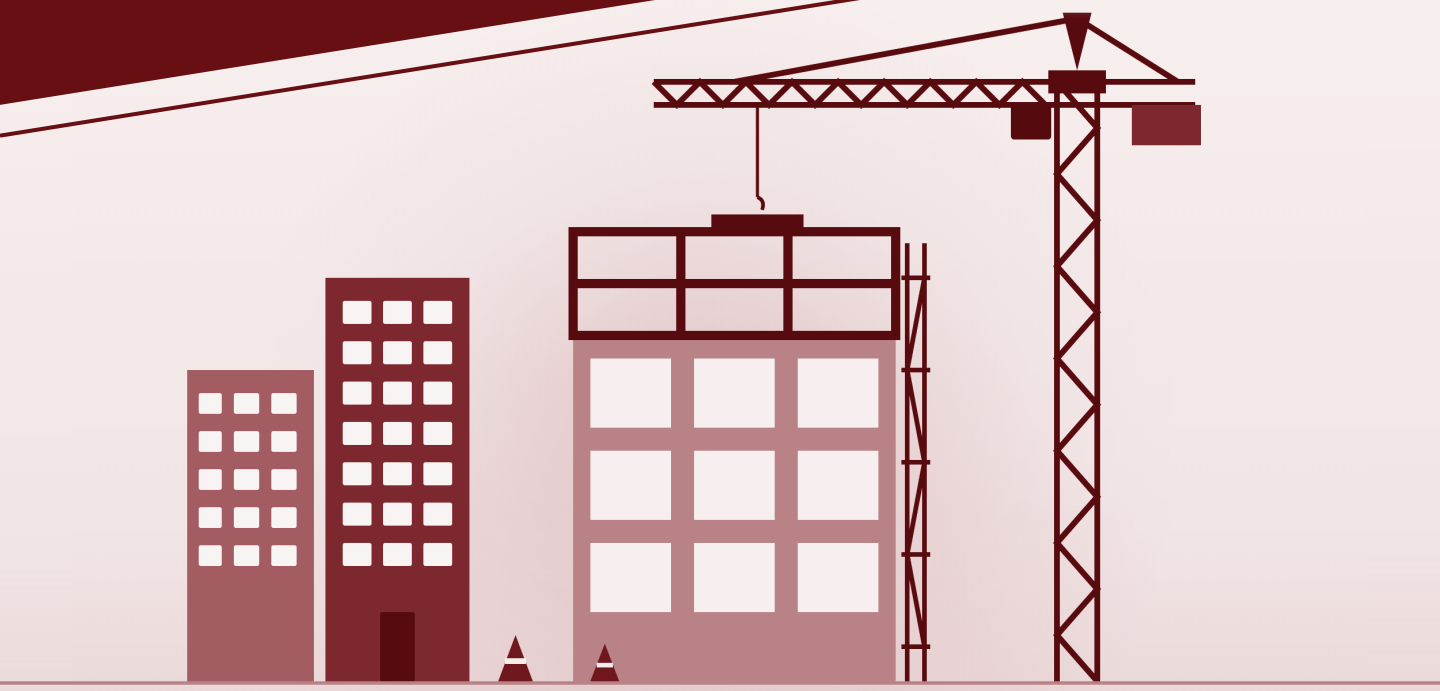
ETIHAD

PRACTICE OVERVIEW

Construction, Infrastructure & Real Estate

CONTRACTS · INFRASTRUCTURE & PPP · REAL ESTATE

From the tender and contract through delivery, payment and close-out



Construction Contracts & Procurement

How We Help

1

Drafting and Negotiation

Construction, design and engineering contracts on FIDIC and bespoke terms.

2

Government Contracts

Bids and contracts under Iraq's public procurement rules, including Instructions No. 2 of 2014.

3

Contractor Classification

Registration and classification of contractors with the Ministry of Planning.

4

Subcontracts and Supply

Subcontracts, supply, consultancy and design agreements.

5

Guarantees and retentions

Advance-payment, performance and retention guarantees, and their release.

6

Insurance and Risk

Insurance requirements, risk allocation and limitation of liability.

7

Contract Administration

Notices, variations, extensions of time and payment certificates during delivery.

8

PPP and BOT

Structures for public projects delivered with private capital.

