BENEFICIAL OWNERSHIP AND CONTROL REGULATIONS 2022

(CONSOLIDATED VERSION JUNE 2026)

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BENEFICIAL OWNERSHIP AND CONTROL REGULATIONS 2022

Regulations to make provision for beneficial ownership and control systems for legal entities registered in the Abu Dhabi Global Market.

Date of Enactment: 14 December 2022

The Board of Directors of the Abu Dhabi Global Market, in exercise of its powers under Article 6(1) of Law No. 4 of 2013 concerning the Abu Dhabi Global Market issued by His Highness the Ruler of the Emirate of Abu Dhabi, as amended, hereby enacts the following Regulations:

PART 1[1]

INFORMATION DUTIES OF ADGM PERSONS

1. Duty of ADGM Person to obtain information in respect of beneficial owners

(1) Each ADGM Person must take reasonable steps to ascertain the true, accurate and complete identity of its beneficial owners.

(2) Subject to subsection (4), if an ADGM Person has reasonable grounds for believing that a person is or may be its beneficial owner, the ADGM Person must send a request in writing to such person requiring him:

(a) to state whether they are a beneficial owner in relation to the ADGM Person; and

(b) if so, to confirm or correct any required particulars of such person that are included in the request in writing, and to supply any that are missing.

(3) If the addressee referred to under subsection (2) does not respond to the request within 15 days of the despatch date, the ADGM Person must evidence this in the record of beneficial owners.

(4) An ADGM Person is not under a duty to send a request in writing under subsection (2) if:

(a) the ADGM Person has already been informed that the person is a beneficial owner in relation to that ADGM Person; and

(b) that information was provided either by the person himself or with his knowledge.

2. Record of beneficial owners[2]

(1) Each ADGM Person must keep a record of the required particulars of its beneficial owners in a record referred to in these Regulations as the "**record of beneficial owners**".

(2) Each ADGM Person must ensure that a record of beneficial owners is established within 1 month of its establishment.

[1] Amended on 26 June 2026
[2] Amended on 28 October 2025

(3) Section 363 of the Companies Regulations shall apply in respect of the record of beneficial owners and the manner in which it is kept and made available for inspection.

(4) The "**required particulars**" means,

(a) in respect of a beneficial owner who is a natural person:

(i) full name, including any former names;

(ii) residential address and, if different, an address for service of notices;

(iii) date and place of birth;

(iv) nationality;

(v) occupation;

(vi) information identifying the person from their passport;

(vii) the date on which that person became a beneficial owner of the ADGM Person;

(viii) the date on which the person ceased to be a beneficial owner of the ADGM Person; and

(ix) the grounds on which that person is considered to be a beneficial owner; and

(b) in respect of a beneficial owner which is a listed company, a company that is wholly-owned by the Federal Government of the United Arab Emirates, or by any of the governments of the member Emirates of the United Arab Emirates or a company created by Emiri decree within the United Arab Emirates or a company that is wholly-owned by a government or government agency of a Relevant Jurisdiction:

(i) registered name;

(ii) registered address;

(iii) registered email address, if applicable;

(iv) registration number (or equivalent);

(v) country of registration; and

(vi) the date on which that person became a beneficial owner.

(5) Any aggrieved person or any other interested party may apply to the Court for rectification of an ADGM Person's record of beneficial owners if:

(a) the name of any person is, without sufficient cause, entered in or omitted from;

(b) no entry is made in; or

(c) unnecessary delay takes place in:

(i) entering the name of any person in; or

(ii) removing the name of any person who has ceased to be a beneficial owner from,

the record of beneficial owners.

(6) Where an application is made under subsection (5), the Court may either:

(a) refuse the application; or

(b) order rectification of the record of beneficial owners and if appropriate, order payment by the ADGM Person of compensation for any loss sustained by any party aggrieved.

(7) Upon making such an application, the Court may:

(a) decide any question as to whether the name of any person who is a party to the application should or should not be entered in or omitted from the record of beneficial owners; and/or

(b) decide any question necessary or expedient to be decided for rectification of the record of beneficial owners.

(8) The reference in subsection (5) to "any other interested party" is a reference to:

(a) any member of the ADGM Person;

(b) any person who has reasonable grounds to allege that they are a beneficial owner of the ADGM Person; and

(c) any person named as a beneficial owner of the ADGM Person.

3. Record of nominee directors

(1) For the purpose of these Regulations, a director is a nominee director if they are a person under an obligation to act in accordance with the directions, instructions or wishes of another person.

(2) An ADGM Person which has one or more nominee directors must take reasonable steps to ascertain the true, accurate and complete identity of the person on whose behalf each nominee director acts. In the event such person is not a natural person or a person as described in section 2(4)(b), the ADGM Person must take reasonable steps to determine the identity of each natural person who is a beneficial owner of such person.

(3) An ADGM Person which has one or more nominee directors must keep a record of all persons identified under subsection (2) above in a record referred to in these regulations as the "record of nominee directors".

(4) The ADGM Person must ensure that a record of nominee directors is established in accordance with subsection (3) above within 1 month of its establishment.

(5) In respect of each person on whose behalf each nominee director acts, the ADGM Person must keep in the record of nominee directors a record of:

(a) full name, including any former names;

(b) residential address and, if different, an address for service of notices;

(c) date of birth;

(d) nationality;

(e) occupation; and

(f) information identifying the person from their passport.

