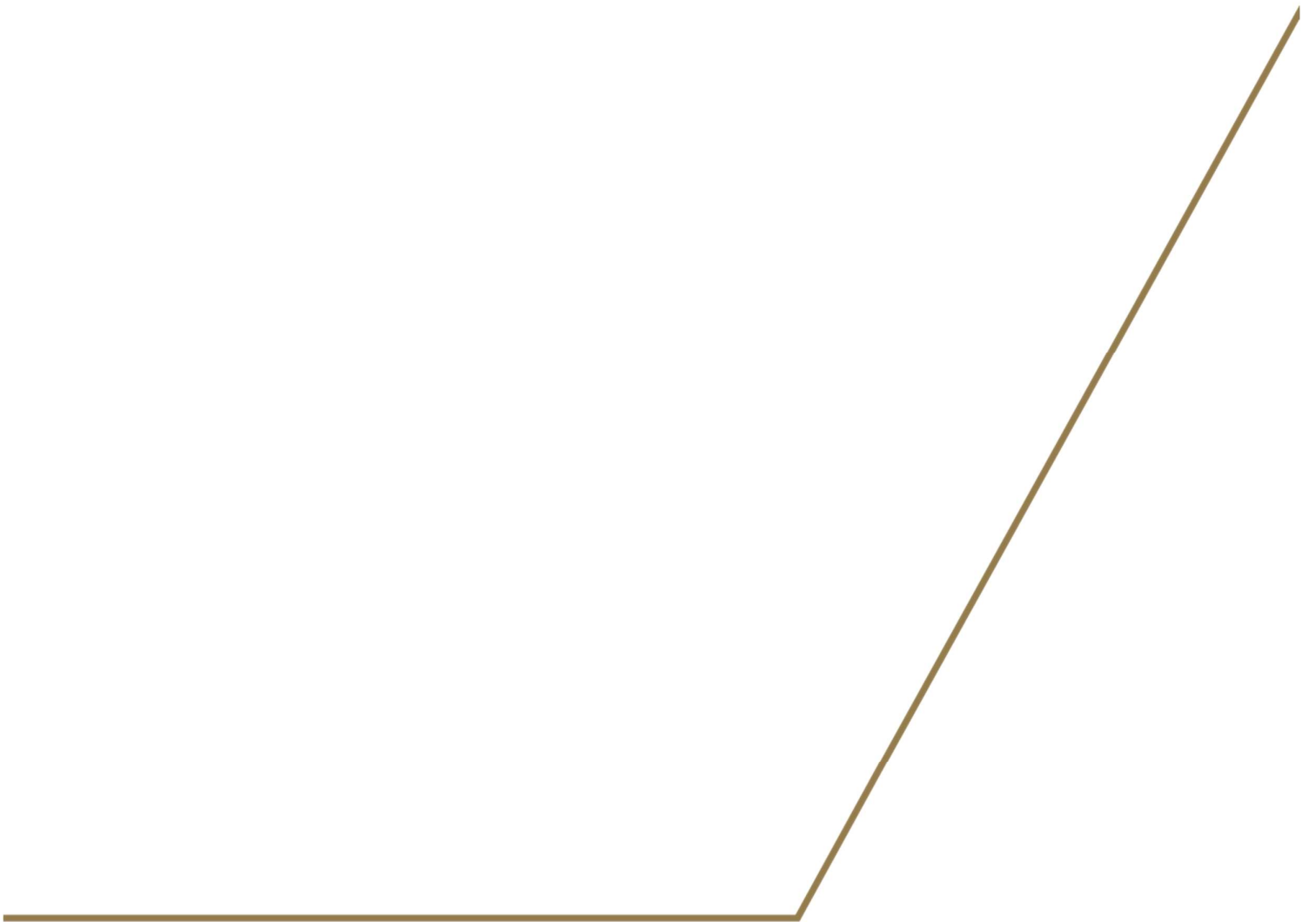




ABU DHABI
GLOBAL MARKET

Registration Authority

Checklist – Continuance



INCORPORATION / REGISTRATION OF COMPANY – STANDARD REQUIREMENTS

Check entity’s eligibility for continuance in ADGM

No.			
1.	Do the members of the body corporate applying for continuance in ADGM have unlimited liability in their home jurisdiction?	<input type="checkbox"/> Yes Pursuant to the provisions set out in Section 101(5) of ADGM Companies Regulations 2015, an application for continuance under Section 102 of ADGM Companies Regulations (application to Registrar for continuance within the Abu Dhabi Global Market) may not be made by a body corporate whose members have unlimited liability unless such body corporate applies for continuance as an unlimited company	<input type="checkbox"/> No
2.	Is the body corporate applying for continuance within ADGM being wound up or is in liquidation?	<input type="checkbox"/> Yes Pursuant to sections 100 and 101 of ADGM Companies Regulations 2015, this body corporate does not meet eligibility criteria for continuance.	<input type="checkbox"/> No
3.	Is the body corporate applying for continuance within ADGM insolvent?	<input type="checkbox"/> Yes Pursuant to sections 100 and 101 of ADGM Companies Regulations 2015, this body corporate does not meet eligibility criteria for continuance.	<input type="checkbox"/> No
4.	Has a receiver, manager or administrator (by whatever name any such person is called) been appointed, whether by a court or in some other manner, in respect of any property	<input type="checkbox"/> Yes Pursuant to sections 100 and 101 of ADGM Companies Regulations	<input type="checkbox"/> No