People & Safety

- **Employment Contracts**
  Contracts and policies for site and office staff under the Iraqi Labour Law.
- **Work Permits and Residency**
  Visas, residency and work permits for expatriate staff.
- **Subcontractor Labour**
  Labour compliance across subcontractors and suppliers.
- **Social Security**
  Registration and contributions for Iraqi and expatriate workers.
- **Health and Safety**
  Occupational health and safety policies and site rules.
- **Workforce Disputes**
  Disciplinary matters, terminations and labour claims.

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Claims & Disputes

We look for negotiated, cost-effective outcomes first, and take claims to arbitration or the Iraqi courts when that is what protects the client.

How We Run A Claim

1. **Claims and Notices**
   Preparing claims, notices and the project record that supports them.
2. **Experts and Quantum**
   Working with technical and quantum experts on delay and cost.
3. **Enforcement**
   Enforcing awards and judgments, and defending guarantee calls.

Permits and Approvals

- **Building Permits**
  From municipalities and, in the capital, the Baghdad Mayoralty.
- **Environmental Approvals**
  Environmental assessments and approvals for construction projects.
- **Utility Connections**
  Power, water and sewerage connection approvals.
- **Investment Licences**
  From the National Investment Commission and provincial investment commissions.
- **Civil Defence and Safety**
  Fire safety and civil defence approvals before occupation.
- **Zoning and Land Use**
  Land-use changes and planning approvals.

CLAIMS WE HandLE

Delay and disruption ◆ Variations ◆ Late payment ◆ Defects and warranties ◆ Design errors ◆ Unforeseen site conditions ◆ Termination ◆ Withdrawal of work ◆ Contractor blacklisting ◆ Liquidated damages ◆ Guarantee calls ◆ Coordination failures ◆ Architect and engineer liability

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Infrastructure & PPP

We advise investors, contractors, lenders and public bodies on infrastructure projects in Iraq, from the tender or investment licence to operation and handback. Iraq has no PPP law in force, so most infrastructure projects rest on investment licences, government contracts and Council of Ministers decisions. Many projects are awarded faster than the legal framework to finance them is legislated, so we build each structure around the rules that actually apply to it.

How We Help

PPP and BOT

1

Structuring and negotiating build-operate-transfer, design-build-finance-operate-transfer and availability-payment models for roads, water, power and public buildings.

Public Tenders

3

Reviewing tender documents, preparing bids, bid bonds and clarifications, and challenging tender decisions with ministries and provincial authorities.

Funded Projects

5

Projects financed by development lenders and export credit agencies, under their procurement, environmental and anti-corruption rules.

2

Concessions

Concession agreements covering exclusivity, tariffs, revenue sharing, operation and maintenance, step-in rights and handback condition.

4

Government Contracts

Bids and contracts under Iraq's public procurement rules, including price adjustment, variations and payment terms with state entities.

6

Sovereign Guarantees

Government guarantees and payment security for project financing, including the approvals and signatory authority they require.

> *Federal Iraq and Kurdistan Region: two investment regimes, one team.*

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Infrastructure Sectors

Each infrastructure sector in Iraq has its own ministry, licensing rules and state counterparties. We work across all of them, so clients deal with one team whatever the asset.

Transport and Utilities

- **Roads and Bridges**

  PPP and EPC contracts for highways, ring roads, bridges and tolling.

- **Water and Sewerage**

  Treatment plants, networks and long-term operation contracts with municipalities.

- **Power**

  Independent power projects, power purchase agreements with the Ministry of Electricity, and transmission works.

- **Renewables**

  Utility-scale solar tenders, rooftop and commercial solar, and energy storage.

Ports, Energy and Digital

- **Ports and Logistics**

  Terminals and port operations at Umm Qasr, Khor Al-Zubair and the Al-Faw development.

- **Airports and Rail**

  Concessions, cargo terminals and rail projects with the competent authorities.

- **Oil and Gas Infrastructure**

  Pipelines, export terminals and single point mooring facilities.

- **Digital Infrastructure**

  Towers, fibre networks, data centres and international capacity.

Social Infrastructure

- **Hospitals and Schools**

  Design, construction and operation of public hospitals, schools and universities.

- **Public Buildings**

  Government offices, courts and administrative centres delivered by private capital.

How A Project Runs

1. **Structure & Feasibility**
2. **Tender or Licence**
3. **Contracts & Financing**
4. **Permits & Construction**
5. **Operation & Handback**

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Infrastructure Finance & Structuring

Infrastructure financing in Iraq usually follows a defensive structure: an offshore borrower and accounts, finance documents under English or DIFC law, export credit or development finance cover, and Iraqi-law security as an extra layer of protection. We help sponsors, lenders and contractors build that structure so that it works under Iraqi law.

