SPECIAL PURPOSE VEHICLE (SPV) BUSINESS PLAN

(exempt applicants)



# Instructions

This form must only be completed by SPV applicants that are claiming to be exempt from the requirement to appoint a company service provider.

# Introduction

A company conducting a business activity of being a special purpose company or vehicle must at all times have an ADGM licensed company service provider. This is subject to exemptions available to applicants who meet the conditions listed in the section entitled ‘**exempt applicants**’ below.

Prior to commencing an application for incorporation of a special purpose company, please read the statements listed below, provide supporting documents, where applicable, and sign the compulsory declaration. Should an applicant that is not exempt disregard the provisions stated in this document and proceed to lodge the application for incorporation of a special purpose company or vehicle without appointing an ADGM licensed company services provider, the ADGM RA reserves the right to request the applicant to withdraw its application. **Should such event occur, no refunds of fees paid will be made available to the applicant.**

Please note, in this application and pursuant to ADGM Companies Regulations (Amendment No. 1) 2021:-

1. a company that is obliged to have a company service provider is referred to as a “**non-exempt company**”;
2. a “**company service provider**” is a person licensed pursuant to the Commercial Licensing Regulations 2015 to carry out the controlled activity of providing company services, as defined in Rule 7 of the Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2021;
3. “**business activity**” has the meaning given to it in the Commercial Licensing Regulations 2015 (Controlled Activities) Rules 2021.

# Exempt applicants

1. In accordance with subsection 296A(3) of the Companies Regulations, as amended by the Companies Regulations (Amendment No. 1) 2021, a body corporate that is a parent undertaking or subsidiary undertaking of any of the following need not have a company service provider–
2. persons exempt under the Commercial Licensing Regulations 2015 (Exemptions) Order 2020;
3. an authorised person within the meaning of the Financial Services and Markets Regulations 2015;
4. persons licensed or regulated by the Central Bank of the United Arab Emirates;
5. a company whose shares are admitted to trading on a regulated market in the United Arab Emirates, including in Abu Dhabi Global Market; or
6. a company that has demonstrated to the satisfaction of the Registrar to have–
7. substantial assets, turnover and employees in the United Arab Emirates, and
8. adequate governance policies and procedures, in each case as may be specified by rules made by the Board or guidance issued by the Registrar.
9. For the purposes of assessing whether a company has demonstrated adequate presence in the United Arab Emirates, the Registrar -

## may have regard to, among other things:-

1. the company’s assets, turnover and employees in the United Arab Emirates[[1]](#endnote-1),
2. the company’s governance policies and procedures,
3. any rules made by the Board or guidance issued by the Registrar in this regard; and
4. may require such further information and supporting documentation as it considers appropriate.

For further information in relation to ways to demonstrate adequate presence in the United Arab Emirates, please refer to the guidance note available here: [Exempt SPVs and foundations (adgm.com)](https://www.adgm.com/operating-in-adgm/company-service-providers/exempt-spvs-and-foundations).

If you have determined that you are an exempt applicant and you still would like to exercise the option to appoint ADGM licensed company service provider, please refer to the list of ADGM licensed company service providers located here: <https://www.adgm.com/operating-in-adgm/company-service-providers/exempt-spvs-and-foundations>. Please use company service provider appointment form located here: [Guidance and resources for the ADGM Company Service Provider regime](https://www.adgm.com/operating-in-adgm/company-service-providers/guidance-and-resources).

# Non-exempt applicants

Non-exempt applicants are those who do not meet the conditions listed in the section above entitled ‘exempt applicants’. In accordance with sub-section 296A(1) of the Companies Regulations, non-exempt applicants must appoint an ADGM licensed company service provider prior to lodging this application with ADGM RA.

If you have determined that you are a non-exempt applicant do not proceed with this declaration and refer to the list of ADGM licensed company service providers here: <https://www.adgm.com/operating-in-adgm/company-service-providers/exempt-spvs-and-foundations> .

