



ABU DHABI GLOBAL MARKET
سوق أبوظبي العالمي

**BENEFICIAL OWNERSHIP AND CONTROL
(AMENDMENT NO. 2) REGULATIONS 2019**

BENEFICIAL OWNERSHIP AND CONTROL (AMENDMENT No. 2) REGULATIONS 2019

Regulations to amend the Beneficial Ownership and Control Regulations 2018.

Date of Enactment: [●]

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 Beneficial Ownership and Control Regulations 2018

The Beneficial Ownership and Control Regulations 2018 are amended as follows:

...

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

(1) ~~This section applies where an ADGM Person is dissolved, terminated or struck off.~~ Where an ADGM Person is dissolved, terminated or struck off, the liquidator, if appointed, must retain the record of beneficial ownership 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) ~~Where this section applies:~~

~~(a) if appointed, the liquidator or otherwise; or~~

~~(b) the ADGM Person immediately before the dissolution, termination or striking off,~~

~~must retain the record of beneficial ownership relating to the ADGM Person as at the date of dissolution, termination or striking off for the minimum retention period and must comply with a requirement of the Registrar under these Regulations in that period. The Registrar shall be entitled to retain any record of beneficial ownership referred to in subsection (1) for the same period.~~

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12. Disclosure of information by the Registrar

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

(a) under these Regulations or any other enactment; or

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

...

26. Interpretation

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

...

~~“regulatory laws”~~ means:

- ~~(a) — Financial Services and Markets Regulations 2015;~~
- ~~(a) — Financial Services and Markets Amendment Regulations 2016;~~
- ~~(b) — Financial Services and Markets (Amendment) Regulations 2017;~~
- ~~(c) — Common Reporting Standard Regulations 2017; and~~
- ~~(d) — any other enactment prescribed for the purposes of these Regulations by the FSRA;~~

“Investment Trust” has the meaning set forth in the Financial Services and Markets Regulations 2015;

“listed company” means a company listed on a stock exchange recognised by the Registrar and subject to disclosure requirements deemed appropriate by the Registrar;

“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;

“required particulars” has the meaning prescribed to it in subsection 2(5);

...

SCHEDULE 1 MEANING OF BENEFICIAL OWNER

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

- (1) In these Regulations, “**beneficial owner**”, in relation to a company or LLP, means:
 - (a) ~~any person who owns or controls (in each case whether directly or indirectly), including through bearer share holdings or by other means, more than 25% of the shares or voting rights in the company or LLP~~ any person who owns or controls (in each case whether directly or indirectly), including through bearer share holdings or by other means, 25% or more of the shares or voting rights in the company or LLP;
 - (b) any person who controls the company or LLP, or
 - (c) any person who holds the position of officer of the company or LLP.
- (2) For the purposes of subparagraph (1), a person shall have “**control**” if:
 - (a) ~~in relation to a company, such person~~ in relation to a company, such person:
 - (i) ~~holds, directly or indirectly, more than 25% of the company’s shares~~ holds, directly or indirectly, 25% or more of the company’s shares;
 - (ii) ~~holds, directly or indirectly, more than 25% of the voting rights in the company; or~~ holds, directly or indirectly, 25% or more of the voting rights in the company; or

- (iii) ~~holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company; holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company;~~ holds 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 person, holds, directly or indirectly, more than 25% of the voting rights in the conduct and management of the LLP in relation to an LLP, the person, holds, directly or indirectly, 25% or more of the voting rights in the conduct and management of the LLP;~~ in relation to an LLP, the person, holds, 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 a partnership (other than an LLP), means any person who:
- (a) ~~ultimately is entitled to or controls (in each case whether directly or indirectly) ultimately is entitled to or controls (in each case whether directly or indirectly):~~ ultimately is entitled to or controls (in each case whether directly or indirectly):
 - (i) ~~more than 25% share of the capital or profits of the partnership; or 25% or more of the share of the capital or profits of the partnership; or~~ more than 25% share of the capital or profits of the partnership; or 25% or more of the share of the capital or profits of the partnership; or
 - (ii) ~~more than 25% of the voting rights in the partnership, or 25% or more of the voting rights in the partnership, or~~ more than 25% of the voting rights in the partnership, or 25% or more of the voting rights in the partnership, or
 - (b) holds the position of officer of the partnership.

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3. Meaning of beneficial owner: foundations or similar arrangements

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- (3) A person shall have “**control**” in relation to a foundation if such person:
- (a) ~~holds, directly or indirectly, more than 25% of the voting rights in the conduct and management of the foundation~~ holds, directly or indirectly, 25% or more of the voting rights in the conduct and management of the foundation;
 - (b) holds the right, directly or indirectly, to appoint or remove a majority of the officials of the foundation;

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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 “more than 25% of the shares” in that ADGM Person or other legal entity is to holding a right or rights to share in more than 25% of the capital or, as the case may be, profits of that person or other entity. 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.~~ 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

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- (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 more than 25% 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~~ 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.

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2. Short title, extent and commencement

- (1) These Regulations may be cited as the Beneficial Ownership and Control (Amendment No. 2) Regulations 2019.
- (2) These Regulations shall apply in the Abu Dhabi Global Market.
- (3) These Regulations come into force on the date of their publication.