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

To: Sanctuary Corporate Services FZ LLC
3520 ResCo-work04, 35,
Al Maqam Tower, ADGM Square,
Al Maryah Island, Abu Dhabi,
United Arab Emirates

Attention: Mr Khalid Sameh Adel Abul-Huda, Director

Email: [redacted]

Date: 7 July 2023

1. DECISION

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") has decided to impose on Sanctuary Corporate Services FZ LLC ("Sanctuary"), ADGM Registration No. 000003084, a financial penalty of **USD 15,000** for a contravention of section 984 (General False Statement) of the Companies Regulations 2020 ("CR 2020").

2. EXECUTIVE SUMMARY

2.1 The ADGM Registration Authority ("RA") has decided to take the action set out in this Notice as it considers that Sanctuary submitted a number of inaccurate documents with false information to the RA. The documents with false information were submitted on behalf of Sanctuary's client and as part of change of directors and change of authorised signatories applications.

2.2 Given the nature of the contravention, the RA considers it appropriate in the circumstances to impose a financial penalty on Sanctuary.

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.

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 DECISION

Involved Parties

4.1 On 12 November 2019, Sanctuary was registered in ADGM as a branch of a foreign company to conduct the business activity of *7021 - Corporate Services*. On 22 November 2021, Sanctuary completed its *7025 - Company Service Provider* ("CSP") registration at ADGM.

4.2 On 7 April 2020, THL was incorporated and licensed in ADGM as a private company limited by shares with the business activity of 'special purpose vehicle'. Sanctuary provided company services to THL.

4.3 During the material time, Sanctuary employed an account manager (the "Account Manager"), who joined Sanctuary on 22 December 2019 with her last working day at Sanctuary being 8 July 2021.

4.4 The former Managing Partner at Sanctuary (the "Managing Partner") during the material time was dealing directly with THL and handled the communication with THL. The Managing Partner left Sanctuary in October 2021 as per information provided by the current client relationship manager for Sanctuary (the "Client Relationship Manager"). The Managing Partner was also the Account Manager's line manager during her employment at Sanctuary.

The THL Filings – Key Events

4.5 On 24 November 2020, the Account Manager uploaded the following documents to the ADGM Registration Authority ("RA") portal - Catalyst ("Catalyst") as part of notifying the Registrar of the cessation of the individual AAK ("AAK") as one of THL's authorised signatories:

4.5.1 Resolution of the Board of Directors of THL dated 14 October 2020, uploaded at 13:37:22 (the "October Resolution"); and

4.5.2 Letter of Resignation of AAK dated 15 October 2020, uploaded at 13:37:22 (the "October Resignation").

4.6 Further on 24 November 2020, at 4:35 pm, the Account Manager submitted an application (the "Original Application") to Catalyst for the "Appointment and Cessation of Directors for a Local Company" notifying the Registrar of a change in THL's directors with AAK resigning and a new director SKS ("SKS") being appointed.

4.7 The October Resolution noted that the effective date of this change of directors was 15 October 2020, i.e. 40 days prior to the submission of the Original Application. Therefore, an automated level 1 penalty (USD 150) was issued to THL for failing to give notice to the Registrar of the change of directors within 14 days as required by section 157 of Companies Regulations 2020 ("CR 2020").

4.8 On 24 November 2020 at 4:35 pm, an automatic email was generated and sent from ra@adgm.com to the Account Manager advising *"that a fine for the late lodgement of Appointment and Cessation of Directors for a Local Company has been issued."* and *"Please action the "Penalty Charges" task that is waiting in Pay status..."*.

4.9 On 24 November 2020 at 4:45 pm, approximately 10 minutes after the email described in the previous paragraph was sent, the Account Manager sent the following email to monitoring@adgm.com:

"The date of this transaction was added as 14th of Octoboer.

But the client has finalized this now thus there was a mismatch between the date on the resolution and the filing?

Will you be able to return the application so that we can amend the dates to the actual date that is November 19/11/2020.

