ZATRA CONSULTANTS LIMITED · HANDBOOK 03

INVESTING IN TANZANIA.

A company registered in Mainland Tanzania may be wholly foreign-owned.
The restriction sits on the licence, not on the company.

COMPANY SETUP DESK · DAR ES SALAAM

FIRST EDITION · SEPTEMBER 2026 · ZATRA.CO

HANDBOOK 03

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INVESTING IN TANZANIA

PREPARED BY

Zatra Consultants Limited
Company Setup Desk

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Handbook 03, first edition · Mainland Tanzania. Prepared for the institutional and large-ticket investor establishing a first Tanzanian entity. Every figure carries the institution of record; sources are listed in full in Chapter 10.

01

CHAPTER ONE

WHY TANZANIA, AND WHY NOW

Tanzania is the only economy on the continent holding full membership of both the East African Community and the Southern African Development Community. One entity, registered once, trades preferentially into both.

PHOTOGRAPH 01: DAR ES SALAAM PORT, CONTAINER TERMINAL AT WORKING LIGHT

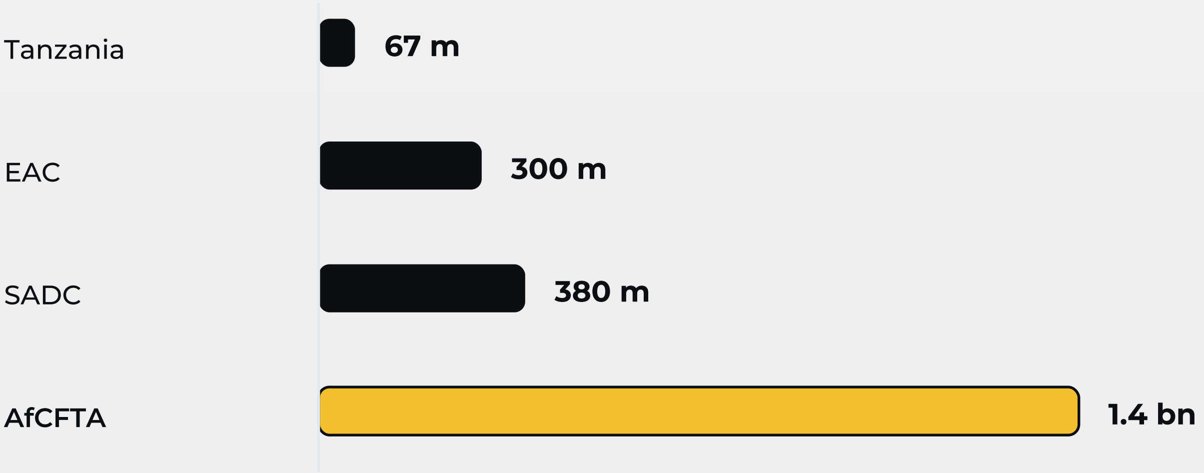
THE CASE IN FIGURES

DUAL-BLOC ACCESS, HELD BY ONE ENTITY

Membership of the EAC and SADC is not shared by any other state. A company incorporated in Mainland Tanzania sells into both customs territories, and into AfCFTA, without establishing a second entity elsewhere.

FIGURE 1 · PREFERENTIAL MARKET REACH

Consumers a Tanzanian entity can supply under each regime.



CONSUMERS REACHABLE · BLOCS OVERLAP, FIGURES ARE NOT ADDITIVE

SOURCE OF RECORD: EAC SECRETARIAT; SADC SECRETARIAT; AFCFTA SECRETARIAT

SHAREHOLDING

100%

Foreign shareholding permitted in a company limited by shares

HYDROPOWER

2,115 MW

Julius Nyerere Hydropower Project, on the Rufiji

TRANSIT

6 Markets

Landlocked states served through Dar es Salaam port

Tanzania crossed into lower-middle-income status in July 2020, five years ahead of the Vision 2025 target. The investment authority is TISEZA.

BEFORE ANYTHING ELSE

RESERVED AND RESTRICTED

Some activities are closed to foreign capital, others carry a fixed local shareholding. The Client settles this before entity type, before capital and before any filing.

> **THE MINERAL DEALER'S LICENCE**
>
> A mineral dealer's licence requires that **25 per cent of the company is Tanzanian-held and 75 per cent may be foreign**. The requirement is mandatory, and the shareholding is tested at licence application, so it is structured for at incorporation.

