

# Non-Financial and Retail Checklist

## Public Company (Transfer to DIFC)

# 1. Public Company

To continue a Public Company in the DIFC, the following conditions must be fulfilled:

- A minimum of 1 Company Secretary
- A minimum of 2 Directors
- There must be a minimum share capital of USD100,000, 25% of which must be paid up

For more details about the legal structure of a public entity, refer to [DIFC Companies Law, Law No. 5 of 2018](#) and [Companies Regulations](#).

## 1.1. Initial Approval

Section Name	Description
<b>Entity Structure</b>	<p>Define the following:</p> <ol style="list-style-type: none"> <li>1. Your entity type. Select Non-Financial or Retail.</li> <li>2. The business sector of your principal activity.</li> <li>3. The details of your entity's establishment. Select Transfer.</li> <li>4. Your entity's legal structure. Select Company.</li> <li>5. Your entity's type of company. Select Public Company.</li> </ol> <p>Ensure that your selections are accurate as they will determine the rest of the steps and requirements.</p> <p>If you are not supported by a legal advisor, we highly recommend that you get in touch with our Business Development representative before choosing your legal structure.</p> <p>For more details on DIFC legal structures, <a href="#">click here</a> or contact us on <a href="mailto:setup@difc.ae">setup@difc.ae</a>.</p>
<b>Details of Foreign Entity</b>	Provide details of the Foreign Public Company that will be transferred to DIFC.
	<p><b>Document: Certificate of Incorporation</b></p> <p>Upload a certificate of incorporation or a similar document that is certified by the issuing authority. It must not be older than 6 months.</p>
<b>Business Activities</b>	<p>Tell us about the Public Company's business activities that will be conducted from DIFC. Ensure that you provide adequate details.</p> <p>Keep in mind that certain activities require approval from other Government Authorities. Refer to the list of <a href="#">non-financial activities</a> and <a href="#">retail activities</a> for more details.</p>

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<p><b>Entity Name</b></p>	<p>Enter the name of the Foreign Public Company to be continued in the DIFC. You may reserve a name for 90 days at no additional cost by clicking on 'reserve.'</p> <p>Confirm that your name is not similar to an existing entity.</p> <p><b>Document: Evidence of Consent</b>  <i>This document is required only if the name is identical to an existing entity.</i></p> <p>Upload evidence of relationship/consent if the proposed name is identical to the name of an existing entity in the UAE other than your affiliates or parent entity.</p>
<p><b>Shareholders</b></p>	<p>Identify the Shareholders of the Foreign Public Company. A minimum of 1 Shareholder is needed. The Shareholder can be an individual or a body corporate.</p> <p>If the entity has more than 20 Shareholders, you can use an import option. Click the <a href="#">'Import from CSV'</a> link within this section where you will be able to download a template. Update the template with your Shareholder details to add your 20+ Shareholders and then upload that file, making sure that it is not more than 10MB in size.</p> <p>You will need to certify the passport of each individual Shareholder. This can be done through our online certification process or by uploading each of their certified passports. Select 'Online Certification' if you prefer to avoid multiple uploads.</p> <p><b>Document(s): Certified Passport Copy of Each Individual Shareholder</b>  <i>Passport copies of Shareholders are required only if they have not been certified online.</i></p> <p>Upload a clear, valid and certified passport copy of each individual Shareholder.</p> <p>Ensure that the passport certification does not cover or hide the passport bio page. Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the <a href="#">DIFC Certification Policy</a>.</p> <p><b>Document: Certificate of Incorporation</b>  <i>This document is required if the body corporate is NOT a DIFC registered entity.</i></p> <p>Upload a certificate of incorporation or a similar document for body corporate shareholders that is certified by the issuing authority. If the certification is not electronic, it must not be older than 6 months.</p>

