



Client Handbook
Incorporation/Registration of a DIFC Entity
Private Company



Contents:

- I. Introduction**
- II. Private Company**
- III. In Principle Approval**
- IV. Registered Address**
- V. Name Reservation**
- VI. DIFC Client Portal**
 - a. First Time Access to DIFC Client Portal**
 - b. Submission on the DIFC Client Portal**
 - c. Required Documents**
 - d. Top up your balance on the Portal**
- VII. Fees**

NOTICE and DISCLAIMER – This document and any attachment are to be used only for their intended purpose and may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.



I. Introduction

This user guide outlines the requirements and processes for incorporating a Private Company at the Dubai International Financial Centre (DIFC). The scope of this user guide, however, excludes the process, requirements and fees for incorporating special types of companies namely:

- Special Purpose Company (SPC)
- Protected Cell Company (PCC)
- Open Ended Investment Company (OEIC)
- Closed Ended Investment Company (CEIC)

II. Private Company

To set up an entity as a Private Company, the following conditions must be fulfilled:

- A minimum of one shareholder
- A minimum of one director
- The issued share capital must be greater than zero
- The company name must end with Limited or Ltd

For more details about this legal structure, please refer to [DIFC Companies Law, Law No. 5 of 2018, and Regulations](#).

III. In Principle Approval

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

DFSA's in-principle approval will be applicable for companies whose proposed business scope falls under financial activities. DIFCA's in-principle approval is required for companies whose proposed business scope falls under non-financial activities. For the list of non-financial activities, please [click here](#). You may also contact the DIFC Business Development on setup@difc.ae for further details.

Upon receiving the in-principle approval, the company may proceed with securing a registered address (an operating location) within the Dubai International Financial Centre.



IV. Registered Address

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 Registry Services. For more details on lease registration, please [click here](#) or email 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 Ltd.
- 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 Registry Services 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 Private Company, you can submit an Application for Name Reservation in hard copy along with the fees to Registry Services. 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. To access the form, please [click here](#).

VI. DIFC Client Portal

Once you obtain the in-principle approval, 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

NOTICE and DISCLAIMER – This document and any attachment are to be used only for their intended purpose and may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.

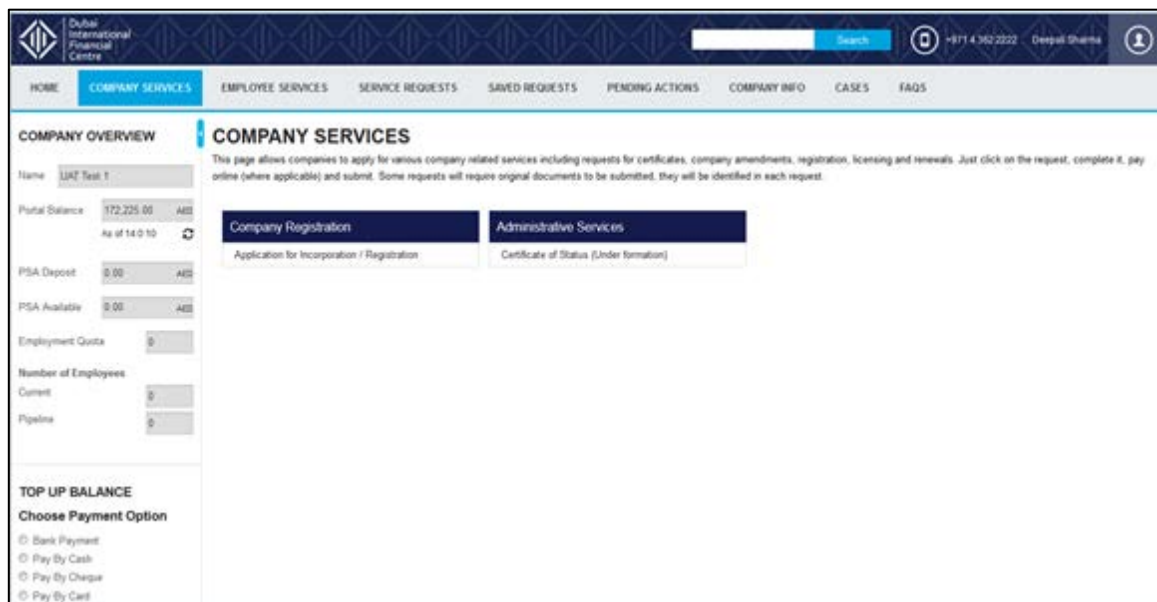


Upon receiving the in-principle approval from DIFCA or DFSA, the person appointed as the point of contact will receive an email to create the user account. Below are the steps to obtain access:

- Fill the user access form and upload the portal user passport copy.
- Upon submission, receive an email with the user activation link.
- The portal user 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.
- Navigate to Company Services.
- For Private Company incorporation, you will need to click on 'Application for Incorporation/Registration' under Company Registration.
- For the purpose of opening a bank account, the proposed Company may apply for "Certificate of Status" while it is still under formation. The service is available under Company services.



- 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. In this case, you must select Private Company. Please ensure the correct

NOTICE and DISCLAIMER – This document and any attachment are to be used only for their intended purpose and may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.



legal structure is selected as this will define the structure of the application and the fees as well as the sections to be filled.

- Once your legal structure is selected, the system will enable the sections to be filled. You must complete all the mandatory fields in the first section to be able to proceed to the next 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 must be filled on the system to submit the application. After submission, DIFC Registry Services will process your application within four working days. In case of further information is required or documents need to be uploaded, the portal user will be notified by email and the comments will be accessible under the 'Pending Actions' tab.

