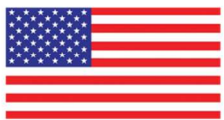


DOING BUSINESS IN SYRIA

The Investor's Handbook



Disclaimer: Drafted in April 2026. The U.S. Department of State funded this project. The information in this guide is solely for informational purposes; it does not constitute a legal interpretation, statement of policy, or professional financial or legal advice. While every effort has been made to ensure accuracy, neither the U.S. Government nor the Department of State guarantees the completeness, accuracy or usefulness of any information contained herein, nor do they assume legal liability for any errors or omissions.

The political, regulatory, and economic environment in Syria remains fluid and subject to rapid change. Laws, regulations, sanctions frameworks, and administrative practices may evolve, and investors are encouraged to conduct independent legal and compliance due diligence before engaging.

Acknowledgment: The development of the Investor Guides was implemented by [Creative Associates International](#) in partnership with [Karam Shaar Advisory Limited](#) and developed through the valuable engagement of numerous stakeholders who contributed their time, expertise, and perspectives. In particular, we wish to acknowledge the constructive cooperation with the Syrian government counterparts and relevant sectoral institutions, with a special thanks to [the Syrian Investment Authority](#) for their comprehensive review and feedback.

These guides also benefited from the input and cooperation of the [U.S. Chamber of Commerce](#) and the [U.S.–Syria Business Council](#). The guides were further enriched by exchanges with private-sector representatives, whose practical insights helped ensure the relevance and grounding of the analysis.

Executive Summary

This Investor's Handbook sets out a comprehensive basics, legal, regulatory, and procedural framework for establishing and operating a company in the Syrian Arab Republic. It is designed as a practical reference tool for U.S. investors, legal and compliance advisors, corporate decision-makers, and policymakers who require a structured understanding of how business formation and operations work in Syria in practice, across sectors.

The document covers the full procedural pathway from market entry to exit: initial scoping and feasibility checks; choice of legal entry mode (Syrian company, branch, representative, or temporary office); foreign ownership rules and sectoral constraints; partnering and alternative market-entry arrangements; company and branch registration; licensing pathways (investment vs. ordinary commercial); banking and foreign exchange setup; tax and accounting registration; employment and social security; real estate access; customs and trade operations; profit repatriation; and company closure, insolvency, and liquidation.

Key Takeaways for Investors

- Since the fall of the Assad regime, Syria has emerged from over a decade of comprehensive economic isolation to an early-stage reconstruction economy.
- The United States no longer maintains a comprehensive Syria sanctions program, and most commercial activity is now legally permissible under a targeted restrictions framework, significantly expanding space for legitimate U.S. business engagement.
- The Syrian Investment Agency (SIA) has been positioned as a one-stop shop for foreign investors, serving as a coordinating body that facilitates market entry, aligns approvals among authorities, and maintains a pipeline of investment opportunities across sectors. For larger projects, it provides a structured interface with the state and access to incentives.
- Along with significant opportunities, substantial execution constraints remain, including banking operability, an evolving legal and regulatory framework, and ongoing security considerations.

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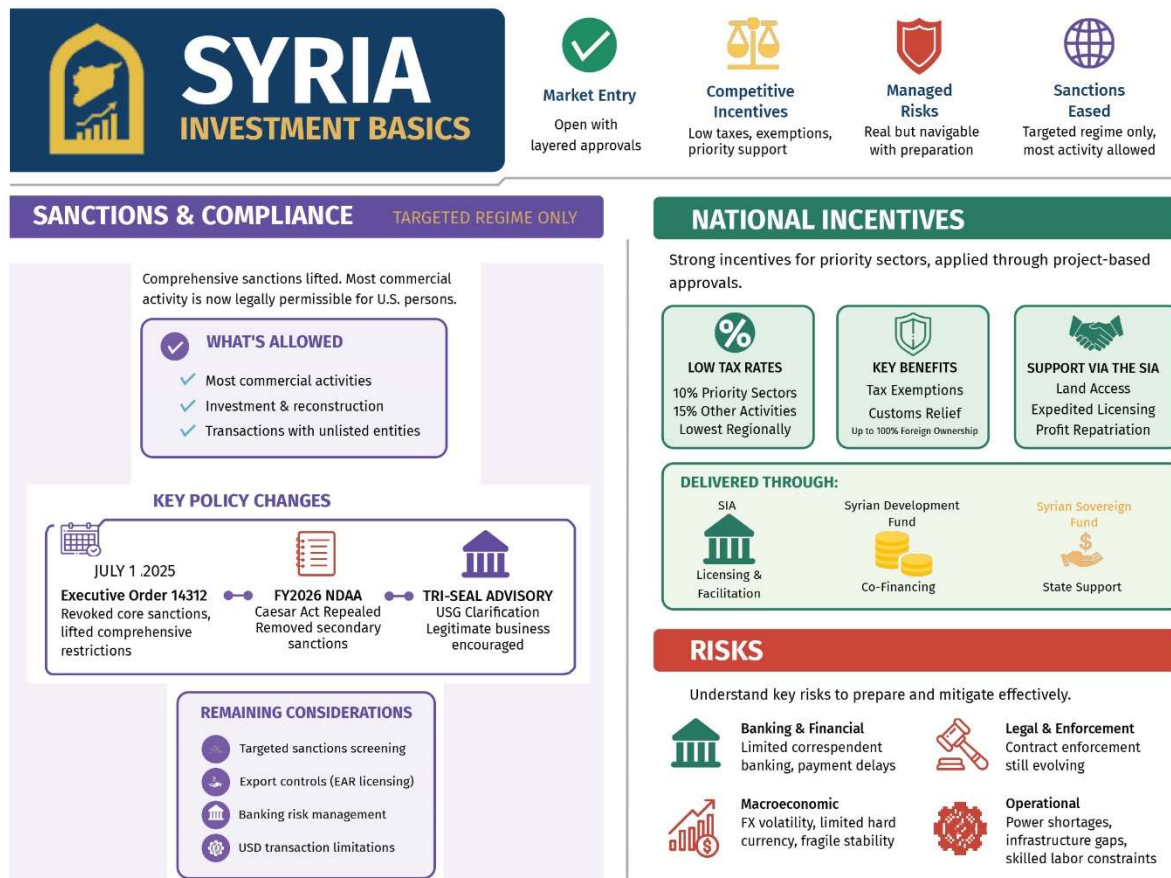
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1. Investment Basics



a. Sanctions & Compliance Landscape

The United States no longer maintains Syria Sanctions program. On May 13, 2025, President Donald Trump announced he would lift sanctions on Syria to create a new relationship between Syria and the United States. U.S. persons may now generally transact and invest in Syria, subject only to targeted restrictions on designated individuals and entities, including terrorist groups, human rights abusers, and proliferation-linked actors.

This policy shift follows a series of executive and congressional actions (full overview on [U.S. Department of State website](#)):

- [Executive Order 14312](#) (effective July 1, 2025) revoked the core Syria-related executive orders and terminated the Syrian Sanctions Regulations (31 CFR Part 542), effectively lifting broad restrictions on most commercial activities.

- Congress repealed the Caesar Syria Civilian Protection Act of 2019 through the [FY2026 National Defense Authorization Act](#), removing the primary statutory basis for secondary sanctions related to reconstruction and investment.

On November 10, 2025 [the U.S. Departments of State, Department of Treasury, and Department of Commerce issued a Tri-Seal Advisory](#) emphasizing that Syria is no longer subject to a blanket sanctions regime and that compliant commercial activity is permissible—and encouraged.

U.S. Export Controls: Certain goods, technologies, and software remain subject to the Export Administration Regulations (EAR) and may require a Bureau of Industry and Security (BIS) license, particularly items on the Commerce Control List. However, license applications for civilian goods supporting economic development, infrastructure, and basic services now benefit from a **presumption of approval**. In practice, approvals are being granted with **no rejections to date** and average processing times reduced to ~6 weeks (down from 9 months).

Compliance in Practice: Operational challenges are often driven more by residual risk perceptions than formal legal barriers. International banks frequently apply conservative internal frameworks, leading to enhanced due diligence, delays, or refusals—especially for U.S. dollar transactions. Alternative channels using euros or regional currencies are increasingly viable, gradually improving access to reliable payment pathways for compliant investors.

Key Challenge – Information Asymmetry: Payment rejections or account closures are commonly caused by insufficient details on end recipients rather than regulatory prohibitions. Targeted sharing of U.S. Government public guidance has successfully reversed initial bank decisions in multiple cases.

Positive Momentum: Following sanctions relief, U.S. firms are actively exploring opportunities. Early U.S. company steps to establish commercial presence, including branch registrations, reflect growing market confidence and gradual normalization of business activity.

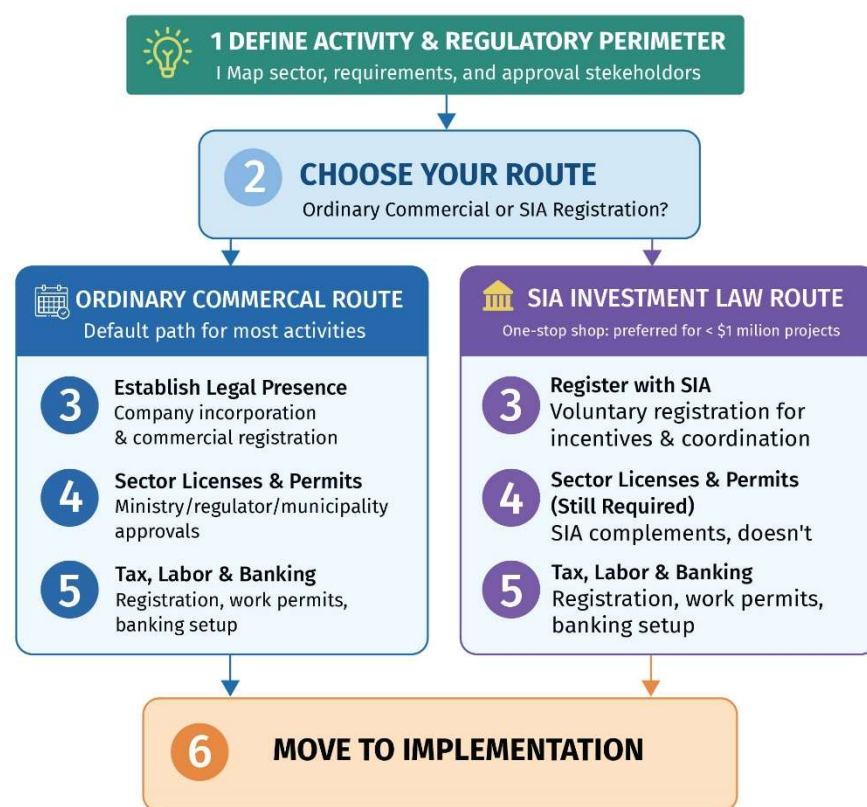
b. Investment Process

Law No. 18 of 2021 (Investment Law), as amended by Presidential Decree No. 114 of 2025, establishes Syria's modern framework for promoting and facilitating private and foreign investment across sectors. It introduces a voluntary registration process through the Syrian Investment Agency (SIA) for projects exceeding USD 1 million and positions the SIA as a one-

stop shop to streamline approvals, coordinate sectoral requirements, and support investors through a centralized process. Qualifying projects benefit from a package of incentives and guarantees, including tax reductions or exemptions, customs facilitation for imported inputs and equipment, legal protections for capital and profits, and procedural safeguards to support implementation.

