

**FINAL NOTICE ISSUED UNDER
SECTION 936 OF THE
COMPANIES REGULATIONS 2020**

To: AC HOLDING LIMITED

Attention: Mr. Christopher Flinos

Email: [REDACTED]

Date: 20 March 2025

1. ACTION

1.1 This Final Notice ("Notice") is issued under section 936 of the Companies Regulations 2020 ("CR 2020").

1.2 For the reasons given in this Notice, the Registrar of Abu Dhabi Global Market ("ADGM") Registration Authority ("RA") has decided to impose on AC Holding Limited with ADGM Registration No. 000001566 ("ACH ADGM") the following financial penalties:

1.2.1 **USD 100,000** for the contravention of section 984 of CR 2020 – (general false statement) for a total of 4 false annual accounts filed with the RA; and

1.2.2 **USD 200,000** for the contravention of section 857 of CR 2020 – (fraudulent trading) for various fraudulent schemes.

1.3 This Notice is issued to ACH ADGM only. Other persons may be referred to in this Notice due to their factual connection to the matter under the Notice. This Notice does not construct a determination by the Registrar or ADGM that any other person other than ACH ADGM has committed contraventions of ADGM's enactments or subordinate legislation, nor is it a reflection upon any other person or entity.

2. EXECUTIVE SUMMARY

2.1 The RA has decided to take the action set out in this Notice as it considers that ACH ADGM:

2.1.1 Filed four annual accounts for the years 2019, 2020, 2021 and 2022 with the RA containing false information about its balances.

2.1.2 Carried out business activities to use the SPV licence to facilitate payments and mislead a number of parties about the true nature of the transactions that were being processed through the bank accounts maintained by ACH ADGM, concealed that the transactions were related to virtual assets, misleadingly claimed that ACH ADGM is an

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investment company providing financial services, falsely purported that it contracted with a number of clients, and maintained a misleading website.

- 2.2 Given the nature of the contravention, the RA considers it appropriate in the circumstances to impose financial penalties on ACH ADGM.

3. DEFINED TERMS AND RELEVANT REGULATIONS

- 3.1 Defined terms are identified in the Notice in parentheses, using the capitalisation of the initial letter of a word or of each word in a phrase, and are either defined in the Regulations, or in the body of this Notice at the first instance the term is used. Unless the context otherwise requires, where capitalisation of the initial word is not used, an expression has its natural meaning.
- 3.2 Extracts of Regulations and Rules referred to in this Notice are attached in **Annexure A**. Complete copies of the Regulations and Rules are accessible on the ADGM website www.adgm.com/legal-framework/rules-and-regulations.

4. FACTS AND MATTERS SUPPORTING THE ACTION

A. Background

- 4.1 On 8 August 2018, ACH ADGM was incorporated in ADGM and licensed to undertake business activities as a Special Purpose Vehicle ("SPV").
- 4.2 From 8 August 2018 to 20 April 2020, Mr. Christopher Flinos ("Mr Flinos") and Director A¹ were the registered directors of ACH ADGM. On 20 April 2020, Director A ceased to be a director of ACH ADGM and Mr Flinos is currently the sole director of ACH ADGM.
- 4.3 Mr Flinos is also the current sole beneficial owner and shareholder of ACH ADGM.
- 4.4 AC Limited is a Financial Services Regulatory Authority ("FSRA") regulated entity with Financial Services Permission ("FSP") 190016 ("AC Limited"). AC Limited obtained its FSP on 23 December 2021 for the regulated activities of Arranging Deals in Investments and Providing Custody with respect to Accepted Virtual Assets as defined in the Financial Services and Markets Regulations 2015 ("FSMR 2015").
- 4.5 The following limitation(s) and stipulation(s) apply to AC Limited's FSP:

¹ Anonymised term has been used throughout the Notice

- a. AC Limited is not permitted to deal with Retail Clients, as defined in the Conduct of Business Rulebook (COBS);
 - b. AC Limited's Regulated Activities are restricted to allowing only the use of Bitcoin (BTC) and Ethereum (ETH) on its platform (as Accepted Virtual Assets); and
 - c. AC Limited's Regulated Activities are restricted to USD 1 million in total assets (Fiat and Accepted Virtual Assets) and a maximum of 100 clients across trading and custody activities.
- 4.6 Mr Flinos is the Senior Executive Officer and Licensed Director of AC Limited.
- 4.7 AC Limited forms part of a group of companies, beneficially owned by an entity domiciled in the Cayman Islands ("Cayman Entity²"). Cayman Entity is beneficially owned by Mr Flinos (34.256%) and by Director A (11.379%). Cayman Entity is the 100% shareholder of AC Limited and Mr Flinos is a shareholder, director and the Chief Executive Officer of the Cayman Entity.
- 4.8 The Cayman Entity was the body corporate shareholder of ACH ADGM from 7 January 2019 to 20 April 2020.
- 4.9 AC Limited provides fiat currency to virtual asset conversion services.
- 4.10 Cayman Entity is a virtual assets provider allowing the conversion of cryptocurrencies to fiat and vice versa for clients.
- B. Exceeding the Scope of Licence
- 4.11 ACH ADGM was incorporated in ADGM as an SPV. An ADGM licensed SPV is a passive entity and not an operational one.
- 4.12 ACH ADGM's permitted business activity under its ADGM commercial licence fall under a Category B classification - Non-Financial, Special purpose vehicle (activity code: 7017).
- 4.13 Since its incorporation in August 2018, ACH ADGM has not applied for any variations of its ADGM commercial licence.
- 4.14 The RA's investigation found that ACH ADGM was used to obtain and maintain bank accounts and act as a payment processor for Cayman Entity clients beyond the scope of its SPV licence. ACH ADGM was maintaining bank accounts and was processing wire transactions into the UAE for the Cayman Entity.

² Anonymised term has been used throughout the Notice

- 4.15 Further, false information and documents were provided to the UAE based banks in order to open and maintain bank accounts for ACH ADGM, which was being presented as an investment company and not related to cryptocurrency.
- 4.16 A minimum of 245 of the Cayman Entity's group of companies clients' settled transactions via ACH ADGM banks accounts.
- 4.17 ACH ADGM during its incorporation at ADGM maintained bank accounts with the following banks:
- a. [REDACTED]:
 - An [REDACTED] bank account was open from 19 September 2018 to 18 October 2022. The bank account was closed by [REDACTED] due to concerns over the account.
 - During the period the [REDACTED] account was open:
 - o Through the [REDACTED] AED account: a total amount of USD 14,727,128.44 was credited and USD 14,691,660.00 was debited; and
 - o Through the [REDACTED] USD account: a total amount of USD 17,272,911.34 was credited and USD 16,879,539.48 was debited.
 - b. [REDACTED]:
 - Subsequently to the closure of the [REDACTED] account, a bank account was opened with [REDACTED] in AED and in USD. The account was opened in November 2022 and closed by Mr Flinos in November 2023. The bank account was closed after being subject to compliance monitoring review by [REDACTED].
 - The [REDACTED] account was mainly used to process payments for the Cayman Entity's group of companies clients and to allow the conversion of cryptocurrencies to fiat and vice versa for clients.
 - During the period the [REDACTED] accounts were open:
 - o A total amount of USD 227,820,138 was received via [REDACTED] accounts.
 - o A total amount of USD 227,819,906 was paid via [REDACTED] accounts.
 - o Out of the USD 227,819,906 paid out of the [REDACTED] accounts, USD 87,464,821 was used for real property transactions through different real estate companies and USD 29,022,162 was transferred to a client based in Columbia.
 - c. [REDACTED]:
 - Based on available bank statements, the bank account was maintained in December 2021 till February 2023. A Signet wallet account was maintained with [REDACTED] Bank that enables the conversion from/to cryptocurrencies. A sample analysis of a single month's bank account statement for the month February 2023 indicates that a total amount of USD 65,720,852.68 was credited in the [REDACTED] account maintained by ACH ADGM and USD 65,720,852.68 was debited.

- Based on a review of the [REDACTED] Bank statements maintained by ACH ADGM from December 2021 to February 2023, it appears that a total of USD 344,344,134 was received and a total of USD 344,379,099 was paid out of the [REDACTED] Bank account.

C. False Information in the Annual Accounts Filed with the RA

- 4.18 Since ACH ADGM's incorporation, the following annual accounts were filed with the RA and signed by Mr Flinos:
- 4.18.1 On 30 September 2020, annual financial statements for the period ended 31 December 2019 were filed with the RA ("2019 Annual Accounts"). The 2019 Annual Accounts stated only USD 61,304 in bank balance.
 - 4.18.2 On 6 September 2022, annual financial statements for the period ended 31 December 2020 were filed with the RA ("2020 Annual Accounts"). The 2020 Annual Accounts stated only USD 240,295 in closing cash and bank balance.
 - 4.18.3 On 3 April 2023, annual financial statements for the period ended 31 December 2021 were filed with the RA ("2021 Annual Accounts"). The 2021 Annual Accounts stated only USD 227,803 in closing cash and bank balance.
 - 4.18.4 On 28 September 2023, annual financial statements for the period ended 31 December 2022 were filed with the RA ("2022 Annual Accounts"). The 2022 Annual Accounts stated only USD 2,510,589 in closing cash and bank balance.
- 4.19 As evidenced from the bank account statements for ACH ADGM during the period beginning from its incorporation until the closure of the last bank account maintained with [REDACTED] bank in November 2023, ACH ADGM transacted and held millions of dollars in client money in its bank accounts.
- 4.20 Accordingly, its 2019 Annual Accounts, 2020 Annual Accounts, 2021 Annual Accounts and 2022 Annual Accounts filed with the RA contained false amounts.

D. Fraudulent Trading

- 4.21 The activities that were carried out by ACH ADGM as an SPV misled a number of parties about the true nature and purpose of the transactions that were being processed through the bank accounts maintained by the SPV. It was concealed that the transactions were related to virtual

assets, it was misleadingly claimed that ACH ADGM is an investment company providing financial services, it was falsely claimed that clients of the Cayman Entity's group of companies were clients of ACH ADGM, and in this respect purposely did not use the trading name of the Cayman Entity with any contacts or on the website to disassociate ACH ADGM from the Cayman Entity to avoid any investigations by authorities in different jurisdictions.

