

**Federal Decree by Law No. (33) of 2025
Regarding the Regulation of Capital Market**

We, Mohamed bin Zayed Al Nahyan, President of the United Arab Emirates,

- Having reviewed the Constitution;
- Federal Law No. (1) of 1972 Regarding the Competencies of Ministries and the Powers of Ministers, as amended;
- Federal Law No. (4) of 2000 Regarding the Emirates Securities and Commodities Authority and Market, as amended;
- Federal Law No. (8) of 2004 Regarding the Financial Free Zones, as amended;
- Federal Decree by Law No. (22) of 2020 Regarding the Distribution of Competencies and Powers between the Securities and Commodities Authority (SCA), and the Securities and Commodities Markets Licensed in the State;
- Federal Decree by Law No. (32) of 2025 Regarding the Capital Market Authority; and
- Upon the proposal of the Chairman of the Board of Directors of the Capital Market Authority and the approval of the Cabinet;

Hereby promulgate the following Decree by Law:

Article (1)

Definitions

For the purpose of implementing the provisions of this Decree by Law, the following terms and expressions shall have the meanings assigned to each of them, unless the context otherwise requires:

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| State | : | The United Arab Emirates. |
| Local Governments | : | The local governments of the Emirates of the State. |
| Central Bank | : | The Central Bank of the United Arab Emirates (CBUAE). |
| Authority | : | The Capital Market Authority. |
| Board | : | The Board of Directors of the Authority. |

Chairman of the Board	:	The Chairman of the Board of Directors of the Authority.
Authority Law	:	Federal Decree by Law No. (32) of 2025 Regarding the Capital Market Authority.
Companies Law	:	Federal Decree by Law No. (32) of 2021 Regarding Commercial Companies, as amended, or any law superseding it.
Relevant Legislation	:	The Authority Law, the legislation regulating the Authority and the Capital Market in force in the State, and the resolutions issued in implementation thereof.
Free Zone	:	Any free zone established or to be established within the State, excluding the Financial Free Zone.
Financial Free Zone	:	The zones that are subject to the provisions of Federal Law No. (8) of 2004 Regarding the Financial Free Zones, as amended, or any law superseding it.
Relevant Authorities	:	The Ministry of Economy and Tourism, the Central Bank, the competent local licensing authorities concerned with corporate affairs in the relevant Emirate, and any other entity in the State related to the provisions of this Decree by Law and the Relevant Legislation.
Financial Activities	:	The financial activities specified pursuant to Article (3) of the Capital Market Regulation Law, which are related to the competencies and objectives of the Authority in accordance with the provisions of this Decree by Law and the Relevant Legislation.
Market	:	The legal person licensed or approved by the Authority to provide the venue, means, or digital systems necessary to execute transactions in securities or foreign securities, in accordance with the provisions of this Decree by Law and the Relevant Legislation.

- Central Clearing** : The legal person licensed by the Authority to engage in Central clearing activities in accordance with the provisions of this Decree by Law and the Relevant Legislation.
- Central Depository** : The legal person licensed by the Authority to carry out central depository activities in accordance with the provisions of this Decree by Law and the Relevant Legislation.
- Capital Market Institutions** : The Market, the Central Clearing and the Central Depository, and any other institution deemed by the Board as a Capital Market Institution.
- Person** : A natural or legal person, as the case may be.
- Licensed Person** : A person licensed or approved by the Authority, or registered therewith, to carry out one of the financial activities that fall within the regulatory competence of the Authority in accordance with the provisions of this Decree by Law and the Relevant Legislation.
- Approved Person** : A natural person approved by the Authority to perform any functions related to financial activities, whether as part of the executive management or among the employees of the Licensed Person, in accordance with the provisions of this Decree by Law and the Relevant Legislation.
- Executive Management** : The holders of positions with persons that are subject to the supervision and oversight of the Authority pursuant to its resolutions, and who assume management, planning, and supervisory functions.

- Securities** : A domestic financial instrument representing financial contracts, equity rights, or debt instruments that are tradable, transferable, or assignable including the following:
1. Shares of joint stock companies;
 2. Pre-emptive rights;
 3. Bonds and other debt instruments;
 4. Sukuk;
 5. Structured products;
 6. Certificates;
 7. Bills;
 8. Units or shares of collective investment funds licensed by the Authority;
 9. Securitized financial instruments;
 10. Any contract, right, option, or derivative related to any of the securities or tradable products;
 11. Any paper, instrument, capital share, or other financial instrument deemed by the Board to be a security for the purposes of applying the provisions of this Decree by Law and the Relevant Legislation.
- Issuer** : A legal person established within the State that issues securities.
- Foreign Issuer** : A legal person established outside the State or within a Financial Free Zone, in accordance with the provisions of this Decree by Law and the Relevant Legislation, that issues or lists securities within the State.
- Foreign Securities** : Securities issued by a Foreign Issuer, and any paper, instrument, capital share, or other foreign financial instrument deemed by the Board as foreign securities.

- Financial Product** : Securities, Foreign Securities, virtual assets for investment purposes, and any other financial product falling within the competence of the Authority.
- Tradable Products** : Indices, currencies, interest rates, and commodities, including metals, natural resources, and agricultural products, where trading in any of which is limited to hedging contracts such as futures and options, and any other asset traded through contracts approved by the Board.
- Board of Directors** : The board of directors or the board of managers of the Issuer or the Licensed Person, as the case may be.
- Listed Entity** : The legal person that lists Securities or Foreign Securities on the Market.
- Investment Fund** : A financial vehicle through which investors' funds are pooled for the purpose of investment, in accordance with the decisions issued by the Authority.
- Virtual Assets** : A digital representation of value that may be digitally traded or transferred and may be used for investment purposes, excluding digital representations of fiat currencies, Securities, or other funds, without prejudice to the competence of the Central Bank in regulating instruments of a monetary nature or those related to means of payment or store of value.
- Material Information** : Any information relating to the activity, financial position, or management of the Issuer, which has an effect on its assets, liabilities, financial standing, or the general course of its business, and which may lead to a change in the price or trading volume of a listed Security or Foreign Security, or influence an investor's decision in respect thereof.

- Inside Information** : Material Information that has not been disclosed to the public, as determined by the Authority.
- Insider** : Any Person who possesses Inside Information that has come to their knowledge by virtue of their position or employment, or on the occasion of either, or by virtue of a personal or contractual relationship, or by virtue of their ownership of a controlling stake in the capital of the Issuer, or by any other means whatsoever, whether they have acquired or accessed such information personally or it came to their knowledge directly or indirectly, and whether such acquisition was by lawful or unlawful means.
- Related Party** : Any Person connected to the Issuer or the Foreign Issuer in accordance with the provisions of this Decree by Law and the Relevant Legislation.
- Offering** : The offering of Securities or Foreign Securities for public or private subscription in accordance with the decisions issued by the Authority.
- Prospectus** : A document that sets out the details, procedures, and conditions of the Offering of a Security or a Foreign Security.
- Settlement and Resolution** : The restructuring or liquidation of any Licensed Person designated by the Authority as systemically important pursuant to the provisions of Article (52) of this Decree by Law, through the exercise of resolution and settlement powers, in accordance with Articles (54) and (55) of this Decree by Law, for the purpose of ensuring the continuity of the Licensed Person's critical functions, preserving financial stability, and minimizing costs to clients or beneficiaries, as the case may be.

Article (2)

Scope of Application of this Decree by Law

1. The provisions of this Decree by Law shall apply to the following:
 - a. Financial Products when dealt in within the State.
 - b. Financial Activities when carried out within the State, or by any Person in the Free Zone, whether conducted within or outside such Free Zone, in accordance with the provisions of this Decree by Law and the Relevant Legislation.
 - c. Licensed Persons, approved persons, the Issuer, and the Foreign Issuer when dealing within the State, Investment Funds, and any Person related thereto, in accordance with the provisions of this Decree by Law and the Relevant Legislation.
 - d. Any Person who targets, through its activity, clients within the State, even if such activity is carried out from outside the State or from a Financial Free Zone, provided that such activity is subject to the provisions of this Decree by Law and the Relevant Legislation.
 - e. Any Person who has carried out its activity, invested, or conducted transactions subject to the provisions of this Decree by Law and the Relevant Legislation.
2. Securities issued by the Federal Government, Local Governments, or by any companies or legal Persons wholly owned by any of them, shall be exempt from the application of the provisions of this Decree by Law, unless such Securities are offered to the public or listed on the Market or trading platforms.
3. Investment Funds owned by the Federal Government, a Local Government, or by any companies or legal Persons wholly owned by any of them, shall be exempt from the application of the provisions of this Decree by Law, unless such funds are offered to the public or listed on the Market or trading platforms.
4. The provisions of this Decree by Law shall not apply to the following:
 - a. Financial Activities licensed by the Central Bank.
 - b. The Central Depository, and clearing and settlement systems established or operated by the Central Bank.

- c. Persons licensed by the Central Bank, except to the extent of their issuance of Securities or their engagement in the Financial Activities specified in Article (3) of this Decree by Law.
- d. Financial Free Zones.

Article (3)

Financial Activities Subject to the Authority

1. The following activities shall be deemed Financial Activities subject to the regulation, licensing, supervision, and oversight of the Authority, in accordance with its powers relating to the regulation of the capital market sector and this Decree by Law, in respect of Financial Products pursuant to the regulations issued by the Authority, including where such activities are conducted in accordance with the principles and provisions of Islamic Shari'ah:
 - a. Establishment and operation of the Market.
 - b. Establishment and operation of trading platforms.
 - c. Establishment and operation of Central Clearing.
 - d. Central Depository services.
 - e. Brokerage.
 - f. General clearing.
 - g. Activities and services related to the establishment and management of Investment Funds.
 - h. Portfolio management.
 - i. Promotion.
 - j. Introducing to Financial Activities.
 - k. Dealing in Financial Products.
 - l. Activities and services related to securitization transactions.
 - m. Underwriting.
 - n. Financial advisory.
 - o. Custody services.
 - p. Issuance management.