The pattern is consistent: incorporation is open, and the operating licence behind it carries the condition.

A Primary Mining Licence is reserved for Tanzanian citizens and Tanzanian-controlled entities. A foreign investor reaches those deposits through processing, offtake or service agreements with the holder: never by holding the PML.

Land is not sold. All land is public land vested in the President; a foreign investor takes a derivative right of occupancy tied to the approved investment. Tourism, retail trade and small transport carry reserved sub-activities.

Zatra states the reserved position before the process, on every file. An investor who learns it at licensing has already spent the capital.

ACTIVITY	POSITION FOR FOREIGN CAPITAL
Mineral dealing	Permitted at 75% foreign; 25% Tanzanian shareholding mandatory
Primary Mining Licence	Reserved: Tanzanian citizens and Tanzanian-controlled entities
Land	No freehold; derivative right of occupancy tied to the approved investment
Manufacturing, agro-processing	Open to 100% foreign shareholding

PHOTOGRAPH 02: CASHEW PROCESSING LINE, MTWARA

CHAPTER FOUR

SECTORS CARRYING OVERFLOW DEMAND

Demand in four sectors runs ahead of what Tanzania currently supplies. Each has identified buyers, an import gap or an export queue, and in each the constraint is processing capacity, not raw material.

The pattern repeats: Tanzania exports the raw commodity and imports the processed good. Cashew leaves in shell and returns as kernel. Cotton leaves as lint. Hides leave untanned. Edible oil is imported at scale against a domestic sunflower crop.

For an investor the arbitrage is legible, and it is what TISEZA's certificate of incentives is built to attract: value addition inside the country, against buyers who are already placing orders elsewhere.

CASHEW

Raw

Leaves in shell; returns as kernel at a multiple of the price

EDIBLE OIL

Imported

Bought abroad against a domestic sunflower crop

HIDES

Untanned

Exported raw; the tanning margin is earned elsewhere

WHERE THE BUYERS ALREADY ARE

THE FOUR SECTORS, AND WHO IS BUYING

SECTOR	THE DEMAND	GATE
Minerals and beneficiation	Gold, copper, graphite, nickel and rare earths, with tanzanite sole-sourced from Mererani. Overseas refiners and traders buy in volume; the shortage is licensed, compliant local supply.	Dealer's licence: 25% Tanzanian
Agricultural value addition	Cashew, sesame, pulses, avocado, coffee and horticulture. Buyers in India, Viet Nam, the Gulf and the EU take processed product at a premium the raw crop never earns.	Open: TBS and TFDA approvals
Import-substitution manufacturing	Edible oil, packaging, building materials and pharmaceuticals are imported against domestic feedstock. The buyer is the domestic market, already spending.	Open: 100% foreign permitted
Transit logistics and warehousing	Six landlocked economies clear cargo through Dar es Salaam. Importers and exporters in Kinshasa, Lusaka and Kigali need bonded capacity closer to the port.	Open: TRA bonded licensing
Power and industrial utilities	Julius Nyerere adds 2,115 MW to the grid. Industrial users, cold chain and processing plants are the load that capacity was built for.	Open: EWURA licensing

In each of the five, the overseas buyer is identified and already transacting, with a supplier in another country. The investment case is displacement, not market creation, and that is a materially shorter route to first revenue.

The constraint is processing capacity and licensed counterparties. A TISEZA certificate of incentives carries duty and VAT relief on plant, machinery and deemed capital goods, and a work permit quota against the approved project.

TANZANITE

1 **Source**

Mererani, Manyara: the only commercial deposit on earth

GOLD

Top 4

Tanzania ranks among Africa's four largest gold producers

VALUE ADDITION

THE MARGIN TANZANIA EXPORTS EVERY YEAR

The commodity leaves raw and the processed good comes back. Every step of that loop except the first is performed, paid for and taxed outside Tanzania.

FIGURE 3 · WHERE THE PROCESSING MARGIN IS EARNED

The loop that import-substitution investment interrupts.

EARNED IN TANZANIA			EARNED ELSEWHERE			
Grown TANZANIA	→	**Exported raw** PORT	→	**Processed** ABROAD	→	**Re-imported** RETAIL

THE PROCESSING STEP IS THE INVESTABLE ONE

CASHEW: SHELLED ABROAD

Among Africa's largest raw cashew producers. The crop is bought in shell by processors in India and Viet Nam, shelled and sold on as kernel. Shelling capacity inside Tanzania is the investable step.

