

June 2026

THREE PILLARS, ONE ECOSYSTEM: THE ROLES OF REGULATORS, ZONE PROMOTERS AND FREE ZONE ENTERPRISES IN NIGERIA'S FREE TRADE ZONES

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ABSTRACT

Nigeria's Free Trade Zone (FTZ) serves as a key mechanism for attracting investment, promoting industrialisation, and enhancing economic growth. This article examines the roles of the three principal stakeholders within the FTZ ecosystem: Free Zone Enterprises (FZEs), Zone Promoters and Management Companies, and the regulatory authorities, namely the Nigeria Export Processing Zones Authority (NEPZA) and the Oil and Gas Free Zones Authority (OGFZA). It analyses the legal and operational responsibilities of each stakeholder and explores how their interactions influence the effectiveness of the FTZ framework. The article argues that the continued success and competitiveness of Nigeria's Free Trade Zones depend on effective regulatory oversight, investor confidence, infrastructure development, and strong collaboration among all stakeholders within a transparent and compliance-driven business environment.

INTRODUCTION

Free Trade Zones ("FTZs") have long served as a strategic tool for attracting foreign direct investment, promoting export-oriented industrialisation, facilitating technology transfer, and stimulating economic growth. The World Bank describes Free Trade Zones as duty-free areas, offering warehousing, storage, and distribution facilities for trade, trans-shipment, and re-export operations. FTZs have also been described as a class of special economic zones, where goods may be landed, stored, handled, manufactured, or reconfigured and re-exported under specific customs regulations and generally not subject to customs duty.

Within these zones, businesses often enjoy a range of fiscal, operational, and regulatory incentives designed to create a more competitive investment environment than that available within the domestic customs territory. Conceived as economic greenhouses, these zones are designed to bypass standard domestic bureaucratic red tape, attract foreign direct investment, boost manufacturing, and generate jobs.

The rationale underlying the FZE model is relatively straightforward, even if its practical implementation is often more complex. Nigeria's economic priorities are clear: attracting foreign direct investment, expanding export-oriented manufacturing, creating industrial employment at scale, generating foreign exchange, and achieving deeper integration into global supply chains. The FTZ framework is intended to advance these objectives by permitting the State to offer qualifying investors a more competitive and predictable operating environment, without displacing the broader regulatory regime applicable outside the zones. In essence, the model is designed as an exchange of legal and commercial value: the investor is afforded certainty, fiscal incentives, and operational flexibility, while the host State secures industrial development, employment generation, and export growth. At least in principle, therefore, the arrangement is structured to produce mutual economic benefit.

Nigeria currently hosts over forty proclaimed Free Trade Zones and hundreds of licensed enterprises operating across diverse sectors, including manufacturing, logistics, oil and gas services, technology, and digital commerce. The regulatory architecture of these zones is built around three principal stakeholders: the Nigeria Export Processing Zones Authority ("NEPZA") and the Oil and Gas Free Zones Authority ("OGFZA"), which regulate and supervise the zones; the Zone Management Companies responsible for developing and operating the zones; and the Licensed Enterprises that undertake commercial activities within them.

For many years, the attractiveness of Nigeria's FTZ regime was driven largely by extensive tax exemptions and customs concessions. However, the enactment of the Nigeria Tax Act 2025 has introduced significant fiscal reforms that are reshaping the regulatory and commercial landscape of Free Zone operations. These reforms signal a shift from a regime historically characterised by broad-based tax incentives to one increasingly focused on regulatory compliance, economic substance, export performance, and fiscal accountability.

THE NIGERIA EXPORT PROCESSING ZONES AUTHORITY

The NEPZA was established under the Nigeria Export Processing Zones Act 1992, as the principal regulatory authority responsible for the establishment, licensing, regulation, and supervision of FTZs in Nigeria. Operating under the supervision of the Federal Ministry of Industry, Trade and Investment, NEPZA serves as the primary gateway through which most Free Zone activities are regulated and administered.

The regulatory framework administered by NEPZA is largely licensing-driven. At the zone level, a Declaration Licence formally designates an area as a Free Trade Zone and authorises its development. This approval is granted by the President upon the recommendation of the Minister of Industry, Trade and Investment and constitutes the legal foundation upon which a Free Zone is established.

