Continuation of a Public Company

Non-Financial and Retail Handbook

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1. Continuation of a Public Company in DIFC

To continue as a foreign entity by way of re-domiciliation as a Public Company in the DIFC, the entity must be permitted to re-domicile under the laws and regulations of that jurisdiction. In addition, the following requirements must be satisfied:

- A minimum of 1 Shareholder.
- A minimum of 2 Directors.
- A minimum of 1 Company Secretary.
- The issued share capital must be greater than or equal to USD 100,000. 25% of which must be paid up.

For more details about the legal structure of a Public Company, refer to DIFC Companies Law, Law No. 5 of 2018 and the Companies Regulations.

2. Setting up in DIFC

To transfer a Public company to the DIFC, the application must be submitted through the DIFC Portal. If you already have portal access, click on the user icon at the top-right corner of the page and select "Add New Entity" to begin your application.
If you do not have portal access, please set up your access via this link to start the incorporation process.

Set up process

Transferring a company to DIFC is a simple five-step process, as outlined in the diagram below and explained in more detail in the sections that follow:

1. Submit "Register with DIFC"
   Applicants begin the transfer process by submitting their company registration application through DIFC Portal. No payment is required at this stage.

2. Receive Initial Approval Email
   Once the application is reviewed, applicants will receive an initial approval email from DIFC, typically within 3 to 5 working days. This confirms that the application has passed the preliminary review stage.

3. Registered Address

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At this stage, the following actions are required:

- Companies that intend to lease office space not managed by DIFC Investments Ltd. are required to register their lease with the Registrar of Real Property after receiving initial approval (click here for more details).

This step is not required for companies that:

- Share office space
- Use co-working facilities
- Lease office space managed by DIFC Investments Ltd.

4. Payment and e-signing of constitutional documents
   - The portal will initiate a Docusign envelope for the electronic execution of the Articles of Continuation and Personnel Sponsorship Agreement (if applicable).
   - Payment of applicable fees (including the license, certificate, data protection fees, and establishment card fees where applicable) must be completed to proceed.

5. Obtain License & Certificate of Continuation
   Upon successful completion of all updates and payments, DIFC will issue the company license and the Certificate of Continuation.

Register with DIFC – Application form

The table below outlines the information and documentation required to complete the application. Please note that this is a single-submission application. We recommend accessing the form directly on the portal in advance to familiarise yourself with the required fields.

Section	Description
Entity Structure	This section confirms the type of entity being registered in DIFC. It is important that this information is correct, as it determines the structure of your application and the applicable fees. The entity type is prepopulated in the application and indicates whether the entity will carry out financial activities, non-financial activities, retail activities, or operate as an investment fund. This field cannot be edited. If you need to change the entity type, you must submit a new application. To do this, click the portal user icon at the top-right corner of the DIFC Portal and choose "Add New Entity." **Information Required** In this section, you must provide the following details: - The business sector of your principal activity. - The type of setup (Select Transfer) - The legal structure (select Company). - The company type (select Public Company). - Your capacity in relation to the entity being registered.

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	If you are acting as a registration agent, you must also specify the name of the Corporate Service Provider you represent. **Guidance** If you are not supported by a legal adviser, we recommend that you contact a DIFC Business Development representative before selecting your legal structure. For further information on DIFC legal structures, click here or contact us at setup@difc.ae.
Foreign Entity	You must provide details of the Foreign Company to be continued in the DIFC.
	Document: Certificate of Incorporation of the Foreign Company Upload a certificate of incorporation or an equivalent official document for Foreign Company, certified by the issuing authority. If the certification is not electronic, the document must have been issued within the last six months.
	Document: Audited Financial Statements Upload 2-year audited financial statements of the Foreign Company that is being transferred to DIFC.
Entity Background	This section asks you to confirm whether the entity being transferred has a parent entity. If the entity has a parent, you must provide: - The name and details of the parent entity - A brief description of the parents' activities - The geographic regions in which the parent operates You are also required to provide an overview of the entity being continued in the DIFC, including: - The ownership structure - The activities to be carried out from the DIFC - The target markets - Business model - The type of clients the entity intends to serve In addition, you must disclose whether the entity has any affiliates in the DIFC or in other UAE free zones. If the entity intends to share office space with an affiliate in the DIFC, this must be indicated. The hosting company must be the registered leaseholder in order for office sharing to be permitted.
	Document: Group Ownership Structure *Required if the proposed entity has a parent entity* Upload the group ownership structure diagram. This is not applicable if the proposed entity's activity is a Designated Non-Financial Business or a Profession (DNFBP). For more information on a DNFBP, click here.

