

REGISTRATION AUTHORITY
سلطة التسجيل

FINAL NOTICE
ISSUED UNDER SECTION 50
OF THE COMMERCIAL LICENSING REGULATIONS 2015

To: Areej Al Noor General Trading L.L.C, Trading as “Jose Eber” (#00005959)

Address: 
Shop 13086, Level 3,
The Galleria Al Maryah Island
ADGM Square,
Al Maryah Island,
Abu Dhabi, United Arab Emirates

Date: 26 January 2022

1. ACTION

- 1.1 This Final Notice (“Notice”) is issued under section 50 of the *Commercial Licensing Regulations 2015* (the “Regulations”).
- 1.2 For the reasons given in this Notice, the Registrar (the “Registrar or RA”) has decided to impose a financial penalty of **USD 2,000** on Areej Al Noor General Trading L.L.C (“Areej Al Noor”).

2. DEFINED TERMS AND RELEVANT REGULATIONS

- 2.1 Defined terms are identified in the Notice in parentheses, using the capitalisation of the initial letter of a word or of each word in a phrase, and are either defined in the Regulations, or in the body of this Notice at the first instance the term is used. Unless the context otherwise requires, where capitalisation of the initial word is not used, an expression has its natural meaning.
- 2.2 Extracts of Regulations and Rules referred to in this Notice are attached in **Annexure A**. Complete copies of the Regulations and Rules are accessible on the Abu Dhabi Global Market website www.adgm.com/legal-framework/rules-and-regulations.

3. SUMMARY OF REASONS

- 3.1 Jose Eber is a retail store currently occupying and operating from Unit 13086 in the Galleria Mall, Al Maryah Island, Abu Dhabi Global Market (the "Unit"). Jose Eber is owned and operated in ADGM by Areej Al Noor.
- 3.2 Areej Al Noor is a limited liability company, registered with the Dubai Department of Economic Development ("Dubai DED") with commercial licence CN-539323.
- 3.3 On 04 September 2019, Jose Eber first obtained a temporary licence from the Registrar in order to carry on economic activities from the Unit as a "Pop-Up Store".
- 3.4 Temporary permits (previously called temporary licences) are issued by the Registrar to allow businesses to operate in or from ADGM for a short period of time in order to determine whether they will then apply for an ADGM commercial licence. Unlike commercial licences, ADGM temporary permits are not available for renewal on an annual basis.
- 3.5 To comply with section 1 of the Regulations (the "General Prohibition"), an entity must obtain a valid ADGM commercial licence if it intends to conduct business in or from ADGM.
- 3.6 Jose Eber's final temporary licence from the Registrar expired on 03 September 2020.
- 3.7 Without the required valid ADGM commercial licence, Jose Eber continued to carry on business activities and operate from the Unit well into 2021.
- 3.8 Since late 2020, Areej Al Noor (trading as Jose Eber) had ample time and opportunity to obtain a valid ADGM commercial licence with the assistance of RA staff as required.
- 3.9 In February of 2021, [REDACTED] of Areej Al Noor was working with RA staff to obtain a licence for the Unit but Areej Al Noor did not complete the process.
- 3.10 On 31 May 2021, Areej Al Noor (trading as Jose Eber) received a warning letter (the "Warning Letter") from the Enforcement Section ("Enforcement"), Monitoring & Enforcement Division of the RA informing it of its contravention of the General Prohibition and the risk of financial penalty. It continued to operate from the Unit.
- 3.11 On 22 June 2021, Areej Al Noor received a cease and desist notice (the "Cease and Desist Notice") from Enforcement directing it to cease commercial operations from the Unit at 5:00 pm on 22 June 2021 or risk financial penalty for contravening the General Prohibition. It continued to operate from the Unit.
- 3.12 In the days after 22 June 2021, Areej Al Noor (trading as Jose Eber) repeatedly ignored specific directions from Enforcement to cease its contravention of the General Prohibition or risk financial penalty. It continued to operate from the Unit.
- 3.13 On 07 August 2021, Areej Al Noor (trading as Jose Eber) finally obtained a valid ADGM commercial licence.
- 3.14 Based on the above, the Registrar considers that Areej Al Noor (trading as Jose Eber) contravened the General Prohibition as set out in section 1 of the Regulations from 03 September 2020.