EDIBLE OIL: IMPORTED AGAINST A DOMESTIC CROP

Sunflower is grown at scale in the Central Corridor while refined oil is imported. The buyer is the domestic market, already spending; the constraint is refining and bottling capacity, not feedstock.

HIDES AND LEATHER: EXPORTED UNTANNED

Hides leave raw and return as finished goods. Tanning, finishing and footwear assembly are open to full foreign ownership, against an established livestock supply.

TRADE REGIME

EAC

Common external tariff protects the processed good

INCENTIVE

TISEZA

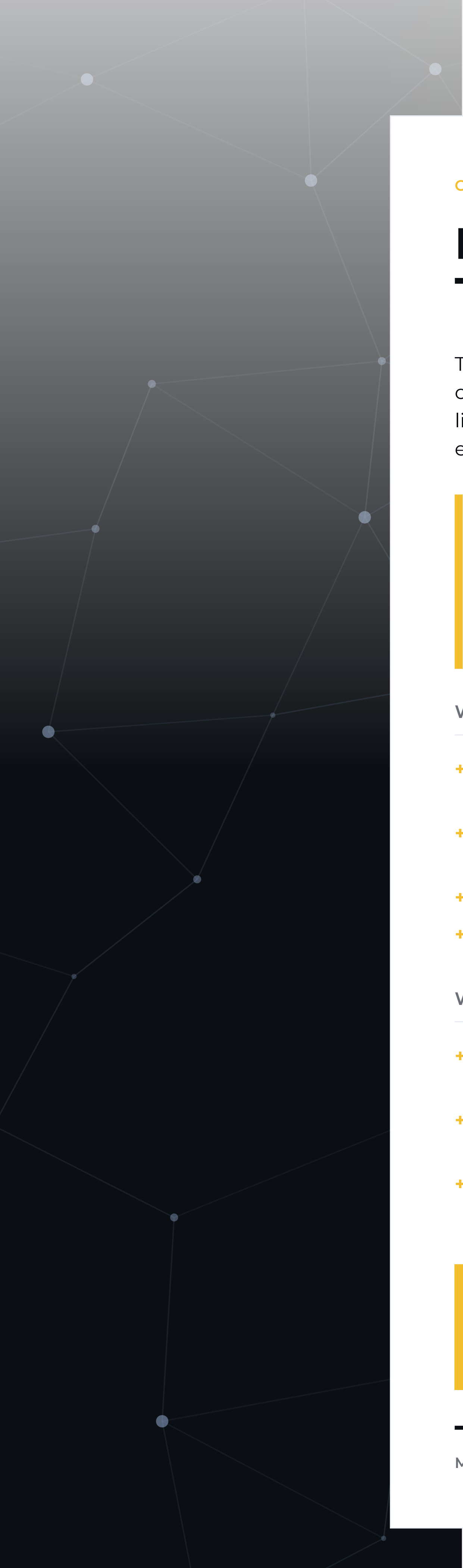
Duty and VAT relief on plant and deemed capital goods

OWNERSHIP

100%

Foreign shareholding permitted across agro-processing

Processing is the only step in the loop that can be moved. Moving it is the whole investment case.



PHOTOGRAPH 03: CONCENTRATE SAMPLING AT THE WEIGHBRIDGE

CHAPTER FIVE

MINERALS AND THE DEALER'S LICENCE

The buyer side of Tanzanian minerals is not short of capital. It is short of counterparties who hold the right licence and can evidence chain of custody from pit to export.

MANDATORY SHAREHOLDING

The mineral dealer's licence requires **25 per cent Tanzanian and 75 per cent foreign** shareholding. Structure for it at incorporation.

WHAT THE LICENSED ROUTE UNLOCKS

- Purchase from Primary Mining Licence holders, who may not export directly
- Sale into Mineral and Gem Houses, and to licensed exporters
- Chain of custody an overseas refiner will accept on audit
- A basis for offtake the buyer's bank will finance

WHERE FILES FAIL

- Objects drafted without mineral dealing, forcing an amendment mid-application
- Shareholding set at 100 per cent foreign, then unwound under time pressure
- Assay and umpire terms left to the buyer's standard form

The licence is the asset. Everything downstream is priced off it.

