

Client Handbook

Setting up a Non-Financial Entity in DIFC

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1. Introduction

This handbook provides guidance on the process to set up a non-financial entity in DIFC. To view the list of permitted non-financial business activities, please [click here](#). While the process remains the same for all non-financial entities, the requirements and fees may vary depending on the legal structure and the business activities selected. For more details on the requirements, documents to be uploaded and fees, refer to the [Non-Financial and Retail Check Lists](#) on DIFC website.

2. DIFC legal structures

DIFC has 4 main legal structures under DIFC Laws and Regulations namely:

- Companies
 - Private Company
 - Public Company
 - Recognised Company

- Partnerships
 - General Partnership (GP)
 - Recognised Partnership (RP)
 - Limited Partnership (LP)
 - Recognised Limited Partnership (RLP)
 - Limited Liability Partnership (LLP)
 - Recognised Limited Liability Partnership (RLLP)

- Non Profit Incorporated Organizations (NPIO)

- Foundations
 - Foundation
 - Recognised Foundation

To learn more about the above legal structures, refer to [DIFC Laws and Regulations](#).

3. Set up an entity in DIFC

The process for setting up an entity in DIFC is simple and requires only 4 steps to be completed in the order below:

Submit your interest	Self-register on DIFC website. Click here to go straight there or schedule a meeting with us by emailing setup@difc.ae
Apply for Initial Approval	Apply for Initial Approval on the DIFC portal.
Registered address	Choose a space in DIFC where the entity will operate from.
Register with DIFC	After completing the requirements to register your entity, subject to DIFC approval, you will receive your certificate and license to start operating.

3.1 How to submit your interest

3.1.1 Self-register on DIFC website

Follow the steps below to create a user on the DIFC portal:

- [Click here](#) to access the self-registration page.
- Complete the required details and click on "Register".
- An email will be sent to you to set up your password and access the DIFC portal.
- Login to the DIFC portal to complete your details and provide information on the proposed entity. You will have the option of uploading your passport copy and details using the DIFC digital passport verification or by typing them directly into the form.
- If you opt for the DIFC Digital Passport Verification, you will need to first complete your verification to be able to complete your user registration. The passport verification process might take up to 3 minutes and an email notification will be sent to you once completed.



Pathway to DIFC

Your business opportunity in DIFC begins here

Stage 1 - Create your user profile

Provide us with some basic information about yourself and the entity you wish to set up in DIFC. An 'entity' is a legal structure you wish to establish in DIFC, whether it is a company, branch or partnership.

Stage 2 - Initial Approval of your entity

Provide us with detailed information about your proposed entity, including the key stakeholders and the business plan, in order for us to provide you with an in-principle approval.

Stage 3 - Register your address

As part of the approval process you will need to have a registered address at DIFC by either leasing a property in DIFC, occupying premises that you own or sharing office space with an agent or an affiliated entity.

Stage 4 - Complete your registration

This is the final stage to set up an entity in DIFC. You will need to complete any remaining requirements of DIFC Registrar of Companies by finalising the constitutional documents

<p>First name Enter your first name as it appears on your passport</p> <p>Your first name</p> <hr/> <p>Email Enter your email</p> <p>name@company.ae</p> <hr/> <p>Proposed Entity Name Enter your proposed entity name</p> <p>Your proposed entity name</p> <hr/> <p>How did you first hear about DIFC? Please select</p> <p>Select</p>	<p>Last name Enter your last name as it appears on your passport</p> <p>Your last name</p> <hr/> <p>Mobile number Enter with area code in front</p> <p>+971000000000</p> <hr/> <p>Proposed Entity Type Please select your proposed entity type</p> <p>Select</p> <hr/> <p>Recently seen an advertisement for DIFC? Please select</p> <p>Select</p>
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Register

3.1.1 Screenshot of registration page

3.1.2 Schedule a meeting with DIFC Business Development Team

If you are unable to self-register on DIFC website, you can schedule a meeting with one of our business development representatives by either:

- Emailing us at setup@difc.ae
- Calling us on 04 362 2222
- Completing and submitting the [enquiry form](#)

3.2 Obtain Initial Approval

Once you log in to DIFC Portal, you will be able to access and fill the application for Initial Approval. This application requires detailed information about the entity you wish to set up in DIFC, The activities to be conducted by the proposed entity, source of funding, controllers and officers.

