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EXPO CITY DUBAI AUTHORITY  
LICENSING REGULATIONS  
NO. (2) OF 2024

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## CONTENTS

Clause	Page
1. Definitions and Interpretation .....	1
2. Appointment and Role of the Registrar.....	4
3. Persons Entitled to Carry on Business .....	6
4. Licence Categories .....	6
5. Licence Application .....	7
6. Contents of Licence.....	10
7. Display of Licence.....	10
8. Licence Conditions.....	10
9. Changes to Licence .....	11
10. Licence Renewal .....	11
11. Freeze of Licence .....	12
12. Suspension or Involuntary Termination of Licence by the Registrar .....	13
13. Permissions.....	15
14. Register.....	16
15. Obligations to Disclose to the Registrar.....	17
16. Compliance Systems and Controls.....	18
17. Inspection by the ECDA.....	18
18. Waivers and modifications of Regulations .....	19
19. General Contraventions Provision.....	19
20. Sanctions .....	21
21. Language .....	22
22. General .....	22



## 1. DEFINITIONS AND INTERPRETATION

### 1.1 Definitions used in these Regulations

In these Regulations, unless the context otherwise requires, the following words and expressions shall have the following meanings:

<b>Word or expression</b>	<b>Meaning in these Regulations</b>
<b>"Branch"</b>	a branch established under the Companies Regulations
<b>"Branch Manager"</b>	a natural person occupying the position of manager of a Branch as specified on the Licence
<b>"Business Day"</b>	a day other than a Saturday, Sunday or a public holiday in the UAE
<b>"Company"</b>	a company registered under the Companies Regulations (which, for the avoidance of doubt, excludes a Branch)
<b>"Company Manager"</b>	a natural person occupying the position of manager of a Company as specified on the Licence
<b>"Companies Regulations"</b>	the Expo City Dubai Authority Companies Regulations, as amended or replaced from time to time
<b>"Director"</b>	a natural or legal person occupying the position of director of a Company
<b>"ECD Entity"</b>	a Company or Branch established under ECDA Companies Regulations
<b>"ECD Entity Number"</b>	the unique ECD Entity number allocated to each ECD Entity by the Registrar
<b>"ECD Free Zone"</b>	the ECD free zone, established pursuant to Law No. (14) of 2022 Establishing Expo City Dubai
<b>"ECD Name Requirements"</b>	the requirements of the Registrar from time to time in respect of the naming of any Licensee
<b>"ECDA"</b>	the Expo City Dubai Authority, a public authority by virtue of Law No. (14) of 2022 to regulate and supervise Expo City Dubai Free Zone
<b>"Economic Substance Regulations"</b>	UAE Cabinet Decision No. 57/2020 Determining the Economic Substance Requirements and all regulations issued thereunder, and any relevant



<b>Word or expression</b>	<b>Meaning in these Regulations</b>
	guidance or regulations issued by or on behalf of the ECDA from time to time
<b>"Exempt Entity"</b>	a person designated by the ECDA to be an exempt person by virtue of any rule, regulation, policy, or decision of the ECDA
<b>"Freehold"</b>	a freehold interest in property within the ECD Free Zone
<b>"Inspectors"</b>	means any person appointed by the ECDA or the Registrar pursuant to Article 17.3
<b>"Lease"</b>	a rental or other form of right to use an office space, a commercial unit, a retail area, a retail unit, development land or such other permitted space or unique unit within the ECD Free Zone
<b>"Licence"</b>	a licence issued by the ECDA in accordance with these Regulations
<b>"Licence Number"</b>	the unique Licence number allocated to each Licence held by each Licensee by the Registrar
<b>"Licensee"</b>	a natural or legal person who has been granted a Licence in accordance with these Regulations
<b>"Non-ECD Entity"</b>	a company or other legal entity formed outside of the ECD Free Zone
<b>"Officer"</b>	a Director, a Company Manager, a Branch Manager and/or a Secretary (as applicable)
<b>"Permission"</b>	a permission to undertake a specified activity for a specified duration in the ECD Free Zone, granted to a person who does not hold a Licence to undertake such specified activity
<b>"Permitted Activity" or "Permitted Activities"</b>	the activities which a Licensee is permitted to conduct in the ECD Free Zone, as set out in its Licence
<b>"Public Register"</b>	the publicly available register of select information relating to Licensees and ECD Entities maintained by the Registrar, access to which the Registrar may vary from time to time
<b>"Register"</b>	the register of Licensees and ECD Entities maintained by the Registrar



<b>Word or expression</b>	<b>Meaning in these Regulations</b>
<b>"Registrar"</b>	the registrar appointed by the CEO of ECDA and who carries out his duties through the "Registration & License Department" at ECDA
<b>"Regulations"</b>	these Expo City Dubai Authority Licensing Regulations
<b>"Representative"</b>	any employee, representative or agent of the ECD Entity acting under the direction or authority of an Officer
<b>"Shareholder"</b>	a person registered in the Shareholder Register of a Company as the holder of a share in that Company
<b>"Shareholder Register"</b>	the register of all of the Shareholders of a Company
<b>"Strike Off"</b>	the striking off by the Registrar of an ECD Entity from the Register and " <b>Striking Off</b> " and " <b>Struck Off</b> " have a corresponding meaning
<b>"UAE"</b>	United Arab Emirates
<b>"UAE Governmental Authority"</b>	any authority, court or other body which is, or operates as part of, the Federal Government of the UAE or the Government of an Emirate of the UAE

