they should apply the laws and regulations in effect in the Gabonese Republic. The Administrative Authority shall periodically control the compliance of theinstallation and deliver a «Prior Acceptance Certificate» after this control and the reception of the environmental and social impact assessment;
* Maintain a follow-up control sheet of the wastes which includes all available information, notably, in case of the turning over of this waste to a third party for the purpose of eliminating it, including the tonnage, identity of the producer;
* Maintain a chronological register of waste expedition operations, containing the information contained on the control slips, as well as the identity of the various transporters.

**11 RULES OFLIFE**

**11.1 Between the Companies and their Personnel**

During the construction and installation phase in the ZERP of Nkok, as well as during the operational phases developing their activities, the companies mustassure for their employees, all members of their personnel and those working for them, appropriate working conditions, including as a minimum and not limited to these aspects:

- the supply of drinking water;

- the setting up of adapted and adequate structures, such as toilettes.

The companies shall do everything possible to provide minimum hygiene conditions to be respected within their lotsand within their production units in compliance with the laws and regulations in effect in the Gabonese Republic.

**11.2 Among the Companies**

The companies must have consideration for each other andmust not adversely affect the productivity or honorability of the other companies.

Without prejudice to the economic and competitive liberty of the companies provided for in Law ***N° 010/2011*** of July 18, 2011, leading to the regulating of EconomicZones having a Privileged Regime in the Gabonese Republic, the companies must take every measure required to avoid harming the other companies, and in any case, if there should be some abusive harm, they must apply their best effort to remediate the problem as soon as possible.

**12 RULES OF MORALITY**

The companieshereby guarantee to submit all their declarations to the Administrative and Management Agency and to the Administrative Authority with loyalty and morality.

The companies are obligated to not make or have made, suggest or request others to make Prohibited Payments.

Each company shall guarantee that its directors, representatives, employees,agents, consultants, co-contractors, subcontractors or suppliers, and those of any of their affiliated companies should be informed that such Prohibited Payments must not be made to any member of the Gabonese Administration orto a company for any activity exercised within the ZERP of Nkok, and that no illegal payment, whatsoever should be made to any third party.

A « **Prohibited Payment »** designates an offer, a gift, a cash payment, a promise of a payment or an authorization of payment of any amount of money or object of value, including therein giftsof charity or philanthropy, directly or indirectly, to an agent of the Public Administration or to a third party, knowing or having reason to believe that all or part of the cash amount or object of value shall be paid, offered, promised, given or authorized for the purpose of:

* Influencing a document or decision of an agent in the Public Administration using his job position ;



* Inciting the agent of the Public Administration to do or not to do something in violation of his legal and deontological obligations;

Inciting an agent of the Public Administration to use his influence on the Government of the Gabonese Republic or an intermediary governmental bodyof the Gabonese Republic to carry out or influence a document or decision of that same government or the governmental body in order to help obtain a deal, to maintain a deal or direct an affaire.

For the Gabonese Republic

The Minister of the Promotion of Investments,

Public Works, Transportation, Housing and Tourism

In charge of Land Use Management



For the Gabon Spécial Economic Zone

Chairman and Founding

Executive Officer