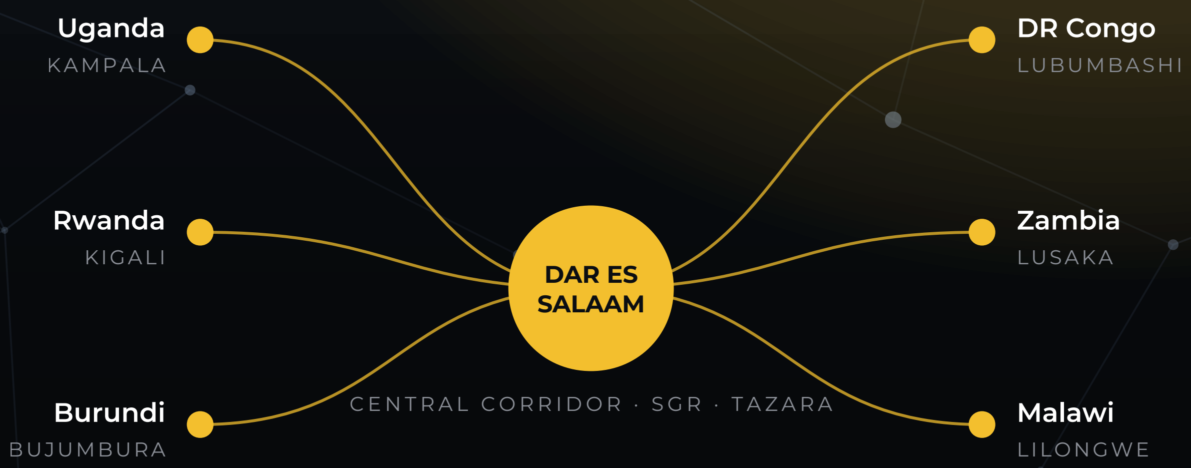
CHAPTER SIX

ONE PORT, SIX LANDLOCKED MARKETS

Dar es Salaam is the nearest deep-water port for six economies with no coast of their own. Their importers and exporters clear through Tanzania whether or not they hold a Tanzanian entity, and warehousing close to the port is the constraint.

FIGURE 2 · THE CENTRAL CORRIDOR

Landlocked markets served through Dar es Salaam.



SOURCE OF RECORD: TANZANIA PORTS AUTHORITY; TANZANIA RAILWAYS CORPORATION

RAIL

SGR

Standard gauge to Morogoro, Dodoma and onward to the lake

LEGACY RAIL

TAZARA

Direct line to the Zambian Copperbelt and the DRC border

Transit cargo is a customer base that already exists. It does not have to be created, only served closer to the quay.

ENTITY, CAPITAL AND THE ROUTE IN

A company limited by shares is the only vehicle that holds a TIN, a business licence and a work permit quota in one name. A branch gives up the first and exposes the parent's global accounts to Tanzanian filing.

Objects are drafted to the activities the Client intends to carry on, not to the sector label. A licence application is assessed against the objects clause, and an amendment after the fact runs a further filing and delays everything behind it.

Work permit quota follows issued capital. An entity capitalised at the floor carries a correspondingly small quota, and a Class B permit refused on quota grounds is answered with capital rather than appeal.

WHAT ACTUALLY DECIDES THE VEHICLE

Not tax. The decision turns on three things: whether the activity carries a mandatory local shareholding, whether the Client will post expatriate staff, and whether the parent is willing to file its global audited accounts in Tanzania. Settle those three and the entity type follows.

READ THE COMPARISON AGAINST THE ACTIVITY

A branch is not a cheaper subsidiary. It is a different exposure.

COMPANY LIMITED BY SHARES	BRANCH OF A FOREIGN COMPANY
Separate legal personality	No separate personality; the parent is liable
Files its own audited accounts	Files the parent's global audited accounts
Work permit quota in its own name	Quota assessed against the parent
Eligible for a TISEZA certificate of incentives	Eligible on the same capital threshold

BOARD

2 Directors

Statutory minimum for a private limited company

NAME HOLD

30 Days

Name clearance validity; not renewable once lapsed

TIN FILING

15 Days

Window to register for a TIN after incorporation

SEQUENCE · THE SIX FILINGS, IN ORDER

FROM NAME CLEARANCE TO LICENCE

1

NAME CLEARANCE

Three candidate names lodged through the BRELA Online Registration System. Clearance holds thirty days and is not renewable.