## 1.2 Rules of interpretation used in these Regulations

In these Regulations, a reference to:

- (a) a provision of any law, rule, regulation, policy or decision includes a reference to that law, rule, regulation, policy or decision as amended, updated, extended, replaced or re-enacted from time to time;
- (b) a person includes any natural person, corporate entity or unincorporated entity recognised under UAE law, including a company, partnership, foundation, trust, governmental department or entity;
- (c) an obligation to publish, or to cause to be published, a particular document includes, unless expressly provided otherwise in these Regulations, publishing or causing to be published in printed or electronic form;
- (d) day, week or month means a calendar day, week or month in the UAE;
- (e) a calendar year means a year of the Gregorian calendar;



- (f) the singular includes the plural and *vice versa*, unless the context otherwise requires;
- (g) include or including means without limitation;
- (h) these Regulations include any regulations made under these Regulations, unless expressly provided otherwise in these Regulations;
- (i) an Article by number only, and without further identification, is a reference to the Article of that number in these Regulations; and
- (j) writing or written includes any mode of communication that preserves a record of the information contained in it and is capable of being produced or reproduced in tangible form, including electronic means (and, for the avoidance of doubt, any communication may be made by electronic means).

1.3 The headings in these Regulations do not affect its interpretation.

## 2. APPOINTMENT AND ROLE OF THE REGISTRAR

2.1 The CEO of ECDA shall appoint an individual to serve as the Registrar and may dismiss such a person from the office of Registrar from time to time (and appoint any successor) in accordance with the ECDA's objective to facilitate the registration and licensing of companies, establishments and other entities within the ECD Free Zone, as per Law No. (14) of 2022 Establishing Expo City Dubai (the "**ECDA Establishing Law**").

2.2 In performing the Registrar's functions and exercising the Registrar's powers as per the ECDA Establishing Law and as delegated by ECDA, the Registrar shall pursue the following objectives:

- (a) to determine and regulate the business and activities authorised in the ECD Free Zone, and to set the rules, conditions, requirements and procedures for licensing such business and activities;
- (b) to register and license companies, establishments and other entities within the ECD Free Zone;
- (c) to exercise control and inspection over Licensees and their activities to ensure their compliance with the ECDA Establishing Law, the decisions issued in connection with the ECD Free Zone and the relevant legislation in force in the UAE;
- (d) to promote good practice and observance of the requirements of these Regulations and any other regulation, rule, policy or decision applicable in the ECD Free Zone;
- (e) to administer these Regulations and any other regulation, rule, policy or decision applicable in the ECD Free Zone administered by the Registrar in an effective and transparent manner;



- (f) to prevent, detect and restrain conduct which is, or may be, in contravention of these Regulations and any other regulation, rule, policy or decision applicable in the ECD Free Zone;
  - (g) to maintain a reliable and up-to-date register of information regarding Licensees, and to provide access to the public to certain parts of such register (as appropriate);
  - (h) to promote and ensure that Licensees comply with sustainability, governance, health and safety and worker welfare practice requirements and principles within the ECD Free Zone, which shall be published by the ECDA from time to time;
  - (i) to oversee and enforce the ECDA Companies and Licensing Regulations within ECD Free Zone; and
  - (j) to comply and to promote compliance by Licensees with these Regulations, any other regulation, rule, policy or decision applicable in the ECD Free Zone and any other applicable laws in the UAE, including relating to the exchange of information, data protection, economic substance regulations, anti-money laundering and counter-terrorism financing, unlawful organisations and sanctions compliance.
- 2.3 The Registrar has such powers and functions as may be conferred, or expressed to be conferred, on the Registrar by or under these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone.
- 2.4 The Registrar has the power to do whatever the Registrar deems necessary, for or in connection with, or reasonably incidental to, the exercise and performance of its powers and functions set out herein, inclusive of the power of delegation.
- 2.5 Without limiting the generality of Article 2.4, the powers and functions of the Registrar shall include, so far as is reasonably practicable (and in accordance with relevant guidelines as may be issued by the ECDA from time to time):
- (a) issuing, renewing, suspending or terminating Licences and Permissions and, publishing lists of permitted activities within the ECD Free Zone which may be subject to a Licence or Permission, in accordance with Article 4.5;
  - (b) issuing or prescribing forms to be used for any of the purposes of these Regulations or any other law, regulation, rule, policy or decision of the ECDA, or otherwise applicable in the UAE and the ECD Free Zone;
  - (c) issuing or prescribing procedures and requirements relating to these Regulations or any other law, regulation, rule, policy or decision of the ECDA, or otherwise applicable in the UAE and the ECD Free Zone;
  - (d) issuing guidelines with respect to Licensees which are Non-ECD Entities;
  - (e) preparing or causing to be prepared guidelines for Licensees;



- (f) exercising and performing such other powers and functions as may be delegated to the Registrar pursuant to the provisions of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone administered by the Registrar; and
- (g) monitoring and inspecting Licensees and the conduct engaged in by Licensees in accordance with Article 17.

2.6 In exercising the Registrar's powers and performing the Registrar's functions, the Registrar is expected to exercise independence of thought and action.