Looking forward to receiving your feedback.

kindRegards," [1]

4.10 Later in the afternoon of 24 November 2020, the Account Manager also sent an email to an Officer at the RA ("RA Officer") requesting return of the Original Application. She sent a similar email to the RA Officer on 25 November 2020.

4.11 On 26 November 2020 at 09:24 am, the Account Manager sent an email to monitoring@adgm.com asking, *"If we submit the application with the resolution dated with the actual date 19/11 will you be able to remove the fines imposed?"*.

4.12 On 26 November 2020 at approximately 10:51 am, the RA Officer returned the Original Application to the Account Manager.

4.13 On 28 November 2020 at 09:09 am, the Account Manager asked the RA Officer for the return of *"Appointment and Cessation of Authorised Signatory(ies)"*. This filing was not returned.

4.14 Shortly thereafter on 28 November 2020, the Account Manager uploaded the following documents to Catalyst in connection with a resubmission of the notice of change of directors, removing AAK:

4.14.1 Resolution of the Board of Directors of THL dated 19 November 2020, uploaded at 09:21:23 am (the "November Resolution"); and

4.14.2 Letter of Resignation of AAK dated 19 November 2020, uploaded at 09:21:23 am (the "November Resignation").

[1] This and other excerpts are reproduced as they appear without correction for typographical or other errors.

4.15 On 28 November 2020 at 09:21 am, the Account Manager revised the form associated with this change of directors.

4.16 On 28 November 2020 at 09:27 am, the Account Manager again requested waiver of the fine imposed on 24 November 2020 to mailto:AccountsReceivables@adgm.com. The email stated *"Will you be Abel to waive the penalty imposed on the charge of directors as the change effective date was 19th of November (less than 2 weeks from now).".*

4.17 On 29 November 2020 at 2:57 pm, the Account Manager uploaded the November Resolution into Catalyst in support of the appointment of SKS. The effective date of SKS's appointment was indicated as 19 November 2020 and not 15 October 2020.

Comparisons of the October Resolution, the November Resolution, the October Resignation and the November Resignation

4.18 The October Resolution and the November Resolution are identical in all respects except for the following:

4.18.1 The date of the October Resolution is "*14.10.2020*" while the date of the November Resolution is "*19.11.2020*".

4.18.2 The effective date of the October Resolution is "*15th of October 2020*" while the effective date of the November Resolution is "*19th Nov 2020*".

4.18.3 The font type and font size of "*19.11.2020*" and of the effective date of "*19th Nov 2020*" on the November Resolution is materially different from its surrounding text whereas the font type and font size of "*14.10.2020*" and "*15th of October 2020*" on the October Resolution appear identical to its surrounding text.

4.18.4 The October Resolution appears to be a scanned copy. However, it appears that the dates "19.11.2020" and "*19th Nov 2020*" under November Resolution were added electronically.

4.19 Comparing the October Resignation to the November Resignation, these documents are identical in all respects except that:

4.19.1 The date on the October Resignation is "*15.10.2020*" while the date on the November Resignation is "*19.11.2020*".

4.19.2 The text of "*19.11.2020*" is materially different from its surrounding text whereas the font type and font size of "*14.10.2020*" on the October Resignation appears similar to its surrounding text (except for being surrounded by shading).

4.19.3 The comments tab of the November Resignation when viewed via Adobe Acrobat Pro, indicate that the following texts have been added by the Account Manager:

a. The text "office of directors of the company" under the October Resignation has been replaced with the text "as a director & Authorized signatory of the company" under the November Resignation.

b. The date "15.10.2020" under the October Resignation has been replaced with the date "19.11.2020" under the November Resignation.

4.19.4 The October Resignation appears to be a scanned copy. However, the amended texts of *"19.11.2020"* and *"office of directors of the company"* appear to have been added electronically.

4.20 In the November Resolution and November Resignation, the new dates appear to have been superimposed onto the documents.

