

24 July 2025

Carlyle MENA Advisors Limited  
Unit 1, 5th floor  
Al Sarab Tower  
Abu Dhabi Global Market Square  
Al Maryah Island  
Abu Dhabi  
United Arab Emirates

Attention:

[REDACTED]

[REDACTED]

Sent by e-mail:

[REDACTED]

Dear Sirs

#### CONFIRMATION OF DECISION IN RELATION TO PENALTY IMPOSED FOR CONTRAVENTIONS OF THE COMMON REPORTING STANDARD REGULATIONS 2017

1. The FSRA of the ADGM hereby confirms its decision to impose a penalty on Carlyle MENA Advisors Limited (“CMA”) pursuant to subsection 9(1) of the Regulations. This notice is issued pursuant to Article 7(5) of the Cabinet Resolution which applies pursuant to the Regulations following due consideration of an appeal submitted by CMA on 27 June 2025 in response to a notice from the FSRA dated 30 May 2025 (“May Notice”).

#### DEFINED TERMS

2. The meaning of any defined term used in this notice is provided either at its first occurrence in parentheses or in Annexure A.

#### SUMMARY

3. The FSRA considers that CMA has classified itself as an RFI for the purposes of the Regulations.
4. The FSRA considers that CMA has failed to submit:
  - a. its Risk Assessment by the Filing Deadline, in contravention of subsection 6(1) of the Regulations; and
  - b. the required Annual Return for RY2023 by the Filing Deadline, in contravention of subsection 6(1) of the Regulations,

FINANCIAL SERVICES REGULATORY AUTHORITY  
سلطة تنظيم الخدمات المالية

ADGM Building, ADGM Square, Al Maryah Island, PO Box 111999, Abu Dhabi, UAE  
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and accordingly, subsection 9(1)(b) of the Regulations applies.

5. The FSRA has decided to impose a penalty of AED 50,000 on CMA pursuant to subsection 9(1) of the Regulations and the penalties set out in the Cabinet Resolution.

## BACKGROUND

6. On 13 February 2023, CMA submitted an entity self-certification to the FSRA, classifying itself as an investment entity and thus an RFI for the purposes of the CRS. CMA classified itself in the same self-certification as a deemed compliant foreign financial institution for the purposes of FATCA.
7. On 13 May 2024, the FSRA emailed CMA to inform it that the AEOI Portal was open for RFIs. CMA was requested to register or review its information on the AEOI Portal and amend it if necessary. The email stated that the next stage of the reporting cycle after registration would be filing Annual Returns and Risk Assessments.
8. On 31 May 2024, the FSRA emailed CMA, attaching FCCP Notice No. 44 concerning opening the AEOI Portal to submit Annual Returns and Risk Assessments. The notice advised that the AEOI Portal was open for filing Annual Returns and Risk Assessments, subject to registration having been completed and authorised (where applicable). It reminded RFIs of the Registration and Filing Deadlines.
9. On 10 June 2024, the FSRA emailed CMA, reminding it of the Registration and Filing Deadlines. The email clarified that failure to complete registration (where necessary) by the Registration Deadline could impact a RFI's ability to file by the Filing Deadline. The email advised that failure to file Annual Returns and Risk Assessments by the Filing Deadline would result in penalties being applied.
10. On 25 June 2024, the FSRA sent an email to CMA reminding it that, if not yet completed, it needed to have its registration authorised by the FSRA and then file any required Annual Returns or Risk Assessments by the Filing Deadline to avoid penalties applying.
11. On 27 June 2024, the FSRA sent an email reminder to CMA of the Filing Deadline for Annual Returns and Risk Assessments. The email advised that failure to file on time would result in penalties being applied.
12. On 9 July 2024, the FSRA emailed CMA to inform it that it had not met its reporting obligations pursuant to the Regulations for RY2023. The FSRA informed CMA that this non-compliance would result in the application of penalties and urged it to fulfil its compliance obligations without delay.
13. On 9 July 2024, CMA responded, stating that it had been classified as a registered deemed-compliant financial institution, that it understood that there were no further filing requirements and that it was not technically possible to add a reporting period for a registered deemed-compliant financial institution. Further, CMA stated that it had not undertaken any activities that would classify it as a financial institution under the CRS.
14. On the same day, the FSRA sent an email to the CMA acknowledging that the CMA had self-classified as a non-reporting financial institution by being registered as deemed-compliant for FATCA. However, the FSRA noted CMA's self-certification as an investment entity for