INVESTMENT PROCESS

Choose your route, then follow the sequence. Classification drives your approvals, timeline, and access to incentives.



In Syria, the investment process begins with a basic but important distinction: whether the activity can proceed through the ordinary (standard) commercial route or through registration under the Investment Law framework (Law 18 of 2021) through the SIA. This early classification shapes the approval chain, the applicable regulators, the licensing requirements, and access to incentives.

Syria Investment Authority

While some commercial activities may use standard channels, the SIA pathway might be the most efficient route for foreign investors. Registration with the SIA (Law 18 of 2021 /Investment Law) is a legally optional—but often strategically important—pathway (SIA

recommends that investment projects exceeding USD 1 million obtain an investment license prior to proceeding). Through its Investor Services Center, the SIA serves as the primary entry point for investment facilitation and coordination, liaising with line ministries, municipalities, environmental bodies, sector regulators, and fiscal authorities. However, SIA registration does not replace sector-specific licensing; it sits on top of it.

SIA [maintains an electronic database](#) of projects for which it seeks investors with hundreds of projects in real estate, tourism, health, energy and other sectors across most of the country's governorates.

Under that standard channels route, the investor establishes a legal presence, secures the relevant commercial registration, and then obtains the sector-specific permits and approvals required by the competent ministry, regulator, municipality, or technical body (Legislative Decree 29 of 2011 (Companies Law). In parallel, investors must address tax registration (Law 24 of 2003/Income Tax Law), labor compliance (Law 17 of 2010/ Labor Law), foreign employee authorizations where relevant) Ministry of Social Affairs and Labor Decision 888 of 2016/ Regulating Foreign Labor), and banking operability.



Various stages of this process to include initial scoping, choosing the legal entry mode, and company registration process are described in the remainder of this document.

c. Incentives

Syria offers a highly competitive incentive framework including low taxes, exemptions, and flexible investment structures. In practice, the incentives are most accessible to large, priority-aligned projects rather than applied uniformly across the board. Furthermore, many of these incentives remain contingent on the formal adoption and consistent implementation of ongoing draft reforms, as well as the development of clear implementing regulations and administrative procedures.

Syria is actively advancing a more competitive and investor-oriented economic framework, with reforms designed to lower costs, simplify compliance, and attract both domestic and foreign investment. Recent policy shifts—particularly in taxation and customs—signal a clear move toward normalization and improved market accessibility including:

- **Tax Reform and Simplification:** Authorities have introduced a simplified and more competitive tax regime. The draft 2025–2026 reform replaces the fragmented, fee-heavy system of the conflict years with a unified income structure, flat rates, and higher exemption thresholds.
- **Competitive Corporate Tax Rates:** Corporate income tax is set at approximately 10% for priority sectors—including industry, technology, healthcare, and education—and 15% for other activities, positioning Syria among the lowest-tax environments in the region.
- **Customs and Trade Facilitation:** In parallel, the government has taken steps to rationalize customs and trade-related charges, addressing a key distortion in the wartime economy and improving the overall cost structure for investors.
- **Institutional Architecture for Investment Support:** Syria’s investment framework relies heavily on project-based incentives delivered through the amended Law 18 of 2021/Investment Law. While the SIA serves as the central body for licensing and investor facilitation, newly established entities—such as the Syrian Development Fund and the Syrian Sovereign Fund—offer additional avenues for co-financing and state-backed project support.
- **Expanded Investor Protections (2025 Reforms):** The 2025 reforms- introduced as part of Presidential Decree 114 of 202- strengthen the investment climate by expanding investor protections, allowing full foreign ownership in many sectors, and providing access to key incentives, including tax exemptions, customs relief, and guarantees for profit repatriation.

Investment projects—particularly in priority sectors such as energy, infrastructure, and telecommunications—may benefit from additional facilitation, including expedited licensing, access to land, and administrative support through the SIA.

d. Risks to Execution

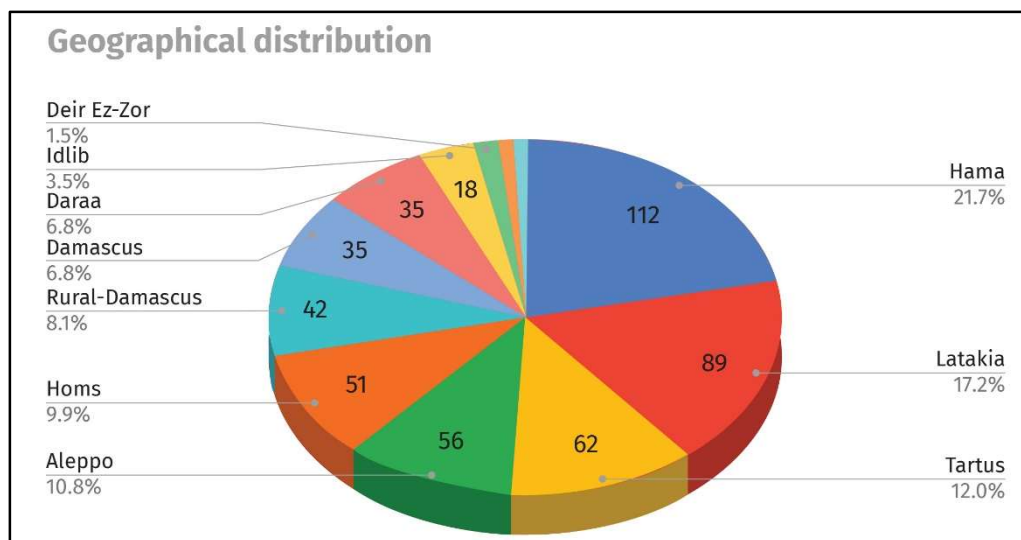
While the legal framework and the operating environment in Syria continue to evolve in favor of private investment, in practice, constraints have shifted from legal prohibition to operational and structural barriers: over-compliance driven by banking risk perceptions, stringent internal due diligence thresholds, correspondent banking limitations, evolving regulatory frameworks, and infrastructure that is being rebuilt. These factors are closely interlinked and continue to shape what transactions can realistically be executed and how projects should be structured.

- The primary challenges are not prohibitive but require careful navigation: **Shift from Legal to Operational Constraints:** With the easing of comprehensive sanctions, risks are no longer primarily legal but operational—requiring careful structuring rather than limiting market entry.
- **Banking & Financial Access:** Over-compliance, conservative risk perceptions, and limited correspondent banking relationships continue to constrain cross-border transactions and financing options.
- **Evolving Regulatory Environment:** Legal and regulatory frameworks are improving but remain in transition, with multi-agency processes and some procedural uncertainty affecting timelines.
- **Infrastructure and Execution Realities:** Infrastructure gaps and ongoing reconstruction efforts can impact project implementation, costs, and timelines, varying by sector and location.
- **Macroeconomic Conditions:** Exchange rate volatility, inflation, and limited financial instruments require prudent financial planning and risk management.
- **Interlinked Risk Factors:** These constraints are interconnected, shaping how projects must be structured, financed, and executed in practice.
- **Manageable with the Right Approach:** With strong due diligence, early financial and legal planning, and effective risk mitigation, these challenges are manageable.

2. Snapshot: Investment Opportunities Listed by the SIA

The Syrian Investment Authority (SIA) [provides](#) comprehensive, up-to-date information on investment opportunities through its official website, where it presents details of available projects and outlines their advantages and requirements. The total number of investment opportunities published on the Authority's website reached **517 opportunities as of 15 April 2026**. This number is subject to continuous change due to contracts signed with investors to implement existing opportunities or to introduce new projects.

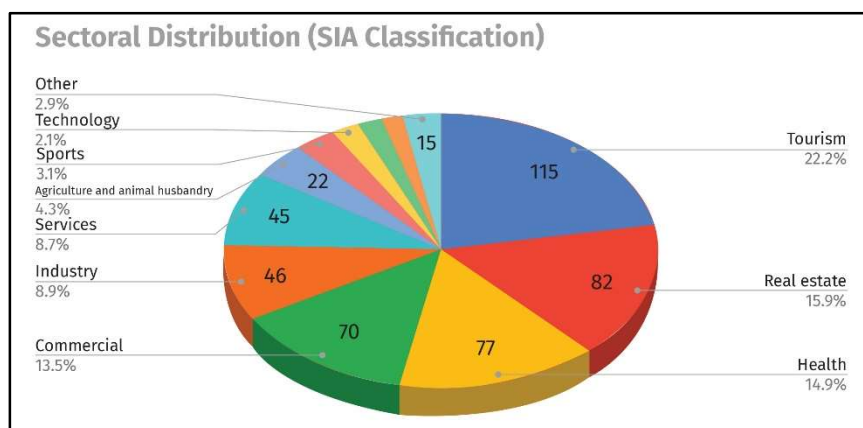
Geographical distribution



The coastal area, particularly Latakia (89) and Tartus (62), attracts investment due to its tourism potential and relatively stable economy. In the central region, Hama (112) and Homs (51) offer opportunities related to agriculture, trade routes, and reconstruction. Aleppo (56) continues to serve as a major industrial hub, while Damascus and its countryside (77) remain the country's administrative and financial center.

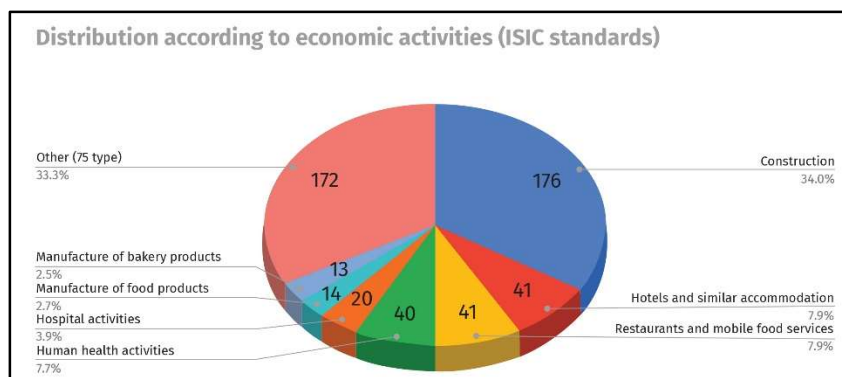
There are a few opportunities highlighted in the governorates experiencing ongoing tensions or limited governmental control, such as Suwayda, Quneitra, Raqqa, and Hasakah.