(6) In respect of each nominee director, the ADGM Person must keep in the record of nominee directors a record of:

(a) the date on which the nominee director became a nominee director of the ADGM Person; and

(b) the date on which the nominee director ceased to be a nominee director of the ADGM Person.

(7) A nominee director must within 15 days of the date on which the nominee director becomes a nominee, inform the ADGM Person that they are a nominee and provide all the information of the persons identified under subsection (2) above for whom the nominee director is a nominee.

(8) A nominee director must inform the ADGM Person of any change to the particulars provided under subsection (7) above within 15 days of the change.

(9) The nominee director must also inform the ADGM Person that they ceased to be a nominee within 15 days of the cessation, unless the nominee director ceased to be a director of the ADGM Person at such time.

(10) Section 363 of the Companies Regulations shall apply in respect of the record of nominee directors and the manner in which it is kept and made available for inspection.

4. Duty of ADGM Person to keep record of beneficial owners and record of nominee directors up-to-date

(1) An ADGM Person must take reasonable steps to ensure that the particulars recorded in its record of beneficial owners and its record of nominee directors (if any) are true, accurate, complete and up to date.

(2) If an ADGM Person knows or has reasonable cause to believe that a relevant change has occurred to the record of beneficial owners, the required particulars recorded in its record of beneficial owners or its record of nominee directors, (if any) then, subject to subsection (3), the ADGM Person must request in writing details of the relevant change from, in the case of changes in beneficial owners, each person whose required particulars are recorded in its record of beneficial owners, and in the case of changes relating to nominee directors, such nominee director.

(3) A "**relevant change**" occurs if:

(a) there has been a share transfer rendering a person the beneficial owner of an ADGM Person;

(b) the person whose required particulars are recorded in its record of beneficial owners or record of nominee directors (if any) ceases to be a beneficial owner or a nominee director, as the case may be, in relation to an ADGM Person;

(c) a new person becomes a beneficial owner and / or nominee director in relation to an ADGM Person;

(d) there is a change in person for whom a nominee director acts as nominee; or

(e) any other change occurs, as result of which the required particulars stated for the person on the record of beneficial owners or the record of nominee directors (if any) are incorrect or incomplete.

(4) An ADGM Person is not required to send a request in writing under subsection (2) if:

(a) the ADGM Person has already been informed of the relevant change and of the information referred to in subsection (6)(b); and

(b) that information was provided either by the person concerned or with their knowledge.

(5) The ADGM Person must send a request in writing under subsection (2) as soon as reasonably practicable after learning of the change or first having reasonable cause to believe that the change has occurred.

(6) The request in writing must require the addressee, within the period of 1 month beginning with the date of the request:

(a) to confirm whether or not the change has occurred; and

(b) if so:

(i) to state the date and details of the change; and

(ii) to confirm or correct the required particulars included in the request, and supply any that are missing from the request.

(7) On receipt of information received pursuant to the request in writing under this section, or otherwise being satisfied that a relevant change has occurred, an ADGM Person must within 1 month amend the record of beneficial owners and the record of nominee directors, as applicable, accordingly.

(8) The ADGM Person who is provided with a share transfer relating to a change in ownership of shares must not register, recognise or give effect to that transfer, unless it is also provided with a statement by or on behalf of the transferee, which:

(a) states whether the transfer will result in a change in the record of beneficial owners;

(b) if so, the nature of the change; and

(c) provides the required particulars in respect of each new beneficial owner as a result of the change.

5. Duty of ADGM Person to submit record of beneficial owners and record of nominee directors to Registrar[3]

(1) If an ADGM Person has not already submitted a record of beneficial owners and a record of nominee directors (if any) to the Registrar at the time of establishment, an ADGM Person must submit a true, accurate, complete and up-to-date copy of its record of beneficial owners and record of nominee directors (if any) to the Registrar within 1 month of establishment ("filing deadline").

(2) Where an ADGM Person defaults in complying with subsection (1) by the relevant filing deadline, the ADGM Person must pay a late filing fee up to the maximum amount prescribed in rules made by the Board.

(3) An ADGM Person who fails to comply with this section is in contravention of these Regulations.

6. Duty of ADGM Person to notify Registrar of changes[4]

(1) When there has been a relevant change (as defined in section 4(3) above), within 15 days of the date on which the ADGM Person is informed of an amendment or change ("**filing deadline**"), the ADGM Person must submit a notice to the Registrar of the amendment or change and the date on which the underlying event which resulted in the amendment or change occurred, to the best of its knowledge.

(2) Where an ADGM Person defaults in complying with subsection (1) by the relevant filing deadline, the ADGM Person must pay a late filing fee up to the maximum amount prescribed in rules made by the Board.

(3) An ADGM Person who fails to comply with this section is in contravention of these Regulations and shall be liable to a fine as prescribed under section 25.

7. Duty of ADGM Person to ensure security of information

An ADGM Person must take all reasonable steps to ensure the security and confidentiality of information disclosed to them under these Regulations and must not disclose such information other than in compliance with a duty imposed, or in exercise of a power conferred, under these Regulations or any other law or regulation applicable in the Abu Dhabi Global Market

8. Duty to retain documents following dissolution, termination and striking off

(1) Where an ADGM Person is dissolved, terminated or struck off, the liquidator, if appointed, must retain the record of beneficial ownership and the record of nominee directors (if any) relating to the ADGM Person as at the date of dissolution, termination or striking off for the minimum retention period and must comply with the requirements of the Registrar issued under these Regulations in that period.