At the enterprise level, businesses seeking to operate within a Free Zone must obtain the appropriate licence depending on the nature of their activities. These include the Free Zone Enterprise Licence, Free Zone Developer Licence, and Export Processing Factory or Farm Licence. Upon approval, the enterprise is issued an Operating Licence ("OPL"), which authorises it to commence business within the zone and access the incentives available under the Free Zone regime.

The licensing structure is designed to simplify market entry, streamline regulatory approvals, and facilitate investment within the zones. Through this framework, NEPZA seeks to promote industrial development, export growth, foreign direct investment, and ease of doing business within Nigeria's special economic zones.

Regulatory Oversight, Investment Promotion and Dispute Resolution under NEPZA

Beyond its licensing functions, NEPZA serves as the principal regulatory and coordinating authority for Free Trade Zones in Nigeria. To guide the administration and operation of the zones, the Authority issued the Investment Procedures, Regulations and Operational Guidelines for Free Zones in Nigeria (2004), which remains the primary regulatory framework governing NEPZA-regulated zones. In addition, zone-specific regulations, such as the Lekki Free Trade Zone Regulations and the Lagos Free Trade Zone Regulations, provide tailored rules reflecting the unique operational characteristics of particular zones.

A key aspect of NEPZA's mandate is the coordination of government agencies operating within the zones. The Authority functions as a central regulatory interface between licensed enterprises and government institutions, helping to minimise bureaucratic delays and facilitate efficient regulatory engagement. It also exercises supervisory oversight over zone development plans, infrastructure provision, and operational standards to ensure that Free Zones remain commercially viable and internationally competitive.

NEPZA further plays an important role in promoting investment and facilitating enterprise establishment within the zones. Through its regulatory framework, investors benefit from a more streamlined business environment designed to encourage manufacturing, logistics, technology, export processing, and other investment-driven activities.

Disputes arising within Free Trade Zones are typically addressed initially through administrative engagement with the relevant Zone Management Company and NEPZA. Where disputes remain unresolved, parties may resort to arbitration pursuant to the Arbitration and Mediation Act 2023 or such dispute resolution mechanisms as may be contained in their contractual arrangements. Foreign investors may also benefit from the investment protection provisions of the Nigerian Investment Promotion Commission Act, including access to international arbitration where applicable.

THE OIL AND GAS FREE ZONES AUTHORITY

The Oil and Gas Free Zones Authority ("OGFZA") was established pursuant to the Oil and Gas Export Free Zone Act, 2004, as the statutory authority responsible for the regulation, management, and administration of Free Zones established for petroleum, gas, and energy-related activities in Nigeria.

OGFZA's mandate includes the licensing, supervision, and coordination of enterprises operating within designated oil and gas free zones, as well as the promotion of investment in petroleum logistics, offshore support services, fabrication, engineering, marine operations, equipment manufacturing, and other energy-related industries. The Authority is also responsible for ensuring compliance with the regulatory framework governing its zones and facilitating an enabling business environment for investors.

The most prominent zone under OGFZA's jurisdiction is the Onne Oil and Gas Free Zone in Rivers State, which has developed into a major hub for oilfield services, offshore logistics, and energy-sector support operations within the Gulf of Guinea. Through its specialised regulatory framework, OGFZA seeks to attract both domestic and foreign investment by providing a combination of fiscal incentives, customs concessions, streamlined administrative processes, and operational flexibility tailored to the needs of the energy industry.

In addition to its regulatory functions, OGFZA plays an important role in investment promotion, infrastructure development, and the facilitation of commercial activities within its zones. The Authority works closely with investors, zone operators, and relevant government institutions to encourage industrial growth, technology transfer, employment generation, and the development of Nigeria's energy value chain.

Together with NEPZA, OGFZA forms a critical component of Nigeria's special economic zone framework and continues to contribute significantly to the country's industrialisation, export promotion, and foreign direct investment objectives.