2.7 Neither the Registrar nor any delegate or agent of the Registrar can be held liable for anything done or omitted to be done in the performance or purported performance of the functions of the Registrar (including any function delegated to the Registrar) or in the exercise or purported exercise of any power or discretion of the Registrar (including any power delegated to the Registrar), save in respect of any fraud or wilful misconduct of the Registrar or any delegate or agent of the Registrar.

### 3. PERSONS ENTITLED TO CARRY ON BUSINESS

3.1 No person shall carry on business in the ECD Free Zone except:

- (a) in accordance with the terms of a Licence or Permission issued in accordance with these Regulations; or
- (b) in respect of business activities connected to attendance at events approved by ECDA, when fulfilling the relevant admission criteria and any guidelines published from time to time by the ECDA.

3.2 A person carries on business in the ECD Free Zone if that person undertakes or operates any business or commercial activities in or from the ECD Free Zone.

### 4. LICENCE CATEGORIES

4.1 The categories of Licence available within the ECD Free Zone are as follows:

- (a) a commercial licence "**Commercial Licence**";
- (b) a service licence "**Service Licence**";
- (c) an industrial/light manufacturing licence "**Manufacturing Licence**";
- (d) an e-commerce licence "**E-commerce Licence**";
- (e) a holding company licence "**Holding Company Licence**";
- (f) a logistics licence "**Logistics Licence**"; and
- (g) any other Licence category which the ECDA may make available from time to time.





- 4.2 Notwithstanding Article 4.1, Licence categories may be changed or merged from time to time.
- 4.3 Notwithstanding Article 4.1, if a Licensee holds or intends to hold more than one (1) category of Licence, the Registrar may at any time combine any two (2) or more Licences and issue one (1) combined Licence, or require a person to apply for separate Licences and issue separate Licences.
- 4.4 Licences are valid for Permitted Activities conducted in or from the ECD Free Zone for the period specified in the Licence.
- 4.5 The Registrar shall from time to time publish and update a list of permitted activities in the ECD Free Zone which may form the basis of a Licensee's Permitted Activities, such list may incorporate permitted activities within the commercial licensing authority within the Emirate of Dubai from time to time and specific permitted activities designated by the ECDA.
- 4.6 A Licensee shall be entitled to conduct lawful activities which are ancillary to the Permitted Activities set out on its Licence, subject to: (i) any relevant guidelines or regulations as may be issued by the ECDA from time to time, and (ii) obtaining such other governance and regulatory approvals as may be required to be obtained for such activities under applicable laws.

## 5. LICENCE APPLICATION

- 5.1 The provisions of this Article 5 shall take effect subject to any relevant guidelines as may be issued by the ECDA from time to time.
- 5.2 Any one or more persons may apply for the grant of a Licence by first filing with the Registrar an application for the grant of in-principle approval in respect of a Licence in the form specified by the Registrar.
- 5.3 Every application for the grant of in-principle approval in respect of a Licence must be preceded or accompanied by an application in accordance with the provisions of Article 5.4.
- 5.4 Any application to reserve a proposed name of the Licensee must comply with the ECD Name Requirements. The Registrar may make rules and may issue guidance in relation to applications made to reserve a name from time to time. The rules may, in particular, make provision:
- (a) as to the period of time for which a proposed name is so reserved and the process for extending that period of time;
  - (b) for prohibited or restricted names; and
  - (c) for any fees to be charged.
- 5.5 The application for the grant of in-principle approval in respect of a Licence must include:



- (a) details of the proposed Lease or Freehold for the purpose of the Licensee's registered facility in the ECD Free Zone;
  - (b) details of the proposed Permitted Activities to be conducted, including details of the Permitted Activities which the proposed Licensee intends to conduct, any relevant expertise and track record in respect of such Permitted Activities, the opportunities, challenges and competitive landscape for the proposed Licensee's business and the sources of funding for the business;
  - (c) the proposed name of the Licensee in accordance with Article 5.4;
  - (d) if the proposed Licensee is not an ECD Entity, the full name, address and nationality (in the case of a natural person), or registration number, incorporation and licensing details (in the case of a legal person) of the proposed Licensee;
  - (e) if the proposed Licensee is an ECD Entity, the details required to be specified pursuant to the Companies Regulations in order to register such ECD Entity; and
  - (f) any other document or information that the Registrar may require from time to time.
- 5.6 The application for the grant of in-principle approval in respect of a Licence must be accompanied by payment of the relevant fee, as determined by the Registrar from time to time.
- 5.7 Upon receipt of an application for the grant of in-principle approval in respect of a Licence, the Registrar will consider the application and may discuss the application with the contact person specified in the application form, and request to be provided with any other document or information the Registrar may require. After being provided with all the information required as part of the application process and payment of the relevant fee, the Registrar may either grant an in-principle approval or refuse such Licence application where it deems it is suitable to do so.
- 5.8 If the Registrar grants an in-principle approval, the Registrar may issue to the proposed Licensee a confirmation certificate of such in-principle approval for the purposes of entering into contractual arrangements with respect to a Lease or Freehold for the purpose of the Licensee's registered facility in the ECD Free Zone, obtaining any necessary licences, permits, visas and approvals as may be required by any other UAE Governmental Authority in order to conduct its Permitted Activities, and obtaining any required visa sponsorship. The proposed lease or freehold unit shall be unique to each Licensee, and no sub-leasing or facility sharing shall be permitted without the consent of the Registrar.
- 5.9 An in-principle approval and a Licence may be issued subject to any conditions or restrictions as the Registrar may determine from time to time. An in-principle approval shall be valid for a period of three (3) months, or such longer period as the Registrar may determine.



