

**FINAL NOTICE ISSUED UNDER SECTION 251 OF
THE FINANCIAL SERVICES AND MARKETS REGULATIONS 2015**

To: Global Investments Limited
3415, 34, Al Maqam Tower
ADGM Square
Al Maryah Island
Abu Dhabi
United Arab Emirates

Date: 30 September 2024

1. ACTION

- 1.1. For the reasons given in this Final Notice (“Notice”), the Financial Services Regulatory Authority (“Regulator”) has decided to cancel the Financial Services Permission (“FSP”) of Global Investments Limited (“GIL”) (FSP No. 190031) pursuant to section 33 of the *Financial Services and Markets Regulations 2015* (“Regulations”).
- 1.2. On 12 August 2024, the Regulator gave GIL a Decision Notice which notified the firm that the Regulator had decided to cancel GIL’s FSP and the reasons for that decision. Pursuant to section 225(1) of the Regulations, GIL had the right to refer that decision to the Appeals Panel. GIL has not referred the decision to the Appeals Panel within 30 days of the date on which the Decision Notice was given to it.
- 1.3. Accordingly, the Regulator has today cancelled GIL’s FSP.

2. DEFINED TERMS

- 2.1. Defined terms are identified in the Notice in parentheses, using the capitalisation of the initial letter of a word or of each word in a phrase, and are either defined in a Rulebook, Glossary, or in the body of this Notice at the first instance the term is used. Unless the context otherwise requires, where capitalisation of the initial word is not used, an expression has its natural meaning.
- 2.2. Annexure A sets out the regulations, rules and guidance relevant to this Notice.

3. SUMMARY OF REASONS

- 3.1. The Regulator has decided to take the action set out in this Notice because it considers that GIL has committed various contraventions of Regulations and Rules made by the Regulator and is failing, or is likely to fail, to satisfy the Threshold Conditions to:
 - a. maintain adequate and appropriate financial and human resources; and
 - b. ensure that it has adequate compliance arrangements,as further set out below.



- 3.2. In particular, the Regulator considers that GIL has failed to:
- a. maintain, at all times, Capital Resources which equal or exceed the amount of its Capital Requirement and satisfy the Capital Adequacy Requirements applicable to GIL under Prudential – Investment, Insurance Intermediation and Banking Rules (“PRU”).
 - b. notify the Regulator that it has breached its Capital Requirement;
 - c. comply with a condition of its FSP;
 - d. submit within four months of its financial year end a number of regulatory filings required by Rules including, an annual report on GIL’s controllers, a Financial Statement Auditor’s Report, a Regulatory Returns Auditor’s Report and an Internal Risk Assessment Process (“IRAP”);
 - e. complete its AML Returns for the periods from 1 January to 31 December 2021 (“2021 AML Return”), 1 January to 31 December 2022 (“2022 AML Return”), and 1 January to 31 December 2023 (“2023 AML Return”), and submit the same to the Regulator as required by the relevant deadline; and
 - f. pay the Regulator the annual supervision fees for the years 2022, 2023 and 2024.
- 3.3. The Regulator considers that GIL has contravened General Rulebook (“GEN”) Rule 2.2.4 - Principle 4 of the Principles for Authorised Persons - by failing to demonstrate the existence of adequate resources to conduct and manage its affairs. This includes failing to demonstrate adequate financial resources to ensure that it complies with the Regulations and Rules.
- 3.4. Given the extent of GIL’s failings, the Regulator considers it appropriate in the circumstances to cancel GIL’s FSP, pursuant to section 33(2)(b) of the Regulations.

