



**Client Handbook**  
**Incorporation/Registration of a DIFC Entity**  
**Special Purpose Company (SPC)**



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## **I. Introduction**

This user guide outlines the requirements and processes for incorporating a Special Purpose Company (SPC) at the Dubai International Financial Centre (DIFC).

## **II. Special Purpose Company (SPC)**

To set up an entity as a Special Purpose Company in DIFC, the following conditions must be fulfilled:

- A SPC is prohibited from undertaking any activities other than Exempt Activities.
- The minimum share capital required for a SPC is USD 100.
- A SPC shall not have more than three Shareholders.
- The SPC shall have a minimum of two directors.
- The majority of directors of the SPC shall be employees of its Corporate Service Provider.
- The secretary of the SPC shall be its Corporate Service Provider or any subsidiary of the Corporate Service Provider.

For more details about this legal structure, please refer to DIFC Companies law and Special Purpose Company regulations available on: <http://www.difc.ae/legal-database>

## **III. In Principle Approval**

Prior to applying for the Incorporation of an SPC, an in-principle approval should be obtained from the DIFC Registrar of Companies.

The initial approval process is initiated by the Corporate Service Provider.

## **IV. Operating Location**

Given the nature of Special Purpose Companies (SPCs), all SPCs share the registered address and the operating location of their Corporate Service Providers. Hence, SPCs are not required to have a separate operating location.



## V. Name Reservation (optional)

If you would like to reserve a name, before proceeding with the application for Incorporation of an SPC, you can submit an Application for Name Reservation in hard copy along with the fees as per the table below to the DIFC Registry Services. Nonetheless, name reservation is an optional service that is provided by the DIFC Registrar of Companies. A proposed name can be reserved for a period of 90 calendar days.

Entity Type	Name Reservation Fees
Non Retail	\$200

To access the Application for Name Reservation, please visit: <http://www.difc.ae/downloads>

## VI. DIFC Client Portal

The DIFC Client Portal is a system developed by DIFC to extend and facilitate the services of the DIFC Registrar of Companies. If you wish to set up an entity in DIFC, you must use the DIFC Client Portal to submit your application. The sections below will guide you on the process and requirements to submit the Application for Incorporation/Registration on the portal:

### a) *First time access to the DIFC Client Portal*

Upon receiving the in-principle approval, the entity will be granted access to the DIFC Client Portal.

Below please find the steps in more detail:

- DIFC Registry Services will send you an email requesting further details to create the entity account which include:
  - i. Entity Name
  - ii. Business Activity(s)
  - iii. Trading Name
  - iv. Entity type
  - v. Portal User First Name
  - vi. Portal User Last Name
  - vii. Portal User Email
  - viii. Portal User Phone No

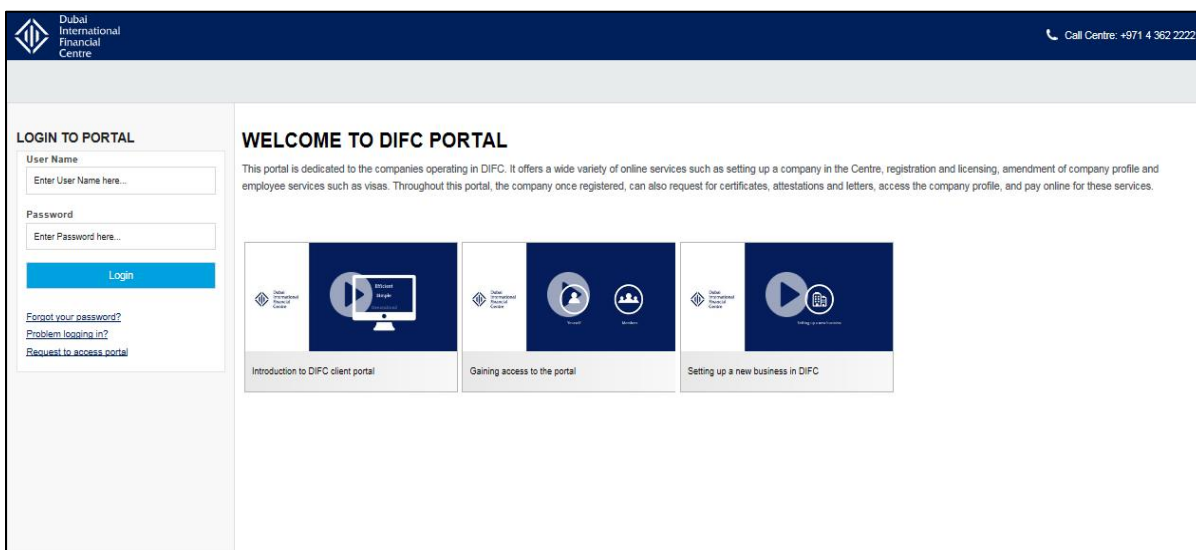
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- The account will be created once the details are received. The appointed person will receive an email with a link to fill a user access form.
- The appointed person must complete the details and attach a valid passport copy. On submission, the system will send the appointed person an email with the portal username and a link to set the password.
- The appointed person must use the portal username each time to login to the portal.

