COMPANIES REGULATIONS (CELL COMPANIES) RULES 2026

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The Board of Directors of Abu Dhabi Global Market, in exercise of the powers conferred by section 1048 of the Companies Regulations 2020, hereby makes the following Rules:

1. Citation, commencement and interpretation

(1) These Rules may be cited as the Companies Regulations (Cell Companies) Rules 2026.

(2) In these Rules—

(i) "Fines Scale" means the standard fines scale set out in Schedule 1 of the Administrative Regulations 2025, and

(ii) "the Regulations" means the Companies Regulations 2020.

(3) Terms used in these Rules which are defined in the Regulations shall have the meanings given to them in the Regulations.

(4) Unless the context otherwise requires—

(i) references to sections are to sections of the Regulations, and

(ii) a reference to a "Rule" or "Rules" is a reference to these rules and a reference to a numbered rule, Part or Schedule is to the rule, Part or Schedule.

(5) These Rules shall come into force on the date of their publication, except where otherwise expressly provided for in these Rules.

2. Forms and fees

(1) The Registrar shall have the power to determine the format and content of any form required to be used by these Rules.

(2) Where a form is required to be used by these Rules that form shall be accompanied by the fee, if any, specified in respect of that matter.

3. Creation of cells

(1) Where a cell company resolves under section 1047(5) to create a cell, the special resolution creating the cell must—

(a) assign to the cell a name that complies with the Regulations and rules made by the Registrar,

(b) specify the terms of the articles of the cell company that will apply to the cell in compliance with Chapter 2 of Part 3 (articles of association) of the Regulations, and

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(c) in the case of a cell of a protected cell company, specify the date at which the cell shall be taken to have been created.

(2) A cell company may provide in the special resolution mentioned in Rule 3(1) that a cell it creates shall be wound up and dissolved upon—

(a) the bankruptcy, winding up, death, expulsion, insanity, resignation or retirement of any member of the cell,

(b) the happening of some other event that is not the expiration of a fixed period of time, or

(c) the expiration of a fixed period of time,

and this shall be taken to form part of the articles of that cell.

(3) A cell company may also provide in the special resolution mentioned in Rule 3(1)—

(a) that, in respect of the cell it creates, there may be issued shares in one or more classes, or

(b) that the cell it creates may have a guarantee member or guarantee members and this shall be taken to form part of the articles of that cell.

(4) The articles of a cell shall be taken to include—

(a) a provision prohibiting the cell from owning shares in, or otherwise being a member of, its cell company, and

(b) unless the articles provide otherwise, a provision permitting the cell to own shares in, or otherwise be a member of, any other cell of its cell company.

(5) The articles of a cell may be amended—

(a) in the manner set out in those articles, or

(b) in the absence of such a provision, by special resolution of both the cell and of the company of which it is a cell.

4. **Effect of filing special resolution creating a cell**

(1) When a cell company resolves by special resolution to create a cell, it shall file the resolution with the Registrar within 14 calendar days after it is passed or made.

(2) A special resolution filed in accordance with Rule 4(1) shall have effect as if it were an application for registration delivered to the Registrar in accordance with section 6 (registration documents) for the purposes of applying to form a company in accordance with that section.

(3) The cell shall be taken to have been created—

(a) in the case of a cell of an incorporated cell company, when the Registrar issues a certificate of incorporation in respect of the cell; and

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(b) in the case of a cell of a protected cell company, from the date specified in the special resolution approving creation of the cell.

Registers, statements, records and accounts

5. **Register of members of cells**

(1) The duties imposed on a company by Chapter 2 of Part 8 (register of members) and Part 20 (certification and transfer of securities) of the Regulations shall, in the case of a cell of a cell company, be performed by its cell company.

(2) Accordingly, a cell company must, in addition to keeping a register of its members, keep a register of the members of each of its cells, which it must keep in accordance with Chapter 2 of Part 8 of the Regulations.

(3) If a cell company fails to comply with Rule 5(2), a contravention of these Rules is committed by it and every officer of it who is in default.

(4) A person who commits such contravention shall be liable to a fine not exceeding level 1 on the Fines Scale.

6. **Confirmation statements in respect of cells**

(1) Section 778 (duty to deliver confirmation statements) shall not apply to a cell of a cell company.

(2) However, the cell company must—

(a) include in its confirmation statement the information required by sections 778 to 782 (inclusive) in respect of each cell of the company, and

(b) in respect of each of its cells, deliver to the Registrar a copy of so much of its confirmation statement as relates to the cell.

(3) If a cell company fails to comply with Rule 6(2), a contravention of these Rules is committed by it. A cell company which commits such contravention shall be liable to a fine not exceeding level 2 on the Fines Scale.

