



**ABU DHABI
GLOBAL MARKET**

Registration Authority

Checklist – Company Set-up

PRIVATE COMPANY LIMITED BY GUARANTEE

Non-Financial



STAGE ONE – BUSINESS APPLICATION – NON-FINANCIAL

PRIVATE COMPANY LIMITED BY GUARANTEE – NON-FINANCIAL

	Requirements	Useful Links
<input type="checkbox"/>	Choose business activities. - Refer: List of permitted activities available on the ADGM website	List of Permitted Activities - Non-Financial
<input type="checkbox"/>	Contact Business Development Team	Contact Details - Business Development Team
<input type="checkbox"/>	Choose the type of legal entity as PRIVATE COMPANY LIMITED BY GUARANTEE Refer: List of Legal entities available in ADGM website	List of Legal Entities
<input type="checkbox"/>	Complete Business Application Form – Applicable for all non-financial business activities You will need to provide detailed answers to the following questions: <ul style="list-style-type: none"> • Will the proposed entity conduct Financial Business activities as defined in Schedule 1 of the ADGM FSMR Module? • Which business activities do you intend to conduct? • Describe your relevant expertise and track record in the proposed activities • Describe the opportunities, challenges and competitive landscape for the business • Describe the sources of funding for the business • What is the expected headcount for years 1, 2 and 3 of operations? 	www.registration.adgm.com

1. STAGE TWO – INCORPORATION OF COMPANY – STANDARD REQUIREMENTS

	Standard Requirements	Useful Links
<input type="checkbox"/>	Choose a company name. - Search if the company name is still available - Refer: Business and Company Name Rules	www.registration.adgm.com Business and Company Name Rules

	<ul style="list-style-type: none"> - Similar name declaration may be required if the applicants are using a proposed name that is similar to others 	
<input type="checkbox"/>	<p>Choose a tradename (this is not mandatory and mainly applicable for retail applications).</p> <ul style="list-style-type: none"> - Not mandatory - This is different from the company name (i.e. does not need to include the suffix) - Name used to trade, appear on the signage - Search if the trade name is still available - Refer: Business and Company Name Rules - Authorisation from the trade name owner/holder of IP right of well-known brand will be required in the form of franchise agreement, authorization letter etc. 	www.registration.adgm.com Business and Company Name Rules
<input type="checkbox"/>	<p>Select the accounting reference date/end of the fiscal year. (standard: 31 December)</p>	
<input type="checkbox"/>	<p>Draft articles of association</p> <ul style="list-style-type: none"> - Template is available on the ADGM website but this can be amended or bespoke articles uploaded, provided the applicant can confirm that these are compliant with the ADGM Companies Regulations and subordinate legislation - If signed version is to be used, evidence of signing authority 	Model Articles
<input type="checkbox"/>	<p>Registered Office Address</p> <ul style="list-style-type: none"> - Mandatory and must be located in Al Maryah Island - Contact landlord (Mubadala, Regus, Bloom, WeWork, Cloud Spaces) - Signed Lease Agreement with the Landlord - Lease agreement must be valid for 1 year from commercial license issuance date 	Contact Details - Registered Office Address
<input type="checkbox"/>	<p>Register Lease Agreement</p> <ul style="list-style-type: none"> - Signed Lease Agreement with the Landlord (see above) - Refer: Guidance on Lease Registration 	Guidance – Registration of Lease and Sublease
<input type="checkbox"/>	<p>Authorised Signatories</p> <ul style="list-style-type: none"> - Must be individual - At least one individual - At least one of the appointed signatories must be a UAE national, GCC national or hold a valid UAE residence visa. (Individuals who never entered the UAE cannot be appointed as authorised signatories because security 	Resolution Templates Nominee Arrangement Confirmation Form – Role – Company

