

**COMMERCIAL LICENSING REGULATIONS
(CONDITIONS OF LICENCE AND BRANCH REGISTRATION)
RULES 2025(A)**

Date of Publication: 16 October 2025

The Board of Directors of the Abu Dhabi Global Market, in implementation of section 10(1) and 16(4) of the Commercial Licensing Regulations 2015, hereby makes the following rules:

1. Citation, commencement and interpretation

(1) These Rules may be cited as the Commercial Licensing Regulations (Conditions of Licence and Branch Registration) Rules 2025(A).

(2) In these Rules—

"accountancy services" means the controlled activity specified in Rule 5 of the Controlled Activities Rules,

"applicant" means an applicant for a licence,

"approved accountancy regulatory body" means a body designated as such by the Registrar,

"approved healthcare regulatory body" means a body designated as such by the Registrar,

"approved legal regulatory body" means a body designated as such by the Registrar,

"approved tax regulatory body" means a body designated as such by the Registrar,

"audit services" means the controlled activity specified in Rule 6 of the Controlled Activities Rules,

"authorised signatory" means an individual authorised to represent the licence holder as a permanent representative in the Abu Dhabi Global Market,

"body corporate" has the meaning given in the Regulations,

"branch" means each location in the Abu Dhabi Global Market, not being (in the case of an applicant incorporated under the laws of the Abu Dhabi Global Market) the applicant's registered office, from which the applicant proposes to carry on the controlled activity or controlled activities to which an application for a licence relates,

"business activity" has the meaning given to that expression in Rule 2(d),

"company services" means the controlled activity specified in Rule 7 of the Controlled Activities Rules,

"connected person" means a person mentioned in paragraphs (1)-(3) of Part 1 of the Schedule to the Regulations,

"Controlled Activities Rules" means the Commercial Licensing Regulations (Controlled Activities) Rules 2024,

"jurisdiction of incorporation" means, in respect of any non-ADGM body corporate, the jurisdiction in which such body corporate is incorporated (including upon being continued into such jurisdiction),

"legal services" means the controlled activity specified in Rule 4 of the Controlled Activities Rules,

"licence holder" means a person who holds a valid licence issued by the Registrar,

"non-ADGM body corporate" means a body corporate that is not incorporated (including upon continuation under the Companies Regulations 2020) under the laws of the Abu Dhabi Global Market,

"other economic activities" means the controlled activity specified in Rule 8 of the Controlled Activities Rules,

"post-qualification experience" means the amount of experience a practitioner has gained after receiving a recognised professional qualification to practice law, tax, or accountancy,

"recognised professional body" means an approved accountancy regulatory body, approved tax regulatory body or approved legal regulatory body, or any other professional body as may be determined by the Registrar from time to time,

"recognised professional qualification" means a qualification to practice law, tax, accountancy, or any other relevant practice as otherwise deemed appropriate by the Registrar, conferred by a recognised professional body,

"Regulations" means the Commercial Licensing Regulations 2015, and

"tax services" means the controlled activity specified in Rule 9 of the Controlled Activities Rules,

- (3) Terms used in these Rules which are defined in the Regulations shall have the meanings given to them in the Regulations.
- (4) These Rules come into force on the date of their publication, except where otherwise expressly provided for in these Rules.

2. Applications for licence (all applicants)

An applicant for a licence must apply to the Registrar on the form prescribed by the Registrar from time to time and provide the following information—

- (a) full legal name of the applicant,

- (b) the applicant's legal form, including its jurisdiction of incorporation and the legislation under which it is formed and registered,
- (c) the controlled activity or controlled activities which the applicant proposes to carry on in or from the Abu Dhabi Global Market,
- (d) the specific business activity or business activities by reference to the classification adopted by the Registrar, in accordance with Rule 2 of the Controlled Activities Rules,
- (e) the address or addresses in the Abu Dhabi Global Market from which the applicant proposes to carry on the controlled activity, being:-
 - (i) in the case of an applicant incorporated under the laws of the Abu Dhabi Global Market, the applicant's registered office, one or more branches located in the Abu Dhabi Global Market or both, or
 - (ii) in other cases, one or more branches located in the Abu Dhabi Global Market,
- (f) the name and address in the Abu Dhabi Global Market of every individual authorised to accept service of documents,
- (g) a list of every individual who is to be appointed an authorised signatory of the applicant containing the following particulars with respect to each such individual—
 - (i) name,
 - (ii) any former name,
 - (iii) service address, which must be an address within the Abu Dhabi Global Market,
 - (iv) extent of the authority of any person falling within this paragraph (g), including whether that person is authorised to act severally or jointly, and
 - (v) if an individual falling within this paragraph (g) is not authorised to act severally, the name of any individual with whom they are authorised to act, and
- (h) such other information as the Registrar may require for the purpose of deciding whether to grant a licence.

3. Applications for licence (additional information for branch registration)

- (1) In addition to the information set out in Rule 2, a non-ADGM body corporate applying for a licence and to register a branch must provide to the Registrar the following information on the form prescribed by the Registrar from time to time—
 - (a) if the applicant is registered in its jurisdiction of incorporation, the number under which it is registered,

- (b) a list of the applicant's directors and partners, as applicable, and the information required by paragraph (3),
- (c) the applicant's corporate objects or any other limitation on its legal capacity, if any,
- (d) in respect of the branch, the extent of the powers of the directors, officers and partners to represent the applicant in dealings with third parties and in legal proceedings, together with a statement as to whether they may act severally or must act jointly and, if jointly, the name of any other person concerned,
- (e) the full names and addresses of any shareholders of the applicant, including evidence acceptable to the Registrar, except if the applicant is a listed entity, and
- (f) a statement of the financial reporting obligations to which the applicant is subject under the laws of the applicant's jurisdiction of incorporation, including the period for which the non-ADGM body corporate is required by law to prepare accounts and reports, the period allowed for their preparation and whether such accounts and reports are required by law to be publicly available free of charge.

(2) An applicant for a licence that is a non-ADGM body corporate must also provide the following documents to the Registrar—

- (a) either—
 - (i) if the applicant is registered in its jurisdiction of incorporation and the registry in which the applicant is so registered issues certificates of good standing to registered bodies corporate that are in good standing, a certificate of good standing in respect of the applicant issued by such registry and dated no more than three months prior to the date on which the application for a licence is made, or
 - (ii) in other cases, such evidence as the Registrar may require that the applicant is in good standing in its jurisdiction of incorporation,
- (b) a certified copy of the applicant's certificate of incorporation and any certificate amending the applicant's certificate of incorporation,
- (c) a certified copy of the applicant's constitutional documents, and
- (d) a certified copy (acceptable to the Registrar) of the applicant's most recent accounts and reports, including a balance sheet, profit and loss account and (if the applicant is required by applicable law to have an auditor audit its accounts and reports) the auditor's statement thereon, or
- (e) if the applicant is not required by applicable law to prepare financial statements and reports thereon (including an auditor's report) such other evidence of financial credit worthiness as the Registrar may require,

together with, if any of the above documents are wholly or partly written in a language other than English, translations into English certified by a translator acceptable to the Registrar.

