



EXPO CITY DUBAI AUTHORITY COMPANIES REGULATIONS NO.1 OF 2024 – AT A GLANCE

This document summarises the main company rules and regulations applicable within Expo City Dubai (ECD) Free Zone and reflects the regulations in place as of 2nd January 2024 (for the avoidance of doubt, any ECD Entity established before the issuance of these Regulations shall be treated as an ECD Entity regulated by these Regulations). You are recommended to read the full edition of the Expo City Dubai Authority Companies Regulations No.1 Of 2024 available [here](#). It is the duty of any person or entity operating within the Expo City Dubai Free Zone to check for updates to the regulations and any notices. ECD bears no responsibility in connection with the representations made in this summary document and bears no responsibility for how the information in this summary is understood or interpreted.

[] Number in brackets refers to the clause number in the Regulations

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ENTITY TYPES AND STATUS – CHAPTER 2

Types of entities recognised in the ECD Free Zone [3]

- These regulations recognise Companies and Branches [3.1] and may be disapplied for specific categories of entities following the issuance of supplementary regulations by the ECDA from time to time. [3.2]
- These regulations apply to any ECD Entity established before the issuance of these regulations [3.3]

Status of a Company [4]

- A Company has a separate legal personality from its Shareholders [4.1]

Status of a Branch [5]

- A Branch does not have a separate legal personality from the Branch Parent [5.1]

REGISTRATION OF ECD ENTITIES – CHAPTER 3

Application for registration of a Company [6]

- Anyone may apply for the registration of a Company by filing an application for registration of a Company alongside an application for a Licence [6.1]
- The application must include the proposed ECD Free Zone address of the Company, proposed Company name (complying ECD Name requirements), the amount of share capital, full name, address and nationality with any form of photo identification (in the case of a natural person), as well as the registration number, incorporation and licensing details (in the case of a legal person) of the Shareholders, Directors, Company Manager, and Secretary (if applicable) along with the required UBO information and documentation, proposed Articles of Association and any other documents and/or information that the Registrar may require. [6.2 & 6.5]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Completion of registration of a Company [7]

- No Company may be registered without the approval of the Registrar [7.1] Please refer to the full set of Regulations for the remainder and entirety of this Section.

Application for registration of a Branch [8]

- Any Company or a Non-ECD Entity may apply to establish a branch in the ECD Free Zone by filing an application for registration of a Branch alongside an application for a Licence [8.1]
- The application (signed by or on behalf of the Branch Parent) must include the proposed ECD Free Zone address of the Branch, proposed Branch name (complying to ECD name requirements), the activities to be conducted by the Branch, full name, address and nationality of the Branch



Manager, full name, address and nationality (in the case of a natural person), as well as the registration number, incorporation and licensing details (in the case of a legal person) of the Secretary (if applicable) along with any other documents and/or information that the Registrar may require including such requirements from the applicants' home state regulators. [8.2]

- An application by a Non-ECD Entity (signed by or on behalf of the Branch Parent) must include the proposed ECD Free Zone address of the Branch, proposed Branch name (complying to ECD name requirements), the activities to be conducted by the Branch, the Branch Parents memorandum and articles of association, full name, address and nationality with any form of photo identification (in the case of a natural person), as well as the registration number, incorporation and licensing details (in the case of a legal person) of the Branch Parent directors and/or manager, full name, address and nationality of the Branch Manager, full name, address and nationality (in the case of a natural person), as well as the registration number, incorporation and licensing details (in the case of a legal person) of the Secretary (if applicable) along with the required UBO information and documentation, any other documents and/or information that the Registrar may require. [8.3 & 8.6]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Completion of registration of a Branch [9]

- No Branch may be registered without the approval of the Registrar [9.1]
Please refer to the full set of Regulations for the remainder and entirety of this Section.