(2) The Registrar must retain records of beneficial ownership and records of nominee directors referred to in subsection (1) for the same period following the dissolution, termination or striking off of an ADGM Person.

[3] Amended on 29 November 2024
[4] Amended on 29 November 2024
Amended on 28 October 2025

PART 2[5]

ROLE OF THE REGISTRAR

9. Powers of the Registrar

The Registrar must administer these Regulations and perform the functions and exercise the powers assigned or transferred to the Registrar by or under these Regulations and any other law or regulation applicable in the Abu Dhabi Global Market.

10. Register of Beneficial Owners of Legal Persons and Nominee Directors

The Registrar must establish and maintain a register of the beneficial owners of ADGM Persons to be called the Register of Beneficial Owners of Legal Persons and Nominee Directors in accordance with Part 4 (Register of Beneficial Owners of Legal Persons and Nominee Directors) of these Regulations

11. Functions and ancillary powers of the Registrar

(1) The Registrar, having regard to the provisions of this section 11, has the power to do anything that appears to the Registrar to be necessary or expedient for the purposes of or in connection with the exercise of his functions including, without limitation, power:

(a) to require from an ADGM Person direct access to (by electronic means or otherwise) the record of beneficial owners and, where applicable, the record of nominee directors of that ADGM Person;

(b) to request and obtain information and documents in accordance with the provisions of section 20;

(c) to prepare and, subject to any provision to the contrary in these Regulations or any other enactment, to publish information, reports, forms, codes of practice, guidance, recommendations and other documents; and

(d) to appoint any person or body to advise the Registrar in relation to the exercise of any of his functions.

(2) The provision of information under these Regulations shall not be subject to enhanced disclosure requirements as provided under section 952 of the Companies Regulations.

[5] Amended on 26 June 2026

PART 3[6]

INFORMATION DUTIES OF TRUSTS

12. Interpretation

In this Part 3 of these Regulations "**trustee**" means a person appointed to act as a trustee of a trust or otherwise acting in the capacity of trustee.

13. Application

This Part 3 of these Regulations applies in relation to any trust where:

(a) a trustee is resident in the Abu Dhabi Global Market;

(b) any trust property of that trust is situated in the Abu Dhabi Global Market; or

(c) the administration of the trust is carried on in the Abu Dhabi Global Market.

14. Power of Registrar to require information

(1) The Registrar may, by written notice, require a trustee to provide such information as the Registrar may reasonably require to identify the beneficial owners of a trust.

(2) For the purposes of this Part 3, the beneficial owners of a trust are to be determined in accordance with paragraph 2(1)(a) to (f) of Schedule 1.

(3) A trustee must, in complying with a notice under subsection (1), provide, in respect of each beneficial owner, the required particulars specified in section 2(4).

15. Duty to comply

A trustee must:

(a) comply with a notice issued under section 14 within the period specified in the notice; and

(b) take reasonable steps to ensure that any information provided is true, accurate and complete.

16. Enforcement

Where the trustee fails to comply with a notice in accordance with section 15, the Registrar may make an application to the Court for:

(a) an order requiring the trustee to comply with a request under this Part 3;

(b) direction or an order concerning the execution or the administration of any trust;

(c) an order concerning the removal of a trustee, where:

(i) the trustee has failed to comply with a notice issued under section 14(1);

[6] Amended on 26 June 2026

(ii) the failure is material or persistent;

(iii) the Court considers that removal of the trustee is necessary to ensure:

a. compliance with applicable anti-money laundering obligations; or

b. the proper administration of the trust.

(d) any other order or other relief that the Court sees fit.

PART 4[7]

REGISTER OF BENEFICIAL OWNERS OF LEGAL PERSONS AND NOMINEE DIRECTORS

17. Register of Beneficial Owners of Legal Persons and Nominee Directors and security of information

(1) The Registrar must establish the Register which shall be kept in such form as the Registrar thinks fit and may, without limitation, be kept in electronic form.

(2) Information must be submitted to the Registrar by all ADGM Persons pursuant to sections 5, 6 and 19 of these Regulations, for inclusion in a register maintained by the Registrar (the "Register").

(3) The Registrar must take all reasonable steps to ensure the confidentiality and security of the Register and of information kept on the Register, and of other information disclosed to the Registrar under these Regulations or under any other enactment, and (subject to subsection (4) and sections 18 and 19) must not disclose to any other person the Register or any part of it, or information or documents obtained by, or disclosed to the Registrar, other than as permitted in section 18.

(4) The Registrar must, on application being made to them in such form as the Registrar may specify, and having taken all reasonable steps to verify the identity of the applicant, disclose to a person any information on the Register directly relating to that person only.

18. Disclosure of information by the Registrar

(1) Subject to the provisions of the regulatory legislation, information obtained by the Registrar:

(a) under these Regulations; or

(b) in connection with the carrying out of any of the Registrar's functions under these Regulations,

may only be disclosed in accordance with section 967 of the Companies Regulations.

(2) Any of the following persons may request from the Registrar, on payment to the Registrar of such fee as may be prescribed by the Board, to be provided with a certificate confirming the identity of the beneficial owners of an ADGM Person as identified in the Register:

(a) a Financial Institution; or

(b) a Designated Non-Financial Business or Profession (DNFBP).