	<p>clearance from the immigration authorities cannot be processed).</p> <p>Individual</p> <ul style="list-style-type: none"> - Personal Details - Service Address - Passport copies of all current and past nationalities - Emirates ID (applicable to UAE nationals) - Evidence of Appointment (this is the resolution for incorporation signed by all founding members, which includes the appointment of the authorised signatories – template is available on the ADGM website) <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Required if any of the signatories holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting 	
<input type="checkbox"/>	<p>Directors</p> <ul style="list-style-type: none"> - At least one director - Can be individual or Body Corporate - If body corporate director is appointed, at least one individual must be appointed <p>Individual</p> <ul style="list-style-type: none"> - Personal Details - Service Address - Residential Address - Passport copies of all current and past nationalities - Proof of Residential Address (not more than 3 months old, in the English language may be requested to verify the residential address) - Evidence of Appointment (this is the resolution signed by all members, which includes the appointment of the directors – template is available on the ADGM website) <p>Body Corporate</p> <ul style="list-style-type: none"> - Entity Details - Registered Office Address - Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language) - Register of members recently (certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form – Role – Company</p>

	<p>language documents must be accompanied by certified legal translation to the English language)</p> <ul style="list-style-type: none"> - Register of directors (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) - Evidence of Appointment (this is the resolution signed by all members, which includes the appointment of the directors – template is available on the ADGM website) <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Required if any of the directors holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting 	
<input type="checkbox"/>	<p>Secretary</p> <ul style="list-style-type: none"> - This is not mandatory - Can be individual or Body Corporate <p>Individual</p> <ul style="list-style-type: none"> - Personal Details - Service Address - Passport copies of all current and past nationalities - Evidence of Appointment (this is the resolution signed by all members, foreign language documents must be accompanied by certified legal translation to the English language) <p>Body Corporate</p> <ul style="list-style-type: none"> - Entity Details - Registered Office Address - Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language) - Register of members recently (certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) - Register of directors (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form – Role – Company</p>

	<ul style="list-style-type: none"> - Evidence of Appointment (this is the resolution signed by all members, which includes the appointment of the directors – template is available on the ADGM website) <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Required if any of the secretaries holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting 	
<input type="checkbox"/>	<p>Members</p> <ul style="list-style-type: none"> - Can be individual or Body Corporate <p>Individual</p> <ul style="list-style-type: none"> - Personal Details - Service Address - Passport copies of all current and past nationalities - Resolution authorizing Incorporation/Registration of ADGM Entity and Evidence of Appointment (this is the resolution signed by the sole individual member or jointly by all individual members – template is available on the ADGM website) - Statement of Guarantee – embedded in the online application form to confirm the amount guaranteed by each member <p>Body Corporate</p> <ul style="list-style-type: none"> - Entity Details - Registered Office Address - Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language) - Register of members recently (certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) - Register of directors (recently certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) - Evidence of Appointment (separate board resolution required for each body corporate member, which includes the appointment of the directors – template is available on the ADGM website) 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form</p>

	<ul style="list-style-type: none"> - Statement of Guarantee – embedded in the online application form to confirm the amount guaranteed by each member - Note: In case there is a combination of body corporate and individual members, then a separate resolution is required from each body corporate and the individual members. <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Required if any of the members holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form along with passport copy of the person on whose behalf the nominee is acting 	
<input type="checkbox"/>	<p>Ultimate Beneficial Owners</p> <ul style="list-style-type: none"> - Applicable if there are body corporate members involved in the corporate structure - Document of Beneficial Ownership Distribution (this can be the company or member’s group chart or member’s register of members/shareholders/beneficial owners) <p>Individual</p> <ul style="list-style-type: none"> - Personal Details - Service Address - Passport copies of all current and past nationalities <p>Body Corporate</p> <ul style="list-style-type: none"> - Entity Details - Registered Office Address - Certificate of Incorporation/Registration (foreign language documents must be accompanied by certified legal translation to the English language) - Register of members recently (certified as a true copy by one of the incumbent directors or company secretary, or registered agent, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Required if any of the members holds the role on behalf of someone else (if no nominee arrangement is in place, this form is not required) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form along 	<p>Guidance – Beneficial Ownership and Control</p>