- 3.15 On 09 September 2021, the Registrar served Areej Al Noor with a Warning Notice proposing to impose a financial penalty on it and provided it with a 14 day period (until 29 September 2021) to make representations.
- 3.16 Between 29 September 2021 and 07 December 2021, two rounds of representations were made by Areej Al Noor and M&E to the independent decision maker (delegate of the Registrar).
- 3.17 On 15 December 2021, the Registrar served Areej Al Noor with a Decision Notice imposing a financial penalty on it and provided it with a 28 day period (until 25 January 2022) to refer the Decision Notice to the ADGM Courts.
- 3.18 As of the date of this Notice, Areej Al Noor had not made any referrals to the ADGM Courts.
- 3.19 After careful consideration of all representations, the independent decision maker does not consider there to be any reasonable justification to grant relief from the action.
- 3.20 Accordingly, the Registrar has decided to impose a financial penalty on Areej Al Noor (trading as Jose Eber).

4. FACTS AND MATTERS RELIED UPON

Background

- 4.1 Areej Al Noor is a limited liability company established on 26 July 2010 incorporated by the Abu Dhabi DED.
- 4.2 Jose Eber is a brand operating in ADGM from a retail location in the Unit and is owned by Areej Al Noor.
- 4.3 Up until 03 September 2020, Jose Eber operated in compliance with the General Prohibition from the Unit as Areej Al Noor had a temporary licence allowing it to carry on controlled activities.
- 4.4 However, commencing on 04 September 2020, Areej Al Noor failed to take the required steps to obtain a valid ADGM commercial licence so that Jose Eber could carry on controlled activities from the Unit in compliance with ADGM commercial legislation.

The Warning Letter and the Cease and Desist Letter

- 4.5 On 31 May 2021, Areej Al Noor received the Warning Letter which required it to take action, by no later than 5:00 pm on 21 June 2021, to complete the necessary steps to obtain a valid ADCM commercial licence or cease conducting all economic activities from the Unit.
- 4.6 At approximately 5:27 pm on 21 June 2021, staff of the RA attended at the Unit and observed that it remained open for business.
- 4.7 At approximately 1:41 pm on 22 June 2021, staff of the RA attended at the Unit, which was open for business, and served staff at the Unit with the Cease and Desist Letter. A copy of the Cease and Desist Letter was also emailed to a representative of Areej Al Noor.
- 4.8 A copy of the Cease and Desist Letter was also emailed to a representative of at 2:56 pm on 22 June 2021.
- 4.9 Paragraphs 9 and 10 of the Cease and Desist Letter stated the following:

9. *Until further written notice from the RA, Areej Al Noor (trading as Jose Eber) is hereby notified that it is to cease and desist from carrying on all commercial activities in or from the Unit by no later than 5:00 pm on 22 June 2021.*

10. *You must confirm to us by no later than 5:00pm on 22 June 2021 by email to ██████████@adgm.com or in writing, that Areej Al Noor (trading as Jose Eber) has ceased all commercial activities in or from the Unit.*

- 4.10 At 3:03 pm on 22 June 2021, ██████████ emailed RA staff acknowledging receipt of the “notice for closure of business” but noted that Areej Al Noor had made the application for the licence but was having difficulties with the portal. ██████████ asked for the RA’s permission to allow Jose Eber to remain open. This permission was not granted
- 4.11 At 6:46 pm on 22 June 2021, RA staff attended at the Unit and observed it was open for business.
- 4.12 At 7:12 pm on 22 June 2021, RA staff replied by email to ██████████. ██████████ was informed that they observed that Jose Eber was open at 6:42 pm that day. This email also reminded ██████████ that Jose Eber did not have “a valid ADGM licence or temporary permit” and that, if Jose Eber continued to operate, this would continue to be a contravention of the General Prohibition and could result in a fine up to USD 20,000.
- 4.13 At 11:34 am on 23 June 2021, RA staff attended at the Unit and observed it was open for business.
- 4.14 At 12:35 pm on 23 June 2021, RA staff sent an email informing ██████████ that they observed that Jose Eber was open at 11:34 am earlier that day. This email again reminded ██████████ that Jose Eber did not have “a valid ADGM licence or temporary permit” and that, if Jose Eber continued to operate, this would continue to be a contravention of the General Prohibition and could result in a fine up to USD 20,000.
- 4.15 At 7:04 pm on 23 June 2021, ██████████ emailed RA staff acknowledging that Areej Al Noor (trading as Jose Eber) still did not have a licence and claiming that it had followed all necessary steps to obtain the licence and that the delay was “from the ADGM for some unknown reason” but provided no further significant information. ██████████ again asked for the RA’s permission to allow Jose Eber to remain open. This permission was not granted.
- 4.16 Again, the Warning Letter previously reminded Areej Al Noor (trading as Jose Eber) had been operating without a valid ADGM commercial licence or temporary permit since 4 September 2020.
- 4.17 At 12:38 pm on 24 June 2021, RA staff attended at the Unit and observed it was open for business.
- 4.18 At 1:45 pm on 24 June 2021, RA staff sent an email informing ██████████ that they observed that Jose Eber was open at 12:38 pm that day. This email again reminded ██████████ that Jose Eber did not have “a valid ADGM licence or temporary permit” and repeated that, if Jose Eber

continued to operate, this would continue to be a contravention of the General Prohibition and could result in a fine up to USD 20,000.