Registered facility and notices [10]

- Each ECD Entity must always maintain a registered facility in the ECD Fee Zone. [10.1]

Licensing of ECD Entities [11]

- A valid licence must always be maintained by each ECD Entity (unless an Exempt Entity). [11.1]

ARTICLES AND CHANGE OF NAME – CHAPTER 4

Articles of a Company [12]

- The Articles cannot include provisions that are contrary to or inconsistent with these Regulations. [12.2]
- A statement of Compliance is required should a Company decide to adopt its own Articles and not the Standard Articles as prescribed by the Registrar. [12.3 – 12.4]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Minimum content of Articles [13]

- The Articles must include shareholder details (name, nationality, date of birth, address), Company details (name, address, trade name if any, reason



for incorporation, head office and branches details, if any), the commencement and expiry date of the Company as well as its fiscal year, Company's capital and ownership interests of every partner, estimated value of shares, the rights attached to the shares, transfers of shares, dividends and other distributions, profits and losses distribution, share capital alteration process and assignment of ownership interests conditions, the holding of the Annual General Meetings and shareholder requested General Meetings (including required accounts and information prior to the meetings being held, proceedings, voting and quorum), and all additional information as specified in clause 13.1 [13.1]

Effect of Articles [14]

- Once the Registrar certifies the Articles, they become legally binding on a Company and its Shareholders [14.1]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Adoption of new Articles [15]

- A Company may adopt new Articles by Special Resolution [15.1]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Copies of Articles for Shareholders [16]

- A Company must make the Articles available to all Shareholders anytime.

Change of name of an ECD Entity [17]

- A Company may change its name (complying with the ECDA naming reservation process) through filing a Special Resolution not older than 7 Business Days [17.1 – 17.2]

- If the name of a Branch Parent changes, the Branch must inform the Registrar within 5 Business Days of the change with relevant documentation. [17.3]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Power of Registrar to require change of name [18]

- The Registrar has the authority to direct an ECD Entity to change its name or any proposed name if in the Registrars opinion it is undesirable and does not comply with the ECD Name Requirements. [18.1]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

CORPORATE CAPACITY AND TRANSACTIONS – CHAPTER 5

The regulations in this Chapter have not been summarised. Please refer to the full set of Regulations.

SHARE CAPITAL, SHAREHOLDERS AND REDUCTION OF SHARE CAPITAL – CHAPTER 6

Shareholders [20]

Upon issuance of a Certificate of Registration, the initial Shareholders of a Company are deemed to have agreed to become Shareholders of the Company and must be entered as such in the Shareholder Register of the Company, maintained by the Registrar [20.1 – 20.2]

Nature of Shares [21]

- Shares in a Company shall be distinguished by an appropriate number and must be allotted at their fixed nominal value [21.1 & 21.2]
- Shares must be Paid Up full by a Shareholder and there shall be no prescribed minimum Share Capital which a Company must maintain unless otherwise specified by the Registrar [21.4 – 21.6]
- Shares of the same class of a Company shall be of equal value and holding the same rights as to voting. [21.7]

Classes of Shares [22]

- These Regulations apply to all Shareholders, regardless of share class. A Company may issue different classes of Shares with specific rights outlined in the Articles. These rights may only be varied through provisions in the Articles, a Special Resolution, or with written consent from holders of at least three-quarters of the shares in that class [22.1 - 22.3]

Alteration of Share Capital [24]

- By Special Resolution and with notice to the Registrar, a Company may increase, consolidate, subdivide and/or reduce its Shares. [24.1 – 24.2]

Reduction of Share Capital [25]

- A Company may reduce its share capital by reducing Liability of its Shares, cancelling lost or unrepresented share capital, purchasing shares for cancellation, cancelling treasury shares or paying off excess share capital [25.1 – 25.2]
- For effect of a reduction of share capital, a certificate needs to be signed by majority of the Company Directors within fifteen (15) days certifying that the Company will remain solvent and will be able to pay or discharge its debts regardless of the reduction of share capital which shall be followed by a published notice to Creditors where the Share Capital reduction shall take effect no less than fifteen (15 days) and no more than thirty (30) days from the date of publication of the notice. [25.3]

