



Dubai International
Financial Centre

Client Handbook

Transfer of an entity from DIFC

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1 Transfer of Incorporation / Registration from DIFC

1.1 Definition

Transfer of Incorporation / Registration from DIFC is a process initiated by the entity to re-domicile in another jurisdiction. The entity must be an active DIFC registered entity with a good standing to be able to transfer to another jurisdiction. The other jurisdiction's Laws and Regulations must also allow for the transfer of the DIFC registered entity.

This process is applicable to the following legal structures:

- Private Company
- Public Company
- Limited Partnership (LP)
- Foundation

1.2 Required documents

The following documents are required to apply for Transfer of Incorporation / Registration. Certain documents will need to be submitted in original format as indicated below. A reference to Shareholder in a Company is also a reference to a General Partner in an LP and a Founder in a Foundation. A reference made to a Director in a Company is also a reference to a General Partner in an LP and a Council Member in a Foundation.

No.	Documents required for voluntary winding up	Upload	Original
1	Special resolution by the Shareholders approving that the Company will transfer its incorporation and be continued as a Foreign Company.	Yes	No
2	Directors declaration certifying that: a) The Company is solvent, b) At the time of the application, there is no reasonable prospect of the Company becoming insolvent, c) There is no application made to any court to put the Company into liquidation, or to wind up the Company, or to have the Company declared insolvent, or for the appointment of a receiver in relation to any property of the Company.	Yes	No
3	Evidence stating that the laws of the other jurisdiction satisfy the requirements set out in Articles 122 of DIFC Companies Law and Article 55(2) of the Limited Partnership Law (i.e. the Company will continue to have all the property, rights and privileges and is subject to all the liabilities, disabilities and debts that it had before the continuation, and will remain a party in any legal proceedings commenced in any jurisdiction in which it was a party before the continuation).	Yes	No
4	Evidence stating the company is able to transfer its incorporation and be continued under the laws of another jurisdiction. This can be submitted in the form of a legal opinion	Yes	No
5	Newspaper Notice for one day. The Company shall place 60 (sixty) days prior to making application for Transfer of Incorporation from DIFC a notice in one or more newspapers or other publication best suited to bring the proposed transfer of incorporation to the attention of any persons who may be affected by such transfer. The notice must be in English.	Yes	No
6	If the entity was issued an Original Certificate of Registration, the same must be returned.	No	Yes
7	If the entity is conducting financial activities, a consent issued by the Dubai Financial Services Authority (DFSA) is required	Yes	No

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8	Certificate of Continuation certified by the issuing authority. This document is required at a later stage after submission and the issuance of the No Objection Letter for Transfer.	Yes	No
9	If the entity was operating from a property that is not owned by DIFC Investments Ltd., the lease must be terminated if it was not expired yet. For more details, please contact our property Services team on rorp@difc.ae .	No	No

1.3 Submission process on the DIFC client portal

The request for Transfer from DIFC must be submitted on the DIFC client portal. Please follow the steps below to submit the request:

- a) Log in to DIFC client portal: <https://portal.difc.ae/> using your username and password.
- b) Navigate to 'Company Services' and click 'Transfer from DIFC'.
- c) Fill the required fields on the first screen. You may also opt for courier services within the same screen which is offered free of cost.
- d) Click 'Save' and the system will direct you to the next screen to upload required documents. Navigate to the bottom of the page and click on 'Download / Upload Docs' to upload the required documents.
- e) Once documents are uploaded, click on 'Submit'
- f) The system will direct you to the payment page to make the required payment. Please ensure the portal balance is credited before you make the payment.
- g) Upon submission, DIFC Registry Services will review the request.
- h) Should DIFC Registry Services require more details, the request will be returned to the client for:
 - o More information: an email notification will be sent with a link to the pending actions tab (which can be accessed directly through the portal). The client must provide clear comments and submit the same on the portal.
 - o Re-upload: an email notification will be sent with a link to the pending actions tab. The client must re-upload the specified document only and resubmit the request.
- i) Should the entity have pending payments to make, the same must be paid through the portal to approve the request.
- j) If the request is approved and originals are received, the status of the entity will be amended to "Pending Dissolution" and a No Objection Letter will be issued by the RoC to allow for the Transfer from DIFC.
- k) Upon receiving the Certificate of Continuation from the other jurisdiction, the entity must upload the same to the portal and click on 'Submit'.
- l) Registry Services will review the submission and the status of the entity will be changed to 'Struck off'.

1.4 Fees

The fees to Transfer from DIFC vary based on the legal structure as per the below:

Public or Private Company:	USD 8,000
Prescribed Company:	USD 1,000
Limited Partnership:	USD 4,000
Foundation:	USD 500