- q. Credit rating.
 - r. Activities and services related to escrow.
 - s. Depository bank and depository bank agent.
 - t. Listing advisor.
 - u. Bills issuer.
 - v. Financial valuation of entities subject to the supervision and control of the Authority.
 - w. Management of profit-sharing investment accounts, excluding investment deposits with banks and Islamic finance companies.
 - x. Registrar of private joint stock companies.
 - y. Activities and services related to Virtual Assets.
 - z. Activities and services related to investment-based crowdfunding.
 - aa. Any other Financial Activities falling within the competencies of the Authority, in respect of which a resolution is issued by the Board.
2. It shall be prohibited for any Person to engage in any Financial Activity within the State from among the activities specified in clause (1) of this Article without obtaining a license or approval from the Authority.
 3. Any Person may engage in one or more of the Financial Activities specified in clause (1) of this Article in accordance with the controls and conditions established by the Authority in this regard.
 4. Any Licensed Person may transfer its Financial Activity license to another Person, provided that the conditions and requirements prescribed by the Authority are duly satisfied.

Article (4)

Approved Functions

1. The Authority shall determine the approved functions required for the performance of any tasks or works related to Financial Activities, together with the controls and conditions for their approval.
2. It shall be prohibited for any natural Person to perform any approved function except after obtaining the approval or accreditation of the Authority.

3. Any Person may perform one or more approved functions in accordance with the controls established by the Authority in this regard.

Article (5)

Provisions Related to Financial Activities and Approved Functions

1. The Authority may specify certain Persons or categories of Persons to engage in a Financial Activity or an approved function, or prohibit any of them from engaging in any Financial Activity or approved function.
2. The Authority may exempt any Person or category of Persons from the requirements and conditions for licensing a Financial Activity or from the conditions for approving functions, and may impose conditions or restrictions on such exemption or revoke the same, in accordance with the controls established by the Authority.

Article (6)

Application for Licensing, Approval, Registration, and Accreditation

1. No legal Person shall be registered or licensed with the Relevant Authorities, where it intends to engage in any Financial Activities, except after obtaining the approval of the Authority to engage in such Financial Activity.
2. An application for licensing, approval, or registration to engage in any Financial Activity, or for approval to add any Financial Activity, or an application for accreditation to perform any tasks or works related to Financial Activities, shall be submitted to the Authority in accordance with the conditions set forth in the Authority 's resolutions, using the prescribed form, and accompanied by the information, data, and documents supporting the application; and the Authority may request any additional data or documents it deems appropriate to enable it to take its decision.
3. The applicant shall be obliged to notify the Authority in writing immediately upon the occurrence of any material change to the application or its data prior to the issuance of the Authority's decision thereon.

4. No new application for licensing, approval, registration, or accreditation shall be submitted to the Authority following the rejection of a previous application until the lapse of a period to be determined by the Authority in accordance with its regulations.

Article (7)

Provisions Regarding Guarantees and Insurance Coverage

1. The Authority or any party authorized thereby shall have the authority to obligate any Person seeking to obtain a license, approval, or registration to furnish a guarantee or insurance coverage in accordance with the conditions and procedures specified for each Financial Activity.
2. The Authority, or any other entity designated thereby, shall have the right to dispose of such guarantee, in whole or in part, to satisfy the obligations of the Licensed Person arising from the exercise of its Financial Activity, to settle any fines imposed thereon, or in implementation of the decisions issued by the Authority.
3. No third party may request attachment or execution over the guarantee provided by the Licensed Person, nor request its liquidation or otherwise dispose thereof, except upon the revocation of the license, approval, provided that all its obligations under the provisions of this Decree by Law and the Relevant Legislation have been fulfilled and subject to the Authority's prior approval.

Article (8)

The Authority's Decision Regarding License, Approval, Registration, or Accreditation Application

1. The Authority shall issue its decision to grant or reject the license, approval, registration, or accreditation within the period specified under the regulations issued thereby.
2. The Authority may approve or reject the application, and in the event of rejection, the Authority shall state the reasons thereof in writing.
3. Notwithstanding the fulfilment of the prescribed conditions, the Authority may restrict the license, approval, registration, or accreditation with the conditions it deems

appropriate at its discretion in consideration of the public interest, and for such period as it deems appropriate; it may also amend or revoke such conditions, impose additional conditions, or amend or cancel the period initially determined.

4. The Authority shall notify the applicant in writing of its approval decision. Such notification shall include the effective date of the license, approval, registration, or accreditation, a statement of the Financial Activity or the approved function, and any conditions or restrictions related to the approval decision.
5. The Authority may revoke any license, approval, registration, or accreditation application submitted without completion of the requirements within the period determined thereby. The fees paid in this respect shall not be refundable.

Article (9)

Duration and Renewal of the License, Approval, Registration, and Accreditation

1. The Authority shall determine the duration of the license, approval, registration, or accreditation prescribed for the exercise of the Financial Activity or any associated tasks or Functions.
2. The Licensed or Approved Person shall be obliged to renew the license, approval, registration, or accreditation in accordance with the mechanism prescribed by the Authority. The Authority may approve such renewal, restrict such renewal with conditions, or reject the renewal in the event of failure to meet any condition of the license, approval, registration, or accreditation, or any breach of the obligations relating to the exercise of the Financial Activity or the approved function.
3. No Financial Activity or approved function shall be exercised unless the license, approval, registration, or accreditation thereof is valid and in force.

Article (10)

Members of the Board of Directors, Executive Management, and Employees of the Licensed Person

1. The Authority shall specify the conditions to be fulfilled by any Person occupying a position on the Board of Directors of the Licensed Person or any function within its Executive Management, in addition to other positions designated by the Authority; this provision shall not apply where the Licensed Person is subject to the Central Bank.
2. The Licensed Person shall obtain the Authority's prior approval for nominating or appointing any Person to the Board of Directors, renewing the membership thereof, appointing or renewing any Executive Management member, as well as appointing or renewing the contracts of any other positions designated by the Authority; this provision shall not apply where the Licensed Person is subject to the Central Bank or is a Capital Market Institution.
3. The Authority shall have the authority, by reasoned decision, to reject the nomination or appointment of any Person to the Board of Directors, the renewal of their membership, appointment or renewal of any Executive Management member, or any Person occupying positions designated by the Authority.
4. The Licensed Person shall bear full responsibility for the acts of its employees, persons subordinate thereto, and any third party engaged for task outsourcing, without prejudice to any other liabilities under this Decree by Law, the Relevant Legislation, or any other applicable legislation in the State.

Article (11)

Appointment of a Temporary Director for the Licensed Person by the Authority

1. The Authority may appoint a Temporary Director to the Licensed Person to manage its daily operations in the event of the Licensed Person's breach of financial solvency conditions, non-compliance with prudential requirements, or commission of grave violations pursuant to this Decree by Law or any Relevant Legislation.

2. The Temporary Director, whether a natural or legal Person or a committee, shall be appointed pursuant to the tasks, conditions, and fees specified by the Authority for a period of three (3) months, renewable for additional periods; the Licensed Person shall bear the fees of the Temporary Director as determined by the Authority for the performance of such duties.
3. In order to enable the Temporary Director to perform their duties, the Authority may undertake any of the following measures:
 - a. Dismissal of members of the Board of Directors, or any thereof;
 - b. Restriction of the Board of Directors from exercising certain or all of its functions;
 - c. Requirement to obtain the Temporary Director's approval prior to any decision.
4. The Authority may amend the tasks, conditions, or fees of the Temporary Director.
5. The Temporary Director shall exercise their duties within the scope of the assigned tasks, and the Licensed Person shall be bound by their decisions; the Temporary Director shall not be addressed with the responsibilities or obligations imposed by applicable legislation in the State.
6. The Temporary Director shall not be liable for any damages resulting from acts or omissions, except in cases of bad faith, fraud, gross negligence, or gross fault.
7. Notwithstanding the foregoing, the Authority may issue any decisions deemed appropriate pursuant to its powers under this Decree by Law and the Relevant Legislation concerning the Licensed Person.

Article (12)

Obligations of the Licensed Person and its Employees

The Licensed Person and its employees shall be obliged to:

1. Exercise the Financial Activity or approved function within the limits of the license, Approval, Registration, or Accreditation issued by the Authority, and any conditions or restrictions imposed thereon.
2. Ensure that all conditions of the license, Approval, Registration, or Accreditation are continuously fulfilled during the period of exercising the Financial Activity or approved function.

3. Refrain from conducting any activities other than those Financial Activities licensed by the Authority, except for the entities and activities designated by the Authority.
4. Provide all information, data, and banking account number and details requested by the Authority within the period determined thereby; the Authority shall have the authority to verify the accuracy of the information or data provided by the competent authorities in the State.
5. Maintain a balance between the exercise of the Financial Activity or approved function and upholding principles of fair and proper conduct, the management of conflicts of interest and the disclosure thereof.
6. Refrain from causing harm to the Capital Market sector or its participants.
7. Verify that any Person exercising an approved function holds a valid Authority Accreditation and performs duties in compliance with applicable legislation.
8. Fulfil standards of competence and suitability and implement compliance controls in accordance with Authority decisions.
9. Submit reports requested by the Authority within the prescribed deadlines.
10. Notify the Authority in writing of any intention to cancel the license, approval, registration, or accreditation; the Licensed Person shall not cease exercising the Financial Activity, nor liquidate its operations, except after the Authority's approval of the cancellation, in accordance with the controls established by the Authority, and after verification that claims, obligations, client accounts, and other cancellation requirements has been settled.
11. Report to the Authority any violation of the provisions of this Decree by Law, Relevant Legislation, regulations, controls, or technical systems employed; such reporting shall not constitute a breach of functional duties or grounds for termination or disciplinary action against employees.
12. Determine fees and commissions charged to clients in accordance with Authority-determined controls.
13. Comply with the provisions of this Decree by Law, Relevant Legislation, and Authority decisions relating to anti-money laundering, combating the financing of terrorism, and proliferation financing.
14. Fulfil any other obligations prescribed by the Authority through its decisions.

