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| --- | --- |
| **SAMPLE & GUIDANCE** | |
| **Title:** | Resolution of Multiple Individual Shareholders for incorporation of Public Company Limited by Shares. |
| **When to use this template?** | * If you wish to submit an application for incorporation of a public company limited by shares. * If your shareholders are multiple individuals (Please note that there are separate templates available for single individual shareholders, body corporate shareholders) |
| **How to complete the template:** | 1. Copy the text and fill in the required information that is specific to your application and print on blank paper; 2. Delete optional clauses in italic font (if not applicable), the square brackets and the endnotes. 3. All incorporating individual shareholders should sign this resolution jointly. 4. Note that electronic signature is acceptable. 5. If the applicants appoint an optional authorised signatory for incorporation purposes, then such signatories should not be listed on the incorporation application. 6. This resolution serves as evidence of the appointment of authorised signatories, directors, and secretaries and should be uploaded in each the *Evidence of Appointment* section for each role. 7. You should upload the same resolution in the *Resolution Authorising Incorporation/Registration of ADGM Entity* in the Shareholder section of the form. |
| **Contact:** | For further questions regarding this document, please contact:  ADGM.Registration@adgm.com |

**AI SUMMARY**: Issues found: 23 (High: 5, Medium: 11, Low: 7)  
Categories: compliance (12), formatting (6), content (4), jurisdiction (1)  
Helpful resources:  
- ADGM Guidance & Policy Updates: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
- ADGM Regulatory Updates: https://www.adgm.com/legal-framework/regulations  
- ADGM Latest Templates: https://assets.adgm.com/templates  
- ADGM Incorporation Package Rulebook: https://en.adgm.thomsonreuters.com/rulebook/7-company-incorporation-package  
- ADGM Compliance Guide: https://www.adgm.com/operating-in-adgm/obligations-of-adgm-registered-entities  
- ADGM Regulatory Framework: https://www.adgm.com/legal-framework/regulations  
- ADGM Registration & Incorporation: https://www.adgm.com/registration-authority/registration-and-incorporation  
- ADGM Document Standards: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
- ADGM Template Library: https://assets.adgm.com/templates  
- ADGM Legal Writing Guidelines: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
- ADGM Plain Language Guide: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
- ADGM Companies Regulations 2020: https://en.adgm.thomsonreuters.com/rulebook/1-companies-regulations-2020  
- ADGM Constitutional Documents Guide: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
- ADGM Jurisdiction Requirements: https://www.adgm.com/legal-framework/regulations  
- ADGM Guidance & Templates: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
- ADGM Document Templates: https://assets.adgm.com/templates  
- ADGM Required Clauses Guide: https://www.adgm.com/legal-framework/guidance-and-policy-statements  
  
*[ADGM REVIEW: ISSUE: This section is just a title. It needs to be integrated with other sections or provide context. | CITATION: N/A | SUGGESTION: Integrate this title with the relevant resolution content or provide a brief introductory statement.]*  
*[ADGM REVIEW: ISSUE: Missing required sections: directors present, quorum, resolutions | CITATION: ADGM Document Structure Requirements | SUGGESTION: Review document structure and ensure all required sections are present]*  
*[ADGM REVIEW: ISSUE: Missing signature section | CITATION: ADGM Document Structure Requirements | SUGGESTION: Review document structure and ensure all required sections are present]*  
*[ADGM REVIEW: ISSUE: Resolution missing date | CITATION: ADGM Document Structure Requirements | SUGGESTION: Review document structure and ensure all required sections are present]*  
***[ADGM REVIEW: ISSUE: The resolution does not explicitly state that the Articles of Association specify ADGM as the governing jurisdiction. | CITATION: ADGM Registration and Incorporation | SUGGESTION: Ensure the Articles of Association explicitly state that ADGM is the governing jurisdiction.]***

**ADGM COMPLIANCE REVIEW - AUTOMATED ANALYSIS** | Analysis Date: 2025-08-11 19:41

*[ADGM REVIEW: ISSUE: No issues found | CITATION: ADGM Companies Regulations 2020 | SUGGESTION: Document appears compliant]*

*[ADGM REVIEW: ISSUE: Missing specific reference to the ADGM Companies Regulations 2020. | CITATION: ADGM Companies Regulations 2020 | SUGGESTION: Explicitly state that the incorporation is in compliance with the ADGM Companies Regulations 2020.]*

*[ADGM REVIEW: ISSUE: The resolution should specify the full names and positions of the appointed officers. | CITATION: ADGM Companies Regulations 2020, Article 85 | SUGGESTION: Include the full names and specific positions (e.g., CEO, CFO) of the appointed officers.]*