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	<p><b>Document: Notarised PoA</b> If the individual Shareholder has delegated the signing of the articles to another person, upload a notarised and valid Power of Attorney approving the delegation.</p>
<b>Directors</b>	<p>Add at least 2 Directors. These individuals must be over the age of 18.</p> <p>This step is optional at this stage unless you deem the board to be the Ultimate Beneficial Owners of the Public Company.</p>
	<p><b>Document: Certified Passport Copy of Each Individual Director</b> <i>Passport copies of Directors are required only if they have not been certified online.</i></p> <p>Upload a clear, valid and certified passport copy of each Director.</p> <p>Ensure that the passport certification does not cover or hide the passport bio page. Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the <a href="#">DIFC Certification Policy</a>.</p>
	<p><b>Document: Signed Appointment Declaration</b> <i>This document is generated by the DIFC portal.</i></p> <p>Upload a scanned copy of the generated appointment declaration. The appointment declaration must be signed by the Director whose details appear on the declaration.</p>
<b>Ultimate Beneficial Owners (UBOs)</b>	<p>Confirm if you will be submitting your Public Company's UBO data in hard copy or on the portal.</p> <p>If the submission is made via the portal, you must add:</p> <ul style="list-style-type: none"> <li>- Any natural person who owns or controls 25% or more of the Public Company (directly or indirectly) and is identified as a UBO as per the <a href="#">DIFC UBO regulations</a>.</li> <li>- Any beneficial owner who owns or controls 25% or more of the Public Company (directly or indirectly) and is identified as an exempt entity as per the <a href="#">DIFC UBO Regulations</a>.</li> </ul>
<b>Affiliated Entities</b>	<p>Tell us about your affiliates registered in DIFC and/or other free zones in the UAE. In case you have an affiliate(s) established in DIFC that you would like to share office space with, indicate it in this step.</p>

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	<p><b>Document: Letter of Consent</b>  <i>Letter of Consent is required only if your Public Company is sharing office space with an affiliate entity in DIFC.</i></p> <p>If your Public Company is sharing office space with another affiliated entity, upload a letter of consent for sharing office space issued by the affiliated entity in DIFC. The entity issuing the letter must be the leaseholder or the owner of the property.</p>
<b>Background on Entity</b>	<p>Provide the following:</p> <ul style="list-style-type: none"> <li>- An overview of the Public Company that is being established in DIFC</li> <li>- The relevant market sector of the Public Company</li> <li>- The reason for choosing DIFC</li> <li>- A brief history of the parent entity (if applicable)</li> <li>- Information about the ultimate beneficial owner(s)</li> <li>- Expected number of employees during the first year of operation.</li> </ul>
	<p><b>Optional Document: Group Ownership Structure and Organisational Chart</b>  <i>This document is NOT applicable to a DNFBP.</i></p> <p>Upload a group ownership structure diagram and the organisational chart. This is not applicable if your activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on a DNFBP, <a href="#">click here</a>.</p>
<b>Sources of Income</b>	<p>Tell us in detail about the sources of income and wealth of the individuals or body corporates who will be funding the Public Company.</p> <p>In addition to telling us how these funds were acquired, provide information on the volume of wealth under which your company will be established.</p> <p>This step is not applicable if your activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on DNFBP, <a href="#">click here</a>.</p>
	<p><b>Document(s): Audited Bank Statements</b>  Upload recent audited financial statements of the Public Company that is being transferred to DIFC.</p>
<b>Compliance Procedures</b>	<p>This section is applicable to certain activities. Provide details on the compliance procedures and the corporate governance structure</p>

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	<p><b>Optional Document: Compliance Procedures</b> <i>This document is not applicable to a DNFBP</i></p> <p>Upload your anti money laundering policy and procedure depicting your guidelines, role of AML Officer, etc. This is not applicable if your activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on DNFBP, <a href="#">click here</a>.</p>
	<p><b>Optional Document: Corporate Governance Structure</b> <i>This document is not applicable to a DNFBP</i></p> <p>Upload a corporate governance structure depicting the board and operational committees and their respective roles. This is not applicable if your activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on DNFBP, <a href="#">click here</a>.</p>
<b>Fit and proper questionnaire</b>	Complete the standard fit and proper questionnaire. Your answers will help determine whether or not your Public Company meets the requirements to operate in DIFC.
<b>Review and Submit</b>	Review the initial approval application prior to your submission. Upon submission, you will not be able to update any information until the application is returned by your relationship manager.

## 1.2. Register with DIFC

Section Name	Description
<b>Articles of Association</b>	Select your format of the Articles of Association. You should choose 'Modified' for a Public Company.  Confirm if you would like to electronically sign your Articles.
<b>Share Class</b>	Define your Public Company's share class and nominal value. Share Class could be Class A, Class B, etc.
<b>Allocate Shares</b>	Allocate shares against each share class among Shareholders. All the issued shares must be allocated to the approved Shareholders as part of the initial approval submission.