	of the applicant for continuance within the ADGM?	2015, this body corporate does not meet eligibility criteria for continuance.	
5.	Has the applicant entered into a compromise or arrangement with a creditor (not being a compromise or arrangement approved by the Registrar) and that compromise or arrangement is in force?	<input type="checkbox"/> Yes Pursuant to sections 100 and 101 of ADGM Companies Regulations 2015, this body corporate does not meet eligibility criteria for continuance.	<input type="checkbox"/> No
6.	Is there an application pending before a court for the winding up or liquidation of the applicant, or to have it declared insolvent, or for the appointment of such a receiver, manager or administrator or for the approval of such a compromise or arrangement?	<input type="checkbox"/> Yes Pursuant to sections 100 and 101 of ADGM Companies Regulations 2015, this body corporate does not meet eligibility criteria for continuance.	<input type="checkbox"/> No

If answers to all the above questions are No, the entity can submit application to Registrar for continuance within the Abu Dhabi Global Market. If the answer to the first question is 'yes', then the applicant may apply for continuance into ADGM only for continuance of an unlimited company.

Continue a Private Company Limited by Shares as an SPV into ADGM

No.	Requirement	Status
1.	Provide details of the company in original jurisdiction	<input type="checkbox"/>
2.	A copy of Certificate of Incorporation or Registration, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered (issued no more than three months). This is the existing certificate in the home jurisdiction from which an entity is continuing into ADGM.	<input type="checkbox"/>
3.	A copy Certificate of Good Standing or document of similar effect	<input type="checkbox"/>
4.	A copy of evidence of authorization (such as legal opinion), satisfactory to the Registrar, that the company is authorized by the laws of its jurisdiction to make this application.	<input type="checkbox"/>
5.	A copy of evidence of consents in original jurisdiction, satisfactory to the Registrar, confirming that if a certificate of continuance is issued under ADGM Companies Regulations pursuant to the application, the company will thereupon cease to be incorporated under the other jurisdiction, the interests of the members and the creditors of the company will not be unfairly	<input type="checkbox"/>

	prejudiced and that the company is not prevented by section 103 of Companies Regulations in making application for continuation.	
6.	A copy of directors' Certificate of Solvency, stating that the company is solvent, that there is no reasonable prospect of the company becoming insolvent at the time of the application, and there are no applications made to any court (a) to put the company into liquidation, (b) to wind up the company, (c) to have the company declared insolvent or (d) for the appointment of a receiver in relation to any property of the company.	<input type="checkbox"/>
7.	Articles of Association or other constitutional document of similar effect and any amendments, certified by the relevant authority in the jurisdiction in which it is incorporated or registered (issued no more than three months). This is the existing articles of association of the existing entity in the foreign jurisdiction from which the entity is continuing into ADGM.	<input type="checkbox"/>

PRIVATE COMPANY LIMITED BY SHARES – SPECIAL PURPOSE VEHICLE (NON-EXEMPT)

	Standard Requirements	Useful Links
<input type="checkbox"/>	<p>Non-exempt SPV Business Plan Template (available for download on the ADGM website) duly executed by the applicant and the appointed Company Service Provider</p> <ul style="list-style-type: none"> - Must demonstrate nexus to the UAE as per the ADGM RA nexus policy for SPVs - Documentary evidence of the target asset must be provided in the form of commercial license copies, title deed copies etc. (depending on the nature of the target asset) (recently certified as a true copy, not more than three months ago, foreign language documents must be accompanied by certified legal translation to the English language) 	SPV Application Process
<input type="checkbox"/>	<p>Choose a company name.</p> <ul style="list-style-type: none"> - Search if the company name is still available - Refer: Business and Company Name Rules - Similar name declaration may be required if the applicants are using a proposed name that is similar to others 	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"> - Model Article 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"> - Consent Letter for registered office address provision from ADGM registered Company Service Provider (template available on the ADGM website) 	SPV Application Process
<input type="checkbox"/>	<p>Company Service Provider Appointment</p> <ul style="list-style-type: none"> - Under ADGM's CSP Framework, setting up and maintaining a non-exempt SPV requires an ADGM licensed Company Service Provider. - Company Service Provider – Appointment Form – SPV duly executed by the applicant and the appointed Company Service Provider 	List of ADGM Registered Company Service Providers Guidance and Resources for SPVs
<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 clearance from the immigration authorities cannot be processed). <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 shareholders, 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"> - Confirm if any of the signatories holds the role on behalf of someone else by filling up this form (if not applicable, choose no but the form must still be submitted) 	Resolution Templates Nominee Arrangement Confirmation Form – Role – Company