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	Document: Letter of consent for sharing office *Required if the proposed entity will be sharing office space with one of its affiliates* Upload letter of consent issued by the hosting company in DIFC. Please ensure the hosting company is an affiliate and is the lease holder.
	Document: Trust documents *Required if the proposed entity's ownership or control structure involves a trust arrangement* Upload related trust deeds or similar documents.
Business Activities	Select the business activities that the proposed entity will carry out. Please note that some activities require additional approval from relevant government authorities.
Entity Name	Enter the name of the entity to be transferred to DIFC as it appears on its current license or certificate.
	Document: Evidence of Consent for using the name *Required if the proposed entity name is identical to the name of an existing entity that is not its affiliate or parent* *Upload an official letter issued by the entity whose name is identical to the proposed entity name, confirming its approval for the use of that name.*
Share Capital	Select "Add Share Class" to add each class of shares separately. A company may have one or more share classes. For each share class, you must provide the following details: - The share class name. This can be class A, B or other values. - The number of issued shares. - The currency such as AED, USD etc. - The nominal value per share The total value of the Share Capital added must be equal to or greater than USD 100,000.
Stakeholders	This section allows you to add individuals or entities in the following roles: Shareholder, Director, Company Secretary, Senior Management, or Authorised Signatory. **Required Roles for a Public Company** A Public company must appoint the following stakeholders: - At least one Shareholder This may be an individual, a body corporate, or a government entity. - At least two Directors Directors must be 18 years of age or over. - At least one Company Secretary A Company Secretary can be an individual that is 18 years of age or

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	over or a Body Corporate from an Authorised Jurisdiction. - At least one Authorised Signatory This individual must be 18 years of age or over and will be listed as an Authorised Signatory on the DIFC-issued license. - At least one senior management representative This should be the most senior individual working for the proposed DIFC entity. **Passport Certification Requirements** DIFC requires passport certification for certain roles, in line with the DIFC Certification Policy. Passport certification is required for individual stakeholders appointed as: - Shareholders - Directors - Company Secretaries Certification can be completed in one of the following ways: - Digital verification through the DIFC Portal A verification link will be sent to the stakeholder's registered email address to complete a liveness check. - Certified passport copy upload The passport copy must be certified by a law firm, corporate service provider, or another authorised certifier, in accordance with the DIFC Certification Policy. **Note:** This section includes an option to preview how the authorised signatory combination will appear on the DIFC-issued license. Please review this carefully to ensure that the signatory powers and combination of authorised signatories are correctly aligned with the entity's requirements before proceeding.
	Document: Passport copy of each individual stakeholder *Required only if the passport has not been certified through digital verification on the DIFC Portal. Passport certification is required only where the selected role is Shareholder, Director or Company Secretary* Upload a clear copy of the passport, ensuring that the personal details page is fully visible.
	Document: CV or Stakeholder Biography *Required for individual stakeholders appointed as shareholders and Directors* Upload a curriculum vitae (CV) or brief biography of the individual shareholder. The document should provide an overview of the individual's professional background, including relevant work experience and key achievements.
	Document: Certificate of Incorporation for each body corporate stakeholder *Required if the body corporate is not a DIFC registered entity*