CRS and the Regulations as referenced in paragraph 6 above. The FSRA also emphasised the business activities the FSRA understood CMA to be undertaking. The FSRA requested that CMA clarify how it would not be considered an investment entity, and thus an RFI, for the purposes of the Regulations. It also requested that CMA provide an updated entity self-certification form for RY2023 if the previous self-certification was incorrect. The FSRA received no further information from CMA in response to its email.

15. To date, CMA has failed to submit:

- a. its Risk Assessment; and
- b. its Annual Return,

and accordingly, the FSRA considers CMA to have contravened subsection 6(1) of the Regulations.

#### CONSIDERATION OF APPEAL

16. In the May Notice, the FSRA imposed a penalty of AED 50,000 on CMA.

17. Under subsection 9(2) of the Regulations and Article 7(1) of the Cabinet Resolution, CMA had the opportunity to appeal against the FSRA's decision as set out in the May Notice.

18. On 27 June 2025, CMA submitted its appeal to the FSRA.

19. In its appeal, CMA asked the FSRA to consider certain matters, as follows:

##### Inability to access the AEOI portal

- a. CMA stated it had been unable to access the AEOI portal as its registration remained unauthorised within the system, and that accordingly it had been unable to submit either the Nil Return or the Risk Assessment as at the date of its appeal.
- b. CMA stated that it had contacted the ADGM on 24 June 2025 to expedite authorisation in order to fulfil the outstanding requirements for both 2023 and 2024.

##### No reportable accounts or relevant activity in RY2023

- c. CMA stated that it did not maintain any reportable financial accounts or conduct reportable activity during RY2023, and that if it had had access to the AEOI portal, it would have filed a Nil Return.

##### Good faith and cooperation

- d. CMA stated that it had consistently engaged with the FSRA and relevant authorities in good faith, and was committed to fulfilling all of its compliance obligations and that it was actively working to resolve the AEOI portal access issue.

##### Proportionality and administrative nature of the contravention

- e. CMA stated that the penalty was not proportionate in the circumstances and requested a full waiver of the penalty given the pure administrative nature of the contravention and the absence of any substantive non-compliance or impact.
20. The FSRA has considered the grounds submitted in support of CMA's appeal.
  21. In relation to CMA's representations in paragraph 19 above, the FSRA notes that:
    - a. In response to paragraph 19(a), CMA had submitted Annual Returns for RY2022 on 28 July 2023, indicating that CMA's registration on the AEOI portal had already been authorised in a previous reporting year. The FSRA's records show that CMA was authorised to submit its RY2023 Annual Return(s) via the AEOI portal, but had not done so for RY2023. In addition, CMA submitted its Annual Return for RY2024 on 30 June 2025, demonstrating that it had access to the AEOI portal.
    - b. In response to paragraph 19(b), CMA's email dated 24 June 2025 regarding authorisation on the AEOI portal was sent nearly 12 months after the Filing Deadline for RY2023. Even though CMA makes reference to its attempts to make submissions for RY2023 and 2024 in its email, the authorisation requests received from CMA appear to be in relation to RY2024 and not for RY2023.
    - c. In response to paragraph 19(c), this has been noted and reflected in the level of penalty imposed pursuant to the Cabinet Resolution.
    - d. In response to paragraph 19(d), CMA's representations are noted.
    - e. In response to paragraph 19(e), the penalties for failure to submit the Risk Assessment and a Nil Return for RY2023 are prescribed by Articles 5(3)(b) and 5(6)(a) of the Cabinet Resolution.
  22. Given the facts and matters set out above, and having given due consideration to CMA's appeal, the FSRA has decided to confirm its decision to impose a penalty of AED 50,000 on CMA.