Sectoral distribution

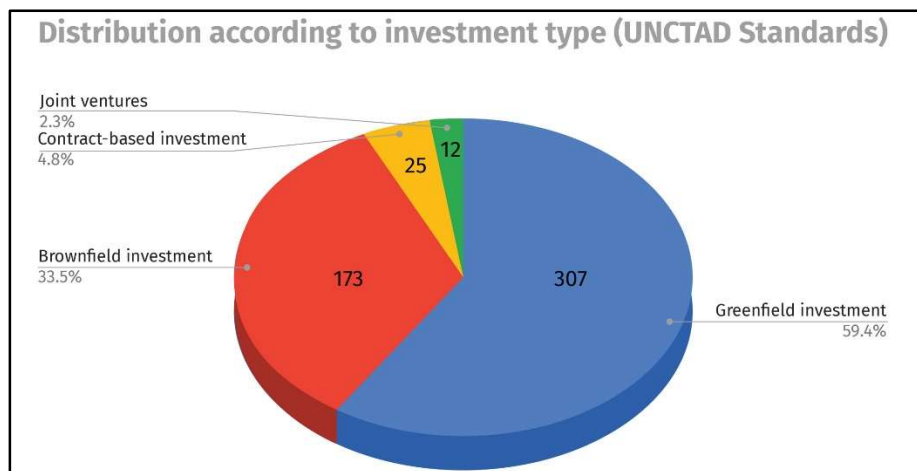
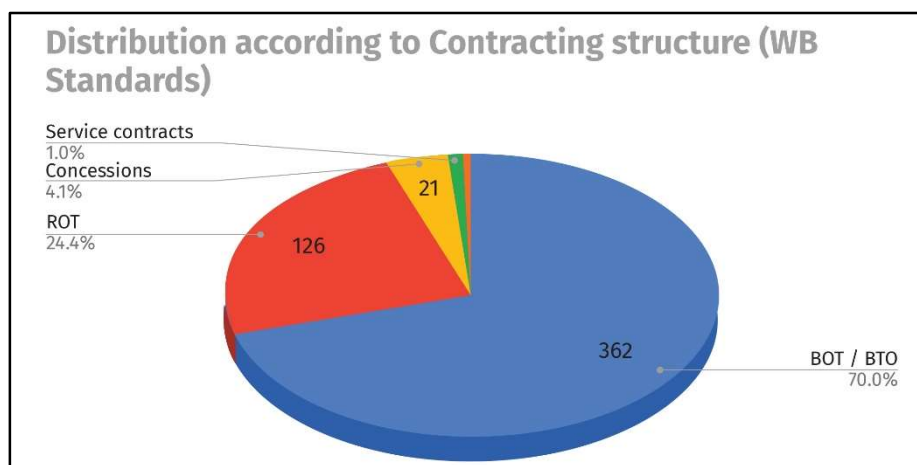


The SIA data indicate that investment opportunities are heavily concentrated in service-oriented and real estate sectors.

Distribution according to economic activities



Distribution according to contract structure and investment types



3. Initial Scoping and Feasibility Check

While not formally codified as a single step, this stage is critical, as project viability is effectively determined at the outset under the existing legal framework.

a. Define the proposed activity (commercial / industrial / service / regulated)

Under **Legislative Decree No. 29 of 2011** (Companies Law), the legal form of a company may be freely chosen, but the law explicitly subordinates corporate form and ownership rules to the nature of the activity itself. The applicable legal regime is determined not by the investor's nationality, but by the classification of the activity (ordinary commercial activity versus regulated or strategic activity).

This distinction is reinforced by **Law No. 18 of 2021** (Investment Law), which defines the scope of “investment projects” and explicitly excludes certain activities—most notably financial and banking activities—from its scope, subjecting them instead to sector-specific legislation.

Based on practice, failure to define the activity accurately at the outset may result in the wrong legal pathway being applied, invalid registrations, or the subsequent refusal of sectoral licenses.

b. Determining Whether the Sector Is Open, Regulated, or Ownership-Restricted

Once the activity is defined, the investor must determine whether the sector is:

- Fully open,
- Regulated by a special legal regime, or
- Subject to ownership restrictions or approvals.

As a general rule, most non-financial economic activities (commercial, industrial, service, agricultural, tourism) are open to foreign investors, including up to 100% foreign ownership, pursuant to:

- **Legislative Decree No. 29 of 2011** (Companies Law), and
- **Law No. 18 of 2021** (Investment Law), unless a specific law provides otherwise.

Sectors governed by special legislation, where general company law does not apply, include:

- Banking and financial activities (regulated under **Law No. 28 of 2001** (Private Banks) and the authority of the Monetary and Credit Council ([Monetary and Credit Council](#)))
- Insurance (Law No. 43 of 2005/ Insurance Sector Law),
- Certain real estate activities) Law No. 11 of 2011/ Ownership of Real Estate for Non-Syrians Law),
- Other activities are subject to explicit regulatory oversight (Law No. 17 of 2021/Investment Law).

In these cases, ownership ratios, licensing conditions, and governance requirements are imposed by the sectoral regulator and may override the general permissive framework of company law.

c. Confirm whether an investment license is required or optional

There is a clear legal distinction between:

- Projects registered as investment projects under **Law No. 18 of 2021** (Investment Law), and
- Ordinary commercial or industrial activities conducted outside the investment framework.

There are no activities that are legally required to be licensed under Law No. 18 of 2021 (Investment Law). An investment license is not automatically required merely because the investor is foreign. An investment license is only mandatory if the investor wants to access its incentives, guarantees, or SIA services. Rather, an investment license becomes relevant when the investor seeks to:

- Register the project formally as an investment,
- Benefit from incentives, guarantees, or tax and customs exemptions,
- Use the “one-stop shop” mechanism operated by the Syrian Investment Agency (SIA).

Conversely, Many activities can proceed through standard incorporation and licensing without an investment license, provided sectoral requirements are met; determining this early is critical as it shapes timelines, authorities, and procedural steps.

d. Preliminary site/location feasibility (zoning, environment, borders)

Location feasibility is a legal prerequisite regardless of compliance with corporate or investment laws. Before committing to a site, the investor must assess:

- Zoning compatibility under **Law No. 23 of 2015** (Urban Planning Law),

- Environmental requirements pursuant to **Law No. 50 of 2002** (Environmental Law) and **Law No. 12 of 2012** (Environmental Protection Law), including the need for an environmental impact assessment,
- Restrictions on real estate ownership or use by non-Syrians—particularly in border or sensitive areas—are governed by a patchwork of property and security regulations. While no single law uniformly restricts access, in practice authorities often impose de facto limitations.

e. Trade restrictions and prohibited counterparties (Boycott Office / Arab Boycott)

The Arabic Boycott framework remains operational in Syria through the Boycott Department (مديرية المقاطعة) within the Directorate of Foreign Trade (مديرية التجارة الخارجية) and circulates decisions and instructions restricting dealings with companies or vessels listed on boycott lists, and coordinates implementation with the relevant economic directorates in the governorates.

The referenced legal basis is **Law No. 286 of 1956** (Preventing Dealing with Israel Law), which concerns the boycott of Israel and is used to reject or condition import transactions when direct or indirect links to Israeli-origin goods, suppliers, or affiliated entities are identified.

Practical implications for foreign investors include:

- Supply chain risk: direct or indirect links to Israeli products/suppliers may lead to rejection of import transactions or requests for substitutions.
- Documentary requirements: importers may be asked for declarations/undertakings that they do not deal with Israel or entities subject to boycott restrictions.
- Contracts and tenders: procurement documentation may include clauses requiring compliance with boycott rules.
- Current posture: the boycott department remains institutionally present, though it may not be issuing new decisions frequently; however, screening can still occur through existing lists and established procedures.

4. Choosing the Legal Entry Mode

Selecting the correct legal entry mode is the foundational decision that determines the investor's ability to operate, contract, hire, bank, import/export, and participate in tenders in Syria. Syrian law distinguishes clearly between two main categories of legal presence available to foreign investors:

- Incorporated (Foundational) presence through a Syrian company established under Syrian law; and
- Non-incorporated (Non-foundational) presence through a foreign entity registration (branch / representative office / temporary office) under the foreign establishments framework.

f. Syrian Company

i. Legal basis

Legislative Decree No. 29 of 2011 (Companies Law) is the principal framework governing Syrian companies. It states that foreign investors may establish Syrian companies—often with full foreign ownership—subject to applicable sector-specific laws and approvals.

A company registered in Syria under the Companies Law is treated as a Syrian company regardless of the shareholders' nationalities, except for special regimes such as free zones (see later).

ii. Main legal forms used in practice

1. Limited Liability Company (LLC)

LLCs are the most common vehicle for small and medium-sized projects due to:

- Flexibility in governance and management;
- Limited liability for partners;
- Practical suitability for ordinary commercial and service activities.

From an operational standpoint, an LLC is typically the preferred structure when an investor wants a stable operating presence with relatively straightforward registration and internal governance.

2. Joint-stock company (private/public)

Joint-stock companies are well-suited to larger projects that require a larger capital base, robust corporate governance, and the ability to structure ownership through shares.

In terms of operational relevance, this form is typically considered when the project requires:

- Larger financing structures;
- A more complex shareholder base;
- A governance model aligned with regulated or high-capital sectors (subject to sector law).

3. *Joint venture structure*

Joint ventures can be structured either:

- As a contract-based arrangement, or
- As a separately incorporated Syrian company (LLC or joint-stock), when appropriate legal readiness exists.

However, an important caveat is that the feasibility and legal robustness of a JV depend on the activity, the partner profile, and the ability to meet banking/AML and sector licensing requirements.

iii. **Foreign ownership considerations (as relevant to the entry mode)**

In most non-financial sectors, Syrian companies can be owned up to 100% by foreign investors under the Companies Law. However, where the activity falls under special regimes (e.g., banking), sector laws prevail (see below under decision criteria).

It should be noted, however, that if all partners are foreign nationals, an additional procedural step may arise in practice through work authorization requirements from the Ministry of Social Affairs and Labour. This may sometimes be mitigated by including a Syrian partner, which is why it is common to see a foreign shareholder holding 99% of a company's share, with the Syrian partner holding the remaining 1%.

g. Non-Incorporated Presence

i. **Legal basis**

Law No. 34 of 2008 (Foreign Establishments Law) is the governing legal framework for foreign entities whose headquarters are outside Syria. Under this framework, a foreign company may establish a formal presence in Syria through registration without incorporating a separate Syrian legal person.

Presidential Decree No. 114 of 2025 (amending the Investment Law) also provides a broader investor facilitation context (including procedural facilitation and residency-related aspects), though core legal personality rules remain determined by the Companies Law and Foreign Establishments Law.

ii. **Forms of non-incorporated presence**

1. *Branch of a foreign company*

A branch is legally considered as:

- A legal extension of the foreign parent company in Syria;
- Not a separate legal person independent from the parent;

- Operating under Syrian law for transactions and compliance, while remaining linked to the parent's legal personality.

The most common package of requirements for branch registration includes:

- Proof that the parent is legally registered and active in its home jurisdiction;
- A board resolution authorizing the branch and appointing a manager;
- Appointment of a resident branch manager in Syria;
- Documentation legalization (home authorities → Syrian embassy → Syrian Ministry of Foreign Affairs);
- Evidence of financial soundness (a bank statement/proof of funds threshold in practice).

Branch registration is handled through the competent authority responsible for foreign entity registration within the relevant ministry.

2. Representative office

Representative offices as suitable for:

- Non-commercial activities (market research, liaison, PR, coordination);
- Preparatory work before full operational entry;
- Activities that do not require trading/contracting as a commercial operator (subject to the limitations applied in practice).

3. Temporary office

Temporary offices are used for:

- Specific tasks or projects;
- Time-limited mandates;
- Short-term engagements where a full incorporation is unnecessary.

iii. Key structural distinction

Because non-incorporated forms do not create a separate Syrian legal person, the parent company remains legally exposed to obligations arising from the branch's operations. This distinction becomes crucial for liability and risk management (see decision criteria below).

b. Decision criteria

Based on practice, several decision criteria can guide the choice between a Syrian company and a non-incorporated presence.

i. Duration and intent of presence

- Long-term, operational market presence typically favors a Syrian company under the Companies Law.
- Short-term, exploratory, or project-specific presence may favor a representative/temporary office under the Foreign Establishments Law.

ii. Liability separation

- A Syrian company generally provides liability separation.
- A branch is explicitly described as an extension of the parent's legal personality, meaning liability is not separated in the same way.