(3) The Registrar may only provide the certificate in accordance with subsection (2) above:

(a) if the Registrar is satisfied that the disclosure of information is necessary or desirable for the purposes of identifying terrorist property, in relation to

[7] Amended on 26 June 2026

suspected money laundering or for the effective fulfilment by such person of its legal anti-money laundering obligations; and

(b) after such person obtains the prior written consent of the ADGM Person concerned and any other evidence as the Registrar may require.

19. Power of Registrar to request and obtain information and documents

(1) The Registrar may, by notice in writing served on an ADGM Person (or its officers or directors), require them to submit to the Registrar in such form and manner, at such times or intervals, at such place and in respect of such periods as may be specified in the notice, with such information as the Registrar may reasonably require for the performance of his functions under these Regulations.

(2) The Registrar may, by notice in writing served on an ADGM Person:

(a) require them to produce, in such form and manner, within such time and at such place as may be specified in the notice, such information or documents of such description as may be so specified;

(b) require them to furnish, to any of the Registrar's officers, servants or agents authorised for the purposes of this section, on production of evidence of such authority, such information and documents or information and documents of such description as the officer, servant or agent may specify, either forthwith or within such time, and at such place, and in such form and manner, as may be so specified, for the purposes of their inspecting them;

being information or documents reasonably required by the Registrar for the performance of his functions under these Regulations.

(3) The powers conferred by this section to require an ADGM Person to produce any documents include the power:

(a) if the documents are produced, to take copies of them or extracts from them, in circumstances where the Registrar is satisfied that the taking of such copies or extracts is necessary for the proper exercise of powers under or in relation to Part 5 (Offences, Fines & Enforcement) of these Regulations; and

(b) if the documents are not produced, to require the ADGM Person who was required to produce them to state, to the best of his knowledge and belief, where they are.

20. Submission of information to the Registrar

(1) Information required to be submitted to the Registrar when requested under these Regulations or any other enactment shall be in such form as may be specified by the Registrar.

(2) Where a person claims a lien on a document, its production under these Regulations is without prejudice to his lien.

(3) Subject to subsection 8(2), information shall only be retained by the Registrar for so long as appears to the Registrar reasonably necessary for the purposes for which the information was delivered to the Registrar.

21. General power of Registrar to reject applications

(1) Notwithstanding that the Registrar is not bound to enquire further as to whether the provisions of these Regulations or any other enactment have been complied with, the Registrar may reject any submission, or other matter submitted to him, on such terms and conditions as the Registrar thinks fit, if it appears to the Registrar that the provisions of these Regulations or any other enactment in respect of that submission or other matter have not been complied with.

PART 5[8]

OFFENCES, FINES & ENFORCEMENT

22. Offences[9]

(1) An ADGM Person who fails to comply with these Regulations or any rules made under these Regulations commits a contravention and shall be liable to a fine as prescribed under section 24.

(2) It is a defence for an ADGM Person, charged with failing to comply with a duty imposed on them under these Regulations or any rules made under these Regulations, to prove that the ADGM Person took all reasonable steps to attempt to comply with the duty.

23. False or misleading information[10]

(1) It is a contravention of these Regulations for a person knowingly or recklessly:

(a) to deliver or cause to be delivered to the Registrar, for any purpose of these Regulations, any information or document, or

(b) to make to the Registrar, for any such purpose, a statement,

that is misleading, false or deceptive in a material particular.

(2) A person who commits the contravention referred to in subsection (1) is liable to a fine not exceeding level 8 on the Fines Scale.

24. Fines[11]

(1) Where the Registrar considers that a person has contravened–

(a) these Regulations; or

(b) any rules made under these Regulations,

the Registrar may impose a fine in respect of the contravention in accordance with the procedure for Tier 1 or Tier 2 Contraventions (as applicable) set out in the Administrative Regulations.

(2) The amount of any fine imposed by the Registrar must not exceed the amount specified for a level 9 fine on the Fines Scale.

25. Fines for late filings[12]

(1) Where a person commits a contravention of any relevant filing section of these Regulations, the Registrar may impose a fine not exceeding level 4 on the Fines Scale.

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[8] Amended on 26 June 2026
[9] Amended on 28 October 2025
Amended on 19 December 2025
[10] Amended on 28 October 2025
[11] Amended on 28 October 2025
Amended on 19 December 2025
[12] Amended on 29 November 2024
Amended on 28 October 2025

(2) For the purpose of this section, "relevant filing section" means any provision under these Regulations where:

(a) a filing must be sent to the Registrar by the filing deadline stated in the relevant section;

(b) there is a delay in meeting the applicable filing deadline;

(c) such delay resulted in a late filing fee being charged as prescribed in rules made by the Board; and

(d) the filing remains outstanding after the period for which a late filing fee can be charged pursuant to subsection (c) above.

26. Notification of removal of beneficial owner[13]

(1) Where the Registrar is notified or becomes aware that a beneficial owner of an ADGM Person is:

(a) the subject of a sanction imposed by any government, any entity that is a representative, a constituent part of, or an extension of a sovereign state or a political subdivision thereof, or any entity that is established under international law or the laws of any two or more sovereign states; or

(b) involved or has been involved in any proceedings that are law enforcement related or criminal, civil, regulatory, tax or administrative in nature, and

the Registrar considers that having such a person as a beneficial owner of an ADGM Person in the Abu Dhabi Global Market is:

(c) contrary to these Regulations or any other enactment administered by the Registrar; or

(d) prejudicial to the interests of the Abu Dhabi Global Market,

the Registrar may inform the ADGM Person by written notice of such fact and recommend that such a person be removed as a beneficial owner of the ADGM Person.