#### PENALTY

23. The FSRA considers that CMA contravened subsection 6(1) of the Regulations, by failing to comply with Article 4(3) and 4(7) of the Cabinet Resolution, and accordingly subsection 9(1) of the Regulations applies.
24. The penalties for the relevant contraventions are set out in Articles 5(3)(b) and 5(6)(a) of the Cabinet Resolution.
25. The total penalty imposed by the FSRA on CMA is AED 50,000.
26. The breakdown of the penalty imposed by the FSRA on CMA pursuant to the Regulations is as follows:

Reference	Contravention	Penalty (AED)
Article 5(3)(b) of the Cabinet Resolution	An RFI fails to submit a Nil Return in accordance with the timeframe stipulated.  An RFI continues not to rectify the failure.	10,000 + 30,000 (1,000 per day up to a maximum of 30,000)
Article 5(6)(a) of the Cabinet Resolution	An RFI fails to comply with any other provision(s) of the CRS Cabinet Resolution	10,000

## PROCEDURAL MATTERS

### Manner and time for payment of penalty

27. Pursuant to Article 6(4) of the Cabinet Resolution, the penalty imposed pursuant to this notice is to be paid by CMA within fifteen (15) business days from the date of this notice, i.e. on or before 15 August 2025.
28. Payment of the penalty can be made by electronic funds transfer into the following account:

Account Name	[REDACTED]
Account Number	[REDACTED]
IBAN Number	[REDACTED]
Account Type	[REDACTED]
Bank Name	[REDACTED]
Swift Code	[REDACTED]
Reference	[REDACTED]

29. If the penalty or any part of it remains outstanding on the date it must be paid, the obligation to make the payment is enforceable as a debt by the FSRA.

### Publicity

30. The FSRA will generally publish, in a manner we consider appropriate and proportionate, information and statements relating to enforcement action. Accordingly, the FSRA will publish relevant information about the decision in this notice, including the notice itself, as the FSRA considers appropriate. The publication of enforcement outcomes is

consistent with the FSRA's commitment to open and transparent processes and our objectives.

Yours sincerely,



Mr. Adrian Bock  
Executive Director – Enforcement  
Abu Dhabi Global Market Financial Services Regulatory Authority

## ANNEXURE A

In this notice, unless the context otherwise requires -

ADGM	means Abu Dhabi Global Market.
AEOI portal	means the Automatic Exchange of Information portal made available by the MOF.
Annual Return	means the annual information return required to be filed pursuant to the Regulations and includes a Nil Return.
Cabinet Resolution	means the UAE's Cabinet of Ministers Resolution No. 93 of 2021 Implementing Certain Provisions of the Multilateral Administrative Agreement for Automatic Exchange of Information.
CRS	means the standard for automatic exchange of financial account information developed by the OECD as implemented in the UAE, currently set out in the 'Automatic Exchange of Financial Account Information Regulations' attached to the Guidance notes for the Common Reporting Standard dated 3 August 2020 issued by the UAE Competent Authority, as may be amended or superseded from time to time.
FATCA	means the Foreign Account Tax Compliance Act of the United States of America.
Filing Deadline	means the deadline for filing Annual Returns and Risk Assessments in the AEOI Portal, being 30 June 2024.
FSRA	means the Financial Services Regulatory Authority.
MOF	means the Ministry of Finance.
Nil Return	has the meaning set out in the Cabinet Resolution.
Regulations	means the Common Reporting Standard Regulations 2017.
RFI	means a Reporting Financial Institution, as defined in the Regulations.
Registration Deadline	means the deadline for an RFI to register in the AEOI Portal, being 14 June 2024.

Risk Assessment	means the risk assessment required to be filed by the MOF and requested by the FSRA in connection with its administration of the Regulations.
RY2023	means the 2023 reporting year for the purposes of compliance with the Regulations.