4.21 Further, the font type of *"19.11.2020"* on the November Resignation appears very similar to the font type of *"19.11.2020"* on the November Resolution.

RA Investigation

4.22 On 12 January 2022, pursuant to section 31 of CLR 2015, an investigation was commenced to look into the conduct of Sanctuary and the Account Manager (the "Investigation").

4.23 On 10 February 2022, Sanctuary received notice of Appointment of Investigators.

4.24 On 18 February 2022 the Account Manager received the notice of Appointment of Investigators.

Findings of the Investigation

4.25 The following chronology of relevant events were established during the Investigation leading up to the submission of the November Resolution and the November Resignation:

4.25.1 On 12 October 2020 at 4:05 PM, SKS sent an email to the Managing Partner advising that *"We would like to transfer the shares held by* [AAK] *in* [THL] *in my name"*.

4.25.2 On 13 October 2020, based on emails between SKS and the Managing Partner:

- SKS and the Managing Partner had a virtual call via MS Teams to discuss the share transfer matter; and
- SKS shared a copy of his passport, ID and bank statement with the Managing Partner.

4.25.3 On 14 October 2020 at 12:46 pm, the Managing Partner sent an email to the Account Manager informing her about *"removing* [AAK] *and adding* [SKS]", *"attached all the documents of* [SKS]" and requested her *"help in getting the documents in order so once you prepare that I can get them to sign"*. On the same day, a further exchange of emails exist between the Managing Partner and the Account Manager to clarify the type of change, i.e., authorised signatory or director, and fees involved with the change of individuals.

4.25.4 On 14 October 2020 at 01:13 pm, the Managing Partner sent an email to SKS stating that "*I have shared the documents with my compliance team, as soon as I get the approval, I will share the documents for you to sign and execute the share transfer*".

4.25.5 On 20 October 2020 at 9:33 am, SKS sent an email to the Managing Partner requesting updates on the share transfer.

4.25.6 On 20 October 2020 at 3:10 PM, the Managing Partner replied stating "*We are ready to transfer the shares*" and "*I will need the attached documents to be signed by you*". The email attached the following pdf documents:

a. Unsigned version of October Resolution dated 14 October 2020 with one page document of Instrument of Transfer of Shares dated 15 October 2020 ("Instrument of Transfer");
b. Unsigned version of October Resignation dated 15 October 2020; and
c. Unsigned Consent to act as a Director of the Company document ("Director Consent") dated 15 October 2020.

4.25.7 It is noted that even though the documents listed under 4.25.6 were shared on 20 October 2020, they were all backdated by 5-6 days.

4.25.8 The Account Manager during her compulsory interview conducted on 17 March 2022 pursuant to section 33(1) of CLR 2015 (the "Account Manager Interview") confirmed that she prepared the documents listed under 4.25.6.

4.25.9 On 22 October 2020 at 3:41 pm, based on emails between SKS and the Managing Partner, SKS returned the following signed documents to the Managing Partner:

a. Signed version of October Resolution dated 14 October 2020;
b. Signed version of Instrument of Transfer dated 15 October 2020;
c. Signed version of October Resignation dated 15 October 2020; and
d. Signed version of Director Consent dated 15 October 2020.

4.25.10 It is noted that all dates remained the same in the signed documents as shared by the Managing Partner on 20 October 2020.

4.25.11 On 19 November 2020 at 12:23 pm, the Managing Partner sent the signed documents listed under 4.25.9 to the Account Manager stating "*Please find the attached documents for your reference*" and "*I believe you already have* [SKS's] *documents?*".

4.25.12 On 22 November 2020 at 11:11 am, the Account Manager confirmed receipt and stated "*Will proceed with submitting the application today*" and "*Timeline for review by ADGM: 5 working days*".

4.25.13 On 24 November 2020, as described under paragraph 4.5, the October Resolution and October Resignation were submitted by the Account Manager to the RA at 13:37:22. Subsequently a fine email was sent to the Account Manager on the same day at 16:35:22 as described under point 4.8.