4. FACTS AND MATTERS RELIED ON

Background

- 4.1. On 3 October 2019, GIL was incorporated and registered with the Abu Dhabi Global Market (“ADGM”) Registration Authority as a private company limited by shares.
- 4.2. On 5 January 2021, GIL was granted a FSP by the Regulator which permitted it to undertake the Regulated Activities of Advising on Investments or Credit, Arranging Credit, Arranging Custody, Arranging Deals in Investments and Managing Assets. GIL is not permitted to deal with Retail Clients or hold Client Assets.
- 4.3. GIL was a wholly owned subsidiary of an entity based outside of the ADGM (“Related Entity A”) until 1 February 2021. Since 1 February 2021, one of the directors of GIL is also the sole shareholder of the company.
- 4.4. Further to a letter dated 4 August 2021, in September 2021, the Regulator conducted a review of GIL’s activities and operations covering GIL’s corporate governance, organisational structure, management information systems, compliance and AML and sanctions practices. The period of the Regulator’s review was from 5 January 2021 to 1 September 2021.
- 4.5. On 14 April 2022, the Regulator held a meeting with senior management of GIL at which the Regulator communicated its concerns in relation to the conduct of GIL, including a concern that GIL had breached and remained in breach of its capital requirement.



- 4.6. On 29 April 2022, the Regulator requested that GIL provide a written undertaking that it will immediately suspend the carrying on of all Regulated Activities in or from ADGM and will not solicit new clients until otherwise agreed in writing with the Regulator.
- 4.7. On 9 May 2022, GIL provided the requested undertaking to the Regulator.

Relevant Facts

Requirement to maintain adequate and appropriate financial resources

- 4.8. As an Authorised Person, GIL is required to satisfy, on an ongoing basis and for each Regulated Activity it is permitted to carry on in the ADGM, the Threshold Conditions set out in the General Rulebook ("GEN") Chapter 5. In particular, GIL is required to demonstrate to the satisfaction of the Regulator that it:
 - a. has adequate and appropriate resources, including financial and human resources (GEN 5.2.7(1)); and
 - b. has adequate compliance arrangements, including policies and procedures that will enable it to comply with all applicable legal requirements, including the Rules (GEN 5.2.7(4)).
- 4.9. For the purposes of GEN 5.2.7(1), when considering whether an Authorised Person has adequate and appropriate financial resources, the Regulator will consider GEN 5.2.8(1), which includes:
 - a. the provision the Authorised Person makes in respect of any liabilities, including contingent and future liabilities (GEN 5.2.8(1)(b));
 - b. whether the Authorised Person's assets are appropriate given the Authorised Person's liabilities (GEN 5.2.8(1)(e)); and
 - c. whether the Authorised Person is capable of meeting its debts as they fall due (GEN 5.2.8(1)(j)).
- 4.10. As an Authorised Person, GIL was, and is, subject to the Principles for Authorised Persons set out in GEN Chapter 2. Under Principle 4 - Resources (GEN Rule 2.2.4), GIL is required to maintain and be able to demonstrate the existence of adequate resources to conduct and manage its affairs. This includes adequate financial and system resources as well as adequate and competent human resources.
- 4.11. The requirement to hold adequate and appropriate financial resources at all times is integral to the operation of an Authorised Person, including in relation to the Regulated Activities applicable to GIL.
- 4.12. It is a condition of GIL's FSP that it is not permitted to hold Client Assets (i.e. Client Money and Client Investments). In the period between March to September 2021, the only funds in GIL's bank account belonged to a client (the "Client"). Between April 2021 and September 2021, the Client's monies were transferred by GIL to the Client and various subsidiaries of the Client until the balance of the Client's account with GIL was nil.
- 4.13. In July 2021, the Regulator was made aware that GIL has not been able to meet payment of fees to an independent contractor for the purpose of providing training and oversight to GIL's Compliance Officer and Finance Officer for a period of six (6) months, resulting in the training not being provided.
- 4.14. On 6 September 2021, GIL submitted unaudited management accounts to the Regulator for the period from 1 January 2021 to 30 June 2021 which recorded:



- a. total Current Assets of US\$912,049, which included US\$500,000 as 'Amount due from related parties' and US\$412,049 of bank balances and cash;
 - b. total Liabilities of US\$617,639 which included 'Trade and Other Payables' of US\$448,257 and 'Amounts due to related parties' of US\$169,382; and
 - c. total Equity of US\$294,410.
- 4.15. GIL is not permitted to hold Client Assets (i.e. Client Money and Client Investments), however, the monies held by GIL in its bank accounts were Client Monies. From March 2021, GIL did not have sufficient funds in its account to meet the required capital threshold (see paragraph 4.30 below).
- 4.16. On 2 November 2021, GIL submitted its Prudential Returns to the Regulator which recorded that, as at 30 September 2021, GIL had:
- a. total Assets of US\$500,843, of which US\$500,000 was a loan/advance from a related company, and other assets of US\$843;
 - b. total Liabilities of US\$153,334;
 - c. total Equity of US\$347,509; and
 - d. a ratio of Capital Resources to Capital Requirement of 139%.
- 4.17. GIL's bank statements for September 2021 recorded that GIL had no cash in its bank accounts.
- 4.18. On 31 January 2022, GIL's obligation to pay to the Regulator its 2022 Annual Supervision Fees fell due. GIL failed to pay the required fees by the due date and they remain outstanding.
- 4.19. On 11 June 2022, GIL submitted its Prudential Returns to the Regulator which recorded that, as at 31 March 2022, GIL had:
- a. total Assets of US\$500,978, of which US\$500,000 was a loan/advance from a related company, and other assets of US\$978;
 - b. total Liabilities of US\$157,847;
 - c. total Equity of US\$343,131; and
 - d. a ratio of Capital Resources to Capital Requirement of 137.25%.
- 4.20. However, the position reported by GIL in its Prudential Returns was inconsistent with GIL's bank statements which recorded that, as at 31 March 2022, GIL only held AED 250 in its AED denominated account and US\$67.75 in one of its US Dollar accounts.
- 4.21. On 31 January 2023 and 31 January 2024 respectively, GIL's obligation to pay to the Regulator its 2023 and 2024 Annual Supervision Fees fell due. However, GIL failed to pay the required fees by the due date and they remain outstanding.
- 4.22. Based on the facts and matters described in paragraphs 4.12 to 4.21 above, the Regulator considers that GIL has been operating, and continues to operate, in circumstances where it has been unable to meet its liabilities as they fall due, and does not hold adequate and appropriate financial resources to carry on each of the Regulated Activities it is permitted to carry out in the ADGM.



Requirement to maintain adequate compliance arrangements

- 4.23. For the purposes of GEN 5.2.7(4), when considering whether an Authorised Person has adequate compliance arrangements, the Regulator will consider GEN 5.2.11, which includes:
- a. whether GIL has clear and comprehensive policies and procedures relating to compliance with all applicable legal requirements including the Rules; and
 - b. adequate means to implement those policies and procedures and monitor that they are operating effectively and as intended.
- 4.24. During the Review, the Regulator found that GIL had not properly established its policies and procedures to comply with the Regulator's rules and regulations.
- 4.25. Further, the deterioration of GIL's financial position, as described in paragraphs 4.12 to 4.21 above, has:
- a. led to GIL's Compliance Officer and Finance Officer not having received any training in compliance from the Third-Party Provider due to unpaid fees;
 - b. led to the key position of Compliance Officer being a shared resource with Related Entity A due to the lack of material business activities or clients; and
 - c. severely impaired the firm's ability to operate in the ADGM.
- 4.26. Accordingly, GIL did not have adequate compliance arrangements and appropriate non-financial resources, including human resources, to carry on each of the Regulated Activities it is permitted to carry out in the ADGM.
- 4.27. Therefore, the Regulator considers that GIL has failed to satisfy, on an ongoing basis and for each Regulated Activity it is permitted to carry on in the ADGM, the Threshold Conditions.