(2) The notice referred to in subsection (1) must specify a reasonable period (which may not be less than 10 days) within which the ADGM Person to whom it is given may make representations to the Registrar concerning the status of such beneficial owner.

(3) The Registrar may extend the period allowed under the notice for making representations.

(4) If, having considered any representations made by the ADGM Person, the Registrar no longer has any objections relating to subsection (1), it must give the ADGM Person a written notice.

(5) If, having considered any representations made by the ADGM Person, the Registrar continues to have concerns in relation to subsection (1) and such person has not been removed as a beneficial owner of the ADGM Person, the Registrar may use its powers

[13] Amended on 28 October 2025

under the Commercial Licensing Regulations and Administrative Regulations, as applicable, to cancel the licence.

(6) Nothing in this section 26 shall restrict the power of the Registrar to strike the ADGM Person off the register.

PART 6[14]

MISCELLANEOUS

27. Meaning of "beneficial owner"

The meaning of the expression "beneficial owner" and any related expressions for the purposes of these Regulations are prescribed under Schedule 1 (*Meaning of Beneficial Owner*).

28. Service of Documents

The provisions of:

(a) the Companies Regulations (Paper Form) Rules 2015; and

(b) the Companies Regulations (Electronic Filing) Rules 2015,

shall apply to information submitted to the Registrar pursuant to these Regulations. Such section shall apply irrespective of whether the beneficial owner is a company subject to the Companies Regulations

29. Exemption orders

The Board may make rules to provide for:

(a) specified ADGM Persons; or

(b) ADGM Persons falling within a specified class,

to be exempt from the obligations prescribed in these Regulations.

30. Fees payable to the Registrar

(1) The Board may make rules requiring the payment to the Registrar of such fees in connection with the Registrar's administration of these Regulations.

(2) Such rules may prescribe different levels of fees for each ADGM Person.

(3) Any fee which is owed to the Registrar under any provision made by such rules may be recovered as a debt due to the Registrar.

(4) The Registrar may refuse to accept information or documentation delivered to it under the terms of these Regulations which is not accompanied by the payment to the Registrar of the fees due on such application.

31. Guidance

The Registrar may issue such guidance as the Registrar thinks necessary for the purposes of these Regulations and other enactments making provision in respect of beneficial ownership and control

[14] Amended on 26 June 2026

32. Interpretation[15]

(1) In these Regulations, unless the context otherwise requires[16]:

"**Abu Dhabi Global Market**" has the meaning set forth in the Interpretation Regulations;

"**Administrative Regulations**" means the Administrative Regulations 2025;

"**ADGM Person**" has the meaning prescribed to it in section 33;

"**beneficial owner**" has the meaning prescribed to it in Schedule 1;

"**Board**" has the meaning set forth in the Interpretation Regulations;

"**commencement**" has the meaning set forth in the Interpretation Regulations;

"**Commercial Licensing Regulations**" means the Commercial Licensing Regulations 2025;

"**Companies Regulations**" means the Companies Regulations 2020;

"**Conditions of Licence and Branch Registration Rules**" means the Commercial Licensing Regulations (Conditions of Licence and Branch Registration) Rules 2026;

"**conduct**" includes acts, omissions and statements;

"**Court**" has the meaning set forth in the Interpretation Regulations;

"**Designated Non-Financial Business or Profession (DNFBP)**" has the meaning set forth in the Financial Services and Markets Regulations 2015;

"DLT Foundations Regulations" means the Distributed Ledger Technology Foundations Regulations 2023;

"**documents**" means information recorded in any form (including without limitation, in electronic form) and, in relation to information recorded otherwise than in legible form, references to its production, howsoever expressed, include references to the production of the information in hard copy; and a document is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read;

"**enactment**" has the meaning set forth in the Interpretation Regulations;

"**Financial Institution**" has the meaning set forth in the Financial Services and Markets Regulations 2015;

"**fine**" has the meaning prescribed to it in section 24;

"**Fines Scale**" means the standard fines scale set out in Schedule 1 of the Administrative Regulations;

[15] Amended on 28 October 2025
[16] Amended on 1 November 2023

"**Foundations Regulations**" means the Foundations Regulations 2017;

"**foundations**" means a foundation registered under the Foundations Regulations or the DLT Foundations Regulations;

"**FSRA**" has the meaning set forth in the Interpretation Regulations;

"**Interpretation Regulations**" means the Interpretation Regulations 2015;

"**Investment Trust**" has the meaning set forth in the Financial Services and Markets Regulations 2015;

"**Limited Partnership Act 1907**" means the Limited Partnership Act 1907 which is applicable in the Abu Dhabi Global Market pursuant to the ADGM Application of English Law Regulations 2015;

"**listed company**" means a company listed on a stock exchange recognised by the Registrar and subject to beneficial ownership disclosure requirements deemed appropriate by the Registrar;

"**LLP Regulations**" means the Limited Liability Partnerships Regulations 2015;

"**minimum retention period**" means:

(a) a period of at least six (6) years starting from the date of the dissolution or termination of the ADGM Person in question; or

(b) such longer period as the Registrar may direct;

"**month**" has the meaning set forth in the Interpretation Regulations;

"**nominee director**" has the meaning prescribed to it in section 3(1);

"**person**" includes:

(a) a natural person;

(b) a company;

(c) any other legal person; and

(d) an unincorporated body of persons;