The information required and documents may vary depending on the type of legal structure of your entity and the activities to be conducted from DIFC. Refer to the [checklists](#) on our website for more details on the relevant sections and documents required for each legal structure and business activity.

Upon submission of the request for Initial Approval:

- You can proceed with filling the application "Register with DIFC"
- Your assigned DIFC business development relationship manager (RM) will review the application within 3 working days and inform you if further information is required.

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3.2 Screenshot of Initial Approval

As part of the Initial Approval application, you have the option to reserve a name for your entity. To do this you simply enter the name you require and click on the 'Reserve' button. Please ensure the business activities are selected prior to applying for name reservation on the initial approval form.

The name reservation is valid for 90 days at no additional cost. This service is optional and is not a requirement to complete your Initial Approval.

3.3 Registered address

To register with DIFC, ensure that the entity's address is registered as per the below:

- If you are operating from a leased or subleased unit, ensure your lease agreement is registered with DIFC Services as soon as the lease agreement is signed.
- If your lease is with DIFC Investments Ltd., lease registration will not be required as it will be completed automatically by DIFC Investments Ltd.
- If you are sharing a space with an affiliate, tell us when completing the affiliate section on the Initial Approval application by indicating the same on the form. The portal will require you to upload an NoC issued by the lease holder. For more information, contact your RM.
- If you are operating from a purchased unit, the unit must be owned by the entity itself or by the sole shareholder or controller. If this is the case, you need to apply for a 'Self Occupy' certificate. For more details on the self-occupy process, please email rorp@difc.ae.

3.3.1 Lease registration

Lease registration is a mandatory requirement for entities leasing a space with third party developers. Third party developers are any buildings that is not owned by DIFC Investments Ltd.

Note: The lease must be registered within 20 days from the date of entering into the lease agreement. Failure to register the lease within the agreed time frame will result in a penalty of USD 1,000.

Application process:

To apply for lease registration, follow these steps:

- Log in to DIFC portal and go to 'Property Services'. Click on 'Lease Registration'. Note that the leasing registration service will be enabled only after receiving the Initial Approval.
- Complete the form and ensure all the required documents listed below are uploaded.
- Submit the request after paying the required fees:
 - Lease term more than 6 months and less than 5 years: USD 100
 - Lease term equal to or more than 5 years and less than 10 years: USD 200
 - Lease term equal to or more than 10 years: USD 300

Requirements:

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The following documents must be uploaded on DIFC portal to submit the request for lease registration:

- Copy of the lease agreement signed by both parties.
- Copy of the landlord's passport in case of an individual. Copy of the commercial license in case of a company landlord.
- Copy of the Title Deed or Copy of the signed Transfer instrument.
- Passport copy of the authorised signatory of the tenant.
- Copy of the power of attorney in case of a third party acting on behalf of the landlord or the tenant. You might be required to provide the original copies for verification purposes.
- Copy of signed Lease Registration Instrument. For Lease Registration Instrument, [click here](#).

For further details on lease registration, email rorp@difc.ae.