2

MEMORANDUM AND ARTICLES

Objects drafted to the intended activities; shareholding fixed here, including any mandatory Tanzanian holding.

3

CERTIFICATE OF INCORPORATION

Its number is the reference every subsequent registration quotes.

4

TIN AND BUSINESS LICENCE

TIN within fifteen days; the business licence follows from the local authority for the ward of the registered office.

5

TISEZA REGISTRATION

Project registered and the certificate of incentives applied for, against the capital threshold and the approved activity.

6

SECTOR LICENCE AND PERMITS

Mining Commission, Bank of Tanzania or TBS, then work permit quota and Class B permits.

Each stage is refused if the stage before it is incomplete. The sequence is not a recommendation.

CHAPTER EIGHT

QUICK ANSWERS

The ten questions the desk is asked before every mandate, answered as the position stands in September 2026.

Can a foreigner own 100% of a Tanzanian company?

- Yes. A company limited by shares may be wholly foreign-owned under the Companies Act Cap. 212, and no local partner is required at incorporation. The restriction sits on the operating licence behind the company rather than on the company itself, so the sector decides the shareholding, not the registry.

Does a mineral dealer's licence in Tanzania require a local shareholder?

- Yes. The mineral dealer's licence requires 25 per cent Tanzanian shareholding and permits 75 per cent foreign. The requirement is mandatory and is tested by the Mining Commission when the licence is applied for, not at incorporation, so an investor intending to buy or sell minerals structures for it from the outset.

Can a foreigner buy land in Tanzania?

- No. All land in Tanzania is public land vested in the President and none of it is sold outright. A foreign investor takes a derivative right of occupancy, granted for a fixed term and tied to the approved investment, which means the land right follows the project rather than the buyer.

What is TISEZA and what does it issue?

- TISEZA is the Tanzania Investment and Special Economic Zones Authority, the government's lead agency for investment. It registers the project, issues the certificate of incentives carrying duty and VAT relief on plant, machinery and deemed capital goods, allocates special economic zone land, and operates the One Stop Facilitation Centre.

Which business activities are reserved for Tanzanians?

- Primary Mining Licences are reserved for Tanzanian citizens and Tanzanian-controlled entities, so a foreign investor reaches those deposits through processing, offtake or service agreements with the holder. Tourism, retail trade and small transport each carry reserved sub-activities. Manufacturing, agro-processing and logistics are open to full foreign ownership.

Each answer states the position as at September 2026. Sources of record are listed in Chapter 10.

STRUCTURE, PERMITS AND THE ROUTE IN

How many directors does a Tanzanian company need?

- Two, as the statutory minimum for a private company limited by shares, and at least one must be resident for service of process. Work permit quota for expatriate staff is assessed against issued share capital, so an entity capitalised at the floor carries a correspondingly small quota.

Which markets does a Tanzanian entity reach?

- Both the East African Community and the Southern African Development Community, and through AfCFTA the wider continental market. Tanzania is the only state holding full membership of both blocs, so a single Tanzanian entity trades preferentially into each without establishing a second company elsewhere.

Which countries does Dar es Salaam port serve?

- Six landlocked economies: the Democratic Republic of Congo, Zambia, Malawi, Rwanda, Burundi and Uganda. Cargo moves inland on the Central Corridor by road, on the Standard Gauge Railway, and on TAZARA to the Zambian Copperbelt, which makes bonded warehousing near the port an investable constraint.

What does a Tanzanian certificate of incorporation not give me?

- Any sector licence. Incorporation confers legal personality and nothing further. Mining, lending, importing and food handling each require a separate licence from the Mining Commission, the Bank of Tanzania or the Tanzania Bureau of Standards, and each is assessed against the objects clause in the memorandum.

How long does it take to register a company in Tanzania?

- BRELA turns around incorporation in fourteen days once the memorandum is lodged complete. Name clearance, which holds thirty days and is not renewable, and drafting sit ahead of that. The TIN, due within fifteen days, and the ward business licence sit behind it before trading begins.

ANSWERED

10

Questions the desk fields before every mandate

SOURCES

12

Institutions of record cited in full in Chapter 10

CHAPTER EIGHT

WHERE ZATRA TAKES THE FILE

Zatra Consultants Limited acts as lead consultant and supervisor. The Client signs once; the desk carries the filings, the regulator correspondence and the collection.

