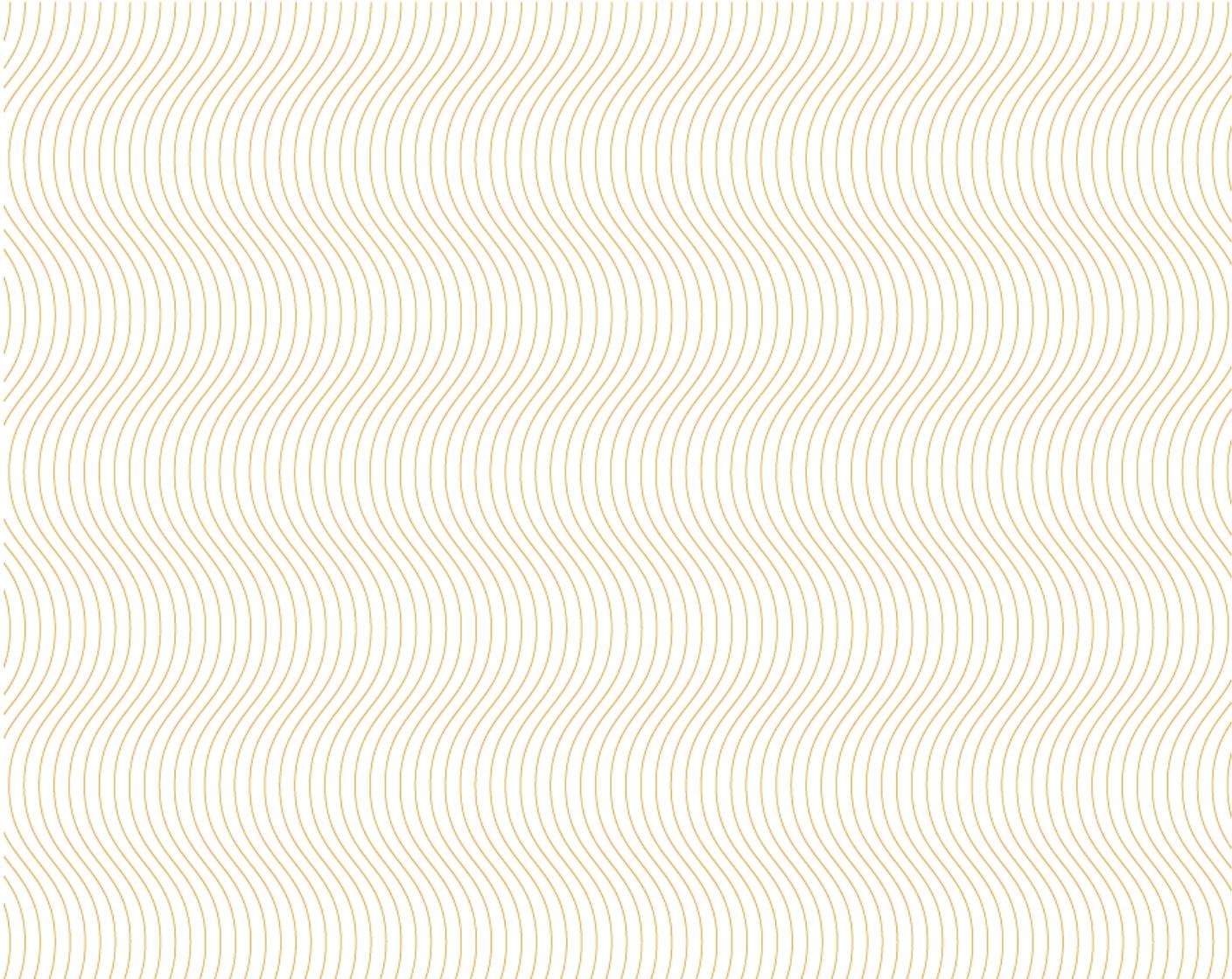


**Company Incorporation and Name**

**Guidance Notes**



**ABU DHABI GLOBAL MARKET**  
**سوق أبوظبي العالمي**



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## **Introduction**

Abu Dhabi Global Market (“ADGM”) was established pursuant to Abu Dhabi Law No. 4 of 2013 as a financial free zone in the Emirate of Abu Dhabi, with its own civil and commercial laws. ADGM will offer market participants a world-class legal system and regulatory regime.