- 5.10 A person may withdraw their application, by giving the Registrar written notice, at any time before the Registrar determines the application. If an application is withdrawn by the applying person, any fee paid will not be refunded.
- 5.11 Following receipt of an in-principle approval, the contact person(s) specified in the in-principle approval may apply for a Licence by completing the application in the form specified by the Registrar.
- 5.12 In order to be considered for a Licence, a person must, unless the Registrar (in its sole discretion) determines otherwise:
- (a) hold a valid in-principle approval;
  - (b) have a valid Lease or Freehold for the purpose of its registered facility in the ECD Free Zone;
  - (c) demonstrate to the satisfaction of the Registrar that it has:
    - (i) satisfied any relevant conditions set out its in-principle approval;
    - (ii) obtained the necessary licences, permits, visas and approvals as may be required by any other UAE Governmental Authority in order to conduct its Permitted Activities; and
    - (iii) reflected on the requirements of the Economic Substance Regulations, has considered the implication of them to its business, is currently in compliance with the Economic Substance Regulations and will take all appropriate steps to make such filings and adjustments as are required to ensure its ongoing compliance with the Economic Substance Regulations;
  - (d) provide any other documentation or information as the Registrar may require; and
  - (e) not be in contravention of any aspect of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone.
- 5.13 Upon receipt of the final application for the grant of a Licence, the Registrar will consider the application and may discuss the application with the contact person specified in the application form, and request to be provided with any other document or information the Registrar may require. After being provided with all the information required as part of the application process, the Registrar may either grant or refuse such Licence application where it deems suitable to do so.
- 5.14 The Registrar shall implement a process whereby, upon application, a proposed Licensee (or an existing Licensee) may request, based on its scope of proposed activities, a consultation regarding the relevant Permitted Activities for such scope of activities and any activities which will not be permitted. Such consultations may be subject to a prescribed fee, depending upon availability and any guidance provided shall be in respect of the laws and regulations applicable in the ECD Free Zone, subject to other requirements and governmental approvals and consents applicable under UAE law.



## 6. CONTENTS OF LICENCE

6.1 No Licence may be granted without the approval of the Registrar.

6.2 A Licence issued under these Regulations shall set out:

- (a) a number assigned to the Licence, which will be the Licence Number;
- (b) the name of the Licensee, and any trading names it operates under within the ECD Free Zone;
- (c) if the Licensee is an ECD Entity:
  - (i) the ECD Entity Number;
  - (ii) the legal entity type of the Licensee; and
  - (iii) if a Company, the name of the Company Manager, and if a Branch, the name of the Branch Manager;
- (d) the address of the registered facility of the Licensee;
- (e) the issue date of the Licence;
- (f) the expiry date of the Licence;
- (g) the terms of any conditions and/or restrictions on the Licence; and
- (h) the Licensee's Permitted Activities.

## 7. DISPLAY OF LICENCE

7.1 Each Licensee must at all times make available for inspection a copy of their Licence(s) at their registered facility.

7.2 Each Licensee must display a copy of their Licence in a prominent position at their registered facility in order that the Licence can be read by the customers of such Licensee and the ECDA, the Registrar or any Inspector as the ECDA or the Registrar may appoint.

## 8. LICENCE CONDITIONS

8.1 Following the grant of a Licence, the Registrar may, in its sole discretion, serve written notice on the Licensee to:

- (a) impose conditions and/or restrictions on the Licensee which are deemed to be necessary or desirable;
- (b) vary or waive a condition and/or restriction which has been imposed; or
- (c) revoke a condition and/or restriction which has been imposed,



and the Licensee shall comply with such notice within any such time period as is specified in the notice.

- 8.2 If a Licensee ceases to conduct any operations for a period of six (6) months or more, the Registrar may, in its sole discretion, revoke that Licensee's Licence.

## 9. CHANGES TO LICENCE

- 9.1 If a Licensee wishes a change to be made to the contents of its Licence, the Licensee must file with the Registrar an application to amend its Licence.

- 9.2 The application for the amendment of a Licence must set out the relevant change to be made, attach any relevant supporting documents, and be accompanied by payment of the relevant fee, as determined by the Registrar from time to time.

- 9.3 Following a request made in accordance with Article 9.1, the Registrar may require that further documentation or information be provided. The Licensee shall provide such further documentation or information to the Registrar.

- 9.4 If the Registrar approves the Licensee's request for a change to the contents of its Licence, a new or updated Licence will be granted, and, if the Licensee is an ECD Entity, the Registrar will enter the new or updated details on the Register. If the Registrar does not approve the Licensee's request, the Licence will not be updated and the Licensee's existing Licence shall continue in effect.

- 9.5 If the change to the contents of the Licensee's Licence relates to a change in name, address or Permitted Activity, the Licensee must not operate from or relocate to the new location, use any changed name or undertake the new Permitted Activity, unless and until the Registrar has granted the amended Licence.