(3) The particulars referred to in paragraph (1)(b) are—

(a) in the case of an individual—

- (i) name,
- (ii) any former name,
- (iii) a service address,
- (iv) usual residential address (should the Registrar require),
- (v) the country or state in which the individual is usually resident,
- (vi) nationality,
- (vii) business occupation (if any),
- (viii) date of birth, and
- (ix) date of appointment, and

(b) in the case of a body corporate—

- (i) corporate or firm name,
- (ii) registered or principal office,
- (iii) the legal form of the body corporate and the law by which it is governed,
- (iv) if applicable, the register in which it is entered (including details of the jurisdiction) and its registration number in that register, and
- (v) date of appointment.

4. Application for licence variation by existing licence holder

A licence holder that is applying for a licence variation either in respect of a new controlled activity or a new business activity, shall be subject to these Rules as a new applicant but shall not be obliged to provide the documents required by paragraph (2)(b) to (e) of Rule 3 if an officer of the licence holder provides written confirmation to the Registrar that the documents previously filed with the Registrar remain complete and current.

4A. Application for renewal of licence

The Registrar may apply any provision of these Rules to a licence holder that is applying to renew its licence under the Regulations. For the purpose of this Rule, a licence holder includes a licence holder whose licence has expired.

5. Granting of licences

- (1) For the purposes of the Regulations, a licence may be granted in respect of a controlled activity if the applicant satisfies the Registrar that—
 - (a) the proposed controlled activity is consistent with the objectives of the Abu Dhabi Global Market,
 - (b) the applicant is sufficiently capitalised, skilled and qualified to carry on the controlled activities which the applicant proposes to carry on in or from the Abu Dhabi Global Market,
 - (c) the legal form of the applicant is suitable to the controlled activities which the applicant proposes to carry on in or from the Abu Dhabi Global Market,
 - (d) the registered office or branch from which the applicant proposes to carry on the controlled activity is suitable for such purposes, and
 - (e) in the case of applicants who hold or have previously held a licence, the applicant has complied in all material respects with the conditions of such licence,
- (2) Applicants must also satisfy the conditions of licence specified in Rules 6 to 13, as applicable.
- (3) If the Registrar is satisfied that the requirements of the Regulations and these Rules are complied with, the Registrar may issue a certificate granting a licence to an applicant. The certificate shall state—
 - (a) the name of the licence holder,
 - (b) the legal form of the licence holder,
 - (c) the name(s) of the authorised signatories of the licence holder, together with a statement as to whether they may act severally or must act jointly,
 - (d) the controlled activity for which the licence holder is licensed and, where applicable, the business activity or business activities for which the licence holder is licensed,
 - (e) the registered address from which the controlled activity may be carried on, and
 - (f) the dates on which the licence is issued and expires.

- (4) Where a licence holder proposes to carry on a controlled activity from a branch in the Abu Dhabi Global Market, the Registrar may issue a certificate stating it has registered a branch in the Abu Dhabi Global Market.
- (5) The Registrar must cause to be published—
 - (a) on its website, or
 - (b) in accordance with section 988 of the Companies Regulations 2020,

notice of the certificates issued pursuant to this Rule.

6. General conditions of licence for all licence holders

A licence holder must—

- (a) only carry out the controlled activity or business activity to which its licence relates from the address stated on its licence and maintain the right to use such premises for that purpose,
- (b) maintain compliance with—
 - (i) any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules) or any other law applicable in the Abu Dhabi Global Market, and
 - (ii) any licence, authorisation or approval requirement imposed by any Federal Law having application in the Abu Dhabi Global Market and to which the licence holder is subject in relation to his activities in the Abu Dhabi Global Market,
- (c) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (1)(b),
- (d) at all times maintain at least one (1) authorised signatory who holds a residency visa issued by a competent authority in the United Arab Emirates,
- (e) comply with the Business and Company Names Rules 2021,
- (f) comply with any other conditions and requirements specified in writing by the Registrar, and
- (g) have paid any fees and dues owed to the Registrar pursuant to the Regulations or any rules made thereunder.

7. General conditions of licence for branches

- (1) A licence holder must, in any written communication originating in or from the Abu Dhabi Global Market or related to any activity of the body corporate carried on in or from the Abu Dhabi Global Market, state after its full legal name either

the words "(ADGM branch of non-ADGM body corporate)" or the words "(ADGM branch)".

- (2) A licence holder must—
 - (a) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market are complied with, and
 - (b) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(a).
- (3) A branch shall keep adequate accounting records with respect to all sums of money received and expended by the branch and all sales and purchases of goods and services and other transactions by the branch and the assets and liabilities of the branch. Such records shall be sufficient to show and explain all transactions by the branch and must be such as to—
 - (a) disclose with reasonable accuracy the financial position of the branch at any time, and
 - (b) enable the directors to ensure that any accounts prepared by the branch comply with the requirements of these Rules.
- (4) The branch's accounting records shall be—
 - (a) kept at the branch's registered office,
 - (b) preserved by the branch for at least ten years from the date on which they are made, and
 - (c) at all reasonable times open to inspection by the directors of the relevant non-ADGM body corporate.
- (5) Not later than 14 days after the Registrar sends a written request to the branch's registered office, the branch must deliver to the Registrar a copy of all requested accounting records.
- (6) A licence holder must within 14 days notify the Registrar of any decision to cease to carry on any controlled activity to which its licence relates from any address stated on its licence, by filing a branch deregistration application containing the prescribed information.
- (7) A licence holder must within one month of the change deliver to the Registrar a return containing details of any alteration to the information delivered under Rule 2(a), (b), (e), (f) and (g) and Rule 3(1).

7A. Power to strike off branch on initiative of Registrar

- (1) If the Registrar has reasonable cause to believe that a branch has not been carrying on business or in operation, the Registrar may send to the licence holder

and, if it is possible to do so, the branch, a communication inquiring whether the branch is carrying on business or in operation.

(2) The communication must state that:

- (a) the licence holder or, if applicable, the branch has 14 days to respond to the Registrar; and
- (b) if an answer is not received, a notice will be published on the Registrar's website stating that the Registrar proposes to strike off the branch from the register.

