

COMPANIES REGULATIONS (FEES) RULES ~~2024~~2022

Date of Adoption: ~~17 March 2024~~[●] 2022

The Board of Directors of Abu Dhabi Global Market, in exercise of the powers conferred by section 938 of the Companies Regulations ~~2020~~2022, hereby makes the following Rules:-

1. Citation, commencement and interpretation

- (1) These Rules may be cited as the “Companies Regulations (Fees) Rules ~~2024~~2022”.
- (2) These Rules shall come into force on the date of their publication.
- (3) Defined terms used in these Rules and their meanings are contained in Schedule 1.
- (4) Unless the context otherwise requires-
 - (a) references to sections are to sections of the Companies Regulations,
 - (b) a reference to a “Rule” or “Rules” is a reference to these rules and a reference to a numbered rule, Part or Schedule is to the rule, Part or Schedule, and
 - (c) words in the singular include the plural and vice versa and a reference to a gender includes a reference to all genders.
- (5) Material or information referred to in these Rules as being specified, prescribed or described as accessible or available on or through the website is included in and forms part of these Rules.

2. Fees payable in respect of functions relating to the registration of documents by the Registrar

Schedule 2 to these Rules details the fees that are payable to the Registrar in respect of the receipt of documents relating to companies by the Registrar and their registration.

3. Fees payable in respect of the ~~inspection or~~ provision of copies of documents kept by the Registrar

Schedule 3 to these Rules makes provision for the fees that are payable to the Registrar in respect of the ~~inspection, or~~ provision of copies, of documents kept by the Registrar relating to companies.

4. Fees payable in respect of the registration of, and notifications regarding, company charges

Schedule 4 to these Rules makes provision for the fees that are payable to the Registrar in respect of the performance of its functions in relation to company charges under Part 24 of the Companies Regulations.

5. Fees payable in respect of late filings made to the Registrar

Schedule 5 to these Rules makes provision for the fees that are payable to the Registrar in respect of a delay in meeting a filing deadline specified in a relevant section.

4.6. Reduction, waiver or refund of fees

(1) — The Registrar may reduce, waive or refund all or part of any fee if it considers that, in the exceptional circumstances of a particular case, it would be equitable to do so.

(2) — ~~For the purpose of these Rules, “exceptional circumstances” is defined as any unforeseen circumstances in which the public interests outweighs the need for the imposition of the fees.~~

5.7. Companies Regulations (Fees) Rules ~~2020~~2021

The Companies Regulations (Fees) Rules ~~2020~~2021 (adopted on ~~24 June 2020~~17 March 2021) are repealed.

SCHEDULE 1 DEFINITIONS AND GENERAL INTERPRETATION

“Chairman of the Board” means the chairman of the Board,

“Companies Regulations” means the Companies Regulations ~~2020~~2022,

“company” has the meaning given to it in the Companies Regulations,

“particulars of the usual residential address of all directors” or “particulars of the usual residential address of a specified director” means the following information-

- (a) the house name or number,
- (b) the street,
- (c) the area,
- (d) if relevant, the post town,
- (e) the region,
- (f) the country, and
- (g) if relevant, the postcode or PO Box,

“Registrar’s Head Office” and “RHO” means the office of the Registrar where facilities are made available for applicants to inspect the register and to obtain copies of material on the register,

“Registrar’s Website” and “RW” mean the website of the Registrar, being www.adgm.com,

“related information” means the following information in relation to a director-

- (a) the name of the director,
- (b) the date of birth of the director,
- (c) the registered number or numbers of the company or companies, and
- (d) if appropriate, a statement that the usual residential address is the same as a service address,

“relevant document” means (for the purposes of paragraph 2(1)(j) of Schedule 2) any document required or authorised to be delivered to the Registrar in respect of a company by or under any provision of the Companies Regulations, other than a document specified below. A document is not a relevant document if-

- (a) a fee is specified in Schedule 2 in relation to the registration of a document, or the performance by the Registrar of a function, under any particular provision of the Companies Regulations, or
- (b) that document is required or authorised to be delivered to the Registrar by or under sections 882 and 962 of the Companies Regulations.

“relevant period” means one of the following periods-

- (a) the period beginning with its incorporation and ending immediately after the delivery to the Registrar of its first annual return, or
- (b) a period beginning immediately after the delivery to the Registrar of an annual return and ending immediately after the delivery to the Registrar of the next annual return,

“relevant section” means any provision under the Companies Regulations where:

- (a) a filing must be sent to the Registrar by the filing deadline stated in the relevant section; and
- (b) a delay in meeting the filing deadline attracts a late filing fee.