"**record of beneficial owners**" has the meaning prescribed to it in section 2;

"**record of nominee directors**" has the meaning prescribed to it in section 3;

"**Register**" has the meaning prescribed to it in section 17(2);

"**Registrar**" has the meaning set forth in the Interpretation Regulations;

"**regulatory legislation**" means:

(a) Financial Services and Markets Regulations 2015, and any enactments or rules passed thereunder;

(b) Common Reporting Standard Regulations 2017, and any enactments or rules passed thereunder; and

(c) any other enactment prescribed for the purposes of these Regulations by the FSRA;

"**relevant change**" has the meaning prescribed to it in section 4(3);

"**Relevant Jurisdiction**" means any jurisdiction that the Registrar may determine from time to time;

"**required particulars**" has the meaning prescribed to it in subsection 2(4);

"**writing**" has the meaning set forth in the Interpretation Regulations; and

"**year**" has the meaning set forth in the Interpretation Regulations.

(2) Any reference in these Regulations to an enactment is a reference thereto as from time to time amended, re-enacted (with or without modification), extended or applied.

33. Meaning of "ADGM Person" and associated terms[17]

(1) In these Regulations, an "ADGM Person" means[18]:

(a) a company incorporated under the Companies Regulations;

(b) an LLP established under the LLP Regulations;

(c) a limited partnership which has elected to possess legal personality which has been registered under the Limited Partnership Act 1907 in the Abu Dhabi Global Market;

(d) a foundation established under the Foundations Regulations or the DLT Foundations Regulations; or

(e) a branch registered under the Conditions of Licence and Branch Registration Rules, being a branch of a body corporate incorporated outside the Abu Dhabi Global Market.

(2) In these Regulations, the "officers" of an ADGM Person means[19]:

(a) in the case of a company, the officer of the company (within the meaning prescribed under section 1028 of the Companies Regulations);

(b) in the case of an LLP, those members (within the meaning prescribed under section 3 of the LLP Regulations) of the LLP exercising functions under the members' agreement equivalent to the functions of the officers of a company;

(c) in the case of a limited partnership with legal personality, the general partner, or the officers and directors of the general partner, if the general partner is not a natural person; and

[17] Amended on 24 April 2026
[18] Amended on 1 November 2023
[19] Amended on 1 November 2023

(d) in the case of a foundation, the founder, councillor or guardian of the foundation (each within the meaning prescribed under the Foundations Regulations or the DLT Regulations, as applicable).

(3) In these Regulations, the "members" of an ADGM Person means[20]:

(a) in the case of a company, the members of the company (within the meaning prescribed under section 143 of the Companies Regulations);

(b) in the case of an LLP, the members of the LLP (within the meaning prescribed under section 3 of the LLP Regulations);

(c) in the case of a limited partnership with legal personality, all partners; and

(d) in the case of a foundation, the beneficiaries (if any) of the foundation (within the meaning prescribed under the Foundations Regulations or the DLT Regulations, as applicable).

(4) For the purposes of sections 3, 4, 5 and 8 of Part 1 and section 2 of Part 2 of these Regulations relating to nominee directors, section 33(1)(e) shall be construed as if it did not include a branch registered under the Conditions of Licence and Branch Registration Rules.

34. Repeal of Beneficial Ownership and Control Regulations 2018

The Beneficial Ownership and Control Regulations 2018 are repealed with effect from:

(a) the date of publication of these Regulations for any ADGM Person that is established in the Abu Dhabi Global Market on or following the date of publication of these Regulations; and

(b) six (6) months from the date of publication of these Regulations for any ADGM Person that is established in the Abu Dhabi Global Market prior to the date of publication of these Regulations.

35. Short title, extent and commencement

(1) These Regulations may be cited as the Beneficial Ownership and Control Regulations 2022.

(2) These Regulations apply in the jurisdiction of the Abu Dhabi Global Market.

(3) Subject to section 33(4), these Regulations come into force and are binding from the date the Beneficial Ownership and Control Regulations 2018 are repealed.

[20] Amended on 1 November 2023

SCHEDULE 1[21]

MEANING OF BENEFICIAL OWNER

1. Meaning of beneficial owner: company, LLP or partnership

(1) In these Regulations, "**beneficial owner**", in relation to an ADGM Person that is a company or LLP, means:

(a) any natural person who owns (in each case whether directly or indirectly), including through bearer share holdings or by other means, 25% or more of the shares in the company or LLP; and

(b) irrespective of whether a natural person is identified as a beneficial owner under subparagraph (1)(a) above, any natural person who controls the company or LLP.

(1A) If no natural person is identified as the beneficial owner under either subparagraphs (1)(a) or (1)(b) above, any natural person who holds the position of officer of the company or LLP.

(2) For the purposes of subparagraph (1), a natural person shall have "**control**" if:

(a) in relation to a company, such natural person:

(i) holds, or may exercise, directly or indirectly, 25% or more of the voting rights in the company; or

(ii) holds, or may exercise, the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company;

(b) in relation to an LLP, the natural person, holds, or may exercise, directly or indirectly, 25% or more of the voting rights in the conduct and management of the LLP;

(3) In these Regulations, "**beneficial owner**", in relation to an ADGM Person that is a partnership (other than an LLP), means:

(a) Any natural person who ultimately is entitled to or controls (in each case whether directly or indirectly):

(i) 25% or more of the share of the capital or profits of the partnership; or

(ii) 25% or more of the voting rights in the partnership, or

(b) if no natural person is identified as the beneficial owner under subparagraph (3)(a) above, any natural person who holds the position of officer of the partnership and any natural person who is the beneficial owner of a person holding the position of an officer of the partnership.