This difference is central when operating in a high-risk environment or when the parent wants to ring-fence exposure.

iii. Eligibility for tenders and contracting

It is important to note that branch presence enables:

Direct access to the Syrian market and participation in public and private projects;
Legal representation for contracting in Syria.

In practice, eligibility will depend on the contracting authority's procurement rules and whether the entity is recognized as an eligible bidder. Still, the entry mode impacts whether you can contract in your own name (Syrian company) or in the parent's name through a branch.

5. Foreign Ownership and Sectoral Constraints

Foreign ownership in Syria is governed by a layered legal framework in which general company law permits broad foreign participation, while sector-specific legislation and administrative practice impose targeted restrictions and approval requirements. Foreign ownership must always be assessed in light of the nature of the activity, not only the corporate form.

a. General rule: a company registered in Syria is Syrian-national

Under **Legislative Decree No. 29 of 2011** (Companies Law), any company duly incorporated and registered in the Syrian Commercial Registry is considered a Syrian legal person, irrespective of the nationality of its shareholders or partners.

The nationality of the company is determined by its place of incorporation and registration, not by the nationality of its shareholders. This principle applies across company forms

established under the Companies Law, except special regimes such as free zones, which are governed by separate legislation.

This legal characterization is foundational, as it allows foreign-owned companies registered in Syria to operate under the same commercial legal framework applicable to Syrian companies, subject to sectoral laws.

b. Ownership

As a general rule, there are no overarching legal restrictions on foreign ownership percentages in companies established under the Companies Law, particularly in non-financial economic activities.

This position is grounded in:

- **Legislative Decree No. 29 of 2011** (Companies Law), which does not impose nationality-based ownership caps; and
- **Law No. 18 of 2021** (Investment Law), which defines the investor in a manner that explicitly includes foreign investors and affirms equal treatment, subject to sectoral exclusions.

Accordingly, foreign investors may, in principle, own up to 100% of the share capital of Syrian companies operating in commercial, industrial, service, agricultural, tourism, and other non-financial sectors, unless a specific legal text provides otherwise. This permissive rule represents the default position of Syrian law.

c. Special approvals required for:

While general company law is permissive, sector-specific legislation prevails over general rules. In sectors governed by special regulatory frameworks, ownership limits and approval requirements are imposed by the competent authority.

i. Financial and Banking Sector

Financial activities are excluded from the scope of the Investment Law and are subject to special legislation, most notably:

- **Law No. 28 of 2001** (Private Banks), and
- The authority of the Monetary and Credit Council.

Under this framework:

- Foreign ownership in private banks is capped (generally at 49%, with the possibility of increasing the cap up to 60% by decision of the Council of Ministers upon recommendation of the Monetary and Credit Council);
- Ownership is conditional upon regulatory approval, strategic partner qualifications, and financial soundness.

These restrictions apply regardless of the corporate form used and override the general permissive rules of the Companies Law.

ii. Insurance and Other Regulated Financial Activities

Insurance and similar financial activities with banking are excluded from the general investment framework, meaning:

- Entry is governed by sector-specific licensing laws and regulatory authorities;
- Ownership ratios, governance requirements, and capital thresholds are determined by the applicable insurance legislation and supervisory bodies, not by general company law.

iii. Media, Strategic Activities, and Other Sensitive Sectors

Certain activities considered sensitive or strategic are subject to:

- Prior licensing by the competent authority;
- Discretionary approval processes that may indirectly affect ownership structures.

In such cases, the permissibility of foreign ownership depends on compliance with the relevant sectoral regulations rather than the Companies Law alone.

d. Real Estate and Property-Related Constraints

There is a distinction between:

- Ownership of company share capital, and
- Ownership of real property and land.

While a Syrian-registered company (even if fully foreign-owned) may, in principle, acquire rights necessary to operate its project, property ownership by non-Syrians is subject to special restrictions, particularly under:

- Laws governing foreign ownership of real estate;
- Administrative and security approvals applied in practice.

It should be noted that:

- Restrictions are more stringent in border areas and security-sensitive zones;

- Additional approvals from the Ministry of Interior and other competent authorities may be required;
- These constraints are applied more strictly in practice than the ownership rules governing company capital.

6. Partnering with Syrian Companies and Alternative Market-Entry Arrangements

Foreign firms entering the Syrian market are not limited to full incorporation or branch establishment. Syrian law and practice allow for a range of partnership and contractual arrangements with Syrian counterparties, enabling foreign investors to calibrate risk, capital exposure, regulatory burden, and speed of entry.

Although Syrian legislation does not codify all partnership models as standalone legal forms, many are widely used in practice and recognized by courts, regulators, banks, and contracting authorities when properly structured.

a. Joint Ventures

Joint ventures represent the most common structured partnership model between foreign and Syrian parties. While the Syrian Companies Law does not regulate joint ventures as an independent legal form, they are implemented in practice through two main structures.

i. Contractual Joint Venture (Non-Incorporated JV)

Under this model, no new company is established. Instead, the parties enter into a cooperation or joint venture agreement that defines:

- Scope of the activity,
- Allocation of roles and responsibilities,
- Cost and revenue sharing,
- Risk allocation,
- Management and decision-making arrangements.

This model is particularly suitable where the foreign company seeks:

- Rapid market entry,
- Lower structural and compliance burden,
- Flexibility and easier exit.

However, because there is no separate legal personality, liability allocation and risk management must be clearly defined in contracts, especially vis-à-vis third parties and regulators. In fact, contractual joint ventures in Syria are primarily governed by the Syrian Civil Code, alongside applicable investment or sectoral regulations, with no standalone law regulating them, making strict contractual compliance the primary legal safeguard before authorities and courts.

ii. Institutional (Equity-Based) Joint Venture

This model involves the incorporation of a new Syrian company (typically an LLC or joint-stock company) jointly owned by the foreign and Syrian partners.

It provides:

- Full legal presence in Syria,
- Eligibility to participate in public tenders,
- Access to licenses and activities requiring a local entity.

Institutional JVs are particularly suitable where:

- A local license is required,
- Government or quasi-government contracts are targeted,
- Local assets (land, facilities, distribution networks) are needed,
- A Syrian operational interface is necessary for regulatory interaction.

Equity-based joint ventures are not explicitly labeled as “joint ventures” under the Law No. 29 of 2011 (Companies Law), but are effectively regulated through the law’s provisions on company formation, allowing such structures to be established via recognized corporate forms (e.g., LLCs or joint-stock companies) subject to the applicable legal regime. This model requires careful drafting of shareholder agreements to address governance, exit, deadlock, and profit distribution.

b. Minority Equity Participation

Syrian law, as per Law No. 29 of 2011 (Companies Law), permits foreign investors to acquire a minority shareholding in an existing Syrian company without assuming full managerial control.

This model is commonly used for:

- Gradual or phased market entry,
- Strategic positioning without operational responsibility,
- Testing market conditions before expansion.

While ownership caps are generally permissive outside regulated sectors, minority investors must rely on contractual protections (shareholder agreements) to safeguard governance, information rights, and exit options.

c. Commercial Agency or Representation Agreements

Under this model, the foreign firm appoints a local agent or distributor to market or sell its products or services in Syria, without establishing a local legal entity.

This is a low-cost, low-commitment entry option, particularly suitable for:

- Product-based market entry,
- Early-stage market testing,
- Situations where regulatory exposure should be minimized.

Key legal sensitivities include:

- Exclusivity clauses,
- Termination rights,
- Compensation upon termination.

These risks must be carefully managed through contract drafting, as Syrian practice tends to scrutinize agency termination disputes, as per practice.

Commercial agency and representation agreements in Syria are primarily governed by the Syrian Civil Code, with company registration under the Companies Law where applicable, and enforced through judicial practice rather than a dedicated agency law, drawing on general legal principles and relevant ministerial instructions.

d. Management Contracts

Management contracts involve the foreign firm managing a Syrian-owned project or facility in return for a fixed or performance-based fee, without holding ownership.

This model is widely used in:

- Hotels and tourism,
- Utilities and services,
- Certain infrastructure or facilities operations.

It is particularly relevant where direct ownership is restricted or politically sensitive, but foreign expertise is required. Overall, management contracts are legally permitted in Syria but fall

outside Investment Law and Companies Law frameworks, confer no ownership rights, and are governed solely by the Syrian Civil Code, with enforceability depending entirely on precise contractual drafting.

e. Technical Services and Technical Assistance Agreements

Under this model, the foreign company provides:

- Technical expertise,
- Engineering or design services,
- Training,
- Operational support,

in return for fees, without ownership participation or profit-sharing.

This is a purely contractual, low-risk model, often used where regulatory or sanctions exposure makes equity participation undesirable. This model is legally recognized in Syria as an independent service contract with low legal risk and no investment or ownership implications, provided it is precisely drafted and remains purely contractual; it is governed by the Syrian Civil Code and, where applicable, relevant sector-specific legislation (e.g., energy, telecoms, or health).

f. Licensing and Franchising

Licensing and franchising arrangements allow a Syrian partner to use a foreign trademark, technology, or business system, and/or to operate under a defined brand or technical framework, in exchange for royalties or fees.

This model is common in retail, food services, and branded services, and requires careful control of brand use, quality standards, and termination conditions. This framework is inferred from the Law No. 8 of 2007 (Trademark, Geographical Indications, Industrial Designs and Models Law), the Syrian Civil Code, and the Law No. 7 of 2008 (Competition and Anti-Monopoly Law).

g. Exclusive Supply or Distribution Agreements

These arrangements grant a Syrian partner exclusive rights to distribute or supply products within a defined territory, subject to:

- Minimum purchase commitments,
- Performance obligations.

Exclusive supply or distribution agreements in Syria are not governed by a single provision under investment or company law but are regulated primarily by the Syrian Civil Code, with courts closely scrutinizing exclusivity to prevent unfair restraints on trade; enforceability depends on careful drafting, while only the Syrian party must be locally registered unless sector-specific regulations require otherwise.

While operationally simple, exclusivity clauses must be carefully calibrated to avoid dependency or exit constraints.

h. Public–Private Partnership (PPP) and Public-Sector Partnership Models

Partnerships with the public sector are used primarily in:

- Infrastructure,
- Energy,
- Utilities,
- Large-scale services.

These models involve financing, construction, operation, and eventual transfer or retention of assets, depending on the structure.

They are highly complex and risk-intensive, requiring:

- Clear government guarantees,
- Detailed force majeure provisions,
- Robust dispute resolution and arbitration clauses,
- Explicit rules on revenue conversion and transfer.

Public–private partnership projects in Syria are governed by Law No. 5 of 2016 (PPP Law), which establishes the institutional and contractual framework for delivering infrastructure and public services through partnerships with the private sector, regulating approvals, tendering, contracts, and the allocation of rights and responsibilities between the parties.