- 4.19 At 2:35 pm on 24 June 2021, ██████ again emailed RA staff acknowledging that Areej Al Noor (trading as Jose Eber) acknowledging receipt of the email and again asked for permission to open the Unit. ██████ claimed that the Unit was not open for trading (attaching a photo) but that staff were “present there” as “they are in the kiosk waiting for the licence” from ADGM.
- 4.20 ██████ again claimed that Areej Al Noor had followed all necessary steps to obtain the licence and asserted that the delay was the fault of ADGM. ██████ again asked for the RA’s permission to allow Jose Eber to remain open. This permission was not granted as Areej Al Noor (trading as Jose Eber) still did not have a valid ADGM commercial licence.
- 4.21 It is worth noting that as at 11 July 2021, Areej Al Noor (trading as Jose Eber) still did not have a valid ADGM commercial licence.
- 4.22 Via email at 3:55 pm on 24 June 2021, ██████ again asked for the RA’s permission to open Jose Eber for business. This permission was again not granted as Areej Al Noor (trading as Jose Eber) still did not have a valid ADGM commercial licence.
- 4.23 On at 4:40 pm on 24 June 2020, RA staff again sent an email to ██████ firmly reminding ██████ that Jose Eber did not have “a valid ADGM licence or temporary permit” and that, if Jose Eber continued to operate, this would continue to be a contravention of the General Prohibition and could result in a fine up to USD 20,000.
- 4.24 RA staff attended at the Unit at 2:00 pm on 26 June 2021. It appeared to be open with Jose Eber staff present but did not appear to be selling items. RA staff emailed about this issue at 4:16 pm. ██████ who replied at claiming that staff were only there “waiting for license to be issued from ADGM” and that there were “regular customers visting (sic) our kiosk so the presence of staff is necessary to divert them to other locations for refunds/exchanges (sic) or claims purposes”.
- 4.25 After 26 June 2021, the Unit appeared to be closed for business.
- 4.26 As of 11 July 2021, Areej Al Noor did not possess a valid ADGM commercial licence to operate from the Unit. However, two weeks earlier, on 23 June 2021 and 24 June 2021, Areej Al Noor had repeatedly claimed that it had taken all necessary steps to obtain a valid ADGM commercial licence and that it was somehow the fault of the RA that it not had obtained its licence.
- 4.27 On 07 August 2021, Areej Al Noor finally received a valid ADGM commercial licence to carry on controlled activities from the Unit.

Registrar’s Concerns

- 4.28 The Registrar is concerned that Areej Al Noor (trading as Jose Eber) contravened the General Prohibition as out in section 1 of Regulations.

- 4.29 Areej Al Noor (trading as Jose Eber) ignored the direction of the RA's Warning Letter and the Cease and Desist Letter and continued to carry on business from the Unit well after the receipt of the Cease and Desist Letter and other similar communications from RA staff.
- 4.30 On 09 September 2021, the Registrar served Areej Al Noor with a Warning Notice proposing to impose a financial penalty on it and provided it with a 14 day period (until 29 September 2021) to make representations.
- 4.31 On 29 September 2021 at 4:53 pm, ██████████ sent the independent decision maker (delegate of the Registrar) written representations in response to the Warning Notice sent to Areej Al Noor on 09 September 2021 ("First Representation").
- 4.32 M&E was given the opportunity to review and respond to the First Representation.
- 4.33 On 03 November 2021, M&E sent a Memo to the independent decision maker addressing each of the responses set out in the First Representation ("M&E's First Response").
- 4.34 M&E's First Response was then shared with Areej Al Noor on 22 November 2021, giving Areej Al Noor another opportunity to make representations by 24 November 2021 at 5 pm at the latest.
- 4.35 On 24 November 2021 at 4:54 pm, the independent decision maker received further written representations from Areej Al Noor ("Second Representation"). M&E was given another opportunity to review and respond to the Second Representation.
- 4.36 On 07 December 2021, M&E sent another Memo to the independent decision maker addressing each of the responses set out in the Second Representation and made a recommendation that the independent decision maker to proceed with issuing a Decision Notice ("M&E's Second Response").
- 4.37 On 12 December 2021, the independent decision maker provided Areej Al Noor with M&E's Second Response and was informed that the independent decision maker will start reviewing all representations in order to come to a decision as to whether to proceed with a Decision Notice or to discontinue the action.
- 4.38 After careful consideration and a review of all the representations made by Areej Al Noor and M&E, it is clear to the independent decision maker that no substantial information was provided by Areej Al Noor to give a reasonable justification for a reduction of the action nor for a discontinuation.
- 4.39 Accordingly, the Registrar has decided to impose a financial penalty on Areej Al Noor (trading as Jose Eber).
- 4.40 On 15 December 2021, the Registrar served Areej Al Noor with a Decision Notice imposing a financial penalty on it and provided it with a 28 day period (until 25 January 2022) to refer the Decision Notice to the ADGM Courts.
- 4.41 As of the date of this Notice, Areej Al Noor had not made any referrals to the ADGM Courts.