(4) The information specified in section 782 (contents of confirmation statement: information about shareholders) which is contained in any confirmation statement made by a cell company in respect of any cell shall not be made available by the Registrar to any person who is not a member or a director or the secretary of such cell.

7. **Accounting records of cell companies**

(1) Notwithstanding that section 375 (duty to keep accounting records) does not apply to a cell of a cell company, the cell company must keep accounting records in respect of each of its cells that are sufficient to show and explain the transactions of the cell and are such as to—

(a) disclose with reasonable accuracy, at any time, the financial position of the cell at that time, and

(b) enable its directors to ensure that any accounts prepared by the company in respect of the cell comply with the requirements of the Regulations.

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(2) The accounting records kept by a cell company under section 375 (duty to keep accounting records) may include matters included by it in any accounting records kept by the company under Rule 7(2).

(3) If a cell company fails to comply with Rule 7(1), a contravention of these Rules is committed by it and every officer of the company who is in default. A person who commits such contravention shall be liable to a fine not exceeding level 5 on the Fines Scale.

(4) It is a defence for an officer charged with such an offence to show that he acted honestly and that in the circumstances in which the cell company's business was carried on the default was excusable.

8. **Accounts of cell companies**

(1) A cell company must prepare separate accounts in respect of each of its cells which—

(a) fairly present the profit or loss of the cell for the period to which the accounts relate and of the state of each cell's affairs at the end of that period, taking into account only the assets and liabilities solely attributable to the cell; and

(b) comply with any other applicable requirement of the Regulations, including any applicable requirements relating to audit under Part 15 of the Regulations.

(2) The accounts of a cell company prepared in accordance with section 383 may exclude any matter included in accounts prepared by the cell company in accordance with Rule 8(1).

(3) Subject to any provision in the articles of a cell or of the cell company to the contrary—

(a) a member of the cell company who is not a member of the cell is entitled to be provided only with so much of the accounts of the cell company as relates to the cell company itself and does not include matters relating solely to a cell, and

(b) a member of a cell is entitled to be provided only with so much of the accounts as relates to the cell of which that person is a member.

(4) If a cell company fails to comply with Rule 8(1) a contravention of these Rules is committed by it and every officer of the cell company who is in default.

(5) It is a defence for an officer charged with a contravention under Rule 8(4) to show that the officer acted honestly and that in the circumstances in which the cell company's business was carried on the default was excusable.

(6) A person who commits such contravention shall be liable to a fine not exceeding level 5 on the Fines Scale.

9. **Change of status of cell company**

(1) A company seeking to change its status under section 1059 must deliver to the Registrar—

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(a) a copy of the special resolution amending its articles and, where applicable, its name;

(b) a copy of the amended articles;

(c) evidence satisfactory to the Registrar that the requirements of section 1059(1) or (2), as applicable, have been satisfied; and

(d) any other information or document reasonably required by the Registrar for the purposes of determining the application.

(2) Where the Registrar is satisfied that the requirements of section 1059 and this Rule have been complied with, the Registrar shall issue the appropriate certificate of incorporation under section 12.

(3) The change of status takes effect on the issue of the certificate of incorporation.

(4) Where a protected cell company changes its status to an incorporated cell company, the Registrar shall, at the same time as issuing the certificate of incorporation referred to in Rule 9(2)—

(a) issue a certificate of incorporation in respect of each cell of the company;

(b) cancel or cease to have effect the certificate of recognition previously issued in respect of each cell; and

(c) record the change of status of each cell in the Register.

(5) Where an incorporated cell company changes its status to a protected cell company, the Registrar shall, at the same time as issuing the certificate of incorporation referred to in Rule 9(2)—

(a) issue a certificate of recognition in respect of each cell;

(b) cancel or cease to have effect the certificate of incorporation previously issued in respect of each cell; and

(c) record the change of status of each cell in the Register.

10. **Application for incorporation of a cell independent of a cell company**

(1) An application under section 1055(1) must be made in the form prescribed by the Registrar and must include the information and documents required under Part 2 (company formation) of the Regulations for the incorporation of a company.

(2) The Registrar has, in respect of an application under section 1055(1), the powers conferred on the Registrar under Part 2 of the Regulations in relation to an application for incorporation.

11. **Transfer of cells of cell companies**

(1) Within 14 calendar days of a transfer agreement being approved, the cell company to which the cell is being transferred must deliver to the Registrar in accordance with section 27 (resolutions or agreements to be forwarded to Registrar) a copy of the special resolution of that cell company approving the transfer agreement together with—

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(a) a copy of the transfer agreement,

(b) a copy of any new articles of the cell being transferred,

(c) a declaration made in accordance with Rule 11(2), signed by each director of the cell company transferring the cell, and

(d) any additional documentation the Registrar may require.

