

Application for Financial Services Permission

Financial Services Regulatory Authority (FSRA) Representative Office (RO) Form

This is the only form that must be submitted by Applicants¹ applying for permission to conduct the Regulated Activity of Operating a Representative Office² in or from the Abu Dhabi Global Market (ADGM). This Regulated Activity, which is defined in Schedule 1 of the Financial Services and Market Regulations (FSMR) module of the ADGM FSRA Rulebook, does not permit you³ to conduct any other Regulated Activity in or from the ADGM.

To assist you in completing this form we occasionally make reference to certain ADGM FSRA Rules and chapters, etc. However, these references are provided only as a guide and are not an exhaustive list to other Rules that may be applicable. It is your responsibility to research our Rulebook modules for any Rules that might be pertinent to your particular application.

Do not leave any response-cells empty. If a certain question we ask does not pertain to your intended Regulated Activities respond to that effect in the cell. If it is more appropriate to answer certain questions in an attachment then indicate in the cell that that is the case. The use of acronyms is to be avoided. If you do need to use acronyms then they must be defined.

Ensure that that you are using the latest versions of the application forms at time of submission. ADGM FSRA will only accept out-of-date application forms if they are submitted within one-month of the latest versions available on our web site.

¹ Terms defined in the ADGM FSRA Glossary (GLO) Rulebook or the glossary sections in other Rulebooks are identified by the capitalisation of the initial letter of a word or of each word in a phrase, unless the context otherwise requires the word to have its natural meaning.

² This financial service is defined in Schedule 1 of the Financial Services and Market Regulations (FSMR) module of the ADGM Rulebook.

³ The terms “you” and “your” as used throughout are not implied in the personal sense, but rather refer to the firm applying for a Financial Services Permission. The terms “we” and “our” refer to the ADGM FSRA.

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1 General information about the Applicant

- 1.1 Full name of the firm applying for authorisation:
- 1.2 Legal nature of the Applicant:⁴
- 1.3 What is the name and contact details of the lead contact person for this application? Provide telephone, e-mail, mailing address, and web site?⁵
- 1.4 What is the date and place of incorporation of your Parent?
- 1.5 What is the financial year-end (day and month) of your Parent?
- 1.6 What will be the trading name of your firm (if different from legal name)?
- 1.7 Provide the name and contact details of any professional adviser(s) that may be assisting your firm with this application:
- 1.8 Would you like us to copy in your adviser identified above on any correspondence?

⁴ We require details about the legal nature of your firm. Refer to ADGM Registration Authority, Companies Regulations 2015.

⁵ This person named will have the responsibility for the application during the authorisation process and who will liaise with the Regulator. He or she must be a representative of the company. It is helpful to also provide a second contact name as back-up.

2 Home jurisdiction regulator

- 2.1 Provide the contact details of the regulator responsible for the authorisation and ongoing supervision of your Parent⁶:

⁶ Give the name of the supervisory contact person from the relevant regulator including postal address, telephone number, and e-mail address.

3

Controllers

- 3.1 Identify all your Controllers.⁷ For a natural person who is a Controller, provide their full name as it appears in their passport and give their date of birth. Attach a copy of their passport. Provide the same for Board members of corporate Controllers:

⁷ Refer to the ADGM FSRA GEN module, Rule 8.8.2 – Definition of a Controller.

4 The Applicant's business and intended activities in the ADGM

4.1 Provide a brief overview of the Parent's business in its home jurisdiction:

4.2 Provide a description of the activities you will be conducting as a Representative Office here in the ADGM. Refer to ADGM FSMR, Schedule 1, Chapter 13 – *Operating a Representative Office, the activity* for the activities that are permitted. In addition, refer to ADGM FSRA GEN, Chapter 9 – *Representative Offices*, which outlines the Rules that apply for this Regulated Activity:

4.3 What systems and controls will you have in place to ensure that you will only conduct the activities of a Representative Office?

4.4 The ADGM FSRA requires a copy of the latest audited financial statements of your Parent. Confirm that you have included a copy with your application:

5 Anti-money laundering provisions

- 5.1 The ADGM FSRA expects that Applicants must have suitable arrangements to comply with anti-money laundering requirements. These requirements are detailed in the ADGM FSRA Anti-Money Laundering and Sanctions Rules and Guidance (AML) module.⁸ Confirm that you meet these requirements:⁹

⁸ Refer to ADGM FSRA AML, Chapters 1 - 6 and 11 - 15.

⁹ The ADGM Financial Services Regulatory Authority reserves the right to ask for documentary evidence of your anti-money laundering provisions.

6 Principle Representative

6.1 A Representative Office must have an individual who will undertake the role of Principal Representative. Confirm that the ADGM Principal Representative Status- (PRS-1) form has been submitted for this individual:

7 Fees

Applications will not be processed until the relevant fee is paid in full to the ADGM FSRA. Details of the application fees are contained in the FEES module of the ADGM FSRA Rulebook. Fees can be submitted by a member of the Applicant's Group, the Applicant's Parent, the Applicant's legal advisor, or a Person who has applied to be a Controller in relation to the Applicant where the Applicant is in formation and does not have a commercial license to enable it to open a bank account in its own name.

