



Dubai  
International  
Financial  
Centre

## **Client Handbook**

### **Transfer of Incorporation of an Entity to DIFC**



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## I. Introduction

This user guide outlines the requirements and processes for transferring the incorporation of an entity to the Dubai International Financial Centre (DIFC).

## II. Transfer of an Entity to DIFC

A Foreign Entity may if authorised by the Laws of the jurisdiction, in which it was incorporated, apply for the continuation of the Foreign Entity as a Company to DIFC.

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

## III. In Principle Approval

Prior to applying for the transfer of incorporation to the DIFC, and depending on the type of the proposed business activity, an in-principle approval should be obtained from the DIFC Authority (DIFCA) or the Dubai Financial Services Authority (DFSA).

*DFSA's in-principle approval* will be applicable when the proposed business scope falls under financial activities. *DIFCA's in-principle approval* is required when the proposed business scope falls under non-financial or retail activities. For the list of non-financial or retail activities, please visit: <http://www.difc.ae/non-financial-activities>. You may also contact the DIFC Business Development on [setup@difc.ae](mailto:setup@difc.ae) for further details.

Upon receiving the in-principle approval, the Entity may proceed with securing a registered address (an operating location) within the Dubai International Financial Centre either through leasing, sharing office space or purchasing a commercial/retail unit. Sharing office space is allowed only for affiliates and is subject to approval by the Business Development Department of DIFC Authority.

## IV. Operating Location

In order to complete the registration application with DIFC, please ensure that the entity's operating location is registered before submitting the application on the DIFC Client Portal:

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- If you are operating from a leased/ subleased unit, please ensure your lease agreement is registered with the DIFC Registrar of Real Property. For more details, email [rorp@difc.ae](mailto:rorp@difc.ae). If your lease is signed with DIFC Investments LLC, lease registration will not be required as it will be completed automatically by DIFC Investments LLC.
- If you are sharing a space with an affiliate, please obtain a No Objection Letter (NOC) from DIFCA. For more information, please contact your Business Development Relationship Manager from DIFCA.
- If you are operating from a purchased unit, the unit must be owned by the entity itself or by the sole member. Please contact our Registrar of Real Properties team on [rorp@difc.ae](mailto:rorp@difc.ae) to apply for “Self-Occupy”.

## V. Name Reservation (optional)

If you would like to reserve a name, before proceeding with the application for Incorporation of the Foreign Entity, 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	\$800

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

## VI. DIFC Client Portal

Once you obtain the in-principle approval and a registered operating location in the DIFC, you can start filling the Application for Incorporation/Registration on the 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:

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a) *First Time Access to DIFC client portal*

Upon receiving the in-principle approval from DIFCA or DFSA depending on the scope of the proposed business activities of the Foreign Entity, the entity will be granted access to the DIFC Client Portal.

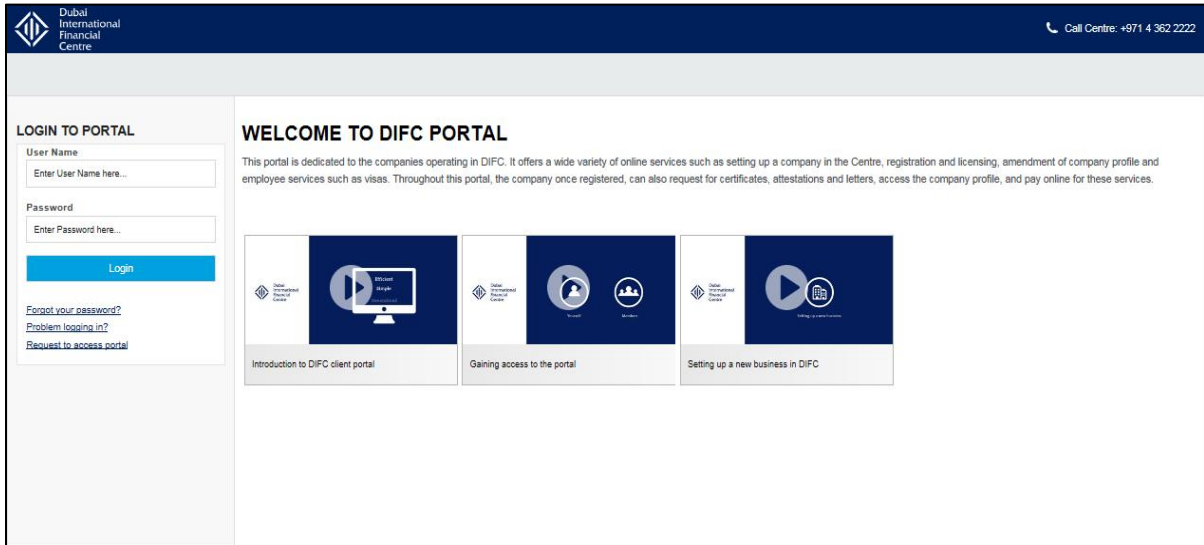
Below please find the steps in more detail:

- 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
- 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.

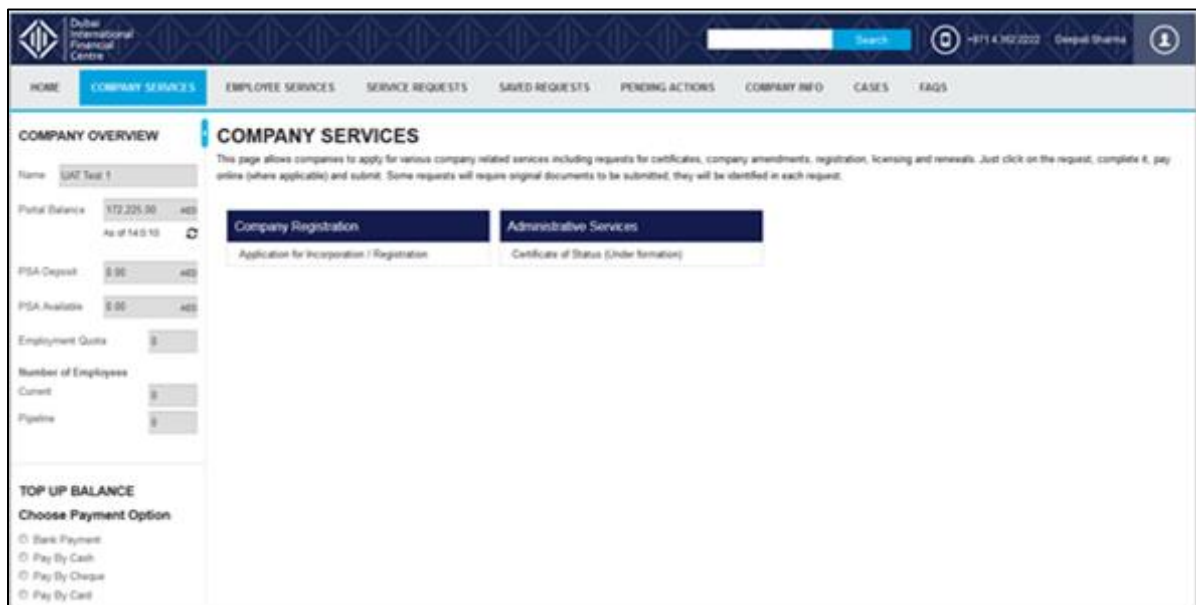
b) *Submission on the DIFC client portal*

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

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- Once logged in, navigate to Company Services by clicking on the 'Company Services' icon. For 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 existing legal structure and the registration type and fill information related to your entity's name. Please ensure that 'Transfer' in Registration Type is selected as this will identify the structure of the application, the fees and the sections to be filled.

**Entity Registration Details**

Application for Registration

This request is for the set up of a company in DIFC covering the registration and licensing. Just click on each of the sections shown on the left hand panel, complete it, save and press on Next. On 'Review and Finalize', make sure that you are okay with all the details of the completed sections and click on 'Finalize & Proceed'. In this step, you can cancel the request, and create a new one. On 'Upload Required Documents', you will be asked to add supporting documents for the request, some of which will be generate 'Generated Documents' of the said section. Upload all the required documents, and click on Next. Navigate to 'Submit Request' to finalize the submission.