(2) The declaration made under Rule 11(1)(d) must state the each director believes on reasonable grounds that—

(a) the cell being transferred is able to discharge its liabilities as they fall due;

(b) there are no creditors of the cell company from which the cell is being transferred whose interests will be unfairly prejudiced by the transfer, and

(c) the transfer agreement has been approved in accordance with section 1056.

(3) If a cell company fails to deliver the documents set out in Rule 11(1) within the specified period, a contravention of these Rules is committed by it and every officer of it in default.

(4) A person who commits the contravention referred to in Rule 11(3) shall be liable to a fine not exceeding level 2 on the Fines Scale.

(5) If a director makes a declaration under Rule 11(2) without having the grounds to do so, a contravention of these Rules is committed by the director.

(6) A person who commits the contravention referred to in Rule 11(5) shall be liable to a fine not exceeding level 5 on the Fines Scale.

(7) Rule 4(2) shall apply in respect of the documents delivered to the Registrar in accordance with Rule 11(1) as if the documents were a special resolution filed in accordance with Rule 4(1).

(8) Upon delivery to the Registrar of the documents referred to in Rule 11(1), the Registrar shall, if those documents comply with this Rule—

(a) register the transfer of the cell and any new articles of the cell,

(b) issue to the cell a new certificate of incorporation or recognition in accordance with Rule 4(3), and

(c) record that the cell has ceased to be a cell of the company that transferred the cell.

Names

12. **Names of incorporated cell companies and their cells**

(1) The name of an incorporated cell company must end with the words ‘Incorporated Cell Company’ or with the abbreviation ‘ICC’.

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(2) A company that is registered with a name that ends with the words 'Incorporated Cell Company' or the abbreviation 'ICC' may, in setting out or using its name for any purpose under the Regulations, do so in full or in abbreviation form, as it determines.

(3) An incorporated cell company must assign a distinctive name to each of its cells that —

(a) distinguishes the cell from any other cell of the company, and

(b) ends with the words 'Incorporated Cell' or with the abbreviation 'IC'.

(4) Sections 52 and 53 (specifying how the name of a limited company must end) shall not apply to a cell of an incorporated cell company where the cell is a limited company.

13. **Names of protected cell companies and their cells**

(1) The name of a protected cell company must end with the words 'Protected Cell Company' or with the abbreviation 'PCC'.

(2) A company that is registered with a name that ends with the words 'Protected Cell Company' or the abbreviation 'PCC' may, in setting out or using its name for any purpose under the Regulations, do so in full or in the abbreviated form, as it determines.

(3) A protected cell company must assign a distinctive name to each of its cells that —

(a) distinguishes the cell from any other cell of the company, and

(b) ends with the words 'Protected Cell' or with the abbreviation 'PC'.

(4) Sections 52 and 53 (specifying how the name of a limited company must end) shall not apply to a cell of a protected cell company where the cell has the features of a limited company.

Registered office of cells

14. **Secretary and registered office of incorporated cells**

(1) An incorporated cell of an incorporated cell company shall have the same secretary as its incorporated cell company.

(2) An incorporated cell of an incorporated cell company shall use the registered office of the incorporated cell company as its registered office.

(3) An incorporated cell may, by notice to the Registrar in the form prescribed by the Registrar, specify an address in the Abu Dhabi Global Market as its registered office instead of the registered office of its incorporated cell company.

(4) Where an incorporated cell uses the registered office of its incorporated cell company, any communication or notice addressed to the cell at that registered office shall be treated as addressed to the cell for the purposes of the Regulations and these Rules.

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(5) Where the registered office of an incorporated cell company changes, the change shall take effect in respect of each incorporated cell at that registered office on the same date, and no separate notice is required in respect of any such cell.

Notification of changes to directors

15. **Notification of changes to directors of incorporated cells**

(1) A cell of an incorporated cell company shall notify the incorporated cell company within 14 calendar days of the appointment of a director of the cell or the cessation of a person as a director of the cell.

(2) Where a cell fails to comply with Rules 15(1), a contravention of these Rules is committed by the cell and every officer who is in default.

(3) A person who commits a contravention under Rule 15(2) shall be liable to a fine not exceeding level 4 on the Fines Scale.

Miscellaneous

16. **Construction**

(1) Any reference in any enactment, subordinate legislation, instrument or document to a provision of Part 36 (Cell Companies) of the Regulations which is repealed and re-enacted, with or without modification, by these Rules shall be read as a reference to the corresponding provision of these Rules.

(2) The repeal of a provision of Part 36 of the Regulations and its re-enactment by these Rules does not affect—

(a) anything done, or having effect as if done, under the repealed provision; or

(b) the validity of any cell company incorporated, any cell created, transferred or incorporated, or any certificate issued, before these Rules come into force.

(3) A cell company incorporated, and a cell created, transferred or incorporated before these Rules come into force shall be treated as if incorporated, created or transferred under the corresponding provisions of these Rules.

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