5. CONTRAVENTIONS

- 5.1 Under Rule 8 of the *Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2021 (the "Rules")* "any economic activity, other than the activities specified in Rules 3, 4, 5, 6 and 7, is a controlled activity, if it is carried on by way of business."¹
- 5.2 As a retailer in The Galleria, Areej Al Noor (trading as Jose Eber) was therefore conducting a "controlled activity" under the Rules.
- 5.3 Based on the facts and matters noted above, the Registrar considers that Areej Al Noor (trading as Jose Eber) contravened section 1 of the Regulations, the General Prohibition, which states that:

(1) No person may carry on a controlled activity in or from the Abu Dhabi Global Market, or purport to do so, unless he is –

- (a) a licensed person; or*
- (b) an exempt person.*

(2) The prohibition is referred to in these Regulations as the general prohibition.

(3) For the purposes of these Regulations –

(a) a "licensed person" is a person who has a valid licence to carry on one or more controlled activities; and

(b) a "person" includes a natural person, body corporate or body unincorporated, a partnership, incorporated or unincorporated or other legal form not having separate legal personality.

- 5.4 The Registrar considers that Areej Al Noor (trading as Jose Eber) did not have a valid ADGM commercial licence when it continued to carry on a controlled activities in or from ADGM.

6. SANCTION

Financial Penalty

- 6.1 In reaching its decision to impose a financial penalty, the Registrar has taken into account the factors and considerations in the Registrar's Decision Procedures and Enforcement Manual (the "Manual").

Determination to impose a financial penalty

- 6.2 With reference to paragraph 4.7 of the Manual, the Registrar considers the following factors to be of relevance in deciding to impose a financial penalty against Areej Al Noor (trading as Jose Eber):

4.7 To promote compliance with the Regulations and achieve the Registrar's objectives by:

- a. Penalising persons who have committed contraventions; and*
- b. Deterring persons that have committed or may commit similar contraventions.*

¹ None of the activities carried out from the Unit are activities specified in Rules 3, 4, 5, 6 or 7 of the Rules.

- 6.3 The Registrar has decided to impose a financial penalty, due to the ongoing disregard of the Regulations and instructions of the Registrar, seriousness of the contravention and other circumstances.

Determination of the level of financial penalty

- 6.4 With reference to paragraph 4.8 of the Manual, the Registrar has taken into account the factors and considerations for determining the appropriate level of the financial penalty that it has decided to impose, which are set out as follows.

The seriousness of the contravention

- 6.5 The Registrar considers that the contravention of the General Prohibition is serious because against Areej Al Noor (trading as Jose Eber) continued to carry on controlled activities from the Unit without a valid ADGM commercial licence even after it received the Cease and Desist Letter and had also been previously reminded that it required this licence.
- 6.6 Wilfully conducting business in ADGM without a valid licence, permit or exemption undermines the integrity of the jurisdiction by failing to recognize the importance of the Regulations and the requirement of all retailers in the Galleria to follow the instructions of the Registrar, particularly when there is a clear and continuous contravention of the General Prohibition.

Deliberate or reckless

- 6.7 The Registrar considers that the continued contravention of the General Prohibition by Areej Al Noor (trading as Jose Eber) after 22 June 2021 was deliberate.

Whether the person is an individual

- 6.8 This factor was not considered to be relevant.

Effect on third parties

- 6.9 This factor was not considered to be overly relevant.

Deterrence

- 6.10 Deterrence is one of the main purposes of taking enforcement action. That is, deterring persons who have committed contraventions from committing further contraventions, and deterring others from committing similar contraventions.
- 6.11 The penalty imposed must deter Areej Al Noor (trading as Jose Eber) and others from conducting controlled activities in or from ADGM when they do not possess a valid ADGM commercial licence or temporary permit.