## 10. LICENCE RENEWAL

- 10.1 Licences are valid for the period specified in the Licence.

- 10.2 Licensees who seek to renew their Licence shall apply to renew it prior to the date of expiry specified in the Licence, by filing with the Registrar an application to renew its Licence.

- 10.3 In order to renew a Licence, the Licensee must:

- (a) continue to comply with these Regulations, including maintaining the relevant valid licences, permits, visas and any relevant approvals from any other UAE Governmental Authority in order to conduct its Permitted Activities;
- (b) provide any other documentation or information as the Registrar may require from time to time; and
- (c) not be in contravention of any aspect of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone.

- 10.4 The application for the renewal of a Licence must be accompanied by payment of the relevant fee, as determined by the Registrar from time to time.



- 10.5 A person may withdraw their application, by giving the Registrar written notice at any time before the Registrar determines the application. If an application is withdrawn by the applying person, any fee paid will not be refunded.
- 10.6 If a Licensee fails to renew its Licence on or before the date of expiry, the Registrar may grant, in its discretion, a limited grace period in which such Licensee is required to complete the renewal process. If such Licensee fails to renew its Licence before: (i) the date of expiry of the Licence; or (ii) the date of expiry of any permitted grace period, then its Licence may be suspended or terminated in accordance with Article 11 of these Regulations, and the Registrar and/or the ECDA may take any such action as it deems necessary or appropriate.
11. **FREEZE OF LICENCE**
- 11.1 A Licensee may apply to temporarily freeze its Licence by filing an application with the Registrar to freeze its Licence.
- 11.2 The application for the freeze of a Licence must set out the requested duration of the freeze, attach any relevant supporting documents, and be accompanied by payment of the relevant fee, as determined by the Registrar from time to time.
- 11.3 A person may withdraw their application, by giving the Registrar written notice, at any time before the Registrar determines the application. If an application is withdrawn by the applying person, any fee paid will not be refunded.
- 11.4 The Registrar may request further documentation or information from the Licensee as it deems necessary in order to consider the application.
- 11.5 If the Registrar grants such application, the Registrar must update the Register to show the status of the Licence as "frozen" and provide to the Licensee a confirmation of the freeze of its Licence. The Registrar shall determine the applicable period of freeze of the Licence (the "**Freeze Period**") and update the Register to show the Freeze Period.
- 11.6 If the Registrar refuses to grant such application, the Registrar shall notify the Licensee and its Licence shall continue until renewed or otherwise terminated in accordance with these Regulations.
- 11.7 During any Freeze Period, payment of any required annual Licence renewal fee is suspended, and the Licensee must not conduct or engage in any business or commercial activity the subject of its frozen Licence. The Licensee may apply to the Registrar for partial repayment of the already paid annual Licence renewal fee whilst the Licence remains frozen.
- 11.8 If a Licensee has more than one Licence, it may continue to conduct such business as may be permitted to be conducted pursuant to such other Licence(s) it holds. The Registrar may request any information or documentation as the Registrar may require to confirm the Licensee has ceased any such business or commercial activity.
- 11.9 If at any time a Licensee wishes to re-commence business or commercial activity under a frozen Licence, such Licensee may apply to do so by filing an application with the Registrar to reactivate its Licence. The Licensee must, at the end of any Freeze Period,



make a further application to either apply for another Freeze Period in respect of its Licence, or to reactivate its Licence.

11.10 The application for the reactivation of a Licence must:

- (a) set out the requested date on which such Licence will be reactivated;
- (b) attach any relevant supporting documents;
- (c) be accompanied by payment of the relevant fee, as determined by the Registrar from time to time; and
- (d) be accompanied by any required payment of the annual Licence renewal fee.

11.11 The Registrar may request further documentation or information from the Licensee as it deems necessary in order to consider the application.

11.12 If the Registrar refuses to grant such application, the Registrar shall notify the Licensee and its Licence shall continue to be frozen until re-activated by the Registrar.

11.13 If the Registrar grants such application, the Registrar must update the Register to show the status of the Licence as "active" and provide to the Licensee a confirmation of the reactivation of its Licence.

## 12. **SUSPENSION OR INVOLUNTARY TERMINATION OF LICENCE BY THE REGISTRAR**

12.1 If:

- (a) it appears to the Registrar that:
  - (i) a Licensee has ceased to carry on business for a period of more than six (6) months (including by reason of the Licence of a Licensee having been suspended);
  - (ii) a Licensee has failed to comply with the provisions of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone;
  - (iii) a Licensee has failed to comply with any direction from the ECDA or the Registrar issued pursuant to these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone;
  - (iv) a Licensee has provided false, incorrect or misleading information to the ECDA or the Registrar;
  - (v) a Licensee has acted in breach of any restrictions on its activities, including by carrying out any Permitted Activities or other business for which it is not registered or licensed to carry out under its Licence;



