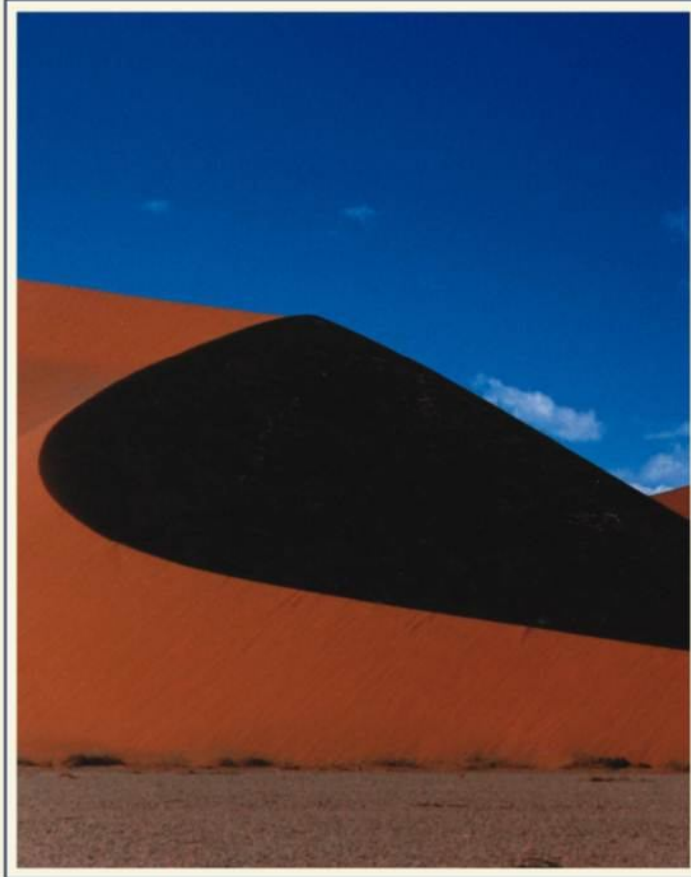


AMERELLER



# DOING BUSINESS IN LIBYA

OPPORTUNITIES AND CHALLENGES OF THE TRANSITION

April 2013

Doing business in Libya -  
 Opportunities and challenges of the transition



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**Important warning and disclaimer**

*The purpose of this paper is to provide potential investors with certain basic information concerning the Libyan legal system and some initial guidance on the conditions and requirements for doing business in Libya. This paper does not purport to provide legal advice in connection with the matters that are dealt with herein and it should not be relied upon as a comprehensive and/or formal legal opinion with respect to any such matters, nor as a recommendation by our firm as to whether or not to carry out any investment in Libya. Any questions regarding the contents of this paper should be addressed to the contact persons indicated on the last page.*

## Doing business in Libya – opportunities and challenges of the transition

### The market

The fall of the Gaddafi Regime in August 2011 marked the end of an era and more than 18 months down the road it remains difficult to predict what direction Libya will take in the future. It nevertheless is safe to say that the months and years ahead will provide both opportunities and challenges for companies active in Libya and investors targeting the Libyan market.

In July 2012, the General National Congress (GNC) was elected and took over legislative powers from the National Transitional Council (NTC). The GNC comprises 200 elected members from different backgrounds and with differing political agendas. The GNC, in October 2012, elected Ali Zeidan as Prime Minister and entrusted him with forming a government. Rebuilding the national economy and overhauling the country's ailing infrastructure, have been identified as a key priorities. The necessity of building a stable security environment and a transparent and reliable investment framework has been acknowledged.

Although oil production is back to the pre-war level and the consumer sector has almost recovered, infrastructure and development projects are only just starting to move forward again. Some large tenders are being issued for essential services. New public services and infrastructure are slowly recovering, offering significant market potential in construction, transport and utilities. In particular investments in health and electricity will provide interesting opportunities. The Libyan government has substantial financial resources and is not dependant on external financing. This makes Libya a promising, if challenging, market for international companies.