Article (13)

Financial Services Agreement

1. The Licensed Person shall be obligated to regulate the relationship between itself and the client pursuant to a written agreement, provided that the same does not contravene the provisions of the legislation in force in the State.
2. No provision or obligation stipulated in a Financial Services Agreement shall be deemed enforceable if it contravenes the provisions of the legislation in force in the State. The Authority shall have the power to issue rules regulating the mechanism for amending such contravening provisions or terminating the offending agreements and determining the consequences thereof.
3. No agreement relating to the provision of a Financial Services executed with an unlicensed Person shall be binding or enforceable vis-à-vis the Authority.

Article (14)

Client Funds

1. The Licensed Person shall be obligated to deal with funds and Securities or Foreign Securities owned by clients in accordance with the provisions of this Decree by Law and the decisions of the Authority.
2. The Licensed Person shall be obligated to segregate its own accounts and funds from the accounts and funds of its clients in accordance with the decisions issued by the Authority.
3. Funds, Securities, and Foreign Securities owned by clients and deposited in the account of the Licensed Person or registered in its name shall not form part of the patrimony of the Licensed Person, and the clients shall retain the right to recover the same in accordance with the decisions issued by the Authority. Such funds or Securities shall not be subject to pledge, attachment, enforcement, bankruptcy, liquidation, or any other procedures applicable to the Licensed Person.
4. The Licensed Person authorized to engage in margin trading shall have the right to recover its dues prior to the creditors of a client financed under margin trading, notwithstanding any general or specific preferential rights of such creditors. This shall be effected by selling

all or part of the Securities held in the client's margin trading account to the extent sufficient to satisfy the rights of the Licensed Person without recourse to the client, and in accordance with the controls and procedures prescribed by the Authority, in the following cases:

- a. Death of the client;
- b. Issuance of a decision for the liquidation of the client, the declaration of their bankruptcy, or their placement under interdiction;
- c. Issuance of an attachment order over the Securities belonging to the client by a competent authority;
- d. Any other cases determined by the Authority.

Article (15)

Control by or over the Licensed Person

1. Without prejudice to the legislation in force in the State, the Authority shall issue decisions regulating the control exercised by the Licensed Person, its merger, acquisition, and the acquisition or control over it.
2. The Licensed Person shall obtain the approval of the Authority in accordance with its conditions prior to undertaking any of the actions specified in Clause (1) of this Article. The Authority shall have the discretion to grant approval, impose conditions thereon, or refuse the same.
3. The Authority shall have the right to revoke such approval, impose additional conditions, or amend the conditions imposed on the Licensed Person in accordance with the public interest, provided that the Licensed Person is duly notified to take the necessary measures in accordance with the Authority's procedures.
4. In the event that the Licensed Person breaches the conditions or procedures stipulated by the Authority under this Article, the Authority may revoke its license or impose conditions or restrictions thereon.

Article (16)

Close Links of the Licensed Person

1. The Licensed Person shall notify the Authority of any close links, provided that such notification includes:
 - a. Confirmation that such links do not affect the Authority's supervision or oversight;
 - b. Evidence that the Person intended to establish the link meets the fitness and propriety standards prescribed by the Authority.
2. The Licensed Person shall provide the Authority with documents and information relating to such close links upon request and within the period specified by the Authority.
3. The Authority may request the termination or amendment of such close links if it deems them inconsistent with the required standards, including fitness and propriety standards, licensing requirements, or the requirements applicable to Capital Market Institutions, or if it considers that such links impede the Authority's supervision and oversight. The Authority shall have the power to take any measures or impose penalties it deems appropriate, including revocation of the license if the Licensed Person fails to comply with the Authority's decisions.
4. For the purposes of this Decree by Law and the Relevant Legislation, "close links" shall refer to those existing between the Licensed Person and any company within its financial group, or links between the Licensed Person and any other entity owning or owned by the Licensed Person, to the extent specified by a decision issued by the Authority.

Article (17)

Request for Temporary Suspension or Cancellation of the License, Approval, or Registration

1. The Licensed Person shall, in the event of requesting temporary suspension or cancellation, submit a written request to the Authority, stating the reasons for such request and any other requirements prescribed by the Authority. The period of temporary suspension shall not exceed twelve (12) months, unless the Authority, at its discretion, decides to extend such period based on a request from the Licensed Person.

2. The license, approval, or registration shall be deemed cancelled if the Licensed Person does not exercise its financial activities upon the expiration of the temporary suspension period approved by the Authority.
3. Following temporary suspension or cancellation, the Authority shall have the right to require the Licensed Person to settle and conclude all transactions entered into prior to the suspension or cancellation of the license, approval, or registration, and to maintain the collateral in accordance with its decisions.
4. Following suspension or cancellation, the Authority may designate an entity to assume the functions of the Licensed Person whose license, approval, or registration has been suspended or cancelled, according to the nature of the activity and under conditions and requirements deemed appropriate by the Authority.

Article (18)

Powers and Competences of the Market

1. The Market shall exercise the following powers and competences:
 - a. Determining the fees and commissions charged for its services;
 - b. Regulating the listing of Securities and Foreign Securities and supervising and overseeing the same;
 - c. Regulating trading operations of Securities and Foreign Securities listed in the Market to ensure fairness among market participants;
 - d. Monitoring disclosure processes relating to Securities and Foreign Securities listed in the Market;
 - e. Determining trading sessions and controls governing dealings in the Market;
 - f. Determining the guarantees of Market members and having recourse thereto in satisfaction of their obligations;
 - g. Any other powers in accordance with this Decree by Law, the Relevant Legislation, and the decisions issued by the Authority.
2. The Market may exercise Central Clearing and Central Depository activities in addition to its other activities, in accordance with the decisions issued by the Authority in this regard.

Article (19)

Competences of the Central Clearing

The Central Clearing shall exercise the following competences:

1. To determine the fees and commissions levied by it for the services rendered thereby.
2. To assume the position of the contracting counterparty for all transactions executed in the Market, thereby guaranteeing settlement thereof.
3. To determine the net rights and obligations of a Central Clearing member and its legal position arising from its transactions executed in the Market.
4. To determine the guarantees of the Central Clearing member and to have recourse thereto in satisfaction of its obligations.
5. Any other competencies in accordance with this Decree by Law, the Relevant Legislation in the State, and the resolutions issued by the Authority.

Article (20)

Competences of the Central Depository

The Central Depository shall exercise the following competences:

1. To determine the fees and commissions levied by it for the services rendered thereby.
2. To register and deposit ownership of Securities and Foreign Securities, effect their transfer, register any encumbrances thereon including pledges, attachments, and other restrictions, and maintain the same in its records.
3. To retain the documents and records evidencing the ownership of Securities or Foreign Securities by the Investor, to register and maintain such ownership, review, and update it.
4. To determine the guarantees of the Central Depository member and to have recourse thereto in satisfaction of its obligations.
5. Any other competencies in accordance with this Decree by Law, the Relevant Legislation in the State, and the resolutions issued by the Authority.

Article (21)

Empowering the Central Depository to Exercise Its Competences

1. Persons designated by the Authority shall be obliged to register Securities or Foreign Securities with the Central Depository, specifying the persons to whom the Securities or Foreign Securities are allocated, the entitlements to any distributions or rights thereon, and any subsequent amendments necessary to enable the Central Depository to effect the requisite entries.
2. The Market and the Central Clearing shall be obliged to provide the Central Depository with all data and information necessary to enable it to exercise its competencies.

Article (22)

Financial Resources of Capital Market Institutions

The financial resources of Capital Market Institutions arising from the exercise of their activities licensed by the Authority, each within the scope of its competencies, shall comprise the following:

1. Listing fees in the Market.
2. Annual membership fees and fees for services rendered.
3. The proportion allocated from trading commissions.
4. Any other revenues agreed upon by the Capital Market Institutions.

Article (23)

Obligations of Capital Market Institutions

Capital Market Institutions shall be obliged to:

1. Exercise Financial Activities, perform their tasks, and utilize technical and technological systems supporting their operations.
2. Ensure the presence of a qualified Executive Management for the exercise of Financial Activities, and for the management of their operations and related risks.

3. Perform the duties assigned thereto in a manner that achieves a balance between the exercise of activities and the establishment of sound and fair practices, as well as the management and disclosure of conflicts of interest.
4. Conduct investigations and inspections of members to verify their compliance with operational and executive controls issued thereby.
5. Establish mechanisms and procedures to ensure the quality of technical and technological systems utilized, and to guarantee the preservation and retrieval of data and information at all times.
6. Maintain the confidentiality of information and data pertaining to members and clients, except where disclosure is required by the Authority, judicial authorities, or as mandated by this Decree by Law and the Relevant Legislation.
7. Submit to the Authority any disclosures, financial reports, data, documents, or any other requirements requested in accordance with the mechanisms and deadlines specified thereby.
8. Establish controls, measures, and procedures to ensure business continuity and crisis management.
9. Establish principles and standards for participation and corporate social responsibility.
10. Determine procedures to be undertaken in the event of operational failure, interruption, or cessation of Financial Activities.
11. Adopt the controls issued by the Authority prior to the implementation thereof.

Article (24)

Commitment of Capital Market Institutions to Risk Management

Capital Market Institutions shall be obliged to notify the Authority of the following:

1. Any potential conflict of interest involving any member of the Board of Directors or the Executive Management.
2. Financial solvency risks affecting themselves or any of their members, or the inability of any of them to fulfil their obligations.
3. Breaches by any of their members or employees of this Decree by Law, the Relevant Legislation, or the controls of Capital Market Institutions.

4. Any penalty or action taken against their Authorized Employees or any of their members or employees regarding the performance of their duties pursuant to this Decree by Law and the Relevant Legislation.
5. The nature of confidential information and the persons authorized to access the same by virtue of or in connection with their work.
6. Information, data, and records required to be disclosed or made available to the public upon request by the Authority.

