*(For Continuation into the Dubai Development Authority Zone)*

# DECLARATION OF DIRECTORS

We, the undersigned, being all the directors of <<Name of Company>> having registered number <<Number>> (the "**Company**"), hereby undertake and confirm the following:

1. The Company is incorporated in <<Present Jurisdiction of Incorporation>> (the "**Overseas Jurisdiction**") and is permitted by the laws and regulations of the Overseas Jurisdiction to be continued as a Free Zone Limited Liability Company ("**FZ-LLC**") in the Dubai Development Authority Zone (the “**Zone**”) and all authorisations necessary or required under the laws and regulations of the Overseas Jurisdiction (the "**Overseas Regulations**") and the laws and regulations of the Zone (the "**Zone Regulations**") with respect to the continuation have been obtained or will be obtained prior to the registration of the Company as an FZ-LLC in the Zone.
2. The application for continuation of the Company as an FZ-LLC in the Zone made with the Dubai Creative Clusters Authority (the “**Authority**”) is bona fide and is not intended to defraud the creditors of the Company, to render ineffective any legal or other proceedings that were or may be initiated against the Company, or to acquit or prohibit from any conviction, judgement, opinion, debt, order or liability against the Company, its officers or shareholders.
3. The Company is solvent and there is no reasonable prospect of the Company becoming insolvent (or equivalent), the Company has not entered into an arrangement with its creditors, there is no reasonable prospect of the Company entering into any arrangement with its creditors, and there are no applications made in any jurisdiction to put the Company into liquidation, wind up the Company, have the Company declared insolvent or for the appointment of a receiver or manager in relation to the assets of the Company (or equivalent).
4. All charges created by the Company or to which it is subject (if any) are listed in Schedule 1 of this declaration and the holders of all such charges have consented in writing to the continuation of the Company as an FZ-LLC in the Zone.
5. There are no criminal claims, actions or proceedings threatened or pending against the Company.
6. Until the registration of the Company as an FZ-LLC in the register of FZ-LLCs maintained by the Authority under the name “<<Name of FZ-LLC>>FZ-LLC” (“**Registration**”) takes place, the Company will continue to abide by the Overseas Regulations.
7. After Registration takes place the Company will abide by the Zone Regulations and may exercise all of the powers of an FZ-LLC incorporated under the Zone Regulations.
8. The Company will abide by, and honour, all judgements, rulings, orders, claims, debts, liabilities and obligations due or to become due against the Company notwithstanding the Company's relocation to, and continuation as an FZ-LLC in, the Zone.
9. There is no reason that should prevent the continuation of the Company as an FZ-LLC in the Zone or the de-registration of the Company in the Overseas Jurisdiction.

This document may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

Signed\_\_\_\_\_\_\_\_

Director Name:

Signed\_\_\_\_\_\_\_\_

Director Name:

**DATED:\_\_\_\_\_\_\_\_\_\_\_**

***Note****: This document must be* ***Notarised and Legalised****.*

**SCHEDULE 1**

**CHARGES**

*[Please list details of all charges created by the Company or to which is subject or alternatively, if appropriate, please enter "There are no charges created by the Company or to which it is subject"]*