### The constitutional development

In August 2011 the NTC had issued a Constitutional Declaration consisting of 37 articles. The GNC, which took over from the NTC in August 2012, is entrusted with the formation of a constitutional assembly in order to draft a new Libyan constitution. The constitutional assembly is to present the draft to the public during the first half of 2013, then submit it to a referendum. Until a new constitution comes into force, the interim Constitutional Declaration replaces the Constitutional Proclamations and Declarations of the former Gaddafi Regime.<sup>1</sup>

The Libyan interim Constitutional Declaration provides some indications with regard to the goals of the transition. In addition to political liberalization and democratization, one of the main objectives is to diversify the economy, which has traditionally been heavily dependent on oil. The promotion of private sector initiatives is another priority.

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<sup>1</sup> Prior to the regime change, Libya's legal and governmental structure was based on two constitutional documents: the Constitutional Proclamation of December 1969, replacing the former Libyan Constitution of 1951, and the Declaration of the Establishment of the People's Authority, enacted in March 1977. Both embedded a rather peculiar form of government, termed Jamahiriya ("rule of the masses") and elaborated in Gaddafi's "Green Book", a political agenda that may be described as a mixture of Islamic and socialist ideals under an authoritarian cover.

## Sanctions

In February 2011, the UN and the European Union enacted sanctions against organisations under the control of the Gaddafi government (e.g. oil companies and refineries, Libyan Central Bank) and individuals close to the former regime.<sup>2</sup> Starting September 2011, the targeted groups have either been partly delisted or have benefited from a modification or lifting of the asset freeze.<sup>3</sup> Similarly the UN Security Council has lifted the no-fly zones and softened the arms embargo. A UN decision to lift an asset freeze has allowed the government access to an estimated \$ 150 billion, which will facilitate its plans for reconstruction.

## The legal system

Libya has a civil law system, influenced to a limited extent by the Islamic Shari'a. The key pieces of legislation are similar to Egypt and other Arab countries.

The Libyan Civil Code sets out the following hierarchy of legal sources: legislation, principles of Islamic Shari'a followed by customary law and principles of natural law and equity. With regard to economic activity, the main laws are the Civil Code of 1954, the Code of Civil and Commercial Procedures of 1953, and the Commercial Code, which was thoroughly revised in 2010 and which covers matters such as company law and insolvency. In addition, there are numerous decrees from the Gaddafi era regulating various aspects of the economy, many of which are still in force. These decrees have made it challenging for foreign investors to navigate the Libyan legal system. A comprehensive revision of economic legislation will be a key task for the future Libyan legislature. The NTC started to enact new regulations on the activity of foreign companies in Libya and the GNC has continued where the NTC left off.

## Contracts with the previous regime

Under general principles of international law, regime change does not automatically displace the rights and obligations of creditors or treaty partners.

Nonetheless, in exceptional cases, the rights of creditors may be affected by regime change. Under the legal concept of "odious debt", the national debt stemming from services contracted and utilised for purposes which, to the creditors' knowledge, were contrary to the needs and the interests of the nation, are not binding on the regime which overthrows the government that originally contracted them. The doctrine only applies in very rare circumstances, although there are cases of governments using the concept to 'renegotiate' a country's debt (e.g. Ecuador 2008).

In principle, therefore, the Libyan state and governmental entities remain bound by international treaties and state contracts entered into by the Gaddafi regime. However, the authorities have announced their intention to review certain contracts which foreign investors concluded with the Gaddafi Regime and to adjust them in case of irregularities.

<sup>2</sup> UN Council Security Resolution 1970 (2011) of 26 February 2011, Council Regulation EU No. 2011/137/CFSP of 28 February 2011.

<sup>3</sup> Council Regulations EU No. 965/2011 of 28. September 2011 and No.1360/2011 of 22. December 2011.

## Setting up a business in Libya

Foreign companies operating in Libya must set up a registered presence to operate in Libya. Under Libyan law it is not permissible to do business in the country without a registered presence.

Since the Revolution, the regulations applicable to foreign companies have been amended several times, most recently in July 2012 by Decree No. 207 of 2012 of the Minister for Economic Affairs (as amended in January 2013 by Decree No. 22 of 2013). The Decree imposes a number of restrictions on foreign companies doing business in Libya.