Financial gain or loss avoided

- 6.12 While the Registrar recognises that other retailers in the Galleria have paid the required ADGM licence fees when required, this factor was not considered to be overly relevant.

Subsequent conduct

- 6.13 Areej Al Noor (trading as Jose Eber) blatantly and repeatedly ignored the RA's directions contained in the Warning Letter and the Cease and Desist Letter by continuing to carry on controlled activities from the Unit well after 5:00 pm on 22 June 2021.

- 6.14 As of 11 July 2021, Areej Al Noor (trading as Jose Eber) still had not obtained a licence despite its protestations on 23 June 2021 and 24 June 2021 that it had completed the necessary steps to obtain the licence.
- 6.15 While the Registrar recognises that Areej Al Noor (trading as Jose Eber) ultimately obtained a valid ADGM commercial licence on 07 August 2021, this does not erase the previous continued contravention of the General Prohibition.

Disciplinary record and compliance history

- 6.16 At the time of the contravention, Areej Al Noor (trading as Jose Eber) had been carrying on business from the Unit, except for the portion of the time that the Galleria was closed due to the pandemic. During that time the Registrar has not issued any other notices, nor is aware of any other previous concerns in relation to Areej Al Noor.

Maximum Penalty

- 6.17 Pursuant to section 3 of the Regulations, a person who commits a contravention of the General Prohibition under section 1 shall be liable to a fine not exceeding level 6 on the standard fines scale.
- 6.18 Level 6 on the standard fines scale equals USD 20,000.
- 6.19 Taking this and the preceding factors into account, the Registrar considers that a financial penalty of **USD 2,000** appropriately reflects the seriousness of the contravention.

7. PROCEDURAL MATTERS

Right of access to evidence and other material considered

- 7.1 Section 53 of the Regulations applies to this Notice. The effect of section 53 is to Areej Al Noor (trading as Jose Eber) to access:
- a. the material on which the Registrar is relying on for the Action (“Primary Material”); and
 - b. any Secondary Material which, in the Registrar’s opinion, might undermine that decision.
- 7.2 **Annexure B** to this Notice is a copy of the Primary Material on which the Registrar is relying for the Action. The Registrar has reviewed his records and has not identified any Secondary Material.

Representations

- 7.3 On 09 September 2021, the Registrar served Areej Al Noor with a Warning Notice proposing to impose a financial penalty on it and provided it with a 14 day period (until 29 September 2021) to make representations.
- 7.4 Between 29 September 2021 and 07 December 2021, two rounds of representations were made by Areej Al Noor and M&E to the independent decision maker (delegate of the Registrar).

7.5 On 15 December 2021, the Registrar served Areej Al Noor with a Decision Notice imposing a financial penalty on it and provided it with a 28 day period (until 25 January 2022) to refer the Decision Notice to the ADGM Courts.

7.6 As of the date of this Notice, Areej Al Noor had not made any referrals to the ADGM Courts.

Publicity

7.7 As this Final Notice has now been issued, pursuant to section 51(5) of the Regulations, the Registrar must publish the details about the matter to which the Final Notice relates as it considers appropriate.

Fine Payment

7.8 The financial penalty of **USD 2,000** imposed on Areej Al Noor (trading as Jose Eber) must be paid to the Registrar within 30 days from the issuance of this Final Notice.

Signed:

A solid black rectangular box used to redact the signature of the Registrar's delegate.

Obaid Musallem Al Ameri
Executive Director, Corporate Relations
Delegate of the Registrar
Registration Authority

ANNEXURE A

EXTRACTS OF THE REGULATIONS AND RULES REFERRED TO IN THIS NOTICE

EXTRACT OF THE COMMERCIAL LICENSING REGULATIONS 2015

1. The general prohibition

- (1) No person may carry on a controlled activity in or from the Abu Dhabi Global Market, or purport to do so, unless he is –
 - (a) a licensed person; or
 - (b) an exempt person.
- (2) The prohibition is referred to in these Regulations as the general prohibition.
- (3) For the purposes of these Regulations –
 - (a) a "licensed person" is a person who has a valid licence to carry on one or more controlled activities; and
 - (b) a "person" includes a natural person, body corporate or body unincorporated, a partnership, incorporated or unincorporated or other legal form not having separate legal personality.

2. Controlled activities

- (1) An activity is a controlled activity for the purposes of these Regulations if it falls within a description of activity specified as a controlled activity in rules made by the Board.
- (2) Such rules may specify the circumstances in which a person is to be regarded as carrying on (or purporting to carry on) a controlled activity in or from the Abu Dhabi Global Market.