This document has been written to guide potential registrants through the process of registration. This document gives a comprehensive step-by-step guide to the practicalities of setting up business in ADGM, providing greater understanding of what is required from the potential registrants and highlighting some of the issues to be aware of.

The Registration Authority will do all that it can to ensure that the process of registration is as easy and as seamless as possible.

### **Registration Authority Office**

The Registration Authority (the “Registrar”) is one of the core pillars of ADGM. The Registrar is an independent body, which has the powers to license and register the ADGM establishments. The Registrar’s office is located at 3rd floor, ADGM Building, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

### **The Registrar’s main functions under Companies and Commercial Licensing Regulations**

- Registration of ADGM establishments
- Registration of business names and maintenance of register
- Registration of post-incorporation documentation and event-driven filings
- Registration of changes in business name particulars
- Registration of changes in directors, officers, shareholders and share capital
- Enforcement, prosecution and strike off, dissolution or restoration of ADGM establishments.
- Cancellation of Commercial Licenses, amendment, suspension, etc.

### **Opening Hours**

The Registrar’s office is open from Sunday to Thursday, 9:00am to 3:00pm and may be contacted during normal working hours at +971 2 3338888 or by email at [ra@adgm.com](mailto:ra@adgm.com)

## **Formation of company in ADGM**

### **Pre-approval**

#### *Non-Financial & Retail*

Customers who are interested in setting up a non-financial and retail company in ADGM must contact the ADGM’s Business Development team who will provide initial assistance to the customers.

Activities includes:

- Professional service providers, such as law firms and accounting firms, consultants, business training providers, IT and HR/search firms
- Corporate headquarters, management offices and treasury functions
- Single family offices and proprietary investment entities
- Holding companies and special purpose vehicles
- Industry and professional associations
- Retail outlets, F&B and services

To view the current list of permitted activities for non-financial and retail, please visit <https://www.adgm.com/doing-business/registration-authority/>.

The business development team will request certain information and documents that will help them assess the customer's eligibility to be registered and conduct business in ADGM. These include the company's business plan and proposed management team and other information or document that they see fit.

### *Financial*

The Financial Services Regulatory Authority welcomes financial services firms and institutions who wish to establish their presence in ADGM. Firms and individuals can apply for the appropriate financial services licenses, under an internationally recognizable legislative and regulatory framework, that facilitates their local, regional and international expansion. The new financial regulations and rules framework is comprehensive in scope, spanning a variety of regulated financial services, including, asset management, banking and insurance businesses and others.

To know more the ADGM financial services and activities that are available, please visit <https://www.adgm.com/doing-business/financial-services-regulatory-authority/being-a-firm/>.

## Company name

### *Choosing a company name*

There are certain restrictions, controls and requirements for approval of certain words and expressions when used in a company name. It includes guidance on name endings and entity type; similarity to existing names; names that imply a connection with any part of government; punctuation and permitted characters; and sensitive words and expressions.

Company Regulations require that, when a company chooses a name, either on incorporation or on change of name, the name must not be the same as – or too similar to – one already registered by another company; nor, without justification or special permission, the name include certain words or expressions that are considered sensitive, like “Government” or “UAE”. If any of these words will be

used, a copy of approval to use such words issued by the relevant authority must be submitted to the Registrar at the time of reservation of name or registration of the company.

Before choosing a name you should use Registrar's Company name search to ensure your chosen name is not the 'same as' an existing name of any company established in the ADGM. You should also check existing trademarks by contacting the Ministry of Economy and/or similar office in other jurisdictions to ensure that the proposed name does not infringe an existing trademark/trade name.