“same day delivery” or “same day collection” means-

- (a) a request for same day delivery or same day collection is received by the Registrar before ~~2.00 pm~~such time on the business day in question as the Registrar may determine from time to time, and
- (b) the appropriate certificate or certified copy is issued to the applicant on that day,

“same day registration” means-

- (a) a request for same day registration and all documents required to be delivered to the Registrar in connection with that registration are received by the Registrar before ~~2.00 pm~~such time on the business day in question as the Registrar may determine from time to time, and
- (b) the registration is completed on that day.

SCHEDULE 2
THE PERFORMANCE OF FUNCTIONS RELATING TO THE RECEIPT OF DOCUMENTS
BY THE REGISTRAR AND THEIR REGISTRATION

Rule 2

Part 1
Interpretation

1. General

- (1) ~~If the form of delivery is not specified in this Schedule, the fee specified below is only payable in respect of documents that are delivered in paper form.~~
- (2) ~~Where no provision is made for same day registration of the documents required to be delivered to the Registrar in relation to this Schedule, the fee specified below is only payable in respect of the delivery of documents other than for same day registration.~~

Part 2
Fees Payable

2.1. Companies

- (1) Subject to paragraph 21(2), in respect of the performance by the Registrar of his functions in relation to the registration of documents delivered to him, the fee specified in relation to each matter below is payable on the registration of the documents so delivered relating to that matter except as provided in subparagraph (f)-

Matter in relation to which fee is payable		Amount of fee (USD)
(a)	for the registration of an application to reserve a name for a company under section 47-	200.00 200
(b)	for the registration of an application to extend the time period for the reservation of a company name-	200.00 200
(c)	for the application for registration of amalgamation-	2,250.00 2,250
(d)	for the application for administrative restoration-	1,500.00 300
(e)	for an application to register a company as a restricted scope company under section 3(4) of the Companies Regulations	500
(f)	for the registration of a company under section 11 of the Companies Regulations-	1,500.00 300
	(i) where the required documents are delivered in paper form for same day registration,	2,250.00
	(ii) where the required documents are delivered in paper form other than for same day registration-	1,875.00

Matter in relation to which fee is payable		Amount of fee (USD)
(g)	for the re-registration of a company under Part 7 of the Companies Regulations-	<u>300</u>
	(i) — where the required documents are delivered in paper form for same day registration,	2,250.00
	(ii) — where the required documents are delivered in paper form other than for same day registration,	1,875.00
	for the issue to it of a certificate of continuance under Part 7 of the Companies Regulations,	7,500.00
(h)	for the re-registration of a company as a private company under section 592 of the Companies Regulations-	<u>300</u>
	(i) — where the required documents are delivered in paper form for same day registration,	2,250.00
	(ii) — where the required documents are delivered in paper form other than for same day registration,	1,875.00
(i)	for the re-registration of a company as a private company under section 607 of the Companies Regulations-	<u>300</u>
	(i) — where the required documents are delivered in paper form for same day registration,	2,250.00
	(ii) — where the required documents are delivered in paper form other than for same day registration,	1,875.00
	for the registration of all relevant documents in paper form in respect of a company delivered during a relevant period payable at the end of that period on the registration of the annual return of the company under section 778 of the Companies Regulations-	125.00
(j)	for the registration of a notice of the appointment of an auditor,	Nil
(k)	for the registration of a notice of the reappointment or change of a company's auditors	Nil
	for the registration of financial statements	Nil
(l)	for the registration of a change of name of a company under section 69 of the Companies Regulations (other than a change made in response to: (i) a direction of the Registrar under section 56 of the Companies Regulations, (ii) a determination by the Registrar under section 61 of the Companies Regulations, or (iii) on the restoration of the company to the register under section 891(2)(a)(i) of the Companies Regulations)-	<u>100</u>

Matter in relation to which fee is payable		Amount of fee (USD)
	(i) — where the required documents are delivered in paper form for same day registration,	175.00
	(ii) — where the required documents are delivered in paper form other than for same day registration,	125.00
(m)	for the registration of a notice of an amendment to the share capital of a company other than pursuant to sub-paragraphs (q) and (r) below,	400.00 100
(n)	for the registration of the reduction of share capital of a company under section 585 of the Companies Regulations— <u>a share transfer</u>	<u>100</u>
	(i) — where the required documents are delivered in paper form for same day registration,	150.00
	(ii) — where the required documents are delivered in paper form other than for same day registration,	125.00
	for the registration of the reduction of share capital of a company under section 590 of the Companies Regulations—	
	(i) — where the required documents are delivered in paper form for same day registration,	150.00
	(ii) — where the required documents are delivered in paper form other than for same day registration,	125.00
(o)	for the registration of a notice of a change to the date of the end of the financial year for a company,	Nil
(p)	for the registration of a notice of a change in the particulars of any of- (i) the shareholders', (ii) the directors', (iii) the managers', or (iv) the secretary, of a company -	
	(i) by the company,	400.00 100
	(ii) by a company with a company service provider appointed as its (i) shareholder, (ii) director, (iii) manager, or (iv) secretary, where the change in particulars is a result of a change of address of the company service provider-	Nil
(q)	for the registration of a notice of the appointment or cessation of a director-	400.00 100
(r)	for the registration of a notice of the appointment or cessation of a secretary-	400.00 100
(s)	for the registration of a notice of a change to the address of the registered office of a company— <u>—</u>	