(3) If, within 14 days after sending the communication, the Registrar:

- (a) receives a response to the effect that the branch is not carrying on business or in operation, or
- (b) does not receive any response,

the Registrar may publish on the Registrar's website a notice that, at the expiration of 14 days from the date of the notice, the name of the branch mentioned in it will, unless cause is shown to the contrary by representations made to the Registrar, be struck off the register.

- (4) At the expiration of 14 days from the date of the notice on the Registrar's website, the Registrar may, unless cause to the contrary is shown by representations made to the Registrar, strike the branch's name off the register.
- (5) The liability (if any) of every director, managing officer and member of the licence holder continues and may be enforced as if the branch's name had not been struck off the register.

7B. Duty to not destroy accounting records

- (1) The accounting records of a branch that has its name struck off the register shall not be destroyed for a period of 5 years from the date of strike off.
- (2) Failure to comply with (1) is a contravention of these Rules committed by every officer of the branch.
- (3) A person who commits the contravention referred to in (2) shall be liable to a fine of up to level 4.

8. Specific conditions of licence - legal services

- (1) This Rule sets out the conditions for an applicant to carry on the controlled activity of legal services and the ongoing requirements applicable to persons holding a licence to provide legal services.

(2) The applicant must—

- (a) have a managing partner, or an individual of equivalent standing, operating under the applicant's legal services licence—
 - (i) with at least 8 years of relevant post-qualification experience,
 - (ii) who holds a recognised professional qualification from a recognised professional body, and
 - (iii) is a member in good standing of a recognised professional body,
- (b) ensure that any obligation imposed from time to time upon the applicant or its connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market or any rules implemented by a recognised professional body to which it is subject, are complied with, and
- (c) at all times put in place suitable arrangements to ensure that the applicant will comply with the obligations referred to in paragraph (2)(b).

(3) The applicant, the licensed legal service provider and any of their connected persons must not be subject to any of the following events—

- (a) imprisonment or any other penalty in criminal proceedings,
- (b) becoming and continuing to be unable to attend to the business of the applicant or the licensed legal service provider, as applicable, or
- (c) abandonment of the licensed legal service provider's business in the Abu Dhabi Global Market.

(4) A licensed legal service provider must comply with—

- (a) the conditions set out in Schedule 2 to these Rules,
- (b) the Commercial Licensing Regulations 2015 (Client Money) Rules 2021,
- (c) the terms of its licence and any other conditions, requirements or directions specified in writing by the Registrar from time to time,
- (d) any obligation imposed from time to time upon the licensed legal service provider or its connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market or any rules implemented by a recognised professional body to which it is subject, and
- (e) its policies, controls and procedures adopted to ensure compliance with such regulations, rules, requirements and directions.

(5) The applicant and the licensed legal service provider must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

9. Specific conditions of licence - accountancy services

(1) This Rule sets out the conditions for an applicant to carry on the controlled activity of accountancy services and the ongoing requirements applicable to persons holding a licence to provide accountancy services.

(2) The applicant must—

- (a) be licensed or authorised by an approved accountancy regulatory body to carry on activities of the kind which the applicant intends to carry on in the Abu Dhabi Global Market,
- (b) at all times maintain such licence or authorisation,
- (c) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market to which he is subject, are complied with, and
- (d) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(c).

(3) The applicant and any connected person must not be subject to any of the following events—

- (a) imprisonment or any other penalty in criminal proceedings,
- (b) becoming and continuing to be unable to attend to the business of the applicant, and
- (c) abandonment of his business in the Abu Dhabi Global Market.

(4) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

10. Specific conditions of licence - audit services

- (1) This Rule sets out the conditions for an applicant to carry on the controlled activity of audit services and the ongoing requirements applicable to persons holding a licence to provide audit services.
- (2) The person providing audit services must at all times comply with the Companies Regulations (Auditors) Rules 2025.
- (3) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

11. Specific conditions of licence - other economic activities: healthcare

- (1) This Rule sets out the conditions for an applicant to carry on other economic activities, encompassing any one or more of the following business activities, and the ongoing requirements applicable to persons holding a licence to provide healthcare services: provision of health services, including the practice of medicine and dentistry, operation of hospitals, clinics, care homes, nursing homes and other establishments providing health or social care services, and any other business activity related to healthcare governed by any Federal Law having application in the Abu Dhabi Global Market which requires the performance of the activity to be subject to licensing, authorisation or approval.
- (2) The applicant must—
 - (a) be licensed or authorised by an approved healthcare regulatory body to carry on activities of the kind which the applicant intends to carry on in the Abu Dhabi Global Market,
 - (b) at all times maintain such licence or authorisation,
 - (c) ensure that any obligation imposed from time to time upon him or his connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market to which he is subject, are complied with, and
 - (d) at all times put in place suitable arrangements to ensure that he will comply with the obligations referred to in paragraph (2)(c).
- (3) The applicant and any connected person must not be subject to any of the following events—
 - (a) imprisonment or any other penalty in criminal proceedings,
 - (b) becoming and continuing to be unable to attend to the business of the applicant, and
 - (c) abandonment of his business in the Abu Dhabi Global Market.
- (4) The applicant must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

12. Specific conditions of licence - providing company services

- (1) This Rule sets out the conditions for an applicant to carry on the controlled activity of providing company services and the ongoing requirements applicable to persons holding a licence to provide company services.
- (2) Unless expressly stated otherwise in Schedule 1 to these Rules, applicants for a licence to provide company services must satisfy the Registrar that they meet, or upon grant of a licence will meet, the conditions set out in Schedule 1 to these Rules.

(3) Licensed company service providers must comply with—

- (a) the conditions set out in Schedule 1 to these Rules,
- (b) all regulations and rules that are applicable to it, including but not limited to—
 - (i) chapter 2 of Part 12 of the Companies Regulations 2020,
 - (ii) sections 18, 18A and 18B of the Foundations Regulations 2017, and
 - (iii) the Commercial Licensing Regulations 2015 (Client Money) Rules 2021; and
 - (iv) Part 15 of the Companies Regulations 2020 by virtue of Companies Regulations (Amendment No. 1) 2023.
- (c) the terms of its licence and any other conditions, requirements or directions specified in writing by the Registrar from time to time, and
- (d) its policies, controls and procedures adopted to ensure compliance with such regulations, rules, requirements and directions.

(4) A company service provider must promptly notify the Registrar of an appointment of a director, partner or manager, who will manage the applicant's affairs.