7. Company or Branch Registration Process

The establishment of a legal presence in Syria—whether through a Syrian company or a branch of a foreign company—follows a structured administrative process governed by company law, foreign establishments regulations, and implementing administrative practice. While the procedural steps are formalized, the completeness and sequencing of documentation are decisive for avoiding delays or rejection.

a. Preparation of incorporation documents

i. Syrian Company

For companies incorporated under **Legislative Decree No. 29 of 2011** (Companies Law), registration begins with the preparation of core constitutive documents, including:

- The official application for company registration;
- The Articles of Association or Memorandum of Incorporation, defining:
 - Legal form,
 - Capital,
 - Ownership structure,
 - Management and representation powers;
- Identification documents of partners/shareholders and managers;
- Proof of company address (ownership deed or lease contract).

These documents form the legal basis for the Commercial Registry's assessment of incorporation validity.

ii. Branch of a Foreign Company

For foreign branches, registration is governed by **Law No. 34 of 2008** (Foreign Establishments Law). Preparatory documentation must demonstrate the legal existence and authority of the parent company, including:

- A certified extract from the parent company's commercial register;
- A board resolution approving the establishment of a branch in Syria;
- The parent company's Articles of Association and internal regulations;
- A decision appointing a branch manager and defining their powers.

Branches do not acquire independent legal personality under Syrian law and operate as an extension of the foreign parent.

iii. Capital deposit (where applicable)

Capital deposit requirements depend on the legal form and nature of the entity:

- For Syrian companies, where capital requirements apply, proof of deposit of the subscribed capital in a local bank account in the company's name may be required as part of the registration file;
- For branches, authorities may require evidence of the financial soundness of the parent company, often demonstrated through:

- A bank statement or financial disclosure issued by a bank in the parent company's home jurisdiction, reflecting a minimum balance as applied in practice.

These requirements are standard elements used to assess the seriousness and solvency of a company.

b. Registration with Competent Authorities

i. Commercial Registry

The Commercial Registry, operating under the Ministry of Internal Trade and Consumer Protection, is the central authority for:

- Registering Syrian companies;
- Recording branches of foreign companies after sectoral approval;
- Issuing the commercial registration certificate, which confers legal capacity to contract, hire, import, and open bank accounts.

Registration in the Commercial Registry is a mandatory legal step linking company's existence to tax, banking, and licensing obligations.

ii. Ministry of Economy (for Foreign Branches)

For branches and other non-incorporated foreign presences, registration is handled through the competent department within the Ministry of Economy and Foreign Trade, in accordance with **Law No. 34 of 2008** (Foreign Establishments Law).

This process includes:

- Reviewing the parent company's documentation;
- Approving the scope of branch activity;
- Coordinating registration in the Commercial Registry once approval is granted.

c. Authentication chain for foreign documents

Foreign-issued documents cannot be accepted unless properly authenticated. They must be authenticated in the following sequence:

- Competent authorities in the home country of the parent company (e.g., commercial registry, notary, or foreign ministry);
- Syrian embassy or consulate in the country of origin;
- Syrian Ministry of Foreign Affairs upon submission in Syria.

Failure to comply with this authentication chain is among the most common causes of procedural delay in branch registration.

d. Appointment of legal representative/branch manager

Both the Companies Law and the Foreign Establishment Law require the appointment of a legally empowered representative as part of the registration process.

i. Syrian Companies

- Appointment of a manager or board of directors as specified in the Articles of Association;
- Definition of signing authority and representation powers;
- Registration of these powers with the Commercial Registry.

ii. Foreign Branches

- Mandatory appointment of a branch manager resident in Syria;
- Submission of a notarized power of attorney or appointment decision granting authority to:
 - Represent the branch before authorities,
 - Sign contracts,
 - Open bank accounts.

Branch managers function as the legal interface between the foreign parent and Syrian authorities. Unclear or insufficient representation powers may block subsequent administrative steps.

8. Licensing Pathways

Licensing in Syria follows two parallel and legally distinct pathways, depending on whether the project is registered as an investment project or proceeds as an ordinary commercial, industrial, or service activity outside the investment framework. The choice of pathway determines the competent authority, sequencing of approvals, access to incentives, and the degree of procedural coordination.

a. Investment Path (via the SIA)

i. Legal Basis and Institutional Framework

The investment pathway is governed primarily by **Law No. 18 of 2021** (Investment Law), which establishes the legal framework for classifying projects as investment projects and assigns coordination authority to the SIA.

The SIA operates through an Investor Services Center, which serves as a centralized coordination platform for approvals from multiple public bodies.

Importantly, the registration of an investment project is not mandatory solely due to foreign ownership, but rather depends on the investor's intention to:

- Register the project formally as an investment;
- Benefit from incentives, guarantees, or procedural facilitation;
- Centralize approvals through the investment authority.

ii. Application for an Investment License

Under **Law No. 18 of 2021** (Investment Law), the investment pathway begins with submitting an application for an investment license to the SIA.

The application file typically includes:

- Identification of the investor (including passport for foreign investors);
- Legal documents of the company or proposed project;
- Description of the activity and project scope;
- Documentation relating to the project site (ownership, lease, or right of use);
- Any sector-specific documents required under applicable regulations.

The investment license functions as the legal anchor for the project, enabling subsequent approvals to be processed within a unified framework.

iii. One-Stop Shop Coordination of Approvals

A defining feature of the investment pathway is its one-stop-shop mechanism. Once an investment application is submitted:

- The Syrian Investment Agency coordinates horizontally with:
 - Local administration and municipalities,
 - Environmental authorities,
 - Sectoral regulators,
 - Financial and social security authorities,
- Rather than requiring the investor to obtain each approval independently.

This mechanism is particularly relevant for:

- Large-scale or multi-sector projects;
- Projects involving environmental impact or land-use considerations;
- Foreign investors seeking procedural predictability.

iv. Eligibility for Incentives and Guarantees

Only projects registered under **Law No. 18 of 2021** (Investment Law) are eligible for the incentives and guarantees provided therein, including:

- Tax reductions or exemptions;
- Customs facilities related to project inputs;
- Legal guarantees concerning project management, operation, and profit transfers, subject to applicable regulations and Central Bank instructions.

These benefits do not apply automatically to projects proceeding outside the investment framework, even if they are legally established companies.

b. Ordinary Commercial Path

i. Legal Basis

The ordinary commercial pathway applies to activities that:

- Do not seek registration as investment projects;
- Are not required by law to obtain an investment license;
- Proceed directly under **Legislative Decree No. 29 of 2011** (Companies Law) and other applicable sectoral and administrative regulations.

Many commercial, industrial, and service activities may lawfully operate without an investment license, provided that all required approvals are obtained through the ordinary administrative channels.

ii. Company Registration as the First Step

Under this pathway, the process begins with:

- Establishing the legal entity (company or branch);
- Completing registration in the Commercial Registry;
- Opening the tax file and completing related formalities.

Legal personality must be established first, as subsequent licenses, contracts, and approvals depend on the entity's registration.

iii. Municipal, Zoning, and Environmental Approvals

After company registration, the investor must obtain approvals relating to the project site and operational readiness, including:

- Municipal approvals and compliance with zoning and urban planning regulations, pursuant to **Law No. 23 of 2015** (Urban Planning Law);
- Environmental approvals under **Law No. 50 of 2002** (Environmental Law) and **Law No. 12 of 2012** (Environmental Protection Law), including environmental impact assessments where required.

These approvals are horizontal requirements common to most projects, regardless of sector.

iv. Sequential Sectoral Licensing

Once general approvals are secured, sector-specific licenses must be obtained from the competent authority, depending on the nature of the activity:

- These licenses are issued sequentially, not centrally;
- Each sectoral authority applies its own technical, safety, and regulatory standards;
- The absence of any required sectoral license prevents lawful operation, even if the company is fully registered.

Examples include industrial, health, tourism, educational, or other regulated activities, each governed by its own legislation and implementing instructions.

9. Banking and Financial Setup

Banking feasibility is the single most critical operational bottleneck for doing business in Syria. While the legal framework formally permits account opening, capital movements, and profit transfers, practical operability is determined by compliance with banking, AML/CFT, and sanctions requirements, as applied by Syrian banks and correspondent networks.

a. Opening a corporate bank account

Any company or branch operating in Syria must open at least one corporate bank account with a licensed Syrian bank to:

- Deposit capital (where required),
- Pay taxes and fees,
- Settle operational expenses,
- Receive revenues,
- Process profit distributions or transfers.

It should be noted that account opening is not automatic upon registration. Banks independently assess applications in accordance with their regulatory obligations and internal risk policies.

The legal framework governing banking relationships includes:

- **Law No. 30 of 2010** (Banking Secrecy Law), which governs confidentiality while allowing disclosure to supervisory authorities;
- Instructions issued by the Central Bank of Syria and the Monetary and Credit Council which regulate banking operations and foreign currency handling.

b. Full KYC / Beneficial Ownership disclosure

Syrian banks are legally required to conduct strict Know-Your-Customer (KYC) and Beneficial Ownership (UBO) checks before opening or maintaining any account.

These obligations arise from:

- **Legislative Decree No. 33 of 2005** (Combating Money Laundering and Terrorist Financing), as amended;
- Implementing decisions, including **Decision No. 19 of 2019** issued by the Anti-Money Laundering and Terrorism Financing Commission.

According to laws and regulations, banks must therefore collect and verify, at a minimum:

- The legal identity and registration documents of the company or branch;
- The identities of all shareholders or partners above the applicable ownership threshold;
- The identities of directors, managers, and authorized signatories;
- The ultimate beneficial owner(s);
- The nature of the business activity and its economic rationale;
- The source of funds.

Failure to satisfy KYC or UBO disclosure requirements obliges the bank to refuse or terminate the banking relationship, regardless of the company's legal registration status.

c. Sanctions and name-screening checks

Syrian banks conduct multi-layered sanctions screening that extends beyond purely domestic legal requirements. As such, banks are required to screen:

- The company,
- Shareholders and partners,
- Directors and managers,

- Authorized signatories, against:
- UN Security Council sanctions lists (including lists issued under Resolutions 1267 and 1373);
- Domestic sanctions lists issued pursuant to Syrian AML/CFT regulations;

In practice, banks also screen US and EU sanctions lists, due to correspondent banking and risk-management considerations.

As sanctions screening is a practical gatekeeping mechanism, any negative match or heightened risk profile may prevent account opening or lead to transaction blocking, even where Syrian law does not prohibit the activity.

d. FX handling and operational constraints

There is a distinction between the legal right to use and transfer foreign currency and the practical constraints affecting execution.

Under **Law No. 18 of 2021** (Investment Law) and **Legislative Decree No. 29 of 2011** (Companies Law), foreign investors are legally entitled to:

- Open accounts in Syrian pounds and foreign currency;
- Transfer profits, dividends, and liquidation proceeds abroad, subject to conditions;
- Pay foreign suppliers and receive export proceeds through licensed banks.

However, foreign exchange operations are subject to Central Bank regulations, including:

- Availability of foreign currency within the banking system;
- Purpose-of-transfer verification;
- Documentation requirements;
- In some cases, prior approvals from the Central Bank or related authorities.

As a result, FX transactions may be delayed or partially executed despite clear legal entitlement.

e. Practical limits vs legal entitlements

The distinction between what is legally permitted and what is practically executable in the banking system. As such, the principal challenge for investors is not the absence of legal rights, but the practical application of banking compliance, sanctions risk, and correspondent

constraints. Indeed, banks may act conservatively to manage regulatory and reputational risk, resulting in:

- Delays in account opening,
- Transaction blocking,
- Enhanced due diligence requests,
- Limits on transfers.