Article (25)

Obligations of Members of the Board of Directors and Executive Management of Capital Market Institutions

The Chairman and members of the Board of Directors and the Executive Management of Capital Market Institutions shall be obliged to:

1. Disclose in writing to the Authority, from the date of their appointment and prior to assuming their duties, the Securities and Foreign Securities owned by themselves and their minor children under their guardianship, as well as their contributions and those of their minor children in any Listed Entity or Licensed Person, and any changes thereto throughout their membership or term of office, within one week from becoming aware thereof. This disclosure shall include the Securities and Foreign Securities known to the spouse of the Chairman or members of the Board of Directors and Executive Management of Capital Market Institutions.
2. Comply with the decisions and circulars concerning:
 - a. Their dealings in Securities and Foreign Securities listed in the Market after assuming their duties.
 - b. The combination of the duties of a Board member with membership of the board of any Listed Entity or Licensed Person, or the parent, holding, subsidiary, sister, or affiliate company of any thereof, or the assumption of any position in the Executive Management of any thereof.

Article (26)

Powers of Capital Market Institutions in Administrative Sanctions and Measures

1. Capital Market Institutions may impose upon their members, employees thereof, and any persons in violation of their controls, any of the following sanctions or administrative measures:
 - a. Reprimand.
 - b. Warning.
 - c. Suspension of the member or any of its employees from performing their duties for a period not exceeding one week.
 - d. Suspension of the member or any of its employees from trading in the Market for a period not exceeding one week.
2. Capital Market Institutions may impose a financial penalty not exceeding (AED 1,000,000) one million Dirhams for each violation upon their members, employees thereof, and any persons in violation of their controls, and such penalty shall accrue to the Capital Market Institution imposing the same.
3. No Capital Market Institution shall utilize the financial penalty to obtain direct benefits for itself or its employees, and the Board of Directors of the Capital Market Institution shall determine the purposes of its disbursement.
4. Capital Market Institutions may request the Authority to suspend the member or any of its employees from performing their duties, or to suspend their trading in the Market for a period exceeding one week, or to revoke the license or approval granted to the member by the Authority, or to revoke the accreditation issued by the Authority to any of the member's employees, or to impose a financial penalty exceeding the penalty prescribed in this Article. The Authority shall have the discretion to accept or reject such request.

Article (27)

General Provisions for Capital Market Institutions

The records, documents, ledgers, and data maintained within the technical and electronic systems of Capital Market Institutions shall constitute legal proof establishing the dates, details of trading, clearing, and settlement of Securities or Foreign Securities, their ownership by Persons, and any encumbrances thereon, unless proven otherwise.

Article (28)

Offering of Securities and Foreign Securities

1. The offering of Securities for public or private subscription shall be conducted in accordance with the resolutions issued by the Authority.
2. Entities established outside the State, or pursuant to the laws of a Free Zone or Financial Free Zone, may offer Securities or Foreign Securities for public or private subscription within the State, outside the Free Zone or Financial Free Zone, upon obtaining the approval of the Authority and in accordance with the resolutions issued thereby.

Article (29)

Issuance of Securities

1. Subject to the provisions of the Companies Law and Relevant Legislation, an Issuer desiring to issue a Security shall obtain the prior approval of the Authority prior to issuance.
2. The Board of Directors, Executive Management, and advisors of the Issuer, each within the scope of their authority, shall comply with the requirements of the Prospectus, ensuring that it includes all information enabling investors to make informed investment decisions through an assessment of the benefits, risks, rights, and obligations associated with the Security, as well as the financial position of the Issuer. The Issuer may amend the same or issue an additional Prospectus upon the approval of the Authority. The Authority may exempt the Issuer from submitting the Prospectus or any of its requirements in cases determined thereby.

3. The Board of Directors, Executive Management, and advisors of the Issuer, each within the scope of their authority, shall be held accountable for failure to provide data and information, or for providing misleading or inaccurate data or information, or for any violation of the provisions of this Decree by Law and Relevant Legislation.
4. The Authority may issue an order to suspend the issuance procedures of any Security if it deems that such issuance would contravene the provisions of this Federal Decree by Law and Relevant Legislation, or in case of exceptional circumstances or any other reasons it deems appropriate, provided that the Issuer is granted a period to rectify the situation unless such period would prejudice the interests of investors or third parties. In all cases, the Issuer must be notified in writing of such suspension.

Article (30)

Listing of Securities and Foreign Securities

1. Subject to the exception set forth in Article (2) of this Decree by Law, public joint-stock companies shall be required to list their shares on the Market.
2. The listing of Securities and Foreign Securities on the Market shall be conducted in accordance with the resolutions issued thereby, provided that such Securities are registered with the Authority prior to their listing.

Article (31)

Trading and Transfer of Ownership of Securities and Foreign Securities

1. Listed Securities and Foreign Securities shall be traded through the Market.
2. Capital Market Institutions may transfer ownership, clear, and deposit unlisted Securities and Foreign Securities in accordance with the controls established by the same.
3. Rights and obligations between the seller and the purchaser of the Security or Foreign Security shall arise immediately upon execution of the orders in accordance with the mechanisms adopted in the Market. Such transactions shall be deemed final and may not be revoked, cancelled, attached, or executed upon, even if settlement occurs at a later time. By way of exception, Capital Market Institutions may cancel certain transactions in special cases as determined pursuant to their resolutions.

4. Capital Market Institutions shall regulate, within their respective competencies, all rules relating to the activities and mechanisms entrusted to them in accordance with the resolutions issued by the competent authorities.

Article (32)

Suspension or Halt of Trading, or Delisting

1. The Authority, in coordination with the Market, may suspend or halt trading in any Security or Foreign Security, or order it to be delisted, in the event of a violation of the provisions of this Decree by Law and Relevant Legislation, or if necessary to ensure the integrity and orderly operation of the Market, or to protect investors, or in any circumstances deemed necessary. The Authority shall notify the Issuer or Foreign Issuer thereof.
2. The Market may suspend or halt trading in any Security or Foreign Security or cancel its listing, provided that it shall notify the Authority of any decision taken in this regard immediately upon its issuance, in accordance with its controls approved by the Authority.
3. In the event of the delisting of the Securities or Foreign Securities, the Authority may require the Issuer or Foreign Issuer to comply with the procedures and controls established thereby.
4. The Authority, by a resolution of the Board, may file a claim before the competent court to request the dissolution or liquidation of a public joint-stock company, in case of delisting of its shares and failure to regularize its status within the period determined by the Authority, following coordination with the competent authorities.

Article (33)

The Issuer and the Foreign Issuer

1. The Issuer and the Foreign Issuer shall comply with the following:
 - a. To submit to the Authority, where the Security or Foreign Security is not listed on the Market, or to the Market, where the same is listed thereon, any documents, data, financial reports, information, or any other reports, and each of them shall determine,

- as applicable, the mechanism and deadlines for submission thereof, the Persons authorized to sign the same, and the sanctions applicable for non-compliance.
- b. To comply with all disclosure requirements issued by the Authority, where the Security or Foreign Security is unlisted on the Market, or by the Market, where the same is listed thereon, as applicable, and to ensure the clarity of the required disclosures, their compliance with the applicable controls, and that they accurately reflect the facts they purport to represent.
 - c. To provide the owner of the Security or Foreign Security, upon request, with the financial reports or data.
 - d. To notify the Authority, where the Security or Foreign Security is unlisted on the Market, or to notify the Market, where the same is listed thereon, of any Material Information, as applicable, and to provide and publish clarifications concerning any information or rumors that may affect the price of the Security or Foreign Security, the volume or movement of its trading, or the investor's decision, in a manner that ensures the protection of investors' rights and the integrity of dealings.
 - e. To publish any explanatory information relating to its status and activities in a manner that ensures the integrity of dealings and the confidence of investors, whenever so requested.
2. The Issuer and the Foreign Issuer may refrain from disclosing or publishing any clarification concerning any information or rumor relating to their status or activities where they have reasonable grounds, subject to the Authority's assessment, to believe that disclosure thereof would cause substantial harm to their interests, provided that a written and justified request is submitted to the Authority, where the Security or Foreign Security is unlisted on the Market, or to the Market, where the same is listed thereon. The Authority or the Market, as applicable, may approve the request under appropriate conditions, reject the same while obligating the Issuer or Foreign Issuer to disclose, or amend or revoke the approval or rejection where circumstances so require. The Market shall notify the Authority of any request submitted by the Issuer or Foreign Issuer immediately upon receipt thereof, and of any decisions or measures taken in that regard immediately upon issuance.

3. The Issuer, the Foreign Issuer, and the members of their Board of Directors and Executive Management are prohibited from providing any misleading or false information.
4. The Authority, where the Security or Foreign Security is unlisted on the Market, or the Market, where the same is listed thereon, as applicable, shall establish the necessary controls to regulate disclosure by investors, the Issuer, and the Foreign Issuer of information, data, and ownership percentages in Securities and Foreign Securities.
5. The Authority, where the Security or Foreign Security is unlisted on the Market, or the Market, where the same is listed thereon, as applicable, shall have the right to publish any information, documents, or financial reports disclosed by the Issuer through any appropriate means.

Article (34)

Obligations of the Related Party

The Related Party shall comply with the following:

1. Refrain from violating decisions issued by the Authority when dealing with the Issuer or any parent, holding, subsidiary, sister, or affiliate company thereof.
2. Disclose any joint or conflicting interests in any transaction, dealing, or activity relating to the Issuer or any parent, holding, subsidiary, sister, or affiliate company thereof, in accordance with the decisions issued by the Authority.

Article (35)

Disclosures of Dealings in Securities

1. The Chairman and members of the Board of Directors of the Issuer or Foreign Issuer whose Securities are listed on the Market, their Executive Management, or any of their employees who are Insiders shall, when executing any dealings, whether personally or through others, in the Securities of the Issuer or the Foreign Securities of the Foreign Issuer, disclose such dealings to the Market in accordance with the Market's controls.
2. The Persons referred to in clause (1) of this Article shall, when executing any dealings, whether personally or through others, in the Securities or Foreign Securities listed on the

Market of any parent, holding, subsidiary, sister, or affiliate company of the Issuer or Foreign Issuer, comply with any controls or procedures issued by the Market.