- (vi) a Director has been disqualified pursuant to the Companies Regulations and that Director is also the sole Shareholder of the relevant Company; or
- (vii) a Licensee is infringing any intellectual property rights of the ECD Free Zone or the ECDA;
- (b) an ECD Entity has been Struck Off;
- (c) a Licensee (including an Officer of an ECD Entity or any Representative of the Licensee) has failed to pay any fine, penalty, fee or other charge imposed under these Regulations, any other regulation, rule, policy or decision applicable in the ECD Free Zone within ten (10) Business Days of the due date for payment of such fine, penalty, fee or other charge;
- (d) an Officer of an ECD Entity has been convicted of a criminal offence or any other offence involving fraud or dishonesty and has not been removed from office within ten (10) Business Days of such conviction;
- (e) an Officer of an ECD Entity has been disqualified pursuant to the Companies Regulations and has not been removed from office within ten (10) Business Days of the date of the disqualification order;
- (f) in the sole opinion of the Registrar, the operations of a Licensee are endangering, or may endanger, the health, safety or security of any other person; or
- (g) it is otherwise necessary to protect the reputation and interests of the ECD Free Zone, the Emirate of Dubai or the UAE as a centre of business activities,

the Registrar may (but is not obliged to), by written notice to the Licensee, without limitation either: (i) suspend such Licensee's Licence for such period as the Registrar may determine (including, without limitation, until the Licensee has satisfied any conditions imposed by the Registrar and/or remedied the circumstances leading to the suspension to the satisfaction of the Registrar); or (ii) terminate such Licensee's Licence with immediate effect.

- 12.2 The failure to exercise or delay in exercising any right or power of the Registrar does not affect the liability of the Licensee or impair or constitute a waiver of the right or power or an impairment of or a waiver of other rights or powers. No single or partial exercise of a right or power of the Registrar prevents further exercise of the right or power or the exercise of another right or power.
- 12.3 If the Licence of a Licensee is suspended, that Licensee must not conduct or engage in any business or commercial activity in or from the ECD Free Zone pursuant to that suspended Licence during the period of such suspension, save where required by applicable law. If a Licensee has more than one Licence, it may continue to conduct such business as may be permitted to be conducted pursuant to such other Licence(s) it holds. The Registrar may request any information or documentation as the Registrar may require to confirm the Licensee has ceased any such business or commercial activity.





- 12.4 If the Licence of a Licensee is terminated, that Licensee must immediately cease its operations, close its registered facility and any premises from which it operates and pursue a solvent winding up procedure as set out in article 101 of the Companies Regulations.
- 12.5 If a former Licensee continues any operations after its Licence is terminated, the Registrar may impose a fine on such terminated Licensee, which (if an ECD Entity) may be levied on the ECD Entity and/or its Officers at the Registrar's discretion.
- 12.6 The Registrar may (but is not obliged to) notify the Licensee of the grounds for the suspension or termination of its Licence.
- 12.7 If the Registrar suspends or terminates the Licence of a Licensee, it may also in its discretion suspend or terminate the Licence of any other Licensee which is related to the Licensee whose Licence has been suspended or terminated (whether by reason of mutual directors, managers, shareholders or otherwise).
- 12.8 In the event of suspension or termination of the Licence of a Company pursuant to these Regulations, any liabilities or commitments of such Company entered into during such period of suspension or following such termination shall be treated as the liabilities or commitments of the Shareholders.
13. **PERMISSIONS**
- 13.1 The Registrar may, in its sole discretion, grant a Permission to any person to undertake a specific or limited business activity (or activities) for which it may provide a Permit for in or from the ECD Free Zone.
- 13.2 Any one or more persons may apply for the grant of a Permission by filing with the Registrar an application for a Permission in the form specified by the Registrar.
- 13.3 The application for the grant of a Permission must set out the relevant permission sought, attach any relevant supporting documents, and be accompanied by payment of the relevant fee, as determined by the Registrar from time to time.
- 13.4 Upon receipt of the application for the grant of a Permission, the Registrar will consider the application and may discuss the application with the contact person specified in the application form, and request to be provided with any other document or information the Registrar may require. The applicant shall provide such further documentation or information to the Registrar. After being provided with all the information required as part of the application process, the Registrar may either grant or refuse such Permission application where it deems suitable to do so.
- 13.5 A Permission is valid for the person named in the Permission to conduct the activities specified in the Permission, in or from the ECD Free Zone, for the period specified in the Permission. A Permission may be renewable for such period as may be determined in the sole discretion of the Registrar.
- 13.6 A Permission may be issued subject to any conditions or restrictions as the Registrar may determine.



- 13.7 The Registrar may suspend, terminate or vary the terms of a Permission at any time in its sole discretion.
- 13.8 The holder of a Permission must not in any way hold themselves out as having a Licence or otherwise communicate to any person that they are a Licensee.
14. **REGISTER**
- 14.1 The Registrar must maintain a Register, which includes the following details in respect of each Licensee:
- (a) name;
  - (b) Licence Number(s) held;
  - (c) registered facility address;
  - (d) copy of Licence(s);
  - (e) if the Licensee is an ECD Entity:
    - (i) its ECD Entity Number;
    - (ii) copy of certificate of registration;
    - (iii) copy of any certificate of name change;
    - (iv) names of Director(s) and Company Manager (in respect of a Company) and Branch Manager (in respect of a Branch); and
  - (f) any other details the ECDA considers appropriate from time to time or is required to include on such Register in accordance with applicable law.
- 14.2 The Register shall include all information and details required to be registered in respect of ECD Entities as per the Companies Regulations.
- 14.3 The Registrar may, subject to data privacy considerations and prior consultations, make certain information from the Register available for public inspection (including by electronic means), and such information shall constitute the Public Register.
- 14.4 The Registrar may, upon application by the Licensee, any persons holding a POA from the shareholders or via a court order and upon payment of the prescribed fee, issue a certificate which confirms the information which the Registrar maintains on the Register in respect of any Licensee.
- 14.5 If any details contained in the Register are found to be incorrect or are purported to be incorrect, the person aggrieved, the Licensee any persons holding a POA from the shareholders or via a court order may apply to the Registrar for the incorrect information to be rectified.