By Decree 207 of 2012, a foreign company can either establish a branch in Libya, or enter into a joint venture with a Libyan partner. In addition, it is permissible to register a representative office. A representative office is limited to general marketing activities and may not engage in any commercial activity.

### Joint venture

A joint venture company ("*Mushtarika*") is a Libyan company with a permitted foreign participation. Art. 3 (1) of Decree No. 207 of 2012 has reduced the maximum permissible foreign participation in a Libyan joint venture company from 65% to 49%. Art. 3 (2) of Decree No. 207 of 2012, however, permits foreign participation up to 60% with the approval of the Ministry of Economy.<sup>4</sup>

A *Mushtarika* normally adopts the corporate form of a joint stock company and is subject to the rules of the Commercial Code, in addition to Decree No. 207 of 2012.

At all times, the chairman of the board of directors (in case of a joint stock company), or the manager (in case of a limited liability company) must be a Libyan national.

The minimum share capital of a *Mushtarika* Company, when set up as a joint stock company, is 1 million Libyan Dinars (LYD), payable on incorporation.

A *Mushtarika* is commonly used for foreign-Libyan joint ventures. It may carry on most types of activity, with the exception of certain areas which are reserved for Libyan nationals. These include retail, the import of goods, commercial agencies, land transport and shipping services, construction services for projects with a value not exceeding LYD 30 million. Certain other activities are reserved for nationals under separate legislation, e.g. security services.

### Branch

There is no local partner or sponsor requirement in the case of a branch office of a foreign company. However, the foreign company must demonstrate that it has the necessary experience in its planned area of activity.

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<sup>4</sup> It should be noted that Decree No. 22 of 2013 provides that the 49% ceiling shall not apply to existing JVCos in Libya. This means that there is no need to reduce the participation in existing JVCos to 49%. However, it is required that existing JVCos appoint a Libyan national as the chair of the board of directors.

The permitted activities of a branch are exhaustively listed by the Ministry of Economic Affairs. They include certain contracting and civil works (provided the project exceeds LYD 50 million), electricity works, oil activities, telecom and IT, industrial activities, planning and consultancy services and environmental protection. The list of permitted activities should be carefully reviewed as part of the planning process.

Upon registration, the parent company is obliged to deposit a minimum of LYD (USD) 250,000 with a local bank. A branch office has the advantage that the foreign company is not dependent on a Libyan partner. However, the manager or deputy manager must be a Libyan national.

There is no limitation of liability.

#### Investment enterprise

Under Investment Law No. 9 of 2010, investors may establish investment enterprises for activities in all major industry sectors, other than upstream oil and gas. The investment project may be wholly owned by the foreign investor, provided that the foreign investment exceeds LYD 5 million. If a Libyan partner holds at least 50% in the investment, the minimum investment is reduced to LYD 2 million.

Tax and customs duty exemptions are available.

Dividends are freely transferable and the investor may own real estate in Libya.

An investment enterprise is particularly suitable for capital intensive projects. The licensing requirements must be required in each individual case.

#### Free zone enterprise

There is a special regime governing free zone enterprises (Law 9 of 2000). A free zone enterprise can be established to manufacture or process goods or to provide services. A free zone enterprise must have a paid up capital of at least USD 100,000. Free Zone FZEs qualify for exemptions and benefits similar to those available to investment enterprises.

At present, there is only one free zone, located at Misurata, 200 km east of Tripoli. The Misurata Free Zone has had a certain success among foreign investors but so far it cannot be compared to the free zones in Egypt or the Gulf States.

Structuring business activities in Libya requires careful legal planning. The restrictions on foreign ownership frequently entail complex corporate governance arrangements.

At present, it remains unclear what changes the Libyan government will adopt in the medium term. In particular, it is difficult to predict whether the restrictions on the activities of joint ventures will be liberalized or maintained.



## Corporate income taxation

Profits are taxed at the corporate tax rate of 20% in the fiscal year when they are earned. However, there is no tax on dividends, irrespective of whether the shareholder is resident or non-resident.

