

Cabinet Resolution No. (107) of 2022
Concerning the Executive Regulations of Federal Decree-Law No. (37) of 2021
Concerning the Commercial Register

The Cabinet,

- Having reviewed:
- The Constitution; and
- Federal Law No. (1) of 1972 Concerning the Competences of Ministries and the Powers of Ministers, as amended; and
- Federal Law No. (18) of 1981 Regulating Commercial Agencies, as amended; and
- Federal Law No. (17) of 2002 Concerning the Regulation and Protection of Industrial Property of Patents and Industrial Designs and Models, as amended; and
- Federal Decree-Law No. (32) of 2021 Concerning Commercial Companies; and
- Federal Law No. (36) of 2021 on Trademarks; and
- Federal Decree-Law No. (37) of 2021 Concerning the Commercial Register; and
- Cabinet Resolution No. (58) of 2020 Regulating the Beneficial Owner Procedures; and
- Based on the Proposal of the Minister of Economy, and the approval thereof by the Cabinet,

Hereby resolves as follows:

Article (1)

Definitions

For the purpose of applying the provisions of the present Resolution, the following words and expressions shall have the meanings assigned thereto respectively, unless the context requires otherwise:

- State** : The United Arab Emirates.
Ministry : The Ministry of Economy.
Minister : The Minister of Economy.

- Competent Authority** : The local government entity and the free zones authorities that are vested with the authority to issue licenses for economic activities, including commercial, industrial, tourist, media and other economic activities licensed in the State.
- Economic Activity** : Economic activities include commercial, industrial, tourist, media and other economic activities licensed in the State.
- License** : A document issued by the Competent Authority stating that an establishment is licensed to practice its economic activity after being registered in the Commercial Register.
- Deregistration** : An administrative procedure conducted by the Competent Authority to modify the establishment's data entered in the Commercial Register, in any of the cases set forth in Article (9) of the Decree-Law and Article (8) of the present Resolution.
- Commercial Company:** : A company subject to the provisions of Federal Decree-Law No. (32) of 2021 Concerning Commercial Companies.
- Establishment** : Any entity subject to the provisions of Article (3) of the Decree-Law.
- Commercial Register** : A database to be created at the Competent Authority, in which the names and data of the persons subject to the provisions of the Decree-Law shall be at the Competent Authority, each within its respective areas of competence.
- Economic Register** : A database to be created at the Ministry and containing the data of the Commercial Register, including the names and data of the persons subject to the provisions of the Decree-Law and the Commercial Register Number provided by the Competent Authority, in addition to any other data determined by the present Resolution.
- Commercial Register Number** : An identification number assigned to the establishment practicing the economic activity when being registered in the Commercial Register at the Competent Authority.

- Economic Register Number** : An identification number assigned to the establishment practicing the economic activity when being registered in the Economic Register at the Ministry.
- Decree-Law** : Federal Decree-Law No. (37) of 2021 Concerning the Commercial Register.

Article (2)

Commercial Register

The Commercial Register shall contain the following data and information:

1. Data of the establishment practicing the economic activity:

- a. Commercial Register Number;
- b. Economic Register Number after being issued by the Ministry;
- c. Trade name in both Arabic and English;
- d. Date of incorporation;
- e. Phone number and email address;
- f. License number, and issuance and expiry date;
- g. License Status, to verify the license validity and whether it is suspended or placed under liquidation or deregistered;
- h. Type of the License, including commercial, industrial, professional, craft, and other licenses;
- i. Legal Form;
- j. Amount of the capital, the number of shares or stocks and their nominal value (if any);
- k. Address of the establishment;
- l. No. of the Establishment Card with the Federal Authority For Identity, Citizenship, Customs and Port Security;
- m. The Branch's License (if any);
- n. The Branch's Name in both Arabic and English;
- o. Local License Number;

- p. License Number of the parent establishment;
- q. GPS coordinates, and virtual licenses that do not require a geographical location to practice their activity may be excluded;
- r. Date of any change and modification to the establishment's data in the license;
- s. No. and name of the economic activity; and
- t. Name of the manager or the chairman of the board of directors, as the case may be.

2. Data of the owners, including partners or shareholders:

- a. Their names in both Arabic and English;
- b. Gender and date of birth;
- c. Nationality;
- d. ID card data for nationals and residents of the State, or passport data for non-residents;
- e. Phone number and email address;
- f. Registration number.
- g. Local number for non-residents in the State (if any);
- h. Name and legal form of the partners or shareholders which are legal persons, according to the License;

3. Data of the Management:

- a. Names of the board members or managers, as the case may be, in both Arabic and English;
- b. ID card data for nationals and residents of the State, or passport data for non-residents;
- c. Nationality of the board members or managers;
- d. Phone number and email address;

4. Data of the beneficial owner in accordance with Cabinet Resolution No. (58) of 2020 Regulating the Beneficial Owner Procedures.