Article (36)

Prohibited Periods for Securities Dealings

1. The Chairman and members of the Board of Directors of the Issuer or Foreign Issuer whose Securities are listed on the Market, and their Insiders are prohibited, whether personally or through others, from dealing in the Securities of the Issuer or the Foreign Securities of the Foreign Issuer, or in any Securities or Foreign Securities of any parent, holding, subsidiary, sister, or affiliate company thereof, if such Securities or Foreign Securities are listed on the Market, during the prohibition periods specified in the Authority's decisions or the Market's controls, as applicable.
2. An Insider is prohibited from disclosing any Inside Information in their possession to others, or from inducing any Person to deal in the Security or Foreign Security listed on the Market based on such information.

Article (37)

Unlawful Dealings

1. It is prohibited for any Person, whether acting individually, in collusion, or in participation with others, to undertake the following:
 - a. Trading in a Security or Foreign Security for the purpose of misleading or deceiving investors, creating the appearance of an active market therein, controlling or influencing its price—whether upwards, downwards, or stabilizing—or its trading volume in the Market, or affecting investor decisions, including participating in agreements, conducting fictitious transactions, or placing, modifying, or amending any buy or sell order in a Security or Foreign Security.
 - b. Making any statements or disclosing any information that is false, misleading, or in violation of this Decree by Law and the Relevant Legislation, or spreading rumors that may affect the reputation of the Issuer, the price of Securities or Foreign Securities, any Financial Product, or investor decisions.

- c. Dealing in a Security or Foreign Security listed on the Market based on Inside Information of which they became aware by virtue of their position, employment, or in the course of performing their work, or received from an Insider or another Person, or disclosing Inside Information so acquired to another Person.
 - d. Exploiting information concerning investors' orders to secure personal or third-party benefits.
 - e. Exploiting Inside Information of which they became aware or to which they had access by virtue of their position, employment, or in the course of performing their work to deal in Securities or Foreign Securities listed on the Market in order to obtain personal benefits for themselves or for others, whether directly or indirectly, and whether such transactions are carried out personally, through a third party for their own account, or in any other capacity for the account of another.
 - f. Causing harm to the reputation of the Market, its members, or persons dealing therein, or contributing to or arranging any fictitious or sham transactions.
2. The practice by any Person of price stabilization controls or mechanisms established by the Authority or Capital Market Institutions shall not constitute a violation of this Decree by Law, the Relevant Legislation, or the Companies Law with respect to the prohibition on influencing the price of a Security or Foreign Security listed on the Market.

Article (38)

Mutual Fund

1. Investment Funds shall enjoy independent legal personality and separate financial liability, and may adopt either of the following forms:
 - a. An Investment Fund, established and licensed by a decision issued by the Authority.
 - b. Any form of commercial company stipulated in the Companies Law, established pursuant thereto, provided that prior approval is obtained from the Authority. The Authority may exempt such fund from certain provisions of the Companies Law or any other law, in a manner consistent with the nature of its activity.
2. The Board shall issue the conditions and conditions relating to Investment Funds.

Article (39)

Virtual Assets

Without prejudice to any provision contained in the Central Bank Law:

1. The Authority shall regulate the trading of Virtual Assets, and the financial activities, services, and functions associated therewith, and shall determine the procedures for the registration of a Virtual Asset and the cases for cancellation of such registration, in accordance with the legislation in force in the State.
2. Trading in any Virtual Asset within the State shall be prohibited unless it is admitted to the official list of Virtual Assets maintained by the licensed Virtual Asset Platform Operator and the Virtual Asset is registered with the Authority.
3. The Authority shall exercise oversight and supervision over Virtual Asset activities transactions, and trading within the State and in the Free Zone.

Article (40)

Financial Activities and Products Compliant with the Principles of Islamic Shari'ah

1. Without prejudice to any provision contained in the legislation in force in the State, any Person subject to the supervision of the Authority may conduct Financial Activities or issue Financial Products that are compliant with the provisions of Islamic Shari'ah.
2. The Higher Shari'ah Authority (HSA), established pursuant to the applicable Central Bank Law, shall determine the types of Financial Activities and issuances of Financial Product that the Persons referred to in Clause (1) of this Article may undertake. The Higher Sharia Authority shall also establish the general Shari'ah controls, standards, and general principles governing such Financial Activities and Financial Products.
3. The Persons referred to in Clause (1) of this Article shall comply with the following:
 - a. The Shari'ah rules, controls, standards, and general principles, established by the Higher Shari'ah Authority.

- b. Contribution to the expenses of the Higher Shari'ah Authority, including allocations, remunerations, and other costs of its members, in accordance with the charter of the Higher Sharia Authority.
 - c. Appointment of an internal Shari'ah supervisory committee, approved by the Higher Shari'ah Authority, composed of persons with expertise and specialization in issuing fatwas in Islamic financial jurisprudence, in addition to compliance with any conditions or requirements determined by the Authority. The Higher Shari'ah Authority may exempt a Person from this obligation based on the scale or nature of the business that may not necessitate the establishment of such committee, after verification of the existence of equivalent procedures that ensure the compliance of the persons referred to in Clause (1) of this Article with the provisions and principles of Islamic Shariah.
4. Any Person referred to in Clause (1) of this Article shall be exempt, in respect of their Shariah-compliant Financial Activities or issuance of their Financial Products, from any registration requirements, fees, or similar charges for any asset purchased or sold, in whole or in part, whether leased, rented, manufactured, or otherwise, provided that such activities or issuances form part of the Person's Shari'ah-compliant business.
5. A Person referred to in Clause (1) of this Article shall be deemed compliant with the provisions and principles of Islamic Shari'ah upon its adherence to the decisions, regulations, and standards issued by the Higher Shari'ah Authority.
6. Where it is established that a Person referred to in clause (1) of this Article has conducted activities in violation of the provisions and principles of Islami Shari'ah, in accordance with the rulings, decisions, and standards of the Higher Shari'ah Authority or the Authority, such Person shall be subject to measures and sanctions prescribed by the Authority after consultation with the Higher Shari'ah Authority.
7. The Authority shall adhere to the following:
 - a. Provide technical support to the Higher Shari'ah Authority to enable it to carry out its duties in relation to Sharia-compliant Financial Activities and Financial Products issuance.

- b. Submit drafts of legislation regulating Financial Activities and businesses that are compliant with the provisions of Islamic Shari'ah to the Higher Shari'ah Authority for approval prior to issuance.
8. The approved charter of the Higher Shari'ah Authority shall determine any specific controls or procedures thereof, and shall also specify any additional powers relating to supervision and inspection.

Article (41)

Continuation of Authority's Powers

1. The Authority shall continue to exercise its powers with respect to the Persons set out below for a period of three (3) years from the date of cancellation of license, approval, registration, or accreditation, or the termination of membership, or cessation of business, upon becoming aware, during such period, of any act or omission constituting a breach of the provisions of this Decree by Law or any Relevant Legislation resulting from the exercise of their activities, business, or functions:
 - a. Licensed Persons, and the members of its Board of Directors, its Executive Management, and its employees.
 - b. Issuer, and the members of its Board of Directors, its Executive Management, and its employees.
 - c. Approved Persons.
2. Where the Authority undertake any action pursuant to clause (1) of this Article within the three (3) year period, its powers shall continue until the completion of such action, without being bound by the specified period.
3. Authority's action shall commence upon notifying the Person or upon its undertaking any legal measures against such Person.

Article (42)

Accreditation of Accounting Firms

1. Without prejudice to the legislation in force regulating the accounting and auditing professions, the Authority may issue specific controls for accrediting accounting firms

qualified to audit the accounts of entities subject to the Authority's supervision and oversight, and to govern their work. The Authority may establish a special register including the accounting firms accredited thereby for this purpose.

2. Non-approved Persons listed in the register may not audit or review accounts, prepare reports on periodic or annual accounts or financial statements, or provide other assurance services to entities subject to the Authority's supervision and oversight.
3. accounting firms shall, in performing its duties that are stipulated in this Article, be subject to the Authority's supervision and oversight.
4. The provisions of this Decree by Law shall not prejudice any additional requirements imposed or required by the Central Bank where audit work is conducted in respect of financial institutions subject to its supervision and oversight.

Article (43)

Public Registers of Persons Subject to Authority Supervision

1. The Authority shall adopt appropriate arrangements to maintain records relating to the exercise of its competences and authorities.
2. The Authority shall, in accordance with its procedures, publish and update a register containing the following information:
 - a. Issuer, the members of its Board of Directors, and any measures taken against them.
 - b. Licensed Persons, the Financial Activities it conducts, the members of its Board of Directors, and any measures taken against them.
 - c. Approved Persons, and any measures taken against them.
 - d. Accredited accounting firm, and any measures taken against it.
 - e. Any Person conducting Financial Activities without license, approval, registration, or accreditation, or performing functions related thereto without Authority authorization.
 - f. Any other Persons, data, or information deemed appropriate by the Authority.
3. The Authority may, in exceptional circumstances as determined thereby, decide not to publish any of the information referred to in clause (2) of this Article.

Article (44)

Investor Protection Fund

1. The Authority may establish a fund to be known as the “Investor Protection Fund,” which shall be subject to its supervision and oversight, and shall enjoy independent legal personality and separate financial liability. The purpose of its establishment shall be to protect investors’ funds from the risks determined by the Authority.
2. The Authority shall issue the decision concerning the establishment of the Fund, the mechanisms for its operation and management, the conditions for membership therein, its financial resources, the mechanism for the management and investment of its assets, its obligations toward investors, the risks against which protection is provided, the cases of entitlement and their durations, the mechanisms for the dissolution and liquidation of the Fund, associated sanctions, and any other matters related thereto.

