

Non-Financial and Retail Checklist

Recognised Company (Branch)

1. Recognised Company (Branch)

To set up an entity as a Recognised Company, the following conditions must be fulfilled:

- The body corporate must be registered in another jurisdiction (Foreign Company) and must operate in DIFC by way of branches.
- The name of the Recognised Company that will be registered in DIFC must be identical to the name of the Foreign Company.

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

1.1. Initial Approval

Section Name	Description
Entity Structure	<p>Define the following:</p> <ol style="list-style-type: none"> 1. Your entity type (select Non-Financial or Retail) 2. The business sector of your principal activity 3. The details of your entity's establishment. Select Branch. 4. Your entity's legal structure. Select Company. 5. Your entity's type of company. Select Recognised Company. <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, click here or contact us on setup@difc.ae.</p>
Foreign Entity	<p>Provide details of:</p> <ul style="list-style-type: none"> - The Foreign Company to be registered in DIFC as a Recognised Company - The person authorised by the Foreign Company
	<p>Document: Certificate of Incorporation</p> <p>Upload a Certificate of Incorporation of the Foreign Company or a similar document certified by the issuing authority. If the certification is not electronic, please ensure it is not older than 6 months.</p>
Business Activities	<p>Tell us about the Recognised Company's business activities that will be conducted from DIFC. Ensure that you provide adequate details. Keep in mind that certain activities require approval from other Government Authorities. Refer to the list of non-financial activities and retail activities for more details.</p>

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<p>Entity Name</p>	<p>Choose a name for the proposed Recognised Company. The name must be identical to the Foreign Company. You may also reserve the 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>Document: Evidence of Consent <i>Required only if your name is identical to another entity in the UAE that is not the Foreign Company</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>Foreign Entity Shareholders</p>	<p>Identify the Shareholders of the Foreign Company. A minimum of 1 Shareholder is needed. A 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 'Import from CSV' link under 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:</p> <ul style="list-style-type: none"> - our online certification option by selecting 'Online Certification of Passport' or - uploading a certified copy of each of the Shareholder's passports. Select 'Online Certification of Passport' if you prefer to avoid multiple uploads. <p>Document: Certified Passport Copy of Each Individual Shareholder <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. Ensure that the passport certification does not cover or hide the passport bio page.</p> <p>Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the DIFC Certification Policy.</p> <p>Document: Certificate of Incorporation for Each Body Corporate Shareholder <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, please ensure it is not older than 6 months.</p>

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Directors	Add the Directors of the Foreign Company. Individual Directors must be over the age of 18.
	<p>Document: Certified Passport Copy of Each Director <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. Ensure that the passport certification does not cover or hide the passport bio page.</p> <p>Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the DIFC Certification Policy.</p>
	<p>Document: Certificate of Incorporation for Each Body Corporate Director <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 Directors that is certified by the issuing authority. If the certification is not electronic, it must not be older than 6 months.</p>
Ultimate Beneficial Owners (UBOs)	<p>Confirm if you will be submitting your Foreign 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"> - Any natural person who owns or controls 25% or more of the Foreign Company (directly or indirectly) and is identified as a UBO as per the DIFC UBO regulations. - Any beneficial owner who owns or controls 25% or more of the Foreign Company (directly or indirectly) and is identified as an exempt entity as per the DIFC UBO Regulations.
Affiliated Entities	Tell us about your affiliates registered in DIFC and/or other free zones in the UAE. In case you have an affiliate or affiliates established in DIFC that you would like to share office space with, indicate it in this step.
	<p>Document: Letter of Consent <i>Letter of Consent is required only if the proposed entity will be sharing office space with an affiliated entity in DIFC.</i></p> <p>If your Foreign 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>
Background on Entity	<p>Provide the following:</p> <ul style="list-style-type: none"> - An overview of the Recognised Company that is being registered in DIFC - The relevant market sector of the Recognised Company

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	<ul style="list-style-type: none"> - The reason for choosing DIFC - A brief history of the parent entity - The bios of the ultimate beneficial owner(s)
	<p>Optional Document(s): Group Ownership Structure and Organisational Chart <i>This document is required if you are part of a Group Structure.</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, click here.</p>
<p>Sources of Income</p>	<p>Tell us in detail about the sources of income and wealth of the individuals or body corporates who will be funding the Recognised 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, click here.</p> <p>Document(s): Bank statements Upload a 3-month bank statement of the individual(s) or a 2-year financial statement of the body corporate(s) who will be funding the entity.</p>
<p>Compliance Procedures</p>	<p>This section is applicable to certain activities. Provide details on the compliance procedures and the corporate governance structure.</p> <p>This section will not appear if you are conducting activities classified as a Designated Non-Financial Business or a Profession (DNFBP)</p> <p>Document(s): Compliance Procedures <i>Optional upload</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, click here.</p> <p>Document: Corporate Governance Structure <i>Optional upload</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</p>

