



Client Handbook
Incorporation/Registration of a DIFC Entity
Protected Cell Companies (PCC)



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I. Introduction

This user guide outlines the requirements and processes for incorporating a Protected Cell Company (PCC) at the Dubai International Financial Centre (DIFC).

II. Protected Cell Companies (PCC)

A Protected Cell Company (PCC) is a special type of vehicles created for the purpose of carrying certain financial services. It can only be used for the sole purpose of conducting insurance business (closed ended PCC) or a fund (open ended PCC). To set up a PCC entity in DIFC, the following conditions must be fulfilled:

- A minimum of one shareholder
- A minimum of two directors
- One company secretary (who cannot also be a director)

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 Incorporation of a PCC and depending on the type of the proposed business activity, an in-principle approval should be obtained from the Dubai Financial Services Authority (DFSA).

Upon receiving the in-principle approval, the company may proceed with the submission of the Application for Incorporation through the DIFC Client Portal.

IV. Operating Location

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

- 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. If your lease is signed with DIFC Investments LLC, lease

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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 shareholder. Please contact our Registrar of Real Properties team on 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 PCC, 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

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:

a) *First Time Access to DIFC client portal*

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

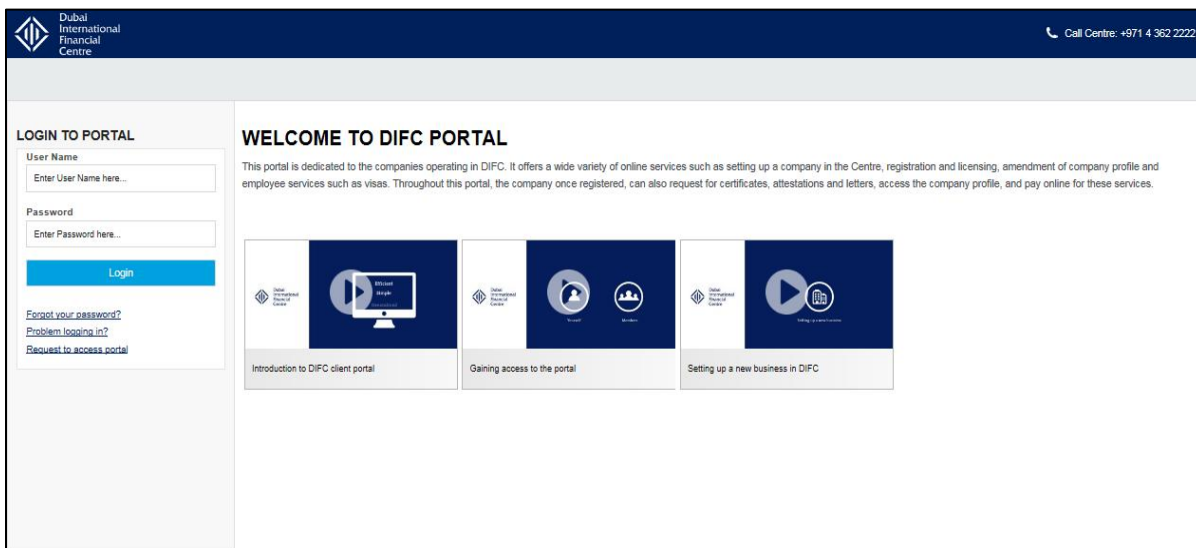
Below please find the steps in more detail:

- 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.

