Special Purpose Vehicle (SPV)

Handbook

Table of Contents

1. Special Purpose Vehicle (SPV) 3
2. Setting up in DIFC 5
3. Fees 15
4. Compliance calendar 16
5. Taxation in the UAE: VAT and Corporate Tax 17

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1. Special Purpose Vehicle (SPV)

Special Purpose Vehicles (SPVs), established in the DIFC as Prescribed Companies, are passive holding companies designed to ring-fence and isolate assets and liabilities. Their primary purpose is to mitigate financial and legal risk by separating specific assets or transactions from the wider activities of a corporate group or individual shareholder.

SPVs are commonly used for asset holding, investment structuring, and risk management purposes. A DIFC SPV offers several key advantages:

- **Asset protection and risk ring-fencing:** SPVs enable the segregation of assets and liabilities, providing protection against financial and legal exposure arising from unrelated activities.
- **Cost-effective structure:** SPVs are economical to establish and maintain, with set up fees starting from USD 1,100.
- **Fast and straightforward setup:** the registration process is simple and efficient, allowing for quick establishment.
- **Open regime:** the SPV regime is open to any applicant with no nexus requirements, subject to compliance with the Prescribed Company Regulations and applicable DIFC laws.

1.1 Appointment of a Corporate Service Provider

To set up a Prescribed Company (PC) in the DIFC, an entity is required to appoint a DIFC-licensed Corporate Service Provider (CSP). The CSP acts as the PC's primary administrative and compliance interface with the DIFC Registrar of Companies. For the list of DIFC License Corporate Services Providers, please click here.

This requirement applies from incorporation and on a continuing basis, unless the Prescribed Company qualifies as an Exempt Prescribed Company (Exempt PC).

1.2 Exempt Prescribed Companies

A Prescribed Company may qualify as an Exempt Prescribed Company (Exempt PC) where it meets the exemption criteria set out in the DIFC Prescribed Company Regulations. Exempt PCs are not required to appoint a Corporate Service Provider under the Regulations, although they may choose to do so on a voluntary basis.

A Prescribed Company qualifies as an Exempt PC if it is controlled by any of the following:

- A "Registered Person": an entity registered in the DIFC, excluding VCCs, Foundations, Non-profit Incorporated Organisations (NPIOs), and other Prescribed Companies.
- An "Authorised Firm": a person authorised by the Dubai Financial Services Authority (DFSA), or licensed by a recognised financial services regulator, to carry on one or more regulated financial services (except operating a representative office).

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- A "Government Entity": this includes:
  - the Federal Government of the UAE;
  - the Government of Dubai or any other UAE Emirate;
  - a government of a Recognised Jurisdiction;
  - an entity controlled by any of the above governments; or
  - an entity in which a UAE government entity (as listed above) holds, directly or indirectly, at least 25% ownership (or such other percentage as approved by the DIFCA).
- A Publicly Listed Entity: a body corporate with any class of its securities listed on a recognised securities exchange.

A Prescribed Company is considered to be "controlled" by a person if that person has the power to ensure that the Prescribed Company's affairs are run in accordance with the person's wishes, whether through holding shares or voting power (directly or indirectly) in the Prescribed Company or through powers given by the Prescribed Company's Articles of Association (or other governing document).

To view the list of Recognised Jurisdictions and Recognised Stock Exchanges, please refer to the Exempt Entitles section in Guidance on Exempt Entities under UBO Regulations.

1.3 Registered Address requirements

A Prescribed Company (PC) established under the DIFC Prescribed Company Regulations is a passive holding entity. As such, it cannot maintain its own leased office premises or have employees.