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<p><b>Registered Address</b></p>	<p>Specify the location of records and registers. You are also required to add your operating location(s).</p> <p>If you are sharing office space with an affiliate, the registered address of the affiliated entity will appear.</p> <p>Leased/subleased properties can be viewed only if the lease agreement is registered with the DIFC Registrar of Real Property.</p> <p>If your lease agreement is signed with DIFC Investments Ltd, , the lease agreement will be registered automatically by the landlord.</p> <p>In case you will be operating from more than 1 unit, you may select 1 or more to be your registered address, provided that these units are located in the same building.</p>
<p><b>Company Secretary</b></p>	<p>A Public Company must have a Company Secretary. The Company Secretary can be an individual over 18 years of age or a body corporate from a recognised jurisdiction.</p> <p><b>Document: Certified Passport Copy of the Secretary</b>  <i>The passport copy of the Secretary is required only if it has not been certified online.</i></p> <p>Upload a clear, valid and certified passport copy of the individual Company Secretary.</p> <p>Ensure that the passport certification does not cover or hide the passport bio page. Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the <a href="#">DIFC Certification Policy</a>.</p> <p><b>Document: Certificate of Incorporation</b>  <i>This document is required if the body corporate is NOT a DIFC registered entity.</i></p> <p>Upload a certificate of incorporation or a similar document for body corporate Company Secretaries who are certified by the issuing authority. If the certification is not electronic, it must not be older than 6 months.</p>
<p><b>Authorised Signatory</b></p>	<p>Identify the authorised signatory or signatories of the Public Company. You can add a minimum of 1 signatory and a maximum of 10 signatories. Authorised signatories must be at least 18 years old.</p> <p>The names of listed authorised signatories will appear on the DIFC License.</p>

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	<p><b>Document: Passport Copy of each Signatory</b>  <i>The passport copy of each signatory is required only if it has not been certified online.</i></p> <p>Upload the passport copy of each authorised signatory.</p>
<p><b>Management Details</b></p>	<p>Add the details of:</p> <ul style="list-style-type: none"> <li>- The most senior person that will manage the Public Company in the DIFC</li> <li>- A general communications contact person</li> <li>- An emergency contract person</li> </ul>
	<p><b>Document: Passport copy of the most senior person</b>  <i>The passport copy of the most senior person is required only if it has not been certified online.</i></p> <p>Upload the passport copy of the most senior person in the Public Company.</p>
<p><b>Data Protection</b></p>	<p>In this section, you need to select the type of Data Protection notification which can be either:</p> <ul style="list-style-type: none"> <li>- To inform the Commissioner of Data Protection that you do process personal data</li> <li>- To inform the Commissioner of Data Protection that you do not process personal data</li> </ul> <p>Please note that processing personal data includes personal data and information related to your employees, suppliers, customers, etc. If the entity is planning to hire employees or provide services to customers, then it will process personal data.</p> <p>If as a newly licensed entity you select the first option and confirm that the entity does currently or will process personal data, you will be required to submit a Data Protection Notification service request (A draft will be created for your ease of reference under pending actions on the portal home page) within a maximum of 6 months from the date of issuance of the DIFC license.</p> <p>If you select the second option and inform the Commissioner that the entity will not process personal data, the same will be reviewed post issuance of the DIFC license. The Commissioner’s Office may reject or request further information about your submission to clarify why you think the entity does not process personal data. If rejected, you will have 6 months from license issuance to submit the Data Protection Notification service request.</p> <p>As part of this section, you will also be required to provide details of a contact person for Data Protection related matters.</p> <p>Guidance on notifications are available on the <a href="#">DIFC DP website</a>.</p> <p>If you have questions about the portal or the notification process, please email <a href="mailto:portal@difc.ae">portal@difc.ae</a>.          If your query is about how DIFC Authority collects or processes your</p>

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	<p>personal data, please contact <a href="mailto:dpo@difc.ae">dpo@difc.ae</a>. If you have questions about interpretation of DIFC data protection law and regulations, please contact <a href="mailto:commissioner@dp.difc.ae">commissioner@dp.difc.ae</a>.</p>
<b>Establishment Card (Optional)</b>	<p>Tell us if you wish to apply for an establishment card. An establishment card is a card issued by the General Directorate of Residency and Foreigners Affairs in Dubai to allow an entity to submit employment visa applications. For any queries related to the establishment card, contact <a href="mailto:gs.helpdesk@difc.ae">gs.helpdesk@difc.ae</a>.</p>
<b>Review and Submit</b>	<p>Review your application before you submit it. You will not be able to update or edit any information on the application post submission.</p>

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### 1.3. Additional Documents

