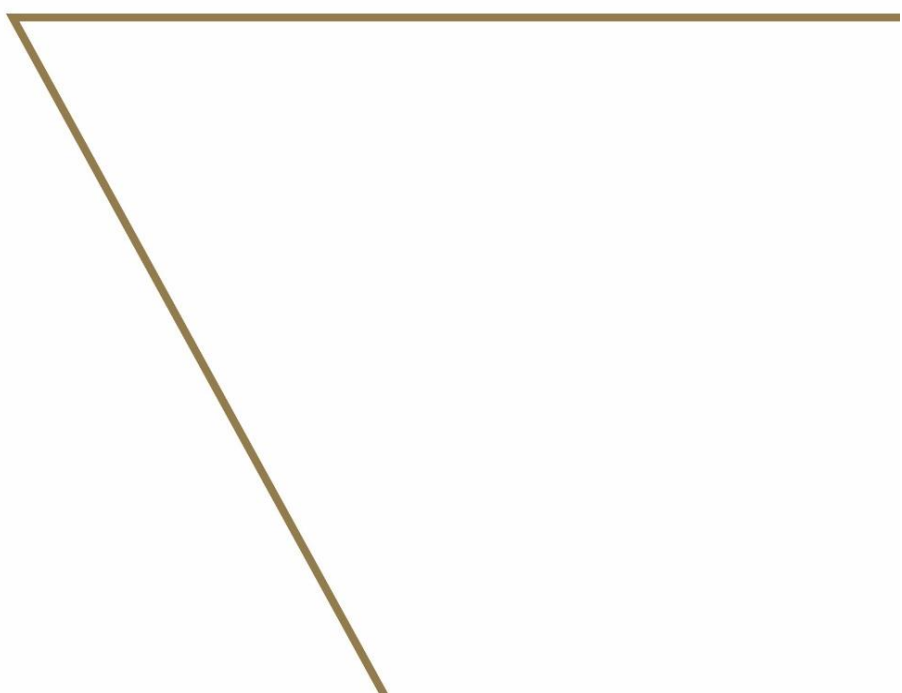


Guidance on Applications for Accounts Filing Extensions

Registration Authority

September 2024



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Guide overview and application

This guidance (“**Guide**”) provides an overview on applying for more time to file an ADGM private company or limited liability partnership’s accounts. The Guide also outlines the information that must be delivered to the Registration Authority (“**RA**”) as part of the application process and factors that the Registrar will consider when determining whether companies or limited liability partnerships will receive extensions.

The Guide applies to ADGM incorporated private limited companies, as well as limited liability partnerships (“**LLPs**”). For ease of reference, the term “**Company**” is used throughout this Guide to refer to both ADGM incorporated companies and LLPs, unless specifically stated otherwise.

This Guide is issued under section 28 of the Commercial Licensing Regulations 2015.

Legal framework

The relevant ADGM legislation regarding filing annual accounts of companies is the ADGM Companies Regulations 2020 (“**CR 2020**”) and for LLPs is the Limited Liability Partnership Rules 2020 (“**LLPR 2020**”).

Pursuant to section 416 of CR 2020 and rule 21 of LLPR 2020, the Registrar has the power to approve an application for an extension to file accounts for periods up to 3 months.

This Guide provides information on extending the filing due date of annual accounts and therefore should be read in conjunction with the CR 2020 and LLPR 2020 for companies and LLPs, respectively, as the Guide will not tell you everything about filing annual accounts.

ADGM’s Regulations and Rules are available on the ADGM website by following this [link](https://en.adgm.thomsonreuters.com/) (<https://en.adgm.thomsonreuters.com/>).

Annual accounts – General information

All Companies, whether trading or not, must keep adequate accounting records.

Accounting records must, in particular, contain entries from day to day showing all money received by the Company and the matters in respect of which the receipt and expenditure takes place, and a record of the assets and liabilities of the Company. Parent Companies must ensure that any subsidiary keeps sufficient accounting records to enable the directors/members of the parent Company to prepare accounts that comply with CR 2015 or LLPR 2020.

