(*For Continuation outside the Dubai Development Authority Free Zone*)

**DECLARATION OF DIRECTORS**

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

1. The Company is incorporated as a Free Zone Limited Liability Company ("**FZ-LLC**") in the Dubai Development Authority Free Zone (the "**Zone**") and is permitted by the laws and regulations of the Zone, subject to the authorisation of the Dubai Development Authority (the “**Authority**”) to be continued outside the Zone as an overseas company. The Company will continue as an <<Form of Entity>> ("**Overseas Company**") in <<Jurisdiction of Continuation>> (the "**Overseas Jurisdiction**") and the Directors has obtained all authorisations necessary or required under the laws and regulations of the Zone (the "**Zone Regulations**") and the laws and regulations of the Overseas Jurisdiction (the "**Overseas Regulations**") with respect to the continuation of the Company in the Overseas Jurisdiction (“**Continuation**”) and the deregistration of the Company in the Zone("**Deregistration**").

2. The Overseas Regulations provide that the Company shall, after continuation in the Overseas Jurisdiction:

(a) continue to have all the property, rights and privileges and be subject to all the liabilities, disabilities and debts that it had before the continuation; and

(b) remain a party to any legal proceedings commenced in any jurisdiction in which it was a party before the continuation.

3. The application for continuation of the Company as an Overseas Company made with 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.

4. 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).

5. 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 an Overseas Company in the Overseas Jurisdiction.

6. All consents or approvals for continuation of the Company as an Overseas Company in the Overseas Jurisdiction required pursuant to contracts and undertakings have been obtained.

7. The Company has no overdue payments or other obligations due to its employees.

8. There are no criminal claims, actions or proceedings threatened or pending against the Company.

9. Until Deregistration takes place, the Company will continue to abide by the Zone Regulations.

10. After Deregistration takes place the Company will abide by the Overseas Regulations and may exercise all of the powers of an Overseas Company incorporated under the Overseas Regulations.

11. 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 Overseas Company in the Overseas Jurisdiction.

12. There is no reason that should prevent Continuation and Deregistration.

13. 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 SIGNED**

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

Director Director

Name: ………………………… Name: …………………………

**Dated: Dated:**

***Notes****:*

*1. 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"]*