(5) A company service provider may resign by—

- (a) giving notice in accordance with the relevant contractual obligations, or
- (b) in the absence of any express contractual notice provision, by giving a minimum of 30 days' notice of its intention to resign; and

filings a copy of the notice in paragraph (a) or (b) with the Registrar within 14 days of its delivery.

(6) Where a company service provider ceases to act as the company service provider of a body corporate incorporated or registered in Abu Dhabi Global Market (whether because the company service provider has resigned or been replaced, its licence to provide company services has been suspended or cancelled by the Registrar or otherwise), the company service provider must—

- (a) provide copies of all of its records related to such body corporate to the company service provider appointed by such body corporate as its company service provider (the "successor company service provider"), and
- (b) do all things necessary to—
 - (i) facilitate the appointment of the successor company service provider; and

- (ii) enable the successor company service provider to transition into and commence discharging its duties and obligations as the company service provider of the body corporate.

(7) The Registrar may require the licensed company service provider and such person (referred to in paragraph 4 above) to provide it with such further information as the Registrar reasonably considers necessary.

13. Specific conditions of licence – single family office

- (1) A single family office must have a minimum value of USD 10,000,000.
- (2) The means of calculating the minimum value under Rule 13(1) is by reference to the net asset value of the family.

14. Specific conditions of licence - special conditions for partnerships

- (1) Where persons propose to establish a partnership governed by the laws of the Abu Dhabi Global Market; either—
 - (a) such persons, in the case of a partnership that does not have separate legal personality; or
 - (b) the partnership, in the case of a partnership that has separate legal personality,

shall apply for a licence in the name of the partnership.
- (2) No licence may be granted to a partnership that does not have separate legal personality unless the partnership has been formed pursuant to a written partnership agreement and the agreement has been registered with the Registrar by filing an application for registration in the form specified by the Registrar at the same time as the applicant submits an application for a licence under the Regulations. The partners of a partnership that does not have separate legal personality shall be jointly liable for compliance with these Rules and any applicable conditions of licence.
- (3) This Rule does not apply to an applicant which is a non-ADGM body corporate who shall be subject to the Regulations and these Rules as a non-ADGM body corporate.

15. Specific conditions of licence – tax services

- (1) This Rule sets out the conditions for an applicant to carry on the controlled activity of tax services and the ongoing requirements applicable to persons holding a licence to provide tax services.
- (2) The applicant must—
 - (a) ensure at least half of its directors, partners, managers, or individuals of equivalent standing, operating under the applicant's tax services licence –

- (i) each have a minimum of 5 years of relevant post-qualification experience, and
- (ii) each hold a recognised professional qualification from a recognised professional body,

- (b) ensure that any obligation imposed from time to time upon the applicant or its connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market or any rules implemented by a recognised professional body to which it is subject, are complied with, and
- (c) at all times put in place suitable arrangements to ensure that the applicant will comply with the obligations referred to in paragraph (2)(b).

(3) The applicant, the licensed tax service provider and any of their connected persons must not be subject to any of the following events—

- (a) imprisonment or any other penalty in criminal proceedings,
- (b) becoming and continuing to be unable to attend to the business of the applicant or the licensed tax service provider, as applicable, or
- (c) abandonment of the licensed tax service provider's business in the Abu Dhabi Global Market.

(4) A licensed tax service provider must comply with—

- (a) the conditions set out in Schedule 3 to these Rules,
- (b) the Commercial Licensing Regulations 2015 (Client Money) Rules 2021,
- (c) the terms of its licence and any other conditions, requirements or directions specified in writing by the Registrar from time to time,
- (d) any obligation imposed from time to time upon the licensed tax service provider or its connected persons by or under any enactment (including the Regulations and these Rules), any other law applicable in the Abu Dhabi Global Market and any law applicable outside the Abu Dhabi Global Market or any rules implemented by a recognised professional body to which it is subject, and
- (e) its policies, controls and procedures adopted to ensure compliance with such regulations, rules, requirements and directions.

(5) The applicant and the licensed tax service provider must comply with any other conditions and requirements specified in writing by the Registrar from time to time.

16. Designation of bodies

The Registrar may specify a body as an approved accountancy regulatory body, an approved healthcare regulatory body, an approved tax regulatory body or an approved legal regulatory body generally or on a case-by-case basis or both.

17. Commercial Licensing Regulations (Conditions of Licence and Branch Registration) Rules 2025

The Commercial Licensing Regulations (Conditions of Licence and Branch Registration) Rules 2025 (published on 1 May 2025) are repealed.

SCHEDULE 1

Conditions of Licence – Company service providers

Condition 1 – Fit and Proper Person

1. The applicant, or licensed company service provider, as applicable, is a body corporate and is a fit and proper person to hold a licence as a company service provider and every person who is, or is to be, a director, partner or manager of the applicant or licensed company service provider, as applicable, is a fit and proper person to hold that position.
2. In determining whether an applicant, or licensed company service provider, as applicable, is a fit and proper person to hold a licence as a company service provider, regard shall be had to–
 - (a) the nature, scale and complexity of the activities of the applicant, or licensed company service provider, as applicable, and any associated risks that those activities pose to the Abu Dhabi Global Market;
 - (b) whether the applicant's, or licensed company service provider's, as applicable, business model will allow for its affairs and business to be conducted and managed in a sound and prudent manner, having regard in particular to the interests of consumers and the integrity of the Abu Dhabi Global Market;
 - (c) whether the person who is, or is to be, a director, partner or manager of the applicant, or licensed company service provider, as applicable, is a fit and proper person to hold that position;
 - (d) any matter which may harm or may have harmed the integrity or the reputation of the Registrar or the Abu Dhabi Global Market;
 - (e) compliance with the Conditions set out in this Schedule 1; and
 - (f) any other relevant matters, as determined by the Registrar in its sole discretion from time to time.
3. In determining whether an individual is a fit and proper person to hold a particular position with respect to the applicant or licensed company service provider, as applicable, regard shall be had to–
 - (a) their probity, competence, experience and soundness of judgement for fulfilling the responsibilities of that position;
 - (b) the diligence with which they are fulfilling or likely to fulfil those responsibilities;
 - (c) whether the interests of clients of the applicant or licensed company service provider, as applicable, are, or are likely to be, in any way threatened by them holding that position;
 - (d) in the case of those who will manage the applicant or licensed company service provider's affairs, as applicable, their skills, experience, educational and professional qualifications, membership of professional or other relevant bodies and any evidence of their continuing professional education or development;

- (e) their knowledge and understanding of the legal and professional obligations to be assumed or undertaken; and
- (f) their record of compliance with legal obligations, with any professional obligations or with policies and procedures applicable to them.