Matter in relation to which fee is payable		Amount of fee (USD)
	(i) by a company;	400.00 <u>100</u>
	(ii) by a company with a registered address provided by a company service provider or registered office provider in the ADGM, where a change of address is a result of a change of address of the company service provider or registered office provider.	Nil
(t)	for the registration of a notice of an amendment to the memorandum and articles of association of a company.	400.00 <u>100</u>
(u)	for the registration of a notice of an error in documents lodged with the Registrar.	400.00 <u>100</u>
(v)	for the <u>registration of an application for the striking off the register of a company's name</u> payable on an application under section 891 of the Companies Regulations.	400.00 <u>Nil</u>
(x)	for the withdrawal of an application to strike-off the register a company's name.	400.00 <u>100</u>
(y)	<u>for the registration of an application for continuance within the Abu Dhabi Global Market under Part 7 of the Companies Regulations</u>	<u>1,000</u>
(z)	for the registration of an application for continuance outside of the Abu Dhabi Global Market under Part 7 of the Companies Regulations.	7,500.00 <u>7,500</u>
(aa)	<u>for the registration of annual accounts and reports</u>	<u>Nil</u>
(bb)	<u>for the registration of confirmation statements</u>	<u>100</u>

(2) The fee specified in paragraph 2~~(n)~~1(l) is not payable where the change of name relates solely to a change in the particular type of company under Part 7 of the Companies Regulations.

(3) The fee specified in paragraph 1(e) is a fee payable at the time of application for incorporation and renewal of commercial licence under the Commercial Licensing Regulations 2015.

SCHEDULE 3
THE PERFORMANCE OF FUNCTIONS RELATING TO THE INSPECTION OR
PROVISION OF COPIES OF DOCUMENTS KEPT BY THE REGISTRAR

Rule 3

Fees Payable

1. ~~Inspection and provision~~Provision of documents in electronic form on the Registrar's Website

In respect of the performance of the Registrar's functions in relation to the ~~inspection of the register and the provision of copies of material on the register~~, where an application for inspection or a copy is made by means of RW, the following fees are payable-

Matter in relation to which fee is payable	Amount of fee (USD)
for the inspection by means of RW of particulars of directorships held by a named person,	Nil
for the inspection by means of RW of a statement of particulars of a charge registered in respect of a company,	Nil
for a copy provided by means of RW (without prior inspection) of a document in respect of a company,	100.00
(da) for the inspection and provision of a copy of a document, by means of RW, in respect of a company,	100.00 <u>100</u>
(b) <u>for the provision of a certified true copy of a document relating to a company</u>	<u>100</u>
for a copy of a document or extract from a document in paper form, certified under section 965 of the Companies Regulations in relation to companies, applied for by means of RW-	100.00
(i) — where that copy is made available for collection at the RHO other than for same day collection,	100.00
(ii) — where that copy is made available for collection at the RHO for same day collection,	100.00
for a copy certificate of incorporation in paper form under section 940 of the Companies Regulations, in relation to companies, applied for by means of RW and made available for collection at the RHO-	100.00

SCHEDULE 4
COMPANY CHARGES

Fees Payable

1. Registration of, and notifications regarding, company charges

In respect of the performance of the Registrar's functions in relation to company charges under Part 24 of the Companies Regulations, the following fees are payable-

<u>Matter in relation to which fee is payable</u>		<u>Amount of fee (USD)</u>
<u>(a)</u>	<u>Initial registration of company charges</u>	<u>300</u>
<u>(b)</u>	<u>Extension of registration of company charges</u>	<u>100</u>
<u>(c)</u>	<u>Notice of registration of enforcement of security</u>	<u>100</u>
<u>(d)</u>	<u>Notice of satisfaction and release of a charge</u>	<u>100</u>
<u>(e)</u>	<u>Notice of rectification of register</u>	<u>100</u>
<u>(f)</u>	<u>Notice of replacement of instrument or debenture</u>	<u>100</u>

SCHEDULE 5

LATE FILING FEES

Fees Payable

1. Fees payable in respect of late filings made to the Registrar

In respect of a delay in meeting the filing deadline specified in a relevant section, a late filing fee of USD 150 per month will be automatically charged by the Registrar, for each month or part thereof that the filing is late, up to a maximum of 3 months, in addition to any applicable filing fee.