Breach of capital adequacy requirements

- 4.28. As an Authorised Person, GIL was required under the PRU Rules 3.2.3 and 3.2.4(a) to have and maintain, at all times, Capital Resources above, or equal to, its Capital Requirement. The Capital Requirement¹ applicable to GIL from the date of the grant of its FSP to the date of this Notice was US\$250,000.
- 4.29. Further, in addition to meeting its Capital Resources requirement, GIL was required under Rule 3.2.4(b) to ensure that it maintains capital and liquid assets which are adequate in relation to the nature, size and complexity of its business to ensure that there is no significant risk that liabilities cannot be met as they fall due.
- 4.30. The Regulator found that, from March 2021 to at least May 2022, GIL failed to maintain Capital Resources above or equal to its Capital Requirement of US\$250,000. In particular, the bank statements submitted by GIL covering the period from March 2021 to May 2022 recorded that, over that period, GIL had a balance of approximately US\$140.
- 4.31. On 8 June 2022, the Regulator asked GIL to confirm the bank account in which GIL held its Capital Resources to meet its Capital Requirement. On 13 June 2022, GIL confirmed that full support is provided by Related Entity A and *"upon getting new investor the fresh capital will be deposited in*

¹ PRU 3.6.2 sets out the Capital Requirement for GIL as the higher of the Base Capital Requirement or the Expenditure Based Capital Minimum ("EBCM"). GIL's EBCM according to its submission at its FSP application stage was US\$193,969. GIL's Base Capital Requirement as a Category 3C firm was US\$250,000, which is higher than its EBCM.



the bank of GIL". To date, no support has been provided by Related Entity A or from any new investors.

4.32. Therefore, the Regulator considers that GIL has contravened:

- a. PRU Rules 3.2.3 and 3.2.4(a) by failing:
 - i. to have at all times, Capital Resources which equal or exceed the amount of its Capital Requirement; and
 - ii. to have and maintain, at all times, Capital Resources of the types and amounts specified in, and calculated in accordance with, PRU;
- b. PRU Rule 3.2.4(b) by failing to ensure that it maintains capital and liquid assets in addition to its requirement to maintain Capital Resources equal to or above its Capital Resources which are adequate in relation to the nature, size and complexity of its business to ensure that there is no significant risk that liabilities cannot be met as they fall due; and
- c. PRU Rule 3.2.5 by failing to have systems and controls that enable it to determine and monitor its Capital Requirement; and whether the amount of its Capital Resources is, and is likely to remain, adequate at all times to ensure compliance with the applicable capital adequacy requirements.

Failed to notify the Regulator of a breach of its capital requirements

- 4.33. Under PRU Rule 3.20.2, GIL was required to inform the Regulator immediately in writing if its Capital Resources fall below 120% of its Capital Requirement.
- 4.34. Between March 2021 to September 2021, excluding Client Monies which it was not permitted to hold, GIL did not have any of its own funds in its bank accounts.
- 4.35. From October 2021, GIL's own funds amounted to approximately US\$136 in its bank account. This represented approximately 0.054% of GIL's Capital Requirement and well below the 120% threshold which required GIL to inform the Regulator.
- 4.36. GIL did not notify the Regulator of the breach of its Capital Requirement, including during the Regulator's review.
- 4.37. In March 2021, the only funds in GIL's bank account was US\$22,000,200 which belonged to its Client. GIL had no funds of its own.
- 4.38. GIL was therefore required to inform the Regulator immediately in or around March 2021 when its Capital Resources fell below the required threshold, which it failed to do when, in this particular instance, GIL's balance fell to nil.
- 4.39. Accordingly, the Regulator considers that GIL contravened PRU Rule 3.20.2 and GEN Rule 8.10.6(4) by failing to inform the Regulator immediately that it had breached its Capital Requirement.

Breach of condition of FSP

- 4.40. As set out in paragraph 4.2 above, GIL was authorised to carry out the Regulated Activities as stipulated in its FSP. Under the conditions of its FSP, GIL was not authorised to deal with Retail Clients, and was not permitted to hold Client Assets. Section 17(1) of the Regulations provides that an Authorised Person must not carry on a Regulated Activity in ADGM, or purport to do so, otherwise than in accordance with a FSP.