The name must not contradict the provisions set out in the Business and Company Name Rules 2016.  
Things to remember in choosing a proposed company name

- (1) The name must be written using the English alphabet, numerals or such other characters acceptable to the Registrar.
- (2) It cannot be identical or almost identical to:
  - a) a company currently incorporated or registered in the ADGM or any other relevant jurisdiction;
  - b) a partnership currently registered in the ADGM or any other relevant jurisdiction;
- (3) It must not be misleading;
- (4) It must not contain words that may suggest a relationship with the ADGM, ADGM Financial Services Regulations Authority or any other governmental authority in the ADGM, Abu Dhabi or the United Arab Emirates, unless the relevant body has consented in writing to the use of the name;
- (5) It must not contain:
  - a) the word 'bank', 'insurance' or 'trust';
  - b) words which suggest that it is a bank, an insurance company or trust company; or
  - c) words which suggest in some other way that it is authorized to carry on a financial services within the ADGM, unless the FSRA consents in writing to the use of such words; and

It must not contain words that may suggest a connection with, or the patronage of, any prominent person or organization, unless that prominent person or organization consents in writing. Please refer to Business and Company Names Rules 2016 for further details.

#### *Name of Branch of Foreign Company*

Entity, who would like to register in ADGM as branch, must use the name of its parent company.

#### *Name Ending*

Please refer to the below table in relation to the required name ending of an entity.

Public Company Limited by Shares	<p>must end with any of the following:</p> <ul style="list-style-type: none"> <li>• “public limited company”</li> <li>• “PUBLIC LIMITED COMPANY”</li> <li>• “plc”</li> <li>• “PLC”</li> <li>• “p.l.c”</li> <li>• “P.L.C”.</li> </ul>
Private Company Limited by Shares	<p>must end with any of the following:</p> <ul style="list-style-type: none"> <li>• “limited”</li> <li>• “LIMITED”</li> <li>• “ltd”</li> <li>• “LTD”</li> <li>• “l.t.d.”</li> <li>• “L.T.D.”.</li> </ul>
Restricted Scope Company	<p>must include the word “restricted” and must end with any of the following:</p> <ul style="list-style-type: none"> <li>• “limited”</li> <li>• “LIMITED”</li> <li>• “ltd”</li> <li>• “LTD”</li> <li>• “l.t.d.”</li> <li>• “L.T.D.”.</li> </ul>

#### Prohibited Words

ADGM prohibits the use of the following words. Please note that the list contains examples only and it is **not** intended as a complete list of protected/restricted names or phrases. As existing legislation, changes or new legislation is introduced words and phrases may be added to, or removed from, this list.

#### Specified Public Authorities

<ul style="list-style-type: none"> <li>- The Financial Regulator.</li> <li>- The Board of Directors.</li> <li>- The Registrar.</li> <li>- Central Bank of the United Arab Emirates.</li> <li>- Insurance Authority of the United Arab Emirates.</li> <li>- Emirates Securities and Commodities Authority.</li> <li>- Executive Council of the Emirate of Abu Dhabi.</li> <li>- Abu Dhabi Municipality.</li> </ul>	<ul style="list-style-type: none"> <li>- Abu Dhabi Global Market</li> <li>- Abu Dhabi Global Market Registration Authority</li> <li>- Abu Dhabi Global Market Financial Services Regulatory Authority</li> <li>- ADGM</li> <li>- ADGM Registration Authority</li> <li>- ADGM Financial Services Regulatory Authority</li> <li>- ADGM RB</li> <li>- ADGM FSB</li> <li>- Any other authority specified by the Registrar from time to time</li> </ul>
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## Words and Expressions

- Abu Dhabi	- Insurer
- Abu Dhabi Investment Authority	- Judicial appointment
- Abu Dhabi Investment Council	- Khalifa
- Abu Dhabi National Oil Company	- Kohrfakkan
- Accredited	- Licensing
- Adjudicator	- Masdar
- ADNOC	- Mubadala
- Ajman	- Mutual
- Al Ain	- National
- Al Dar	- Patent
- Al Khaleej	- Patentee
- Association	- Police
- Assurance	- Post office
- Audit office	- Ras Al Khaimah
- Bank	- Reassurance
- Chamber of commerce	- Reassurer
- Charity	- Registrar
- Chartered	- Regulator
- Commission	- Reinsurance
- Co-operative	- Reinsurer
- Danat	- Saadiyat
- Dibba	- Sharjah
- Diyar	- Sheikh
- Dubai	- Social service
- Emirates	- Standards
- Etehad	- Stock exchange
- Etihad	- Tribunal
- Federation	- Trust
- Foundation	- UAE
- Fujeirah	- Umm Al Quwain
- Fund	- Underwrite
- Government	- United
- Gulf	- United Arab Emirates
- Inspectorate	- University
- Institution	- Zayed
- Insurance	

For further details, please refer to the ADGM Business and Company Names Rules 2016

### *Proposed name in Arabic*

On application to reserve a name or incorporation, the company will be requested to provide the proposed name of the company in Arabic. If left blank, the Registrar will use his own discretion in respect of spelling of the name in Arabic script.