3.3.2 Self-Occupy

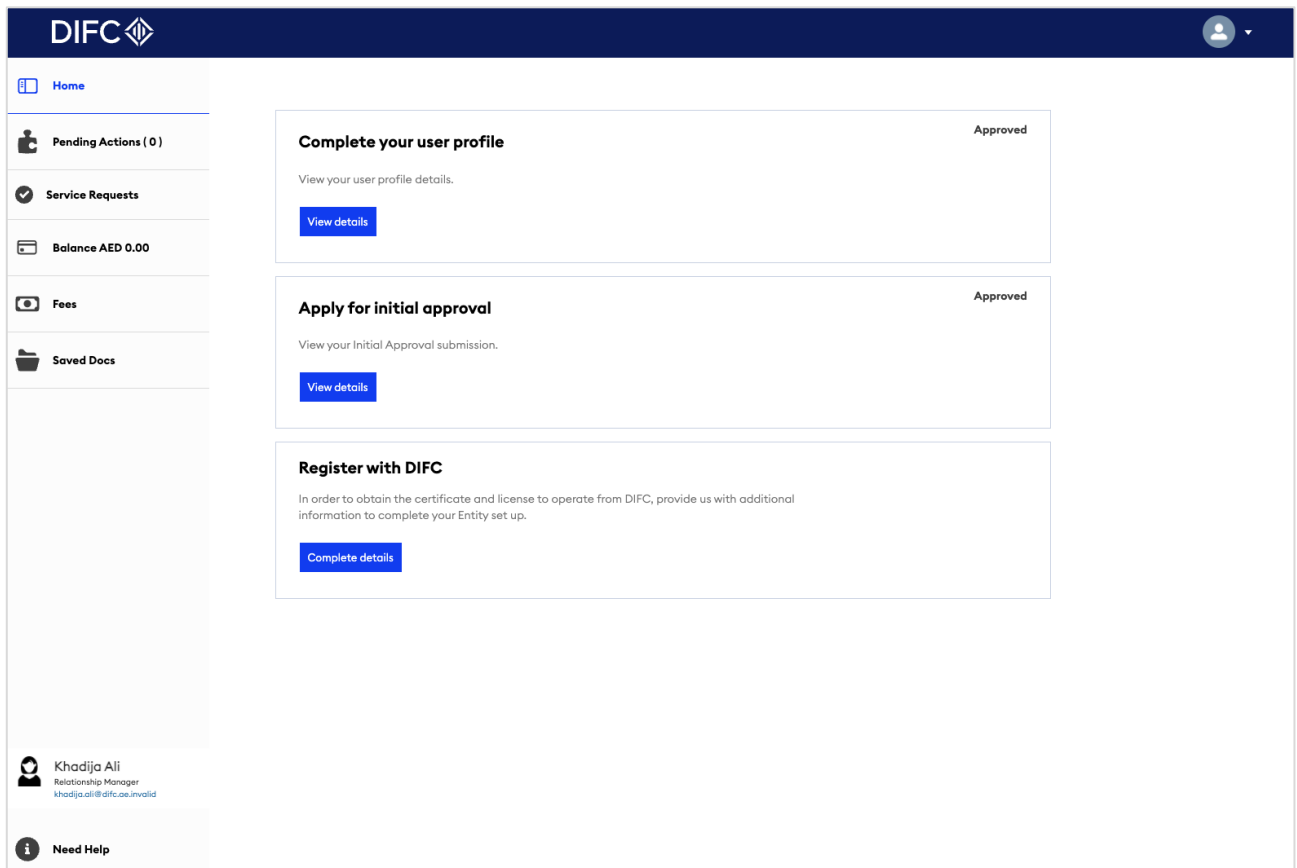
If the proposed entity is to operate from a purchased unit, the unit must be owned by the entity itself or by the sole shareholder or controller. The entity must submit a request to DIFC Services to issue a "Self-Occupy" certificate.

For further guidance and to submit your request, email rorp@difc.ae.

3.4 Register with DIFC

This is the final stage to set up an entity in DIFC. At this point, you should complete the remaining requirements of DIFC Registrar of Companies by finalising the constitutional documents of the entity and by appointing the remaining officers.

During this stage of the process, the entity may apply for an establishment card which is a requirement by the General Directorate of Residency and Foreigners Affairs to apply for employment visas. For more details, please [click here](#) or email us on gs.helpdesk@Difc.ae.