THE PROMOTER AND ZONE MANAGEMENT COMPANY

The entity licensed by NEPZA to establish, develop, and operate a Free Trade Zone is commonly referred to as the Promoter. Upon obtaining the requisite approvals, the Promoter establishes a Zone Management Company ("ZMC"), which serves as the operational and administrative vehicle for the day-to-day management of the zone.
The process typically begins with an application to NEPZA accompanied by a feasibility study and development proposal. Following regulatory review, NEPZA may recommend the project to the Federal Government for approval. Upon approval, a Declaration Licence is issued, formally establishing the zone and authorising its development and operation.

Promoters may be private investors, state governments, or public-private partnerships. Once licensed, they are responsible for financing, developing, and maintaining critical infrastructure within the zone, including roads, power systems, water facilities, security infrastructure, administrative buildings, and logistics support services. Examples include the Lekki Free Zone Development Company, a public-private partnership responsible for the development of the Lekki Free Zone, and the privately developed Dangote Industries Free Zone.

It is important to note that the roles of Promoter and ZMC are not always performed by the same entity. In some FTZs, the Promoter and the ZMC are separate legal entities with distinct responsibilities. Typically, the Promoter is responsible for securing the regulatory approvals, financing, and overall development of the zone, while the ZMC is appointed to undertake the day-to-day administration and operation of the zone. For example, within the Lekki Free Zone, Lekki Worldwide Investments Limited (LWIL) serves as the Promoter, while the Lekki Free Zone Development Company (LFZDC), a joint venture involving Chinese and Nigerian investors, functions as the ZMC responsible for the development and operation of the designated areas of the zone.

Similarly, in the Lagos Free Zone, Tolaram Group, through its investment vehicles, acts as the principal promoter, while Lagos Free Zone Company (LFZC) serves as the licensed management company responsible for the administration and operation of the zone. This separation of functions is intended to enhance operational efficiency, governance, and investor confidence by distinguishing strategic ownership and development responsibilities from regulatory and operational management functions.

Beyond infrastructure development, the ZMC functions as the primary interface between enterprises operating within the zone and NEPZA. It administers day-to-day operations, allocates land and facilities, facilitates licensing processes, monitors operational compliance, and provides investor support services. In many respects, the ZMC performs a delegated regulatory function on behalf of NEPZA and is often the first point of engagement for businesses operating within the zone.

This dual role creates an interesting governance dynamic. While the ZMC is expected to promote compliance and enforce operational standards, it also operates as a commercial entity with a direct interest in attracting and retaining investors. Consequently, effective regulatory oversight by NEPZA remains essential to ensure that commercial considerations do not compromise regulatory compliance or the integrity of the Free Zone framework.

The relationship between NEPZA, the Promoter, and the ZMC represents one of the defining features of Nigeria's Free Trade Zone regime. While NEPZA provides regulatory oversight and policy direction, the Promoter is responsible for the establishment and strategic development of the zone, and the ZMC serves as the operational interface between the regulator and enterprises operating within the zone. Together, these institutions create the governance framework through which Nigeria's FTZs are developed, managed, and positioned to attract both domestic and foreign investment.

THE LICENSED FREE ZONE ENTERPRISE

Licensed Enterprises, commonly referred to as Free Zone Enterprises ("FZEs"), are businesses authorised by NEPZA to conduct approved commercial activities within a Free Trade Zone. These enterprises constitute the primary economic actors within the FTZ ecosystem and operate across a wide range of sectors, including manufacturing, logistics, technology, export processing, oil and gas services, warehousing, and industrial support services. Certain regulated activities, such as banking and insurance, may also be undertaken within the zones, provided the enterprise obtains the requisite licences from the relevant sector regulators.

One of the distinguishing features of Nigeria's FTZ regime is the ability of foreign investors to establish wholly foreign-owned enterprises within the zones. Combined with unrestricted repatriation of capital and profits, customs concessions, and streamlined regulatory processes, this framework has positioned the zones as attractive destinations for export-oriented investment and cross-border commercial operations.