This gap between legal entitlement and practical execution applies equally to:

- Capital injection,
- Operational payments,
- Profit repatriation,
- Payment of foreign staff salaries.

10. Tax and Accounting Registration

Tax and accounting registration is a mandatory and foundational step for any company or branch operating in Syria. Registration in the tax system is a prerequisite for lawful operation, banking, licensing, customs clearance, and contract execution with both public and private counterparties.

a. Tax file opening

Once a company or branch is registered in the Commercial Registry, it must open a tax file with the competent financial directorate at its place of registration.

This requirement is grounded in:

- **Law No. 24 of 2003** (Income Tax Law), which governs the taxation of income generated from Syrian sources;
- Implementing regulations issued by the Ministry of Finance.

Before commencing operations, a tax number must be obtained, which subsequently links the entity to all fiscal obligations, including income tax, payroll tax, contract tax, and inspections. Failure to open or properly activate a tax file may block banking operations, licensing, or participation in tenders.

b. Applicable taxes

The main categories of taxes applicable to companies and branches operating in Syria are determined by the place of income generation and the nature of activity, not by the nationality of shareholders.

i. Corporate Income Tax

Corporate profits derived from activities carried out in Syria are subject to corporate income tax under **Law No. 24 of 2003** (Income Tax Law). Taxation is based on net profits and assessment may be conducted under the actual profits regime, or presumptive or categorical assessment methods, depending on the activity and accounting records.

Projects registered under **Law No. 18 of 2021** (Investment Law) may benefit from partial or full income tax exemptions or reductions, subject to sector, location, and duration conditions specified in the law and its implementing instructions.

ii. Withholding Taxes and Contract Taxes

Certain payments made by companies are subject to withholding at source, particularly in the context of:

- Service contracts,
- Supply contracts,
- Payments to non-resident entities.

This framework is governed by:

- **Law No. 60 of 2004** (Tax Deductions at Source Law);
- Ministry of Finance implementing decisions.

Withholding obligations apply regardless of whether the counterparty is Syrian or foreign, and failure to withhold may expose the payer to penalties.

iii. Capital Income Taxes

Capital income taxation includes taxes applied to:

- Dividends and profit distributions,
- Interest income,
- Certain capital gains.

Amendments introduced in recent years have increased the relevance of capital income tax, which applies to profit distributions and must be factored into repatriation planning for foreign investors.

iv. Customs Duties and Related Charges

For companies involved in import/export activities, customs obligations are governed by:

- Law No. 38 of 2006 (Customs Law);
- The unified customs tariff and implementing regulations.

Customs duties, fees, and related charges apply based on:

- Classification of goods,
- Declared value,
- Country of origin,
- Applicable exemptions or incentives.

Law No. 18 of 2021 (Investment Law) provides customs facilities and exemptions for certain investment projects, particularly for equipment and inputs necessary for project establishment and operation.

c. Accounting and audit requirements

All operating entities must maintain organized accounting records consistent with Syrian accounting and tax requirements. Among those, key obligations include:

- Maintaining accounting books and records sufficient to substantiate declared profits;
- Preparing annual financial statements;
- Retaining supporting documentation for tax and customs purposes.

An external audit is mandatory in certain cases, including for companies subject to audit under tax law, and investment projects seeking to transfer profits abroad under Investment Law No. 18 of 2021. Moreover, audited financial statements are required to support profit distribution, justify foreign currency transfers, and close tax assessments.

d. Preparation for inspections and reconciliations

Tax inspection is a normal part of operating in Syria. Tax authorities are empowered under **Law No. 24 of 2003** (Income Tax Law) and related regulations to:

- Conduct audits and inspections;
- Review accounting records, invoices, and contracts;
- Reassess declared income where discrepancies are identified.

As such, proper documentation and accounting discipline significantly reduce disputes and reconciliations are often required before profit repatriation, company liquidation, and

amendments to company structure. Additionally, customs and social security inspections may occur in parallel, reinforcing the need for integrated compliance.

11. Employment and Social Security

Employment and social security compliance is an integral component of legal operability in Syria, directly affecting licensing, inspections, banking relationships, and the ability to employ foreign nationals. Employment obligations apply to both Syrian companies and foreign branches operating in the country.

a. Hiring local staff

Under **Law No. 17 of 2010** (Labour Law), employment is fundamentally contract-based. The law sets the minimum framework governing hiring conditions, working hours and rest periods, wages and allowances, leave entitlements, termination and end-of-service procedures, and labour dispute resolution mechanisms.

Compliance is not only a legal duty but an operational requirement, as labour compliance is regularly reviewed in connection with licensing and renewals. Breaches may expose the employer to fines, administrative closure, or suspension of activity, particularly where repeated violations are identified through inspections.

As per the laws in application, companies and branches must:

- Conclude written employment contracts consistent with the Labour Law;
- Register employees in the employer's records and payroll;
- Comply with statutory provisions on:
 - Working hours,
 - Wages and minimum entitlements,
 - Leave, termination, and disciplinary procedures.

Local hiring is generally unrestricted from a nationality perspective, but is closely tied to social security registration and tax withholding obligations, making proper documentation essential from the outset.

b. Work permits for foreign staff and applicable restrictions

Foreign nationals may not lawfully work in Syria without both a valid work permit and a residence permit, regardless of the company's ownership structure. This requirement arises from Law No. 17 of 2010 (Labour Law), as well as the implementing regulations and decisions

issued by the Ministry of Social Affairs and Labour, most notably **Decision No. 888 of 2016**, which regulates foreign labour.

Under this framework:

- Employers must obtain a work permit for each foreign employee prior to commencement of work;
- Work permits are issued for specific roles and defined periods, and are subject to renewal;
- The employer bears primary responsibility for ensuring compliance with work authorization requirements.

The foreign labour regime is based on:

- The principle of reciprocity; and
- Administrative discretion, including the possibility for the Minister of Social Affairs and Labour to grant exemptions or special approvals in justified cases, particularly where qualified Syrian labour is unavailable.

While Syrian law does not impose a formal ownership-based restriction on employment authorization, it should be noted that there is a practical interaction between work permit requirements and company ownership structure.

In practice, where all shareholders or partners are foreign nationals, additional scrutiny or procedural requirements may arise during the work authorization process, unless mitigated through recognized local representation. This interaction reflects administrative practice rather than a statutory limitation on ownership.

c. Quotas and practical caps

While no explicit quota is set out in the text of the Labour Law, implementing rules and administrative practice impose practical limitations, including:

- Foreign workers should generally not exceed 10% of the total workforce of the employer;
- The total wages paid to foreign workers should not exceed a specified proportion of the total wage bill;
- Stricter limitations apply in banking, financial, and insurance sectors.

Exceptions may be granted where the employer demonstrates the unavailability of qualified Syrian labor, but such exemptions are discretionary and case-specific.

d. Social security registration

Social security obligations are governed by **Law No. 92 of 1959** (Social Insurance Law), which provides that:

- Employers must register employees with the General Establishment for Social Insurance;
- Contributions are mandatory for eligible employees and calculated based on wages;
- Registration is required before or immediately upon commencement of employment.

Social security registration is not merely a labor compliance requirement, as it is closely linked to:

- Licensing processes,
- Chamber of commerce or industry membership,
- Tax compliance,
- Inspections by labor and social insurance authorities.

Failure to register employees may result in administrative penalties, back payments and fines, and complications during licensing renewals or inspections.

e. Payroll taxes and reporting

In addition to their labour and social insurance obligations, employers in Syria are responsible for payroll-related tax compliance for both Syrian and foreign employees. These obligations arise primarily under **Law No. 24 of 2003** (Income Tax Law), and the implementing instructions issued by the Ministry of Finance. As per these regulations, employers are required to:

- Withhold income tax on wages and salaries at source;
- Declare and remit withheld amounts to the competent financial directorate within prescribed deadlines;
- Maintain payroll records and supporting documentation consistent with tax and accounting requirements.

Payroll tax compliance is closely linked to:

- The opening and maintenance of the tax file;
- Social security registration;
- Periodic inspections by tax authorities.

Failure to comply may result in reassessments, penalties, and complications during broader tax audits or reconciliations, particularly when the company seeks to regularize its fiscal position or transfer profits abroad.

f. Personal Income Taxation of Foreign Nationals

Syrian payroll and wage taxation may apply to non-Syrian employees working in Syria. Under the current framework, the determining factor is not nationality, but the existence of a sufficient tax nexus to Syria through residence, work performed within Syrian territory, or compensation linked to a Syrian office, branch, or project.

In practice, non-Syrian employees physically working in Syria or receiving compensation for services performed in Syria are generally subject to Syrian payroll and wage taxation unless a specific exemption, treaty provision, or special legal status applies.

Syrian legislation does not currently provide a detailed statutory test for individual tax residency comparable to the “183-day rule” used in some jurisdictions. Instead, practical assessment typically relies on a combination of factual and administrative indicators, including:

- Duration of physical presence in Syria;
- Existence of residence, work authorization, or local registration;
- Location where services are effectively performed;
- Source of salary payment and allocation of salary costs;
- Connection to a Syrian payroll system or social security structure;
- Existence of a Syrian employment contract, assignment, or local project linkage.

Accordingly, the absence of permanent residency status does not necessarily exempt a foreign employee from Syrian payroll taxation if the underlying work is performed within Syria. Employers should therefore assess payroll tax exposure for foreign staff at the structuring stage of any Syria-based operation, assignment, or project deployment.

g. Transferability of foreign staff salaries

The transfer of wages and compensation for foreign employees is a distinct and practically important issue, and it is linked to recent regulatory developments. Under **Law No. 18 of 2021** (Investment Law) and **Legislative Decree No. 114 of 2025**, foreign employees working lawfully in Syria may transfer their salaries and remuneration abroad, provided that:

- They hold valid work permits issued by the Ministry of Social Affairs and Labour;
- Their employment relationship is properly documented;
- Payroll taxes and social security contributions (where applicable) have been settled;
- Transfers are executed through licensed Syrian banks in accordance with Central Bank instructions.

Decree No. 114 of 2025, amending the Investment Law, introduced significant facilitation by allowing the full transferability of wages and compensation for non-Syrian workers, subject to banking compliance and documentation requirements. However, practical execution remains subject to bank-level KYC/AML checks, availability of foreign currency, and correspondent banking constraints may affect timing, and clear payroll documentation is essential to justify the purpose and legitimacy of the transfer.

h. Hiring Structures Available

Syrian law allows several hiring structures, but their legal treatment depends on substance rather than form.

i. Employment contracts under Labour Law

The principal and safest hiring structure is an employment contract governed by **Law No. 17 of 2010** (Labour Law). These include:

- Fixed-term contracts: Contracts concluded for a defined duration, which terminate automatically upon expiry. However, where performance continues after expiry without renewal in accordance with the law, the contract may be recharacterized as indefinite.
- Indefinite-term contracts: Contracts without a defined end date. Either party may terminate the contract, subject to:
 - Prior written notice, and
 - A statutory notice period (generally two months as a default rule), unless a longer period is agreed.
- Task-based or project-based contracts: Contracts linked to the completion of a specific task or project. These terminate upon completion of the agreed work. If the employer terminates the contract before completion without legal cause, compensation may be due.

ii. Independent contractors

In theory, companies may engage independent contractors outside the scope of Labour Law. However, the decisive criterion in practice is subordination and control. If a person:

- Works under the authority and supervision of the company,
- Receives remuneration in exchange for work,

the relationship may be reclassified as an employment relationship, regardless of contractual labeling. Such reclassification exposes the employer to:

- Retroactive social security contributions,
- Payroll taxes,
- Penalties and administrative sanctions.