- 4.22 Below are the various instances indicating that ACH ADGM's activities were carried out for the purpose of misleading different parties and therefore the business of ACH ADGM was carried on for a fraudulent purpose.

i. Maintaining Misleading Website

- 4.23 In 2021, Mr Flinos published a website, www.acholdingltd.com, detailing misleading information about the operation, name and business nature of ACH ADGM (the "Website").

- 4.24 The Website included the following:

- a. ACH ADGM name and its ADGM registered address of "24th Floor, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE".
- b. ACH ADGM is misleadingly referred to as "[a]n investment company based in Abu Dhabi".
- c. "info@acholdinglimited.com" was provided as the email contact point, which was used to correspond with a UAE based bank.
- d. The following misleading information was included on the Website:
 - ACH ADGM's vision is to "make investment in projects, fintech businesses, public equity, real estate, trading activities and other companies that provide this opportunity for our clients."
 - ACH ADGM's mission is to "[t]o build and grow a technology based Investment company that builds wealth by buying and selling any public equities, US equities, Bonds, by buying FX, or by making investments in companies and new technologies."
 - ACH ADGM "deals in the provision of Internet Protocol services for Android and iOS applications globally focusing on the African market."
 - ACH ADGM offers "subscriptions for VOIP to vendors for the global VOIP market."
 - ACH ADGM's current investments include: "Food processing facilities in Latin America, Cold storage infrastructure business for fresh produce on its way to retail grocers, value-added processors (Production of new food crops) in Southern Europe, Green energy production (on-farm commercial wind power) in Germany and Netherlands and MultiFamily Residences in Mid Western USA."
 - "No investments into cannabis, weapons, cryptocurrency, or other high-risk industries."
 - "Our investment committee approves all decisions providing the controls needed before making an investment."

- *"We create a series of mutual fund or pooled investment funds."*
- *"We offer financial information to local investors so they can make informed investment decisions."*

4.25 The Website was created and published to give the fictitious appearance that ACH ADGM is providing financial products that are not provided by any of the Cayman Entity's group of companies, and that ACH ADGM's business activities are not related to virtual assets or cryptocurrency.

4.26 The Website was used to mislead the following:

- a. [REDACTED] in connection with bank account openings.
- b. The banks of clients of the Cayman Entity's group of companies.
- c. An introducing broker based in Kenya ("Introducing Broker") requested adding the fictitious services of *"Internet Protocol services for Android and iOS applications. Computer to computer, domestic and mobile VOIP services"* and *"digital marketing, software development, and user experience design"* on the Website to give the misleading impression that the business of ACH ADGM was unrelated to the Cayman Entity's group.

4.27 Mr Flinos, during his compulsory interview with the RA, stated that the Website was being used by the Introducing Broker to help the Introducing Broker *"win business"*.

4.28 Based on a chain of emails between the Introducing Broker and Mr Flinos from 19 October 2022 to 1 February 2023, Mr Flinos and the Introducing Broker were making additional changes and adding additional fictitious products to mislead different parties, including a governmental authority.

ii. *Collusion with Introducing Broker to Mislead Banks and Authorities*

4.29 Due to regulatory implications in relation to cryptocurrency in Kenya, and because no entity is currently licensed to offer money remittance services and products in Kenya using virtual currency such as Bitcoin³, the Introducing Broker based in Kenya had requested to conceal that the transactions relating to the Cayman Entity's clients related to cryptocurrency.

4.30 Based on emails and calls in 2023 between the Introducing Broker and Mr Flinos, the Introducing Broker requested removing all references to the Cayman Entity in contracts entered into with

[REDACTED]

clients, and only referring to ACH ADGM in such contracts and removing any references to crypto currency.

4.31 Based on emails in 2021, the Introducing Broker requested the creation of two contracts, one between the Introducing Broker and the Cayman Entity, which includes the actual services to be provided, and a second fictitious contract that the Introducing Broker presented to banks and a governmental authority. Accordingly, Mr Flinos facilitated the provision of the following to the Introducing Broker:

4.31.1 Falsified business plan dated 16 August 2021 and signed by Mr Flinos, bearing the name (including header and footer) of ACH ADGM with its ADGM registered address. The misleading claims included in this business plan were as follows:

- i. ACH ADGM is an investment company in Abu Dhabi to *“create a technology based Regional Investment company that builds wealth by buying any of Abu Dhabi and Dubai public equities, US equities, Bonds, by buying FX, or by making investments in companies and new technologies”*.
- ii. ACH ADGM’s goals include *“[providing] an equity investment vehicle that local businesses will use”, “[building] wealth for shareholders and for local companies across the region” and “[making] exciting and innovative investments in new technology businesses”*.

4.31.2 A user agreement dated 16 August 2021 between the Cayman Entity and Introducing Broker. This user agreement included a header and footer bearing the name of ACH ADGM with its ADGM registered address. “Assets” under this user agreement was defined as *“any tradable instrument or currency offered for purchase or sale on the Platform”*. This user agreement omitted the word “crypto currency” and the trading name of the Cayman Entity.

iii. *Defrauding Banks to Open and Maintain Bank Accounts*

a. [REDACTED]

4.32 [REDACTED] bank account for ACH ADGM was opened based on false information provided to [REDACTED] which was that ACH ADGM is providing financial services and that the wires are not related to cryptocurrency. Further, a falsified business plan was provided to [REDACTED] to open the bank accounts with them and to give the misleading impression that ACH ADGM is carrying out financial services.

4.33 The falsified business plan is dated February 2022 and bears the name of ACH ADGM. The business plan submitted to [REDACTED] included the following misleading information:

- a. Under "vision" the following was stated: *"I will make investment in projects, public equity, trading activities and companies that provide this opportunity"*.
 - b. Under "mission of my company" the following was stated: *"AC Holding Limited is a regional Investment company that builds wealth by buying any of Abu Dhabi public equities, companies, bonds, US equities, Bonds, or by making investments in real estate projects, technology and industrial companies and new technologies. It has existed for nearly 4 years now and is becoming a very successful company with many clients. I have made an excellent return for most of my clients through some good investments"*.
 - c. Under "Strategic Plan", the following was stated: *"1. Locally owned businesses, especially small/medium-sized firms, need equity financing*
 - a) *requires investors willing to accept lower than market rate returns (at the time, this was considered 8 to 15%), and*
 - b) *requires investors who will make longer-term (3-5 years or more) investments*
 - c) *equity financing is especially needed in retail, service, and agricultural processing industries."*
 - d. Under "Goals of AC Holding Limited" the following was stated:
 1. *Build wealth for shareholders and for local companies across the region.*
 2. *Create a pool of investment that helps transform investments in the region.*
 3. *Make exciting and innovative investments in new technology businesses.*
 4. *Connect investment companies.*
 5. *Extend equity financing to locally owned businesses.*
 6. *Provide an equity investment vehicle that local businesses will use.*
 7. *Offer investment vehicle to local investors who wish to invest locally.*
- 4.34 Mr Flinos admitted to the RA that the reason for providing misleading information to the bank was because many banks rejected opening an account for AC Limited due its dealings in the cryptocurrency business. Mr Flinos stated that the Cayman Entity's group would not have survived without the bank accounts maintained by ACH ADGM to process transactions.
- 4.35 The wire transactions facilitated via [REDACTED] bank accounts were being processed by Mr Flinos and another individual who was acting as Vice President in the CEO Office at the Cayman Entity from February 2021 to 8 February 2024 ("VP CEO Office"). VP CEO Office had Mr Flinos' account log in details to process wire transactions by logging in, arranging wire transfers to clients and sending post confirmations.
- 4.36 Mr Flinos further facilitated the preparation of falsified documents (such as client deposit confirmation letters, invoices, investment reports, agreements) to support wire transactions when banks requested information. VP CEO Office also created the falsified documents under his instruction.

- 4.37 Based on the [REDACTED] account opening form signed by Mr Flinos on 19 August 2022, the reason for applying for an account with [REDACTED] was *"to receive payments from customers and to make payments to suppliers"*.
- 4.38 In addition, the following was stated under the [REDACTED] account opening form:
- Current company turnover was indicated as AED 60 million.
 - Projected account turnover was indicated as AED 60 million.
 - Current group turnover was indicated as AED 60 million.
 - Expected annual income was indicated as AED 6 million.
 - Expected number of monthly transactions was indicated as 60.
 - Source of income to initiate the business: *"we are running a company since 2018 in ADGM"*.
 - Present capital or initial investment in the business: AED 1,000,000.
- 4.39 Based on emails between [REDACTED] and Mr Flinos in June 2023, the following false information was provided to [REDACTED] by Mr Flinos:
- ACH ADGM operates in the UAE, United States, Portugal and Singapore.
 - ACH ADGM *"is an Investment Management company based in Abu Dhabi. We invest our client money in various investment vehicles including but not limited to Equities, Bonds, Commodities and Real Estate globally. Incoming wires into [REDACTED] are clients depositing USD or AED and we invest on their behalf. Money exiting the account is mostly clients redeeming/exiting their investments with us, more rarely it is dividend payouts. All my clients are KYC approved before depositing money into the accounts"*.
 - A fake persona was created as the Finance Manager of ACH ADGM, who was falsely presented as an employee of ACH ADGM.
- 4.40 Based on emails between [REDACTED] and Mr Flinos in September 2023, the following false information was provided to [REDACTED]:
- ACH ADGM is making investments in the following sectors:
 - "Food processing facilities in Latin America"*
 - "Cold storage infrastructure business for fresh produce on its way to retail grocers."*
 - "Value-added processors (Production of new food crops) in Southern Europe"*
 - "Green energy production (on-farm commercial wind power) in Germany and Netherlands"*
 - "MultiFamily Residences in Mid Western USA"*
 - ACH ADGM will have cross border investments with *"Ecuador, Argentina, USA, Canada, Greece, Germany, Netherlands, Albania, UAE, Qatar, Saudi Arabia"*.
- 4.41 ACH ADGM sent the following letters to [REDACTED] containing false information:

- 4.41.1 To whom it may concern letter, dated 6 September 2022, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager". The letter included the following false and misleading statement *"AC Holding Limited is an investment company based in Abu Dhabi that builds wealth for its client through strategic investments in public equities, US equities, bonds, FX and others. AC Holding Limited shall not use the Business Bank accounts contracted with [REDACTED] Bank for transactions directly or indirectly related to cryptocurrencies"*.
- 4.41.2 To whom it may concern letter, dated 19 January 2023, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager". The letter includes the following false statements:
- "We confirm, that [Real Estate Company A]⁴ is a client of [ACH ADGM]."*
 - Real Estate Company A "indirectly have investments with [ACH ADGM] exceeding USD 15,000,000.00".*
 - "Under the Investment Management Agreement⁵ between [ACH ADGM] and [Real Estate Company A], [Real Estate Company A] make a number of investments including but not limited to equity markets, fixed-income markets, real estate and commodity markets".*
 - "In the series of transactions between [ACH ADGM] and [Real Estate Company A] with the [REDACTED] transaction reference numbers...[Real Estate Company A] have been redeeming investments in equity markets, fixed-income markets and real estate".*
- 4.41.3 To whom it may concern letter, dated 10 January 2023, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager". The letter includes the following false and misleading information:
- "We confirm, that [Real Estate Company B]⁶ is a client of [ACH ADGM]. Our relationship with [Real Estate Company B] started on 18 January 2022".*
 - "[Real Estate Company B] family indirectly have investments with [ACH ADGM] exceeding USD 70,000,000.00".*
 - "Under the Investment Management Agreement⁷ between [ACH ADGM] and [Real Estate Company B], [Real Estate Company B] make a number of investments including but not limited to equity markets, fixed-income markets, real estate and commodity markets".*

⁴ Anonymised term is used throughout the Notice

⁵ The Investment Management Agreement referred to is fictitious and does not exist

⁶ Anonymised term is used throughout the Notice

⁷ The Investment Management Agreement referred to is fictitious and does not exist

- d. *"In the series of transactions between [ACH ADGM] and [Real Estate Company B] with the [REDACTED] transaction reference numbers... [Real Estate Company B] have been redeeming investments in equity markets, fixed-income markets and real estate".*

4.41.4 To whom it may concern letter, dated 10 January 2023, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager". The letter includes the following false and misleading information:

- a. *"We confirm, that [Client A⁸] is a client of [ACH ADGM]. Our relationship with [Client A] started on 21 December 2021."*
- b. *"[Client A] is one of the key clients of [ACH ADGM]. [Client A] has investments with [ACH ADGM] exceeding USD 8,000,000.00".*
- c. *"Under the Investment Management Agreement⁹ between [ACH ADGM] and [Client A], the client makes a number of investments through [ACH ADGM] including but not limited to equity markets, fixed-income markets and commodity markets".*
- d. *"In the series of transactions between [ACH ADGM] and [Client A] with the [REDACTED] transaction reference numbers... [Client A] has been selling investments in equity markets, fixed-income markets and commodity markets".*

4.41.5 To whom it may concern letter, dated 19 January 2023, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager". The letter includes the following false and misleading information:

- a. *"We confirm, that [Real Estate Company C¹⁰] is a client of [ACH ADGM]. Our relationship with [Real Estate Company C] started on 30 March 2021".*
- b. *"[Real Estate Company C], owned by the Government of Dubai, is one of the most influential investors of [ACH ADGM]. The Government of Dubai indirectly have investments with [ACH ADGM] exceeding USD 11,000,000.00".*
- c. *"Under the Investment Management Agreement¹¹ between [ACH ADGM] and [Real Estate Company C], [Real Estate Company C] make a number of investments including but not limited to equity markets, fixed-income markets and real estate".*
- d. *"In the series of transactions between [ACH ADGM] and [Real Estate Company C] with the [REDACTED] transaction reference numbers... Real Estate Company C] have*

⁸ Anonymised term is used throughout the Notice

⁹ The Investment Management Agreement referred to is fictitious and does not exist

¹⁰ Anonymised term is used throughout the Notice

¹¹ The Investment Management Agreement referred to is fictitious and does not exist

been redeeming investments in equity markets, fixed-income markets and real estate”.

4.41.6 To whom it may concern letter, dated 10 January 2023, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as “Asset Manager”. The letter includes the following misleading statements:

- a. *“We confirm, that [ACH ADGM] indicated an approximate yearly turnover of AED 60,000,000.00 at the time of opening it’s bank accounts with [REDACTED]. This indication was made to the best of our knowledge at the time, taking into account the global economic state and the present scale of [ACH ADGM]. We have exceeded this expectation and in the 2 months since opening the account with [REDACTED] we have exceeded AED100,000,000.00 in volume”.*
- b. *“Our business over the final 3 months of 2022 and growing into 2023 has exceeded our expectations. This is due to the following factors:*
 - *Increasing growth in customer relationships within the UAE. The UAE economy is booming well beyond anticipated levels and customer sentiment is extremely positive;*
 - *Our customers have increased their commitment levels and are funding investments of a higher value than previously expected.”*
- c. *“We anticipate this economic growth in the UAE to continue in line with previous months over the first 6 months of 2023 and then to taper in 2H 2023. As a result [we] are increasing our expected volumes to AED 600,000,000.00 for the calendar year 2023”.*

4.41.7 To whom it may concern letter, dated 10 January 2023, bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as “Asset Manager”. The letter is titled “[REDACTED] Clarification on Inward Telex Transfer”. It appears that the letter was provided to justify five transfers between the [REDACTED] account and [REDACTED] Bank account amounts totalling USD 12,999,950. The letter included the following misleading statement:

“[ACH ADGM] services a global client base, therefore [ACH ADGM] holds banking relationships in several jurisdictions, in which we maintain client relationships. The below mentioned transactions were executed from [ACH ADGM] bank accounts in New York, United States of America to service the customer base in the UAE”.

4.42 The following additional letters were extracted from the laptop of VP CEO Office:

4.42.1 To whom it may concern letter, dated 17 March 2023, bearing the name of ACH ADGM, its ADGM registered address, ACH ADGM stamp and signed by Mr Flinos. The letter falsely stated:

- Client B¹² is a client of ACH ADGM.
- “[Client B] will be investing in equities-based asset management, fixed-income portfolios, commodities trackers and other financial instruments as a client of AC Holding Limited”.
- “[Client B] have also signed the Asset Management Agreement of [ACH ADGM]”.

VP CEO Office admitted to the RA during the RA investigation that Mr Flinos instructed him to create this document for Mr Flinos to send it to [REDACTED] to justify the heavy volume of transactions that will come through [REDACTED].

- 4.42.2 To whom it may concern letter, dated 10 January 2023, bearing the name of ACH ADGM, its ADGM registered address, ACH ADGM stamp and signed by Mr Flinos. The letter falsely included a list of 8 clients that are clients of the Cayman Entity’s group and falsely stated that they are clients of ACH ADGM.

VP CEO Office stated to the RA during the RA investigation that Mr Flinos instructed him to create this document for [REDACTED] because on [REDACTED] account opening form, Mr Flinos gave an approximate turnover. Cayman Entity’s group exceeded that turnover within months. Therefore, [REDACTED] requested information from Mr Flinos to explain why the volume was more than the anticipated volume and [REDACTED] requested a list of key customers.

b. [REDACTED]

- 4.43 To whom it may concern letter was extracted from VP CEO Office’s laptop. The letter is dated 1 March 2023 bearing the name of ACH ADGM, its ADGM registered address, ACH ADGM stamp and signed by Mr Flinos. The letter falsely includes a list of 15 clients of Cayman Entity’s group claimed to be clients of ACH ADGM.

- 4.44 VP CEO Office stated to the RA during the RA investigation that:
- Mr Flinos instructed VP CEO Office to prepare an updated key client list which is something [REDACTED] bank requested from Mr Flinos.
 - Mr Flinos “was worried around [REDACTED] that they might close down” and “he was under a lot of pressure”. Therefore, Mr Flinos wanted to open up another bank account with [REDACTED].
 - The letter was sent to a relationship manager at [REDACTED] by Mr Flinos.
 - The letter was misleading because the customers listed in the letter are the Cayman Entity’s clients and not ACH ADGM clients.

¹² Anonymised term is used throughout the Notice. The client is Cayman Entity contracted client from the Latin America and considered one of the major clients of the Cayman Entity

c. [REDACTED]

- 4.45 The account opening form for [REDACTED] dated 3 September 2018, contained correct information about the nature of activities of ACH ADGM which was signed by both Mr Flinos and Director A. The form stated that ACH ADGM is a Special Purpose Vehicle and established as a passive, non-operational holding company.
- 4.46 However, during the operational period of [REDACTED] accounts, [REDACTED] commenced a review of ACH ADGM bank account and requested further information to be provided.
- 4.47 Based on a document extracted from VP CEO Office's laptop, VP CEO Office filled out a form for [REDACTED] which requested information about transactions processed via [REDACTED] account. The form contained the following false statement about the purpose of the payment: *"Payment for various Investment products via AC Holding Limited"*.
- 4.48 Further, the URL of the Website containing misleading information about the nature of ACH ADGM business was included in the form.
- 4.49 VP CEO Office stated to the RA during the RA investigation that he believes the [REDACTED] questionnaire was filled out by Mr Flinos who sent it to VP CEO Office to use the information in [REDACTED] form as a reference in filling out the [REDACTED] questionnaire form.

d. [REDACTED]

- 4.50 A letter dated 6 April 2023 and addressed to [REDACTED]¹³ was extracted from VP CEO Office's laptop which contained the following false statements:
- Real Estate Company B is a client of ACH ADGM.
 - "[Under] the Investment Management Agreement between [ACH ADGM] and [Real Estate Company B], [Real Estate Company B] make a number of investments including but not limited to equity markets, fixed-income markets, real estate and commodity markets".
 - "The transaction between [ACH ADGM] and [Real Estate Company B] with the Bank Reference numbers...[Real Estate Company B] have been redeeming investments real estate".
 - The letter was signed by Mr Flinos as "Asset Manager" of ACH ADGM.
- 4.51 VP CEO Office stated the following to the RA about the letter addressed to [REDACTED] during the RA investigation:
- The letter was created by VP CEO Office based on instructions from Mr Flinos.