- 4.41. On 14 February 2021, GIL entered into a 'Discretionary Asset Management Agreement' (the "Agreement") with the Client for the purpose of investing and re-investing the Client's Investment portfolio. Under the terms of the Agreement, GIL was appointed as the Client's Investment Manager and had "*full authority and discretion (without prior reference to the Client) to invest, re-invest, manage or otherwise deal with and exercise complete control over the Investment Portfolio...*"
- 4.42. Following the agreement, the Client transferred approximately US\$32M into GIL's bank account.
- 4.43. In an email dated 13 June 2022 to the Regulator, GIL explained that the funds were deposited by the Client "*to find a suitable and lucrative fix [sic] income product for them, the amount was kept in client bank account...we were working towards getting the best offer possible for the client...*".
- 4.44. By holding Client Assets in its bank account (even though all of the Client's funds received by GIL were transferred back to the Client and its subsidiaries in the period between April and September 2021), GIL breached the condition imposed on its FSP prohibiting it from holding Client Assets. Accordingly, in doing so, the Regulator considers that GIL contravened section 17(1) of the Regulations.

Failure to submit regulatory filings

- 4.45. As an Authorised Person, GIL was required to submit to the Regulator within four (4) months of its financial year end the following regulatory filings:
- a. an annual report on GIL's Controllers (GEN Rule 8.8.12);
 - b. an IRAP (PRU Rule 10.3.2(3));
 - c. a Financial Statement Auditor's Report (GEN Rules 6.6.1(1) and 6.6.2); and
 - d. a Regulatory Returns Auditor's Report (GEN Rules 6.6.1(2) and 6.6.2).
- 4.46. The Regulator places considerable importance on the timely submission by Authorised Persons of these reports. The information they contain is essential to the Regulator's assessment of whether a firm is complying with the requirements and standards of the regulatory system and to the Regulator's understanding of the firm's Regulated Activities.
- 4.47. GIL's regulatory filings were due to be submitted to the Regulator by no later than four (4) months after GIL's financial year end of 31 December 2021, 31 December 2022 and 31 December 2023. Accordingly, GIL was required to submit the filings by 30 April 2022, 30 April 2023 and 30 April 2024 respectively; however, GIL failed to submit each of the required regulatory filing referred to in paragraph 4.45 by those dates.
- 4.48. GIL was reminded on a number of occasions of its obligation to submit these regulatory filings.
- 4.49. On 13 June 2022, GIL sent an email to the Regulator explaining that it did not have any clients or conduct any transactions since incorporation, and stated that it required guidance since it was the firm's first submission.
- 4.50. On 22 July 2022, the Regulator sent a letter to GIL reminding it of its regulatory filing obligations for the 2021 financial year, requesting GIL to do so within fifteen (15) days.
- 4.51. On 22 June 2023, the Regulator sent a letter to GIL requesting GIL to submit all outstanding reports for the 2022 financial year and that a fee of US\$2,500 had been imposed on GIL.
- 4.52. As at the date of the Notice, all the regulatory filings mentioned above in paragraph 4.45 for the 2021, 2022 and 2023 financial years remain outstanding.



4.53. Accordingly, the Regulator considers that GIL has contravened GEN Rules 8.8.12, 6.6.1(1), 6.6.1(2) and 6.6.2(2); and PRU Rule 10.3.2(3).

Failure to submit the 2021, 2022 and 2023 AML Returns

4.54. As a Relevant Person, GIL was required under Rule 4.6.1 of the Anti-Money Laundering and Sanctions Rules and Guidance Rulebook (“AML”) to submit its AML Return to the Regulator by the end of April each year covering the period from 1 January to 31 December the preceding year.

4.55. The Regulator places considerable importance on the timely submission by Relevant Persons of AML Returns. The information they contain is essential for the Regulator’s assessment and monitoring of whether an Authorised Person is complying with the AML Rules.

4.56. GIL was due to submit its 2021 AML Return by 30 April 2022, its 2022 AML Return by 30 April 2023 and its 2023 AML Return by 30 April 2024, which it failed to do.

4.57. On a number of occasions between January 2021 to June 2022 GIL was reminded of its obligation to submit its 2021 AML Return.