This represents a significant compliance risk for foreign firms relying on contractor-heavy models.

i. Employer Obligations

Once an employment relationship is established, employer obligations arise automatically.

i. Social security and insurance

Under **Law No. 92 of 1959** (Social Security Law):

- Employers must register employees with the General Establishment for Social Insurance;
- Mandatory contributions apply, including insurance against work injuries;
- Employers must maintain statutory employment and payroll records.

Failure to comply may lead to back payments, fines, and enforcement measures during inspections.

ii. Termination and end-of-service exposure

Employer obligations upon termination depend on:

- The type of contract (fixed-term vs indefinite),
- The cause of termination,
- Compliance with notice requirements.

For indefinite contracts, failure to comply with statutory notice periods or to have a legal ground for termination may give rise to compensation claims, including end-of-service entitlements.

12. Real Estate and Premises

Access to real estate—whether through leasing or ownership—is a core enabling condition for licensing and operation in Syria. While company law may permit broad foreign ownership of corporate capital, real estate is governed by a separate and more restrictive legal regime, with heightened administrative and security scrutiny in practice.

a. Leasing vs ownership

There is a clear distinction between leasing premises and acquiring ownership rights, with leasing generally the preferred and most straightforward option for foreign investors.

- Leasing:

- Widely used for commercial, service, and office activities;
- Typically sufficient to meet licensing, registration, and banking requirements;
- Requires a valid lease contract duly documented and, where required, registered.
- Ownership:
 - Legally possible in certain cases, but subject to additional legal and administrative constraints;
 - More common for industrial or long-term investment projects, often within an investment-licensed framework.

In practice, many investors structure their presence through long-term leases to avoid delays associated with ownership approvals.

b. Property ownership restrictions

There is a clear distinction between ownership of company share capital, which may be fully foreign-owned under **Legislative Decree No. 29 of 2011** (Companies Law); and ownership of real estate, which is subject to special legislation and administrative controls.

Property ownership by non-Syrians is governed by **Law No. 11 of 2011** (Foreign Ownership of Real Estate Law); and related implementing regulations and administrative practice.

Key restrictions highlighted include:

- Limits on the number and type of properties that may be owned by non-Syrians;
- Conditions on the purpose of ownership (e.g., linkage to an approved project);
- Restrictions on disposal or transfer within defined time periods;
- Additional constraints in border and security-sensitive areas.

These restrictions are applied more rigorously in practice than corporate ownership rules, making real estate one of the most sensitive aspects of foreign investment in Syria.

c. Security approvals where applicable

It should be noted that real estate transactions—especially those involving non-Syrians or foreign-owned companies—may require security approvals, even where no explicit statutory text sets out detailed criteria.

This is especially the case in the following cases:

- Properties located in border zones or strategically sensitive areas are subject to enhanced scrutiny;
- Approvals may be required from the Ministry of Interior and other competent security authorities;
- Security clearance may be required before:
 - Registration of ownership,
 - Approval of long-term leases,
 - Licensing of activities tied to the premises.

These approvals arise from administrative practice and security regulations, and their absence can halt a project regardless of compliance with company or investment law.

d. Industrial vs commercial zoning compliance

Zoning and land-use compliance are horizontal legal requirements applicable to all projects, which are governed primarily by **Law No. 23 of 2015** (Urban Planning Law), and municipal planning and building regulations.

Key distinctions include:

- Industrial activities must be located in zones designated for industrial use and may require:
 - Industrial licensing,
 - Environmental impact assessments,
 - Compliance with safety and infrastructure standards.
- Commercial and service activities must comply with commercial zoning classifications and municipal usage rules.

In practice, a mismatch between activity type and zoning classification is a frequent cause of licensing refusal. Moreover, zoning approval is often required before sectoral licensing and, in some cases, before finalizing real estate arrangements.

13. Customs, Trade, and Operations

Any entity engaged in import, export, or goods-related operations in Syria must comply with a distinct customs and trade compliance regime. These obligations are separate from company registration and licensing, and are enforced through customs authorities, sector regulators, and financial controls.

a. Import/export registration

Before engaging in any cross-border trade, a company or branch must be legally registered and operationally enabled for customs dealings. This requires:

- A valid commercial or industrial registration;
- An active tax file;
- Registration with the competent customs authorities to enable the submission of customs declarations;
- In certain cases, registration or authorization from sectoral authorities (e.g. for regulated goods).

The governing legal framework includes:

- **Law No. 38 of 2006** (Customs Law), which regulates import and export procedures, declarations, and enforcement;
- Implementing regulations and instructions issued by the customs administration.

Customs clearance cannot be performed in the absence of a properly registered legal entity, even if the goods themselves are otherwise licensable.

b. Customs classification and valuation

Correct customs classification and valuation are among the most sensitive compliance areas for operators. Under **Law No. 38 of 2006** (Customs Law):

- Goods must be classified according to the applicable customs tariff and harmonized system codes;
- Declared values must reflect the actual transaction value, supported by invoices and transport documents;
- Origin rules must be correctly applied, particularly where preferential or restrictive measures may be involved.

Any misclassification or undervaluation may lead to reassessment, penalties, or seizure. In practice, disputes over tariff codes or valuation are common and can significantly delay clearance, which is why accurate documentation is essential for both customs and subsequent tax reconciliation.

c. Storage and logistics compliance

Customs compliance extends beyond border clearance to storage, transport, and logistics arrangements. As such, key requirements, which arise from **Law No. 38 of 2006** (Customs Law) and related implementing regulations, include:

- Storage of goods in approved warehouses or facilities, particularly for goods pending clearance;
- Compliance with customs supervision rules for bonded or temporary storage;
- Adherence to transport and documentation requirements during internal movement of goods.

These requirements are reinforced through inspections and audits, and any deficiency in storage or logistics documentation may trigger customs violations even where import/export licenses are otherwise valid.

d. Sector-specific operational permits

Customs clearance alone does not authorize the use, sale, or operation of imported goods. Depending on the nature of the activity and goods involved, additional sector-specific operational permits may be required from the competent authority, including but not limited to:

- Industrial permits for manufacturing or processing activities;
- Health or safety approvals for medical, food, or chemical products;
- Energy, telecommunications, or transport-related authorizations for regulated equipment.

These permits are governed by the relevant sectoral legislation and regulatory bodies. The absence of required operational permits may prevent the lawful use of goods even after customs clearance.

14. Profit Repatriation and Exit

Syrian law recognizes the right of foreign investors to transfer profits and exit capital, but subjects this right to strict procedural, banking, and documentation requirements. In practice, profit repatriation and exit are governed as much by financial compliance and banking operability as by formal legal entitlement.

a. Conditions for profit transfers

The right to transfer profits abroad is established primarily under Law No. 18 of 2021 (Investment Law) and Legislative Decree No. 29 of 2011 (Companies Law). Under these frameworks, foreign investors are entitled to:

- Transfer net profits attributable to their shareholding;
- Transfer proceeds arising from the liquidation or disposal of their participation;

- Transfer interest, dividends, and other legally recognized returns, provided that:
 - The profits are generated from foreign capital lawfully invested in Syria;
 - All tax, customs, and financial obligations related to the profits have been settled;
 - Transfers are executed through licensed Syrian banks in accordance with applicable regulations.

It should be noted that profit transfer is not automatic and becomes legally actionable only after finalization of accounts and fiscal compliance.

b. Documentation requirements

Documentation is the central condition for both profit repatriation and exit-related transfers. Banks and authorities typically require:

- Audited annual financial statements, prepared in accordance with applicable accounting standards;
- Proof of tax settlement, including income tax and capital income tax on distributions;
- Board or shareholders' resolutions approving profit distribution or liquidation;
- Evidence linking the profits to foreign capital invested (capital injection documentation);
- A formal request specifying the purpose of transfer.

The absence or inconsistency of documentation is a common cause of delay or rejection, even where the substantive right to transfer exists.

c. Role of the Central Bank and banks

There is a distinction to be made between the legal framework, which permits transfers, and the operational gatekeeping roles of banks and the Central Bank of Syria. In practice, commercial banks are responsible for:

- Conducting KYC/AML and sanctions screening under **Legislative Decree No. 33 of 2005** (Money Laundering Law) and related decisions;
- Verifying the economic purpose and legality of the transfer;
- Ensuring compliance with Central Bank instructions on foreign currency operations.

However, the Central Bank, through its regulatory authority and instructions, may:

- Impose documentation thresholds;
- Require prior approval for certain transfers;
- Regulate the timing and modality of foreign exchange availability.

As a result, banks will not process transfers solely on the basis of company law rights; practical feasibility depends on compliance with banking risk controls and FX availability.

d. Liquidation or divestment procedures

Exit may occur through the sale of shares or participation to another party, a reduction of capital, or the full liquidation of the company or branch.

These processes are governed by **Legislative Decree No. 29 of 2011** (Companies Law) for Syrian companies and the relevant regulations governing foreign branches under **Law No. 34 of 2008** (Foreign Establishments Law). Key procedural requirements include:

- Formal resolutions approving liquidation or transfer;
- Settlement of all outstanding liabilities (tax, customs, social security);
- Completion of tax audits and reconciliations;
- Registration of changes or dissolution with the Commercial Registry.

Only after these steps are completed may liquidation or sale proceeds be considered eligible for transfer abroad.

e. Real-estate and asset exit constraints

Exit involving real estate or fixed assets is subject to additional constraints, separate from corporate exit rules. In particular:

- Real estate owned or used by a foreign-owned company remains subject to:
 - **Law No. 11 of 2011** (Foreign Ownership of Real Estate Law);
 - Security approvals, especially in border or sensitive areas;
- Disposal or transfer of property may require:
 - Prior administrative and security approval;
 - Compliance with holding-period restrictions;
 - Separate valuation and registration procedures.

It should be noted that real estate is often the most restrictive component of an exit, and that proceeds from asset disposal cannot be transferred freely unless all legal and security conditions are satisfied.

15. Company Closure, Insolvency, and Bankruptcy

The legal framework governing company closure in Syria clearly distinguishes between voluntary exit and financial distress scenarios and does not impose capital-loss thresholds that prevent closure. However, while closure is legally permitted, practical obstacles may delay liquidation and deregistration.

The applicable procedures and risks depend on:

- Whether closure is voluntary or due to insolvency,
- The legal form of the entity (LLC, joint-stock company, branch),
- The status of tax, labour, and contractual obligations.

a. Voluntary Dissolution and Liquidation

Voluntary closure is legally permissible under Syrian company law and follows a formal dissolution and liquidation process.

i. Decision to dissolve

- The decision to dissolve the company is taken by the partners or the general assembly, in accordance with the quorum and voting rules set out in the Articles of Association or bylaws.
- The decision must be formally recorded and registered.

ii. Appointment of a liquidator

- A liquidator is appointed, who becomes the sole legal representative of the company during liquidation.
- The scope of the liquidator's powers and remuneration is defined by the dissolution decision.

iii. Publicity and creditor notification

The dissolution and liquidation decision must be:

- Registered with the Commercial Registry, with the company marked as "under liquidation";
- Published in the Official Gazette and two daily newspapers, at the company's expense;
- Notified to creditors, who are invited to submit claims.

iv. Liquidation operations

Liquidation includes:

- Inventory of assets and liabilities;
- Collection of receivables;
- Termination or settlement of contracts;
- Payment of creditors in accordance with statutory priority rules;
- Preparation of final liquidation accounts;
- Distribution of remaining assets to shareholders after full settlement of obligations.

v. Final deregistration

Final deletion from the Commercial Registry occurs only after:

- Closure of tax files and completion of tax audits;
- Settlement of social security and payroll liabilities;
- Clearance of customs obligations (if applicable);
- Cancellation of sectoral licenses.

b. Financial Distress, Insolvency, and Bankruptcy

Syrian law provides for:

- Preventive settlement; and
- Bankruptcy.