Condition 2 – Policies, Procedures and Controls

1. The applicant, or licensed company service provider, as applicable, must establish and maintain compliance arrangements including policies, controls, processes and procedures that ensure and evidence, as far as reasonably practicable, compliance with all regulations, rules, guidance and instructions applicable to it.
2. The applicant, or licensed company service provider, as applicable, must have in place training to communicate those policies, controls and procedures, and any changes to them, to the licensed company service provider's employees.
3. The policies, controls and procedures must include–
 - (a) risk management;
 - (b) anti-money laundering, including customer due diligence;
 - (c) the handling and segregation of client funds and assets;
 - (d) complaints handling;
 - (e) conflicts of interest management;
 - (f) record keeping; and
 - (g) the monitoring and management of compliance with, and the internal communication of, such policies, controls and procedures.
4. A licensed company service provider must distinguish between the fees payable:
 - (a) to the Registrar; and
 - (b) to the licensed company service provider for its services,in all forms of communication, including the issuing of invoices, relating to any services offered or conducted by the licensed company service provider.

Condition 3 – Appropriate Insurance Cover

1. An applicant must, either before or promptly upon the grant of a licence will, obtain and maintain professional indemnity insurance, appropriate to the nature and size of the licensed company service provider's business, that includes cover for:
 - (a) any and all liabilities resulting from any negligent act, error or omission of the licensed company service provider, and any person employed by it or otherwise acting on its behalf (including any service provider or consultant engaged by the licensed company service provider in connection with the provision of company services);

- (b) any dishonest, fraudulent, criminal or malicious act, error or omission of by the licensed company service provider, and any person employed by it or otherwise acting on its behalf (including any service provider or consultant engaged by the licensed company service provider in connection with the provision of company services);
- (c) loss of, and damage to, documents and records belonging to the licensed company service provider or which are in the care, custody or control of the licensed company service provider or for which the licensed company service provider is responsible, including liability, costs and expenses incurred in replacing, restoring or reconstructing such documents or records, and consequential loss resulting from the loss or damage to such documents or records;
- (d) the United Arab Emirates and any other territory from, in or to which the licensed company service provider is providing company services;
- (e) any and all liabilities resulting from any breach of these Rules and/or other applicable rules, regulations or legislation from time to time;
- (f) all past and present, directors, officers, managers, partners and employees;
- (g) all claims that are first made against the insured during the period of insurance regardless of when the negligent act occurred;
- (h) a minimum 'run off' period of 12 months; and
- (i) cover for all legal and professional costs relating to any claim made against the licensed company service provider.

2. The minimum professional indemnity insurance cover to be obtained, and maintained, by the applicant or licensed company service provider shall be:

- (a) in respect of any single claim, USD 1,000,000; and
- (b) in aggregate in any one year, USD 1,500,000; and
- (c) in respect of any legal or other professional services costs incurred by the licensed company service provider in connection with any single claim or in aggregate in any one year, not less than 20% of the relevant amounts referred to in paragraphs (a) and (b) above.

3. The applicant, or licensed company service provider, as applicable, will, upon request by the Registrar, provide to the Registrar a copy of its professional indemnity insurance policy, or such other evidence as the Registrar may require.

Condition 4 – Prudent Business Operation, Resources and Staff Certification

1. The licensed company service provider must conduct its business in a prudent manner.
2. The applicant, or licensed company service provider, as applicable, must maintain and be able to demonstrate the existence of resources to conduct and manage its affairs in a proficient manner. These include proficient financial and system resources as well as proficient and competent human resources.

3. The applicant, or licensed company service provider, as applicable, shall ensure that each member of staff (either employees of the licensed company service provider or otherwise) involved in dealing directly or indirectly with the:
 - (a) Registrar in relation to the provision of company services; and
 - (b) licensed company service provider's clients in relation to the provision of company services,

(in each case, including preparing or filing any application or relevant supporting document, client onboarding, anti-money laundering or other company services) completes the mandatory annual certification requirements, as prescribed by the Registrar from time to time.
4. The certification requirements shall include: the completion of annual training courses (either online or in-person) by an approved service provider, relating to:
 - (a) in the case of any member of staff noted in paragraph 3 of this Condition 4, who is not a member of a recognised professional body, the completion of annual training courses (either online or in person) by an approved service provider, relating to:
 - (i) use of the Registrar's online registry solution;
 - (ii) preparation of all relevant supporting documents required for submission during the application process and completion of applications;
 - (iii) ethics and compliance;
 - (iv) applicable laws and regulations; and
 - (v) anti-money laundering and know your customer training.
 - (b) in the case of any member of staff noted in paragraph 3 of this Condition 4, who is a member of a recognised professional body, the completion of annual training courses (either online or in person) by an approved service provider, relating to:
 - (i) use of the Registrar's online registry solution; and
 - (ii) preparation of all relevant supporting documents required for submission during the application process and completion of applications.
5. All training set out in paragraph 4 of this Condition 4 must be completed:
 - (a) in the case of new applicants, prior to the grant of the licence; and
 - (b) in the case of existing holders of a licence to carry out the controlled activity of providing company services prior to 30 January 2023, on or before 2 October 2023.
6. Where the Registrar requests information from the applicant, or licensed company service provider, as applicable, regarding:

- (a) the applicant, or licensed company service provider, as applicable; or
- (b) any of the applicant's, or licensed company service provider's, clients, as applicable,

the applicant, or licensed company service provider, as applicable, must ensure that it or any member of its staff referred to in paragraph 3 of this Condition 4 responds to such request for information, to the satisfaction of the Registrar, within 5 days after the request is made.

7. Where the applicant, or licensed company service provider, as applicable, is unable to provide the requested information under paragraph 6 of this Condition 4 within 5 days after the request is made, the applicant, or licensed company service provider, as applicable, must notify the Registrar of such circumstances hindering its ability to comply with the request and seek the Registrar's approval for an extension of time.
8. Subject to paragraphs 6 and 7 of this Condition 4, if the request for information relates to an application or filing submitted by the applicant, or licensed company service provider, as applicable, and:
 - (a) the request for information is not complied with within the timeframe stipulated in paragraph 6 or within the extended timeframe approved by the Registrar; or
 - (b) the request for information is complied with but is not to the satisfaction of the Registrar,the application or filing to which the request for information relates must be withdrawn by the applicant, or licensed company service provider, as applicable, within 10 days following the expiry of the timeframe stipulated in paragraph 6 of this Condition 4 or its approved extension.
9. If an application or filing is not withdrawn in accordance with paragraph 8 of this Condition 4, the application or filing to which the request for information relates will be deemed to have been withdrawn by the applicant, or licensed company service provider, as applicable, and the Registrar may withdraw it on its initiative.