4.58. GIL was reminded on 22 June 2023 to submit its 2022 AML Return.

4.59. As at the date of this Notice, GIL’s 2021, 2022 and 2023 AML Returns remain outstanding.

4.60. Accordingly, the Regulator considers that GIL has contravened AML Rule 4.6.1.

Failure to pay the 2022, 2023 and 2024 annual supervision fees

4.61. As an Authorised Person, GIL was required under Rule 1.2.2 of the Fees Rules (“FEES”) to pay the Regulator’s supervision fees in advance, and in full on or before 31 January of the calendar year to which the fee relates.

4.62. The Regulator’s annual supervision fees for the years 2022, 2023 and 2024 were therefore due for payment in full on or before 31 January 2022, 31 January 2023 and 31 January 2024 respectively.

4.63. The supervision fees owed by GIL was US\$25,000 per annum, for 2022 and 2023 respectively, and US\$65,000 for 2024.

4.64. On a number of occasions, the Regulator reminded GIL of its obligation to pay the annual supervision fees for 2022, as well as for 2023.

4.65. As at the date of this Notice, the annual supervision fees for the years 2022, 2023 and 2024 remain outstanding.

4.66. Accordingly, the Regulator considers that GIL has contravened FEES Rule 1.2.2.

5. CONTRAVENTIONS

5.1. Based on the facts and matters, and for the reasons, set out above, the Regulator considers that GIL has contravened the following Rules and Regulations:

- a. GEN Rule 2.2.4– by failing to maintain and be able to demonstrate the existence of adequate resources to conduct and manage its affairs in the period from March 2021 to June 2022.
- b. GEN Rule 5.2.7 for failing to satisfy the Threshold Conditions, in that:
 - i. GIL’s financial and human resources were not adequate and appropriate;



- ii. GIL did not, and continues not to, have adequate compliance arrangements.
- c. PRU Rules 3.2.3 and 3.2.4(a) and (b) by failing to have and maintain adequate Capital Resources;
- d. PRU Rule 3.2.5 by failing to have systems and controls that enable it to determine and monitor its Capital Requirement;
- e. PRU Rule 3.20.2 and GEN Rule 8.10.6(4) for failing to notify the Regulator of a breach of its Capital Requirements;
- f. Section 17(1) of the Regulations for breaching a condition of its FSP;
- g. GEN Rule 8.8.12 for failing to submit an annual report on GIL's controllers within four months of its 2021, 2022 and 2023 financial year end;
- h. GEN Rule 6.6.1(1) and 6.6.2 for failing to submit a Financial Statement Auditor's Report within four months of its 2021, 2022 and 2023 financial year end;
- i. GEN Rule 6.6.1(2) and 6.6.2 for failing to submit a Regulatory Returns Auditor's Report within four months of its 2021, 2022 and 2023 financial year end;
- j. PRU Rule 10.3.2(3) for failing to submit an IRAP within four months of its 2021, 2022 and 2023 financial year end;
- k. AML Rule 4.6.1 for failing to submit its 2021, 2022 and 2023 AML Returns; and
- l. FEES Rule 1.2.2 for failing to pay to the Regulator the annual supervision fees for the years 2022, 2023 and 2024.

6. OPPORTUNITY FOR REPRESENTATIONS AND APPEAL

- 6.1. On 30 May 2024, the Regulator sought to serve a warning notice on GIL pursuant to section 246(1)(e) of the Regulations in which it proposed to cancel GIL's FSP on the basis of the facts and matters set out above. The Regulator sent the warning notice to the email address held on file for the SEO of GIL, also a licensed director. The email was returned as 'undeliverable'. The same day, the Regulator sought to serve GIL at its registered address. The Regulator was informed that GIL no longer held offices there.
- 6.2. Accordingly, the Regulator took steps to bring the warning notice and proposed action to the attention of the other individuals connected with the firm and provided them with a further opportunity to make representations. On 31 May 2024, the Regulator served the warning notice by email on the four other licensed directors of GIL, using information held by the Regulator. Receipt by one director was confirmed on 31 May 2024, and the Regulator brought the opportunity to make written representations within the relevant timeframe to the attention of that director.
- 6.3. On 10 July 2024, the Regulator reached a second director by telephone and re-sent the warning notice to that director at the email address that he had confirmed as correct. The Regulator provided a further period for GIL to make written representations.
- 6.4. Other attempts to contact the remaining two directors were unsuccessful, the Regulator having exhausted all reasonable efforts to bring the warning notice to the attention of GIL, its SEO and all its licensed directors. GIL was provided with an opportunity to make written representations regarding the Regulator's proposed findings and the proposed action as set out in the warning notice. GIL did not provide any substantive representations. Accordingly, the Regulator proceeded to make the proposed findings and take the action proposed in the warning notice.