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4.25.14 During the Account Manager Interview, the Account Manager confirmed that she did not inform anyone from Sanctuary or THL about the fine since the communication between herself and ADGM was still ongoing.

4.25.15 From 1:58 pm on 24 November 2020 to 12:24 pm on 9 January 2021, internal chain of emails exists within Sanctuary about additional documents required from THL including but not limited to confirmation of nominee arrangement ADGM forms, source of income, bank statement and SKS's ID.

4.25.16 As described under paragraphs 4.14 to 4.16, following the RA's return of the Original Application, the Account Manager submitted the November Resolution and November Resignation on 28 November 2020.

4.26 The Account Manager during the Account Manager Interview confirmed the following:

4.26.1 She was not dealing with clients directly as this was not part of her role at Sanctuary. The Managing Partner was in direct contact with THL including in relation to the share transfer matter. However, once the Managing Partner obtains required documents from clients, he would send it to the Account Manager to submit it to ADGM.

4.26.2 She was not provided with any trainings on Sanctuary policy or procedure in relation to document retention at the time of joining Sanctuary.

4.26.3 Based on instruction from the Managing Partner, she prepared the unsigned documents required for THL share transfer including the October Resolution, October Resignation and Instrument of Transfer (documents referred to under 4.25.6).

4.26.4 She is not aware of the reason for the delay in receiving the signed October Resignation and October Resolution (i.e. the documents were dated 14 October but received by Sanctuary on 22 October 2020) as the communication with the client THL was handled directly by the Managing Partner.

4.26.5 She did not check the dates under the October Resolution and October Resignation prior to submitting them to the RA and filed them "*Because those were the ones I had at that time*" and "*I did not check that they were accurate or ... I don't know, it's not that I didn't check. I knew that the dates would be current dated, but this is what I had at that time.*"

4.26.6 When questioned about the reason for submitting the October Resolution and October Resignation instead of properly dated documents, the Account Manager stated that she did not know that submitting backdated documents would trigger a fine.

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4.26.7 The Account Manager confirmed that she changed the dates under the November Resolution. The Account Manager further confirmed that she chose the date of receiving the documents via email (19 November 2020) from the Managing Partner as the date of the revised November Resolution and she is not aware of the actual date of the resolution.

4.26.8 The Account Manager confirmed that changing the date to 19 November 2020 under the November Resolution was her decision.

4.26.9 The Account Manager confirmed that she did not send the November Resolution following her changes to SKS or THL.

4.26.10 The Account Manager confirmed that she changed the dates under November Resignation.

4.26.11 The Account Manager stated that she may have changed the dates under both documents to avoid a fine.

4.26.12 The Account Manager readily admitted that she amended and submitted the November Resolution and the November Resignation, including altering documents to create new effective dates for these documents as well adding other information to the November Resignation. However, she was adamant that this was done to reflect the date of the changes in THL's directors and authorised signatories.

4.27 Based on the Account Manager's statements during the Account Manager Interview in specific the statements made under points 4.26.7 and 4.26.8, she confirmed that she was not aware of the actual date of the transaction which contradicts her email described under point 4.9 and sent on 24 November 2020 to the RA which stated that the "actual date" is 19 November 2020.

Contravention of 984 of CR 2020

4.28 Based on all available evidence listed above, Sanctuary committed a contravention of section 984 of the CR 2020 by the following events:

4.28.1 Evidence indicates that the October Resolution and October Resignation were signed on or post 20 October 2020 and not 14 October 2020. This is demonstrated by the provision of backdated documents to THL seeking their signature (i.e documents were dated 14-15 October but sent on 20 October 2020 for signature).

4.28.2 Filing inaccurate documents (October Resolution and October Resignation) with the RA. These documents were sent to THL for signature on 20 October 2020 and the signed versions were sent back on 22 October 2020. Therefore, it can be concluded that the October Resolution and October Resignation were in fact signed between 20-22 October 2020 and the dates 14/15 October 2020 were inaccurate.

