Non-Financial Checklist Limited Partnership (LP)

Non-Financial and Retail Handbook

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1. Limited Partnership (LP)

To set up an entity as a Limited Partnership, a few conditions must be fulfilled. There must be:
- A minimum of 2 Partners, at least one General Partner and one Limited Partner.

For more details about the legal structure of a Limited Partnership, refer to Limited Partnership Law, Law No. 4 of 2006 and the Limited Partnership Regulations.

2. Setting up in DIFC

To set up a Limited Partnership in 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

Establishing a partnership in 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 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 to 5 working days. This confirms that the application has passed the preliminary review stage.

3. Registered Address
   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:

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- 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 Partnership Agreement 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 Incorporation
   Upon successful completion of all updates and payments, DIFC will issue the company license and the Certificate of Incorporation.

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 New,branch) - The legal structure (Select Partnership) - The Partnership type (Limited Partnership) - 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.

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	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: - 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 partnership 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 partnership'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 proposed name of the entity. You can check whether the name is available by selecting "Check Availability." The proposed

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	name must: - End with "'Limited Partnership" or "LP." 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 Partnership, 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.*
Stakeholders	This section allows you to add individuals or entities in the following roles: General Partner, Limited Partner, Senior Management, or Authorised Signatory. **Required Roles for a Limited Partnership** A Partnership must appoint the following stakeholders: - At least 2 Partners Limited Partner and General Partner This may be an individual, a body corporate, or a government entity. - At least 1 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 1 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: - General Partner - Limited Partner 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

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	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 General Partner, Limited Partner* Upload a clear copy of the passport, ensuring that the personal details page is fully visible.
	Document: CV or Stakeholder Biography *Required for individual partner appointed as general and limited partner* 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* 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 partner has authorised another person to sign the Partnership Agreement 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.
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

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	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 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 Limited Partnership, an ultimate beneficial owner (UBO) is any individual who meets one or more of the following conditions: - Any natural person who has the legal right to exercise, or actually exercises, significant control or influence over the activities of the LP and is identified as a UBO as per the DIFC UBO Regulations. - If no natural person is identified as an Ultimate Beneficial Owner, any natural person upon whose instructions the Registered Person or its Governing Body is required or is accustomed to act, shall be an Ultimate Beneficial Owner. - For further details, please refer to the DIFC UBO regulations. DIFC

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	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.
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:

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	- 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. 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	**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

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	by the system and sent together with the Partnership Agreement 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 Partnership 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 Body Corporate Partners** Upload a resolution of body corporate partner confirming the following: - authorises the registration of the partnership in DIFC. - appoints the person authorised to sign on behalf of the partnership in relation to the registration of the new partnership in DIFC.; and - Appointment of the authorised signatories to be reflected on the DIFC-issued commercial licence. Please ensure that the names stated in the resolution exactly match the names entered in the DIFC portal. The 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: Partnership Agreement Upload the Limited Partnership Agreement 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: Designated Non-Financial Business or Profession (DNFBP) In Principle Approval *Required only if the Partnership 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 Partnership 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.
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		
Registration fee		
A Limited Partnership	$4,000	$1,700
License fees upon incorporation and annually **(An additional fee of AED 20 is applicable for Knowledge and innovation fees)**		
A Limited Partnership	$12,000	$5,100
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	

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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 Limited Partnerships that have indicated the processing of personal data at the time of onboarding only.	No
Commercial License Renewal and Confirmation Statement	On the expiry date of license and no later than (30) days after license expiry	Yes
Annual Accounts	Accounts, within 7 months from the end of the financial year, where the Limited Partnership is a financial firm or is registered as Designated Non-Financial Businesses and Professions (DNFBPs) Accounts, within 9 months from the end of the financial year, for all other Limited Partnerships.	Yes
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 Limited Partner (s) or General Partner (s)	Within 30 days of any change	No
Conversion of General Partner(s) into Limited Partner(s) or Limited Partner(s) into General Partner(s)	Within 30 days of any change	No
Amendment of the Partnership Agreement	Within 30 days of any change	No
Change of Ultimate Beneficial Owner (s)	Within 30 days of any change	No
Change of Authorised Signatory (s) on Commercial License	Within 30 days of any change	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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