Liability following capital reductions [26]

- A Shareholder shall always remain liable to any amount unpaid on its Shares. [26.1]
- Any Creditor of the Company has six (6) weeks from the date of the published notice of share capital reduction to object to the decision and have the reduction rejected [26.2]

Existing shareholders' right of pre-emption [27]

- If otherwise stated in the Articles [27.5] (which may be amended with the approval of 90 per cent of all Shareholders [27.6]), a Company may only Allot Shares once a practicable offer is made to each person who holds Shares of such class and the period during which it may be accepted (14 Business Days post receipt of offer [27.2]), has passed [27.1 a-b]
- This Article 27 does not apply to Treasury Shares as well as Shares to be paid up otherwise than in cash, or Shares pursuant to an employees' share scheme. [27.3 – 27.4]

Non-cash consideration for Shares [28]

- Directors of the Company must assess and determine the reasonable cash value of the consideration for the Shares, confirm that it is fair to the Company and existing shareholders, and ensure that it is at least equal to the share value to be credited for the issue of the Shares and determine the basis for assessing it after which a special resolution must be passed [28.1 – 28.3]
- Article 28.1 does not apply to the allotment of shares in a Company through the conversion of convertible securities, the exercise of options to acquire Shares, or the consolidation, division, or subdivision of Shares in a Company [28.4]

Bearer Shares [29]

- It is not permitted for any Company to issue bearer shares.

Transfer of Shares [30]

- Shares can be transferred subject to regulations made by the ECDA and the Articles of a Company [30.1] and the application may be made by either the Company, transferor, or the transferee [30.6]
- The transfer shall take place using an instrument of transfer as approved by the Registrar and at the return of the relevant share certificates. If the Shares are to be transferred to a non-existing Shareholder, the full name, address and nationality (in the case of a natural person), the registration number, incorporation and licensing details (in the case of a corporate shareholder) of the new Shareholder- as well as any UBO and AML requirements, are to be submitted to the Registrar along with any other documents and/or information that the Registrar may require [30.2]

Power of a Company to purchase its own Shares [31]

- Through a Special Resolution (where the Shares to be purchased do not hold voting power [31.5 b]), as well as any prescribed filing requirements by the Registrar, a Company may purchase its own Shares subject to these regulations, its Articles, and the consent of the seller of the Shares [31.1 - 31.3]
- No purchase may take place if resulting in the Company holding its own Shares with no Shareholder [31.6] Otherwise, a Company may purchase its

own Shares- which shall be held as Treasury Shares, using distributable reserves, except during a capital reduction [31.4]

Treasury Shares [32]

- A Company may hold a maximum of 10 per cent of the total number of Shares as Treasury Shares where only 1 class of Shares exists, or, 10 per cent from the total number of Shares in a class if the share capital is divided into Shares of different classes. Any excess Treasury Shares need to be disposed of or cancelled [32.2 - 32.4]
- A Company will be registered as a Shareholder holding Treasury Shares and the Company must not exercise any rights or be entitled to any dividends or other distributions in respect of these Shares [32.6 – 32.8]

Treasury Shares: disposal and cancellation [33]

- By lodging a notice with Registrar, Treasury Shares may be sold, transferred to an employees' scheme or cancelled at any time. A cancellation shall be treated as a share capital reduction [33.1 – 33.3]

Restriction on participation in parent companies [34]

- A Company may not own shares in any entity or Non-ECD entity which owns (directly or indirectly) any shares in such Company. Any allotment or transfer of shares in this case shall be void.

DIVIDENDS AND DISTRIBUTIONS – CHAPTER 7

Dividends [35]

- A Company may declare a dividend or resolve to make a distribution through an Ordinary Resolution.