Libya has signed double tax agreements and social security reciprocal agreements with a number of countries, including the UK, France, Italy, Russia, India and Malta. Not all are in force yet.

All local source income is subject to income tax. The following corporate entities are subject to income tax in Libya:

- any companies incorporated under the provisions of the Libyan Commercial Law (including the joint venture “mushtarika” and state-owned corporations);
- branches of foreign companies; and
- other legal persons, whether state-owned or private, whose main activities are in the fields of commerce, industry or investment in real property.

In case of partnerships each partner is taxed on his share of profits.

Taxes are assessed on the net income generated in any given fiscal year. Net income is determined on the basis of all sources of revenue after deducting all costs incurred in order to generate the revenue. There are specific rules regulating deductions such as depreciation, bad debts, social security contributions and payments to not-for-profit institutions.

Libya applies a deemed profit approach. Depending on the taxpayer’s activity, the taxable deemed profit ranges from 10 to 40 per cent of turnover, as follows:

Construction	12%-20%
Services:	18%-25%
Design, Supervision, Consulting and Engineering	25%-40%
Supply	5%-8%.

Corporate taxation is levied at a fixed flat rate equal to 20% of net profits.

An additional, so-called Jihad tax of 4% is levied on the taxable income.

Dividends, interest and royalties are not subject to withholding tax.

- Where interest is paid to a foreign lender, the payer may be treated as the agent of the non-resident and taxed on the interest as ordinary income (what economically has an effect similar to a withholding tax on interest);

- There is no withholding tax due on royalties paid to non-resident companies; however, royalties are taxed (except in the oil and gas business) as ordinary income.

There are no transfer pricing, CFC or anti-avoidance rules.

Additional tax and fines are payable in cases of incorrect tax declarations and tax evasion.

All subcontracts to be performed in the state must be notified to the tax department within 60 days. If the subcontractor is non-resident, the main contractor is treated as its agent for tax purposes and is responsible for the sub-contractor's local tax compliance. Subcontracts involving a Libyan party and a non-resident subcontractor should provide for part of the subcontractor's compensation to be withheld by the Libyan party in order to meet the latter's tax obligations relating to the subcontractor.

### **Stamp duty**

Stamp Duty is payable on contracts and invoices and other papers and documents.

The rates vary between 1% and 1.5%

### **VAT and sales tax**

There is no VAT or sales tax.

### **Real property tax**

There is no real property tax.

### **Tax exemptions**

Investment Enterprises set up under Investment Law No. 9 of 2010 enjoy the following exemptions and privileges:

- Exemption from customs duties and taxes on machinery, equipment and tools;
- 5 year exemption from customs duties and taxes on imported equipment, spare parts and raw materials;
- 5 year exemption from income tax from project start-up. The exemption period may be extended by three years subject to official approval. Thereafter, profits which are reinvested in the business may continue to be tax-exempt.
- Exemption from production, import and export taxes on imported and exported goods.

### **Banking and insurance**

Banking activities in Libya are subject to the Banking Law No. 1 of 2005 and the regulations and circulars issued by the Central Bank of Libya.

All banks must take the form of a joint stock company. With Central Bank approval, foreign participation in a Libyan financial institution is possible. The foreign ownership is normally capped at 49%.

Insurance and reinsurance activities are governed by the Insurance Supervision and Monitoring Law No. 3 of 2005 and the Executive Regulations enacted in relation thereto. Insurance and reinsurance companies must be organized as joint stock companies. Foreign ownership of up to 49% is permissible (but subject to regulatory approval).

### **Concession and production sharing agreements with the National Oil Company**

The oil and gas industry is expected to play a key role in the reconstruction of the Libyan economy. Libyan oil and gas resources are still largely unexplored and it is estimated that only 25% of Libya is covered by exploration agreements with oil companies.

The exploration and production of hydrocarbons is governed by the Petroleum Law (Law No. 25 of 1955, amended up to 1983) and Decree No. 10 of 1979, which reorganised the National Oil Company (NOC) and empowered it to enter into all types of petroleum exploitation agreements. Recently, there have been moves to introduce a new petroleum law but so far, these have produced nothing. It remains to be seen if the new legislature will revisit the issue.