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	Upload a certificate of incorporation or an equivalent official document for each body corporate stakeholder, certified by the issuing authority. If the certification is not electronic, the document must have been issued within the last six months.
	Document: Notarised PoA *Required where an individual shareholder has authorised another person to sign the Articles of Association on their behalf* Upload a valid and notarised Power of Attorney confirming the delegation of authority. The document must clearly state that the appointed person is authorised to execute the Articles of Association for the proposed entity.
	Document(s): Bank statements / Financial statements *Required for each individual or body corporate funding the proposed entity* Upload financial evidence of funding for the proposed entity, as follows: - For individual funders: provide a bank statement covering the most recent six months. - For body corporate funders: provide audited financial statements for the most recent two financial years.
Share Allocation	Allocate the issued shares for each share class to the added shareholders. All issued shares must be fully allocated as part of the application submission. The application cannot be submitted unless 100% of the issued share capital has been assigned to shareholders. If the proposed entity has only one shareholder, all shares will be allocated automatically by default. You may then select "Save and Continue" to proceed to the next step.
Third Party Funding	This section allows you to add individuals or entities acting as third-party funders of the proposed entity. Please note that a shareholder of the proposed entity cannot also be added as a third-party funder. For each third-party funder, you must provide Passport details (for individual funders), Entity details (for body corporate funders) and Source of income details.
	Document: Passport copy of each individual investor *Required for individuals added as third party funding the proposed entity.* Upload a clear copy of the passport, ensuring that the personal details page is fully visible.
	Document: CV or investor Biography *Required for individuals added as a third party funding the proposed entity.* Upload a curriculum vitae (CV) or brief biography of the individual

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	investor. The document should provide an overview of the individual's professional background, including relevant work experience and key achievements.
	Document: Certificate of Incorporation for each body corporate investor *Required if the body corporate is not a DIFC registered entity.* Upload a certificate of incorporation or an equivalent official document for each body corporate stakeholder, certified by the issuing authority. If the certification is not electronic, the document must have been issued within the last six months.
	Document(s): Bank statements / Financial statements *Required for each third-party individual or body corporate funding the proposed entity* Upload financial evidence of funding for the proposed entity, as follows: - For individual funders: provide a bank statement covering the most recent six months. - For body corporate funders: provide audited financial statements for the most recent two financial years.
	Document(s): Investment arrangement or similar document Upload the investment arrangement, agreement, or an equivalent document entered into between the proposed entity and the identified third-party investors providing funding to the entity.
Ultimate Beneficial Owners (UBOs)	For a Public company, an ultimate beneficial owner (UBO) is any individual who meets one or more of the following conditions: - Holds 25% or more of the shares or ownership interest in the company. - Holds 25% or more of the voting rights in the company. - Has the right to appoint or remove a majority of the directors of the company. - Exercises significant control or influence over the company. Where no natural person meets any of the above criteria, each director of the company is deemed as a UBO. As part of this section, you must also add any body corporate beneficial owner that owns or controls 25% or more of the Company (directly or indirectly) and is identified as an exempt entity as per the DIFC UBO Regulations. If the sole shareholder of the proposed entity is a government entity from a recognised jurisdiction holding 100% of the DIFC entity, the company is automatically exempt from filing UBO information. For further details, please refer to the DIFC UBO Regulations.

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	Document: CV or UBO Biography *Required for each UBO added.* Upload a curriculum vitae (CV) or brief biography of each UBO. The document should provide an overview of the individual's professional background, including relevant work experience and key achievements.
Registered Address	This section will be displayed only if the entity has indicated that it will share office space with an affiliated entity within DIFC. Where the hosting entity operates from multiple locations (for example, two or more offices under the same lease agreement), the proposed entity will be required to select one or more locations to be recorded as its registered address on the DIFC-issued licence.
Contact Details	This section requires you to add at least one contact under each of the categories listed below. Please note that the same individual may be appointed to all three contact categories, if applicable: - General Communication Contact The primary contact responsible for receiving general communications from DIFC. - Emergency Contact The designated contact for urgent or emergency communications. - Compliance Contact The contact responsible for regulatory compliance related matters.
Data Protection	In this section, you must select the type of Data Protection notification applicable to the entity. You may choose one of the following options: - To inform the Commissioner of Data Protection that the entity processes personal data - To inform the Commissioner of Data Protection that the entity does not process personal data Please note that processing personal data includes handling personal information relating to, but not limited to, employees, suppliers, customers, or service recipients. If the entity intends to hire employees or provide services to customers, it will be considered to be processing personal data. **Where the Entity Processes Personal Data** If, as a newly licensed entity, you confirm that the entity currently processes or intends to process personal data, you will be required to submit a Data Protection Notification service request: - A draft notification will be automatically created and made available under Pending Actions on the portal home page.