Make the payment by bank transfer in US dollars to the account listed below. Cheques or bank drafts will not be accepted:

| | |
|--------------------------------|--|
| <i>Account name:</i> | ADGM Financial Services Regulatory Authority |
| <i>Account number:</i> | 6206042002 |
| <i>IBAN number:</i> | AE370350000006206042002 |
| <i>Account type:</i> | USD - Current accounts corporate |
| <i>Bank details:</i> | National Bank of Abu Dhabi, Main Branch, Abu Dhabi, United Arab Emirates |
| <i>Swift Code:</i> | NBADAEEA |
| <i>Reference to be quoted:</i> | Application fee – [insert Applicant name] |

8 Fit and Proper Questionnaire

In this section your openness and honesty about your firm’s fitness and propriety are essential. If you answer “Yes” to any of the question provide a detailed explanation. If necessary, attach separate documentation.

It will not necessarily count against your firm if there is a positive response in any of the disclosures. However, deliberately withholding information or providing false or misleading information will adversely impact the success of your application.

8.1 Have you or any member of your Group been made aware, whether formally or informally, that you are the subject of a current or pending investigation, review or disciplinary procedures by any regulatory authority, professional body, Financial Services Regulator, self-regulatory organisation, regulated exchange or clearing house, government body or agency or any other officially appointed inquiry?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If “Yes”, provide full details:</i> |
| | |

8.2 Have you or any member of your Group in the last 10 years been convicted or found guilty by any court of a competent jurisdiction of any offence?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If “Yes”, provide full details:</i> |
| | |

8.3 Have you or any member of your Group in the last 10 years been the subject of disciplinary procedures by a government body or agency or any self-regulatory organisation or other professional body?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If “Yes”, provide full details:</i> |
| | |

8.4 Have you or any member of your Group in the last 10 years contravened any provision of financial services legislation or of rules, regulations, statements of principle or codes of practice made under it or made by a self-regulatory organisation, Financial Services Regulator, or regulated exchange or clearing house?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If "Yes", provide full details:</i> |
| | |

8.5 Have you or any member of your Group in the last 10 years been refused or had a restriction placed on the right to carry on a trade, business or profession requiring a licence, registration or other permission?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If "Yes", provide full details:</i> |
| | |

8.6 Have you or any member of your Group in the last 10 years received an adverse finding or an agreed settlement in a civil action by any court or tribunal of competent jurisdiction?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If "Yes", provide full details:</i> |
| | |

8.7 Have you or any member of your Group in the last 10 years been censured, disciplined, publicly criticised or the subject of any investigation or enquiry by any regulatory authority, Financial Services Regulator, or officially appointed inquiry?

| | |
|--|--|
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <i>If "Yes", provide full details:</i> |
| | |

9 Declaration

Declaration by the Applicant

- 9.1 I declare that, to the best of my knowledge and belief, having made due enquiry, the information given in this form, the supplements and documents attached, as well as any applicable supporting documents, is complete and correct. I understand that it is an offence under ADGM FSMR, Article 219 – *Misleading the Regulator* if you were to knowingly or recklessly provide to the ADGM FSRA any information which is false, misleading, or deceptive or to conceal information where the concealment of such information is likely to mislead or deceive the ADGM FSRA.
- 9.2 I declare my understanding that the ADGM FSRA may request more detailed information (including but not limited to, personal, educational, employment, and financial information) should it be deemed necessary to adequately assess the fitness and propriety of the firm or any person connected to the firm. I consent to the ADGM FSRA contacting any previous employers, educational institutions, professional organisations, or any other organisation, to verify any information contained in this form.
- 9.3 I confirm that I have the authority to make this application, to declare as specified above and sign this form for, or on behalf of, the Applicant. I also confirm that I have the authority to give the consent specified above.
- 9.4 I understand that any personal data provided to the ADGM FSRA will be used to discharge its regulatory functions under the Abu Dhabi Law No. 4 of 2013 and other relevant legislation and may be disclosed to third parties for those purposes.

Signature of Director/Partner of the Applicant¹⁰:

Date:

Printed name of the above signed Director/Partner of the Applicant:

| | |
|---|--|
| <i>Name and title of the above authorised signatory of the Applicant:</i> | |
|---|--|

¹⁰ Or the person who will be authorised by the entity once it has been incorporated or established within the ADGM.

10 Submitting your Application to ADGM

Once you are satisfied that this form and all other supporting forms and documents necessary for your completed application have been finalised, then arrange to submit it to the FSRA. This can be arranged by calling Abu Dhabi Global Markets Financial Services Regulatory Authority, Authorisation Department, at +971 2 333 8548.

We will undertake an initial review of it to ensure that your submission appears to be materially complete and all the necessary attachments are included.

For your submission we will require hardcopies of one set of application forms, supplemental forms, and purpose-written, attachment documents, as well as the same on memory stick. If you are submitting published documents (for example, a corporate annual report), they are to be submitted on memory stick only.

Firms are advised to retain a copy of this form, any supplements, and all attachments for their records.