¹³ [REDACTED] is an Egyptian bank headquartered in Cairo, Egypt

- Mr Flinos approached several banks including [REDACTED] to have more bank accounts open and to “eliminate dependencies”.
- VP CEO Office believes that Mr Flinos sent the letter to [REDACTED]

e. Other Banks

Backdated Letter to Introducing Broker

- 4.52 Based on a chain of emails between the Introducing Broker and Mr Flinos, on 27 October 2022 the Introducing Broker requested Mr Flinos to sign a backdated letter stating that ACH ADGM started offering financial services to the Introducing Broker.
- 4.53 Mr Flinos shared the signed letter with the Introducing Broker on 27 October 2022. The letter includes the following false information:
- It was backdated to 15 August 2022 and had the name of ACH ADGM and its ADGM registered address.
 - It claimed that ACH ADGM provides financial services and products and that it was introducing new services/products including:
 - a) Internet Protocol services both for Android and iOS along with Mobile VOIP services.
 - b) Subscriptions for VOIP to vendors for the global VOIP market to enable roaming VOIP services in the global market.
 - c) Services for digital marketing, software development, and user experience design.

Letter to New Client

- 4.54 Based on an email dated 1 November 2021 from Vice President of Client Coverage at the Cayman Entity (“VP Client Coverage”) to Mr Flinos, VP Client Coverage informed Mr Flinos that a new client was onboarded and “the client asked if it was possible for us to provide some kind of invoicing, similar to what we do for [Introducing Broker] for KYT purposes for the bank”.
- 4.55 In the email, VP Client Coverage requested Mr Flinos’ agreement by stating “We will provide them with letterhead, and they will create invoices for the bank to be happy”, “Please confirm this works for us”. To which Mr Flinos responded with “Tikke”.
- 4.56 VP Client Coverage stated the following to the RA during the RA investigation about the email:
- The new client “was not willing to tell the bank that they’re receiving crypto from us. And then they were asking if we can provide something that wouldn’t say crypto”.
 - Confirmed that the purpose of providing and creating falsified invoices was to mislead the bank.

- Confirmed that Cayman Entity's group was utilising ACH ADGM in fictitious documentation to provide to third party banks to try and legitimise the crypto transactions that are going through different banks.
- Mr Flinos was aware and authorised the creation of the fictitious documentations.
- A number of client relationship managers were receiving similar requests from clients and the requests would be passed on to the legal department of [Cayman Entity], Mr Flinos or VP CEO Office to create such documents.
- "[P]otentially every client that has a way of block at his bank and comes back to us was provided with. Could have been provided with an updated user agreement that removed crypto or something like that".

E. Falsification of Company Documents

4.57 The RA investigation found that a minimum total of 264¹⁴ documents were confirmed to have been falsified and bearing the name of ACH ADGM.

4.58 Below is a breakdown of the different types of falsified documents.

Client Deposit Confirmation – Total 1

4.59 Client deposit confirmation bearing the name of ACH ADGM and its registered ADGM address. The document includes a list of final settlements as per a fictitious "Asset Management Agreement" for a client of the Cayman Entity.

4.60 The document includes a list of 30 deposit transactions amounting to approximately USD 2,238,341.73.

4.61 The list of amounts appears to match the transactions under the bank account statement for ACH ADGM [REDACTED] USD account from the period starting 23 June 2023 to 21 August 2023.

4.62 Mr Flinos admitted to the RA during the RA investigation that the transactions relate to crypto. Mr Flinos further admitted to sending the document to [REDACTED] to purport that they relate to investment transactions and conceal that they relate to crypto currency transactions.

4.63 VP CEO Office confirmed to the RA that the client deals in cryptocurrency and admitted to falsifying the document based on instruction from Mr Flinos.

Client Redemption Payment Invoice - Total 1

¹⁴ The number excludes documents that do not include the name of ACH ADGM entity

- 4.64 Client Redemption Payment Invoice with an amount of USD 199,000 bearing the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager". The document was presented as an invoice for a client as per a fictitious "Asset Management Agreement" and for a fictitious product of "Facilitation of Trade".
- 4.65 Mr Flinos during the RA investigation confirmed that the document was sent to [REDACTED] and is not authentic. Further, Mr Flinos stated the client may have requested this falsified document and Mr Flinos approved the creation of the document.
- 4.66 VP CEO Office during the RA investigation stated that the template for the falsified invoice was shared with him by Mr Flinos. VP CEO Office further confirmed that he created this document based on instruction from Mr Flinos. VP CEO Office stated that this document may have been sent to the client as their bank was requesting information about transactions.
- 4.67 Based on an email dated 21 August 2023 from VP CEO Office to the client, the falsified invoice was shared with the respective client.
- 4.68 VP CEO Office during the RA investigation stated that usually he would send falsified documents to Client Coverage team to be shared with the clients requesting such documents. However, in this instance he was under pressure to send it directly which he did. VP CEO Office further stated that the client was having an issue with an incoming payment into their bank account and the client's bank needed an explanation on the source of the money and therefore a member from Client Coverage team asked him to produce such an invoice.

Client Redemption Invoices – Total 12

- 4.69 Falsified Client Redemption Invoices were identified during the RA investigation addressed to various clients. The falsified invoices bear the name of ACH ADGM, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager".
- 4.70 The invoices relate to financial products such as "fixed income portfolio", "commodities Tracker", "Equities Asset Management", etc., and refer to fictitious Asset Management Agreements.
- 4.71 Below is a summary of the 12 falsified invoices identified:

No.	Client ¹⁵	Fictitious Product	Redemption Amount
1	Client 1	Fixed Income Portfolio	USD 634,211.00

¹⁵ Client names have been anonymised

2	Client 2	Fixed Income Portfolio	AED 105,777.25
3	Client 2	Commodities Tracker	AED 184,290.85
4	Client 1	Equities Asset Management	USD 982,879.40
5	Client 3	Equities Asset Management	USD 64,932.00
6	Client 4	Fixed Income Portfolio	AED 828,744.33
7	Client 4	Commodities Tracker	AED 1,162,304.49
8	Client 4	Equities Asset Management	AED 151,869.34
9	Client 4	Commodities Tracker	AED 367,630.31
10	Client 4	Equities Asset Management	AED 913,701.66
11	Client 4	Fixed Income Portfolio	AED 564,496.09
12	Client 4	Equities Asset Management	AED 123,124.65
Total in USD			USD 2,854,738.15

- 4.72 Mr Flinos, during the Mr Flinos Interview, confirmed that the products in the invoices were made up and that the falsified invoices were sent to [REDACTED]
- 4.73 VP CEO Office during the RA investigation stated that he created these falsified invoices, some based on Mr Flinos' instruction to be sent to [REDACTED] and some based on instruction from the Client Coverage team to be sent to the clients. VP CEO Office further stated that the templates were shared with him by Mr Flinos and he would alternate in choosing the products from a list that was shared with him by Mr Flinos.

Introducing Broker and Various Clients Invoices – Total 117

- 4.74 The RA investigation further identified a total of 117 falsified invoices addressed to various clients bearing the name of ACH ADGM and its registered ADGM address. The falsified invoices included a range of financial products that match the products on the fictitious Website. Emails also exist attaching such falsified invoices from the Introducing Broker to VP Client Coverage, Mr Flinos and Cayman Entity's compliance team.
- 4.75 Examples of the fictitious financial products included in these invoices include equity investment and Managed Service Subscription for Voice Over Internet Protocol (VOIP).

- 4.76 The total amount of transactions included these falsified invoices is over USD 900,000.
- 4.77 When Mr Flinos was questioned about the falsified invoices, he denied any knowledge of the invoices and claimed that he does not remember these falsified invoices.
- 4.78 VP Client Coverage during the RA investigation stated that he believes the template of the falsified invoices bearing the details of ACH ADGM was shared either by him or Mr Flinos with the Introducing Broker. Subsequently, the Introducing Broker would add fake details and send the invoices back to the Cayman Entity's group. VP Client Coverage further stated that the purpose of these documents may have been to send it to banks of the clients of the Introducing Broker.

Falsified Presentation, Salary Slip and Investment Report – Total 3

- 4.79 The following materials were extracted from the VP CEO Office's laptop which contained misleading information about the scope of business of ACH ADGM:

- a. ACH ADGM pitchbook: the presentation includes nine slides with misleading information about ACH ADGM being an investment company that builds wealth by buying and selling any public equities, US equities, Bonds, FX and making investments in companies and new technologies. Mr Flinos' name is included as the director of ACH ADGM.

VP CEO Office, during the RA investigation, confirmed that he created the presentation based on instruction from Mr Flinos. VP CEO Office believes that Mr Flinos was looking to open accounts with other banks and requested VP CEO Office to create the presentation, which VP CEO Office did by using content from the fictitious Website.

- b. Salary certificate for Mr Flinos bearing the name of ACH ADGM, its ADGM registered address, ACH ADGM stamp and signed by Mr Flinos as Managing Director. The letter is dated 31 May 2023 and is presented as a pay slip for the month of May 2023 in the amount of USD 25,000.

VP CEO Office, during the RA investigation, stated that he created the salary slip document based on instruction from Mr Flinos. VP CEO Office also stated during the RA investigation that Mr Flinos earns this salary from the Cayman Entity, however, he instructed VP CEO Office to include the name of ACH ADGM. VP CEO Office did not recall the reason for being instructed to create this salary certificate.

- c. Falsified Investment Report: bearing the ACH ADGM name and its ADGM registered address. The document is presented as the May 2023 monthly statement of a Cayman Entity client. The amounts indicated in the document match the

transactions that appear in the [REDACTED] bank statements. A total amount of USD294,460 is indicated in the document as “*Net Securities Bought & Sold*”.