A Prescribed Company must have its registered office in the DIFC. Depending on its exempt status, a Prescribed Company may satisfy this requirement in one of the following ways:

- Non-Exempt Prescribed Companies (Non-Exempt PCs)

A Non-Exempt PC must use the registered office address of its appointed Corporate Service Provider (CSP) as its registered address in the DIFC, with the CSP's written consent.
Exempt Prescribed Companies (Exempt PCs)

- An Exempt PC may share the DIFC registered office address of an "Affiliate" (i.e. an entity that is under the same "Control" as the PC), provided that:
  - the Affiliate is the owner / lease holder of the registered office address;
  - the Affiliate is a DIFC registered entity that is not a Foundation, Variable Capital Company (VCC), another Prescribed Company (PC), or a Non-Profit Incorporated Organisation (NPIO);
  - the registered office address is not located in retail premises; and
  - the Affiliate consents in writing.

Alternatively, an Exempt PC may choose to appoint a CSP and share its registered office

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address, provided the CSP gives its written consent.

For the purposes of the above, "Control" means having the final say over how a company is run, whether through owning shares, holding voting rights (directly or indirectly), or under its constitutional documents.

For more details about Prescribed Companies and the detailed definitions of some of the terms used, please refer to the Prescribed Company Regulations.

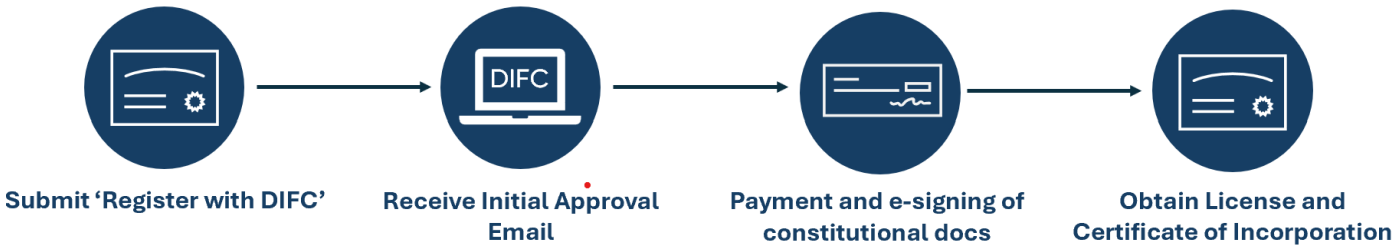
2. Setting up in DIFC

To incorporate an SPV in the DIFC, the application must be submitted through the DIFC Portal. If you already have portal access, to begin your application, click on the "Add New Entity" button located in the top-right corner of the page.

If you do not have portal access, please set up your access via this link to start the incorporation process.

Set up process

Establishing a Prescribed Company in DIFC is a simple four-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 registration 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 working days. This confirms that the application has passed the preliminary review stage.

3. Payment and e-signing of constitutional documents
   - The portal will initiate a Docusign envelope for the electronic execution of the Articles of Association.

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- Payment of applicable fees (including the license, certificate, data protection fees) must be completed to proceed.

4. Obtain License & Certificate of Incorporation
   Upon successful completion of all updates and payments, DIFC will issue the company license and the Certificate of Incorporation or Registration.

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 (Select Prescribed Company). - The type of setup (new entity, branch, or transfer from another jurisdiction). - Your capacity in relation to the entity being registered. 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.
Entity Background	This section asks you to confirm whether the entity being registered has a parent entity. If the entity has a parent, you must provide:

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	- 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 established 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.
	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.
Exempt applicant	This section allows a PC to indicate whether it meets the exemption criteria. An Exempt PC is not required to appoint a Corporate Services Provider (CSP). A PC is an Exempt PC where it is controlled by one or more of the following: - A "Registered Person": an entity registered in the DIFC, excluding VCCs, Foundations, Non-profit Incorporated Organisations (NPIOs), and other Prescribed Companies. - An "Authorised Firm": a person authorised by the Dubai Financial Services Authority (DFSA), or licensed by a recognised financial services regulator, to carry on one or more regulated financial services (except operating a representative office).