Condition 5 – Staffing in the Abu Dhabi Global Market

1. Subject to paragraph 4 of this Condition 5, the licensed company service provider's registered office in Abu Dhabi Global Market will be open during ordinary business hours in the Abu Dhabi Global Market.
2. The licensed company service provider will ensure that during ordinary business hours, at least one member of staff referred to in paragraph 3 of Condition 4 of this Schedule 1, will be generally physically present in the licensed company service provider's registered office (allowing for reasonable temporary absence from the office during ordinary business hours for meetings or other engagements) unless otherwise prohibited by:
 - (a) the laws of the Emirate of Abu Dhabi to the extent and as applicable in Abu Dhabi Global Market;

- (b) the rules and regulations of Abu Dhabi Global Market;
- (c) an order of a court of competent jurisdiction; or
- (d) the direction of the Registrar.

3. Paragraph 1 of this Condition 5 will not apply to the extent that any registered office is required to close for:

- (a) routine maintenance; or
- (b) health and safety requirements.

4. If for any reason the licensed company service provider's office will be closed for any period exceeding, in aggregate, ten business days in any three-month period (other than the office being closed in observance of a public holiday or other direction for closure as declared by the Abu Dhabi Global Market), the licensed company service provider will provide written notification to the Registrar of such closure. Any notification to the Registrar under this paragraph 4 of Condition 5 must contain reasonable justification, to the satisfaction of the Registrar, of such closure.

Condition 6 – Anti-Money Laundering Officers

- 1. Subject to paragraph 2 of this Condition 6, the applicant, or licensed company service provider, as applicable, must have a money laundering reporting officer (with the general qualifications required for a person to act as an MLRO in the Abu Dhabi Global Market) ("MLRO") who shall be:
 - (a) a full-time employee of:
 - (i) the licensed company service provider; or
 - (ii) unless otherwise determined by the Registrar, any other member of the licensed company service provider's group; and
 - (b) at all times, independent from any other statutory role of the licensed company service provider.
- 2. An applicant, or licensed company service provider, as applicable, may outsource the MLRO function, provided that such outsourced function is provided by an MLRO service provider on a full-time basis.
- 3. For the purpose of this Condition 6 and Condition 7 below, "group" shall mean an undertaking (as defined in the Companies Regulations) (the "first undertaking") together with:
 - (a) any parent undertaking (as defined in the Companies Regulations) of the first undertaking;
 - (b) any subsidiary or subsidiary undertaking (as defined in the Companies Regulations) of the first undertaking; and

- (c) any direct or indirect subsidiary of any parent undertaking (as defined in the Companies Regulations) of the first undertaking.

Condition 7 – Compliance Officer

1. Subject to paragraph 2 of this Condition 7, the applicant, or licensed company service provider, as applicable, must have a compliance officer (with the general qualifications required for a person to act as a compliance officer in the Abu Dhabi Global Market) who shall be:
 - (a) a full-time employee of:
 - (i) the licensed company service provider; or
 - (ii) unless otherwise determined by the Registrar, any other member of the licensed company service provider's group; and
 - (b) at all times, independent from any other statutory role of the licensed company service provider.
2. An applicant, or licensed company service provider, as applicable, may outsource the compliance officer function, provided that such outsourced function is provided by a compliance officer service provider on a full-time basis.
3. The same individual or entity may serve as both the MLRO and the compliance officer of a licensed company service provider, provided that such person or entity has the knowledge, experience and capability to effectively fulfil the responsibilities of an MLRO and a compliance officer as prescribed in these rules.

Condition 8 – Minimum Regulatory Capital

1. The applicant shall demonstrate, or the licensed company service provider shall have, as applicable, and at all times maintain a minimum regulatory capital of USD 50,000, in immediately available funds, which may be applied towards payment of fines and/or fees due and payable to the Registrar or towards satisfaction of any claims by the licensed company service provider's clients, in each case to the extent that the licensed company service provider does not have other funds to satisfy such fines, fees and/or claims.
2. If the licensed company service provider's minimum regulatory capital is reduced as a result of the application of the funds in accordance with paragraph 1 of this Condition 8 above or otherwise, the licensed company service provider shall immediately, and in any event within 7 business days, contribute funds to satisfy the minimum regulatory capital prescribed in paragraph 1 of this Condition 8.

Condition 9 – Annual Company Service Provider Return

1. Each licensed company service provider must provide to the Registrar, in such form as the Registrar may require, an annual company service provider Return ("Annual CSP Return") no later than the end of April each year. The Annual CSP Return must cover the period from 1 January to 31 December (inclusive) of the preceding year and must include:

- (a) Clients – details of all current licensed persons for whom the licensed company service provider has been appointed as a company service provider as at 31 December;
- (b) Services – details of the services offered by the licensed company service provider, including a copy of the licensed company service provider's fee schedule;
- (c) Management – details of current directors, partners and management, and any changes in management during the 12 months period covered by the Annual CSP Return;
- (d) Employees – details of the individuals employed or engaged by the licensed company service provider and the location of such individuals;
- (e) Complaints – a copy of the licensed company service provider's complaints register for the 12 months period covered by the Annual CSP Return;
- (f) Training – a confirmation that all relevant staff members have completed with all training required by Condition 4 and if any of the relevant staff members are members of a recognised professional body, evidence of such membership;
- (g) confirmation that, to the best of its information, knowledge and belief and save as may be disclosed in such Annual CSP Return, the licensed company service provider and each of its members of staff have complied with all applicable requirements of these Rules; and
- (h) any other information as the Registrar specifies in any guidance issued to licensed company service providers or otherwise notified to licensed company service providers as required to be included in the Annual CSP Return.