# Exemption Confirmation

Please confirm which exemption category this SPV application is claiming in the table below.

|  |  |
| --- | --- |
| **Exemption Category**  | **Check** |
| 1. persons exempt under the Commercial Licensing Regulations 2015 (Exemptions) Order 2020;
 | [ ]  |
| 1. an authorised person within the meaning of the Financial Services and Markets Regulations 2015;
 | [ ]  |
| 1. persons licensed or regulated by the Central Bank of the United Arab Emirates;
 | [ ]  |
| 1. a company whose shares are admitted to trading on a regulated market in the United Arab Emirates, including in Abu Dhabi Global Market;
 | [ ]  |
| 1. a company that has demonstrated to the satisfaction of the Registrar to have–
	* 1. substantial assets, turnover and employees in the United Arab Emirates, and
		2. adequate governance policies and procedures, in each case as may be specified by rules made by the Board or guidance issued by the Registrar.
 | [ ]  |

To qualify for exemption category (e) listed in the table above, please read guidance note published on ADGM website ([guidance-on-exemptions-from-the-requirement-to-appoint-a-csp.pdf (adgm.com)](https://www.adgm.com/documents/operating-in-adgm/csps/guidance-on-exemptions-from-the-requirement-to-appoint-a-csp.pdf)). Please include the supporting documents which will demonstrate the exemption category selected. The Registrar reserves the right to request additional information to assess whether or not the applicant is exempt from appointing a company service provider.

# Declaration (to be signed by the applicant(s))

[ ]  I/We confirm that I/we have read and understood provisions contained in the legislative requirements listed below. I/We confirm that I/we understand my/our responsibilities pursuant to the new provisions of the regulations and rules set out below. I/We confirm that I/we have conducted self-assessment based on the exempt/non-exempt criteria and arrived at the conclusion that this application qualifies as exempt/non-exempt applicant. I/We understand that should I/we fail to meet the conditions of exempt applicant and fail to appoint a company service provider, the Registrar has the right to determine this application and may issue a decision notice in relation to this application pursuant to section 18 of ADGM Commercial Licensing Regulations.

1. COMPANIES REGULATIONS (AMENDMENT NO. 1) 2021
2. COMMERCIAL LICENSING REGULATIONS (AMENDMENT NO. 1) 2021
3. COMMERCIAL LICENSING REGULATIONS 2015 (CONTROLLED ACTIVITIES) RULES 2021
4. COMMERCIAL LICENSINGREGULATIONS 2015 (CONDITIONS OF LICENCE AND BRANCH REGISTRATION) RULES 2021

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: [DD/MM/YYYY]

All fields specified or indicated by \* are mandatory and \*\* are optional.

|  |  |
| --- | --- |
| **Date\*** |   |

## Entity Name

|  |  |
| --- | --- |
| **Proposed Name of Entity\*** Please note that the name must end with the word ‘Limited’ or ‘Ltd’. If the legal entity is a restricted scope company, the proposed name must contain ‘restricted’ or ‘RSC’.  |  |

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| --- | --- |
| Please provide explanation in connection with the meaning of the foreign word or abbreviation used in the proposed name, whichever is applicable. For further information related to naming convention in ADGM, please refer to the relevant rule [Business and Company Names Rules 2021 | Rulebook (thomsonreuters.com)](https://en.adgm.thomsonreuters.com/rulebook/business-and-company-names-rules-2021) |  |

## Type of Entity

|  |  |
| --- | --- |
| **Type of Entity\*** | [ ]  Private Company Limited by Shares[ ]  Restricted Scope Company  |