VP CEO Office, during the RA investigation, confirmed that he created this false document based on instruction from Mr Flinos to be sent to [REDACTED] VP CEO Office stated that since deposit confirmations were not considered satisfactory documents by [REDACTED] this investment report was created. Further, information included about the security name, the quantity of shares, unit price and the type of transaction is all made-up. VP CEO Office confirmed that he created more than one fake investment report for [REDACTED]

Deposit Confirmations – Total 46

- 4.80 A total number of 46 falsified deposit confirmations were extracted from the laptop of VP CEO Office and his external drive. The deposit confirmations bear the name of ACH ADGM, its ADGM registered address, ACH ADGM stamp and are signed by Mr Flinos as Managing Director.
- 4.81 The falsified deposit confirmations include fictitious financial products such as fixed income portfolio, real estate investment trust, equities asset management, etc., that are not offered by any company within the Cayman Entity’s group. The falsified deposit confirmations are for various clients of the Cayman Entity.
- 4.82 The approximate total value of the transactions within the falsified deposit confirmations is USD 35,349,342.50.
- 4.83 VP CEO Office stated the following during the RA investigation about the falsified deposit confirmations:
- He prepared the documents based on instructions of either Mr Flinos or Client Coverage team.
 - The falsified deposit confirmations when instructed to be prepared by Mr Flinos would be for the purpose of sending the documents to [REDACTED] to justify payments into [REDACTED] account.
 - The documents do not represent the real nature of transactions.
 - Mr Flinos was “*adamant about not using cryptocurrency and he instructed me to use different things and in my naivete, I didn’t push back and just wanted to not cause any headaches and just do my job and deliver...*”
 - Confirmed that the following number of deposit confirmations were created based on instruction from Mr Flinos and were sent to [REDACTED]
 - i. 16 falsified deposit confirmations were created due to the frequency of deposits, which was nearly daily, and because [REDACTED] requested an explanation from Mr Flinos.

- ii. 4 falsified deposit confirmations were created due to the number of outgoing transactions to █████ in a short period of time, and █████ requested clarifications from Mr Flinos.
- iii. 2 falsified deposit confirmations were created because █████ required documentation from Mr Flinos and he therefore instructed VP CEO Office to prepare the documentation.
- iv. 5 falsified deposit confirmations were created as the client deposited often into the █████ account and due to the frequency of their deposits, █████ often requested documentation for this client.
- v. 1 falsified deposit confirmation was created due to inquiries from █████.
- vi. 13 falsified deposit confirmations were created because Mr Flinos received an email from the █████ compliance team about this client's transactions.

ACH Payment Invoices – Total 51

4.84 A total number of 51 ACH ADGM falsified payment invoices for various clients were extracted from VP CEO Office's laptop and his external hard drive. The falsified payment invoices bear the ACH ADGM name, its ADGM registered address, ACH ADGM stamp and Mr Flinos' signature. These falsified payment invoices include fictitious products to conceal the fact that the transactions are related to crypto currency.

4.85 Breakdown of the falsified payment invoices and VP CEO Office's statements during the RA's investigation with respect to each invoice in the table below:

No.	Client Name ¹⁶	No. of Falsified invoices	Amount	VP CEO Office's Statements
1	Client 5	4	USD 59,348.04, USD 69,243.10, USD 79,193.58 and USD 69,981.70	VP CEO Office was instructed by Mr Flinos to create the invoice to be sent to █████
2	Real Estate Company A	4	USD 433,038.81, USD 437,184.94, USD 771,467.32 and USD 1,721,982.18	█████ would always request more information and documentation in relation to Real Estate Company A. Mr Flinos instructed VP CEO Office to create the invoices to be sent to █████

¹⁶ Anonymised terms are used

No.	Client Name ¹⁶	No. of Falsified invoices	Amount	VP CEO Office's Statements
3	Client 6	2	USD 1,018,337.50 and USD 474,560.57	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED]
4	Real Estate Company B	4	USD 756,582.56, USD 1,152,957.25 and USD 1,125,927.50 USD 1,077,766.30	Always instructed by Mr Flinos to create falsified invoices in relation to Real Estate Company B to be sent for [REDACTED] Real Estate Company B never requested such documents for their banks.
5	Client 7	2	USD 148,672.00 and USD 148,672.00	Someone from Client Coverage team requested VP CEO Office to create these invoices and VP CEO Office could not remember who. VP CEO Office believes the purpose of the invoices was to send them to the client's bank.
6	Client 8	2	USD 504,000.00 and USD 475,000.00	VP CEO Office was requested by both Mr Flinos and [REDACTED] from Client Coverage to create these invoices. Mr Flinos would send it to [REDACTED] and a member from the Client Coverage team would send it to the client.
7	Client A	4	USD 200,000.00, USD 3,000,000.00, USD 100,000.00 and USD 2,945,944.66	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED].
8	Client 4	7	AED 828,744.33, AED 1,162,304.49, AED 151,869.34, AED 367,630.31, AED 913,701.66, AED 564,496.09 and AED 123,124.65	VP CEO Office was instructed by Client Coverage team and it could be VP Client Coverage who instructed him to create these invoices.
9	Client 9	2	USD 143,150.00 and USD 170,000.00	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED] as [REDACTED] emailed Mr Flinos about this client.
10	Real Estate Company C	2	USD 927,354.09 and USD 127,363.57	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED]. This client never requested such documents.

No.	Client Name ¹⁶	No. of Falsified invoices	Amount	VP CEO Office's Statements
11	Client 10	3	USD 277,622.00, USD 406,518.00 and USD 318,273.00	VP CEO Office was instructed by both Mr Flinos and PLB from Client Coverage team to create these invoices.
12	Client 11	5	USD 59,550.00, USD 29,700.00, USD 29,850.00, USD 39,660.60 and USD 49,678.00	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED]
13	Client B	2	USD 1,088,172.67 and USD 1,394,090.01	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED]
14	Client 2	3	AED 105,777.25, AED 184,290.85 and AED 144,139.96	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED]
15	Client 1	2	USD 630,407.38 and USD 455,084.78	VP CEO Office was instructed by Mr Flinos to create the invoices to be sent to [REDACTED] Further, Client Coverage team may also have requested these invoices.
16	Client 12	1	AED 181,355.05	Not obtained
17	Client 13	1	AED 549,000.00	Not obtained
18	Client 14	1	USD 3,376,114.46	Not obtained
Total in USD – Approximately			45,528,778.35	

Client Investment Management agreements – Total 11

- 4.86 A total number of 11 falsified Client Investment Management agreements were extracted from the laptop and hard drive of VP CEO Office. The agreements are for various clients bearing the ACH ADGM name, its ADGM registered address, ACH ADGM stamp, and were signed by Mr Flinos and the respective clients' signatures. Clients' signatures were forged by ACH ADGM. The clients are Cayman Entity's clients and not clients of ACH ADGM as the falsified agreements claim them to be.
- 4.87 The clients' signatures were forged on each of the 11 falsified Client Investment Management agreements.
- 4.88 It has been confirmed during the RA investigation that all 11 falsified Client Investment Management agreements mentioned under 4.87 were provided by ACH ADGM/ Mr Flinos to [REDACTED]

4.89 VP CEO Office during the RA's investigation confirmed that he created the falsified documents based on instructions from Mr Flinos. VP CEO Office further stated that sometimes █████ would request agreements from Mr Flinos to show the business relationship between the client and ACH ADGM as the owner of the bank account. Therefore, Mr Flinos sent VP CEO Office the draft agreement ready on ACH ADGM letterhead and VP CEO Office would fill in the name of the client and the signature. VP CEO Office obtained the signatures from passport copies of the clients. VP CEO Office stated that he was asked by Mr Flinos to populate the agreement with the date and name of the client, and that Mr Flinos instructed VP CEO Office to affix the client's signature at the bottom of the document. All transactions with these clients are related to virtual assets and the agreements were created to mislead █████ about the true nature of the transactions.

Communications addressed to █████ - Total 12

4.90 The following letters with false information and addressed to █████ were extracted from the laptop and hard drive of VP CEO Office. The VP CEO Office's statements with respect to each letter is in the table below:

No.	Description	VP CEO Office Statement
1	<p>To Whom It May Concern letter dated 6 September 2022 bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter includes claims that ACH ADGM is an investment company and "...shall not use the Business Bank accounts contracted with █████ for transactions directly or indirectly related to cryptocurrencies".</p>	VP CEO Office stated he does not recall creating this document but that he may have created this document under instruction from Mr. Flinos for █████ bank account opening.
2	<p>Letters addressed to the Relationship Manager at █████ about the amendment of the name of a beneficiary (i.e. client).</p> <p>The letter bears ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p>	VP CEO Office confirmed that he created the document under instruction from Mr Flinos to send a request to █████ to amend the beneficiary name in order for the wire transfer to go through due to difficulty in settling transactions for clients with long names.
3	<p>To whom it may concern letter dated 10 January 2023 titled "████ clarification on banking relationships" bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p>	VP CEO Office confirmed that he created the document based on instruction from Mr Flinos since there were questions from █████ pertaining to some clarifications around investment and liabilities.