	<ul style="list-style-type: none"> - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form 	
<input type="checkbox"/>	<p>Directors</p> <ul style="list-style-type: none"> - At least one director must be appointed by a private company limited by shares - At least one director who is a natural person (i.e. an individual min. 18 years old) must be appointed as per s145 of the ADGM Companies Regulations - The appointment of body corporate directors is permitted, if at least one individual director is 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) - Evidence of Appointment (this is the resolution signed by all shareholders, 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 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 (this is the resolution signed by the shareholders, 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"> - Confirm if any of the directors holds the role on behalf of someone else by filling up this form (if not applicable, choose no but the form must still be submitted) 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form – Role – Company</p>

	<ul style="list-style-type: none"> - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form 	
<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 - Proof of Residential Address (not more than 3 months old, in the English language) - Evidence of Appointment (this is the resolution signed by all shareholders, 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) - Evidence of Appointment (this is the resolution signed by the shareholders, which includes the appointment of the secretaries – template is available on the ADGM website) <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Confirm if any of the secretaries holds the role on behalf of someone else by filling up this form (if not applicable, choose no but the form must still be submitted) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form – Role – Company</p>
<input type="checkbox"/>	<p>Shares Particulars</p>	

	<ul style="list-style-type: none"> - Decide on classes of shares, number of issued shares, how many shares are paid up and unpaid, and rights attached to the shares - At least one share must be issued at the time of incorporation 	
<input type="checkbox"/>	<p>Shareholders</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 - Proof of Residential Address - Resolution authorizing Incorporation/Registration of ADGM Entity and Evidence of Appointment (this is the resolution signed jointly by all individual shareholders – 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 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 shareholder– template is available on the ADGM website) <p>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Confirm if any of the shareholders holds the role on behalf of someone else by filling up this form (if not applicable, choose no but the form must still be submitted) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form</p>
<input type="checkbox"/>	<p>Ultimate Beneficial Owners</p>	<p>Guidance – Beneficial Ownership and Control</p>

	<ul style="list-style-type: none"> - Applicable if an individual or body corporate owns 25% or more of the company - Can be individual or Body Corporate - Document of Beneficial Ownership Distribution (this can be the company or shareholder’s group chart or shareholder’s register of shareholders) <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 - 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>Nominee Arrangement Confirmation Form</p> <ul style="list-style-type: none"> - Confirm if any of the Ultimate Beneficial Owners holds the role on behalf of someone else by filling up this form (if not applicable, choose no but the form must still be submitted) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form 	
<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: Data Protection Guidance Note <p>DP Contact Person</p> <ul style="list-style-type: none"> - Personal Details - Service Address and contact details 	<p><u>Guidance - Data Protection</u></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 Economic Substance Regime 	<p><u>Guidance - Relevant Activities</u></p> <p><u>Economic Substance Form</u></p>

	<ul style="list-style-type: none"> - Refer to Guidance on Relevant Activities. - Form is available in 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"> - Relevant supporting documents may be requested by the ADGM RA depending on the risk rating attributed to the application form 	Sources of Wealth Declaration Form

CONTINUANCE OF COMPANY – FEES – SPECIAL PURPOSE VEHICLE (NON-EXEMPT)

	Description	Amount
<input type="checkbox"/>	Exempt Application for reserving a name	USD 200
<input type="checkbox"/>	Continuance from another jurisdiction into ADGM	USD 7,500
<input type="checkbox"/>	Issuance of commercial license	USD 1,000
<input type="checkbox"/>	Data Protection Initial Registration	USD 300
	Total	USD 9,000
	<p>Please note that the above fees are excluding the following:</p> <ul style="list-style-type: none"> - Company Service Provider Fees - Fees for provision of registered office address <p>For further information, please access the ADGM RA Schedule of Fees</p>	

ANNUAL RENEWAL FEES – SPECIAL PURPOSE VEHICLE (NON-EXEMPT)

	Description	Amount
<input type="checkbox"/>	Renewal of Commercial License	USD 1,000
<input type="checkbox"/>	Renewal of business activities	-

<input type="checkbox"/>	Data Protection Annual Renewal	USD 100 Note: pursuant to the relevant provisions of the amended Data Protection Regulations 2021, the renewal fee will change on 14 February 2022 to USD 300.
<input type="checkbox"/>	Annual Confirmation Statement	USD 100
<input type="checkbox"/>	Annual Accounts Filing	-
	Total	USD 1,200
	<p>Please note that the above fees are excluding the following:</p> <ul style="list-style-type: none"> - Company Service Provider Fees - Fees for provision of registered office address <p>For further information, please access the ADGM RA Schedule of Fees</p>	