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| --- |
| If the type of entity is Restricted Scope Company (RSC), please note the qualifying criteria for the Restricted Scope Company as stated in Section 3(4) of ADGM Companies Regulations. These are as follows: Restricted scope company can be incorporated as a wholly owned subsidiary of a body corporate which either – 1. files accounts with the ADGM RA as a company that qualifies for a medium or large company accounting regime pursuant to relevant provisions of ADGM Companies Regulations; or
2. a body corporate which files audited accounts with the Registrar or a Regulatory Body in another jurisdiction (outside ADGM) and such accounts can be accessed (and downloaded or a copy obtained) by any member of general public without any special permissions (for a fee or not) (please note you will need to demonstrate the evidence to support this statement to the Registrar); or
3. a body corporate which is set up by a Federal Law or Emiri Decree in the United Arab Emirates; or (d) this RSC is being set up as wholly owned subsidiary of another RSC currently registered in ADGM pursuant to ADGM Companies Regulations (please refer to provisions of section 1015 of ADGM Companies Regulations for ‘meaning of subsidiary’).
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| --- | --- |
| Please provide your confirmation by ticking this statement.\*\* (applicable for RSC only) | [ ]  We confirm that the proposed SPV meets the criteria of section 3(4) of ADGM Companies Regulations to qualify for legal entity type ‘Restricted Scope Company’. |

## Purpose

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| --- | --- |
| Please confirm your understanding in relation to SPV by selecting these statements.\* | [ ]  This is to confirm that the proposed SPV will only be used as a passive entity and will not be used as an operational entity to conduct economic or commercial business activities, unless such SPV is converted into operational entity and relevant license amendment has been approved by Registrar. [ ]  This is to confirm that I, the undersigned, understand that the proposed SPV is not eligible for visas.  |
| Please describe the purpose/reason for the SPV in as much detail as you reasonably can provide. \*  | [ ]  This is to confirm that the proposed purpose will be completed not later than six months from the date of the incorporation of this SPV.  |
| Please indicate what type of industry this SPV will form part of. Please select one or more industry type(s) from the list. \*\***NOTE: This list is not exhaustive, therefore, please provide details in the free text box below.**  | [ ]  [Agriculture, plantations, other rural sectors](http://www.ilo.org/global/industries-and-sectors/agriculture-plantations-other-rural-sectors/lang--en/index.htm)[ ]  [Basic Metal Production](http://www.ilo.org/global/industries-and-sectors/basic-metal-production/lang--en/index.htm)[ ]  [Chemical industries](http://www.ilo.org/global/industries-and-sectors/chemical-industries/lang--en/index.htm)[ ]  [Commerce](http://www.ilo.org/global/industries-and-sectors/commerce/lang--en/index.htm)[ ]  [Construction, real estate](http://www.ilo.org/global/industries-and-sectors/construction/lang--en/index.htm)[ ]  Defense, security[ ]  [Education](http://www.ilo.org/global/industries-and-sectors/education/lang--en/index.htm)[ ]  [Financial services, professional services](http://www.ilo.org/global/industries-and-sectors/financial-services-professional-services/lang--en/index.htm)[ ]  [Food, drink, tobacco](http://www.ilo.org/global/industries-and-sectors/food-drink-tobacco/lang--en/index.htm)production[ ]  [Forestry, wood, pulp and paper](http://www.ilo.org/global/industries-and-sectors/forestry-wood-pulp-and-paper/lang--en/index.htm)[ ]  [Health services, pharmaceuticals](http://www.ilo.org/global/industries-and-sectors/health-services/lang--en/index.htm)[ ]  [Hotels, tourism, catering](http://www.ilo.org/global/industries-and-sectors/hotels-catering-tourism/lang--en/index.htm)[ ]  Information technology, hardware, software[ ]  [Mining](http://www.ilo.org/global/industries-and-sectors/mining/lang--en/index.htm)[ ]  [Mechanical and electrical engineering](http://www.ilo.org/global/industries-and-sectors/mechanical-and-electrical-engineering/lang--en/index.htm)[ ]  [Media, culture, entertainment](http://www.ilo.org/global/industries-and-sectors/media-culture-graphical/lang--en/index.htm)[ ]  [Oil and gas production, oil refining](http://www.ilo.org/global/industries-and-sectors/oil-and-gas-production-oil-refining/lang--en/index.htm)[ ]  [Postal and telecommunications services](http://www.ilo.org/global/industries-and-sectors/postal-and-telecommunications-services/lang--en/index.htm)[ ]  [Public service](http://www.ilo.org/global/industries-and-sectors/public-service/lang--en/index.htm)[ ]  [Shipping, ports, fisheries, inland waterways](http://www.ilo.org/global/industries-and-sectors/shipping-ports-fisheries-inland-waterways/lang--en/index.htm)[ ]  [Textiles, clothing, leather, footwear](http://www.ilo.org/global/industries-and-sectors/textiles-clothing-leather-footwear/lang--en/index.htm)[ ]  [Transport (including civil aviation, railways, road transport)](http://www.ilo.org/global/industries-and-sectors/transport-including-civil-aviation-railways-road-transport/lang--en/index.htm)[ ]  [Transport equipment manufacturing](http://www.ilo.org/global/industries-and-sectors/transport-equipment-manufacturing/lang--en/index.htm)[ ]  [Utilities (water, gas, electricity)](http://www.ilo.org/global/industries-and-sectors/utilities-water-gas-electricity/lang--en/index.htm) |
| If none is applicable, please provide details\*: |  |