WHAT THE DESK CARRIES

+ Reserved-activity review before any structure is proposed
+ Objects and shareholding drafted to the licence the Client will need
+ Incorporation lodged at BRELA and tracked to certificate
+ TIN, VAT where applicable, and the ward business licence
+ TISEZA registration and the certificate of incentives
+ Work permit quota and Class B permits for posted staff

WHAT THE CLIENT PROVIDES

+ Passport copies and addresses for every director and shareholder
+ Three candidate names, in order of preference
+ The intended activities, stated as operations rather than sectors
+ A physical registered office in the licensing ward

One file, one signature, one desk answering for every stage.

PHOTOGRAPH 04: MWENGE TOWER, DAR ES SALAAM

CHAPTER TEN

REFERENCES AND SOURCES OF RECORD

Every position in this handbook traces to the institution that issues it.
Secondary publications are the map to the evidence, never the evidence.

TIER 1: TANZANIAN PRIMARY AND OFFICIAL

01	**Business Registrations and Licensing Agency (BRELA)**	Incorporation, name clearance, company filings	brela.go.tz
02	**Tanzania Revenue Authority (TRA)**	TIN, VAT, bonded warehousing, customs	tra.go.tz
03	**Tanzania Investment and Special Economic Zones Authority (TISEZA)**	Project registration, certificate of incentives, SEZ land	tiseza.go.tz
04	**Mining Commission**	Mineral dealer, Primary Mining Licence, Mineral and Gem Houses	tumemadini.go.tz
05	**Bank of Tanzania**	Monetary policy, indicative rates, licensed lending	bot.go.tz
06	**National Bureau of Statistics**	National accounts, inflation, population	nbs.go.tz
07	**Tanzania Ports Authority**	Port throughput, transit cargo, terminal capacity	ports.go.tz
08	**Tanzania Bureau of Standards (TBS)**	Product standards, food and cosmetics approvals	tbs.go.tz

TIER 2: AUTHORITATIVE INTERNATIONAL

09	**East African Community Secretariat**	Customs union, common external tariff	eac.int
10	**SADC Secretariat**	Free trade protocol, member states	sadc.int
11	**AfCFTA Secretariat**	Continental free trade area, tariff schedules	au-afcfta.org
12	**World Bank**	Income classification, July 2020 reclassification	worldbank.org

STATUTE CITED
Companies Act Cap. 212
Mining Act Cap. 123

EVIDENCE STANDARD
Zatra Authoritative Source,
Evidence & Compliance Standard

CURRENCY OF INFORMATION
22 September 2026
Reviewed each quarter

Where a figure has moved since publication, the institution of record governs and this handbook is corrected at the next quarterly review.

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DESKS

Company Setup · Mining & Minerals
Permits & People · Tax & TRA
Agri & Trade

TRANSACTING ENTITY

Zatra Synergy Limited
Zatra Consultants Limited acts as lead consultant and supervisor

Quotations and invoices are issued in Tanzanian shillings.

OPEN THE DESK

Scan to reach the Company Setup Desk, the published fee schedule and the document checklist required before the first filing.

ZATRA.CO

STANDING

Business incorporation and compliance consultancy, Dar es Salaam.

SCOPE

Mainland Tanzania. Zanzibar registers under its own authority.

STRUCK

Statutory positions as at September 2026.

INVESTING IN

TANZANIA.

The restriction an investor meets is not on the company at all.

It sits on the operating licence behind it, and on a short list of activities closed by ministerial order. Which is which decides whether a structure holds or has to be rebuilt after the fact.

This handbook sets out the entity, the capital, the sector and the authority that decides, with the institution of record against every figure.

None Whether the company may be wholly foreign-owned, and what the licence requires

None Which activities are closed under section 14A of the Business Licensing Act

None What a mineral dealer's licence demands: 25 per cent Tanzanian, 75 foreign

None Which authority decides, in whose system the file is lodged, and what it costs

ALSO IN THIS SERIES

Handbook 04 · Exporting from Tanzania: the ten charged commodities, the permit that matches the cargo, and the ninety days the money has to land.

THE DESK

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GENERAL GUIDANCE, NOT ADVICE ON A PARTICULAR MATTER