These regimes apply where a company is unable to meet its financial obligations.

i. Legal effects

- Collective judicial administration of the company's assets;
- Court supervision aimed at protecting creditor rights;
- Potential civil or criminal liability for management in cases of fraud, concealment, or bad faith.

These procedures are judicial in nature and materially different from voluntary liquidation.

c. Capital Losses and the “Zombie Company” Concern

Syrian law does not require a company to lose a fixed percentage of its capital before it is allowed to close, unlike practices reported in some other jurisdictions (Egypt).

However, if accumulated losses exceed half of the company's subscribed capital, company law requires the convening of an extraordinary general assembly, which must decide between:

- Covering the losses;
- Reducing the capital; or

- Dissolving and liquidating the company.

This mechanism is designed to force a decision, not to prevent exit. Accordingly, the “zombie company” model—where firms are legally trapped in ongoing loss-making operations—is not embedded in Syrian law.

d. Practical Obstacles That May Delay Closure

While legal dissolution is permitted, practical factors may delay liquidation and deregistration, including:

- Outstanding tax audits and reassessments;
- Social security liabilities, payroll settlements, and employee termination files;
- Long-term or hard-to-terminate contracts;
- Pending labour or commercial disputes, which may prevent clearance of accounts;
- Sectoral licensing regimes (e.g., health, education, financial services), which may require formal license cancellation before deregistration;
- Banking and foreign exchange constraints affect the settlement of obligations or the transfer of liquidation proceeds.

These factors can keep a company administratively active for an extended period, even if it is no longer operational.

16. Annexes

Annex 1: List of Contacts for Investors

Institution / Entity	Relevant Department / Unit	Role / Function	When to Contact	Key Contacts & Access	Website / Portal	Notes / Caveats
Syrian Investment Authority (SIA)	One-Stop Shop; Investment Licensing; Incentives & Exemptions; Legal Follow-up	Main authority for investment licensing, facilitation, and inter-agency coordination	Pre-establishment, establishment, and operational phases; investment license application; incentives and expansion	info@sia.gov.sy; +963 11 4410448	invest.gov.sy	Central entry point for investment projects; covers full investment lifecycle
Syrian Development Fund	—	Provides financing or co-financing for priority and development projects	Case-by-case; not required for all investments	contact@syrfund.gov.sy; +963 11 4477177	syrfund.gov.sy	Relevant for large or strategic projects seeking public support
Directorate of Internal Trade and Consumer Protection	Companies Directorate; Commercial Registry; IP Directorate	Company registration, commercial regulation, trademark registration	Early establishment; registration, amendments, trademarks	info@mitcp.gov.sy; +963 11 5161100	mitcp.gov.sy	Primary authority for company incorporation
Ministry of Economy and Industry	Foreign Companies Directorate; Licensing;	Trade licensing, import/export permits, foreign branch registration	Establishment and operational phases; trade	—	syrecon.gov.sy	Key counterpart for foreign companies

Annex 1: List of Contacts for Investors

	Economic Policies		and branch setup			and trade activity
Ministry of Finance	General Commission for Taxes & Fees; Provincial Directorates	Tax policy, administration, and fiscal incentives	From establishment through operation and liquidation	+963 987 013 346	syrianfinance.gov.sy	Oversees fiscal framework and incentives
Central Bank of Syria	Banking Operations; AML/CFT Commission; Government Commissioner	Regulates FX, banking, and profit repatriation	Pre-operational and operational phases; accounts, FX, transfers	info@cb.gov.sy; +963 11 9985	cb.gov.sy	Key gatekeeper for financial transactions
General Commission for Taxes and Fees	Income Tax; Large Taxpayers; Provincial Offices	Tax registration, filing, and compliance	Immediately post-incorporation and ongoing	syriantax@hotmail.com; +963 11 4430343	syriantax.gov.sy	Operational tax authority
Ministry of Local Administration and Environment	Urban Planning; Environmental Assessment	Zoning, land use, environmental approvals	Pre-construction, construction, operation	info@molae.gov.sy; +963 11 2145700	molae.gov.sy	Key for permits and land-use approvals
Ministry of Tourism	Tourism Licensing; Investment Directorate	Licensing of tourism projects	Pre-operation and licensing stage	info@mots.gov.sy; +963 11 2270001	mots.gov.sy	Sector-specific
Ministry of Transport	Governorate Transport Directorates	Transport, logistics, and infrastructure regulation	Pre-operation and operational phases	press@mot.gov.sy; +963 11 3330326	mot.gov.sy	Includes vehicle and logistics approvals

Annex 1: List of Contacts for Investors

Ministry of Health	Medical Licensing Directorate	Licensing of healthcare and pharmaceutical activities	Pre-operation and licensing stage	info@moh.gov.sy; +963 11 3339600	moh.gov.sy	Sector-specific
General Directorate of Real Estate Affairs	Registration; Cadastral Survey	Property registration and ownership transfer	Pre-establishment, operation, and exit	info@gdca.gov.sy	gdca.gov.sy	Critical for land-related investments
Federation of Syrian Chambers of Commerce	Secretariat; Investment Committee	Private sector representation and business facilitation	For networking and registration support	syr-trade@mail.sy; +963 958 866 880	fedcomm.syr.sy	Umbrella body
Federation of Chambers of Industry	Secretariat; Coordination Unit	Industrial sector support and coordination	Pre-establishment and partnerships	info@fsci.sy; +963 11 3319501	—	Industrial counterpart
Damascus Chamber of Commerce	Membership; Business Services	Local business registration and support	Establishment and operation	info@dcc.sy; +963 11 9935	dcc.sy	Local jurisdiction
Damascus Countryside Chamber of Commerce	Membership; Business Services	Business registration and facilitation	Establishment and operation	—	ccdcp.net	Local jurisdiction
Aleppo Chamber of Commerce	Commercial Registration; Traders Affairs	Registration and trade support	Establishment and operation	aleppochambercom@gmail.com; +963 960 609 200	aleppochamber.sy	Local jurisdiction
Damascus & Rural Damascus Chamber of Industry	Industrial Affairs; Investor Support	Industrial licensing support and coordination	Industrial project setup and expansion	dci@mail.sy; +963 11 2222205	dci-syria.org	Industrial support

Annex 1: List of Contacts for Investors

Aleppo Chamber of Industry	Licensing; Industrial Support	Industrial facilitation and representation	Industrial expansion and operations	+963 960 000 748	aci.org.sy	Industrial counterpart
Ministry of Social Affairs and Labour	Labour Directorate; Foreign Employment	Labour regulation and work permits	Pre-operation and operational phases	info@mosal.gov.sy; +963 11 2325221	mosal.gov.sy	Required for foreign staff
General Organization for Social Insurance	Contributions; Inspection; Compensation	Social security registration and compliance	At operational start and ongoing	—; +963 11 2316932	taminat.syr	Mandatory for employees
Syrian Engineers' Syndicate	Technical Review / Certification	Engineering review, technical certification, project sign-off support	Design, permitting, and execution stages	syrguild@gmail.com	osea.org.sy	Technical approvals remain linked to Syrian professional bodies
Syrian Arab Organization for Standardization and Metrology (SASMO)	Standards / Conformity Assessment	National standards, conformity frameworks, technical specifications	Prior to importing materials, systems, or equipment	sasmo@net.sy; +963 11 6131852	—	Key authority for standards recognition and conformity requirements
International Inspection & Certification Firms	Syria-linked operations and local partners	Testing, inspection, verification, and conformity assessment services	Pre-import, procurement, and technical compliance stages	Examples include SGS, Bureau Veritas, and Intertek	various	International certification does not automatically substitute for Syrian regulatory or technical approval

Annex 2: Applicable Legal Instruments Referenced in This Framework

#	Type	No. / Year	Common Label	Referenced as
1	Legislative Decree	No. 29 / 2011	Companies Law	Company formation; foreign ownership baseline; profit transfers; liquidation/closure
2	Law	No. 18 / 2021	Investment Law	Investment licensing path (SIA); incentives/guarantees; profit repatriation references
3	Presidential Decree	No. 114 / 2025	Amending Investment Law	Investor facilitation context; salary transferability for foreign workers
4	Law	No. 34 / 2008	Foreign Establishments Law	Branch/rep office/temp office legal basis; foreign entity registration
5	Law	No. 28 / 2001	Private Banks	Banking sector entry; ownership caps; Monetary & Credit Council authority
6	Law	No. 23 / 2015	Urban Planning Law	Zoning/site feasibility; municipal approvals; land-use compliance
7	Law	No. 50 / 2002	Environmental Law	Environmental approvals; EIA requirement
8	Law	No. 12 / 2012	Environmental Protection Law	Environmental approvals; EIA requirement
9	Law	No. 286 / 1956	Preventing Dealing with Israel Law	Boycott-related trade restrictions; import transaction screening
10	Code	—	Syrian Civil Code	Governs contractual JVs, agency/representation, management contracts, technical services, distribution exclusivity
11	Law	No. 8 / 2007	Trademarks / GIs / Industrial Designs & Models	Basis referenced for licensing/franchising + IP-related aspects
12	Law	No. 7 / 2008	Competition and Anti-Monopoly	Referenced basis for licensing/franchising constraints

Annex 2: Applicable Legal Instruments Referenced in This Framework

13	Law	No. 5 / 2016	PPP Law	Public–private partnership framework; approvals/tendering/contracts
14	Law	No. 28 / 2001	Banking Secrecy Law	Confidentiality rules + disclosure to supervisors
15	Legislative Decree	No. 33 / 2005	AML/CFT (Combating ML/TF)	KYC/UBO checks; sanctions screening; transfer processing compliance
16	Decision	No. 19 / 2019	AML/TF Commission Decision	Implementing the decision referenced for KYC/UBO obligations
17	Law	No. 24 / 2003	Income Tax Law	Tax file opening; corporate income tax; payroll tax references; inspections
18	Law	No. 60 / 2004	Tax Deductions at Source	Withholding/contract taxes framework
19	Law	No. 38 / 2006	Customs Law	Import/export registration; classification/valuation; storage/logistics; enforcement
20	Law	No. 17 / 2010	Labour Law	Employment contracts; work permits basis; termination/end-of-service; dispute mechanisms
21	Decision	No. 888 / 2016	Foreign labour regulation	Work permit regime for foreign nationals
22	Law	No. 92 / 1959	Social Insurance / Social Security Law	Social security registration; contributions; compliance linkage to licensing/inspections
23	Law	No. 11 / 2011	Foreign Ownership of Real Estate Law	Non-Syrian property ownership restrictions; exit constraints for assets