Structuring

- **Project Companies**
  Offshore holding companies and Iraqi project companies, foreign ownership rules and investment treaty protection.
- **State Participation**
  State partner shareholdings, governance of project companies and credit support from the government.

Security and Enforcement

- **Security Package**
  Security over land, plant, equipment, receivables, accounts and shares, with security trustee and agent structures.
- **Perfection and Enforcement**
  Registration, notarisation and costs, and enforcement before and after insolvency.

Cross-Border Risk

- **Currency and Payments**
  Exchange controls, repatriation of funds and offshore accounts.
- **Insurance, Staff and Equipment**
  Insurance proceeds payable to foreign lenders, foreign workforce and temporary import of project equipment.
- **Governing Law and Disputes**
  Choice of law, waivers of sovereign immunity, international arbitration and enforcement of awards against the state.

> *A bankable project is one that works on paper and under Iraqi law.*

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Infrastructure Approvals & Experience

Infrastructure projects need approvals from several authorities at once. We plan them with the project timetable so that construction and operation are not held up.

Approvals We Obtain

- **Building Permits**
  From municipalities and, in the capital, the Baghdad Mayoralty.
- **Environmental Approvals**
  Environmental assessments and approvals for construction projects.
- **Utility Connections**
  Power, water and sewerage connection approvals.
- **Investment Licences**
  From the National Investment Commission and provincial investment commissions.
- **Civil Defence and Safety**
  Fire safety and civil defence approvals before occupation.
- **Zoning and Land Use**
  Land-use changes and planning approvals.

Representative Experience

- **Sovereign Guarantees**
  Iraqi counsel on sovereign guarantees issued by the Republic of Iraq in favour of an international bank.
- **Single Point Mooring, Port Of Aqaba**
  Contracts for single point mooring (SPM) facilities.
- **Nationwide Radiation Scanning**
  Contracts for a radiation scanning project covering the whole of Iraq.

KEY LEGISLATION

- **Investment Law No. 13 of 2006:** Investment licences, incentives and land for projects.
- **Public Contracts Implementation Instructions No. 1 of 2025:** Public tenders and government contracts.
- **Ministry of Electricity Law No. 53 of 2017:** Power projects and the sale of electricity.

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Investment Projects

Many large projects in Iraq are delivered through investment licences. We take investors and developers through the licence and the incentives that come with it, from the first application to completion. Licences are granted by the National Investment Commission, the provincial investment commissions and, in the Kurdistan Region, the Board of Investment. The licence decides what the investor may own, which exemptions apply and how land is allocated.

Investment Licences

- **Licences**
  Applications to the National Investment Commission, provincial commissions and, in the Kurdistan Region, the Board of Investment, including the feasibility study and supporting documents.
- **Incentives**
  Tax and customs exemptions available under the investment laws, and the conditions for keeping them.
- **Land For Projects**
  Allocation, long-term leases and, for housing projects, ownership by investors.
- **Residential and Mixed-use**
  Investment housing, commercial and hospitality projects.

After The Licence

- **Equipment and Materials**
  Customs exemptions for importing project equipment and materials.
- **Transfer Of Funds**
  Repatriation of capital and profits through Iraqi banks.
- **Foreign Staff**
  Work permits and residency for expatriate managers and engineers.
- **Changes To The Licence**
  Extensions of time, changes of scope and transfer of the licence.

How A Licence Runs

1. **Feasibility and Site**
2. **Application**
3. **Commission Review**
4. **Licence Issued**
5. **Land and Implementation**

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Residential Complexes

Residential complexes are among the largest investment projects in Iraq. We act for developers, investors and contractors from the investment licence and land allocation through construction, unit sales and the hand-over of every unit with its own title. Most complexes are licensed under the Investment Law, which allows investors to own land for housing projects. Buyer payments, building rules and title registration need to be planned from the start so that the project can be sold and financed.