Restrictions on distributions [36], Consequences of unlawful distribution [37]

- A Company may only declare dividend, or resolve to make a distribution (out of its distributable reserves only), if the Company, after which, remains able to pay its debts. [36.1 – 36.2]
- Ways of distribution exclude purchase of the Company's own Shares, reduction of share capital or a distribution of assets to Shareholders of the Company on its Winding Up [36.3]
- If a Company makes a distribution to its Shareholders going against these regulations and the Shareholders are aware, they are liable to repay the distribution to the Company. If the Directors are aware of such contravention, they are liable to the Shareholders and Creditors of the Company for any such arrangement. The Registrar has the authority to determine the extent of liability and amount of repayment [37.1 – 37.2]

DIRECTORS AND CORPORATE GOVERNANCE – CHAPTER 8

Directors and Company Managers [38]

- Each Company is required to have always registered at least a Company Manager and 1 Director [38.1] and for a Branch, a Branch Manager. [51.1]
- The Company Manager has the authority to externally represent the Company [38.2] while Directors may exercise all the powers of a Company

following these Regulations or the Company's Articles including being authorised to accept Legal Notice and Service of any document or notice on behalf of the Company [38.4 – 38.5]

- No person may be a Company Manager or Director if under the age of 18 years, convicted of a criminal offence and/or has been disqualified by the ECDA or any other competent authority within or outside the UAE, does not qualify based on the criteria in the Articles, is classified as bankrupt, or is in the opinion of the Registrar not a suitable person. [38.6] Article 38.6 also applies to the Secretary excluding bankrupt classification [50.4] Article 38.6 also applies to the Branch Manager with the addition of the requirement to be a natural person [51.6] sponsored for Visa purposes by ECDA unless otherwise approved by the Registrar [51.12]
 - The Company Manager and Directors must be a natural person unless otherwise approved by the Registrar (provided that at least 1 Director must be a natural person) [38.6 f & 38.7]
 - Provided that Regulations are met, the role of a Director, Company Manager and/or Secretary may be filled by the same person or multiple persons, and may be filled by a Shareholder [38.8]
- Please refer to the full set of Regulations for the remainder and entirety of this Chapter.

GENERAL MEETINGS – CHAPTER 9

Economic substance rules [54]

- Provisions of this Chapter 9 are subject to any provision applicable to the Company under the Economic Substance Regulations. [54.1]

Annual General Meetings [55], Request of meetings [56] and Registrar's power to call meeting in default [57]

- Unless otherwise in the Company Articles, a Company must hold its Annual General Meeting within 18 months from the date of registration and once every 12 months after that event [55.1] If a meeting is not held, the Registrar may call one [57]

Please refer to the full set of Regulations for the remainder and entirety of these Sections.

Notice of Meetings [58]

- Any meeting of a Company may be called by giving a 10 Business Days' notice period unless the period is otherwise specified in the Company's Articles [58.1] It may be called with shorter notice by Shareholders holding at least 95 per cent of total voting rights. [58.2]
- A notice of a General Meeting of a Company must set out the time, date, place, nature of the meetings business, intention to propose Ordinary or Special Resolution (if any) and must include a copy of any relevant accounts and reports [58.3]

Representation of corporate entity at meetings [59]

- A Shareholder, who is a corporate entity, may by resolution authorise a person as its representative at any meeting of the Company.

General provisions as to meetings and votes [60]

Please refer to the full set of Regulations for this Section.

Written resolutions [61]

- Any resolution that may be passed at a General Meeting may be done by a resolution in writing. [61.1]
- The date of the resolution is the date the last Shareholder signs the resolution, or on the date specified in the resolution. [61.2]
- No written resolution may be passed without giving the Shareholders a 10 Business Days' notice period unless the period is otherwise specified in the Company's Articles [61.3] It may be called with shorter notice by Shareholders holding at least 95 per cent of total voting rights [61.4]

Recording of decisions by sole Shareholder [62]

- A General Meeting of a Company is convened once the Shareholder issues a decision in writing or record of the decision in writing within 20 Business Days of such decision [62.1]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Proxies [63] and Participation in meetings [64]

Please refer to the full set of Regulations for the remainder and entirety of these Sections.