3.4.1 Signing the constitutional documents

Signing of constitutional documents is required for entities including Private Companies, Public Companies, General Partnerships, Limited Partnerships, Limited Liability Partnerships, Non Profit Incorporated Organisation (NPIO) and Foundations. However, it is not required for a Recognised Company, RP, RLP, RLLP or a Recognised foundation.

The type of constitutional document varies based on the legal structure. DIFC Portal provides a standard template for the Articles of Association of a Private Company, Standard Incorporated Organisation Charter for an NPIO and a Standard Charter for a Foundation.

The constitutional document must be signed before the certificate is issued and can be signed either electronically through DIFC Portal or physically at DIFC Services Office located at level B1 in GD4.

4. DIFC portal

DIFC portal is a website to facilitate the set up of entities in DIFC, which guides you through the process step-by-step. You can manage your entity, access DIFC information and services, and track and manage your transactions and service requests.

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4.1 Top up your balance

To submit an application on DIFC portal, you're required to have sufficient funds in your portal wallet. You can view your balance by clicking on the 'Balance' option in the left hand menu. Once you have clicked into the balance screen, you then have the option to top up your wallet if necessary.

You can top up your portal wallet using the following methods:

- **Bank Transfer:** Using the bank details below, you can directly transfer to your wallet. The transfer must be made in AED only.
- It will take 2 working days from the date the money is received to reflect the balance in your portal account. To help us identify your account, ensure that sufficient details are included in the swift note including entity name and license number:

DIFC Investments LTD Collection Account
 Emirates NBD- Deira Branch
 Account No 101-1434147-605- AED
 Swift Code: EBILAEAD
 IBAN No - AE280260001011434147605

- **Cheque:** The cheque must be in AED only. Address the cheque to 'DIFC Investments LTD - Collection Account' and submit it through the payment kiosks located in DIFC services. It takes 2 working days from the date the money is received to reflect the balance in your portal account.
- **Cash:** Cash payments can be made directly through the payment kiosks located in DIFC Services. Cash amounts must not exceed AED 20,000. The portal balance will be topped up immediately upon payment.
- **Credit Card:** Add the amount you wish to top up in the summary section and select the 'proceed card payment' option. Once selected, you'll be redirected to a new page to record your credit card details and add your secure password to approve the transaction.

4.2 Returned submissions

The DIFC portal allows for the Initial Approval application, registration request and other service requests to be returned for more information, and for re-uploading documents or editing sections of the application. If your application requires further clarification or documentation, the portal user will receive an email notification.

The portal user will be able to click on the link provided on the email in order to submit any additional information or documentation. You will be able to log in to the DIFC portal and on the home page, go to the 'Pending Actions' table where you can view anything that is 'pending' under returned SRs.

4.3 Definition of navigation

Below you will find the description of each area on DIFC portal:

- **Apply for a request:** A search bar that allows you to search for any request to apply for using key words.
- **Complete pending actions:** A table that lists all pending actions such as returned SRs, upcoming compliances, notices, fines ..etc.
- **My requests:** A table that lists all requests raised by the portal user and filtered by status of the request.
- **Home:** The landing page
- **Pending Actions** – If you have any tasks which need your attention and action, they will be visible in this section. You can also view in progress and completed actions here.
- **Requests:** Lists all the services that the entity can apply for and allows the user to view all requests raised by other portal users.
- **Balance:** Lets you view your balance and top up your wallet.
- **Appointment:** Enables you to book an appointment with one of our representatives
- **Portal Users:** This option is available to super users only. It lists who has access to the entity and allows adding additional users.
- **Entity Profile:** Lists all the information registered for the entity.
- **Compliance:** Lists all compliance related forms and calendars.
- **Saved Docs:** Any documents you have saved in the portal can be accessed here.
- **Quick Links:** Shows you a page with links to various sections of the portal, guidelines and handbooks.

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