Article (45)

Settlement Guarantee Fund

1. The Central Clearing may establish a fund to be known as the “Settlement Guarantee Fund,” which shall enjoy independent legal personality and separate financial liability, the purpose of which shall be to guarantee the settlement of transactions executed in the Market.
2. The Central Clearing shall determine the controls governing the establishment of the Fund and all other matters related thereto, provided that such controls and any amendments thereto shall be approved by the Authority.
3. The Fund shall be subject to the Authority’s supervision and oversight.

Article (46)

Authority’s Supervision

1. Financial Activities, Licensed Persons, Issuer, the members of the Board of Directors of each of them, their Executive Management and employees, as well as Foreign Issuer when dealing in Foreign Securities within the State, any dealings in Securities or Foreign

Securities within the State, and any relevant Person thereto, shall be subject to the Authority's supervision and oversight in accordance with the provisions of this Decree by Law and Relevant Legislation.

2. The Authority may seek the assistance of any person it deems appropriate to verify the compliance of the entities and Persons subject to its supervision with the provisions of this Decree by Law and Relevant Legislation.
3. The Authority shall monitor the quality of auditing performed on entities and Persons subject to its supervision and oversight.
4. The Authority shall determine the conditions for the nomination of members of an Issuer's Board of Directors and may suspend or terminate the membership of any Board member who ceases to satisfy the conditions for nomination during their term of office. The members of the Board of Directors shall not be subject to the provisions of this clause where the Issuer is subject to the Central Bank.
5. The Authority shall take all necessary measures to ensure justice, integrity, and soundness of transactions related to the Capital Market and Financial Activities in the State, and to guarantee justice in dealings.

Article (47)

Authority's Inspection Powers

1. Subject to Article (59) of this Decree by Law, the Authority may conduct inspections periodically or at any time over any of the following:
 - a. Persons subject to its supervision and oversight within the State, and any parent, holding, subsidiary, sister, or affiliated company of any of them, whether inside or outside the State, as well as their auditors and any other entity or Person whose connection to the subject of inspection is established to the Authority;
 - b. Any entity that engages or is suspected of engaging in Financial Activities or providing a Financial Service without a license or approval from the Authority pursuant to the provisions of this Decree by Law and the Relevant Legislation.
2. The Authority may coordinate with judicial authorities or any other authority to undertake the necessary measures to enable it to perform the inspection referred to in clause (1)

hereof on an urgent basis, and may also seek the assistance of one or more experts in the subject matter of the inspection at the expense of the violator.

3. Persons assigned to conduct inspections shall be entitled to request any data, documents, electronic or digital records, or otherwise, including computer data and systems, as well as other technical or electronic systems, or electronic or digital means from the Board of Directors, the Chief Executive Officer (CEO), or any of the employee of the entity subject to inspection. They may detect violations, prepare the necessary minutes, and seize all documents, devices, instruments, or records related to the subject matter of the inspection.
4. Any data, documents, or records obtained as a result of an inspection shall constitute evidence or legal proof that may be relied upon in any legal or judicial proceeding undertaken by the Authority.

Article (48)

The Authority's Powers to Conduct Administrative Investigation

1. The Authority may conduct administrative investigations whenever there is a suspicion of violations related to the provisions of this Decree by Law and the Relevant Legislation, or upon receipt of a report thereof.
2. The Authority may request any information, documents, electronic or digital records, data, or reports from Persons or entities subject to its supervision, provided that such requests relate to any transactions, Financial Activities, or Financial Services regulated pursuant to this Decree by Law and the Relevant Legislation, or request disclosure of the Person who possesses any thereof. Such request shall be in writing, reasoned, and limited to what is necessary for the purposes of the administrative investigation. The Persons concerned shall furnish the Authority with the requested materials within a reasonable period determined by the Authority.
3. The Authority may require the attendance any Person subject to its supervision to provide testimony or undergo administrative investigation whenever deemed necessary under the provisions of this Decree by Law and the Relevant Legislation. Failure to attend

- without an acceptable excuse shall constitute an administrative violation, without prejudice to the Person's right to seek the assistance of an attorney or legal representative.
4. The Authority shall request information or testimony in coordination with the competent supervisory authority, if any, if the concerned Person or entity is not subject to the Authority's supervision.
 5. Should the Person from whom testimony, information or documents is sought be located outside the State, the Authority may coordinate with the foreign supervisory authority in this regard.
 6. The Authority shall have the right to enter the workplaces of Persons subject to its supervision during official working hours, to the extent necessary to verify compliance with the provisions of this Decree by Law and the Relevant Legislation, for the purposes of examining and copying the relevant records and documents, or for conducting an administrative investigation or inspection. The Authority may not enter any premises not subject to its supervision except with the approval of the concerned authority or pursuant to an authorization from the competent Public Prosecution.
 7. The Authority may conduct hearings using modern technological means, and may photograph or record such hearings after informing the Person whose testimony is being taken.
 8. Any Person required to provide testimony shall comply with the procedural rules of the hearing and attend at the time specified by the Authority, unless they have an excuse accepted by the Authority, and shall sign the investigation minute.
 9. The Authority may issue a decision setting out the controls and procedures necessary for managing testimony hearings.
 10. The Authority may issue its decision in the administrative investigation in light of the information and data in its possession, in the event the Person fails to attend to provide testimony or fails to comply with any of the procedures of the hearing, including refusal to answer investigation questions.
 11. During the administrative investigation, the Authority may take the following measures:
 - a. Refer any suspected criminal conduct to the competent Public Prosecution for the initiation of appropriate criminal investigation proceedings;

- b. Seek the assistance of one or more experts in the subject matter of the investigation and the violator may, in the event the violation is established, be charged with the costs of such expertise;
- c. Suspend any Person involved in the investigation from trading or dealing in Financial Products in their account, whether personally, through another, or in any other capacity for the account of others, whenever justified, and may lift the suspension upon removal of such justification;
- d. Suspend dealings in a trading account or in a particular Financial Product, if the dealing therein is under suspicion, until the reasons for the same cease to exist;
- e. Suspend any Licensed or Approved Person from practicing their activity or duties whenever justified, and may lift such suspension upon removal of the justification;
- f. Determine the Persons entitled to attend the investigation;
- g. Impose restrictions on attendance, including prohibiting disclosure to any Person of information or questions relating to the Person under investigation;
- h. Regulate the conduct of attendees during the investigation to ensure proper conduct of the hearing and maintenance of order;
- i. Undertake procedural measures necessary for the administrative investigation, within the limits of the provisions of this Decree by Law and the applicable legislation;
- j. Request information, documents, electronic or digital records, audio or visual recordings, or bank account from Relevant Authorities or competent judicial authorities, pursuant to the applicable legislation and as required for the administrative investigation;
- k. The data, documents, or records obtained as a result of the administrative investigation shall constitute evidence that may be relied upon in any legal or judicial proceeding instituted by the Authority, without prejudice to the right of competent judicial authorities to assess their probative value in accordance with the legally prescribed rules of evidence;
- l. Retain information and documents throughout the duration of the administrative investigation and to the extent necessary to complete legal procedures;
- m. No Person may intentionally obstruct or delay the administrative investigation;

- n. The Authority may publish such information as it deems appropriate in connection with the procedures of the administrative investigation or its referrals to the judicial authorities, to the extent that it does not prejudice the public interest, individual rights, or commercial reputation, and may publish information, data, or results relating to the administrative investigation or the violation after the issuance of a final decision by the Authority or a final judicial ruling.

Article (49)

Role of the Authority in Prudential Supervision and Management of Exceptional Circumstances

1. For the purposes of prudential supervision, the Authority may require any Person subject to its supervision to:
 - a. Comply with any additional requirements imposed by the Authority, including those relating to capital, liquidity, or financial provisions;
 - b. Comply with rules related to Related Parties or mitigate material risks.
2. The Authority may issue decisions aimed at maintaining justice, transparency, and efficiency, and at regulating precautionary measures to address exceptional circumstances in the Capital Market sector. In particular, it may take any of the following measures:
 - a. Suspend a Licensed or a Person holding the Authority's approval from engaging in Financial Activities;
 - b. Suspend an Approved Person from performing their duties;
 - c. Suspend dealings in any Listed Securities on the Market for a temporary period;
 - d. Cancel dealings in any Listed Securities on the Market;
 - e. Cancel any transaction executed on any Listed Securities on the Market;
 - f. Amend or suspend any operational or executive controls, or any technical or technological systems in use, or any decisions or controls regulations of Capital Market Institutions, in coordination with such Institutions;

- g. Require a licensed Person, a Person holding the Authority's approval, or an Approved Person to perform specific activities or transactions related to their work or duties, in accordance with the available capabilities.

Article (50)

The Obligation to Disclose to the Authority

1. The Authority may obligate any Person governed by the provisions of this Decree by Law and the Relevant Legislation in the State to disclose any information, documents, or reports requested, within the period determined thereby.
2. The Authority may exempt a Person from disclosing specific data or submitting specific documents in circumstances as it deems appropriate, provided that the concerned Market is notified thereof.
3. A Person shall not be deemed to be in breach of confidentiality obligations by reason of disclosing any information, documents, or reports to the Authority.
4. No Person may conceal any information, or provide false, misleading, forged, or altered information or documents to the Authority.
5. The information, documents, and reports submitted to the Authority shall constitute evidence or legal proof that may be relied upon in any legal or judicial proceedings undertaken by the Authority, without prejudice to the right of the competent judicial authorities to assess their probative value in accordance with the legally prescribed rules of evidence.

Article (51)

Preventive Composition, Restructuring, Bankruptcy, or Liquidation of Persons Subject to the Authority's Supervision

1. Without prejudice to the provisions of the legislation in force in the State, the Authority may impose additional procedures or conditions regarding the preventive composition, restructuring, bankruptcy, or liquidation of Persons subject to its supervision, provided that the Authority coordinates with the Relevant Authorities in this regard.

2. Notwithstanding any provision in any other legislation, settlement operations conducted through the Central Clearing shall enjoy a preferential right in the completion of settlement transactions.

Article (52)

Designation of a Systemically Important Person

The Authority shall have the power to designate any Licensed Person as a systemically important Person and may, for such purpose, require such Person to undertake the necessary measures and procedures to ensure financial stability in the State. The Authority shall issue a regulation establishing the controls for designating any Licensed Person as a systemically important Person.