14.6 The Registrar may refuse the application or may rectify the Register. If the Registrar refuses the application, the Registrar shall provide the grounds for such refusal in writing to the applicant.

14.7 Whether or not the Registrar exercises power under Article 14.6, the ECDA may make, on an application of a person aggrieved, the Licensee or any interested party, an order directing the Registrar to, or not to, rectify the Register or to do any act or thing.

## 15. OBLIGATIONS TO DISCLOSE TO THE REGISTRAR

15.1 Each Licensee must disclose to the Registrar any of the following matters upon arising or, if earlier, upon becoming aware of circumstances which are reasonably likely to give rise to any of the following:

- (a) a contravention or likely contravention of a provision of these Regulations, the Companies Regulations, or any other law, regulation, rule, policy or decision applicable in the ECD Free Zone, including all applicable laws in the UAE;
- (b) a failure, or likely failure, to comply with any obligation to which a person is subject under such law, regulation, rule, policy or decision; or
- (c) any other matter as the Registrar or the ECDA may prescribe,

which may be attributable to the conduct of the relevant Licensee or (if such Licensee is an ECD Entity) of its Officers and/or Representatives.

15.2 Any provision in an agreement between a Licensee and any person is void if it purports to hinder any person from causing or assisting a Licensee to comply with its obligation under Article 15.1.

15.3 No person may be subjected to detriment or loss or damage merely by reason of undertaking any act to cause or assist a Licensee to comply with an obligation under Article 15.1.

15.4 A person is neither liable to a proceeding, nor subject to a liability, nor in breach of any duty, merely by reason of the giving of information or production of a document by the person to the ECDA or the Registrar:

- (a) in good faith; and
- (b) in reasonable belief that the information or document is relevant to any functions of the ECDA or the Registrar,

whether such information or document is given or produced pursuant to a requirement at law or otherwise.

15.5 A person must not:

- (a) provide information which is false, misleading or deceptive to the ECDA or the Registrar; or



- (b) conceal information where the concealment of such information is likely to mislead or deceive the ECDA or the Registrar.

## 16. COMPLIANCE SYSTEMS AND CONTROLS

- 16.1 Each Licensee must, where such Licensee is a legal person, establish and implement appropriate systems and internal controls and procedures to enable its compliance with these Regulations, any other regulation, rule, policy or decision applicable in the ECD Free Zone and any other applicable laws in the UAE, including relating to the exchange of information, anti-money laundering and counter-terrorism financing, unlawful organisations and sanctions compliance.
- 16.2 Such systems and internal controls and procedures established and implemented in accordance with Article 16.1 must ensure that disclosure to the Registrar is made in accordance with Article 15.1.

## 17. INSPECTION BY THE ECDA

- 17.1 The ECDA will monitor and inspect Licensees and the conduct engaged in by Licensees, to ensure compliance with these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone.
- 17.2 The ECDA shall have the right to undertake inspections of Licensees within the ECD Free Zone. This shall include the right to:
- (a) perform physical on-site inspections;
  - (b) interview employees, managers and directors of the Licensee;
  - (c) require the Licensee to provide requested information in a prompt manner;
  - (d) obtain information from third parties where appropriate; and
  - (e) take any other steps which are deemed to be reasonable for the further investigation of matters relating to the Licensee.
- 17.3 The ECDA may deem it appropriate to appoint one or more approved persons ("**Inspectors**") to investigate the conduct of a Licensee, and to report on them to the ECDA or the Registrar where so requested or considered necessary to do so.
- 17.4 The Inspectors shall report on their findings to the ECDA or the Registrar.
- 17.5 The Inspectors may make recommendations to the ECDA or the Registrar regarding the Licensee where they deem it appropriate to do so.
- 17.6 The Inspectors may inform the ECDA or the Registrar of a contravention at any time during its investigation.
- 17.7 Licensees must:
- (a) provide the ECDA, the Registrar and any Inspector with access to any relevant document or information that the ECDA or the Registrar requests;



- (b) make a representative readily available to meet the ECDA, the Registrar or any Inspector as the ECDA or the Registrar requests;
- (c) answer truthfully, fully and promptly all relevant questions put to it by the ECDA, the Registrar or any Inspector; and
- (d) comply with all relevant requirements of the ECDA

## 18. WAIVERS AND MODIFICATIONS OF REGULATIONS

18.1 The ECDA may (in accordance with relevant guidelines as may be issued by the ECDA from time to time):

- (a) on the application of a person; or
- (b) with the consent of a person,

by means of a written notice to such person and to the Registrar, provide that one or more provisions of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone either:

- (i) does not apply in relation to such person; or
- (ii) applies to such person with such modifications as are set out in the written notice.