Minutes [65]

- Every Company must maintain a Minutes Register physically (at the registered facility, unless approved otherwise by the Registrar) or electronically, containing minutes of all meetings with attendee names, which may be evidence of a meeting, and must remain open to inspection during business hours. Regulations set by the Registrar from time to time on the requirements of a Minutes Registrar must be followed. [65.1 – 65.5]

Unfair Prejudice [66]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

ACCOUNTS AND AUDIT – CHAPTER 10

Preparation of accounts [67]

- Directors of every Company must procure within 6 months (unless ECDA prescribes another period) after the end of every financial year the accounts for the financial year of the Company. The accounts must be laid before a General Meeting and a copy filed with the Registrar within 5 Business Days after the relevant General Meeting. The accounts must be prepared in accordance with International Financial Reporting Standards. They must identify any debts unpaid by Shareholders, reflect a true and fair view of the profit and loss as well as financial position of the Company.

The accounts must also be examined and reported on by an auditor which is part of the list of auditors approved by ECDA. [67.1-67.4]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Maintenance of accounts [68]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Financial year [69]

- The first financial year of a Company starts on the day it is registered and lasts for a period at least 6 months and not longer than 18 months determined by the Directors [69.1] with the second and any subsequent financial year starting at the end of the previous financial year and will last for 12 months [69.3]
- Where a Non-ECD Entity becomes a Company, the Directors may decide to start the Company's first financial year from the end of the previous financial year in the jurisdiction it transferred from. In this case, the Company's first financial year will last for 12 months from the date it is considered to have started. [69.2]
- An extended or shortened financial year may be requested to be approved/consented to at the discretion of the Registrar [69.4]

Copies of accounts [70]

- On written request and within 5 Business Days, a Company must provide any Shareholder with a copy of the Company's latest audited accounts without charge [70.1 – 70.2]

Waiver and modification as to accounts [71]

- ECDA may extend, waive, or modify the application of any provisions in this Chapter 10 to its absolute discretion [71.1]
- Please refer to the full set of Regulations for the remainder and entirety of this Section.

Appointment and removal of auditors [72]

- At a General Meeting, a Company must appoint a firm of auditors which must examine and report on accounts prepared following these Regulations [72.1 - 72.2]
 - No auditor may be appointed unless approved by the ECDA and the auditor has consented in writing to be appointed [72.3]
 - By Ordinary Resolution, a Company may at any time remove an auditor [72.7] and where the auditor has either resigned or is removed, the Directors may appoint another auditor to hold office up until the conclusion of the next Annual General Meeting [72.5]
- Please refer to the full set of Regulations for the remainder and entirety of this Section.

Auditors' report to the Company [73]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Auditors' rights and powers [74]

- The auditor has a right to always access Company records and is entitled to request information and explanations as considers necessary, and if unable to obtain such information and explanations, must state the fact in the report. [74.1, 74.2, 74.4]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Resignation of an auditor [75]

- An auditor of a Company may resign by depositing a notice in writing at the Company's registered facility together with a statement that there are no circumstances connected with the resignation that should be brought to notice of Shareholders or Creditors of the Company. The resignation shall take effect on date of deposit or as specified in the notice. [75.1 – 75.3]
- If the statement contains such circumstances, the Company must share a copy of such statement with the Registrar, Shareholders and every person entitled to receive notice of General Meetings within 10 Business Days. [75.4]

Cooperation with auditors [76]

- A Company, Officer or any Representative of a Company must not knowingly or recklessly restrict access to information, documents, or explanations requested by the Company auditor, deceive the Company auditor through destroying or concealing documents, omitting and/or providing false/misleading information, and, coercing, manipulating, misleading, or influencing the auditor.