[21] Amended on 28 February 2024
Amended on 24 April 2026
Amended on 26 June 2026

(4) In any case where a beneficial owner is:

(a) a listed company; or

(b) a company that is wholly-owned by the Federal Government of the United Arab Emirates, or by any of the governments of the member Emirates of the United Arab Emirates; or

(c) a company created by Emiri decree within the United Arab Emirates; or

(d) a company that is wholly-owned by a government or government agency of a Relevant Jurisdiction,

it shall be treated for the purposes of these Regulations as the beneficial owner of the ADGM Person.

2. Meaning of beneficial owner: trusts

(1) For the purpose of subparagraphs (1)(a), (1)(b), (1A) and (3) of paragraph 1 and subparagraphs (1)(a) to (1)(e) of paragraph 3 (as the case may be) the following persons connected to a trust may constitute a beneficial owner of an ADGM Person:

(a) the settlor of the trust;

(b) the trustee(s) of the trust;

(c) each beneficiary of the trust;

(d) any protector or enforcer appointed to the trust;

(e) where the persons (or some of the persons) benefiting from the trust have not been determined, the class of persons in whose main interest the trust has been established or operates; and

(f) any other person who, in the reasonable opinion of the trustee, has control over the trust.

(2) In subparagraph (1)(f) above, "control" means a power (whether exercisable alone, jointly with another person or with the consent of another person) under the trust instrument or by law to:

(a) Dispose of, advance, lend, invest, pay or apply trust property;

(b) vary or terminate that trust;

(c) add or remove a person as a beneficiary or to or from a class of beneficiaries;

(d) appoint or remove trustees or give another person control over the trust; and

(e) direct, withhold consent to or veto the exercise of a power mentioned in sub-paragraphs (2)(a) to (2)(d).

(3) Where any of the persons listed in subparagraph (1) is not a natural person, the ADGM Person must identify the natural persons who are the beneficial owners of such entity in accordance with subparagraphs (1)(a), (1)(b), (1A) and (3) of paragraph 1,

subparagraph (3) of paragraph 1, or subparagraphs (1)(a) to (1)(e) of paragraph 3 (as the case may be), unless paragraph 1(4) applies.

(4) Where a person identified under subparagraph (1)(b) is not a natural person but is an Authorised Person with a Financial Services Permission to provide trust services under paragraph 72 of the Financial Services and Markets Regulations 2015, that person may be treated as the beneficial owner of the relevant interest, without the need to identify its natural person beneficial owners under paragraph 3.

(5) Where part or all of an ADGM Person's ownership or control is held through an Investment Trust, the trustee of that Investment Trust shall be treated as the beneficial owner of the relevant interest in the ADGM Person, without needing to identify the other persons listed in subparagraph (1).

(6) Where any of the above roles are fulfilled by a company that is a listed company, a company wholly-owned by the Federal Government of the United Arab Emirates, or by any of the governments of the member Emirates of the United Arab Emirates or a company created by Emiri decree within the United Arab Emirates or a company that is wholly-owned by a government or government agency of a Relevant Jurisdiction subparagraph (4) of paragraph 1 shall apply.

3. Meaning of beneficial owner: foundations or similar arrangements

(1) In these Regulations, "**beneficial owner**", in relation to an ADGM Person that is a foundation means[22]:

(a) the founder;

(b) the foundation council members (except council members that are Abu Dhabi Global Market registered company service providers);

(c) the guardian, if any;

(d) the beneficiaries (if named) or designee (if applicable) in whose main interest the foundation or arrangement has been established or operates;

(e) any person who has control over the foundation.

(2) Where any of the above roles are fulfilled by a legal person, a partnership (whether or not a legal person) or a legal arrangement, the ADGM Person must identify the natural persons who are the beneficial owners of such legal person, partnership or legal arrangement unless the company is a listed company, a company wholly-owned by the Federal Government of the United Arab Emirates, or by any of the governments of the member Emirates of the United Arab Emirates or a company created by Emiri decree within the United Arab Emirates or a company that is wholly-owned by a government or government agency of a Relevant Jurisdiction paragraph 1(4) shall apply.

(3) For purposes of subparagraph (e) above, a person shall have "**control**" if such person[23]

[22] Amended on 1 November 2023
[23] Amended on 1 November 2023

(a) holds, directly or indirectly, 25% or more of the voting rights in a foundation registered under the Foundations Regulations;

(b) holds, directly or indirectly, including by means of being a tokenholder, 10% or more of the voting rights in a foundation registered under the DLT Foundations Regulations; or

(c) holds the right, directly or indirectly, to appoint or remove the foundation's officers and/or beneficiaries.

4. Shares or rights held "indirectly"

(1) A person holds a share or right "indirectly" if the person has a majority stake in a person and that person is part of a chain of persons:

(a) each of which (other than the last) has a majority stake in the person immediately below it in the chain; and

(b) the last of which holds the share or right.

(2) For these purposes, A has a "majority stake" in B if:

(a) A holds a majority of the shares or voting rights in B;

(b) A is a member of B and has the right to appoint or remove a majority of the board of directors of B;

(c) A is a member of B and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in B; or

(d) A has the right to exercise, or actually exercises, dominant influence or control over B.

