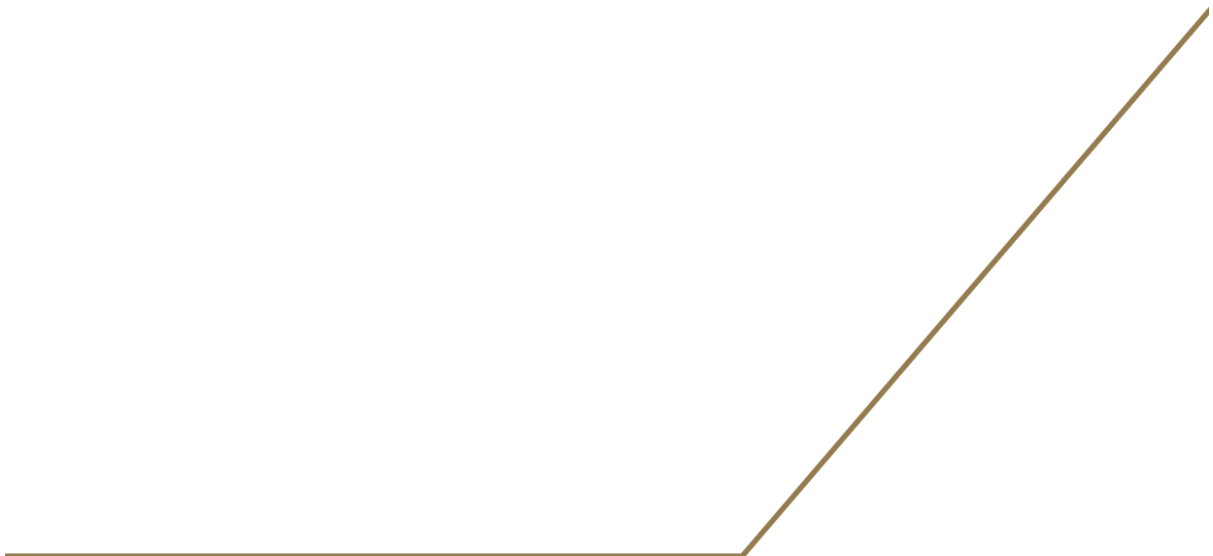




**COMPANIES REGULATIONS (AMENDMENT No.3)
2021**



COMPANIES REGULATIONS (AMENDMENT No.3) 2021

Regulations to amend the Companies Regulations 2020

Date of Enactment: 2 September 2021

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, hereby enacts the following Regulations –

1. Amendments to the Companies Regulations 2020

The Companies Regulations 2020 (the “**Regulations**”) shall be amended as follows:

...

- (1) In section 415(2), the title of section 422 (unlimited companies exempt from filing obligations) referenced in the section shall be deleted and replaced with the following title (unlimited companies exempt from obligation to file accounts).
- (2) In section 415(2), the title of section 423 (dormant subsidiaries exempt from filing obligations) referenced in the section shall be deleted and replaced with the following title (dormant subsidiaries exempt from obligation to file accounts).
- (3) In section 415(4), the words “of restricted scope companies” immediately after the word “Accounts” shall be deleted and replaced with the words “filed in accordance with this section 415”.
- (4) The following sections shall be added:

“567A Redenomination of share capital

- (1) A limited company having a share capital may by resolution redenominate its share capital or any class of its share capital.

“Redenominate” means convert shares from having a fixed nominal value in one currency to having a fixed nominal value in another currency.

- (2) The conversion must be made at an appropriate spot rate of exchange specified in the resolution.
- (3) The rate must be either—
 - (a) a rate prevailing on a day specified in the resolution, or
 - (b) a rate determined by taking the average of rates prevailing on each consecutive day of a period specified in the resolution.

The day or period specified for the purposes of paragraph (a) or (b) must be within the period of 28 days ending on the day before the resolution is passed.

- (4) A resolution under this section may specify conditions which must be met before the redenomination takes effect.
- (5) Redenomination in accordance with a resolution under this section takes effect—
 - (a) on the day on which the resolution is passed, or
 - (b) on such later day as may be determined in accordance with the resolution.
- (6) A resolution under this section lapses if the redenomination for which it provides has not taken effect at the end of the period of 28 days beginning on the date on which it is passed.
- (7) A company's articles may prohibit or restrict the exercise of the power conferred by this section.
- (8) Chapter 3 (resolutions and agreements affecting a company's constitution) applies to a resolution under this section.
- (9) For each class of share affected by the redenomination, the new nominal value of each share shall be calculated by converting the old nominal values of all the shares of that class to the new currency at the rate of exchange specified in the resolution and dividing that amount by the number of shares in that class.