3. Contravention of the general prohibition

- (1) A person who contravenes the general prohibition commits a contravention of these Regulations and shall be liable to a fine not exceeding level 6 on the standard fines scale.
- (2) In proceedings in respect of a contravention under subsection (1), it is a defence for the person accused of the contravention to show that he took all reasonable precautions and exercised all due diligence to avoid committing the contravention.
- (3) An agreement made by a person in the course of carrying on a controlled activity in contravention of the general prohibition shall not, by virtue of such contravention alone, be void or unenforceable.

41. Fines

- (1) If the Registrar considers that a licensed person has contravened a relevant requirement imposed on the person, it may impose on him a fine, in respect of the contravention, of such amount as it considers appropriate, provided such fine shall not exceed level 5 on the standard fines scale.
- (2) If the Registrar considers that a person has committed a contravention of an enactment or subordinate legislation, it may impose on him a fine of an amount not exceeding the maximum specified for such contravention in the relevant enactment or subordinate legislation.
- (3) A fine under this section is payable to the Registrar.

43. Proposal to take disciplinary measures

- (1) If the Registrar proposes –
 - (a) to impose a fine on a person (under section 41); or

(b) to suspend the licence of a licensed person or impose a restriction in relation to the carrying on of a controlled activity by a licensed person (under section 42), it must give that person a warning notice.

(2) A warning notice about a proposal to impose a fine must state the amount of the fine.

(3) A warning notice about a proposal to suspend a licence or impose a restriction must state the period for which the suspension or restriction is to have effect.

44. Decision to take disciplinary measures

(1) If the Registrar decides –

(a) to impose a fine under section 41 (whether or not of the amount proposed); or

(b) to suspend a licence or impose a restriction under section 42 (whether or not in the manner proposed), it must without delay give the person concerned a decision notice.

(2) In the case of a fine, the decision notice must state the amount of the fine.

(3) In the case of a suspension or restriction, the decision notice must state the period for which the suspension or restriction is to have effect.

(4) If a Registrar decides to –

(a) impose a fine on a person under section 41; or

(b) suspend the licence of a licensed person, or impose a restriction in relation to the carrying on of a controlled activity by a licensed person, under section 42, that person may refer the matter to the court.

48. Decision notices

(1) A decision notice must –

(a) be in writing;

(b) give the reasons of the Registrar for the decision to take the action to which the notice relates;

(c) state whether section 53 applies;

(d) if that section applies, describe its effect and state whether any secondary material exists to which the person concerned must be allowed access under it; and

(e) give an indication of –

(i) any right to have the matter referred to the court which is given by these Regulations; and

(ii) the procedure on such a reference.

(2) If the decision notice was preceded by a warning notice, the action to which the decision notice relates must be action under the same provision as the action proposed in the warning notice.

(3) The Registrar may, before it takes the action to which a decision notice ("the original notice") relates, give the person concerned a further decision notice which relates to different action in respect of the same matter.

(4) The Registrar may give a further decision notice as a result of subsection (3) only if the person to whom the original notice was given consents.

(5) If the person to whom a decision notice is given under subsection (3) had the right to refer the matter to which the original decision notice related to the court, he has that right as respects the decision notice under subsection (3).

(6) In this Part, "decision notice" means a notice under sections 18(3), 20(2) or 44(1).

49. Notices of Discontinuance

(1) If the Registrar decides not to take -

(a) the action proposed in a warning notice given by it; or

(b) the action to which a decision notice given by it relates,

it must give a notice of discontinuance to the person to whom the warning notice or decision notice was given.

(2) But subsection (1) does not apply if the discontinuance of the proceedings concerned results in the granting of an application made by the person to whom the warning or decision notice was given.

(3) A notice of discontinuance must identify the proceedings which are being discontinued.

50. Final notices

(1) If the Registrar has given a person a decision notice and the matter was not referred to the court within 28 days of that person receiving the notice or such other period as the court may allow, the Registrar must, on taking the action to which the decision notice relates, give the person concerned and any person to whom the decision notice was copied a final notice.

(2) If the Registrar has given a person a decision notice and the matter was referred to the court, the Registrar must, on taking action in accordance with any directions given by –

(a) the court, or

(b) the Court of Appeal on an appeal against the decision of the court,

give that person and any person to whom the decision notice was copied the notice required by subsection (3).

(3) The notice required by this subsection is –

(a) in a case where the Registrar is acting in accordance with a direction given by the court, or by the Court of Appeal on an appeal from a decision of the court, a further decision notice; and

(b) in any other case, a final notice.