4.28.3 Changing the dates under the November Resolution and the November Resignation to 19 November 2020 while keeping their client (THL's) signatures without going back to the client with the revised documents to re-sign or informing the client about the changes.

4.28.4 Sending revised November Resolution and November Resignation to the RA with new dates based on dates of internal communication emails without any attempt to confirm the accuracy of the dates with THL.

4.29 It can be concluded that October Resolution, October Resignation, November Resolution and November Resignation submitted to the RA were inaccurate.

5. CONTRAVENTIONS

5.1 Based on the facts and matters noted above, the Registrar considers that Sanctuary contravened section 984 of the CR 2020.

5.2 An excerpt of section 984 of the CR 2020 is set out in **Annexure A** to this Notice.

5.3 Sanctuary would be liable to a fine not exceeding level 7 which is up to USD 25,000.

6. SANCTIONS

Financial Penalties

6.1 In deciding 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 Sanctuary:

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 Filing false information and falsified documents to the RA is a serious contravention. The Registrar expects all licensed CSPs (e.g., Sanctuary) to take all steps to ensure that their employees submit true and authentic documents on behalf of their clients to the RA.

6.6 Licensed CSPs are also expected to be able to detect any wrongful alternations/amendments made by its employees to authentic documents without the approval of clients.

Deliberate or reckless

6.7 The contravention by Sanctuary is considered to be reckless as Sanctuary appears to have had no systems or controls in place to prevent staff from filing false information to the RA.

6.8 The wrongful amendment of the November Resolution and November Resignation by the Account Manager appear to be deliberate to avoid the issued fine by the RA as admitted by the Account Manager.

Whether the person is an individual

6.9 Sanctuary is not an individual. Therefore, this factor was not considered.

Effect on third parties

6.10 The client THL suffered delays in processing their THL Filings and its voluntary strike-off application.

Deterrence

6.11 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.

6.12 The penalty imposed must deter Sanctuary and others from submitting or attempting to submit false information as part of their filings.

Financial gain or loss avoided

6.13 This factor was not considered.

Subsequent conduct

6.14 Sanctuary cooperated with the Investigation. There were some delays and incomplete documents provided in response the RA's requirement notice issued on 15 February 2022 pursuant to Part 3 of CLR 2015 (the "February Requirement") to produce specified information and documents. However, this appears to be due to the lack of proper systems and controls at Sanctuary, rather than a lack of cooperation.

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Disciplinary record and compliance history

6.15 At the time of the contravention and to the knowledge of the Investigators, Sanctuary has no disciplinary record nor is the Registrar aware of any other concerns in relation to Sanctuary.

Maximum Penalty

6.16 As per section 984(2) of CLR 2015, the maximum penalty for a contravention of section 948(1) (General False Statement) is level 7 which is up to USD 25,000.

6.17 The Registrar considers the financial penalty amount of USD 15,000 would be wholly appropriate in order to reflect the seriousness of the contravention and the number of documents submitted to the RA with inaccurate information.

7. PROCEDURAL MATTERS

Representations

7.1 On 2 May 2023, the Registrar issued Sanctuary with a Warning Notice in which it proposed to impose on Sanctuary financial penalties in the amount of USD 15,000 (the "Warning Notice").

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

7.3 On 22 May 2023, Sanctuary through its Director, Mr Khalid Sameh Adel Abul-Huda, made representations in response to the Warning Notice.

7.4 It is understood that the response to the Warning Notice consists of the following 'key' representations:

(a) Sanctuary is not seeking to dispute the facts set out in the Warning Notice.

(b) The RA should exercise its discretion to not publish the Notice.

(c) The RA should consider the quantum of the financial penalties due to the following factors:

ii. *"Sanctuary is under new ownership and management since the events set out in the Notices, whereby the new owners and management had established additional measures to reduce systemic risk to the ADGM."*

iii. *"The RA conducted a CSP Assessment of the firm between September 2022 and March 2023 and reached a conclusion of "moderate improvements needed."*

iv. the events *"were primarily the acts of ex-employees acting beyond the scope of their respective authorities"*. *"Furthermore, under the CR Notice (paragraph*

4.26.8 to 4.26.12), the Account Manager confirmed that she unilaterally made the decision to amend the dates of the Resolutions".