5. Joint interests

If two or more persons each hold a share or right in an ADGM Person or other legal entity jointly, each of them is treated as holding that share or right.

6. Joint arrangements

(1) If shares or rights in an ADGM Person or other legal entity held by a person and shares or rights in the same person or other entity held by another person are the subject of a joint arrangement between those persons, each of them is treated as holding the combined shares or rights of both of them.

(2) A "**joint arrangement**" is an arrangement between the holders of shares (or rights) in an ADGM Person or other legal entity that they will exercise all or substantially all the rights conferred by their respective shares (or rights) jointly in a way that is pre-determined by the arrangement.

(3) "**arrangement**" includes:

(a) any scheme, agreement or understanding, whether or not it is legally enforceable; and

(b) any convention, custom or practice of any kind.

(4) A natural person, their spouse, their children under the age of 18 and any other person living with them shall automatically be deemed to be operating under a joint arrangement, and must therefore aggregate their respective holdings of any shares or rights for the purposes of these Regulations.

7. Calculating shareholdings

A reference in these Regulations to holding shares in an ADGM Person or other legal entity is to holding a right to share in the capital or, as the case may be, profits of that person or other entity, and a reference to holding "25% or more of the shares" in that ADGM Person or other legal entity is to holding a right or rights to share in 25% or more of the capital or, as the case may be, profits of that person or other entity.

8. Voting rights

(1) A reference to the voting rights in an ADGM Person or other legal entity is to the rights conferred on its shareholders in respect of their shares (or, in the case of an entity not having a share capital, on its members or officers) to vote at general meetings of the ADGM Person or other entity on all or substantially all matters.

(2) In relation to an ADGM Person or other legal entity that does not have general meetings at which matters are decided by the exercise of voting rights:

(a) a reference to exercising voting rights in the ADGM Person or other legal entity is to be read as a reference to exercising rights in relation to a person or entity that are equivalent to those of a person entitled to exercise voting rights in a company; and

(b) a reference to exercising 25% or more of the voting rights in the ADGM Person or legal entity is to be read as a reference to exercising the right under the constitution of the ADGM Person or entity to block changes to the overall policy of the entity or to the terms of its constitution.

(3) In applying these Regulations, the voting rights in an ADGM Person or other legal entity are to be reduced by any rights held by the person or entity itself.

9. Rights to appoint or remove members of the board

A reference to the right to appoint or remove a majority of the board of directors is to the right to appoint or remove directors holding a majority of the voting rights at meetings of the board on all or substantially all matters.

10. Shares held by nominees

A share held by a person as nominee for another is to be treated for the purposes of these Regulations as held by the other (and not by the nominee).

11. Rights treated as held by person who controls their exercise

(1) Where a person controls a right, the right is to be treated for the purposes of these Regulations as held by that person (and not by the person who in fact holds the right, unless that person also controls it).

(2) A person "**controls**" a right if, by virtue of any arrangement between that person and others, the right is exercisable only:

(a) by that person;

(b) in accordance with that person's directions or instructions; or

(c) with that person's consent or concurrence.

12. Rights exercisable only in certain circumstances

(1) Rights that are exercisable only in certain circumstances are to be taken into account only:

(a) when the circumstances have arisen, and for so long as they continue to obtain; or

(b) when the circumstances are within the control of the person having the rights,

but rights that are exercisable by an administrator, administration manager or by creditors while an ADGM Person or other legal entity is in relevant insolvency proceedings are not to be taken into account even while the person or other entity is in those proceedings.

(2) For the purposes of subparagraph (1), an ADGM Person or other legal entity is in "**relevant insolvency proceedings**" if:

(a) a liquidator (provisional or otherwise) has been appointed to act;

(b) in the case of a company;

(i) an administration order has been made within the meaning of the Insolvency Regulations 2022; or

(ii) a delegation to creditors or a committee of creditors has been made; or

(c) in the case of an LLP, an administration order has been made within the meaning of the Insolvency Regulations 2022;

(d) in the case of a foundation, there has been a bankruptcy, insolvency or liquidation of a beneficiary within the meaning of the Foundations Regulations;

(e) in the case of a trust, there has been a revocation of the trust; or

(f) it is in proceedings under the insolvency law of another country or territory during which the entity's assets and affairs are subject to the control or supervision of a third party or creditor.

(3) Rights that are normally exercisable but are temporarily incapable of exercise are to continue to be taken into account.

13. Rights attached to shares held by way of security

(1) Rights attached to shares held by way of security provided by a person are to be treated for the purposes of these Regulations as held by that person:

(a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in accordance with that person's instructions; and

(b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in that person's interests.

14. Application to registered branches

Where an ADGM Person is a branch registered under the Conditions of Licence and Branch Registration Rules, references in this Schedule to a company, partnership, foundation, trust or other legal arrangement shall be construed as references to the foreign legal person by reference to which the branch is registered, and the beneficial owner identification tests in this Schedule shall apply to that foreign legal person according to its legal form.

15. Interpretation

(1) For the purposes of this Schedule, expressions have the same meanings as prescribed under section 32 of these Regulations.

(2) Any reference in these Regulations to an enactment is a reference thereto as from time to time amended, re-enacted (with or without modification), extended or applied

(3) For the avoidance of doubt, a branch registered under the Conditions of Licence and Branch Registration Rules does not constitute a separate legal person, and any obligation under these Regulations relating to beneficial ownership information applies in respect of the foreign legal person to which the branch relates .