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	- The completed notification must be submitted within six (6) months from the date of issuance of the DIFC license. **Where the Entity Does Not Process Personal Data** If you select the option confirming that the entity does not process personal data, this declaration will be reviewed after the DIFC license is issued. The Commissioner's Office may request additional information or reject the submission if further clarification is required. If the submission is rejected, the entity will be required to submit a Data Protection Notification service request within six (6) months from the license issuance date. **Data Protection Contact** As part of this section, you must also provide the details of a designated contact person responsible for data protection-related matters. **Guidance and Support** Guidance on Data Protection notifications is available on the DIFC Data Protection website. For portal or notification process enquiries, please contact: portal@difc.ae For questions relating to how DIFC Authority collects or processes your personal data, please contact: dpo@difc.ae For queries regarding the interpretation of DIFC Data Protection Law and Regulations, please contact: commissioner@dp.difc.ae
Open a Bank Account	The DIFC Registrar of Companies has enabled an integration with Mashreq Bank to facilitate a faster and more seamless bank account opening process. This is an optional step, which allows you to consent to the secure sharing of your application data directly with Mashreq Bank for the purpose of initiating bank account opening. Choosing this option is intended solely to streamline the process and does not constitute a commitment to open an account unless approved by the bank.
Additional Details	As part of this section, the entity may indicate its preferred or potential office location if the final location has not yet been confirmed. The DIFC Leasing Team will subsequently contact the entity to provide support and guidance. **Articles of Continuation (AoA)** You are required to specify the format of the Articles of Continuation to be adopted by the entity. DIFC provides a standard Articles of Association template, which is automatically generated

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	by the portal. If the entity wishes to adopt customised articles, the "Modified" option must be selected. **Establishment Card (Optional)** In addition, you may indicate whether the entity intends to apply for employment visas immediately upon licence issuance. If so, the entity will be required to obtain an Establishment Card issued by the General Directorate of Residency and Foreigners Affairs (GDRFA), UAE. If the entity has opted for an Establishment Card at this stage, a Personnel Sponsorship Agreement will be automatically generated by the system and sent together with the Articles of Association (AoA) for electronic signing upon receiving initial approval.
Fit and Proper Questionnaire	Complete the standard Fit and Proper Questionnaire. Your responses will be used to assess whether the Public Company meets the eligibility and suitability requirements to operate within DIFC.
Documents (If any of the documents are not in English, they must be accompanied by a legal translation certified to the satisfaction of the Registrar of Companies)	**Document: Resolution of Board of Directors of the Foreign Company** Upload a resolution of the Board of Directors of the Foreign Company confirming the following: - Approval of, and authorisation for, the transfer of the Foreign Company to the Dubai International Financial Centre (DIFC); - Appointment of the individual(s) authorised to sign all documents on behalf of the Foreign Company in connection with the transfer of the company to the DIFC; and - Appointment of the authorised signatories to be reflected on the DIFC-issued commercial licence. Please ensure that the names stated in the Board resolution exactly match the names entered in the DIFC portal. The Board Resolution must be valid, executed, and not be older than six (6) months from the date of approval. You may use the standard template provided. Click here to download the template.
	Document: Constitutional Documents Upload the Foreign Entity's constitutional documents certified as true copies by the entity's Secretary or a Director. The certification must not be older than six (6) months from the date of submission.
	Document: Articles of Continuation *Required only if the Articles of Continuation are in a modified format*

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	Upload the Company's proposed Articles of Continuation in a PDF format. The document should not be signed at this stage. DIFC Services will initiate the signing using DocuSign upon completing the initial approval.
	Document: Statement of Incorporators *Required for modified Articles of Continuation only* If the Company is adopting non-standard Articles of Continuation, you must upload a Statement of the Incorporators, signed by all incorporators, confirming the adoption of the modified articles. You may use the standard template provided. Click here to download the template.
	Document: Designated Non-Financial Business or Profession (DNFBP) In Principle Approval *Required only if the Company is conducting a DNFBP Activity.* Upload a copy of the Dubai Financial Services Authority (DFSA) In-Principle Approval for DNFBP registration. For more information on DNFBP activities, click here.
	Document: Approval of the relevant Government Authority *Required only if the Company is undertaking a business activity that requires approval from another government authority.* Upload the approval document or the No Objection Certificate (NOC) issued by the relevant government authority.
	Document: Consent from the Original Jurisdiction Upload a document providing evidence satisfactory to the Registrar that all required approvals in the original jurisdiction have been obtained and duly certified by the relevant competent authorities. Where such approval is not available under the laws of the original jurisdiction, a legal opinion confirming this position must be provided.
	Document: Letter of Confirmation issued by the entity Please upload a letter issued by the entity proposed to be transferred to the Dubai International Financial Centre (DIFC) confirming that: - The entity is not prohibited, whether under its constitutional or founding documents or under the laws of the jurisdiction in which it is incorporated or organised, from continuing as a company under the Laws of the DIFC; and - The entity has complied with all applicable legal and regulatory requirements in its original jurisdiction in connection with such continuation.
	Document: Directors' Certificate