International oil companies operating in Libya do so on the basis of exploration and production sharing agreements (EPSA) or development and production sharing agreements (DEPSA). Of the two, the EPSA is the more common.

Usually, the choice of law provisions in agreements with NOC refer to the Petroleum Law and the regulations issued in relation thereto, incorporating them into the agreement. The agreements regularly provide for international arbitration (often under ICC rules). There have been a number of ICC awards dealing with Libyan EPSA agreements, and often the arbitrators supplement the provisions of the EPSA and of the Petroleum Law by referring to the Civil and Commercial Codes.

### **Commercial agency**

Commercial agency and distribution contracts are mainly governed by the Commercial Code which abrogated the Commercial Agency Law No. 6 of 2004.

The Executive Regulations of the Commercial Agency Law No. 136 of 2004 (which continues to be in force, even after the Commercial Agency law was abrogated) contains an extensive list of goods and services for which a local commercial agent must be appointed (notable exceptions are foodstuffs and construction materials). Only a Libyan national or a wholly Libyan owned company can act as commercial agent. However, imports for the purpose of a specific project do not require the appointment of a local commercial agent or distributor.

The Commercial Code distinguishes between agents who have been appointed for a specific territory, commission agents and contract agents. An agent is not entitled to compensation on expiry of the term. Arbitration clauses in agency agreements are generally recognised.

### **Security services**

According to Decree No. 248 of 2012, foreign security services providers are barred from rendering services in Libya. The Decree was a response to the increased number of

foreign security companies which provided security services to diplomatic missions and oil and gas companies in Libya without a license. Some foreign security services providers operate in Libya in partnership with local companies.

### **Contracting with the government**

Special rules apply to contracts with the public sector.

Contracting with the public sector is regulated by Administrative Contracts Regulation No. 563 of 2007 which applies to all contracts with Libyan government entities or relating to development projects which are funded the public budget. In addition to tender rules, the Regulation contains special rules for state contracts. The provisions of the Regulation are mandatory. A choice of law is not permissible and the Regulation provides for the exclusive jurisdiction of the Libyan courts.

Official approval is required for submitting disputes to arbitration.

### **EPC contracts**

EPC Contracts are subject to the Civil Code or the Administrative Contracts Regulation, depending on whether the employer is a private company or a state entity.

Libyan law imposes a ten year warranty (so-called “decennial liability”) on the architect and the contractor for “fixed installations”. Decennial liability is mandatory.

A Libyan court will apply local law in relation to decennial liability resulting from projects in Libya, even if a foreign law has been determined as the proper law of the contract.

In general, it is permissible to cap or exclude certain types of damages, with the exception of gross negligence and fraud.

The contractor may be obliged to employ a certain percentage of local workers.

The use of international contracting forms (such as the FIDIC suite of contracts) is common. In practice, many EPC Contracts are entered into with the Government, so that they are subject to the Administrative Contracts Regulation.

### **Supply agreements**

Supply agreements with private sector companies are governed by the Civil Code and the Commercial Code. Libya is not a signatory to the UN Convention on the International Sale of Goods. Under Libyan conflict of law rules, however, it is permissible to determine the proper law of the contract (other than in government contracts).

Retention of title is possible but will only provide very limited protection in case of the buyer’s insolvency.

### **Product liability**

Product Liability is governed by Art. 1314-1315 of the Commercial Code.

In case a product is defective, and the defect carries a risk for life or safety of the consumer, the distributor must recall the product. In addition, the recall must be published

in the media and the Department of Consumer Protection at the Libyan Ministry of the Economy must be notified thereof.

The Commercial Code further imposes a strict liability on the distributor for damages which are inflicted on the consumer as a result of a defect of the product.

### **Employment**

Employment is governed by the Labor Law No. 12/2010, the Civil Code and the Social Insurance Law No. 13 of 1980, complemented by Law No. 1 of 1991.

Joint venture companies and branch offices of foreign companies have the right to recruit non-Libyan nationals for positions which cannot be filled by Libyan nationals. At least 75% of a company's workforce must be made up of Libyan nationals.