How We Help

1. **Investment Licence and Land**
   Licence applications, land allocation or ownership for housing projects, and incentives under the investment laws.
2. **Master Plan and Permits**
   Master plan approval, building permits, and environmental and civil defence approvals.
3. **Construction and Infrastructure Contracts**
   EPC, FIDIC and design-and-build contracts for the buildings, roads and utilities inside the complex.
4. **Off-plan Sales**
   Reservation forms, sale contracts and payment schedules tied to construction milestones, with protection of buyer deposits.
5. **Building Rules and Management**
   Rules for shared areas, building management agreements and service charges.
6. **Unit Title Deeds**
   Dividing The Project Into Units and Registering A Title Deed For Every Buyer.
7. **Housing Finance**
   Mortgages and Housing Loans For Buyers, and Construction Finance For The Developer.

> *Every buyer should leave with a registered title deed.*

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Developments & Title Deeds

We help developers launch large residential and mixed-use projects in which every buyer receives secure, registered title.

How We Help

1. **Project Approvals**
   Master plan, investment licence and building permits for large-scale developments.
2. **Building Rules**
   Rules for shared areas, building management and service charges.
3. **Units and Title Deeds**
   Dividing the project into units and preparing deeds that set boundaries, shared rights and obligations.
4. **Off-plan Sales**
   Sale contracts with payments tied to construction milestones, and protection of buyers' deposits.
5. **Registration**
   Maps, surveys and filings with the land registry so that each unit receives its own title.
6. **Transfer and Resale**
   Assignments, resales and transfers that keep title clean for later buyers.

DOCUMENTS WE PREPARE

Sale and purchase agreements ◆ Reservation forms ◆ Payment schedules ◆ Building rules ◆ Management agreements ◆ Unit title deeds ◆ Powers of attorney ◆ Assignment agreements

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Real Estate, Land & Finance

Practical advice on buying, holding, leasing and financing property in Iraq, for local and foreign clients.

Acquire

- **Title Due Diligence**
  Ownership, encumbrances and land-use status.
- **Foreign Investors**
  Holding land through investment licences.
- **Purchase and Registration**
  Sale agreements and registration with the Real Estate Registration Directorate.
- **State Land**
  Allocation and lease of state land for projects.

Lease

- **Commercial Leases**
  Office, retail and industrial leases.
- **Land Leases**
  Long-term land leases for investment projects.
- **Tower and Rooftop Leases**
  Sites for telecom towers and equipment.
- **Lease Disputes**
  Rent claims, renewals and evictions.

Finance

- **Security Over Property**
  Mortgages and registered security for lenders.
- **Loan Documentation**
  Facility agreements, guarantees and intercreditor terms.
- **Development Finance**
  Project and construction finance for borrowers and lenders.
- **Restructuring**
  Refinancing, restructuring and enforcement.

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Property Risks & Disputes

Land in Iraq can carry risks that only show up later. We identify them early and act when they materialise.

Risks We Handle

1. **Expropriation and Compensation**
   Challenging expropriation decisions and claiming fair compensation.
2. **Encroachments**
   Removing encroachments and unauthorised occupation of project land.
3. **Title and Ownership Disputes**
   Disputes over ownership, boundaries and land registry records.
4. **Co-owned and Inherited Land**
   Partition and buy-outs where land is held by several heirs or co-owners.
5. **Real Estate Tax and Fees**
   Transfer fees and tax on property and rental income.
6. **Developer and Buyer Disputes**
   Claims over delayed delivery, defects and unit specifications.

How We Act

1. **Registry and Site Checks**
2. **Risk Report**
3. **Negotiation**
4. **Court action**
5. **Enforcement**

WHERE RISKS USUALLY SHOW UP

Old registry entries that do not match the land on the ground ◆ Land allocated to more than one party ◆ Heirs who were not part of the sale ◆ Expropriation decisions issued after the project starts ◆ Unpaid transfer fees or taxes carried by the property

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Key Contacts

Our construction, infrastructure and real estate team advises on projects from tender to close-out. Please contact any of us to discuss your project.



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Advises on FIDIC-based construction and engineering contracts, risk allocation and contractor obligations, assesses contractor claims for variations, delay and force majeure, and handles property transactions and real estate disputes.



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Drafts and reviews construction and refurbishment contracts covering façades, fit-out and electrical and mechanical works, and contracts for building systems including testing, commissioning, handover and warranties.



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Drafts and negotiates supply, subcontract and operation and maintenance agreements, and handles property sales, leases and long-term lease arrangements, evictions and related disputes.



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Conducts title due diligence, drafts and negotiates property sale, purchase, lease and development agreements, and liaises with land registries, municipalities and planning bodies on approvals.

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ETIHAD

Experienced Lawyers.
Unique Approach.

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MANCHESTER · DUBAI

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