

# AMENDMENT CHECKLIST

## FREE ZONE – CHANGE OF SHARE CAPITAL

### SERVICE CATEGORY

#### Increasing or Decreasing Share Capital Value

The following documents are required in order to amend necessary registration and licensing documents:

1. Application for Licence Amendment Form

*Duly completed and submitted by the owner or shareholder(s) or authorised representative through RAKEZ Portal 360 or by manually filling out the form*

2. A. In case of Free Zone Establishment (FZE), submit an Owner's Declaration for the increase or decrease in the share capital.

*To be signed before RAKEZ personnel or notarised by a notary public in the UAE, or notarised and legalised up to the level of the UAE Embassy, as applicable and submitted in original format*

B. In case of Free Zone Limited Liability Company (FZ-LLC), submit a Shareholders' Resolution for the increase or decrease in the share capital.

*To be signed before RAKEZ personnel or notarised by a notary public in the UAE, or notarised and legalised up to the level of the UAE Embassy and submitted in original format*

3. A. In case of increasing the value of share capital, an original bank letter or bank statement from existing bank located in the UAE under the company name, which states a value of more than or equal to the new share capital is required or an Auditor's Report certified by an auditor licensed in the UAE (if applicable).

B. In case of decreasing the value of share capital, submit the following documents referred to in RAKEZ Companies Regulation 34(2):

1. A copy of the publication in the local newspapers, one in Arabic and one in English for a period of thirty (30) days, stating the following:

- i. Amount of the share capital as last previously determined by the company
- ii. Share value of each shareholder
- iii. Amount to which the share capital is to be reduced
- iv. Date from which the reduction is to have effect

2. The Resolution signed by the shareholders of the company declaring either:

- i. that on the date from which the reduction is to have effect, the Company is solvent; or
- ii. that all the creditors of the Company on that date have consented to the reduction.

3. Report from an Auditor licensed in the UAE stating the necessity of capital reduction.

4. In case the shareholder(s) or licensee is represented by an attorney, the Power of Attorney (POA) along with the valid passport copy or Emirates ID copy of the attorney are required.

*Notarised by a notary public in the UAE if issued in the UAE or notarised and legalised up to the level of the UAE embassy if issued outside UAE*

5. RAKEZ Fees

*Payments are to be made in favour of RAKEZ through RAKEZ Portal 360 or via wire transfer, demand draft, cheque, cash or credit card*

6. Memorandum of Association (MOA) or its Amendment (as applicable)

*To be signed before RAKEZ personnel or notarised by a notary public in the UAE, or notarised and legalised up to the level of the UAE embassy*

### NOTES

- In case of decreasing the value of share capital, publication in two (2) local daily newspapers, one in Arabic and one in English, are required and the notice period shall be 30 days.
- A company may issue shares for consideration other than cash by a Special Resolution, or by any other resolution as may be prescribed in the Memorandum of Association. Consideration other than cash must be confirmed by an auditor who shall:
  - a. Determine the reasonable cash value of the consideration for the shares;
  - b. Resolve that, in its opinion, the consideration for the shares is fair and reasonable to the company and to all existing shareholders; and
  - c. Resolve that, in its opinion, the present cash value of the consideration to be provided for the shares is not less than the share value to be credited for the issue of the shares.
- The POA must be submitted in original format for verification.
- All documents of foreign companies shall be notarised and legalised up to the level of the UAE Embassy.
- RAKEZ reserves the right to call for any additional documents and/or attestations as and when necessary.
- All documents must be in English and/or Arabic. Documents in any other language must be accompanied by a certified/authenticated English/Arabic translation.