### *Name Reservation*

Every application for the registration of a company must be preceded or accompanied by an application to reserve a proposed name of that company.

An application to reserve a company name must be submitted to the Registrar along with relevant requirements and fee. Reserved name must be used to incorporate a new company within 30 days from the date of reservation. Reservation can be extended for a further period of 30 days upon submission of name reservation extension form and fee; however, reservation can only be extended twice after the initial reservation. Further extension of name reservation will require Registrar's consent.

### **Legal Entity Types**

ADGM offers a variety of legal entity types.

Public Company Limited by Shares	Company that has a share capital and limits the liability of each member to the amount unpaid on their shares. It may offer shares for sale to the general public and may be quoted on the stock exchange.  Director: minimum two, one must be individual Secretary: minimum one
Private Company Limited by Shares	Company that has a share capital and the liability of the member is limited to the amount, if any, unpaid on their shares. A private company cannot offer its shares for sale to the general public.  Director: minimum one, one must be individual Secretary: not mandatory
Private Company Limited by Guarantee	Company that does not have a share capital and its members are guarantors rather than shareholders. The members' liability is limited to the amount they agree to contribute to the company's assets if it is wound up.  Director: minimum one, one must be individual Secretary: not mandatory
Private Company Unlimited with shares	Company that has share capital but there is no limit to the member's liability.  Director: minimum one, one must be individual Secretary: not mandatory
<i>Private Company Unlimited without shares</i>	Company that does not have share capital and there is no limit to the member's liability.

	Director: minimum one, one must be individual Secretary: not mandatory
<i>Restricted Scope Company ("RSC"):</i>	A private company that may only be registered in ADGM if : <ul style="list-style-type: none"> <li>a) it is a subsidiary undertaking of another company that prepares and publishes group accounts under the Companies Regulations or such other enactment as the Registrar may recognise; or</li> <li>b) It is a subsidiary undertaking of a company that is incorporated by a law issued by the government of the United Arab Emirates or of any Emirate of the United Arab Emirates.</li> <li>c) It is directly or indirectly owned by one person or a group of persons who are members of the same family.</li> </ul> Director: minimum one, one must be individual Secretary: not mandatory
<i>Branch of Foreign Company</i>	A branch of company incorporated or formed outside of ADGM, whether under the federal or local laws of the United Arab Emirates, or the law of the country or territory in question who is registered and licensed to operate in ADGM.

## Articles of Association

Articles of association is one of the constitutional documents of a company, which sets out the basic management, administrative structure and corporate governance of the company. It regulates the internal affairs of the company including the issue and transfer of shares, board and shareholder meetings, powers and duties of, borrowing powers and so on. It creates a contract between the company and each of its members in their capacity as members.

Members have complete freedom to choose which rules are to be included in the company's articles provided that the articles do not contain rules that are against the regulations.

On registration, company may adopt:

Option 1: Model Articles in its entirety – copy of which can be downloaded from [www.adgm.com](http://www.adgm.com);

Model Articles of Association can be provide in the following format.

- a) An unsigned model articles

- b) Model Articles signed by its shareholders
- c) Model Articles signed by its shareholders and notarized by Notary Public or authorized member of the Registration and Incorporation Team.

Option 2: Model articles with amendments; or

Option 3: Bespoke articles.

Note: option 2 and 3 do not require legal opinion in relation to the amendments or changes. It is the responsibility of the applicant to confirm that the changes or amendments are made in compliance with the provisions of the relevant regulations and rules.

### Registered office address

A company must have at all times a registered office. It is the physical location to which all communications and notices may be addressed. Registered address must be located in Al Maryah Island, Abu Dhabi, United Arab Emirates.