A Company must keep its accounting records at its registered office address or any alternative location that the Company thinks suitable. Accounting records must be preserved by the Company for ten years from the date on which they are made.

Company’s accounts must be approved by the Board of Directors and a director must sign the balance sheet on behalf of the Board. A Company’s accounts must be audited unless the Company is exempt from audit, as per CR 2015 and LLPR 2015, as applicable. All Companies must file their accounts with the RA every year. If a Company’s accounts are filed late, the Company is liable to a fine.

Your Company should take appropriate measures to ensure that accounts are filed on time through the ADGM’s online registry solution: <https://newreg.adgm.com/>

Please review the CR 2020 or LLPR 2020 to ensure that all requirements in relation to your Company's annual accounts are complied with.

Registrar's power to grant accounts filing extensions

The Registrar may, for any special reason he thinks fit, approve an application to extend the timeframe for filing accounts for periods of up to 3 months. Any extension will not extend the period for filing to more than 12 months after the end of the Company's relevant accounting period.

A special reason would include an unforeseen event outside the Company's control that prevents the Company from filing its accounts by the filing deadline. The unforeseen event could include, for example, an unexpected illness of a key individual in the company essential to the filing or a fire destroying company records. The Registrar will consider each application and supporting explanation on a case-by-case basis.

Applying for an extension

You can apply to extend your Company's accounts filing deadline, however, you must apply for the extension before your filing deadline with a full explanation of why you need the extension. An application made after the filing deadline will be rejected.

Apply for your extension early. If you have not received a response from the Registrar on your application before the filing deadline for your Company's accounts, you are required to file the annual accounts by the filing deadline.

Late filing penalties

If the Registrar has not yet approved your application for an extension and you file your accounts after the filing deadline, your Company will be liable to a fine. If you do not apply for an extension and your accounts are filed late, your Company will be liable to a fine. The Registrar does not have the discretion to waive the collection of a penalty.

Failure to deliver accounts to ADGM – No longer carrying on business

If a Company does not comply with the requirement to file accounts and the Registrar believes that the Company is no longer carrying on business or in operation, he may strike it off the register and dissolve it.

Failure to file documents is an offence under CR 2020 and LLPR 2020. All the directors/members of a Company may be liable to a fine, along with the Company.

How to apply for the filing extension

You must apply to extend your accounts filing deadline by completing the relevant request through ADGM's Online Registry Solution (ORS).

To access ORS, please click here: <https://newreg.adgm.com/>

You will not receive a late filing penalty by the RA if your application is approved and you file your accounts before the extended deadline.

Next steps

The Registrar will review your application and make a decision about your extension request.

It is important to file your accounts by the filing deadline. You should not wait for a decision about your extension request.

If the Registrar approves your application for an extension of your Company's filing deadline, you must file your accounts before the new filing deadline or your Company will be liable to a late filing penalty.

It is also important to note that if the extension is granted, it will not change the ordinary filing deadline for your Company's future account filings.

Further Information

After reading this Guide, if you require further information or clarification regarding applications for extension of accounts filings, please email us at: RA@adgm.com

Disclaimer

This Guide is a non-binding indicative guide and should be read together with the relevant legislation, in particular the ADGM Companies Regulations 2020 and the Limited Liability Partnership Rules 2020 and any other relevant regulations and enabling rules, which may change over time without notice. Information in this Guide is not to be deemed, considered or relied upon as legal advice and should not be treated as a substitute for a specific advice concerning any individual situation. Any action taken upon the information provided in this Guide is strictly at your own risk and the Registration Authority will not be liable for any losses and damages in connection with the use of or reliance on information provided in this Guide. The Registration Authority makes no representations as to the accuracy, completeness, correctness or suitability of any information provided in this Guide.