



**ABU DHABI
GLOBAL MARKET**

Registration Authority

**Checklist – Private Company Limited by Shares – continuance
into ADGM**

1. Important information

A body corporate which is incorporated outside the Abu Dhabi Global Market may apply for continuance in ADGM if it is authorised by the law of the jurisdiction under which it is incorporated. Additionally, to check the entity's eligibility, please answer the below questions.

2. Check entity's eligibility

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 of the applicant for continuance within the ADGM?	<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
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	<input type="checkbox"/> Yes	<input type="checkbox"/> No

	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?	Pursuant to sections 100 and 101 of ADGM Companies Regulations 2015, this body corporate does not meet eligibility criteria for continuance.	
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If answers to all the above questions are **No**, the entity can submit application to Registrar for continuance within the Abu Dhabi Global Market.

Note:

For financial entities (**category A** license type), the applicant will be required to lodge 'in principle' approval issued by ADGM Financial Services Regulatory Authority.

For non-financial entities (**category B** license type), the applicant will be required to lodge a brief business plan together with the application for incorporation form.

3. Continuance a Private Company Limited by Shares into ADGM

No.	Requirement	Status
General Details		
1.	Company Name – Sensitive Name Approval to use sensitive name issued by the relevant authority. (if applicable)	<input type="checkbox"/>
2.	Company Name – Similar name Approval to use similar name registered in other jurisdiction issued by the relevant authority. In case of a branch this can be a copy of the Parent company's License. (if applicable)	<input type="checkbox"/>
3.	Trade Name A copy of evidence showing the right to use the proposed trade name. (e.g. trademark registration, franchise agreement, etc)	<input type="checkbox"/>
4.	Trade Name A copy of approval to use sensitive words or expressions. (if applicable)	<input type="checkbox"/>
5.	Trade Name A copy of approval to use the propose trade name that is very similar to another trade name registered in ADGM or other jurisdiction (if applicable)	<input type="checkbox"/>
6.	A copy of Special resolution of shareholders approving and authorizing (a) Application for continuation in ADGM; and (b) Stating that the Articles of continuation have been duly adopted by the Company.	<input type="checkbox"/>
7.	A copy of resolution of the Board of Directors or Shareholders (or other applicable management or executive board): (a) Approving the incorporation of the company in Abu Dhabi Global Market; (b) Appointing the person authorized to sign documents on behalf of the body corporate in relation to the incorporation of the new Company;	<input type="checkbox"/>

	<p>(c) Appointing the person authorized to sign documents in all matters following incorporation of the new Company.</p> <p>(d) Appointment of director(s)</p> <p>(e) Appointment of secretary(ies), if any</p> <p>(f) Adoption of the Articles of Association</p> <p>This document will also serve as the evidence of appointment of Authorised Signatories, directors or secretary.</p>	
8.	Provide details of the company in original jurisdiction	<input type="checkbox"/>
9.	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"/>
10.	A copy Certificate of Good Standing or document of similar effect	<input type="checkbox"/>
11.	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"/>
12.	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 prejudiced and that the company is not prevented by section 103 of Companies Regulations in making application for continuation.	<input type="checkbox"/>
13.	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"/>
14.	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"/>
15.	<p>Articles of Association</p> <p>A copy of articles of association. This is the new articles of association of the company. Company may choose to adopt a model articles, amended model articles or bespoke articles of association.</p>	<input type="checkbox"/>
Addresses		
16.	<p>Lease Agreement</p> <p>Copy of the lease agreement for the office space in ADGM or memorandum of lease or any other document evidencing that the office space is reserved by way of lease reservation letter.</p>	<input type="checkbox"/>

Authorised Signatory		
	Individual	
17.	Copy of passport (including the Unified Number for UAE nationals)	<input type="checkbox"/>
18.	Copy of UAE Visa or Entry stamp in the UAE	<input type="checkbox"/>
19.	Copy of Emirates ID (mandatory for UAE nationals)	<input type="checkbox"/>
20.	Evidence of Appointment A document evidencing the appointment of Authorised signatory. This may be in the form of resolution (refer to item 1 above)	<input type="checkbox"/>
Director		
	Individual	
21.	Copy of passport	<input type="checkbox"/>
	Corporate	
22.	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 or by its director or company secretary (issued no more than three months)	<input type="checkbox"/>
23.	Evidence of Appointment (applicable for both individual & Corporate) A document evidencing the appointment of director. This may be in the form of resolution (refer to item 1 above)	<input type="checkbox"/>
Secretary		
	Individual	
24.	Copy of passport	<input type="checkbox"/>
	Corporate	
25.	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 or by its director or company secretary (issued no more than three months).	<input type="checkbox"/>
26.	Evidence of Appointment (Applicable for both individual & Corporate) A document evidencing the appointment of secretary. This may be in the form of resolution (refer to item 1 above)	<input type="checkbox"/>
Shareholder		
	Individual	
27.	Copy of passport	<input type="checkbox"/>
	Corporate	

28.	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 or by its director or company secretary (issued no more than three months).	<input type="checkbox"/>			
29.	Resolution Authorising incorporation of ADGM entity (Applicable for both individual & Corporate) A copy of resolution signed by shareholder approving the incorporation of ADGM entity. (refer to item 1 above)	<input type="checkbox"/>			
Anti-Money Laundering (AML) – applicable if proposed entity is subject to AML					
Money Laundering Reporting Officer (MLRO)					
30.	Copy of passport	<input type="checkbox"/>			
31.	Copy of Curriculum Vitae	<input type="checkbox"/>			
Data Protection					
32.	Provide details of Data Protection	<input type="checkbox"/>			
Details of Ultimate Beneficial Owners – this is to identify the ultimate beneficial owners of holding more than 10% of the parent company.					
33.	Corporate Structure A chart showing the corporate structure of the entity – up to the individual who ultimately owns the company.	<input type="checkbox"/>			
34.	Individual Copy of passport of individual(s) who ultimately own(s) or effectively control(s) the company.	<input type="checkbox"/>			
35.	Corporate Register of member/shareholders or document evidencing the current shareholders of the company (issued no more than three months)	<input type="checkbox"/>			
Fee					
36	Pay via Credit card, Electronic Fund Transfer			<input type="checkbox"/>	
	Transaction	Category A (Financial services activities)	Category B (Non-financial services activities)		Category C (Retail activities)
	Application to transfer incorporation into ADGM	US\$0.00	US\$0.00		US\$0.00
	Issuance of Commercial License	US\$4000	US\$4000		US\$4000
	Business Activity Fee	US\$9000	US\$4000		N/A
Data Protection (initial registration)	US\$300	US\$300	US\$300		

	Name Reservation	US\$200	US\$200	US\$200		
	TOTAL	US\$13,500	US\$8,500	US\$4,500		

4. For Further Information, please contact us.

Telephone Number	Email Address
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