In this request, you are asked to submit some of the documents in original copies - they are identified in Upload Required Documents'. Should you have any clarifications, please email portal@difc.ae

Save Cancel Next

**Customer Correspondence Details** Required Information

Client UAT Customer 74  
Email alya.alzarouni@difc.ae  
Mobile

**Entity Type Details**

Company Type Financial - related  
Legal Entity Type --None--  
Registration Type --None--

For advise on Legal Entity Type, please contact roc.helpdesk@difc.ae. In case the company is opening a branch, select the applicable Recognized legal structure. Please indicate whether you are creating a start-up or registering the transfer of an entity to the DIFC.

- 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. In this section you must also indicate if you wish to apply for a new establishment card for the company. Please note that establishment card is an optional service and is required only if the entity wishes to sponsor employees. 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.

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Section Name	Description
Proposed Registered Address / Operating Locations	In this section, you can add your operating location(s). In case you were operating from more than one unit, you may select one or more to be your registered address. 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 LLC, the lease agreement will be registered automatically by the landlord.
Details of Foreign Entity Transferring to DIFC	In this section, you need to provide the details of the Foreign entity that is transferring to the DIFC, and give the reasons for transfer.
Authorised Signatory Details	In this section, you need to add the authorised signatories for the proposed entity. The authorised signatories will be listed in the license issued by the DIFC. A minimum of one Authorised Signatory is required. All the details must be entered as per the passport.
Beneficial / Ultimate Owner Details	In this section, you need to provide details of the ultimate beneficial owners for the Foreign registered entity.
Details of person appointed to accept service of documents or notices	In this section, you need to provide details of the person who will be appointed by the entity to accept service of documents and notices from the DIFC.
DFSA Approval	This section will be enabled for financial entities only. In this section, you can enter the date of receiving the DFSA draft license.
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 up the proposed entity.
Government Services Authorized Signatory Details	In this section, you need to add the authorized signatories who will be responsible to sign documents related to Government Services such as salary certificate, internal transfer application etc.. It is independent from the Authorised Signatory details indicated in the earlier section.

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	<p>A maximum of 4 signatory can be added. All the details must be entered as per the passport.</p> <p>Please note that this section will be required only if the entity is applying for an establishment card.</p>
Review & Finalise	<p>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.</p>
Upload Required Documents	<p>In this section, you will be required to upload all the documents as per the requirements section of this client handbook.</p> <p>The system will generate three declarations that must be printed, signed by the authorised individuals and then uploaded as part of this section.</p>
Submit Request	<p>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.</p> <p>Please ensure you have enough balance prior to submitting your request.</p>

In addition to the above said sections, and subject to the legal structure of the Entity that was selected, the below sections will need to be filled.

*If the legal structure is LTD*

Details of Company Secretary (Optional)	<p>In this section, you need to add a company secretary for the proposed entity.</p> <p>A minimum of one company secretary is required. All the details must be entered as per the passport or the body corporate certificate.</p>
Details of Directors	<p>In this section, you need to add directors for the proposed entity. A minimum of one director is required.</p> <p>All the details must be entered as per the passport.</p>

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*If the legal structure is LLC*

Details of Manager	In this section, you need to add a manager for the proposed entity. A minimum of one manager is required and must be an individual. All the details must be entered as per the passport.
Details of Members	In this section, you need to add members for the proposed entity. A minimum of one member is required. All the details must be entered as per the passport (if the member is an individual) or the certificate of incorporation/license of the body corporate (if the member is a body corporate).

*If the legal structure is LP*

Details of General Partners	In this section, you need to add General Partners for the proposed entity. A minimum of one General Partner is required. All the details must be entered as per the passport (if the member is an individual) or the body corporate certificate (if the member is a body corporate).
Details of Limited Partners	In this section, you need to add Limited Partners for the proposed entity. A minimum of one Limited Partner is required. All the details must be entered as per the passport (if the member is an individual) or the body corporate certificate (if the member is a body corporate).