No.	Description	VP CEO Office Statement
	The letter states that ACH ADGM and its' UBO's are not holding any investments or liabilities with [REDACTED]	
4	<p>To whom it may concern dated 19 January 2023 bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter includes false information about Real Estate Company A being a client of ACH ADGM and makes reference to a fake Investment Management Agreement describing the nature of the transactions as related to equity markets, fixed-income markets, real estate and commodity markets.</p>	<p>VP CEO Office confirmed that he created the document under instruction from Mr Flinos after [REDACTED] sent Mr Flinos additional questions on the relationship between ACH ADGM and Real Estate Company A.</p> <p>Mr Flinos gave VP CEO Office the draft wording on what he wanted to be included in the letter.</p>
5	<p>To whom it may concern letter dated 10 January 2023 and titled "[REDACTED] Clarification on expected turnover on account" bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter includes information that ACH ADGM exceeded its initial turnover expectation and in the 2 months since opening the account with [REDACTED] it exceeded AED100,000,000.00 in volume due to growth in customer relationships and funding investments.</p>	<p>VP CEO Office confirmed that he created the document based on instruction from Mr Flinos. [REDACTED] requested more information when wire activity exceeded the yearly turnover indicated in the account opening forms.</p>
6	<p>To whom it may concern letter dated 10 January 2023 and titled "[REDACTED] Clarification on Inward Telex Transfer" bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter lists a total number of 5 transactions claiming that they were executed from ACH ADGM accounts in New York, United States to service the customer base in the UAE.</p> <p>The total value of the transactions amount to USD 12,999,950</p>	<p>VP CEO Office confirmed that he created the letter based on instruction from Mr Flinos. Money was sent from [REDACTED] Bank accounts in New York to [REDACTED] and [REDACTED] had questions regarding the [REDACTED] Bank account.</p>
7	[REDACTED] KYC profile form dated 11 January 2023 including false information about the business	VP CEO Office stated that Cayman Entity's group exceeded the yearly

No.	Description	VP CEO Office Statement
	activities of the SPV <i>"AC Holding Limited invests on behalf of its clients in managed products around the world"</i> .	turnover that was indicated to [REDACTED] as ACH ADGM turnover so [REDACTED] wanted to update the KYC profile of ACH ADGM. Therefore, Mr Flinos sent VP CEO Office an empty KYC form and instructed VP CEO Office to populate it.
8	<p>To whom it may concern letter dated 14 June 2023 and bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter falsely confirms that a client of the Cayman Entity is a client of ACH ADGM and reference is made to a fictitious investment management agreement and that the investments relate to equity markets, fixed-income markets, commodity markets and real estate markets.</p>	VP CEO Office stated that this is exactly same case as for Real Estate Company A described above in document no. 4 of this table.
9	<p>To whom it may concern letter dated 14 June 2023 and titled "[REDACTED] clarification on client relationship [REDACTED]" bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter states that [REDACTED] is a client of ACH ADGM and reference is made to a fictitious investment management agreement and that the investments relate to equity markets, fixed-income markets and commodity markets</p>	Not obtained
10	<p>To whom it may concern letter dated 10 January 2023 bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter states that Real Estate Company B is a client of ACH ADGM and reference is made to a fictitious investment management agreement and that the investments relate to equity markets, fixed-income markets, commodity markets and real estate.</p>	Not obtained

No.	Description	VP CEO Office Statement
11	<p>To whom it may concern letter dated 10 January 2023 and tilted "████ clarification on Client A's relationship" bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter states that Client A is a client of ACH ADGM and reference is made to a fictitious investment management agreement and that the investments relate to equity markets, fixed-income markets and commodity markets.</p>	Not obtained
12	<p>To whom it may concern letter dated 19 January 2023 bearing ACH ADGM name, its registered ADGM address, ACH ADGM stamp and signed by Mr Flinos as "Asset Manager and "Managing Director" on behalf of ACH ADGM.</p> <p>The letter states that Real Estate Company C is a client of ACH ADGM and reference is made to a fictitious investment management agreement and that the investments relate to equity markets, fixed-income markets and real estate.</p>	Not obtained

Additional Falsified Documents

4.91 It has been confirmed during the RA investigation that the following was submitted by ACH ADGM and Mr Flinos to █████

4.91.1 26 falsified client deposit confirmations referred to under 4.80.

4.91.2 The following 4 additional falsified investment reports:

- (a) Falsified investment report for Real Estate Company A for the month of December 2022. The falsified investment report indicates USD 1,981,212.14 in "Net Securities Bought & Sold".
- (b) Falsified investment report for Real Estate Company A for the month of January 2023. The falsified investment report indicates USD 3,342,290.24 in "Net Securities Bought & Sold".

- (c) Falsified investment report for Real Estate Company B for the month of December 2022. The falsified investment report indicates USD 2,561,803.34 in “Net Securities Bought & Sold”.
- (d) Falsified investment report for Real Estate Company B for the month of November 2022. The falsified investment report indicates USD 3,274,479.91 in “Net Securities Bought & Sold”.

5 CONTRAVENTIONS

- 5.1 Based on the facts and matters noted above, the Registrar considers that ACH ADGM committed contraventions of the following RA administered legislation:

A. Contravention of Section 984 of CR 2020 – General False Statement

- 5.2 Based on the evidence listed above, ACH ADGM knowingly delivered four annual accounts to the Registrar containing information that was false, misleading or deceptive in a material particular in contravention of section 984 of CR 2020.
- 5.3 An excerpt of section 984 of CR 2020 is set out in **Annexure A** to this Notice.
- 5.4 Pursuant to section 984(2) of CR 2020, ACH ADGM can be held liable to a fine not exceeding level 7 on the standard fines scale, which is up to USD 25,000 for each annual account delivered with false, misleading or deceptive information. Accordingly, ACH ADGM can be held liable to a fine up to USD 100,000.

B. Contravention of Section 857 of CR 2020 – Fraudulent Trading

- 5.5 Since the inception of ACH ADGM, a number of fraudulent schemes were facilitated to use the SPV company as a payment facilitator and to mislead third parties. As described in this Notice, such fraudulent schemes include but are not limited to:
- Colluding with an Introducing Broker to divert the attention of the authorities in Kenya and mislead banks into thinking that the transactions processed are not related to crypto currency but to financial products/services.
 - Setting up a fake website to mislead the public into thinking that ACH ADGM is not related to the Cayman Entity's group and that ACH ADGM provides financial products/services.
 - Colluding with clients and providing them with falsified documents/invoices to be provided to the clients' banks to conceal the fact that the transactions are related to cryptocurrency.
 - Defrauding UAE based banks to open and maintain bank accounts by providing false information and documents claiming to be an investment company that does not deal with cryptocurrency.

- 5.6 ACH ADGM committed contraventions of section 857 of CR 2020 on multiple occasions by facilitating fraudulent schemes and therefore the business of ACH ADGM was carried on for a fraudulent purpose.
- 5.7 An excerpt of section 857 of CR 2020 is set out in **Annexure A** to this Notice.
- 5.8 Pursuant to section 857(3) of CR 2020, ACH ADGM can be held liable to a fine not exceeding level 8 on the standard fines scale, which is up to USD 50,000 for each fraudulent scheme. Accordingly, based on the above facts set out in relation to fraudulent trading, ACH ADGM can be held liable to a fine up to USD 200,000.

6 SANCTIONS

Financial Penalties

- 6.1 In reaching its decision to impose financial penalties, the Registrar has considered the below factors and considerations.

Determination to impose a financial penalty

- 6.2 The Registrar considers the following factors to be of relevance in deciding to impose financial penalties against ACH ADGM:
- a. To promote compliance with the Regulations and achieve the Registrar's objectives by:
 - i. penalising persons who have committed contraventions;
 - ii. deterring persons that have committed or may commit similar contraventions; and
 - iii. depriving persons of any benefit that they may have gained as a result of their contraventions.

- 6.3 The Registrar has decided to impose financial penalties given the seriousness of the contravention and the circumstances.

Determination of the level of financial penalty

- 6.4 The Registrar has considered the factors and considerations for determining the appropriate level of the financial penalty that it has decided to impose, which are set out as follows:

The seriousness of the contraventions

- 6.5 Forgery, falsification of company documents, providing false/misleading information to the RA and carrying out business activities for fraudulent purposes are all serious contraventions. The Registrar expects all ADGM persons to conduct their business and deal with third parties according to the highest standards of honesty and integrity.

- 6.6 ADGM persons must take all steps to ensure that they submit true and authentic documents to authorities and third parties. ADGM persons are also expected to be able to prevent any wrongful alternations/amendments made by its employees to authentic documents.

Deliberate or reckless

- 6.7 The term "intention" refers to the deliberate nature of an action, indicating that it is purposeful rather than accidental or resulting from oversight (Mutual Energy Ltd v Starr Underwriting Agents Ltd [2016] EWHC 590). The courts, when interpreting the intention of the parties, consider the objective conduct of the parties as a whole rather than their subjective states of mind (Barbudev v Eurocom Cable Management Bulgaria EOOD and others [2012] EWCA Civ 548).
- 6.8 Generally, both intentional and deliberate actions pertain to acts performed with conscious intent.
- 6.9 Accordingly, based on the actions described and statements obtained from the individuals involved in the facilitation of the different fraudulent schemes and falsification of documents, it can be concluded that the contraventions were deliberate.
- For section 984 of CR 2020 contravention, ACH ADGM knowingly caused to deliver false statement to the RA.
 - For section 857 of CR 2020 contravention, the business of ACH ADGM was deliberately carried out with the intent to defraud different parties.

Whether the person is an individual

- 6.10 ACH ADGM is not an individual. Therefore, this factor was not considered.

Effect on third parties

- 6.11 The falsified documents were sent to various parties, including clients, banks, and the Introducing Broker.
- 6.12 The annual accounts included inaccurate figures to mislead the RA about the true nature of ACH ADGM's business activities.
- 6.13 The fraudulent activities, including having a misleading Website, were facilitated to mislead various parties, including the public and banks, to open/maintain bank accounts and to avoid potential investigations by any authority.

Deterrence

- 6.14 Deterrence is one of the main purposes of taking enforcement action. That is, deterring persons who have committed contraventions from committing further contraventions, and deterring other licensed persons from committing similar contraventions.

- 6.15 The penalties imposed must deter ACH ADGM and other ADGM persons from forgery, falsification, misrepresentations or attempts to submit falsified documents to third parties.

Financial gain or loss avoided

- 6.16 By fraudulently maintaining bank accounts and falsifying hundreds of documents, ACH ADGM supported the business of the Cayman Entity's group. Mr Flinos admitted to the RA that the business of the group would not have survived if the bank accounts were closed.
- 6.17 A minimum of 245 clients settled transactions via the bank accounts maintained by ACH ADGM and approximately over USD 600,000,000 was processed through bank accounts maintained by ACH ADGM.
- 6.18 Further, the total approximate value of the transactions included in the falsified documents amount to USD 111,524,396.36.

Subsequent conduct

- 6.19 Mr Flinos admitted to the RA during the compulsory interview to the contraventions of falsification of documents, providing false information to banks to maintain bank accounts and maintaining a misleading Website. Mr Flinos was also willing to cooperate with the investigation.

Disciplinary record and compliance history

- 6.20 At the time of the contravention and to the knowledge of the RA, ACH ADGM has no disciplinary record nor is the Registrar aware of any other concerns in relation to ACH ADGM.