Condition 10 – Principles

1. The licensed company service provider shall at all times comply with the following principles:
 - (a) **Integrity** – a licensed company service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) always:
 - (i) be straightforward and honest in all professional and business relationships;
 - (ii) behave with integrity and fairness in all their dealings;
 - (iii) maintain high standards of ethical behaviour and professional practice;
 - (iv) to the extent applicable, act in a manner appropriate to the licensed company service provider's position as company services provider in accordance with any fiduciary or other duties that they may be under; and

- (v) take care to avoid any behaviour or actions that might reasonably be expected to risk bringing discredit to themselves or their profession.
- (b) **Due skill, care and diligence** – a licensed company service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) always:
 - (i) not allow conflict of interest or undue influence of others to override professional and business judgments reached when carrying out (or assisting with) any company services provider activities;
 - (ii) only undertake work that they are competent and qualified to perform;
 - (iii) ensure that all work is performed diligently, competently and in accordance with all relevant technical and professional standards; and
 - (iv) ensure that they behave and act in a way that is fully compliant with all applicable or relevant laws and regulations.
- (c) **Confidentiality** – a licensed company service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) respect the confidentiality of information acquired as a result of professional and business relationships and not disclose any such information to third parties without proper and specific authority, unless there is a legal or professional right or duty to disclose, nor must they use this information for their personal advantage or the personal advantage of any third party.
- (d) **Transparency** – a licensed company service provider has a professional duty, upon request or when necessary in the context of the provision of its services, to report openly to its clients and the Registrar and should always report as comprehensively as possible given the circumstances of the case, in a way that is transparent and understandable.
- (e) **Conflict of Interest** – a licensed company service provider must not perform, nor must a licensed company service provider accept, any appointment or engagement with respect to any company services if there exists, or may reasonably be perceived to exist, any interest that is likely to conflict with, or prevent the licensed company service provider from providing company services provider activities in the best interests of its clients in accordance with the requirements of these Rules and all other applicable legal requirements.
- (f) **Relations with the Registrar** – a licensed company service provider must deal with the Registrar in an open and co-operative manner and must promptly disclose to the Registrar any information which the Registrar requires or which the Registrar would otherwise reasonably expect to be notified.

SCHEDULE 2

Conditions of Licence – Legal service providers

Condition 1 – Appropriate Insurance Cover

1. An applicant must, either before or promptly upon the grant of a licence, obtain and maintain professional indemnity insurance, appropriate to the nature and size of the licensed legal service provider's business, that includes cover for:
 - (a) any and all liabilities resulting from any negligent act, error or omission of the licensed legal service provider, and any person employed by it or otherwise acting on its behalf (including any service provider or consultant engaged by the licensed legal service provider in connection with the provision of legal services);
 - (b) any dishonest, fraudulent, criminal or malicious act, error or omission of or by the licensed legal service provider, and any person employed by it or otherwise acting on its behalf (including any service provider or consultant engaged by the licensed legal service provider in connection with the provision of legal services);
 - (c) loss of, and damage to, documents and records belonging to the licensed legal service provider or which are in the care, custody or control of the licensed legal service provider or for which the licensed legal service provider is responsible, including liability, costs and expenses incurred in replacing, restoring or reconstructing such documents or records, and consequential loss resulting from the loss or damage to such documents or records;
 - (d) the United Arab Emirates and any other territory from, in or to which the licensed legal service provider is providing legal services;
 - (e) any and all liabilities resulting from any breach of these Rules and/or other applicable rules, regulations or legislation from time to time;
 - (f) all past and present, directors, officers, managers, partners and employees;
 - (g) all claims that are first made against the insured during the period of insurance regardless of when the negligent act occurred;
 - (h) a minimum 'run off' period of 12 months; and
 - (i) cover for all legal and professional costs relating to any claim made against the licensed legal service provider.
2. The minimum professional indemnity insurance cover to be obtained, and maintained, by the applicant or licensed legal service provider shall be, in respect of any single claim, USD 1,000,000.
3. The applicant or licensed legal service provider, as applicable, will, upon request by the Registrar, provide to the Registrar a copy of its professional indemnity insurance policy, or such other evidence as the Registrar may require.
4. Condition 1 shall come into effect:

- (a) for existing licensed legal service providers, 6 months from the date of publication of these Rules; and
- (b) for new applications for the controlled activity of legal services, on the date of publication of these Rules.

Condition 2 – Prudent Business Operation, Resources and Staff Qualifications

1. The licensed legal service provider must conduct its business in a prudent manner.
2. The applicant, or licensed legal service provider, as applicable, must maintain and be able to demonstrate the existence of resources to conduct and manage its affairs in a proficient manner. These include proficient financial and system resources as well as proficient and competent human resources.
3. The applicant, or licensed legal service provider, as applicable, shall ensure that each member of staff that provides legal services:
 - (a) holds a recognised professional qualification; and
 - (b) is a member in good standing of a recognised professional body.
4. The licensed legal service provider must occupy an office in the Abu Dhabi Global Market and must sponsor, or obtain an Abu Dhabi Global Market work permit for, no less than 1 full-time employee who holds a recognised professional qualification and is a member in good standing of a recognised professional body in the registered office.
5. The licensed legal service provider's registered office in Abu Dhabi Global Market shall be open during ordinary business hours in the Abu Dhabi Global Market.
6. The licensed legal service provider will ensure that during ordinary business hours, at least one member of staff referred to in paragraph 3 of this Condition 2 will be generally physically present in the licensed legal service provider's registered office (allowing for reasonable temporary absence from the office during ordinary business hours for meetings or other engagements) unless otherwise prohibited by:
 - (a) the laws of the Emirate of Abu Dhabi to the extent and as applicable in Abu Dhabi Global Market;
 - (b) the rules and regulations of Abu Dhabi Global Market;
 - (c) an order of a court of competent jurisdiction; or
 - (d) the direction of the Registrar.
7. Paragraph 5 of this Condition 2 will not apply to the extent that any registered office is required to close for:
 - (a) routine maintenance; or
 - (b) health and safety requirements.

8. Condition 2 shall come into effect:

- (a) for existing licensed legal service providers, 6 months from the date of publication of these Rules; and
- (b) for new applications for the controlled activity of legal services, on the date of publication of these Rules.

Condition 3 – Annual Legal Services Provider Return

1. Effective from 1 January 2027, each licensed legal service provider must provide to the Registrar, in such form as the Registrar may require, an annual legal services provider return (“**Annual LSP Return**”) no later than the end of April each year. The Annual LSP Return must cover the period from 1 January to 31 December (inclusive) of the preceding year and must include:

- (a) Clients – number of clients the legal service provider has provided legal services to as at 31 December;
- (b) Services – details of the type and nature of legal services offered by the licensed legal service provider;
- (c) Employees – details of the individuals employed or engaged by the licensed legal service provider, including the location of such individuals and evidence of the recognised professional qualifications and membership in a recognised professional body of the staff providing legal services;
- (d) confirmation that, to the best of its information, knowledge and belief and save as may be disclosed in such Annual LSP Return, the licensed legal service provider and each of its members of staff have complied with all applicable requirements of these Rules; and
- (e) any other information as the Registrar specifies in any guidance issued to licensed legal service providers or otherwise notified to licensed legal service providers as required to be included in the Annual LSP Return.

