



MONETARY PENALTY NOTICE ("NOTICE")
ISSUED PURSUANT TO SECTION 19(2) OF THE
BENEFICIAL OWNERSHIP AND CONTROL REGULATIONS 2018 ("BOCR 2018")

To: **MASDAR USA TWO HOLDING RSC LTD (000004031) ("MUT")**

Overview

1. The Registration Authority (the "RA") of Abu Dhabi Global Market ("ADGM") has determined that MUT has contravened section 5 of BOCR 2018 for the reasons set out below.
2. This Notice issued by the RA requires MUT to pay a fine of **USD 300** by no later than 01 March 2024 pursuant to section 19 of BOCR 2018.

Failure to Comply with Section 5 of BOCR 2018

3. Section 5 of BOCR 2018 states as follows:

When there has been an amendment or change in the particulars contained in the record of beneficial owners an ADGM Person, within 15 days of the date of an amendment or change of such record of beneficial owners, the ADGM Person must submit a notice to the Registrar of the amendment or change and the date on which it occurred, to the best of its knowledge.

4. As a company incorporated under the Companies Regulations 2020, MUT is an "ADGM Person" as defined in section 27 of BOCR 2018.
5. On 22 August 2023 (the "Filing Date"), MUT filed a "Notice of Appointment and Cessation of Beneficial Owners" with the RA ("MUT Filing").
6. The MUT Filing informed the RA that on 24 May 2023 the ("Appointment and Cessation Date") MUT underwent changes in its beneficial ownership that required notice to the RA, specifically the cessation of a number of individuals as beneficial owners (**Annexure A**).
7. The period between the Appointment and Cessation Date and the Filing Date is greater than the required maximum of 15 days for providing notice of such changes to the RA, as mandated by section 5 of BOCR 2018.



Determination to impose a financial penalty

8. Section 17 of BOCR 2018 states as follows:

An ADGM Person who fails to comply with these Regulations, or any rules made under these Regulations is guilty of an offence and liable to a fine as prescribed under section 19.

9. Under section 19(4) of BOCR 2018, the amount of any fine determined by the RA must not exceed a level 7 fine, i.e. up to USD 25,000.

10. Given the facts set out above in paragraphs 5-7, the RA has determined that MUT has failed to comply with section 5 of BOCR 2018.

11. Accordingly, the following fine is imposed on MUT by the RA:

USD 300.

Procedural Matters

12. On 11 January 2024, the Registrar issued MUT with a notice of proposed monetary penalty notice in which it proposed to impose on MUT financial penalties in the amount of USD 300 ("Proposed Monetary Penalty Notice").

13. MUT was provided with an opportunity to make written representations regarding the Registrar's concerns and the actions proposed.

14. On 20 January 2024, the Registrar received confirmation, via MUT's representative, that MUT does not contest the financial penalty proposed in the Proposed Monetary Penalty Notice.

15. Having taken into account the facts, matters and circumstances of the contravention and the representations, the Registrar has decided to impose on MUT a financial penalty in the amount of USD 300.

Review by the ADGM Courts

16. Section 19(7) of BOCR 2018 states as follows:

A person, who receives a monetary penalty notice under this section, may refer the matter to the Court for review of–

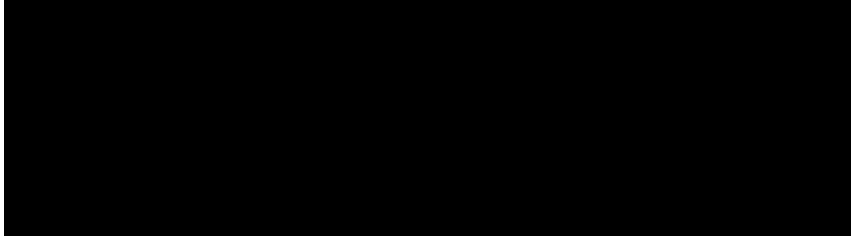
(a) the issue of the monetary penalty notice.



(b) the amount of the fine specified in the notice.

Payment of the Fine and Publication

17. This fine may be paid at any time before 5:00 pm on 01 March 2024, by forwarding payment to the RA (please refer to the invoice attached as **Annexure B** to this Notice for details on making payment).
18. Should MUT pay this fine prior to 5:00 pm on 01 March 2024, pursuant to section 19(9)(a)(i) of BOCR 2018, no proceedings will be commenced by the RA against MUT in respect of the contravention set out in this Notice.
19. Should MUT not pay the full amount of the fine prior to 5:00 pm on 01 March 2024 or make a referral to the Court under section 19(7), then the RA may apply to the Court to take any necessary steps to recover that part of the fine that remains unpaid to the RA pursuant to section 19(9)(b) of BOCR 2018.
20. The RA may publish details of the matter to which this Notice relates in accordance with section 19(11) of BOCR 2018.



Tim Land

Delegate of the Registrar

31 January 2024

Abu Dhabi Global Market Registration Authority

Annexure A – Relevant Extracts of RA's Records

Annexure B – Invoice

REGISTRATION AUTHORITY
سلطة التسجيل