While Licensed Enterprises benefit from significant fiscal and operational advantages, they are not exempt from regulatory oversight. FZEs are required to comply with applicable licensing conditions, maintain proper corporate and operational records, observe environmental and safety standards, comply with immigration and customs requirements, and satisfy such reporting obligations as may be prescribed by NEPZA and other competent authorities. They are also expected to contribute meaningfully to the economic objectives of the FTZ regime through investment, employment generation, technology transfer, and export-oriented activities.

In recent years, regulators have increasingly emphasised compliance, accountability, and economic substance within the zones. This trend is expected to intensify following Nigeria's comprehensive tax reforms enacted in 2025, including the Nigeria Tax Act, Nigeria Tax Administration Act, Nigeria Revenue Service Act, and Joint Revenue Board Act.

Although the FTZ regime continues to offer substantial incentives, the evolving regulatory landscape suggests a gradual shift towards greater fiscal transparency, enhanced reporting obligations, and closer scrutiny of enterprises operating within the zones. Consequently, investors must now approach Free Zone operations not merely as a tax-efficient structure, but as a regulated commercial environment requiring robust governance, compliance, and operational discipline.

THE IMPERATIVE OF COLLABORATION WITHIN NIGERIA'S FREE TRADE ZONE ECOSYSTEM

The success of any Free Trade Zone regime is not determined solely by the incentives offered to investors but by the quality of collaboration among its key stakeholders. In Nigeria, Free Zone Enterprises, Zone Promoters, and the regulatory authorities must operate as strategic partners rather than independent actors pursuing separate objectives.

Free Zone Enterprises provide the investment, innovation, and commercial activities that drive economic growth. Zone Promoters create and maintain the infrastructure and business environment necessary for those enterprises to thrive. Regulators, on the other hand, provide the legal certainty, oversight, and policy direction required to maintain investor confidence and ensure compliance with applicable laws.

Where coordination is weak, delays, regulatory uncertainty, infrastructure deficiencies, and investor dissatisfaction inevitably arise. Conversely, where these stakeholders work in a transparent, cooperative, and mutually supportive manner, Free Trade Zones become powerful catalysts for industrialisation, job creation, export growth, and economic development.

Ultimately, the long-term competitiveness of Nigeria's Free Trade Zones will depend not only on the strength of its laws and incentives but on the ability of regulators, promoters, and enterprises to collaborate seamlessly in pursuit of a common objective: creating a predictable, efficient, and investor-friendly business environment.

CONCLUSION

Nigeria's Free Trade Zone regime remains one of the most compelling investment platforms on the African continent. Beyond the traditional tax and customs incentives, the modern value proposition of the Zones lies in their ability to provide investors with strategic access to Nigeria's large domestic market, the African Continental Free Trade Area (AfCFTA), specialised infrastructure, regulatory flexibility, and growing integration into regional and global value chains.

The opportunities extend far beyond manufacturing. For technology companies, digital service providers, and data centre operators, emerging technology-focused zones offer an enabling environment for innovation, cross-border service delivery, and foreign currency earnings. For agribusiness investors, the Zones provide an efficient platform for

large-scale processing, storage, packaging, and export of agricultural products into regional and international markets. Similarly, healthcare providers and medical tourism operators can leverage the regulatory flexibility, infrastructure advantages, and growing demand for quality healthcare services to establish internationally competitive facilities capable of serving both domestic and regional markets.

While recent tax reforms signal a shift towards greater fiscal accountability and economic substance requirements, they also reflect the Government's broader objective of ensuring that Free Trade Zones continue to drive exports, industrialisation, foreign exchange earnings, and sustainable economic growth. Investors that align their operations with these objectives are likely to remain well-positioned to benefit from the significant opportunities available within the ecosystem.

With a population exceeding 220 million people, expanding digital adoption, increasing regional trade integration under AfCFTA, deep-sea port infrastructure, a growing technology sector, and a steadily evolving regulatory framework, Nigeria's Free Trade Zones are increasingly emerging as strategic gateways into Africa. For investors seeking a platform for manufacturing, logistics, technology, agribusiness, renewable energy, data infrastructure, healthcare, and export-oriented growth, Nigeria's Free Trade Zones present a unique opportunity to establish scalable and commercially sustainable operations at the heart of one of the world's most dynamic emerging markets.

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