In certain sectors, some positions can only be filled by nationals.

Employment contracts must be based on the official template (commonly referred to as the Green Form). The performance of the contract may not commence before the Employment Office has given its consent.

Social security contributions are due from the employer and the employee, calculated on gross pay. The rates are 11.25% and 3.75% for the employer and the employee respectively.

The employer is responsible for withholding income tax from employee's pay.

### **Secured lending**

Traditionally, Libya has been a cash rich country and many large projects have been funded directly from the government budget. As a result, project financing structures have been slow to develop, certainly compared to other countries in the region. However, given the enormous need for an infrastructure upgrade, it is expected that recourse to private sector financing will be needed.

It is common for loan agreements with international lenders to be governed by foreign law. A Libyan court normally will uphold such a choice of law, with the exception of security agreements which create rights in rem over real estate and other assets in Libya which will be governed by Libyan law.

The maximum rate of interest is fixed by the Libyan Central Bank and a Libyan court will not enforce claims relating to compound interest.

There are several ways of obtaining security for lending:

#### Asset pledge

A pledge requires that possession (actual or constructive) of the pledged asset is transferred to the pledgee. Registration of a pledge of movables is not required.

### Share pledge

Shares can be pledged (subject to any restrictions in the articles of association of the company whose shares are to be pledged). The voting rights transfer from the pledgor to the pledgee. A share pledge must be approved by, and registered with, the company.

### Mortgage of land

A mortgage must be registered with the land registry. Only registered land may be mortgaged.

### Security assignment

A security assignment is permissible, as long as this is not (i) prohibited by law, (ii) excluded by agreement of the parties or (iii) impossible due to the nature of the debt. The assignment is only effective if it has been formally notified to the debtor. Assignments of rights under insurances are recognised.

### Personal security

Libyan law distinguishes between sureties and guarantees. A surety is an accessory security and allows the debtor to raise all defences under the principal obligation against the secured party.

A guarantee, in contrast, creates an independent payment obligation.

It should be noted that in many areas no firm market practice exists and that, moreover, there is little experience with the enforcement of security in Libya. A foreign lender will find the enforcement proceedings complex and lengthy in comparison with certain other jurisdictions with more developed enforcement procedures.

## **Repatriation of profits and FX controls**

The conversion of local currency and the transfer of funds from the country are subject to the control of the Libyan Central Bank. The Central Bank normally requires the transferor to present supporting documents (e.g. a contract or invoice).

Profits may only be repatriated if they are shown in a certified balance sheet. The authorities normally require evidence that all taxes have been paid before allowing repatriation of profits.

## **Force majeure**

Both the Civil Code and the Administrative Contracts Regulation contain provisions on force majeure.

Both during and after the recent conflict, international companies relied heavily on force majeure clauses as a defence against claims for non-performance.

In general, force majeure can only be invoked as long as the exceptional circumstances persist. This means that international companies will no longer be able to rely upon them when normality is restored.

## Dispute resolution

Enforcing claims through the Libyan courts is generally challenging and lengthy.

Libyan courts have jurisdiction over claims against Libyan nationals or entities and over matters concerning real property located in Libya, or contracts which are executed in Libya.

Libyan conflict of law rules permit contract parties to choose a foreign law to govern the contract, subject to certain limits, such as those applicable to contracts with the public sector, as mentioned above, as well as other mandatory rules.

Arbitration of disputes is possible, but subject to certain restrictions. In contracts it is subject to the Administrative Contracts Regulation, and the prior approval of the Peoples Committee (or the body replacing it) is a prerequisite.

Libya is not a member State of the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards (1958). However, the Riyadh Convention on Judicial Cooperation (1983)<sup>5</sup> may apply. The Riyadh Convention contains a basic mechanism for the recognition and enforcement of judgements and arbitral awards among the Arab member states.<sup>6</sup>

In theory, the Code of Civil Procedure contains procedures covering the recognition and enforcement of foreign judgements and arbitral awards. However, past experience showed that this was not a practical option. It remains to be seen if the situation will change, allowing foreign decisions to have effect in Libya.