(4) A final notice must –

(a) give details of the action being taken;

(b) state the date on which the action is to be taken; and

(c) if it imposes a fine, state the amount of the fine and the manner in which, and the period within which, the fine is to be paid.

(5) The period stated under subsection (4)(c) may not be less than 30 days beginning with the date on which the final notice is given.

(6) If all or any of the amount of a fine payable under a final notice is outstanding at the end of the period stated under subsection (4)(c), the Registrar may recover the outstanding amount as a debt due to it.

51. Publication

(1) In the case of a warning notice, neither the Registrar nor a person to whom it is given or copied may publish the notice or any details concerning it.

(2) A person to whom a decision notice is given or copied may not publish the notice or any details concerning it unless the Registrar has published the notice or those details.

(3) A notice of discontinuance must state that, if the person to whom the notice is given consents, the Registrar may publish such information as it considers appropriate about the matter to which the discontinued proceedings related.

(4) A copy of a notice of discontinuance must be accompanied by a statement that, if the person to whom the notice is copied consents, the Registrar may publish such information as it considers appropriate about the matter to which the discontinued proceedings related, so far as relevant to that person.

(5) The Registrar must publish such information about the matter to which a decision notice or final notice relates as it considers appropriate.

(6) When a supervisory notice takes effect, the Registrar must publish such information about the matter to which the notice relates as it considers appropriate.

- (7) The Registrar may not publish information under this section if, in its opinion, publication of the information would be –
- (a) unfair to the person with respect to whom the action was taken (or was proposed to be taken);
 - (b) detrimental to the interests of participants of the Abu Dhabi Global Market; or
 - (c) detrimental to the interests of the Abu Dhabi Global Market.
- (8) Information is to be published under this section in such manner as the Registrar considers appropriate.
- (9) For the purposes of determining when a supervisory notice takes effect, a matter to which the notice relates is open to review if –
- (a) the period during which any person may refer the matter to the court is still running;
 - (b) the matter has been referred to the court but has not been dealt with;
 - (c) the matter has been referred to the court and dealt with but the period during which an appeal may be brought against the court's decision is still running; or
 - (d) such an appeal has been brought but has not been determined.
- (10) "Notice of discontinuance" means a notice given under section 49.
- (11) "Supervisory notice" has the same meaning as in section 54.
- (12) A person, other than the Registrar, who contravenes subsections (1) or (2) shall be liable to a fine not exceeding level 3 on the standard fines scale.

53. Access to material

- (1) If the Registrar gives a person ("A") a warning notice or a decision notice, it must –
- (a) allow him access to the material on which it relied in taking the decision which gave rise to the obligation to give the notice;
 - (b) allow him access to any secondary material which, in the Registrar's opinion, might undermine that decision.
- (2) But the Registrar does not have to allow A access to material under subsection (1) if the material is excluded material or it –
- (a) relates to a case involving a person other than A; and
 - (b) was taken into account by the Registrar in A's case only for purposes of comparison with other cases.
- (3) The Registrar may refuse A access to particular material which it would otherwise have to allow him access to if, in its opinion, allowing him access to the material –
- (a) would not be in the public interest; or (b) would not be fair, having regard to –
 - (i) the likely significance of the material to A in relation to the matter in respect of which he has been given a notice; and
 - (ii) the potential prejudice to the commercial interests of a person other than A which would be caused by the material's disclosure.
- (4) If the Registrar does not allow A access to material because it is excluded material consisting of a protected item, it must give A written notice of –
- (a) the existence of the protected item; and
 - (b) the Registrar's decision not to allow him access to it.
- (5) If the Registrar refuses under subsection (3) to allow A access to material, it must give him written notice of - (a) the refusal; and (b) the reasons for it.
- (6) "Secondary material" means material, other than material falling within paragraph (a) of subsection (1) which –

(a) was considered by the Registrar in reaching the decision mentioned in that paragraph; or

(b) was obtained by the Registrar in connection with the matter to which that notice relates but which was not considered by it in reaching that decision.

(7) "Excluded material" means material which is a protected item (as defined in section 56).

(8) This section does not apply to a warning notice under section 18(1) or 18(2) or a decision notice under section 18(3).

EXTRACT OF THE COMMERCIAL LICENSING REGULATIONS 2015 (CONTROLLED ACTIVITIES) RULES 2021

2. Controlled activities

(1) For the purposes of the Regulations, any activity specified in Rules 3, 4, 5, 6, 7 and 8 is, subject to Rules 9, and 10, a controlled activity.