Obligation to disclose to the Registrar [77]

- An auditor of a Company must notify the Registrar on any contravention of a provision of these Regulations or any other regulation or decision applicable in the ECD Free Zone which may affect the conduct of the relevant ECD Entity or of its Officers and/or Representatives. [77.1]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

Branches [78]

- Branches are not required to comply with Articles 67 to 77. Branch Managers ensure that accounting records of the Branch are captured in the Branch Parent accounts and must file a copy of the Branch Parents accounts and auditor's report with the Registrar for review and approval within 5 Business Days of relevant meetings. Any amendments must be filed within 10 Business Days of publication as well as any further information requested by the Registrar. [78.1 – 78.3]

REGISTERS AND RECORDS – CHAPTER 11

Form of Company and Branch records [79]

- A Company must have a Register for its Shareholders, Officers, Security, Employees and Minutes in a legible reproducible form. [79.1]
 - A Branch must have a Register for its Shareholders and Officers in a legible reproducible form. [79.2]
 - The Registrar will maintain and keep possession of the Shareholder, Officer and Security Register for each Company and the Officer Register for each Branch [79.3]
 - Each Company and Branch must ensure to prevent loss, destruction and falsified entries in each Register and facilitate detection and correction where required in the Register [79.5]
- Please refer to the full set of Regulations for the remainder and entirety of this Section.

Employees Register [80]

- Every Company and Branch must maintain an Employees Register physically (at the registered facility, unless approved otherwise by the Registrar) or electronically, containing names of employees, title, position, and date of commencement of their employment and must remain open to inspection without charge. Regulations set by the Registrar from time to time on the requirements of an Employee Registrar must be followed. [80.1 – 80.4]

Shareholder Register [81]

- For the Registrar to maintain the Shareholder Register, a Company must provide a copy of any share transfer document to the Registrar and any other required information by the Registrar.

Security Register [82]

- Shareholders may grant security over their shares (security interest) in a Company which- to maintain the Security Register, must be registered with the Registrar including name and address of the Shareholder granting the security interest and security holder, number of Shares (and Class where applicable), date of security interest creation, obligation secured, and relevant documents. [82.1 – 82.7]

Officer Register [83]

- The Registrar must maintain the Officer Register for each ECD Entity which- where applicable, includes Company Directors, Company Managers, Branch Managers, Secretary, and any additional information required by the Registrar.

Inspection of Registers [84]

- The Registrar may provide electronic access to the Shareholder, Officer and Security Register for inspection by the Company, Shareholders and Branch Parents who may also request an extract of any register. The ECDA

has the discretion to share extracts of information from the registers to other persons [84.1 – 84.3]

Rectification of registers [85]

- If there are any inaccuracies, omissions or delays in information entry in a register maintained, a Company or Branch, individuals or entities affected by these errors may apply to the Registrar for rectification. The Registrar may refuse the application providing reasons in written or may rectify the register. The ECDA may also make orders for rectification or impose fines on the Company, Shareholder, Branch, Branch Parent, or any interested party for failing to maintain accurate registers. [85.1 – 85.3]

Additional requirements for a Branch [86]

- A Branch must file details of the Branch Manager with the Registrar and A Branch of a Non-ECD Entity is subject to file details of the Branch Parents Shareholder details and Officers details as well as submit to the Registrar on annual basis, a copy of any annual returns regarding the corporate affairs submitted to the Branch Parents relevant jurisdiction subject to these Regulations and the requirements set by the Registrar from time to time as well as the required auditors reports as set out in Article 78.

Power of Register to require further information [87]

- An ECD Entity may be subject to a Strike Off if fails to provide the Registrar with further information as requested to ensure compliance to all applicable laws including “know-your-customer requirements” under anti-money laundering rules.

Records relating to registers [88]

Please refer to the full set of Regulations for the remainder and entirety of this Section.