## Investment protection

Libya has entered into bilateral investment treaties (BITs) with a number of countries, including Italy (2000), Austria (2002), Switzerland (2003), Portugal (2003), Germany (2004), France (2004), Belgium (2004), Luxembourg (2004), Malta (1973 and 2004) and Spain (2007).

Other BITs which have been signed but which are not yet in force are those with South Korea (2006), India (2007), Russia (2008), Turkey (2009), and China (2010). There are no BITs with the US or the United Kingdom.

Libya has not ratified the ICSID Convention. This means that the forum for disputes between investors and the Libyan government will depend on what has been agreed in the respective BITs, and it may be recommendable that international parties consent to submit disputes to the ICSID under the so-called Additional Facility Rules.

<sup>5</sup> In force since October 1985. The Convention regulates the enforcement of judgements rendered in civil and commercial matters among Arab States, and applies to Arbitral awards.

<sup>6</sup> The Convention was signed by 20 Arab States (Algeria, Bahrain, Djibouti, Iraq, Jordan, Kuwait, Lebanon, Libya, Mauritania, Morocco, Sultanate of Oman, Palestine, Qatar, Saudi Arabia, Somalia, Sudan, Syria, Tunisia, United Arab Emirates, and Yemen). The Convention was ratified by Iraq, Yemen, Mauritania, Jordan, Syria, Somalia, Tunisia and Libya. Notably, Egypt is not a signatory to the Convention. Egypt, however, concluded a bilateral treaty on judicial co-operation with Libya in 1993.

## **AMERELLER LEGAL CONSULTANTS**

### **The firm**

AMERELLER LEGAL CONSULTANTS is an international law firm with offices throughout the Middle East and Germany. The firm specializes in corporate and commercial law in the Middle East and is one of the few law firms with a direct presence in key markets in the region. This enables AMERELLER to keep the finger on the pulse of this dynamic legal environment and provide tailored advice to clients consistent with evolving practices in the Arab World.

AMERELLER has had leading roles in some major transactions in the Middle East, especially in Egypt, Libya, Iraq, Saudi Arabia, Syria, Oman, Qatar and the UAE. The personalized focus on supporting clients across country borders and industry sectors is central to the firm's culture. AMERELLER aims to provide clients with the professionalism, depth of expertise and quality offered by top-tier international law firms, together with the personal attention and practical knowledge available only through on-the-ground presence.

AMERELLER has offices in Cairo, Tripoli, Damascus, Dubai, Ras Al Khaimah, Baghdad, Basra and Erbil, as well as in Berlin and Munich. 8 partners lead a team of 30 internationally trained, multilingual and experienced lawyers, who are familiar with the cultural and legal nuances of conducting business successfully in the Arab World. Through a network of best friend firms we cover all jurisdictions in North Africa and the Middle East - including Iran and Afghanistan.

### **Amereller Libya practice**

AMERELLER has advised on transactions in Libya for many years. The firm represents leading international corporations and financial institutions in the Libyan market and has extensive experience in the oil and gas sector. AMERELLER also has been involved in some of the first foreign investments in the financial services sector in Libya. AMERELLER regularly advises construction and engineering companies on Libyan real estate and infrastructure projects. In addition, the firm advised on international law issues in relation to Libya, including sanctions and obligations arising out of international agreements, as well as risks relating to compliance and disputes.

In 2012, AMERELLER opened an office in Tripoli in association with P&A Legal, a leading Libyan international law firm.