(2) Controlled activities specified in these Rules may be subdivided into "business activities" based on such classifications and sub-classifications as the Registrar may publish from time to time to supplement the operation of these Rules.

3. Financial services

Any of the activities specified in paragraphs 1 to 4 inclusive, 6 to 11 inclusive and 13 to 17 of Article 14 of the ADGM Founding Law is a controlled activity if it is carried on by way of business.

4. Legal services

(1) Providing legal services is a controlled activity if it is carried on by way of business.

(2) "Providing legal services" means the application of legal principles or judgement with regard to the circumstances of another person, including but not limited to –

(a) giving legal advice or counsel to such a person as to his legal rights or the legal rights or responsibilities of others, whether or not under the law of the Abu Dhabi Global Market,

(b) drafting or completion of legal documents or agreements which affect such a person's legal rights,

(c) representation of such a person in court proceedings or in an administrative adjudicative procedure in which legal pleadings are filed or a record is established as the basis for judicial review, or

(d) negotiation of legal rights or responsibilities on behalf of such a person, including participation in employment negotiations, arbitrations or conciliations, but excluding acting as a lay representative authorised by an administrative agency or tribunal, serving as a judge, mediator, arbitrator, conciliator or facilitator.

5. Accountancy services

(1) Providing accountancy services is a controlled activity if it is carried on by way of business.

(2) "Providing accountancy services" means the application of accounting principles or judgement with regard to the circumstances of another person, including but not limited to the following –

(a) performing audit, examination, verification, investigation, certification, presentation or review of financial transactions and accounting records for such a person,

(b) preparing or certifying reports on audits or examinations of books or records of account, balance sheets, and other financial, accounting and related documents for such a person, or

(c) advising such a person on matters relating to accounting procedure and the recording, presentation or certification of financial information or data, including financial information or data required by any law for the time being in force in the Abu Dhabi Global Market.

6. Insolvency practitioner services

(1) Providing insolvency practitioner services is a controlled activity if it is carried on by way of business.

(2) "Providing insolvency practitioner services" means being appointed as or serving as in relation to a body corporate –

- (a) a receiver,
- (b) an administrative receiver,
- (c) an administrator,
- (d) an administrator of a Deed of Company Arrangement,
- (e) a liquidator, or
- (f) a provisional liquidator, in each case under the Insolvency Regulations 2015.

7. Company services

(1) Providing company services is a controlled activity if it is carried on by way of business.

(2) "Providing company services" means providing any one or more of the following services–

- (a) acting as an incorporation agent in connection with the incorporation or registration of bodies corporate in the Abu Dhabi Global Market,
- (b) providing company services to any body corporate incorporated or registered under the Companies Regulations 2020 or the Foundations Regulations 2017,
- (c) acting as a Registered Office Provider,
- (d) providing directors, company secretaries, councillors, registered agent, or other officers to any body corporate incorporated or registered, or to be incorporated or registered, in the Abu Dhabi Global Market, or
- (e) providing nominee shareholders of companies to any body corporate incorporated or registered in the Abu Dhabi Global Market, subject to paragraph (4) below.

(3) "Registered Office Provider" means the business activity of providing registered office services to any body corporate incorporated or registered, or to be incorporated or registered, in the Abu Dhabi Global Market.

(4) Persons who–

- (a) conduct the business activity of acting as a Registered Office Provider, or
- (b) advise on the incorporation and registration of, or provide nominee services to, bodies corporate within Abu Dhabi Global Market as an incidental part of conducting the business activities of financial services advisory activities, management consultancy, compliance consultancy, legal consultancy or accountancy, without providing any other company service set out in paragraph (2) above are not providing company services within the meaning of these Rules.

8. Other economic activities

Any economic activity, other than the activities specified in Rules 3, 4, 5, 6 and 7 is a controlled activity, if it is carried on by way of business.

9. General exclusions

(1) An individual does not carry on a controlled activity if he carries on an activity solely as an employee who is employed or appointed under a contract of service.

(2) A person does not carry on a controlled activity to the extent that he exercises a power or performs a duty or function –

- (a) of a public nature,
- (b) on behalf of a public authority, or
- (c) in connection with public administration, law enforcement, government or regulation.

10. Exclusion for cross-border service providers

A person who carries on an activity falling within Rules 3, 4, 5, 6, 7 or 8 does not carry on a controlled activity in or from the Abu Dhabi Global Market if –

(a) he does not carry on the activity from a permanent establishment maintained by him in the Abu Dhabi Global Market, and

(b) he carries on the activity at the invitation of a person ordinarily resident, or with a permanent establishment, in the Abu Dhabi Global Market.