Client Handbook

Transfer of an entity from DIFC to another jurisdiction

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1. Introduction

Transfer of incorporation / registration of an entity from DIFC is a process initiated by an entity to re-domicile in another jurisdiction. The entity must be an active DIFC registered entity with a good standing to be able to transfer to another jurisdiction. The other jurisdiction's Laws and Regulations must also allow for the transfer of the DIFC registered entity.

The process to transfer from the DIFC is applicable to the following legal structures:

- Private and Public Companies
- Limited Partnerships
- Foundations

2. Required Documents

The required documents to transfer an incorporation/registration to another jurisdiction will vary depending on the legal structure of the entity:

Legal Structures	Required Documents for First Submission
Private or Public Company	- A special shareholder resolution approving the transfer of incorporation of the company and its continuation as a foreign company in another jurisdiction. - Signed directors' declaration. A template is generated by the DIFC portal for ease of reference. - Evidence as per article 8.3.1 (b) of the DIFC Companies Regulations confirming that the company can transfer its incorporation and be continued under the laws of another jurisdiction. The evidence can be submitted in the form of a letter issued by the company or a corporate services provider confirming that the company is able to transfer its incorporation and be continued under the laws of another jurisdiction. - Evidence as per article 145 (2) of the DIFC Companies Law. The evidence must confirm that the laws of the other jurisdiction provide that the foreign company: (a) shall continue to have all the property, rights and privileges and is subject to all the liabilities, restrictions and debts that it had before the continuation; and (b) shall remain a party in any legal proceedings commenced in any jurisdiction in which it was a party before the continuation. - Copy of a notice published in a well-known publication within 60 days prior to making the request for continuation in another jurisdiction. The notice must be published in a publication best suited to bring the proposed transfer to the

	attention of any persons who may be affected by such transfer. The notice must be in English. - If the entity conducts financial services activities in the DIFC, a consent letter issued by the DFSA is required. - After submission of the request and receiving the NoC from the DIFC Registrar of Companies, a copy of the certificate of continuation in the new jurisdiction or a similar document is required to complete the transfer process.
Foundations	- A unanimous resolution by the council members approving the transfer of registration of the foundation and its continuation as a foreign foundation in another jurisdiction. - Signed council members declaration. A template is generated by the DIFC portal for ease of reference. - Evidence as per article 59 of the DIFC Foundations Law. The evidence can be submitted in the form of a letter issued by the foundation confirming that the foundation's proposed continuance in another jurisdiction will not adversely affect the foundation's creditors. - Evidence confirming transfer in the other jurisdiction such as A letter issued by the foundation, a law firm or a corporate services provider confirming that the foundation is able to transfer and be continued under the laws of another jurisdiction. - Copy of a notice published in a well-known publication within 60 days prior to making the request for continuation in another jurisdiction. - After submission of the request and receiving the NoC from the DIFC Registrar of Companies, a copy of the certificate of continuation in the new jurisdiction or a similar document is required to complete the transfer process.
Limited Partnership	- A certified copy of the resolution made by the general partners approving the transfer of the Limited Partnership to be continued as a Foreign Limited Partnership in another jurisdiction. - Signed general partners declaration. A template is generated by the DIFC portal for ease of reference. - Evidence as per article 5.3.1 (b) of the DIFC Limited Partnership Regulations. - Evidence as per article 55(2) of the DIFC Limited Partnership Law. The evidence must confirm that the laws of the foreign jurisdiction provide that the Foreign Limited Partnership: (a) will continue to have all the property, rights and privileges and is subject to all the liabilities, disabilities and debts that it had before the continuation; and (b) will remain a party in any legal proceedings commenced in any jurisdiction in which it was a party before the continuation.

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3. Submission Process on the DIFC Portal

The request for Transfer of entity from DIFC must be submitted on the DIFC portal using the steps below:

1. Login to the DIFC Portal.
2. Search for the request by typing a key word in the search bar on top of the home page “Apply for a Request”. You can use a key word such as Transfer. Please ensure the drop down next to the search bar is set to Company services.
3. Click on the request and fill in the required fields and upload the required documents. For further information on the request, please refer to the pathway guide on the left side of the page.
4. This request will requires to 2 steps:
    - Step 1: Provide the date of resolution to transfer and the details of the new jurisdiction. Upon reviewing and approving the first step, the NoC to transfer will be issued by the DIFC Registrar of Companies (RoC). The entity must ensure the following is completed to receive the NoC to transfer:
        - If the entity has an active lease, the lease must be terminated. For further details on lease termination, please email rorp@difc.ae.
        - If the entity has an active establishment card to sponsor employees, the establishment card must be cancelled.
        - If the entity has any active employees or expired work permits, all the permits must be cancelled.
        - If the entity has an active PO Box, the PO box reservation must be cancelled.
        - If the entity has an available PSA deposit, a request for refund must be submitted.
    - Step 2: The entity is required to upload the certificate of continuation once issued by the new jurisdiction. Once it is uploaded, the status of the entity will be changed to ‘Struck off’, and a letter will be issued by

the RoC confirming the completion of the transfer.

5. The DIFC portal generates pre-filled templates for some of the documents to be uploaded for ease of reference under the upload documents page.
6. To make the payment upon submission of the request, the portal user can either pay using credit card or using the amount available in the entity wallet.

for further enquiries on the submission process, please email the DIFC portal support team on portal@difc.ae or call us on 04 362 2222.

4. Returned Requests

Whilst reviewing the application, should DIFC Services require further information, the application will be returned requesting for further information or re-uploading certain documents. Below please find the steps for returned requests:

1. If a service request is submitted with missing information or documents, an email notification will be sent to the portal user with clear comments from DIFC Services.
2. The email provides a link to the 'pending actions' screen page on the portal, which will specify the steps required for completing the action. Alternatively, the user can log-in to the DIFC client portal to view the "Pending Actions" list. There are 3 types of returned requests:
    a. Request for more information: In the event that a request is returned for more information, the reviewer will request for additional information. Client must provide the information required under the 'customer comments' section then click on Save.
    b. Request for re-upload: In the event that a request is returned for re-upload of a document, go to the 'Pending Actions' page and click on 'Upload documents'. Upload the correct file then click on 'Save'.
    c. Request for edit: the form will be enables and the portal user will be requested to edit the submission.
3. Upon submitting the required information or re-uploading the documents, the request will be sent to DIFC Services team for their review.

5. Fees

Fees for Transfer of entity from DIFC vary based on the legal structure of the entity:

Legal Structure	Fee
Public or Private Company	USD 8,000
Prescribed Company	USD 1,000
Limited Partnership	USD 4,000
Foundation	USD 500