Article (3)

Registration in the Commercial Register

1. The Competent Authority shall regulate the requirements and procedures for registration in the Commercial Register and publish the same on its website.

2. Taking into account the data contained in Clause (1) of Article (5) of the Decree-Law, the applicant for registration in the Commercial Register shall provide the following documents and fulfill the following requirements:
 - a. A trade name reservation certificate that shall contain the name, legal form, and activity of the establishment, provided that the trade name and the economic activity do not breach public order.
 - b. The applicant shall be fully competent.
 - c. A valid ID card or passport of the board members or managers.
 - d. The license, memorandum of association, or articles of association, as the case may be, as for the partners or shareholders of the establishment applying for registration in the Commercial Register if it is a legal person.
 - e. A valid ID card or passport of the shareholders of the establishment applying for registration in the Commercial Register if they are natural persons.

Article (4)

Annotating the Commercial Register with any Change or Modification

The Competent Authority may, sua sponte, annotate the Commercial Register with any change or modification to the establishment's data entered therein, within no more than (3) three working days after fulfilling the prescribed controls, in any of the following cases:

1. Issuing a decision by any government or relevant entity that would change or modify the establishment's data; or
2. Failure to renew the establishment's registration within the period specified by the Competent Authority.

Article (5)

Correction of Errors

In the event that a material or procedural error is committed during the registration, modification or renewal of the establishment's data in the Commercial Register or any other procedures, the

Competent Authority shall correct such error within no more than (3) three working days from the date of detecting the error or from the date of receiving the data correction application submitted by an interested person or the legal representative of the establishment, in accordance with the controls issued thereby in this regard and the applicable procedures.

Article (6)

Renewing Registration in the Commercial Register

1. The establishment's registration in the Commercial Register shall be renewed within the period determined by the Competent Authority subject to the following controls:
 - a. Fulfilling all the requirements of the entities relevant to the economic activity of the establishment;
 - b. Providing a certified copy of the lease agreement for the establishment's premises, or as required by the Competent Authority in this regard;
 - c. Any other controls determined by the Competent Authority.
2. An application for renewal of registration in the Commercial Register shall be submitted to the Competent Authority on the form designated for this purpose, and accompanied by documents supporting the validity of the data referred to in the Decree-Law and the present Resolution.
3. The Competent Authority shall scrutinize the application and verify that it meets the prescribed conditions and contains the required documents and data, and it shall issue its decision thereon within the period specified under its regulations. Such period shall commence from the date of fulfilling the registration renewal requirements.
4. In the event that the application is approved and the registration in the Commercial Register is renewed, the Competent Authority shall issue the registration renewal license with the same registration number of the establishment in the Commercial Register issued for the first time and for the period determined by the Competent Authority, after paying the prescribed fees.

Article (7)

Use of the Commercial Register Number

The persons governed by the provisions hereof shall be obligated to use and mention the Commercial Register Number in all their documents and printed material, in their business and transactions with third parties, as well as on the website of the establishment in a clear and accessible manner.

Article (8)

Cases of Deregistration from the Commercial Register

Subject to the provisions of Article (9) of the Decree-Law, the person governed by the provisions of the Decree-Law or its representative, inheritors or liquidators, as the case may be, shall apply for deregistration from the Commercial Register in any of the following cases:

1. The establishment ceases to practice its activity, within the period specified by the Competent Authority and in accordance with the applicable procedures, and the cessation period shall be calculated from the date of non-renewal of the license or the date of actual cessation, whichever is earlier;
2. Closure of the establishment;
3. Merger of commercial companies;
4. The establishment practices any activity not licensed by the Competent Authority.

Article (9)

Controls and Procedures for Deregistration from the Commercial Register

1. In the event that the Competent Authority deregisters the establishment from the Commercial Register, it shall notify the establishment thereof within one month from the date of notification. If the period set out in this Clause lapses without an acceptable justification, given by the establishment, for not deregistering the same, the Competent Authority shall deregister the establishment and publish a decision to that effect on its website.

2. In the case that the establishment desires to be deregistered from the Commercial Register, it shall submit an application on the form approved by the Competent Authority, accompanied by the documents supporting the validity of the data contained therein, including defining the nature of the procedure that it desires to deregister. The Competent Authority shall issue its decision on the application in accordance with its regulations.