Section Name	Description
Registered Address	In this section, you should specify the location of records and registers. You are also required to add your operating location(s). In case you will be operating from more than one unit, you may select one or more to be your registered address, provided that these units are located in the same building. 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 Ltd, the lease agreement will be registered automatically by the landlord.
Authorised Signatory(s)	In this section, you need to add the authorised signatories for the proposed entity. The authorized signatories will be listed in the license issued by the DIFC. A minimum of one Authorised Signatory is required.
Directors	In this section, you need to add a director for the proposed entity. A minimum of one director is required.
Share Capital	In this section, you will enter the classes of shares and the number and nominal value of shares under each class.
Shareholders	In this section, you need to add the shareholders for the proposed entity. A minimum of one shareholder is required. Details of ultimate beneficial owners is required for body corporate shareholders.
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

NOTICE and DISCLAIMER – This document and any attachment are to be used only for their intended purpose and may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.



	personal data. This section also requires the details of the data controller appointed by the proposed entity.
Company Secretary (Optional)	This is an optional section that can be used to add a company secretary.
Management Details (Optional)	This is an optional section that can be used to add at least one contact for each of the below: - CEO / managing director or person holding a similar position - Contact for general communications
Review & Finalize	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 finalized.
Upload Documents	In this section, you will be required to upload all the documents as per the requirements section of this handbook. The system will generate a data protection declaration and an auto populated personnel sponsorship agreement (if applicable) that must be printed, signed by the authorized 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.

c) Required documents

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



Documents required to incorporate a Private Company	To upload	Original Required
The Private 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 template, click here	Yes	Yes
If the Articles of Association adopted by the proposed company is non-standard, a Statement of the Incorporators signed by all the incorporator is required. To access the statement template, please click here .	Yes	No
Passport copies of all individuals listed on the Application for Incorporation. All passport copies must be certified as per the Certification Policy published on DIFC website	Yes	No
Appointment Declarations dully signed by the shareholders and appointed officers. This document is generated upon adding a shareholder, director or company secretary.	Yes	No
If the entity is undertaking a business activity that requires an approval from a government authority, the approval document or the No Objection letter must be uploaded. To view the list of activities that require third party approval, please refer to the non-financial business activities guide .	Yes	No
If the entity is sharing office space with an affiliate, a No Objection Certificate for sharing registered space issued by DIFC Authority is required.	Yes	No
DP Declaration. This document is generated after finalizing the request on DIFC Client Portal and must be signed by the appointed data controller.	Yes	No
<i>If the proposed company applied for an establishment card, the below is required:</i>		
Personnel Sponsorship Agreement. This document is generated after finalizing the request on DIFC Client Portal and must be signed by the company's authorised signatory.	Yes	No
<i>If an incorporator (i.e. shareholder) is a body corporate, the following documents are required. If any document is not in the English Language, it must be accompanied by a legal translation</i>		

NOTICE and DISCLAIMER – This document and any attachment are to be used only for their intended purpose and may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.



<i>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. Certification validity should not exceed six months from date of submission on the portal	Yes	Yes
Resolution of the board of directors of the body corporate: a) Authorizing the incorporation of the Company in the DIFC. b) Stating that the Articles of Association have been duly adopted by the Company. c) Appointing the person authorized to sign documents on behalf of the body corporate in relation to the incorporation of the new Company d) Appointing the authorised signatories to be listed on the license e) Appointing the person authorised to sign the Articles of Association on behalf of the body corporate. For a standard resolution template, please click here .	Yes	Yes

d) Top Up your balance on the portal

In order to submit the Application for Incorporation 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 email us on portal@difc.ae.



Fees		
Service	Non-Retail	Retail
Registrar of Companies		
Name Reservation	\$ 200	\$ 200
Incorporation fees		
A Private Company	\$ 8,000	\$ 3,400
An Intermediate Special Purpose Vehicle	\$ 1,000	n.a
For an Intermediate Special Purpose Vehicle setup by Qualified Applicants from Fintech or Aviation Sector	\$ 100	n.a
For a Fintech Firm	Nil	n.a
For a Regional Start-up Fund Manager	Nil	n.a
License fees upon incorporation and annually		
A Private Company	\$ 12,000	\$ 5,100
An Intermediate Special Purpose Vehicle	\$ 3,000	n.a
For an Intermediate Special Purpose Vehicle setup by Qualified Applicants from Fintech or Aviation Sector	\$ 1,000	n.a
For a Fintech Firm*	\$1,500	n.a
For a Regional Start-up Fund Manager*	\$2,000	n.a
Government Services		
New Establishment Card Fees (if applicable)		
Normal	\$ 618	\$ 618
Express	\$ 656	\$ 656
Personnel Sponsorship Agreement Deposit	\$ 680	\$680
Data Protection		
Entity does not intend to process personal data	Nil	Nil
Prior to or immediately upon personal data processing	\$ 1,000 (Financial) \$ 500 (Non-Financial)	\$ 200
Permit to transfer personal data outside DIFC under Article 12(1)(a) of the Data Protection Law	\$ 250 (Financial) \$ 150 (Non-Financial)	\$ 50
Permit to process sensitive personal data under Article 10(2) of the Data Protection Law	\$ 250 (Financial) \$ 150 (Non-Financial)	\$ 50

*Commercial License renewal fees will be the same as a Private Company after the first year renewal.

NOTICE and DISCLAIMER – This document and any attachment are to be used only for their intended purpose and may not be altered or modified in any way without prior written permission. All content in this document and any attachment is provided for informational purposes only and should not be considered complete, up to date or a substitute for specific professional advice.