*b) Submission on the DIFC Client Portal*

- Log in to the DIFC Client Portal: <https://portal.difc.ae/> using your user name and password.



- Once logged in, navigate to Company Services by clicking on the 'Company Services' icon. For LTD SPC registration, you will need to click on 'Application for Incorporation/Registration' under Company Registration.

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- Click 'Application for Incorporation/Registration'. In the first section, you are required to select your entity's legal structure and fill information related to your entity's name. Please ensure the correct legal structure is selected as this will identify the structure of the application, the fees and the sections to be filled.

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- Once your legal structure is selected as 'LTD SPC', the system will load the sections to be filled. You need to complete all the mandatory fields in the first section to be able to proceed to the other section. Once completed, click 'Next'.
- The following sections need to be filled on the system to submit the application. Post submission, DIFC Registry Services will process your application within five working days. In case of further information required or documents to be uploaded, the portal user will be notified by email and the same will be accessible under the 'Pending Actions' tab.

Section Name	Description
Proposed Registered Address / Operating Locations	In this section, select the name of the Corporate Service Provider for the Special Purpose Company. The registered address of the Corporate Service Provider will be reflected as the registered address of the SPC on the DIFC Public Register.
Details of Company Secretary	In this section, you need to add a company secretary for the proposed entity. A minimum of one company secretary is required. All the details must be entered as per the passport or the body corporate certificate.
Details of Directors	In this section, you need to add a director for the proposed entity. A minimum of two directors is required. All the details must be entered as per the passport.
Details of Authorised Share Capital	In this section, you will enter the authorised share capital of the proposed entity. You will also be required to provide the classes of shares and the number and nominal value of shares under each class. The authorised share capital cannot be less than US\$100.
Details of Shareholders	In this section, you need to add shareholders for the proposed entity. A minimum of one shareholder is required. All the details must be entered as per the passport (if the shareholder is an individual) or the body corporate certificate (if it is a body corporate shareholder).
Beneficial / Ultimate Owner Details	In this section, you need to provide details of the ultimate beneficial owners for body corporate shareholders. This section is required only if the proposed entity has a body corporate as a shareholder.
Data Protection	In this section, you need to specify whether the entity will be processing personal data or not. In case of processing personal data, you need to specify the manner of processing personal data. This section also requires the details of the Data Controller appointed by the proposed entity.
Declaration	In this section, you will specify the name and capacity of the person authorised to set the proposed entity.

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Review & Finalise	In this section, you will be asked to review the full application before moving to the 'upload documents' section. Please ensure all the details are accurate and valid as changes cannot be made once the request is finalised.
Upload Required Documents	In this section, you will be required to upload all the documents as per the requirements section of this user guide. The system will generate three declarations that must be printed, signed by the authorised individuals and then uploaded as part of this section.
Submit Request	Once the required documents are uploaded, you can submit the application for registration. Upon submission, the system will direct you to the payment page to confirm deduction of the fees from your company balance. Please ensure you have enough balance prior to submitting your request.

For the purpose of opening a bank account, the SPC may request a 'Certificate of Status' through the DIFC Client Portal while under formation to facilitate the opening of the bank account.