*[ADGM REVIEW: ISSUE: The resolution should explicitly state the powers granted to the authorised signatory(ies). The scope of authority needs to be clearly defined to avoid ambiguity. | CITATION: ADGM Companies Regulations 2020, Article 66 | SUGGESTION: Specify the exact powers delegated to the authorised signatory(ies), such as opening bank accounts, executing contracts, or representing the company before regulatory bodies.]*

*[ADGM REVIEW: ISSUE: It should be explicitly stated that the Articles of Association comply with the ADGM Companies Regulations 2020. | CITATION: ADGM Companies Regulations 2020, Article 13 | SUGGESTION: Add a statement confirming compliance of the Articles of Association with ADGM regulations.]*

*[ADGM REVIEW: ISSUE: The resolution should specify the currency and breakdown of the authorized share capital (e.g., number of shares and par value). | CITATION: ADGM Companies Regulations 2020, Article 28 | SUGGESTION: Provide a detailed breakdown of the authorized share capital, including the number of shares and par value per share.]*

*[ADGM REVIEW: ISSUE: The resolution should specify the currency of the issued share capital and the nominal value per share. | CITATION: ADGM Companies Regulations 2020, Article 22 | SUGGESTION: Include details such as 'The issued share capital shall be AED [Amount] divided into [Number] shares of AED [Value] each'.]*

*[ADGM REVIEW: ISSUE: The resolution should detail the class of shares (e.g., ordinary, preference) and the rights attached to each class, including voting rights and dividend entitlements. | CITATION: ADGM Companies Regulations 2020, Article 24 | SUGGESTION: Specify the rights, privileges, restrictions, and conditions attached to each class of shares. For example, 'Ordinary shares shall have one vote per share and be entitled to dividends as declared by the board'.]*

*[ADGM REVIEW: ISSUE: The resolution should clearly state the specific actions the appointed signatory is authorised to perform for incorporation purposes. The scope of authority needs to be clearly defined. | CITATION: ADGM Companies Regulations 2020, Article 12 | SUGGESTION: Specify the exact actions the signatory is authorised to perform, such as signing the application for incorporation, submitting documents to the ADGM Registrar, and paying fees.]*

*[ADGM REVIEW: ISSUE: The resolution should specify the scope and limitations of the authorized person's power. Consider adding a clause limiting liability. | CITATION: ADGM Companies Regulations 2020, Article 66 | SUGGESTION: Add a clause clarifying the extent of the authorized person's authority and any limitations.]*

*[ADGM REVIEW: ISSUE: It is unclear if this section includes a witness signature. ADGM requires proper attestation of shareholder signatures. | CITATION: ADGM Companies Regulations 2020, Article 12 | SUGGESTION: Ensure that shareholder signatures are properly witnessed and that the witness details (name, address, signature) are included.]*

*[ADGM REVIEW: ISSUE: This section appears to be metadata or guidance and not a formal part of the resolution. It should be removed or placed in an appendix. | CITATION: N/A | SUGGESTION: Remove this section from the main body of the resolution or move it to an appendix.]*

*[ADGM REVIEW: ISSUE: The resolution should specify the powers granted to individuals with signing authority. The scope of authority needs to be clearly defined to avoid ambiguity. | CITATION: ADGM Companies Regulations 2020, Article 66 | SUGGESTION: Specify the exact powers delegated to the individuals with signing authority, such as executing contracts, or representing the company before regulatory bodies.]*

**RESOLUTION OF INCORPORATING SHAREHOLDERS**   
***[ADGM REVIEW: ISSUE: Missing context. Without knowing the purpose of Table 3, it's impossible to determine compliance. The table should specify the individuals or body corporates involved and their role in the incorporation process (e.g., directors, shareholders). | CITATION: Companies Regulations 2020, Schedule 1, Part 1 (Information required for incorporation) | SUGGESTION: Provide context for Table 3. Clearly state the purpose of the table and the role of each individual or body corporate listed. Ensure all individuals and body corporates listed are relevant to the incorporation process and that their roles are clearly defined.]***

**OF**  
***[ADGM REVIEW: ISSUE: Missing context. Without knowing the purpose of Table 4, it's impossible to determine compliance. The table should specify what actions are being undertaken jointly or severally. The 'Capacity' column is ambiguous without further context. | CITATION: Companies Regulations 2020, Article 13 (Authority to act on behalf of the company) | SUGGESTION: Provide context for Table 4. Clearly state the purpose of the table and the actions to which the 'Jointly/Severally' capacity refers. Ensure the actions are clearly defined and within the powers of the individuals listed.]***