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	or a Profession (DNFBP). For more information on DNFBP, click here .
Fit and Proper Questionnaire	Complete the standard fit and proper questionnaire. Your answers will help to determine whether or not your Recognised Company meets the requirements to operate in DIFC.
Review and Submit	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
Registered Address	<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. If your lease agreement is signed with DIFC Investments Ltd, including the co-working space, 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>
Company Secretary (Optional)	<p>Identify the secretary of the Foreign Company. The Company Secretary can be an individual over 18 years of age or a body corporate from a recognised jurisdiction.</p> <p>Document: Certified Passport Copy of the Individual Company Secretary <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 Company Secretary. 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 DIFC Certification Policy.</p> <p>Document: Certificate of Incorporation of the Body Corporate Secretary <i>This document is required if the body corporate is NOT a DIFC</i></p>

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	<p><i>registered entity.</i></p> <p>Upload a certificate of incorporation or a similar document for body corporate Company Secretary who is certified by the issuing authority. If the certification is not electronic, it must not be older than 6 months.</p>
Authorised Signatory	<p>Identify the Authorised Signatory or Signatories of the Recognised 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>
	<p>Document: Passport Copy of Each Signatory <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>
Approved Person	<p>Identify the approved person(s) appointed by the Foreign Company who is authorised to accept service of any document or notice on behalf of the Recognised Company.</p> <p>You need to add a minimum of 1 approved person who must be at least 18 years old.</p>
	<p>Document: Certified Passport Copy of Each Approved Person <i>The passport copy of each Approved Person is required only if it has not been certified online.</i></p> <p>Upload a clear, valid and certified passport copy of each approved person. Ensure that the passport certification does not cover or hide the passport bio page.</p> <p>Passport certification can be done by DIFC Services, a corporate services provider, a law firm, or others as per the DIFC Certification Policy.</p>
Management Details	<p>Add the details of:</p> <ul style="list-style-type: none"> - The most senior person who will manage the Recognised Company in DIFC - A general communications contact person - An emergency contact person
	<p>Document: Passport copy of the most senior person <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 DIFC entity.</p>

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<p>Data Protection</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"> - To inform the Commissioner of Data Protection that you do process personal data - To inform the Commissioner of Data Protection that you do not process personal data <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 DIFC DP website.</p> <p>If you have questions about the portal or the notification process, please email portal@difc.ae. If your query is about how DIFC Authority collects or processes your personal data, please contact dpo@difc.ae. If you have questions about interpretation of DIFC data protection law and regulations, please contact commissioner@dp.difc.ae.</p>
<p>Establishment Card (Optional)</p>	<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 gs.helpdesk@difc.ae.</p>
<p>Review and Submit</p>	<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>Resolution of Board of Directors of Foreign Company</p>	<p>Upload the resolution of the Board of Directors of the Foreign Company:</p> <ul style="list-style-type: none"> - Authorising the registration of the Recognised Company in DIFC - Appointing the approved person who is also authorised to sign documents on behalf of the Foreign Company in relation to registering the Recognised Company in DIFC - Appointing the person authorised to sign documents in all matters following registration of the Recognised Company. <p>Click here for the template.</p>
<p>Constitutional Documents</p>	<p>Upload the Foreign Entity's constitutional documents certified as true copies by the entity's Secretary or a Director. The certification should not be older than 6 months.</p>
<p>Designated Non-Financial Business Providers (DNFBP) In Principle Approval</p>	<p>This document is required only if the Recognised Company is conducting a DNFBP Activity.</p> <p>Upload a copy of the Dubai Financial Services Authority (DFSA) In Principle Approval for DNFBP registration. For more details on DNFBP activities, click here.</p>
<p>Approval or NoC from the relevant Government Authority</p>	<p>This document is required only if the Recognised Company is undertaking a business activity that requires an approval from another government authority.</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 non-financial business activity guide and the retail business activities guide.</p>
<p>Personnel Sponsorship Agreement</p>	<p>This document is required only if the Recognised Company applied for an Establishment Card. The document will be automatically generated and uploaded by the system.</p> <p>This document will be sent to you through Docusign by the DIFC Services team upon submission of the application.</p>
<p>Note: <i>If any of the documents are not in the English Language, they must be accompanied by a legal translation certified to the satisfaction of the Registrar.</i></p>	

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1.4 Fees

Service	Non-Retail	Retail
Registrar of Companies		
Name Reservation (optional)	Nil	Nil
Registration fees		
For a Recognised Company	\$8,000	\$3,400
License fees upon incorporation and annually		
For a Recognised Company	\$12,000	\$5,100
Government Services		
New Establishment Card Fees (if applicable)		
- Normal	\$618	\$618
- Express	\$656	\$656
Personnel Sponsorship Agreement Deposit	\$680	\$680
Data Protection		
To inform the DP Commissioner that the entity processes personal data	\$1,250 (Financial) \$750 (Non-Financial)	\$250
To inform the DP Commissioner that the entity does not process personal data	Nil	Nil

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