

# SPECIAL PURPOSE VEHICLES (SPVs)

## Also known as DIFC Prescribed Companies

SPVs are passive holding companies established to ring-fence and isolate assets and liabilities from financial and legal risk.

### Why set up your SPV in DIFC?

- **Reduced licensing fees:** USD 100 Application Fee (one time) and an annual commercial licence fee of USD 1,000.
- **Flexible registered address:** An SPV can have its own DIFC office space, co-working desk, share office space with its DIFC affiliate, or use an appointed DIFC corporate service provider.
- **Common law jurisdiction with independent DIFC Courts**
- **Quick and easy, fully digital registration process:** In-principle approval may be granted within three business days from the application submission.
- **No attestation required for corporate documents**
- **Globally competitive and attractive tax regime**
- **Zero currency restrictions and 100 per cent foreign ownership**
- **Zero restrictions on capital repatriation**
- **Transfer of domicile of incorporated companies to and from DIFC**

Please note that an SPV is not permitted to hire any employees.



# Who can establish an SPV as a DIFC Prescribed Company?

Under the [DIFC Prescribed Company Regulations](#), a Prescribed Company enables the following applicants to establish:

## Qualifications:

### 1. The Prescribed company will be controlled by one (1) or more:

#### GCC PERSONS

a natural person who is a citizen of a GCC Member State

a body corporate or body unincorporate, including a company, partnership, or unincorporated association, that is Controlled by one (1) or more natural persons who is a citizen of a GCC Member State

a body corporate that has any class of its securities listed on a securities exchange in the GCC

a Government Entity

#### REGISTERED PERSONS

A DIFC Registered Entity other than a Prescribed Company and a Non-Profit Incorporated Organisation

#### AUTHORISED FIRMS

A person who holds a licence from the DFSA or a Recognised Financial Services Regulator to carry on one (1) or more Financial Services, excluding a Representative Office.

### 2. The Prescribed Company is to be established or continued in the DIFC for the purpose of holding legal title to, or controlling, one (1) or more GCC Registrable Assets.

An asset or property interest that must be registered with a GCC Authority to establish legal ownership, secure rights, or claims against it, and to provide public notice (e.g. a share certificate, commercial licence, title deed, etc). of such interests, including but not limited to:

LAND AND REAL PROPERTY

SHARES IN PRIVATE AND PUBLIC COMPANIES

PARTNERSHIP INTERESTS

OTHER ASSETS

### 3. The proposed Prescribed Company is to be established or continued in the DIFC for a Qualifying Purpose

AN AVIATION STRUCTURE

A MARITIME STRUCTURE

AN INTELLECTUAL PROPERTY STRUCTURE

A CROWDFUNDING STRUCTURE

STRUCTURED FINANCING

### 4. The Prescribed Company is established by any person, provided that an Employee of a Corporate Service Provider is appointed as a director of the Prescribed Company, and that CSP has an arrangement with the RoC to carry out certain AML/Compliance functions on behalf of the Prescribed Company

#### Definitions:

**Government Entity:**  
any of the following:  
(a) the Federal Government, the government of Dubai or the government of any Emirate;  
(b) a person in which a government entity listed in (a) above owns (directly or indirectly) an interest of at least twenty five percent (25%) (or such other percentage approved by the Board of Directors of DIFCA);  
(c) or is otherwise Controlled by a government entity listed in (a) above.

**Aviation structure:**  
a structure of one (1) or more persons having the sole purpose of facilitating the owning, financing, securing, leasing, or operating an interest in one (1) or more aircraft(s) or any part(s) thereof.

**Maritime structure:**  
a structure of one (1) or more persons having the sole purpose of facilitating the owning, financing, securing, chartering, managing, or operating of an interest in one (1) or more Maritime Vessel(s), Maritime Unit(s) or any part(s) thereof.

**Intellectual Property Structure:**  
a structure of one (1) or more persons established for the sole purpose of holding intellectual property for commercial purposes.

**Crowdfunding Structure:**  
a structure of one (1) or more persons established for the purpose of holding the asset(s) invested into through a Crowdfunding Platform.

**Structured Financing:**  
a structure of one (1) or more persons having the sole purpose of holding assets to leverage and/or manage risk in one (1) or more financial transactions, inclusive of the following:  
(a) complex lending or security arrangements;  
(b) derivative transactions;  
(c) hybrid securities;  
(d) issuing of Securities to facilitate bond or sukuk issuances;  
(e) securitisations; or  
(f) collateralised debt instruments, whether done in an Islamic or a conventional manner.

## Two easy steps to start setting up your SPV

1

### APPLY FOR INITIAL APPROVAL

An application for initial approval is completed through DIFC portal. Information required will vary depending on the qualifying requirement.

2

### REGISTER WITH DIFC

Once Initial Approval application is submitted you may proceed with filling out the Register with DIFC application to speed up your onboarding process. However, please note that you can only submit it after the Initial Approval has been granted.