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	Upload a Directors' certificate which states that the Public Company is solvent, that there is no reasonable prospect of the Public Company becoming insolvent at any time of the application, and that there are no applications made to any court to: - Put the Company into liquidation - Wind up the Company - Have the Company declared insolvent - Appoint a receiver in relation to any property of the Public Company
	Document: Certificate of Good Standing Upload a valid certificate of good standing, or an equivalent document, issued by the relevant licensing or registration authority in the jurisdiction in which the Public Company is incorporated.
	Document: Director Appointment Declaration *Required for each appointed Director* This document is automatically generated by the portal for each Director added to the application. Upload a signed copy of the generated document for each Director.
Review and submit	This section displays all sections and details entered as part of the application. Please review your application carefully before submission. You will also be able to view the applicable price line items for setting up the entity in DIFC.

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3. Fees

Service	Non-Retail	Retail
Registrar of Companies		
Transfer of Incorporation fees		
A Public Company	$8,000	$3,400
License fees upon incorporation and annually (An additional fee of AED 20 is applicable for Knowledge and innovation fees)		
A Public Company	$12,000	$5,100
For Innovation license *	$1,500	NA
For a Fund Manager for Venture Capital, Future of Finance or Future Economies	**	NA
Government Services (An additional fee of AED 20 is applicable for Knowledge and innovation fees)		
New Establishment Card Fees (if applicable) - Normal - Express	 $618 $656	 $618 $656
Personnel Sponsorship Agreement Deposit	$680	$680
Data Protection		
To inform the DP Commissioner that the entity processes personal data ***	$1,250 (Financial) $750 (Non-Financial) $250 (Retail)	
To inform the DP Commissioner that the entity does not process personal data	Nil	

**Discounted fees will apply for the first 2 years. For every year from year 3 to year 7, fees will be discounted for entities with less than or equal to 10 employees only. Normal fees of $12,000 will apply to entities with more than 10 employees from year 3 to 7 and for all regardless of number of employees from year 8 onwards.*
*** discounted License renewal fees will be as per the below:*
First Renewal: $0
2nd Renewal: $4,000
3rd Renewal: $8,000
Normal fees of $12,000 $ apply from 4th renewal onwards
**** Discounted DP fees of $250 for year 1 and $200 for following years will apply for Innovation License entities if the license renewal fees are discounted.*

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4. Compliance calendar

The information set out above provides high-level guidance on corporate actions that must be filed with the DIFC Registrar of Companies. The detailed requirements applicable to each corporate action are set out in the relevant DIFC legislation. In the event of any inconsistency between this Compliance Calendar and the applicable DIFC legislation, the DIFC legislation shall prevail.

For further details on the process and steps required to file corporate actions through the DIFC portal, please refer to the Corporate Actions Handbook.

Corporate Actions	Filing Requirements	Recurring Event
Data Protection Notification	Within 6 months from the Incorporation or registration date. Required for companies that have indicated processing of personal data at the time of on boarding only.	No
License Renewal and Confirmation Statement	On the expiry date of license and no later than (30) days after license expiry	Yes
Appointment / Cessation of an Auditor	Within 30 days of the appointment or cessation	No
Annual Audited Accounts and Directors' Report	Within seven (7) months from the end of the financial year of the company	Yes
Change of Financial Year End	Within 30 days of any change	No
Change of Name or Trading Name	Within 30 days of any change	No
Change of Registered Address	Within 30 days of any change	No
Change of Location to keep records and registers	Within 30 days of any change	No
Change of Activity (s)	Within 30 days of any change	No
Change of Director (s)	Within 30 days of any change	No
Change of Company Secretary	Within 30 days of any change	No
Update Shareholder Details	Within 30 days of any change	No
File Shareholder holding shares on trust	Within 30 days of the appointment	No
File Nominee Director	Within 30 days of the appointment	No
Change of Ultimate Beneficial Owners (s)	Within 30 days of any change	No
Amendment of the Articles of Association	Within 30 days of any change	No
Update Share Capital	Within 30 days of any change	No
Change of Authorised Signatory (s) on Commercial License	Within 30 days of any change	No
Filing of any Special Resolution of Shareholders	Within 30 days of date of resolution	No