## Recent transactions

AMERELLER LEGAL CONSULTANTS have been active in the MENA region for many years. Our recent Libya experience includes:

- Advised an international oil company on the restructuring of its operations and the effects of the political transition on an EPSA concluded with NOC;
- Advised an international technology company on the restructuring of its Libyan operations;
- Advised an international security services provider on doing business in Libya;
- Advised a hospital operator on building and operating a private financed hospital;
- Advised a technology company in relation to claims brought by a previous agent;
- Advised a number of international contractors on questions of force majeure under Libyan law;
- Advised a number of EU companies on the EU and UN sanctions and their effect on existing contracts;
- Advised a Middle Eastern company and its US based investors on the acquisition of an oilfield services provider in Libya;
- Advised an international health insurance company on a management agreement with a leading Libyan health insurance provider;
- Advised the PE arm of an international development bank on the acquisition of a stake in a Libyan commercial bank, being the first transaction of its kind;
- Advising a leading Arab family business on the restructuring of its business in Libya;
- Advising on a mega real estate project with international hotel, serviced apartments and commercial units in Tripoli;
- Advising an international market leader in relation to a possible acquisition of a Libyan consumer products company;
- Advising a global car manufacturer on structuring its business in Libya; and
- Extensive experience in advising international companies on bids for Libyan government projects.

## Publications

AMERELLER LEGAL CONSULTANTS regularly publishes articles on legal developments in Libya. Recent publications include the country chapter “Libya” in Geimer/Schütze, *Internationaler Rechtsverkehr* [International Litigation and Arbitration], C.H.Beck, 2009 (by Kilian Bälz and Mahmoud Hamza) and a report on the recognition and enforcement of foreign judgments and arbitral awards in *Recht der Internationalen Wirtschaft* (RIW) 2013 pp. 55-62 (by Kilian Bälz).

**Contact****Dr. Kilian Bälz**

Email: [kb@amereller.com](mailto:kb@amereller.com)

Mobile: +218 91 6836370 (Libya), +49 171 425 7829 (Germany),  
+20 16 692 2698 (Egypt)

**Amereller Associates – in association with P&A Legal**

Shara Asbah Assoubhu (off 17<sup>th</sup> February Street)

Zawiat Dahmani – near to Tutak Bin Jab

Tripoli

Libya

Tel +218 91 6836370

tripoli@amereller.com

**Mena Associates – in association with Amereller Rechtsanwälte**

GIC Tower

21 Soliman Abaza Street

Mohandessin, Giza

Cairo

Egypt

Tel +20 2 37626 201

cairo@amereller.com

**Amereller Rechtsanwälte**

Oberwallstrasse 14

10117 Berlin

Germany

Tel +49 30 609 8956 60

office@amereller.com

**International offices****Mena Associates – in association with Amereller Rechtsanwälte**

GIC Tower  
21 Soliman Abaza Street  
Mohandessin, Giza  
Cairo, Egypt  
Tel +20 2 37626 201; Fax +20 2 37626 202  
cairo@amereller.com

**Amereller Legal Consultants****Dubai**

One Business Bay, 14<sup>th</sup> Floor  
P.O. Box 97706, Sheikh Zayed Road  
Dubai, United Arab Emirates  
Tel +971 4 432 3671; Fax +971 4 432 3673  
dubai@amereller.com

**Ras Al Khaimah**

Ras Al Khaimah Free Trade Zone  
P.O. Box 16462  
Ras Al Khaimah, United Arab Emirates  
Tel +971 7 204 6255; Fax +971 7 204 6256  
rak@amereller.com

**Amereller Rechtsanwälte**

Lenbachplatz 4,  
80333 Munich, Germany  
Tel +49 89 549 0190; Fax +49 89 549 019 99  
jaeger@amereller.com

**Mena Associates Iraq****Baghdad**

Maghreb Street, (Opposite Indian Embassy)  
Baghdad, Iraq  
Tel +964 743 530 1761; Fax +44 207 691 7215  
baghdad@amereller.com

**Basra**

Sayid Ameen Street  
Basra, Bradeya, Iraq  
Tel +964 780 000 8383; Fax +44 207 691 7215  
basra@amereller.com

**Erbil**

60, Metre Street, Concept Tower  
4<sup>th</sup> Floor, Erbil, Iraqi Kurdistan  
Tel +964 750 346 0444; Fax +44 203 002 2676  
erbil@amereller.com

**Damascus**

Al-Tayaran Building No. 1  
Al-Thawra Street, 9<sup>th</sup> Floor  
P.O. Box 347 42  
Damascus, Syria  
Tel +96311 231 6256; Fax +96311 231 6257  
damascus@amereller.com