*c) Required documents*

The following documents will be required to set up an SPC in the DIFC. Please note that all the documents must be scanned and uploaded on the portal. However, a list of following documents needs to be submitted in the original format as indicated in the table below:

<b>Requirements to Incorporate a Special Purpose Company</b>	<b>To upload</b>	<b>Original Required</b>
The company's proposed Articles of Association. This must be signed by the incorporators and their signatures notarised by the relevant authority and the UAE embassy if the document is signed outside the UAE. Alternatively, incorporators can sign in the presence of the DIFC official who can witness their signatures at the Registry Services office.  A notarised Power of Attorney should be provided to sign on behalf of an Individual Shareholder.  For Standard Articles, please refer to suggested templates on	Yes	Yes

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<a href="http://www.difc.ae/downloads">http://www.difc.ae/downloads</a>		
Approval from The DIFC Registrar of Companies (required for entities undertaking non-financial services).	Yes	No
A copy of the certificate of incorporation of the Corporate Services Provider	Yes	No
Passport copies / Copy of the Certificates of Incorporation of the individuals / body corporates listed on the Application for Registration / Incorporation as Authorised Signatories, Directors, Company Secretary and Ultimate Beneficial Owners.	Yes	No
Letter of undertaking confirming that the Special Purpose Company will only undertake Exempt Activities signed by the Shareholders.	Yes	Yes
Relationship Declaration. This document is generated upon finalising the request on DIFC Client Portal and must be signed by each individual appointed by the entity as a Shareholder, Director, Company Secretary or Ultimate Beneficial Owner.  A notarised Power of Attorney should be provided to sign on behalf of an appointed individual	Yes	No
Declaration LTD SPC. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the Shareholders or the person authorised by the body corporate Shareholder.  A notarised Power of Attorney should be provided to sign on behalf of individual Shareholders.	Yes	No
DP Declaration. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the appointed data controller.	Yes	No
<i>If an incorporator (i.e. Shareholder) is a body corporate, the documents below are required. If any documents are not in the English Language, they must be accompanied by a legal translation certified to the satisfaction of the Registrar.</i>		

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A copy of the incorporator's current Certificate of Incorporation or Registration in its place of origin, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered.	Yes	Yes
Resolution of the Board of Directors of the body corporate: a) Authorising the incorporation of the Company in the DIFC b) Confirming that the Articles of Association have been duly adopted by the Company  For standard resolutions, please refer to suggested templates on <a href="http://www.difc.ae/downloads">http://www.difc.ae/downloads</a>	Yes	Yes

d) *Top up your balance on the portal*

In order to submit the Application for Incorporation/Registration on the portal, the company must have sufficient portal balance. Below please find the steps to top up your portal balance:

- Log in to the DIFC Client Portal: <https://portal.difc.ae/> using your user name and password.
- To top up your balance, please enter the amount and select the payment method on the left hand panel of the screen. For wire transfers, ensure your business partner number is included in the narration provided by the bank. This will help us identify the source of the funds and top up your balance faster.

For more information, please refer to the user video guides available on the front page of the DIFC Client Portal or email us on [portal@difc.ae](mailto:portal@difc.ae).

e) *Fees*

The table below lists the fees to incorporate Special Purpose Company as per DIFC laws and regulations.

*Registrar of Companies Fees:*



<b>Service</b>	<b>Non-Retail</b>
Application for Incorporation of a Special Purpose Company	US\$ 1,000
Commercial License fee (payable upon incorporation and annual renewal)	Nil

*Commissioner of Data Protection Fees:*

The fees below will be decided based on the options selected on the Data Protection section at the time of filling the Incorporation/Registration Application.

<b>Services</b>	<b>Financial</b>	<b>Non-Financial</b>	<b>Retail</b>
Entity does not intend to process personal data	Nil	Nil	Nil
Prior to or immediately upon personal data processing	\$1,000	\$500	\$200
Permit to transfer personal data outside DIFC under Article 12(1)(a) of the Data Protection Law	\$250	\$150	\$50
Permit to process sensitive personal data under Article 10(2) of the Data Protection Law	\$250	\$150	\$50

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