**[Insert proposed company name]**  
***[ADGM REVIEW: ISSUE: Incomplete information. Table 5 lacks crucial details such as the currency of the Nominal Value and Amount of Issued Shares. It also doesn't specify the rights attached to each share class, which is a requirement for ADGM companies. | CITATION: Companies Regulations 2020, Article 57 (Rights attached to shares); Schedule 1, Part 1 (Information required for incorporation) | SUGGESTION: Specify the currency for the Nominal Value and Amount of Issued Shares. Include a separate section detailing the rights, privileges, and restrictions attached to each share class (e.g., voting rights, dividend rights, liquidation preferences).]***

**DATED**  
***[ADGM REVIEW: ISSUE: This section is a table header without any data. It needs to be populated with shareholder information. | CITATION: ADGM Companies Regulations 2020, Article 30 | SUGGESTION: Populate the table with the required shareholder information, including name, share class, number of shares, amount paid, and amount unpaid.]***

**[Insert date]**  
*[ADGM REVIEW: ISSUE: No issues found | CITATION: ADGM Companies Regulations 2020 | SUGGESTION: Document appears compliant]*

We, the undersigned, being the incorporating shareholders, resolve to incorporate a public company limited by shares in the Abu Dhabi Global Market under the name of [insert proposed company name] (or any other name approved by ADGM Registration Authority), in accordance with the applicable regulations and sub-ordinate rules of Abu Dhabi Global Market (the “Company”). The incorporating shareholders duly adopted the resolution set forth below on [insert date]:

**IT WAS RESOLVED**, to appoint the officers of the company upon incorporation as follows.

1. **Appointment of Authorised Signatory(ies)**

|  |  |
| --- | --- |
| Name | Signing Authority (Jointly/Severally)[[1]](#endnote-1) |
|  |  |

1. **Appointment of Director(s)[[2]](#endnote-2)**

|  |  |
| --- | --- |
| Name | Type (Individual/Body Corporate)[[3]](#endnote-3) |
|  |  |

1. **Appointment of Secretary(ies)[[4]](#endnote-4)**

|  |  |
| --- | --- |
| Name | Capacity (Jointly/Severally)[[5]](#endnote-5) |
|  |  |

1. **Adoption of Articles**

**IT WAS RESOLVED** that the Company adopts the Articles of Association for the purpose of incorporation of the Company in the Abu Dhabi Global Market.

1. ***Authorised Share Capital[[6]](#endnote-6)***

**IT WAS RESOLVED** that the amount of the authorised share capital of the company shall be as follows: [xxxx] USD

1. **Share Capital**

**IT WAS RESOLVED** that the proposed issued share capital of the company shall be as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Share Class Name | Nominal Value | Number of Issued Shares | Amount of Issued Shares |
|  |  |  |  |
|  |  |  |  |

1. **Shareholders[[7]](#endnote-7)**

The issued share capital [[8]](#endnote-8)shall be structured as follows.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Shareholder’s Name | Share Class Name | Number of Issued Shares | Amount paid | Amount unpaid (if any) |
|  |  |  |  |  |
|  |  |  |  |  |

1. ***Appointment of Signatory for Incorporation Purposes[[9]](#endnote-9)***

***IT WAS FURTHER RESOVED****, that {insert authorised persons name(s)} is/are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said person shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions to complete the incorporation process with the ADGM RA*

**Signature of Incorporating Shareholders[[10]](#endnote-10)**

|  |  |  |
| --- | --- | --- |
| Shareholder’s Name | Shareholder’s Signature | Date |
|  |  |  |
|  |  |  |

*--- END OF ADGM AUTOMATED REVIEW ---  
DISCLAIMER: This automated review is for guidance only. Please consult qualified ADGM legal counsel for final compliance verification.*

1. Please indicate if authorised signatories should act jointly or severally, noting that there must be at least two authorised signatories appointed if they are to act jointly. Please add rows as applicable. [↑](#endnote-ref-1)
2. A minimum of 2 directors must be appointed. [↑](#endnote-ref-2)
3. Note that at least one director must be a natural person of legal age. The appointment of body corporate directors is optional. Please add rows as applicable. [↑](#endnote-ref-3)
4. Note that the appointment of a Company Secretary is mandatory for Public Companies Limited by Shares. [↑](#endnote-ref-4)
5. Please indicate if secretaries should act jointly or severally, noting that there must be at least two secretaries appointed if they are to act in joint capacity. Please add rows as applicable. [↑](#endnote-ref-5)
6. The indication of authorised share capital is optional at the time of incorporation and may be deleted if not applicable. [↑](#endnote-ref-6)
7. Please add rows as applicable. [↑](#endnote-ref-7)
8. Minimum allotted share capital for a public company limited by shares is 50,000 US dollars. [↑](#endnote-ref-8)
9. Optional appointment of authorised signatories to complete the incorporation process with the ADGM RA on behalf of the named shareholders. [↑](#endnote-ref-9)
10. Please add signature blocks as applicable. [↑](#endnote-ref-10)