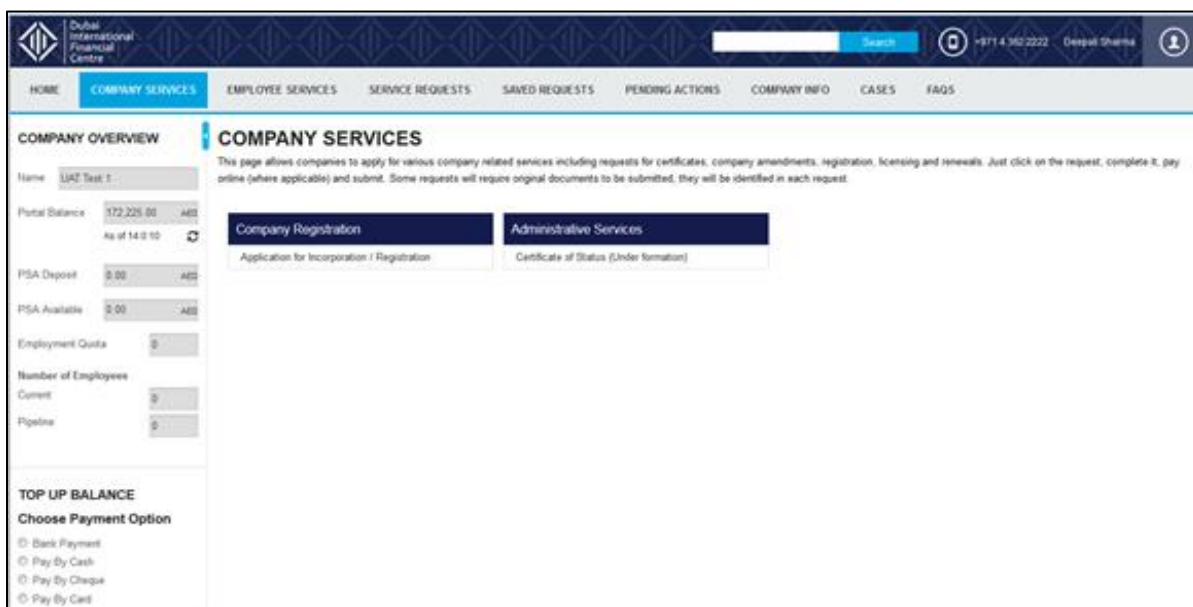
b) Submission on the DIFC client portal

- 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 PCC incorporation, 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.

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 also 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 generated '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

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.

- Once your legal structure is selected as 'LTD-PCC', 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.
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.
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 the directors 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\$50,000.
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

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	appointed by the proposed entity.
DFSA Approval	In this section, you need to enter the date of receiving the DFSA draft license.
Declaration	In this section, you will specify the name and capacity of the person authorised to set the proposed entity.
Government Services Authorized Signatory Details	<p>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..</p> <p>It is independent from the Authorised Signatory details indicated in the earlier section.</p> <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	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	<p>In this section, you will be required to upload all the documents as per the requirements section of this user guide.</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>

c) Required documents

The following documents will be required to set up a PCC 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:

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Requirements to Incorporate a Protected Cell Company	To upload	Original Required
<p>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.</p> <p>For Standard Articles, please refer to suggested templates on http://www.difc.ae/downloads</p>	Yes	Yes
<p>Personnel Sponsorship Agreement. 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.</p>	Yes	No
<p>Passport copies of individuals listed on the Application for Registration as Authorised Signatories, Directors, Company Secretary and the Government Services Authorized Signatories if applicable.</p>	Yes	No
<p>DFSA In principle Approval and Draft License (required for Financial entities only)</p>	Yes	No
<p>NOC for sharing registered space issued by DIFC Authority. This is required only if the entity is sharing space with another entity.</p>	Yes	No
<p>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 Director, Company Secretary.</p>	Yes	No
<p>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.</p>	Yes	No
<p>Declaration LTD-PCC. 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.</p>	Yes	No
<p>DP Declaration. This document is generated upon finalising the request on DIFC Client Portal and must be signed by the appointed data controller.</p>	Yes	No

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<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>		
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 or for the investment in the new DIFC Company and stating that Articles of Association have been duly adopted by the Company. b) Appointing the person authorised to sign documents on behalf of the body corporate in relation to the incorporation of the new Company c) Appointing the person authorised to sign documents in all matters following incorporation of the new Company (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 Company). For standard resolutions, please refer to suggested templates on http://www.difc.ae/downloads	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.

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- 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.

e) Fees

Registrar of Companies Fees:

Service	Non-Retail
Application for Incorporation of a Protected Cell Company	US\$ 1,000
Commercial License fee (payable upon incorporation and annual renewal)	Nil
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.

Services	Financial	Non-Financial
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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