



Dubai  
International  
Financial  
Centre

## Guidance on Dual License

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# 1 Introduction

- 1.1 The DIFC Authority and the Department of Economic Development in Dubai (“DED”) entered into a memorandum of understanding dated 30 April 2017 (“MOU”). The MOU allows certain Non-Financial DED licensed entities to obtain a Commercial Permission from the DIFC Registrar of Companies (“ROC”), to operate from their DIFC Affiliate’s premises, located in the DIFC jurisdiction without the need to obtain an additional DIFC commercial licence (“Dual License Regime”). On 23 May 2019, the DIFC Board of Directors approved a Board paper to amend the previous Dual Licensing regime for DED entities.
- 1.2 This user guide outlines the process and requirements for DED licensed entities and their DIFC Affiliate to apply for a Commercial Permission, under the DIFC Operating Law no. 7 of 2018.
- 1.3 Qualifying Firms that wish to understand whether they qualify or require any further assistance must contact [BD.helpdesk@difc.ae](mailto:BD.helpdesk@difc.ae)

# 2 Qualifying requirements

- 2.1 Any DED licensed entity wishing to consolidate its operations with their DIFC Affiliate, has to meet the criteria and requirements set out in the table below under 2.2.
- 2.2 The following types of the entities licensed in the DIFC are qualified to apply for permission under the Dual License Regime (“Qualifying Firms”):

Type of Business	Activity in DED	Qualifying Criteria*	Restrictions
Law Firm	<ul style="list-style-type: none"> <li>Law Firm</li> <li>Consultancy</li> <li>Other Related activities *</li> </ul>	<ul style="list-style-type: none"> <li>Well-recognised international or local branch</li> <li>Must have the same or similar brand name in DIFC and DED</li> </ul>	<ul style="list-style-type: none"> <li>Must be licensed c by LAD</li> <li>Must have minimum office space of 5,000 sq.ft. in DIFC</li> </ul>
Accounting & Audit Firm	<ul style="list-style-type: none"> <li>Accounting</li> <li>Audit</li> <li>Consultancy</li> <li>Other Related activities *</li> </ul>		<ul style="list-style-type: none"> <li>Must have minimum office space of 7,000 sq.ft. in DIFC</li> </ul>
Consultancy Firm	<ul style="list-style-type: none"> <li>Consultancy</li> <li>Other Related activities *</li> </ul>		<ul style="list-style-type: none"> <li>Must have minimum office space of 7,000 sq.ft. in DIFC</li> </ul>
Corporate Service Provider	<ul style="list-style-type: none"> <li>Consultancy</li> <li>Other Related activities *</li> </ul>		<ul style="list-style-type: none"> <li>Must have minimum office space of 5,000 sq.ft. in DIFC</li> </ul>
Holding Company / Managing Office / Proprietary Investment / Foundation	<ul style="list-style-type: none"> <li>Holding Office</li> <li>Proprietary Investment</li> <li>Other Related activities *</li> </ul>		The DED entity cannot under the dual license / Commercial Permission conducting trading activities in the DIFC
Family Business		<ul style="list-style-type: none"> <li>No minimum staff requirement</li> </ul>	

\* Where the DED’ entity’s activity falls under “Other Related” activities need to be approved by the Registrar of Companies (ROC) on a case by case basis

## 2.3 Definitions:

- a. "Commercial Permission" means a Permission issued by the ROC under the DIFC Operating Regulations 2018 which enables an entity to operate in the DIFC or engage in commercial activities in the DIFC that are ancillary to its main business;
- b. "DED" means the Dubai Government, Department of Economic Development;
- c. A "DIFC Affiliate" is an entity registered and licensed by the DIFC that is under the same group structure and has Common Ownership or Common Control with the DED entity.
  - i. "Common Ownership" means that one or more owners (directly or indirectly) owns the majority of shares in both the DED and DIFC entities.
  - ii. "Common Control" means that:
    - A. the same person(s) (whether directly or indirectly) control both the DED and DIFC entities, for example by having the power to appoint or remove the majority of the directors or members of the governing body or direct or control the management of the entity (whether by contract or otherwise); or
    - B. the same governance / constitutional document(s) applies to the governance and management of both the DED and DIFC entities.

## 2.4 Under the Dual Licence Regime, the following is permitted:

- a. a DIFC incorporated entity can establish a DED licensed branch which will operate from its DIFC Affiliates premises; or
- b. a DED licensed entity with a DIFC Affiliate can operate from its DIFC Affiliate's premises, if it meets the conditions in 2.5 below and obtains a Commercial Permission and a No Objection Certificate ("NOC") from the ROC in accordance with Section 3.

## 2.5 The ROC will give the DED entity a Commercial Permission to operate from its DIFC Affiliates' premises, subject to the following conditions:

- a. must fall under 1 (one) of the types of business and activities permitted to have dual license under 2.2 above, which must be related to its DIFC Affiliate's licensed activity; and
- b. meet all relevant UAE and Dubai Laws in relation to the activities they wish to conduct on the DIFC (including obtaining and maintaining all relevant licenses and approvals).

# 3 Approval process

- 3.1 Entities that wish to apply for the Dual License under the Commercial Permission Regime must complete a Request for a Commercial Permission through the DIFC Client Portal. Please contact [BD.helpdesk@difc.ae](mailto:BD.helpdesk@difc.ae) to get your portal access.

3.2 Once portal access is granted, the entity must complete the application which consists of the following sections:

- a. Applicant details
- b. Commercial Permission type
- c. DED entity (foreign entity) Details
- d. DED entity (foreign entity) Business Activities
- e. DIFC Affiliate's details (whose name will appear on the Commercial Permission to be issued)
- f. Details of the affiliation between the DED entity and the DIFC Affiliate including proof of Common Ownership or Common Control
- g. Authorised person details (whose name will appear on the Commercial Permission to be issued)
- h. Registered address of the DIFC Affiliate

3.3 The following documents must be submitted along with the application

- a. Copy of DED entity's certificate of incorporation, Trade License or any document of similar effect
- b. Consent letter from the DIFC Affiliate Entity to sharing office space with the DED entity
- c. Group entity ownership and organisational chart or governance documents
- d. Passport copy of the authorized person (valid)
- e. Any other information the ROC may require.

3.4 Once the application is submitted, and approval is obtained, the ROC shall issue the following:

- a. a Commercial Permission valid for one year and renewable on a yearly basis at an applicable annual fees of \$1,000; and
- b. a NOC to the DED permitting the DED entity to change its current address and share its office with its DIFC Affiliate. The NOC replaces the Ejari lease registration certificate and the Ejari fee will be the fee applicable to register a lease for a 500 sq.ft premises in the DIFC.

3.5 Qualifying Firms will be required to submit the NOC to obtain approval from the DED to change its address to its DIFC Affiliates' address and for DED entity's licence renewal, under the Dual License Regime

3.6 All other applicable laws and regulations relating to DED commercial licensing requirements shall apply to Qualifying Firms, inclusive of (but not limited to) all fees prescribed by the DED, Dubai Municipality and any other relevant government department.

## 4 Operating In or From the DIFC under the Dual License regime

4.1 An NOC from the ROC is required for any renewal of a Qualifying Firm's DED license, as well as any change of activity or change in the status of a Qualifying Firm's DED License.

4.2 Such NOC request shall be submitted to the ROC on the prescribed application form and accompanied by the fees prescribed in the ROC Table of Fees.

4.3 The DED may conduct inspections at the Qualifying Firm's premises in the DIFC for the duration of the Dual License, to ensure compliance with all applicable Laws in respect of the DED entity's operations.