<p><b>Constitutional Documents</b></p>	<p>Please upload a copy of the foreign entity constitutional documents certified as a true copy by an authorised person such as a director.</p>
<p><b>Articles of Continuation</b></p>	<p>Upload the Public Company's proposed Articles of Continuation in a PDF format. The document should not be signed at this stage.</p> <p>After the review and approval of DIFC Services, Shareholders can sign the Private Company's proposed Articles of Association electronically using DocuSign. DIFC Services will initiate the signing using DocuSign.</p>
<p><b>Statement of Incorporators</b></p>	<p>Upload the Statement of Incorporators signed by all the stakeholders. <a href="#">Click here</a> for the template.</p>
<p><b>Consent from the Original Jurisdiction</b></p>	<p>Upload a document providing satisfactory evidence to the registrar that all necessary approvals in the original jurisdiction have been obtained and certified by the relevant authorities. If the original jurisdiction does not provide this consent, upload a legal opinion.</p>
<p><b>Directors' Certificate</b></p>	<p>Upload a Directors' certificate which states that the Public Company is solvent, that there is no reasonable prospect of the Public Company becoming insolvent at any time of the application, and that there are no applications made to any court to:</p> <ul style="list-style-type: none"> <li>- Put the Public Company into liquidation</li> <li>- Wind up the Public Company</li> <li>- Have the Public Company declared insolvent</li> </ul> <p>Appoint a receiver in relation to any property of the Public Company</p>
<p><b>Letter of Confirmation issued by the Public Company</b></p>	<p>Share evidence, satisfactory to the Registrar, that:</p> <ul style="list-style-type: none"> <li>- The Public Company is not prohibited in terms of its founding documents or by the laws of the jurisdiction under which it is organised or under the Laws of another jurisdiction.</li> <li>- The Public Company has complied with all relevant requirements.</li> </ul> <p>The evidence can be provided in the form of a legal opinion.</p>

<b>Certificate of Good Standing</b>	Upload a certificate of good standing or similar document issued by the licensing authority in the jurisdiction where the Public Company is incorporated.
<b>Designated Non-Financial Business Providers (DNFBP) In Principle Approval</b>	<p><b>This document is required only if the Public Company is conducting a DNFBP Activity.</b></p> <p>Upload a copy of the Dubai Financial Services Authority (DFSA) In Principle Approval for DNFBP registration. For more details on DNFBP activities, <a href="#">click here</a>.</p>
<b>Board or Shareholder Resolution to Transfer a Company to DIFC</b>	<p>Upload a Resolution from the Board of Directors of the Public Company that:</p> <ul style="list-style-type: none"> <li>- Authorises the transfer of the Public Company to DIFC.</li> <li>- Appoints the person authorised to sign documents on behalf of the body corporate in relation to transferring the Public Company to DIFC.</li> <li>- Appoints the person authorised to sign documents for all matters following the transfer of the foreign Public Company to DIFC (In some cases, the Board will authorise the issuance of a Power of Attorney to give someone the power to sign all documents related to the incorporation of the NPIO in DIFC).</li> </ul> <p>For standard resolutions, <a href="#">click here</a> for a template</p>
<b>Approval or NoC from the relevant Government Authority</b>	<p><b>This document is required only if the Public Company is undertaking a business activity that requires an approval from another government authority.</b></p> <p>Upload the approval document or the No Objection letter issued by the relevant government authority. To view the list of activities that require third party approval, refer to the <a href="#">non-financial business activity guide</a>.</p>
<b>Personnel Sponsorship Agreement</b>	<p><b>This document is required only if the Public Company applied for an Establishment Card and is automatically uploaded by the system.</b></p> <p>This document will be sent to you through Docusign by the DIFC Services team upon submission of the application.</p>
<p><b>Note:</b> If any documents below are not in the English Language, they must be accompanied by a legal translation certified to the satisfaction of the Registrar.</p>	

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## 1.4. Fees

Service	Non-Retail	Retail
<b>Name Reservation</b>		
Name Reservation (optional)	Nil	Nil
<b>Transfer of Incorporation fees</b>		
A Public Company to the DIFC	\$8,000	NA
<b>License fees upon incorporation and annually</b>		
A Public Company	\$12,000	\$5,100
An Innovation License*	\$1,500	NA
A Fund Manager for Venture Capital, Future of Finance or Future Economies	**	NA
<b>Government Services</b>		
New Establishment Card Fees (if applicable)		
- Normal	\$618	\$618
- Express	\$656	\$656
Personnel Sponsorship Agreement Deposit	\$680	\$680
<b>Data Protection</b>		
To inform the DP Commissioner that the entity processes personal data ***	\$750 (Non-Financial)	\$250
To inform the DP Commissioner that the entity does not process personal data	Nil	Nil

\*Discounted fees will apply for 4 years for non-regulated innovation entities and 2 years for regulated innovation entities. License renewal fees will be \$ 12,000 post the discount period.

\*\*Discounted License renewal fees will be as per the below:

First renewal: \$ 0

2nd Renewal: \$ 4,000

3rd Renewal: \$ 8,000

Normal fees of \$ 12,000 \$ apply from 4th renewal onwards

\*\*\*Discounted DP fees will apply for Innovation License entities for 4 years only.

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