Maximum Penalty

- 6.21 As per section 857(3) of CR 2020, a person who commits a contravention of section 857(1) may be held liable to a fine of up to level 8 on the standard fines scale, which equals USD 50,000. The fine may be imposed per fraudulent instance.
- 6.22 As per section 984(2) of CR 2020, a person who commits a contravention of section 984(1) of CR 2020 may be held liable to a fine of up to level 7 on the standard fines scale, which equals USD 25,000. The fine may be applied per false statement.
- 6.23 The Registrar considers the financial penalties of:
- USD 100,000 for the contravention of section 984 of CR 2020 – (general false statement) for a total of 4 false annual accounts filed with the RA; and
 - USD 200,000 for the contravention of section 857 of CR 2020 – (fraudulent trading) for various fraudulent schemes,
- to be wholly appropriate.

7 PROCEDURAL MATTERS

Representations

- 7.1 On 24 October 2024, the Registrar issued ACH ADGM with a Warning Notice in which it proposed to impose on ACH ADGM financial penalties in the amount of USD 300,000 (the “Warning Notice”).
- 7.2 ACH ADGM was provided with an opportunity to make written representations regarding the Registrar’s concerns and the actions proposed. The deadline for making representations was 17 November 2024.
- 7.3 On 17 November 2024, the RA received an email response from Mr Flinos addressed to the [REDACTED] in response to the Warning Notice, which stated that he had not received the ‘information packs’, that the RA’s emails are being rejected as spam, and that he required access to information and evidence [REDACTED]
- 7.4 In response to the 17 November email, the RA extended the deadline for making representations to 8 December 2024 and emphasized that the Warning Notice is issued by the RA, which is an independent authority responsible for ADGM’s commercial legislation. [REDACTED]
[REDACTED]
- 7.5 The RA granted Mr Flinos the right to access materials relevant to the fines proposed under the Warning Notice. To accommodate Mr Flinos’ statement that he ‘does not use OneDrive’, the RA on the following dates requested Mr Flinos to provide his preferred delivery address and method (e.g., printed copies or usb stick) for the materials to be delivered to him: 25 October 2024, 19 November 2024, 22 November 2024, 26 November 2024, 28 November 2024, 5 December 2024, 11 December 2024, and 8 January 2025. No delivery address or method was provided by Mr Flinos. The relevant materials, however, were shared with Mr Flinos through a OneDrive folder.
- 7.6 In response to email requests from Mr Flinos to extend the deadlines for making representations, the RA further extended the deadline to 8 January 2025 and finally to 27 January 2025. However, as of the date of this Notice, no representations have been made.

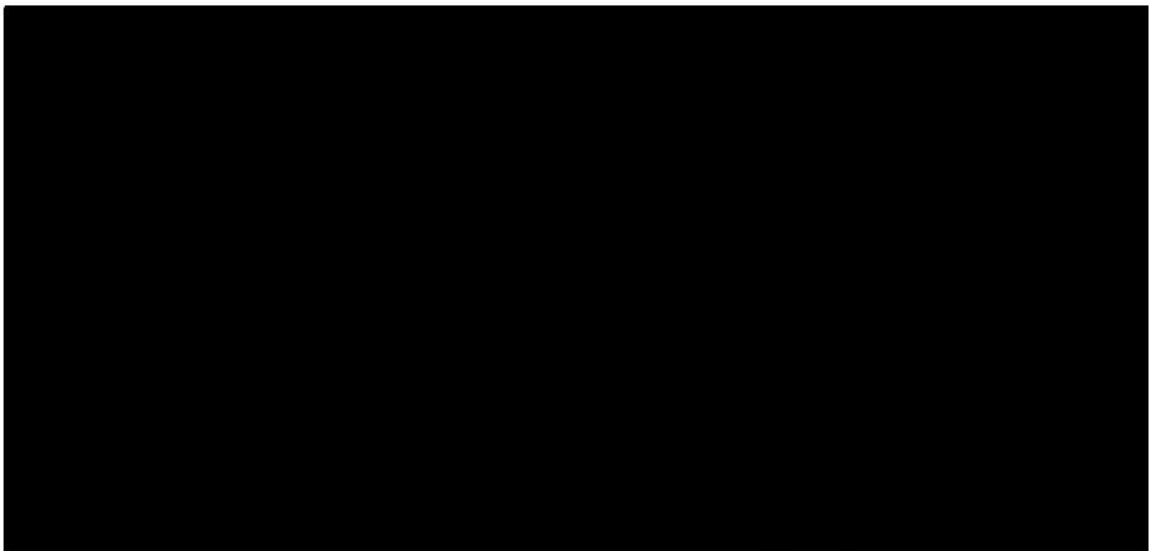
Opportunity to Have the Matter Referred to the ADGM Courts

- 7.7 On 30 January 2025, the Registrar issued a Decision Notice to ACH ADGM pursuant to section 936 of the CR 2020.
- 7.8 ACH ADGM had the opportunity to refer the Decision Notice to the ADGM Courts. As of the date of this Notice, no referral has been made by ACH ADGM to the ADGM Courts.

- 7.9 As a referral was not made to the ADGM Courts for a review of the Decision Notice within the time period specified in the Decision Notice, the Registrar has proceeded to issue this Notice.

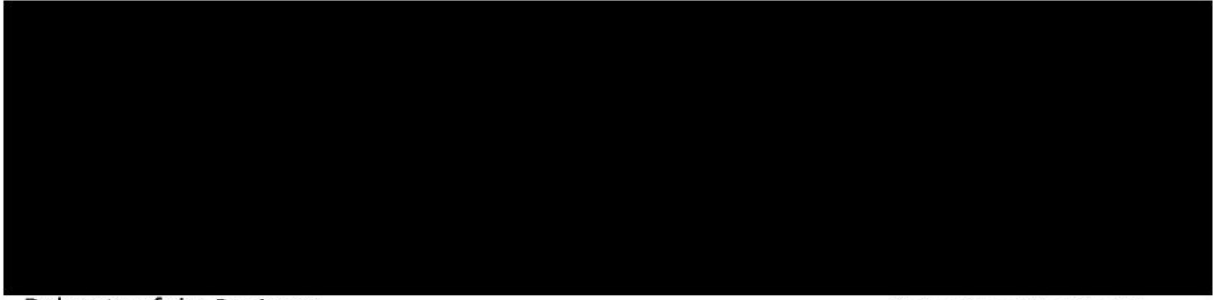
Payment of the financial penalty

- 7.10 The financial penalty imposed by this Notice is to be paid by ACH ADGM on or before **30 days from the date of this Notice**, unless varied or otherwise agreed by the Registrar.
- 7.11 In the event that any part of the financial penalty remains outstanding on the date by which it must be paid, the obligation to make the payment is enforceable as a debt by the Registrar.
- 7.12 Payment of the financial penalty can be made by electronic funds transfer according to the instructions set out in the table below:



Publicity

- 7.13 As this Notice now has been issued, the Registrar may, at his discretion, publish the details about the matter to which this Notice relates.



Delegate of the Registrar
Registration Authority

Delegate of the Registrar
Registration Authority

ANNEXURE A

EXTRACTS OF THE REGULATIONS AND RULES REFERRED TO IN THIS NOTICE

EXTRACT OF THE *COMMERCIAL LICENSING REGULATIONS 2015*

PART 3: INFORMATION GATHERING AND INVESTIGATIONS

30. Appointment of persons to carry out general investigations

(1) If it appears to the Registrar that there is good reason for doing so, it may appoint one or more competent persons to conduct an investigation on its behalf into –

- (a) the nature, conduct or state of the business of a licensed person;
- (b) a particular aspect of that business; or
- (c) the ownership or control of a licensed person.

(2) If a person appointed under subsection (1) thinks it necessary for the purposes of his investigation, he may also investigate the business of a person who is or has at any relevant time been –

- (a) a member of the group of which the person under investigation ("A") is part; or
- (b) a partnership of which A is a member.

(3) If a person appointed under subsection (1) decides to investigate the business of any person under subsection (2) he must give that person written notice of his decision.

(4) The power conferred by this section may be exercised in relation to a former licensed person but only in relation to –

- (a) business carried on at any time when he was a licensed person; or
- (b) the ownership or control of a former licensed person at any time when he was a licensed person.

(5) "Business" includes any part of a business even if it does not consist of carrying on controlled activities.

31. Appointment of persons to carry out investigations in particular cases

(1) Subsection (2) applies if it appears to the Registrar that there are circumstances suggesting that a person may have committed a contravention of any enactment or subordinate legislation where such contravention is punishable by a fine.

(2) The Registrar may appoint one or more competent persons to conduct an investigation on its behalf.

32. Investigations: general

(1) This section applies if the Registrar appoints one or more competent persons ("investigators") under sections 30 or 31 to conduct an investigation on its behalf.

(2) The Registrar must give written notice of the appointment of an investigator to the person who is the subject of the investigation ("the person under investigation").

(3) Subsections (2) and (9) do not apply if the investigator is appointed as a result of section 31 and the Registrar believes that the notice required by subsections (2) or (9) would be likely to result in the investigation being frustrated.

(4) A notice under subsection (2) must –

- (a) specify the provisions under which, and as a result of which, the investigator was appointed; and
 - (b) state the reason for his appointment.
- (5) Nothing prevents the Registrar from appointing a person who is a member of its staff as an investigator.
- (6) An investigator must make a report of his investigation to the Registrar.
- (7) The Registrar may, by a direction to an investigator, control –
- (a) the scope of the investigation;
 - (b) the period during which the investigation is to be conducted;
 - (c) the conduct of the investigation; and
 - (d) the reporting of the investigation.
- (8) A direction may, in particular –
- (a) confine the investigation to particular matters;
 - (b) extend the investigation to additional matters;
 - (c) require the investigator to discontinue the investigation or to take only such steps as are specified in the direction;
 - (d) require the investigator to make such interim reports as are so specified.
- (9) If there is a change in the scope or conduct of the investigation and, in the opinion of the Registrar, the person subject to investigation is likely to be significantly prejudiced by not being made aware of it, that person must be given written notice of the change.