567B Effect of redenomination

- (1) The redenomination of shares does not affect any rights or obligations of members under the company's constitution, or any restrictions affecting members under the company's constitution. In particular, it does not affect entitlement to dividends (including entitlement to dividends in a particular currency), voting rights or any liability in respect of amounts unpaid on shares.
- (2) For this purpose the company's constitution includes the terms on which any shares of the company are allotted or held.
- (3) Subject to subsection (1), references to the old nominal value of the shares in any agreement or statement, or in any deed, instrument or document, shall (unless the context otherwise requires) be read after the resolution takes effect as references to the new nominal value of the shares.

567C Notice to registrar of redenomination

- (1) If a limited company having a share capital redenominates any of its share capital, it must within one month after doing so give notice to the registrar, specifying the shares redenominated.
- (2) The notice must—

- (a) state the date on which the resolution was passed, and
 - (b) be accompanied by a statement of capital.
- (3) The statement of capital must state with respect to the company's share capital as redenominated by the resolution—
 - (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares, expressed in the new currency following redenomination,
 - (c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and
 - (d) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class.
- (4) If default is made in complying with this section, a contravention is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (5) A person guilty of a contravention under this section is liable to a fine not exceeding level 2.”
- (5) In section 952(3), the word “Accounts,” in the subheading “Accounts, reports and returns” shall be deleted and the word “reports” shall be capitalized accordingly.
- (6) In section 952(3), the paragraph “1. All documents required to be delivered to the Registrar under section 417 (annual accounts and reports)” under the subheading “Accounts, reports and returns” shall be deleted, the subsequent paragraph starting with the words “All documents delivered to the Registrar” shall be re-numbered as 1 accordingly and the subsequent paragraph starting with words “The company’s” shall be renumbered as 2 accordingly.
- (7) In section 952(3), the words “385(2)(e), 425(2)(e) and 454(2)(e) (qualifying subsidiary companies: conditions for exemption from the audit, preparation and filing of individual accounts)” immediately after the word “sections” under the subheading “Accounts, reports and returns” shall be deleted and replaced with the words “384(2)(e) (Individual accounts: exemption for dormant subsidiaries), 423(2)(e) (Dormant subsidiaries

exempt from obligation to file accounts) and 452(2)(e) (Subsidiary companies: conditions for exemption from audit).

- (8) In section 952(4), the references to section “524” and “531” in paragraph 3 under the subheading “Share capital” shall be deleted and replaced with sections “529” and “530” respectively.
- (9) In section 952(4), the references to section “577” and “558” in paragraph 4 under the subheading “Share capital” shall be deleted and replaced with sections “550” and “556” respectively.
- (10) In section 952(4), the references to section “579” and “580” in paragraph 5 under the subheading “Share capital” shall be deleted and replaced with sections “577” and “578” respectively.
- (11) In section 952(4), the reference to section “587” in paragraph 6 under the subheading “Share capital” shall be deleted and replaced with section “590” and the title of the same section (order of Court confirming reduction of capital) shall be deleted and replaced with the following title (Registration of order and statement of capital).
- (12) In section 952(4), the reference to section “630” in paragraph 7 under the subheading “Share capital” shall be deleted and replaced with section “628”
- (13) In section 952(4), the reference to section “650” in paragraph 8 under the subheading “Share capital” shall be deleted and replaced with section “648” and the title of the same section (notice of cancellation of shares on purchase of own share) shall be deleted and replaced with the following title (notice to Registrar of cancellation of shares).
- (14) In section 952(4), the reference to section “673” in paragraph 8 under the subheading “Share capital” shall be deleted and replaced with section “671” and the title of the same section (notice of cancellation of shares held as treasury shares) shall be deleted and replaced with the following title (Treasury shares: notice of cancellation).
- (15) In section 952(4), the reference to section “702” in paragraph 9 under the subheading “Share capital” shall be deleted and replaced with section “700” and the title of the same section (statement that company meets conditions for issue of trading certificate) shall be deleted and replaced with the following title (Procedure for obtaining certificate).
- (16) In section 952(4), the references to section “855” and “875” in paragraph 1 under the subheading “Mergers and divisions” shall be deleted and replaced with sections “812” and “832” respectively.
- (17) In section 952(4), the references to section “848” and “849” in paragraph 2 under the subheading “Mergers and divisions” shall be deleted and replaced with sections “805” and “806” respectively.
- (18) In section 952(4), the references to Part “26” in paragraph 2 under the subheading “Mergers and divisions” shall be deleted and replaced with Part “25” and the title of the

same Part (mergers and divisions of public companies) shall be deleted and replaced with the following title (Arrangements and Reconstructions).

- (19) In section 952(5), the reference to section (79) shall be deleted and replaced with section (80).

2. Short title, extent and commencement

- (1) These Regulations may be cited as the Companies Regulations (Amendment No.3) 2021.
- (2) These Regulations shall apply in the Abu Dhabi Global Market.
- (3) These Regulations come into force on the date of their publication.