Article (53)

Prudential Recovery Plan

1. Upon designation of a Licensed Person as a systemically important Person pursuant to Article (52) of this Decree by Law, the Authority may undertake the following:
 - a. Require the Licensed Person to prepare a recovery plan and submit the same to the Authority for review and assessment in accordance with the rules issued by the Authority in this regard;
 - b. Request the Licensed Person to provide such information as the Authority deems necessary to assess the adequacy of the recovery plan;
 - c. Require the Licensed Person to take the necessary measures to address any deficiencies where the Authority determines that the recovery plan insufficient, and to resubmit an updated copy of the plan to the Authority.
2. The Licensed Person shall be obliged to review and update its recovery plan as follows:
 - a. On an annual basis;
 - b. Upon the occurrence of a material change that may reasonably be expected to affect the execution of the plan;
 - c. At the request of the Authority.

3. The Licensed Person shall submit the updated copy of the recovery plan to the Authority in accordance with this Article.

Article (54)

Early Intervention

1. In the event that a Licensed Person designated as a systemically important Person pursuant to Article (52) of this Decree by Law breaches, or is likely in the near term to breach, its capital or liquidity requirements due to a rapid deterioration in its financial position, or if such Person or any of its subsidiaries faces financial distress, the Authority may take a series of measures to address the situation, in accordance with the regulations issued thereby, including the following:
 - a. Requiring the Licensed Person to implement one or more measures within its recovery plan;
 - b. Requiring the Licensed Person to provide additional financial resources to support its paid-up capital;
 - c. Imposing additional liquidity requirements on the Licensed Person, commensurate with the risks associated with its activities;
 - d. Requiring the Licensed Person to assess its position, determine corrective measures to address risks and deficiencies, and establish the necessary arrangements to adopt such measures;
 - e. Requiring the Licensed Person to make changes to its business strategy;
 - f. Requiring the Licensed Person to make changes to its legal or operational structure;
 - g. Issuing a decision and taking necessary measures to merge the Licensed Person with another Licensed Person;
 - h. Allowing any qualified entity to acquire the Licensed Person;
 - i. Removing or replacing one or more members of the Board of Directors or Executive Management whose unfitness to perform their duties is established;
 - j. Establishing a temporary committee to manage the Licensed Person. The committee may take such measures as it deems appropriate in accordance with the conditions and controls determined by the Board, including the authority to issue a decision to

immediately suspend or halt all or part of the Licensed Person's activities, and to take the consequent procedures arising therefrom, and the Licensed Person shall bear the fees of the committee as determined by the Authority;

- k. Directly managing the Licensed Person for the period determined by the Board, in which case the Authority shall replace the management of the licensed person in all powers including financial and administrative powers, and the powers of the Board of Directors and the General Assembly shall be immediately suspended until the end of the temporary management period;
- l. Appointing an independent supervisory member from outside the Authority to attend meetings of the Board of Directors of the Licensed Person and participate in discussions without voting rights, and the Board shall determine the duties and remuneration of such member;
- m. Requesting the competent authorities in the State to impose a temporary attachment over the Licensed Person and to seize its assets, properties, and rights of partners or shareholders;
- n. Issuing a decision to liquidate the Licensed Person or its investments, and prepare a plan for the liquidation or transfer of its assets, liabilities, related settlements and discharges, and to implement or supervise the implementation of the liquidation plan, or issue a decision for Settlement and Resolution, or submit a petition for bankruptcy declaration to the competent court in accordance with the legislation in force in the State;
- o. Restricting or suspending the Financial Activities of the licensed person or prohibiting it from entering into any contracts;
- p. Requiring the Licensed Person to maintain assets in the State equal to the net aggregate obligations of the Licensed Person arising from its operations in the State, or a specified percentage thereof;
- q. Requiring the Licensed Person to refrain from distributing any returns or profits to partners or shareholders;
- r. Suspending, revoking, or restructuring the license of the Licensed Person;
- s. Any other measures or procedures determined by a resolution of the Board.

2. Where a decision is issued to merge or liquidate a financial establishment incorporated outside the State or in a Financial Free Zone, having a branch licensed by the Authority, the same measures applied by the concerned authority in the jurisdiction of incorporation shall apply to the branch, unless otherwise agreed with the concerned authority. . In all cases, such measures shall not adversely affect financial stability or the rights of creditors in the State.
3. The Authority may coordinate with federal or local authorities or any other concerned authority prior to issuing any Board resolution pursuant to this Article, and may request competent judicial authorities to take precautionary, urgent, or other measures necessary to protect the funds and interests of investors or beneficiaries.
4. The Licensed Person shall be notified of the Authority's decision relating to this Article by official notice within a period not exceeding twenty (20) working days from the date of issuance of the decision, which notice shall include:
 - a. The content of the decision;
 - b. The reasons for the decision;
 - c. The effective date of the decision;
 - d. The right of the Licensed Person to file a grievance against the decision within a period not exceeding thirty (30) working days from the date of notification by submitting a request to the Grievances Committee, in accordance with the provisions of this Decree by Law.

Article (55)

Powers of Settlement and Resolution

The Authority shall be vested with the power to effect Settlement and Resolution within the scope of its competence, and in the event of the restructuring or liquidation of any Licensed Person designated as systemically important in accordance with the provisions of Article (52) of this Decree by Law, the Authority may exercise the following powers:

1. To remove or appoint the Executive Management, directors, and any employees, and to recover funds from responsible persons, including the recovery of bonuses and incentives.

2. To appoint one or more persons as Settlement and Resolution administrator to assume control over the Licensed Person and manage its affairs, or parts thereof, for the purpose of restoring its viability, and to grant them the powers set forth in clauses (3), (4), and (5) of this Article.
3. To cancel, amend, or rescind contractual conditions, or to terminate contracts, enforce obligations of the Licensed Person, continue or assign contracts to which the Licensed Person is a party, or purchase or sell assets.
4. To write off or transfer any debt instruments or obligations.
5. To ensure the continuity of services and operational functions deemed necessary by the Authority, through any of the following:
 - a. Requiring other entities within the same group to continue providing services or facilities to the Licensed Person, or to any successor or acquiring entity thereof.
 - b. Ensuring the ability of the entity remaining in Settlement and Resolution to provide such services temporarily to a successor or acquiring entity.
 - c. Obtaining necessary services or facilities from unaffiliated third parties.
6. To cancel the rights of partners or shareholders in the Licensed Person, including the cancellation of rights to acquire additional shares or stakes and the requirements or the approval of partners or shareholders in respect of certain transactions, in order to permit a merger, acquisitions, sale of business operations, recapitalization, or other measures for the restructuring and disposition of the business, obligations, or assets of the Licensed Person.
7. To transfer or sell all or part of the rights, obligations, assets, liabilities, stakes, or shares of the Licensed Person to a solvent third party, notwithstanding requirements relating to consent to or novation of obligations that might otherwise apply.
8. To establish a separate entity to manage the assets of the Licensed Person and transfer such assets thereto for the management of non-performing loans or assets that are difficult to value.
9. To implement a rescue operation with the participation of a third party to ensure continuity of critical functions, either through recapitalization of the entity performing

such functions or through the capitalization of a newly established entity to manage the Settlement and Resolution process to which such functions are transferred.

10. To temporarily suspend the exercise of early termination rights under any contracts or agreements that would otherwise be triggered upon the entry of the Licensed Person into Settlement and Resolution, or in connection with the exercise of Settlement and Resolution powers.
11. To impose a temporary moratorium, with suspension of payments to unsecured creditors and clients, except for payments to Central Clearings, Payment, Clearing and Settlement Systems, and Central Banks, and to suspend creditor actions to seize assets or collect funds or property from the Licensed Person, whilst preserving the enforceability of netting arrangements and collateral agreements.
12. To execute an orderly wind-down and liquidation of all or part of the business of the Licensed Person.
13. To require the Licensed Person to provide immediate access to transaction accounts, return identifiable assets, and return segregated assets to clients.
14. To restrict secured creditors of the Licensed Person from enforcing security rights over its assets, except for assets pledged, assigned, or provided as margin or collateral to Central Clearings, Payment, Clearing and Settlement Systems, or Central Banks.
15. To undertake any of the following measures with respect to debt instruments or other obligations issued by the Licensed Person:
 - a. Amend the maturity date.
 - b. Amend the amount of interest due.
 - c. Amend the date on which interest becomes payable, including temporary suspension of payment.
16. To compel any person to cease or suspend the acceptance of trading in financial instruments related to the Licensed Person.
17. To determine the circumstances to be disregarded in assessing whether an event of default applies under any contract.
18. The Authority shall exercise its powers of Settlement and Resolution:

- a. Notwithstanding any restriction or requirement for consent (other than that of the purchaser) for the transfer of relevant financial instruments, rights, assets, or obligations.
 - b. Without requiring consent from any person, whether public or private, including partners, shareholders, or creditors of the Licensed Person.
 - c. Without the necessity of notifying any person, including any condition requiring publication of notices, prospectuses, or registration of documents with any other authority.
 - d. With priority over any procedural requirements under the applicable corporate laws in the State.
19. The Authority shall exercise its Settlement and Resolution powers with respect to any holding company, subsidiary, or branch of the Licensed Person, after coordination with the competent authorities.
20. The Authority shall be entitled to recover reasonably incurred expenses in connection with the exercise of its Settlement and Resolution powers.
21. Should the Authority determine the existence of obstacles impeding the Settlement and Resolution of the Licensed Person or any entity within its group, it may require the Licensed Person to take such measures as the Authority reasonably considers necessary to remove or mitigate the effects of such obstacles.
22. Neither the Licensed Person, nor any entity within its group, nor any of its directors or employees, nor any person appointed by the Authority, shall be liable for acts or omissions made in good faith to comply with the Authority's requirements in connection with the exercise of Settlement and Resolution powers.
23. If any foreign resolution authority or Financial Free Zone informs the Authority of its intention or action to effect Settlement and Resolution of an entity within the scope of its oversight and requests recognition thereof, the Authority may decide to recognize such action in whole or in part, or to refuse recognition.
24. The Authority may issue regulations regarding enhancing the resolvability of a Licensed Person and the exercise of its Settlement and Resolution powers.

