**RESOLUTION**

I/We, the undersigned hereby agree and **RESOLVE** the following:

1. **THAT,** I/We shall incorporate a Free Zone Limited Liability Company in the Dubai Development Authority Free Zone, Dubai, United Arab Emirates under the name or style of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ FZ-LLC (the "**FZ-LLC**").

 2. **THAT** the capital of the FZ-LLC shall be United Arab Emirates Dirhams \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (AED \_\_\_\_\_\_\_\_\_) and I/we shall partake as members in the FZ-LLC and agree to subscribe the shares as follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Name of Member** | **No. of Shares** | **Value of Shareholding (AED)** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  | **Total** |  |  |

 3. **THAT,** I/We each guarantee to meet all capital commitments on the shares I/we each own in the FZ-LLC.

4. **THAT,** on behalf of the FZ-LLC, and by virtue of a duly notarized power of attorney, I/We hereby appoint Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_ Nationality and holder of Passport No. \_\_\_\_\_\_\_\_\_\_\_\_ as our legal representative and negotiator to subscribe to the shares in each of our names in the FZ-LLC and execute all documents and take all necessary & appropriate actions including the execution of the Articles of Association on our behalf to incorporate \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [insert FZ-LLC name]. [1]

5. **THAT,** I/We nominate the following as the Director(s) of the FZ-LLC and who shall remain as Director(s) until removed in accordance with the FZ-LLC’s Articles of Association and the Dubai Development Authority Private Companies Regulations 2016 and its amendments (the “**PCR**”):

1. Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Nationality and holder of Passport No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ;
2. Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Nationality and holder of Passport No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [2]

6. **THAT,** I/We appoint Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_ Nationality and the holder of Passport No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as the first General Manager of the FZ-LLC, and whose name shall appear on the FZ-LLC’s licence, in accordance with and subject to Regulation 74 of the PCR.

This Resolution is duly executed by the undersigned.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name:

Nationality:

Date:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name:

Nationality:

Date:

***Important Notes:***

1. *Clause 4 is only relevant where a legal representative is being engaged to incorporate the Company. It can be deleted if the members are directly incorporating the Company themselves.*
2. *Please add further fields if there are more than two (2) directors*