	with passport copy of the person on whose behalf the nominee is acting	
<input type="checkbox"/>	<p>Anti-Money Laundering Manual and Money Laundering Reporting Officer (MLRO)</p> <ul style="list-style-type: none"> - <u>Applicable only if the company will conduct any of the following activities:</u> <ul style="list-style-type: none"> • Real estate developer or agency transacting in the buying/selling of real property • Law Firm • Notary Firm • Other Independent Legal business • Accounting Firm • Audit or insolvency Firm • Company Service Provider - Must appoint one MLRO - MLRO must hold a valid UAE residence visa <p>MLRO</p> <ul style="list-style-type: none"> - Personal Details - Role, Experience and Qualifications details (must be related to AML function) - Service Address and contact details - Passport copy - UAE residence visa copy - CV - Proof of Qualifications/Certifications <p>AML Manual</p> <ul style="list-style-type: none"> - Refer ADGM AML and Sanction Rules and Guidance - Refer Guidance – AML Manual 	<p>Anti-Money Laundering and Sanctions Rules and Guidance</p> <p>Guidance - AML Manual</p>
<input type="checkbox"/>	<p>Data Protection and Data Protection Contact Person</p> <ul style="list-style-type: none"> - Must provide details of the contact person - Complete all applicable questions - Refer to the Data Protection Guidance Note <p>DP Contact Person</p> <ul style="list-style-type: none"> - Personal Details - Service Address and contact details 	<p>Guidance - Data Protection</p>
<input type="checkbox"/>	<p>Economic Substance Form</p> <ul style="list-style-type: none"> - Confirm whether or not the company intends to conduct one or more Relevant Activities under the Economic Substance Regime 	<p>Guidance - Relevant Activities</p> <p>Economic Substance Form</p>

	<ul style="list-style-type: none"> - Refer to Guidance on Relevant Activities. - Form is available on the ADGM website - Upload completed and signed form in the Supporting Document section 	
<input type="checkbox"/>	<p>Source of wealth Declaration Form</p> <ul style="list-style-type: none"> - With relevant supporting documents <i>may be requested</i> by the ADGM RA depending on the risk rating attributed to the application form 	Sources of Wealth Declaration Form

REGISTRATION OF COMPANY – INITIAL REGISTRATION FEES – NON-FINANCIAL PRIVATE COMPANY LIMITED BY GUARANTEE

	Description	Amount
<input type="checkbox"/>	Business Application	USD 300
<input type="checkbox"/>	Application for reserving a name	USD 200
<input type="checkbox"/>	Application for incorporation of a company	USD 1,500
<input type="checkbox"/>	Issuance of commercial license	USD 4,000
<input type="checkbox"/>	Business Activity Fee	USD 4,000
<input type="checkbox"/>	Data Protection	USD 300
	Total	USD 10,300
	<p>Please note that the above fees are excluding the following:</p> <ul style="list-style-type: none"> - Office Rent - Lease registration fees amounting to USD 100 per lease year subject to the ADGM RA's review of the lease - Fees for establishment card and UAE residence visas <p>For further information, please access the ADGM RA Schedule of Fees</p>	

ANNUAL RENEWAL FEES - NON-FINANCIAL PRIVATE COMPANY LIMITED BY GUARANTEE

	Description	Amount
<input type="checkbox"/>	Renewal of Commercial License	USD 4,000
<input type="checkbox"/>	Renewal of business activities	USD 4,000
<input type="checkbox"/>	Data Protection Annual Renewal	USD 300
<input type="checkbox"/>	Annual Confirmation Statement	USD 100
<input type="checkbox"/>	Annual Accounts Filing	-
	Total	USD 8,400
	<p>Please note that the above fees are excluding the following:</p> <ul style="list-style-type: none"> - Office Rent - Lease registration fees amounting to USD 100 per lease year subject to the ADGM RA's review of the lease - Fees for establishment card and UAE residence visas <p>For further information, please access the ADGM RA Schedule of Fees</p>	