33. Powers of persons appointed under section 30

- (1) An investigator may require the person who is the subject of the investigation ("the person under investigation") or any person connected with the person under investigation –
- (a) to attend before the investigator at a specified time and place and answer questions; or
 - (b) otherwise to provide such information as the investigator may require.
- (2) An investigator may also require any person to produce at a specified time and place any specified documents or documents of a specified description.
- (3) Where the investigator considers that the person who is the subject of the investigation ("the person under investigation") or any person connected with the person under investigation is or may be able to give information or produce a document which is or may be relevant to an investigation, it may –
- (a) enter the business premises of such person during normal business hours for the purpose of inspecting and copying information or documents stored in any form on such premises;
 - (b) require such person to give it any assistance in relation to the investigation which the person is able to give.
- (4) A requirement under subsections (1), (2) or (3) may be imposed only so far as the investigator concerned reasonably considers the question, provision of information or production of the document to be relevant to the purposes of the investigation.
- (5) Where the investigator exercises its power under subsection (3)(a) to enter the business premises, it may—
- (a) require any appropriate person to make available any relevant information stored at those premises for inspection or copying;
 - (b) require any appropriate person to convert any relevant information into a form capable of being copied; and
 - (c) use the facilities of the occupier of the premises, free of charge, to make copies.

- (6) Where the investigator exercises its power under subsection (1)(a) to conduct an interview, it may give a direction—
- (a) concerning who may be present;
 - (b) preventing any person present during any part of the interview from disclosing to any other person any information provided to the interviewee or questions asked by the interviewer during the interview;
 - (c) concerning the conduct of any person present, including as to the manner in which they will participate in the interview;
 - (d) requiring the interviewee to give an affirmation that the answers of the interviewee will be true; and
 - (e) requiring the interviewee to answer any questions relevant to the investigation.
- (7) All interviews conducted pursuant to subsection (1)(a) will be recorded, and the interviewee generally will be given the opportunity to request a copy of the recording or a transcript of the interview, if available.
- (8) The provision of a recording or transcript pursuant to subsection (7) may be subject to any reasonable conditions imposed by the investigator.
- (9) A person shall not without reasonable excuse engage in any conduct, including without limitation the—
- (a) destruction of documents;
 - (b) failure to give or produce information or documents specified by the investigator;
 - (c) failure to attend before the investigator at a specified time and place to answer questions;
 - (d) giving of information that is false or misleading; or
 - (e) failure to give any assistance in relation to an investigation which the person is able to give;
- that is intended to obstruct the investigator in the exercise of any powers under this Part.
- (10) Where a person makes a statement in response to any question asked or produces information or documents in compliance with a requirement made under subsection (1), the Registrar must maintain confidentiality of such statement, information or documents, unless disclosure is required by law or court order to disclose the information.
- (11) The investigator may make directions to protect the confidentiality of information and documents which are part of an interview.
- (12) Where the investigator considers that, if disclosed, the fact of the issuing of a notice requiring a person to—
- (a) produce documents;
 - (b) give information;
 - (c) attend a compulsory interview; or
 - (d) give assistance;
- may hinder the investigation to which it relates, the investigator may direct a person who receives a notice under subsections (1), (2) or (3) not to disclose the receipt of a notice or any information relating to compliance therewith to any other person, other than his legal representative under a duty of confidentiality.
- (13) For the purposes of this section, a person is connected with the person under investigation ("A") if he is or has at any relevant time been –
- (a) a member of A's group;
 - (b) a controller of A;
 - (c) a partnership of which A is a member; or
 - (d) in relation to A, a person mentioned in Part 1 or Part 2 of the Schedule.
- (14) "Investigator" means a person conducting an investigation under section 30.
- (15) "Specified" means specified in a notice in writing.

34. Additional power of persons appointed as a result of section 31

- (1) An investigator conducting an investigation under this section 34 shall have the powers conferred by section 33.
- (2) An investigator may also require a person who is neither the subject of the investigation ("the person under investigation") nor a person connected with the person under investigation —
- (a) to attend before the investigator at a specified time and place and answer questions; or
 - (b) otherwise to provide such information as the investigator may require for the purposes of the investigation.

(3) A requirement may only be imposed under subsection (2) if the investigator is satisfied that the requirement is necessary or expedient for the purposes of the investigation.

(4) "Investigator" means a person appointed as a result of section 31.

(5) Subsections (6) to (8) apply if an investigator considers that any person ("A") is or may be able to give information which is or may be relevant to the investigation.

(6) The investigator may require A —

- (a) to attend before him at a specified time and place and answer questions; or
- (b) otherwise to provide such information as he may require for the purposes of the investigation.

(7) The investigator may also require A to produce at a specified time and place any specified documents or documents of a specified description which appear to the investigator to relate to any matter relevant to the investigation.

(8) The investigator may also otherwise require A to give him all assistance in connection with the investigation which A is reasonably able to give.

(9) "Specified" means specified in a notice in writing.

35. Admissibility of statements made to investigators

(1) A statement made to an investigator by a person in compliance with an information requirement is admissible in evidence in any proceedings, so long as it also complies with any requirements governing the admissibility of evidence in the circumstances in question.

(2) "Investigator" means a person appointed under sections 30 or 31.

(3) "Information requirement" means a requirement imposed by an investigator under sections 33, 34 or 36.

36. Information and documents: supplemental provisions

(1) If the Registrar or an investigator has power under this Part to require a person to produce a document but it appears that the document is in the possession of a third person, that power may be exercised in relation to the third person.

(2) If a document is produced in response to a requirement imposed under this Part, the person to whom it is produced may —

- (a) take copies or extracts from the document; or
- (b) require the person producing the document, or any relevant person, to provide an explanation of the document.

(3) A document so produced may be retained for so long as the person to whom it is produced considers that it is necessary to retain it (rather than copies of it) for the purposes for which the document was requested.

(4) If the person to whom a document is so produced has reasonable grounds for believing —

- (a) that the document may have to be produced for the purposes of any legal proceedings; and
- (b) that it might otherwise be unavailable for those purposes, it may be retained until the proceedings are concluded.

(5) If a person who is required under this Part to produce a document fails to do so, the Registrar or an investigator may require him to state, to the best of his knowledge and belief, where the document is.

(6) A lawyer may be required under this Part to furnish the name and address of his client.

(7) No person may be required under this Part to disclose information or produce a document in respect of which he owes an obligation of confidence by virtue of carrying on the business of banking unless –

- (a) he is the person under investigation or a member of that person's group;
- (b) the person to whom the obligation of confidence is owed is the person under investigation or a member of that person's group;
- (c) the person to whom the obligation of confidence is owed consents to the disclosure or production; or
- (d) the imposing on him of a requirement with respect to such information or document has been specifically authorised by the Registrar.

(8) If a person claims a lien on a document, its production under this Part does not affect the lien.

(9) "Relevant person", in relation to a person who is required to produce a document, means a person who –

- (a) has been or is or is proposed to be a director or controller of that person;
- (b) has been or is an auditor of that person;
- (c) has been or is an actuary, accountant or lawyer appointed or instructed by that person; or
- (d) has been or is an employee of that person.

(10) "Investigator" means a person appointed under sections 30 or 31.

...

EXTRACT OF THE COMPANIES REGULATIONS 2020

857. Fraudulent trading

(1) If any business of a company is carried on with intent to defraud creditors of the company or creditors of any other person, or for any fraudulent purpose, a contravention of these Regulations is committed by every person who is knowingly a party to the carrying on of the business in that manner.

(2) This applies whether or not the company has been, or is in the course of being, wound up.

(3) A person who commits the contravention referred to in subsection (1) shall be liable for a fine of up to level 8.

(4) The provisions of this section are without prejudice to any other fine, censure or legal proceeding to which a director may be subject under these Regulations or any other law or regulation applicable in the Abu Dhabi Global Market.

984. General false statement contravention

(1) It is a contravention of these Regulations for a person knowingly or recklessly–

- (a) to deliver or cause to be delivered to the Registrar, for any purpose of these Regulations, a document, or
- (b) to make to the Registrar, for any such purpose, a statement, that is misleading, false or deceptive in a material particular.

(2) A person who commits the contravention referred to in subsection (1) is liable to a fine of up to level 7.

936. The Registrar's functions

(1) The Registrar shall–

- (a) perform the functions conferred on the Registrar by or under the ADGM Founding Law, these Regulations, the Commercial Licensing Regulations 2015 or any other law or regulation applicable in the Abu Dhabi Global Market, and
- (b) perform such functions on behalf of the Board, in relation to the registration of companies or other matters, as the Board may from time to time direct by resolution.

(2) Without limiting the generality of subsection 1(a) or (b), the functions of the Registrar shall include–

- (a) the preparation indicative and non-binding guidance on these Regulations and advising the Board when any such guidance is issued;
- (b) prescribing forms to be used for any of the purposes of these Regulations, the Commercial Licensing Regulations 2015 or any other regulations administered by the Registrar;
- (c) any tasks and powers properly delegated to it by the Board or any other authority in the Abu Dhabi Global Market; and
- (d) where it considers it appropriate to do so, delegating such of its functions and powers as may more efficiently and effectively be performed by its officers or employees and, with the approval of the Board, to any other Abu Dhabi Global Market authority (other than the Court).

(3) The Registrar shall assist the United Arab Emirates in complying with its obligations under any international treaty or other agreement to which the United Arab Emirates is a party through the exercise of its powers and functions.

(4) In exercising its powers and performing its functions the Registrar shall act in an independent manner.

(5) References in these Regulations to the functions of the Registrar are to functions within subsections (1) and (2).

998. Duty to take precautions against falsification

- (1) Adequate precautions must be taken by companies–
 - (a) to guard against falsification of company records, and
 - (b) to facilitate the discovery of falsification of company records.
- (2) If a company fails to comply with this section, a contravention of these Regulations is committed by every officer of the company who is in default.
- (3) A person who commits the contravention referred to in subsection (2) under this section is liable to a level 2 fine.
- (4) This section does not apply to the documents required to be kept under–
 - (a) section 215 (copy of director's service contract or memorandum of its terms), or
 - (b) section 223 (qualifying indemnity provision).