18.2 Such written notice may designate such person as an Exempt Entity.

18.3 A written notice may be given subject to conditions.

18.4 A person to whom a condition specified in a written notice applies must comply with the condition.

18.5 The ECDA may (in accordance with relevant guidelines as may be issued by the ECDA from time to time):

- (a) on the ECDA's own initiative or on the application of the person to whom it applies, vary or withdraw a written notice; or
- (b) on the application of, or with the consent of, the person to whom it applies, vary or withdraw a written notice.

18.6 In the event of failure to comply with a condition, the Registrar may, without limiting any other powers that the Registrar may have, apply to the ECDA for an order, including an order that the person must comply with the condition in a specified way.

18.7 The ECDA may make further regulations in connection with the provision of a written notice under this Article 18 including prescribing procedures for the making of applications and provision of consents.

## 19. GENERAL CONTRAVENTIONS PROVISION

19.1 A person who:



- (a) does an act or thing that the person is prohibited from doing by or under these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone;
- (b) does not do an act or thing that the person is required or directed to do under these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone; or
- (c) otherwise contravenes these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone,

commits a contravention of these Regulations.

- 19.2 If a person ("**Person A**") is knowingly concerned in a contravention of these Regulations, the Companies Regulations, or any other regulation, rule, policy or decision applicable in the ECD Free Zone, Person A commits a contravention.
- 19.3 For the purposes of Article 19.2, if Person A is an officer of a corporate entity acting within its express or implied capacity as such officer, the corporate entity commits a contravention. Person A also commits a contravention when not acting accordance with their duties as an officer of such corporate entity or acting contrary the expressed instructions or authority of the corporate entity. For the avoidance of doubt, in the case of any other unrelated corporate entity which was not involved in such contravention, but of which Person A is separately also an officer, the unrelated corporate entity shall not be found responsible for the aforementioned contravention.
- 19.4 If the affairs of a corporate entity are managed by its Shareholders, Article 19.3 applies in relation to the acts and defaults of a Shareholder in connection with that Shareholder's functions of management as if that Shareholder were an officer of the corporate entity.
- 19.5 For the purposes of this Article 19, a person is knowingly concerned in a contravention if, and only if, the person:
- (a) has aided, abetted, counselled or procured the contravention;
  - (b) has induced the contravention, whether by threat or promise or otherwise;
  - (c) has in any way, by act or omission, directly or indirectly, been knowingly involved in or been party to the contravention;
  - (d) has conspired with another or others to effect the contravention; or
  - (e) has, alone or in concert with others, directly or indirectly, done, attempted or planned any of the following:
    - (i) conceal the existence or extent or nature of a contravention; or
    - (ii) obstruct, impede or prevent competent authorities within the ECD Free Zone from detecting, investigating or prosecuting a contravention.
- 19.6 In this Article 19, a "person" does not include the ECDA or the Registrar.



## 20. SANCTIONS

- 20.1 A person who commits a contravention of these Regulations, the Companies Regulations, or any other regulation, rule, policy or decision applicable in the ECD Free Zone will, at the absolute discretion of the ECDA, be subject to a sanction.
- 20.2 Such sanctions by the ECDA may include any one or more of the following:
- (a) financial sanctions (including any fine or penalty up to the amount specified by the ECDA from time to time, either by way of prescribed amounts from time to time or in respect of individual cases);
  - (b) making an order, issuing a direction or making a requirement in relation to a person;
  - (c) conditions and/or restrictions being attached to a Licence where it is deemed appropriate to do so;
  - (d) suspension, revocation, cancellation or termination of a Licence following written notice being provided to the Licensee;
  - (e) written notice via the Register; or
  - (f) any other penalties as determined by the ECDA in its sole and absolute discretion.
- 20.3 The ECDA may prescribe the applicable procedures in relation to the imposition, publication, collection and recovery of fines or penalties.
- 20.4 Where the ECDA or the Registrar makes an order, issues a direction or makes a requirement in relation to a person pursuant to a provision of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone, that person must comply with such order, direction or requirement.
- 20.5 If the ECDA or the Registrar considers that a person has failed to comply with an order, direction or requirement, the ECDA may issue one or more of the following orders:
- (a) an order directing such person to comply with the direction or with any provision of these Regulations or of any other regulation, rule, policy or decision applicable in the ECD Free Zone relevant to the issue of the direction;
  - (b) an order directing such person to pay any costs incurred relating to the issue of the direction or the contravention of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone relevant to the issue of the direction; or
  - (c) any other order that the ECDA considers appropriate in the circumstances.
- 20.6 Nothing in this Article 20 prejudices any powers that the Registrar or the ECDA or any other person may have under any other provision of these Regulations or any other regulation, rule, policy or decision applicable in the ECD Free Zone.



## 21. LANGUAGE

All communications between the ECDA, the Registrar and any Licensee shall be conducted in either the English or Arabic language.

## 22. GENERAL

### 22.1 Title

These Regulations are to be referred to as the Expo City Dubai Authority Licensing Regulations 2023.

### 22.2 Legislative authority

These Regulations are issued by the ECDA under Law No. (14) of 2022 Establishing Expo City Dubai, as amended from time to time.

### 22.3 Application of these Regulations

- (a) These Regulations are made on and come into force on the effective date notified by the ECDA.
- (b) These Regulations apply in the jurisdiction of the ECD Free Zone.