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	- A "Government Entity": this includes:
	  o the Federal Government of the UAE;
	  o the Government of Dubai or any other UAE Emirate;
	  o a government of a Recognised Jurisdiction;
	  o an entity controlled by any of the above governments; or
	  o an entity in which a UAE government entity (as listed above) holds, directly or indirectly, at least 25% ownership (or such other percentage as approved by the DIFCA).
	- A Publicly Listed Entity: a body corporate with any class of its securities listed on a recognised securities exchange.

Business Activities	A Prescribed Company may only conduct the business activity of a Holding Company.
Entity Name	Enter the proposed name of the entity. You can check whether the name is available by selecting "Check Availability." The proposed name must: - End with "Limited" or "Ltd." to reflect the legal structure of the entity. - Comply with the DIFC Naming Policy. - Reflect the business activity to be carried out by the entity. For example, if the entity will operate as a holding company, the word "Holding" must be included in the name.
	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
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 Prescribed Company:** A prescribed company must appoint the following stakeholders: - At least one Shareholder This may be an individual, a body corporate, or a government entity. - At least one Director

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	The director must be 18 years of age or over. - 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. - The appointment of a company secretary is optional. **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

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	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: 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.*

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	Upload a curriculum vitae (CV) or brief biography of the individual 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 prescribed 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

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	further details, please refer to the DIFC UBO Regulations.
	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.
Corporate Services Provider	This section allows the PC to indicate whether it has appointed a Corporate Services Provider (CSP). Where a PC is classified as a non Exempt PC, it is required to appoint a CSP that is licensed by the Dubai Financial Services Authority (DFSA).
	Document: Evidence of Consent or Letter of Appointment *Required only if a CSP has been appointed* Upload evidence of consent or a letter of appointment issued by the CSP.
Registered Address	This section will indicate that the Prescribed Company is sharing its registered address with either its appointed Corporate Service Provider or an affiliated entity registered in the 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

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	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. - 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.

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	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	**Articles of Association (AoA)** You are required to specify the format of the Articles of Association to be adopted by the entity. DIFC provides a standard Articles of Association template, which is automatically generated by the portal. If the entity wishes to adopt customised articles, the "Modified" option must be selected.
Fit and Proper Questionnaire	Complete the standard Fit and Proper Questionnaire. Your responses will be used to assess whether the Private 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** *Required for Body Corporate Shareholders only* Upload a resolution of the Board of Directors confirming the following: - The approval and authorisation to incorporate the Prescribed Company in DIFC. - Confirmation that the Articles of Association have been duly adopted by the entity. - The appointment of the authorised signatories to be listed on the DIFC-issued license. Please ensure that the names exactly match those entered on the portal. - The appointment of the individual authorised to sign the Articles of Association on behalf of the entity. The name must match the details provided in the portal application. 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: Articles of Association *Required only if the Articles of Association are adopted in a modified format* Upload the Company's modified Articles of Association in PDF format. The document must not be signed at this stage. Following review and approval by DIFC Services, the Incorporators will be invited to electronically sign the Articles of Association via DocuSign. DIFC Services will initiate the DocuSign signing process.
	Document: Statement of Incorporators *Required for modified Articles of Association only* If the Company is adopting non-standard Articles of Association, you

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	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: 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.

3. Fees

Service	Fees
Registrar of Companies	
Incorporation fees	
A Prescribed Company	$ 100
License fees upon incorporation and annually **(An additional fee of AED 20 is applicable for Knowledge and innovation fees)**	
A Prescribed Company	$ 1,000
Data Protection	
To inform the DP Commissioner that the entity processes personal data	$ 750 (Non-Financial)
To inform the DP Commissioner that the entity does not process personal data	Nil

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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 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 Accounts	Within seven (7) months from the end of the financial year, where the company is a non-small private company[1]; and Within nine (9) months from the end of the financial year, for all other private companies.	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

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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

[1] A small private company is a company with less than or equal to 20 shareholders or an annual turnover of less than or equal to USD 5 million.

5. 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.

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- 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).

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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