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5. DIFC Employee Workplace Savings Plan (DEWS)

The DIFC Employee Workplace Savings Plan (DEWS) is a mandatory workplace savings scheme that replaces the traditional end-of-service gratuity for employees working in the Dubai International Financial Centre (DIFC). All newly registered DIFC entities with employees are required to comply with DEWS in accordance with DIFC Employment Law and Regulations.

Who must comply

All DIFC-registered entities that employ staff in DIFC must comply with DEWS requirements, unless an employee qualifies as an Exempted Employee under DIFC Employment Regulations or the entity is enrolled in another approved qualifying savings scheme.

Employer obligations – what you need to do

1. Appoint a DEWS Authorised Signatory. The entity must appoint one of its authorised signatories to execute the DEWS Deed of Participation through the DIFC Portal after incorporating the entity. This step is mandatory before any employee can be enrolled into DEWS.
2. Enroll the entity with DEWS. Once the authorised signatory is appointed, the entity must complete its registration on the DEWS platform.
3. Enroll employees. All eligible employees must be enrolled into DEWS on or before completion of their probation period.
4. Make monthly employer contributions. Employers must contribute 5.83% of basic salary for employees with less than five years of service and 8.33% for employees with more than five years of service.

Exemptions and alternative schemes

If the entity or certain employees qualify for an exemption, the entity must apply through the DIFC Portal for a DEWS Exemption Certificate or a DEWS Certificate of Compliance.

Compliance and enforcement

DEWS participation and contributions are mandatory under DIFC Employment Law. Failure to enroll employees or make timely contributions may result in financial penalties.

Support and further information

DEWS Support: dews.support@zurich.com
For DIFC guidance, please click here.

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6. Taxation in the UAE: VAT and Corporate Tax

As part of setting up your company in DIFC, it is important to understand your tax obligations in the UAE. The UAE has a Value Added Tax (VAT) regime and a Corporate Tax (CT) framework that may apply to your business depending on your activities and revenue.

Tax regulations may evolve, and specific obligations depend on your business activity. You are encouraged to consult with a qualified tax advisor or the Federal Tax Authority for the most up-to-date guidance.

Value Added Tax (VAT)

VAT is a 5% indirect tax applied to most goods and services in the UAE.

Who needs to register?

You must register for VAT if:

- Your taxable supplies exceed AED 375,000 annually (mandatory registration).
- You may choose to register voluntarily if revenue exceeds AED 187,500.

When should you register?

- Registration should be completed within 30 days of crossing the threshold.
- Early registration is recommended if you expect to exceed the threshold soon.

How to register

- Register online via the Federal Tax Authority (FTA) portal.
- You will receive a Tax Registration Number (TRN) upon approval.

Filing and compliance

- VAT returns are typically filed quarterly (sometimes monthly).
- Payment is due within 28 days after the end of the tax period.
- You must maintain proper invoices and records.

Corporate Tax (CT)

Corporate Tax is a 9% tax on net profits of businesses in the UAE.

Who does it apply to?

- Applies to all UAE businesses, including DIFC companies.
- Free zone entities (like DIFC) may benefit from 0% tax on qualifying income.

Key thresholds:

- 0% tax on taxable income up to AED 375,000.
- 9% tax on income above AED 375,000.

When should you register?

- All companies must register for Corporate Tax, regardless of income.
- Registration deadlines are issued by the FTA (based on license issuance timelines).

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How to register

- Register via the FTA portal.
- A Corporate Tax Registration Number will be issued.

Filing and compliance

- Corporate Tax returns are filed annually.
- Filing is due within 9 months after the end of your financial year.
- Financial statements must be maintained.

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