AMALGAMATION – CHAPTER 12

Amalgamation of Companies [89] Amalgamation of Companies and Non-ECD Entities with continuation in the ECD Free Zone [90]

- 2 or more Companies may amalgamate or 1 or more Companies with 1 or more Non-ECD Entities may amalgamate subject to the consent of the Registrar and pursuant to these Regulations and other UAE applicable Laws. They may continue as 1 Company and the Licence (if granted) shall continue in effect for the surviving Company. [89.1 & 90.1]
- An application for consent for amalgamation must be submitted to the Registrar along with a certified resolution of the Shareholders of each amalgamating entity approving the amalgamation and declaration signed by a Director of each amalgamating entity declaring ability to meet its liabilities, realisable value greater than liabilities and issued capital, credit requirements are met and all necessary authorities were obtained. [89.2 & 90.2]



Amalgamation of Companies and Non-ECD Entities with continuation outside of the ECD Free Zone [91]

- With the consent of the Registrar and pursuant to these Regulations and other UAE applicable Laws, 1 or more Companies with 1 or more Non-ECD Entities may amalgamate to continue as a Non ECD Entity. They may continue as 1 Company where and on effect of amalgamation, shall no longer be considered a Company and shall be Struck Off where a Licence was granted it will be discontinued. Requirements are as set out in Article 89.2. [91.1 – 91.2]

Registrar's requirements regarding Creditors and refusal to grant consent [92]

- Amalgamation application is subject to Creditor engagement and notification process as prescribed by the Registrar [92.1]
- Registrar may refuse to grant consent [92.2]

TRANSFERRING TO AND FROM THE ECD FREE ZONE – CHAPTER 13

Transfer of formation [93]

- A Non-ECD Entity may submit a signed Continuation Application as authorised by a certified resolution approved by holders of 75% or more of voting interests in the Non-ECD Entity. Such application must be accompanied by the proposed articles of association and a no-objection for continuation letter from the Non-ECD Entity's current authority as well as any other requirements as set by the Registrar [93.1 & 93.2] The Registrar may reject the Continuation Application as it considers appropriate [93.3]

Certificate of continuation [94], Effect of certificate of continuation [95], Copy of certificate of continuation [96], Rights and liabilities [97], and Transfer of registration from ECD Free Zone to another jurisdiction [98]

Please refer to the full set of Regulations for these Sections.

STRIKING OFF FROM THE REGISTER AND LIQUIDATIONS – CHAPTER 14

Power of the ECDA to Strike Off [99]

- The ECDA may at any time in its discretion (including upon application from the Registrar provide a notice to an ECD Entity notifying the ECD Entity of its intention to Strike Off the ECD Entity, and directing the ECD Entity to provide reasons why it should not be Struck Off. The ECDA shall consider issuing such a Strike Off Notice in the event that the ECD Entity has not conducted any commercial activity within the ECD Free Zone for a period of 12 months or more [99.1]

Due to the complex and sensitive nature of this Chapter, the remainder of this Chapter has not been summarised. Please refer to the full set of Regulations.

GENERAL - CHAPTER 15

Disclosure to the Registrar, inspection, waivers and modifications, contraventions, and sanctions [111]

- The provisions of articles 15, 17, 18, 19 and 20 of the Licensing Regulations shall apply in all respects to ECD Entities.
Please refer to the full set of Regulations for the remainder and entirety of this Section.

HELPFUL DEFINITIONS

These are not legally defined terms.

Articles	A Company's articles of association as originally adopted or as subsequently adopted in accordance with these Regulations
Branch	A branch established under these Regulations
Company	A company registered under these Regulations (excluding a branch)
Director	A natural or legal person occupying the position of director of a Company as specified on the Licence
ECD Entity	A Company or Branch
ECD Free Zone	The ECD Free Zone, established pursuant to Law No. (14) of 2022 Establishing Expo City Dubai
Non-ECD Entity	A company or other legal entity formed outside of the ECD Free Zone
Officer	A Director, a Company Manager, a Branch Manager and/or a Secretary (as applicable)
Secretary	A natural or legal person occupying the position of secretary of a Company or Branch
Shareholder	A person registered in the Shareholder Register of a Company as the holder of a share in that Company
Shares	Shares in the capital of a corporate entity and includes stock (except where a distinction between stock and shares is expressed or implied)