The applicant should provide a copy of the lease agreement duly signed by all relevant parties. Stated below are the minimum requirement in terms of leases.

Type of Lease	Type of entity / activity
Office leased from Mubadala	All business activity types
Head of Terms from Mubadala	All business activity types
Retail space leased from Gulf Related	Retail only
Office leased from Business Centers	All business activity types except retail
Campus desk leased from Business Centers	All business activity types except retail
Virtual office leased from Business Centers	SPV and FinTech only
Co-sharing of office with Service Provider	SPV and FinTech only
Co-sharing of office with the holding company or parent company.	SPV, FinTech and Investment Company only

ADGM do not handle the commercial aspect of the lease. For details in obtaining space in Al Maryah Island, please contact:

William Neill  
 Tel no. +971 2 413 2671  
 Email: [wneill@mubadala.ae](mailto:wneill@mubadala.ae)

Marwan Al Falasi  
 Tel no.: +971 2 413 1319  
 Email: [mfelasi@mubadala.ae](mailto:mfelasi@mubadala.ae)

### For business centres

Bloom business centre Tel no. +971 2 6948600 Email: <a href="mailto:sales@bloombusiness.com">sales@bloombusiness.com</a> <a href="http://www.bloombusiness.com">www.bloombusiness.com</a>	Regus Business Centre Tel no. +971 2 4187654 ADGM Square, 34 <sup>th</sup> & 35 <sup>th</sup> Floor, Al Maqam Tower, Abu Dhabi <a href="http://www.regus.com">www.regus.com</a>
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## Authorized signatory

The company must appoint a person authorised to act on behalf of the company in matters related to its operation. This authority may be granted by issuing a resolution or a Power of Attorney, a copy of which must be submitted to the Registrar along with the application to register a company. Signatories may act singly, jointly, severally or in any other manner specified by the company.

Particulars of the authorized signatory, services address and a copy of passport and UAE Visa must be provided on application. If the authorized signatory is not a UAE resident, a copy of UAE entry stamp should be provided. Authorized signatory must also provide its declaration and consent to act as authorized signatory of the company.

## Directors

A director is an appointed or elected member of the board of directors of a company who, with other directors, has the responsibility for determining and implementing the company's policy. A company director may be an individual or body corporate.

A private company must have at least one director while a public company must have at least two directors. In both cases, at least one director must be a natural person.

### **Qualifications of Director**

Members can appoint anyone as directors who will run the company on their behalf. The only restrictions that prevent anyone from becoming a director are:

- Must not be under 18 years of age.
- Must not have been disqualified from acting as a director
- Must not be an undischarged bankrupt

Particulars of directors, services address and residential address (or registered address in case of body corporate) must be provided on application. Directors must also provide their declaration and consent to act as director of the company. Note that residential address will not be available on the public record.

## Company Secretary

A company secretary is an officer appointed by the directors of a company as responsible for ensuring that company's corporate administration obligations under the Companies Regulations are complied with. Formal duties may include calling meetings, recording minutes of the meetings, keeping statutory record books, proper payment of dividend and interest payments, and proper drafting and execution of agreements, contracts, and resolutions. A company secretary may be one individual, or many (or joint secretary) or a body corporate.

A private company including RSC are not required to have a company secretary while a public company must have a company secretary. It is the duty of the directors of a public company to take all reasonable steps to ensure that the secretary (or each joint secretary) of the company is a person who appears to

them to have the requisite knowledge and experience to discharge the functions of secretary of the company.

Particulars of secretaries and services address (or registered address in case of body corporate) must be provided on application. Secretaries must also provide their declaration and consent to act as secretary of the company.

## Shares & Shareholders

The statement of capital and initial shareholdings is required to be delivered in the case of a company that is to have a share capital.