7.5 In response to the representations, the Registrar is of the view that:

(a) If a Final Notice is issued, it will be at the Registrar's discretion to determine whether any details of the notice should be published, and it is not a matter to be determined in connection with the contraventions addressed in this Notice.

(b) The relevant period of the contraventions is stipulated under the Warning Notice and the financial penalties relate to that specified period. The appointment of Sanctuary's new ownership and management (including any "*additional measures to reduce systemic risk to the ADGM")* did not fall within the relevant period of the contraventions included under the issued Warning Notice.

(c) The CSP Assessment carried out by the Monitoring section is a high-level review and "*may not identify all aspects required for compliance*" which is indicated under the 'Principle Findings Record' attached by Sanctuary as part of their representations. Further, the period of the review is not within the relevant period of the contraventions included under the issued Warning Notice.

(d) Merely establishing a system or putting a policy in place is ineffective if the CSP did not monitor its employees' compliance with such policies and procedures. Sanctuary failed to detect such non-compliances by its employees including the non-compliance of falsification of the dates of resolution. The Registrar is further of the view that a CSP is responsible for acts of its employees that are done in the course of their employment duties, in this case submitting documents of a Sanctuary client to the RA. Further, in its representations, Sanctuary "*... accept that she was representing Sanctuary to the RA at the relevant time and made inaccurate submissions in Sanctuary's name.*".

7.6 Having taken into the accounts the facts, matters and circumstances of the contraventions above, the Registrar has decided to impose on Sanctuary financial penalties in the amount of USD 15,000.

Opportunity to have the matter referred to the ADGM Courts

7.7 On 8 June 2023, the Registrar issued a Decision Notice to Sanctuary pursuant to section 936 of the CR 2020.

7.8 Sanctuary had the opportunity to refer the Decision Notice to the ADGM Courts.

7.9 On 21 June 2023, Sanctuary confirmed that they do not intend to exercise the right to refer the Decision Notice to the ADGM Courts. Sanctuary re-confirmed this on 6 July 2023 and further consented to have the final notice and related invoice in respect of the penalties issued prior to the expiry of the period available for referrals to the ADGM Courts.

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Payment of the financial penalty

7.10 The financial penalty imposed by this Notice is to be paid by Sanctuary on or before the date stated in the invoice attached with this Notice.

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. The account details are listed in the invoice attached with this Notice.

Confidentiality and publicity

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

[redacted]

Lisa Somers
Director – Business Operations, 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) A requirement under subsections (1) or (2) 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.

(4) 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.

(5) "Investigator" means a person conducting an investigation under section 30.

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

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

(1) An investigator has 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.

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EXTRACT OF THE COMPANIES REGULATIONS 2020

157. Duty to notify Registrar of changes

(1) A company must, within the period of 14 days from–

(a) a person becoming or ceasing to be a director, or

(b) the occurrence of any change in the particulars contained in its register of directors or its register of directors' residential addresses,

give notice to the Registrar of the change and of the date on which it occurred.

(2) Notice of a person having become a director of the company must–

(a) contain a statement of the particulars of the new director that are required to be included in the company's register of directors and its register of directors' residential addresses, and

(b) be accompanied by a consent, by that person, to act in that capacity.

(3) Where–

(a) a company gives notice of a change of a director's service address as stated in the company's register of directors, and

(b) the notice is not accompanied by notice of any resulting change in the particulars contained in the company's register of directors' residential addresses, the notice must be accompanied by a statement that no such change is required.

(4) If default is made in complying with this section, a contravention of these Regulations is committed by–

(a) the company, and

(b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

(5) A person who commits the contravention referred to in subsection (4) is liable to a level 1 fine.

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).

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.