|  |  |
| --- | --- |
| Provide clear indication as to the nature of assets, securities or shares that SPV will hold. Please select one or more from the list: \* | [ ]  Shares[ ]  IP Rights [ ]  Debentures[ ]  Debt[ ]  Financing Transaction[ ]  Real property [ ]  Land [ ]  Ship/vessel[ ]  Aircraft[ ]  Machinery [ ]  Art[ ]  Crypto Currency  |
| If none is applicable, please provide details: |  |

## Group Structure Chart\*

|  |  |
| --- | --- |
| Please enclose a group organisation chart so that we can understand the SPV ownership and where it will be positioned within the group (including full name and jurisdiction of group entities). Please insert Group Structure/Chart in Appendix A below. If no group (eg. SPV set up by individuals only), please provide details of the ownership and larger structure (if any), including percentage of holding by each proposed shareholder  |  |

## Declaration\*

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| --- |
| [ ]  I/We, incorporating shareholders of the proposed SPV, declare that the information in this application and any attachments is true and complete as at the date of this form.[ ]  I/We, incorporating shareholders of the proposed SPV, undertake to comply with the licensed activities and undertake not to exceed the licensed activities and engage in any commercial operational activities throughout the lifecycle of the legal entity. I/We, incorporating shareholders of the proposed SPV, confirm our understanding that should I/we breach this confirmation, the Registrar may exercise his powers pursuant to relevant provisions of ADGM Commercial Licensing Regulations, including but not limited to suspend and subsequently cancel the license of SPV or exercise his powers granted to him under ADGM Companies Regulations to strike off the company. [ ]  I/We, incorporating shareholders of the proposed SPV, undertake to convert this SPV into operational legal entity should the business concept requires so. Under no circumstances this SPV would conduct any other business activities apart from those stated on the license issued by ADGM Registration Authority without prior authorization obtained from ADGM Registration Authority. ADGM RA understands that this business plan is correct at the time of lodging the application for incorporation of SPV. The purpose of SPV may change throughout the lifecycle of the legal entity. |

|  |  |  |  |
| --- | --- | --- | --- |
| Signature |  | Date |   |
| Name  |   | Designation |   |

# **APPENDIX A - GROUP CHART/PROPOSED CHART\***

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1. Please lodge copies of the current commercial licenses issued in the UAE, latest audited accounts, information about number of visas issued under each commercial license, any other information that can demonstrate assets, turnover and employees in the UAE. [↑](#endnote-ref-1)