### Statement of Capital

Class of shares	Class of shares as set out in the company's articles of association. Most companies have only one class of shares, ordinary shares. This carries equal rights. Others have different classes of shares (e.g. preferred class, Class A, Class B). It usually carries identical rights, but very often have different voting, dividend and/or capital rights.
Number of shares	Total number of shares of the company to be taken on formation by the initial shareholders.
Amount paid	total amount paid by all initial shareholders
Amount unpaid	total amount committed to be paid by the initial shareholders
Prescribed particulars	It is the rights each type of shares gives the shareholders. This includes: <ul style="list-style-type: none"> <li>• what share of dividends they get;</li> <li>• whether they can exchange ('redeem') their shares for money;</li> <li>• whether they can vote on certain company matters; and</li> <li>• how many votes they get</li> </ul>

### Statement of initial shareholding

Particulars of members / initial shareholder	this includes the name or name of the firm in case of body corporate and its address along with a copy of passport or certified true copy of Certificate of Incorporation / Registration or license
Class of shares	class of shares subscribed by the shareholder
Number of shares	Total number of shares subscribed by the shareholder.
Amount paid	Amount paid by that particular shareholder.
Amount unpaid	amount committed to be paid by that particular shareholder

### Statement of guarantee

The statement of guarantee is required to be delivered in the case of a company that is to be limited by guarantee. It must contain the following:

- (1) Information as may be prescribed for identifying the initial members.

- (2) Each member undertakes that, if the company is wound up while he is a member, or within one year, after he ceases to be a member, he will contribute to the assets of the company. Contribution is an amount (not exceeding a specified amount) as may be required for the payment of the debts and liabilities of the company contracted before he ceases to be a member, payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves.

### Beneficial Owner

To understand the ownership and controls structure of the entity, each shareholder who is a body corporate are required to provide details of its beneficial owner who holds more than 10% of shares / ownership. For individual shareholders, details such as the name, date of birth and residential address should be provided along with a copy of passport. If the shareholder is publicly listed company, details of ultimate beneficial owner is not required. If Trust, please provide details of the Trustee.

### Resolution

The application for incorporation should be accompanied by a copy of resolution signed by each of the shareholders of the proposed company. In the case where a shareholder is a body corporate, by its authorized signatory or alternatively, its board of directors may passed a similar resolution. A copy of document evidencing such authority of act or represent the company should also be provided. The resolution should approve the following (copy of template is available on ADGM website):

- a) Incorporation of ADGM entity.
- b) Appointment of person authorized to execute all documents and to take all necessary and appropriate actions on behalf of the company in relation to the incorporation of the ADGM entity.
- c) Appointment of person authorized to execute all documents and to take all necessary and appropriate actions on behalf of the company following the incorporation of the ADGM entity.
- d) Appointment of Director(s)
- e) Appointment of Secretary(s) – if any
- f) Adoption of Articles of Association
- g) Appointment of person who can sign the Articles of Association on behalf of the company

In case of a branch, the application for registration should be accompanied by a copy of resolution signed by the directors or by a person authorized to sign on behalf of the parent company. A copy of document evidencing such authority of act or represent the parent company should also be provided. The resolution should approve the following (copy of template is available on ADGM website):

A copy of resolution of the board of directors of the parent company (or other applicable management of executive board) approving the following:

- a) Registration of a branch in ADGM.
- b) Appointment of person authorized to execute all documents and to take all necessary and appropriate actions on behalf of the company in relation to the registration of the branch in ADGM.
- c) Appointment of person authorized to execute all documents and to take all necessary and appropriate actions on behalf of the company following the registration of the branch in ADGM.
- d) Appointment of Managers(s) for the ADGM branch – if any

### Anti-Money Laundering

If your entity's business or profession falls under the following type, you are then required to complete the questionnaires in relation to Anti-Money Laundering section.

- Real estate developer or agency transacting in the buying/selling of real property
- Dealer in precious metals or precious stones
- Dealer of any saleable item of a price greater than or equal to US\$15,000
- Law Firm
- Notary Firm
- Other independent legal business
- Accounting firm
- Audit and insolvency firm
- Company Service Provider
- Single Family Office

### Data Protection

The Data Protection Regulations of ADGM became effective as of 21 October 2015. As part of these regulations, all organizations that wish to become licensed within ADGM also need to register under the Data Protection regime.

To support the ease of doing business in ADGM, ADGM has created a streamlined registration process for data protection, embedded within the Registration and Incorporation forms.