Article (10)

Controls and Procedures for the Re-Registration in the Commercial Register

In the event that the establishment desires to be re-registered in the Commercial Register, it shall comply with the following controls and procedures:

1. Complying with all the controls stipulated in Article (5) of the Decree-Law and Article (3) hereof;
2. Submitting an application for re-registration in the Commercial Register to the Competent Authority on the form designated for this purpose, accompanied by documents supporting the validity of the data contained therein, within the period determined by the Competent Authority;
3. After fulfilling the requirements and controls, the Competent Authority shall decide on the application for re-registration. If the application is approved, the applicant shall be given a certificate of re-registration in the Commercial Register after paying the prescribed fee.

Article (11)

Court Judgments and Annotation in the Commercial Register

Subject to the provisions of the legislation in force, the courts or judicial committees, as the case may be, shall send, by any modern means, to the Competent Authority, a copy of the judgments or decisions set forth in Article (10) of the Decree-Law, within no more than (5) five working days from the date on which the judgment becomes final or definitive.

Article (12)

Liens on the Business Premises

The Competent Authority shall enter any mortgage created on the business premises or on any of its elements, such as the trade name, trademark, patents, industrial property rights, intellectual property rights and other elements of the business premises, in the Commercial Register according to the following procedures:

1. The mortgage applicant shall submit to the Competent Authority an application for mortgaging the business premises or any of its elements on the form designated for this purpose, accompanied by the documents supporting such application.
2. The Competent Authority shall scrutinize the application for mortgaging the business premises or any of its elements and shall issue its decision thereon within the period determined thereby under its regulations. If the application is approved, the Competent Authority shall issue a certificate of mortgage of the business premises or any of its elements, as the case may be.

Article (13)

Economic Register

1. Taking into account the private data of the persons subject to the provisions of the Decree-Law and the present Resolution, the Economic Register shall contain the data related to trademarks, commercial agencies, protection of industrial property of patents, designs and models, and other data, provided that such data are determined in coordination with the entities concerned.
2. The Ministry shall create an Economic Register Number to be assigned to the establishment upon its registration. The establishment shall use such number in its procedures and dealings with government entities in the State. Furthermore, the Ministry shall use the Economic Register Number in the data it exchanges with government entities.

Article (14)

Publishing Data of the Commercial Register or the Economic Register

1. The Ministry and the Competent Authority, as the case may be, may publish on its website the following data of the Commercial Register or the Economic Register:
 - a. Commercial Register Number;
 - b. Economic Register Number;
 - c. Trade name in both Arabic and English;
 - d. Date of incorporation of the establishment;
 - e. Phone number and email address;
 - f. License number, and issuance and expiry date;
 - g. License Status, to verify the license validity and whether it is suspended or placed under liquidation or deregistered;
 - h. Type of the License, including commercial, industrial, professional, craft, or other licenses;
 - i. Legal Form of the establishment;
 - j. Amount of the establishment's capital, the number of shares or stocks and their nominal value (if any);
 - k. Address of the establishment;
 - l. The Branch's License (if any);
 - m. The Branch's Name in both Arabic and English;
 - n. Local License Number;
 - o. License Number of the parent establishment;
 - p. Date of any change and modification to the establishment's data;
 - q. No. and name of the economic activity; and
 - r. Name of the manager or the chairman of the board of directors, as the case may be.
2. The Ministry may, in coordination with the Competent Authority and government entities, publish any other data on its website.

Article (15)

Having Access to Data

1. Any interested person or stakeholder may apply to the Ministry or the Competent Authority, as the case may be, for obtaining an extract of the data provided for in Article (14) hereof.
2. The government entities may apply to the Ministry or the Competent Authority for having access to, or obtaining an extract of, the registration data entered in the Commercial Register or the Economic Register, in accordance with the procedures applicable in this regard, provided that the application contains an indication to the nature of the data for which the application is made.

Article (16)

Linking and Sharing Data

1. The Competent Authority shall share all the data contained in the Commercial Register or in any other database, including data related to judgments and decisions issued by courts or judicial committees and any change or update thereto, with the Economic Register and shall link the same to the said Register, in a way that provides instantaneous linking of such data, enhances digital transformation and makes the shared services available.
2. Without prejudice to the provisions of Clause (1) of this Article, the Competent Authority shall, in case of any technical challenges related to linking and sharing the data contained in the Commercial Register or in any other database, share such data with the Economic Register, within no more than (3) three working days, by any means to be adopted in coordination with the Ministry.

Article (17)

Repeals

Any provision inconsistent or discrepant with the provisions of the present Resolution is hereby repealed.

Article (18)

Publishing and Entry into Force

The present Resolution shall be published in the Official Gazette and shall enter into force from the day following its publishing date.

Mohammed bin Rashid Al Maktoum

Prime Minister

Issued by us on:

13 Jumada Al-Awwal 1444 A.H.

Corresponding to: 7 December 2022 AD