Condition 4 – Principles

1. With effect from the publication of these Rules, licensed legal service providers shall at all times comply with the following principles:

- (a) **Integrity** – a licensed legal service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) always:
 - (i) be straightforward and honest in all professional and business relationships;
 - (ii) behave with integrity and fairness in all their dealings;
 - (iii) maintain high standards of ethical behaviour and professional practice;

- (iv) to the extent applicable, act in a manner appropriate to the licensed legal service provider's position as legal service provider in accordance with any fiduciary or other duties that they may be under; and
- (v) take care to avoid any behaviour or actions that might reasonably be expected to risk bringing discredit to themselves or their profession.

(b) **Due skill, care and diligence** – a licensed legal service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) always:

- (i) not allow conflict of interest or undue influence of others to override professional and business judgments reached when carrying out (or assisting with) any legal services activities;
- (ii) only undertake work that they are competent and qualified to perform;
- (iii) ensure that all work is performed diligently, competently and in accordance with all relevant technical and professional standards; and
- (iv) ensure that they behave and act in a way that is fully compliant with all applicable or relevant laws and regulations.

(c) **Confidentiality** – a licensed legal service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) respect the confidentiality of information acquired as a result of professional and business relationships and not disclose any such information to third parties without proper and specific authority, unless there is a legal or professional right or duty to disclose, nor must they use this information for their personal advantage or the personal advantage of any third party.

(d) **Transparency** – a licensed legal service provider has a professional duty, upon request or when necessary in the context of the provision of its services, to report openly to its clients and the Registrar and should always report as comprehensively as possible given the circumstances of the case, in a way that is transparent and understandable.

(e) **Conflict of Interest** – a licensed legal service provider must not perform, nor must a licensed legal service provider accept, any appointment or engagement with respect to any legal services if there exists, or may reasonably be perceived to exist, any interest that is likely to conflict with, or prevent the licensed legal service provider from providing legal services in the best interests of its clients in accordance with the requirements of these Rules and all other applicable legal requirements.

(f) **Relations with the Registrar** – a licensed legal service provider must deal with the Registrar in an open and co-operative manner and must promptly disclose to the Registrar any information which the Registrar requires or which the Registrar would otherwise reasonably expect to be notified.

SCHEDULE 3

Conditions of Licence – Tax service providers

Condition 1 – Appropriate Insurance Cover

1. An applicant must, either before or promptly upon the grant of a licence, obtain and maintain professional indemnity insurance, appropriate to the nature and size of the licensed tax service provider's business, that includes cover for:
 - (a) any and all liabilities resulting from any negligent act, error or omission of the licensed tax service provider, and any person employed by it or otherwise acting on its behalf (including any service provider or consultant engaged by the licensed tax service provider in connection with the provision of tax services);
 - (b) any dishonest, fraudulent, criminal or malicious act, error or omission of or by the licensed tax service provider, and any person employed by it or otherwise acting on its behalf (including any service provider or consultant engaged by the licensed tax service provider in connection with the provision of tax services);
 - (c) loss of, and damage to, documents and records belonging to the licensed tax service provider or which are in the care, custody or control of the licensed tax service provider or for which the licensed tax service provider is responsible, including liability, costs and expenses incurred in replacing, restoring or reconstructing such documents or records, and consequential loss resulting from the loss or damage to such documents or records;
 - (d) the United Arab Emirates and any other territory from, in or to which the licensed tax service provider is providing tax services;
 - (e) any and all liabilities resulting from any breach of these Rules and/or other applicable rules, regulations or legislation from time to time;
 - (f) all past and present, directors, officers, managers, partners and employees;
 - (g) all claims that are first made against the insured during the period of insurance regardless of when the negligent act occurred;
 - (h) a minimum 'run off' period of 12 months; and
 - (i) cover for all legal and professional costs relating to any claim made against the licensed tax service provider.
2. The minimum professional indemnity insurance cover to be obtained, and maintained, by the applicant or licensed tax service provider shall be, in respect of any single claim, USD 1,000,000.
3. The applicant or licensed tax service provider, as applicable, will, upon request by the Registrar, provide to the Registrar a copy of its professional indemnity insurance policy, or such other evidence as the Registrar may require.
4. Condition 1 shall come into effect:

- (a) for existing licensed tax consultancies, 6 months from the date of publication of these Rules; and
- (b) for new applications for the controlled activity of tax services, on the date of publication of these Rules.

Condition 2 – Principles

1. With effect from the publication of these Rules, licensed tax service providers shall at all times comply with the following principles:
 - (a) **Integrity** – a licensed tax service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) always:
 - (i) be straightforward and honest in all professional and business relationships;
 - (ii) behave with integrity and fairness in all their dealings;
 - (iii) maintain high standards of ethical behaviour and professional practice;
 - (iv) to the extent applicable, act in a manner appropriate to the licensed tax service provider's position as tax service provider in accordance with any fiduciary or other duties that they may be under; and
 - (v) take care to avoid any behaviour or actions that might reasonably be expected to risk bringing discredit to themselves or their profession.
 - (b) **Due skill, care and diligence** – a licensed tax service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) always:
 - (i) not allow conflict of interest or undue influence of others to override professional and business judgments reached when carrying out (or assisting with) any tax services activities;
 - (ii) only undertake work that they are competent and qualified to perform;
 - (iii) ensure that all work is performed diligently, competently and in accordance with all relevant technical and professional standards; and
 - (iv) ensure that they behave and act in a way that is fully compliant with all applicable or relevant laws and regulations.
 - (c) **Confidentiality** – a licensed tax service provider will (and will ensure that each person employed by it or otherwise acting on its behalf will) respect the confidentiality of information acquired as a result of professional and business relationships and not disclose any such information to third parties without proper and specific authority, unless there is a legal or professional right or duty to disclose, nor must they use this information for their personal advantage or the personal advantage of any third party.

- (d) **Transparency** – a licensed tax service provider has a professional duty, upon request or when necessary in the context of the provision of its services, to report openly to its clients and the Registrar and should always report as comprehensively as possible given the circumstances of the case, in a way that is transparent and understandable.
- (e) **Conflict of Interest** – a licensed tax service provider must not perform, nor must a licensed tax service provider accept, any appointment or engagement with respect to any tax services if there exists, or may reasonably be perceived to exist, any interest that is likely to conflict with, or prevent the licensed tax service provider from providing tax services in the best interests of its clients in accordance with the requirements of these Rules and all other applicable legal requirements.
- (f) **Relations with the Registrar** – a licensed tax service provider must deal with the Registrar in an open and co-operative manner and must promptly disclose to the Registrar any information which the Registrar requires or which the Registrar would otherwise reasonably expect to be notified.