

Registration Authority

Checklist – Company Set-up

INCORPORATION OF COMPANY – STANDARD REQUIREMENTS

PRIVATE COMPANY LIMITED BY SHARES (RSC) – NON-FINANCIAL

	Requirements	Useful Links
<input type="checkbox"/>	Choose business activities. - Refer: List of permitted activities available in ADGM website. The business activities undertaken by a RSC can be only non-financial.	Setting up in ADGM - Permitted Activities

<input type="checkbox"/>	<p>Prepare a business plan.</p> <p>Suggested information to be included in the business plan</p> <p>The business plan is fundamental to the application process, and will be used by the ADGM Registration Authority (ADGM RA) to form decisions about the applicant, and applicant's readiness, willingness, and ability to meet conditions of license (if applicable) to conduct business activities from and within Abu Dhabi Global Market (ADGM).</p> <p>Please provide the following details in this document:</p> <ul style="list-style-type: none"> • Provide overview of the applicant, including its or its group's history, and experience in conducting proposed business activities in the UAE or other jurisdictions, as applicable; • Business activities to be conducted: please select relevant business activities and provide description of how this is intended to be delivered. In particular, you may consider providing a process flow diagram demonstrating all touch-points and stakeholders, including flow of services, and interactions with clients and other counterparties. • Target markets, clientele: please provide overview of the immediate target markets, future target markets, client types, approximate number of clients in year 1, 2, and 3. <p>Ownership structure</p> <p>Provide an ownership structure chart identifying all controllers, direct or indirect and ownership percentage. The chart must identify ultimate beneficial owners.</p> <p>Organization structure and corporate governance</p> <p>Please provide a full organization chart of the applicant's proposed key appointments.</p> <p>Human resources and physical presence in ADGM</p> <p>Describe the applicant's proposed staffing in ADGM and headcount, along with the office size. Please indicate if the applicant intends to rent service office in the business center or not.</p> <p>Financial projections</p>	www.registration.adgm.com
--------------------------	---	--

	<p>The financial resources of the applicant are an important component of the assessment of the business plan. Please set out the initial capital injection and the estimated annual expenses.</p> <p>Set out assumptions underpinning the financial projection. Projections should be adequate and align with expected business set up, expected client numbers and fees, projected operational costs should be realistic and supported by numbers for such items as headcount, rent, utilities, professional advisors.</p>	
--	--	--

	Standard Requirements	Useful Links
<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 - Name must include 'Restricted Scope Company' or 'RSC' in its name (before the ending which must be 'LTD' or 'Limited'). 	<p>www.registration.adgm.com</p> <p>Business and Company Name Rules</p>
<input type="checkbox"/>	<p>Choose a tradename (this is not mandatory and mainly applicable for retail applications).</p> <ul style="list-style-type: none"> - Not mandatory - This is different from the company name (i.e. does not need to include the suffix) - Name used to trade, appear on the signage - Search if the trade name is still available - Refer: Business and Company Name Rules - Authorisation from the trade name owner/holder of IP right of well-known brand will be required in the form of franchise agreement, authorization letter etc. 	<p>www.registration.adgm.com</p> <p>Business and Company Name Rules</p>
<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>	<p>Model Articles</p>

	<ul style="list-style-type: none"> - 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 would be required 	
<input type="checkbox"/>	Registered Office Address <ul style="list-style-type: none"> - Mandatory and must be located in ADGM - Contact landlord - Signed Lease Agreement with the Landlord 	
<input type="checkbox"/>	Register Lease Agreement <ul style="list-style-type: none"> - Signed Lease Agreement with the Landlord 	
<input type="checkbox"/>	Authorised Signatories <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) 	<u>Resolution Templates</u>
<input type="checkbox"/>	Directors <ul style="list-style-type: none"> - At least one director - Can be individual or Body Corporate - If body corporate director is appointed, at least one individual must be appointed <p>Individual</p> <ul style="list-style-type: none"> - Personal Details - Service Address 	<u>Resolution Templates</u>

	<ul style="list-style-type: none"> - Residential 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, 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 all shareholders, which includes the appointment of the directors – template is available on the ADGM website) 	
<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 accompanied by certified legal translation to the English language) 	<u>Resolution Templates</u>

	Body Corporate <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 all shareholders, which includes the appointment of the directors – template is available on the ADGM website) 	
<input type="checkbox"/>	Shares Particulars <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"/>	Shareholders <ul style="list-style-type: none"> - Must be a Body Corporate Body Corporate <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) 	<u>Resolution Templates</u>

	<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) - Evidence of Appointment (separate board resolution required for each body corporate shareholder, which includes the appointment of the directors – template is available on the ADGM website) 	
<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 - 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) 	<p><u>Guidance – Beneficial Ownership and Control</u></p>

<input type="checkbox"/>	<p>Anti-Money Laundering Manual and Money Laundering Reporting Officer (MLRO)</p> <ul style="list-style-type: none"> - Applicable only if the company will conduct any of the following activities: <ul style="list-style-type: none"> • Real estate developer or agency transacting in the buying/selling of real property • Dealer in precious metals or precious stones • Dealer in 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 or insolvency Firm • Company Service Provider - Must appoint one MLRO - MLRO must hold a valid UAE residence visa <p>MLRO</p> <ul style="list-style-type: none"> - Personal Details - Role, Experience and Qualifications details (must be related to AML function) - Service Address and contact details - Passport copy - UAE residence visa copy - CV - Proof of Qualifications/Certifications <p>AML Manual</p> <ul style="list-style-type: none"> - Refer ADGM AML and Sanction Rules and Guidance - Refer Guidance – AML Manual 	<p><u>Anti-Money Laundering and Sanctions Rules and Guidance</u></p> <p><u>Guidance - AML Manual</u></p>
<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 	<p><u>Guidance - Data Protection</u></p>

	- Service Address and contact details	
<input type="checkbox"/>	Source of wealth Declaration Form - With relevant supporting documents may be requested by the ADGM RA depending on the risk rating attributed to the application form	<u>Sources of Wealth Declaration Form</u>

REGISTRATION OF COMPANY (RSC) – INITIAL REGISTRATION FEES AND ANNUAL RENEWAL FEES – NON-FINANCIAL LTD

For the updated fees, please refer to the schedule of fees published on ADGM website, accessible here: [Schedule of Fees](#)