

Client Handbook

Setting up a Retail Entity in DIFC

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1. Introduction

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

2. DIFC legal structures

DIFC has 4 main legal structures under the 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)

Note: This legal structure cannot be used to set up a retail entity in DIFC.

- Foundations

Note: This legal structure cannot be used to set up a retail entity in DIFC

- 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 a retail entity in DIFC is simple and requires only 4 steps to be completed in the order below:

| | |
|-----------------------------------|--|
| Submit your interest | Schedule a meeting with us by emailing retail@difc.ae . Or Self-register on the DIFC website. |
| Lease a Space | Based on the type of space you require, our leasing team will contact you directly to show you what space we have available. If you are interested in any of the spaces, the team will process your offer and lease through the DIFC portal. |
| Apply for Initial Approval | Apply for Initial Approval on the DIFC portal. |
| 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.

3.1.1 Screenshot of registration page

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3.1.2 Schedule a meeting with a DIFC Representative

You can schedule a meeting with a DIFC business development representative by either:

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

3.2 Lease a space

The process for leasing a retail outlet space depends on the location of the unit. Below is the process for DIFC and third party owned properties.

3.2.1 DIFC owned properties

If you are planning to lease a space in one of the buildings owned by DIFC Investments Ltd. which includes:

- The Gate Building
- Gate district buildings 2, 3, 4 and 5
- Gate Village buildings 1, 2, 3, 4, 5, 6, 7, 8, 10 and 11
- The Coffee Zone
- The Gate Avenue
- The Pavilion

Ensure you contact our retail team on retail@difc.ae to allocate the space and finalise the lease agreement. Once the lease is signed by both parties, the lease registration will be reflected automatically on the DIFC Portal.

3.2.2 Third party buildings

If you are planning to lease a space in one of the buildings that are not owned by DIFC Investments Ltd, contact the unit owner directly. The lease must be registered with DIFC Services as per the process outlined in section 3.2.3. If the entity owns the unit it plans to occupy, the entity must apply for a “Self Occupy” certificate.

3.2.3 Lease registration

Lease registration is a mandatory requirement for entities leasing a space with third party buildings.

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

Application process:

To apply for lease registration, follow the steps below:

- Log in to the DIFC Portal and go to “Property Services”. Click on “Lease Registration”. This service will be enabled only after receiving the Initial Approval.
- Enter all the required details and ensure all the required documents listed below are uploaded.
- Submit the request after paying the required fees:

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- 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:

The following documents must be uploaded on the 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.
- Copy of signed Lease Registration Instrument. For Lease Registration Instrument, please [click here](#).
- For further details on lease registration, email rorp@difc.ae.

3.2.4 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.

3.3 Obtain Initial Approval

Once you log in to the DIFC Portal, you will be able to access and fill the application for Initial Approval. This application requires detailed information about the entity to be set up in the DIFC, its activities, controllers and officers.

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

Upon submission of this application, your DIFC representative will review the application within 5 working days and inform you of any further information required.

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. 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.

3.4 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 the DIFC Registrar of Companies by finalising the constitutional documents of the entity and 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 Private Companies or Public Companies, However, it is not required for a Recognised Company which is a branch of an existing entity.

The DIFC Portal provides a standard template for the Articles of Association of a Private Company which is automatically generated by the system.

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

4. DIFC Portal

The 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.

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

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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 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, you will receive an email notification to log in to the portal to address the outstanding items.

You 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'.

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.

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- **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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