



**ABU DHABI
GLOBAL MARKET**

Registration Authority

Checklist – Company Set-up



INCORPORATION / REGISTRATION OF COMPANY – STANDARD REQUIREMENTS**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>	List of ADGM Registered Company Service Providers

	<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 	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) - Form is available on the ADGM website - Upload completed and signed form to the Supporting Documents section of the online application form 	Resolution Templates Nominee Arrangement Confirmation Form – Role – Company
<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 	Resolution Templates Nominee Arrangement Confirmation Form – Role – Company

	<ul style="list-style-type: none"> - 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) - 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 	<p>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form – Role – Company</p>

	<p>accompanied by certified legal translation to the English language)</p> <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 	
<input type="checkbox"/>	<p>Shares Particulars</p> <ul style="list-style-type: none"> - Decide on share class, number of issued, how much are paid 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>Resolution Templates</p> <p>Nominee Arrangement Confirmation Form</p>

	<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 	
<input type="checkbox"/>	<p>Ultimate Beneficial Owners</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) 	<p>Guidance – Beneficial Ownership and Control</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) <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 	Guidance - Data Protection
<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 - Refer to Guidance on Relevant Activities. - Form is available in ADGM website - Upload completed and signed form in the Supporting Document section 	Guidance - Relevant Activities Economic Substance Form
<input type="checkbox"/>	<p>Source of wealth Declaration Form</p> <ul style="list-style-type: none"> - With 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

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

	Description	Amount
<input type="checkbox"/>	Application for reserving a name	USD 200

<input type="checkbox"/>	Application for incorporation of a company	USD 1,000
<input type="checkbox"/>	Issuance of commercial license	USD 400
<input type="checkbox"/>	Business Activity Fee	-
<input type="checkbox"/>	Data Protection	USD 300
	Total	USD 1,900
	<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 300
<input type="checkbox"/>	Annual Confirmation Statement	USD 100
<input type="checkbox"/>	Annual Accounts Filing	-
	Total	USD 1,500
	<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>	