- 6.5. On 12 August 2024, the Regulator served notice of its decision to cancel GIL's FSP pursuant to section 248 of the Regulations on the four licensed directors of GIL. The Decision Notice set out GIL's right to refer the decision to the Appeals Panel pursuant to section 225(1) of the Regulations within 30 days of the decision. GIL has not referred the decision to the Appeals Panel.

7. DECISION

Cancellation of Financial Services Permission

- 7.1. On the basis of the facts and matters set out above, the Regulator has decided to cancel GIL's FSP with effect from the date of this Notice, pursuant to section 33 of the Regulations.
- 7.2. In deciding to take the action set out in this Notice, the Regulator has taken into account the factors and considerations set out in sections 5.5.3 to 5.5.4 of the Regulator's Guidance & Policies Manual ("GPM").

Decision to cancel GIL's Financial Services Permission

- 7.3. With reference to section 5.5.3 of the GPM, the Regulator considers the following matters to be of particular relevance in deciding to cancel GIL's FSP:
- a. It appears to the Regulator that GIL has failed, and is continuing to fail, to satisfy the Threshold Conditions, in that the Regulator is not satisfied that GIL's financial and human resources are adequate and appropriate in relation to its activities and status as an Authorised Person, or for the Regulated Activities that it is licensed to carry on. In particular:
 - i. GIL's financial resources are severely deficient;
 - ii. if GIL were allowed to continue to operate with such severe deficiencies, the interests of the customers would not be protected if GIL were to go into liquidation;
 - iii. GIL has not given any reasonable explanation to persuade the Regulator that its capital deficiency would be rectified; and
 - iv. GIL has inadequate financial and non-financial resources, and the Regulator has no confidence in GIL's ability to operate appropriately.
 - b. GIL has committed numerous contraventions of the Regulator's rules and regulations.
 - c. The exercise of the power is necessary or desirable in the pursuit of one or more of the Regulator's objectives set out in section 1(3) of the Regulations, including to:
 - i. foster and maintain confidence in the ADGM;
 - ii. ensure that the financial markets in the ADGM are supported by safe and efficient infrastructure;
 - iii. foster and maintain financial stability in the ADGM, including the reduction of systemic risk;
 - iv. secure an appropriate degree of protection for direct and indirect users, and prospective users of the ADGM; and
 - v. promote the safety and soundness of Authorised Persons and Recognised Bodies.
- 7.4. With reference to section 5.5.4 of the GPM, the Regulator has considered the following circumstances in deciding to cancel GIL's FSP:

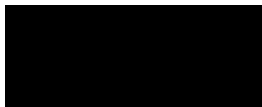


- a. GIL has failed to have or maintain adequate financial and human resources.
- b. The Regulator has serious concerns about the manner in which GIL's business has been or will be conducted.
- c. GIL has not submitted regulatory returns as mentioned in paragraphs 4.45 to 4.60 above.

8. PUBLICITY

- 8.1. Pursuant to section 252(3) of the Regulations, the Regulator may publish this Notice and the details about the matters to which this Notice relates at its discretion.
- 8.2. Pursuant to section 252(4) of the Regulations, GIL is not permitted to publish this Notice or any details concerning it unless the Regulator has published the Notice or those details in accordance with section 252(3).
- 8.3. The Regulator will publish on its website:
 - a. This Final Notice (not including Annexure A); and
 - b. Subject to section 252(5) of the Regulations, a press release in a form and manner the Regulator considers appropriate.

Signed:



Simon O'Brien
Executive Director – FSRA Markets
Delegate of the Financial Services Regulatory Authority