*c) Required documents*

The following documents will be required to transfer an entity to 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:

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<b>Requirements to transfer an entity to the DIFC</b>	<b>To upload</b>	<b>Original Required</b>
<i>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>		
A copy of the Entity's articles of incorporation certified as true copy by the Company secretary or Director of the Entity. This signature must be notarised in the country of origin and the UAE embassy of this country (The UAE embassy attestation is required only for entities incorporated outside the UAE)	Yes	Yes
A copy of the Entity' 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
A copy of the foreign Entity's most recent Audited Accounts filed with the relevant authority in the jurisdiction in which it is incorporated	Yes	No
Resolution of the Board of Directors of the body corporate: a) Authorising the transfer of the Foreign Entity to the DIFC b) Appointing the person authorised to sign documents on behalf of the body corporate in relation to setting up the recognised Entity. c) Appointing the person authorised to sign documents in all matters following registration of the recognised Entity (In some cases the Board will authorise the issue of a Power of Attorney giving a named individual the power to sign all documents in connection with the establishment of the Entity).  For standard resolutions, please refer to suggested templates on <a href="http://www.difc.ae/downloads">http://www.difc.ae/downloads</a>	Yes	Yes
An original Certificate of Good Standing or document of similar effect from home jurisdiction in which the Entity is incorporated	Yes	Yes
A copy of the Articles of Continuation or other constitutional document of similar effect and any	Yes	No

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amendments thereto, certified by the relevant authorities in the jurisdiction in which the Entity is incorporated.		
Evidence satisfactory to the Registrar that the Entity is permitted by the Laws of the jurisdictions in which it is incorporated to be continued under the Laws of another jurisdictions and that it has complied with all relevant requirements.	Yes	No
Evidence satisfactory to the Registrar that all necessary consents in the original jurisdiction have been obtained and certified by the relevant authorities	Yes	No
Directors' Certificate stating that the Foreign Entity is solvent, that there is no reasonable prospect of the Foreign Entity becoming insolvent at any time of the application, and that there are no applications made to any court : <ul style="list-style-type: none"> <li>a) To put the Foreign Entity into liquidation</li> <li>b) To wind up the Foreign Entity</li> <li>c) To have the Foreign Entity declared insolvent</li> <li>d) For the appointment of a receiver in relation to any property of the Foreign Entity</li> </ul>	Yes	No
Approval from DIFCA (required for entities undertaking non-financial or retail services).	Yes	No
DFSA In principle Approval and Draft License (required for financial entities only)	Yes	No
Personal Sponsorship Agreement signed by both parties. This document is generated upon finalizing the request on DIFC Client Portal and must be signed by the company's authorised signatory.  Please note that this document will be required only if the entity is applying for an establishment card.	Yes	No
Passport copies / Copy of the Certificates of Incorporation of individuals / body corporates listed on the Application for Incorporation/Registration including the Government Services Authorized Signatories if applicable.	Yes	No
NOC for sharing registered space issued by DIFC Authority. This is required only if the entity is sharing space with another entity.	Yes	No

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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 Company Secretary, Director and Partner.  A notarised Power of Attorney should be provided to sign on behalf of an appointed individual.	Yes	No
Government Services Authorized Signatory. This document is generated upon finalizing the request and must be signed by each of the individual appointed as Government Service Authorized Signatory.  Please note that this document will be required only if the entity is applying for an establishment card.	Yes	No
Declaration. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the person authorised by the body corporate.	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

d) *Top up your balance on the portal*

In order to submit the Application for Incorporation/Registration on the portal, the Entity 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*

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The table below lists the fees to incorporate a Foreign Entity as per DIFC laws and regulations.

*Registrar of Companies Fees:*

<b>Service</b>	<b>Non-Retail</b>
Application for Incorporation of a Foreign Entity	US\$ 20,000
Commercial License fee (payable upon incorporation and annual renewal)	US\$ 12,000
New Establishment Card Fees (if applicable)	US\$ 618 (Normal) US\$ 656 (Express))
Add Authorized Signatory	US\$ 27
Personnel Sponsorship Agreement Deposit	US\$ 680

*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>
Entity does not intend to process personal data	Nil	Nil
Prior to or immediately upon personal data processing	\$1,000	\$500
Permit to transfer personal data outside DIFC under Article 12(1)(a) of the Data Protection Law .	\$250	\$150
Permit to process sensitive personal data under Article 10(2) of the Data Protection Law	\$250	\$150

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