For more information, please refer to the Data Protection Guidance Notes and FAQ located in this link <https://www.adgm.com/doing-business/registration-authority/registration/data-protection/>

### Submission of Application

The application forms can be completed using our Online Registration Solution, which can be accessed by visiting [www.registration.adgm.com](http://www.registration.adgm.com).

### Fees

Below are the schedule of fees in registering a company in ADGM.

<b>Transactions</b>	<b>Category A</b>	<b>Category B</b>	<b>Category C</b>
Application to establish presence in ADGM	\$300	\$300	\$300
Application for reserving a name	\$200	\$200	\$200
Application for registration of a company	\$1,500	\$1,500	\$1,500
Issuance of commercial license	\$4,000	\$4,000	\$4,000
Business Activity fee	\$9,000	\$4,000	\$0
Data Protection Registration Fee	\$300	\$300	\$300
<b>Total</b>	<b>\$15,300</b>	<b>\$10,300</b>	<b>\$6,300</b>

For the remaining details of fees, please refer to Fees Rules 2015 and table of fees published on ADGM website.

### Payment

Payment to the Registrar can be made thru the following channels:

#### Credit Card

Credit card payment can be done online or by visiting our office:

3<sup>rd</sup> Floor, Abu Dhabi Global Market Square  
Al Maryah Island, Abu Dhabi UAE

#### Bank Transfer

##### USD Account

Bank Name: National Bank of Abu Dhabi  
Account Name: ADGM Registration Authority  
Account Number: 6205791613  
IBAN Number: AE280350000006205791613

##### AED Account

Bank Name: National Bank of Abu Dhabi  
Account Name: ADGM Registration Authority  
Account Number: 6205791532  
IBAN Number: AE810350000006205791532

## Approval Process

All documents submitted to the Registrar are subject to checks. If the application is in order, a certificate of incorporation and a commercial license will be issued to the company.

### Certificate of Incorporation

Certificate of Incorporation is a conclusive evidence that the requirements of the Companies Regulations as to registration have been complied with and that the company is duly registered under the Companies Regulations.

The certificate must state the name and registered number of the company, the date of its incorporation and the type of the company and must be signed by the Registrar or authenticated by the Registrar's official seal.

### Commercial license

Commercial license will also be issued upon incorporation of the company. This document allows the company to conduct business in ADGM in accordance with the approved activities stated in the Commercial License. License is valid for one year and renewable upon filing the relevant form, paying relevant fee to the Registrar and completing other applicable requirements for Commercial License renewal.

### The effects of company's registration

The registration of a company has the following effects as from the date of incorporation.

- (1) The initial members, together with such other persons as may from time to time become members of the company, are a body corporate by the name stated in the certificate of incorporation.
- (2) That body corporate is capable of exercising all the functions of an incorporated company.
- (3) The status and registered office of the company are as stated in, or in connection with, the application for registration.
- (4) In the case of a company having a share capital, the initial members become holders of the shares specified in the statement of capital and initial shareholdings.
- (5) The proposed officers of the company are deemed to have been appointed to that office.

## What's next?

Once the company is registered, the company may commence its business and its directors are bound to adhere to the requirements prescribed by the ADGM Companies Regulations 2015, ADGM Commercial Licensing Regulations 2015 and any other relevant regulations and enabling rules. The directors are required to file certain documents (including but not limited to) annual accounts and an

annual return. They must also inform the Registrar about any changes, such as the appointment or resignation of directors or a change to the company's registered office, etc.

## **Disclaimer**

This Guidance Note (the "Note") provides answers to many frequently asked questions and provides information on completing the application to register a company. This is only a guide and should be read together with the relevant legislation, in particular, ADGM Companies Regulations 2015, ADGM Commercial Licensing Regulations 2015 and any other relevant regulations and enabling rules. The Note only refers to the procedures that need to be completed in relation to the Registrar. It does not cover other requirements as set out in the relevant legislation (which includes contact with the court and other internal obligations that a company will need to carry out). Further advice from a specialist professional may be required.

For more information, you may contact the Registrar:

Telephone No.: 00 971 2 338888

Email: [ra@adgm.com](mailto:ra@adgm.com)

Address: 3rd floor, ADGM Building, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.