Article (56)

Order of Settlement of Debts and Other Obligations

Without prejudice to the powers and procedures exercised by the Authority pursuant to Articles (54) and (55) of this Decree by Law, any amounts payable to any Licensed Person designated as systemically important in accordance with Article (52) of this Decree by Law, subject to Settlement and Resolution proceedings by the Authority, shall be settled following the completion of Central Clearing operations, in the following order of priority:

1. Secured creditors with collateral over movable or immovable property, to the extent of the value of their pledged assets.
2. Wages, salaries, and other employment-related remuneration due but unpaid during the (6) six months immediately preceding the commencement of Settlement and Resolution.
3. Reasonably incurred expenses by the Authority or any appointed trustee in managing the Settlement and Resolution, including fees and costs associated with the administration thereof.
4. Rights of clients and beneficiaries of the Licensed Person, with the Authority entitled to allocate specific assets or proceeds thereof transferred from the Licensed Person to satisfy such rights.
5. Rights of other creditors, in accordance with the order of priority provided under the Relevant Legislation.
6. Rights of partners or shareholders of the Licensed Person.

Article (57)

Publication of the Announcement of Settlement and Resolution or Liquidation

1. In the event of a Settlement and Resolution or Liquidation of a Licensed Person designated as of Systemic Importance pursuant to the provisions of Article (52) of this Decree by Law, the Announcement shall be published in both Arabic and English in two daily newspapers, or by such means as may be determined by the Authority, within a period not less than (3)

three working days from the date of the Resolution, and the Announcement shall, inter alia, include the following:

- a. Granting a period of not less than three (3) months from the date of publication to enable the clients of the Licensed Person to take the necessary measures to preserve their rights.
 - b. The name of the entity entrusted with the Settlement and Resolution, the means of communication therewith, and its duties, or the appointed liquidator and their duties.
2. In the event that the Settlement and Resolution or Liquidation occurs as a result of the Licensed Person being struck off the Register of Licensed Persons, the Board, or its duly authorized delegate, shall determine, in the striking-off decision, the date of closure of the Licensed Person and the entity entrusted with the Settlement and Resolution or Liquidation of any operations pending as at such date.

Article (58)

Cooperation between the Authority and Judicial Authorities

1. The Authority may submit a request to the judicial authorities pursuant to the Relevant Legislation and within their competencies to monitor communications of any Person who may be connected with a contravention of the provisions of this Decree by Law or the decisions issued thereunder, or to prevent such Person from traveling, freeze their bank accounts, attach any of their Financial Products, undertake other appropriate measures, or compel such Person to comply with the Authority's requirements where a suspicion of breach arises under this Decree by Law and the Relevant Legislation; and the judicial authorities, at their discretion, shall issue the necessary orders on an urgent basis pursuant to the laws in force.
2. The judicial authorities shall notify the Authority of any investigations or proceedings undertaken against Persons subject to the Authority's supervision and oversight, and of any judicial decisions or rulings issued in respect of claims relating thereto.
3. The Authority shall provide the judicial authorities with any clarifications, statements, or information as it deems appropriate and may intervene in such claims where necessary. Furthermore, the Authority may publish summaries of judgments and judicial decisions

by such means as it deems fit, provided that compliance with the applicable laws of the State is observed.

Article (59)

Cooperation of the Authority with Relevant Authorities and Regulatory Authorities

1. The Authority may cooperate with any Relevant Authorities, regulatory authorities in Free Zones, Financial Free Zones, and foreign regulatory authorities, for the purposes of exchanging information, conducting investigations, or performing inspections, through the following:
 - a. Exchange of information or documents required for investigations or inspections or for identifying Persons or Authorities through whom the requested assistance may be obtained.
 - b. Attendance at investigation or inspection sessions related to the matter for which assistance is requested.
2. The Authority may require the Related Entity or Regulatory Authority to maintain the confidentiality of the information and documents provided thereto.
3. The Authority may refuse a request from a Related Entity or Regulatory Authority if granting the request would result in a breach of confidentiality obligations, the public interest, or public order, or would contravene the applicable laws of the State, or pursuant to the principle of reciprocity.
4. The Authority may suspend a request from a Regulatory Authority until the costs of the requested assistance are recovered, where the execution of such request entails financial costs or fees.
5. Pursuant to the provisions of this Decree by Law and the Relevant Legislation, the Authority may compel any Person to implement certain procedures or obligations in implementation of applicable international agreements or treaties in force in the State.
6. All authorities in the State, including Free Zones and Financial Free Zones, shall provide the Authority with any information or data requested whenever related to the implementation of this Decree by Law and the Relevant Legislation.

7. The Authority may share any information, data, documents, or records obtained with any other authority within or outside the State, in accordance with the applicable laws and the Authority's competencies, provided that such sharing does not conflict with the requirements of the public interest.

Article (60)

Reporting of Violations

1. Any Person may report any acts suspected of contravening the provisions of this Decree by Law and the Relevant Legislation to any of the following authorities:
 - a. The Authority or any of the Capital Market Institutions.
 - b. The entity at which the Person is employed.
 - c. The Compliance Officer at the entity at which the Person is employed.
 - d. The Public Prosecution or any Judicial Authority.
2. The reporting Person shall be afforded the necessary legal protection, including the following:
 - a. Exemption from any criminal, civil, or contractual liability arising from the report.
 - b. Exemption from any claim for compensation resulting from making the report.
 - c. Protection against termination of employment or any adverse action by their employer due to the reporting.
3. The reporting Person may claim compensation in the event of any harm suffered as a result of the report.
4. For the purposes of exercising its supervisory functions, the Authority shall receive reports concerning suspected violations of this Decree by Law and the Relevant Legislation and take such action as it deems appropriate, and any documents submitted by the reporting Person shall constitute legal evidence or proof to be relied upon in any legal or judicial proceedings undertaken by the Authority.
5. The identity and data of the reporting Person shall be treated as confidential and may not be disclosed except to judicial authorities or with the Person's written consent.

6. The Authority shall issue a decision regulating the receipt of reports from reporting Persons, the procedures for handling such reports, and may specify a financial reward for the reporting Person to be paid from sources determined by the Authority.

Article (61)

Obstruction of the Authority's Functions

No Person may carry out any act or conduct that obstructs the Authority or its exercise of powers pursuant to the provisions of this Decree by Law and the Relevant Legislation, including the following:

1. Destroying any documents, records, or papers.
2. Refusal to provide or make available any information or documents requested by the Authority.
3. Providing information or documents known to be misleading, false, forged, or altered.
4. Refusal to attend an investigation at the specified time and place without a valid excuse.
5. Refusal to provide any assistance relating to an investigation which the Person is capable of providing.

Article (62)

Evidence

1. Matters may be established by all means of proof in the application of the provisions of this Decree by Law and the Relevant Legislation, and by any means whatsoever, whether traditional or digital, including, without limitation, correspondence, data, electronic records, and audio and visual recordings.
2. The orders and instructions issued by a Person in relation to the sale or purchase of Securities or Foreign Securities, the timing thereof, as well as the analysis of trading activities and the conduct of the Person under investigation, shall constitute admissible evidence and indicia that may be relied upon to establish the occurrence of a violation of the provisions of this Decree by Law and the Relevant Legislation.

Article (63)

Appeal Against Decisions Issued by the Authority

1. A committee within the Authority, hereinafter referred to as the “Appeals Committee,” shall be established, competent to hear appeals against sanctions, administrative measures, and decisions issued by the Authority pursuant to this Decree by Law and the Relevant Legislation. The Authority shall issue a resolution regulating the committee and the procedures and controls governing its work.
2. The Authority may enlist individuals from outside the Authority to serve as members of the Appeals Committee and determine their financial remuneration.
3. An appeal against a decision of the Authority may be lodged within thirty (30) days from the date of notification thereof.
4. The aggrieved party may request the Committee to suspend the execution of the contested decision, and the Committee may order a stay of execution if it is established that the execution thereof would result in serious harm that cannot be remedied.

Article (64)

Amicable Settlement

Without prejudice to the right of litigation or arbitration, disputes arising in relation to the provisions of this Decree by Law and the Relevant Legislation may be resolved through amicable settlement. Such amicable settlement shall be recorded with the Authority by way of a settlement record having the force of an enforceable instrument.

Article (65)

Sanctions and Administrative Measures

1. Without prejudice to the penalties provided for in this Decree by Law, the Board shall issue a regulation specifying the violations, sanctions, and administrative measures applicable to acts contravening the provisions of this Decree by Law and the Relevant Legislation. The Cabinet and the Ministry of Finance shall be notified thereof. Such regulation shall

include the Authority's authority to impose one or more of the following sanctions and administrative measures:

- a. Written Notice;
- b. Warning;
- c. Financial fine not exceeding Two Hundred Million (200,000,000) Dirhams.
- d. Financial fine not exceeding tenfold the profit gained or loss avoided by the violator.
- e. Delay fine, in the event of non-payment of amounts due to the Authority, not exceeding the amount owed, or for breach of any of the obligations prescribed pursuant to this Decree by Law and the Relevant Legislation, not exceeding (5,000,000) five million Dirhams.
- f. Suspension of the violator from dealing in his/her own account, through others, or on behalf of others, for a period not exceeding (3) three years.
- g. Suspension of the violator from dealing in a specified Financial Product for a period not exceeding (3) three years.
- h. Suspension of any member of the Board of Directors, Executive Management, or employees of the Licensed Person for a period not exceeding (1) one year, or suspension from performing specific functions.
- i. Revocation of the Licensed Person's license, approval, or registration for all Financial Activities or for a specified Financial Activity, or removal of any member of its Board of Directors, Executive Management, or prohibition of its employees from performing their duties.
- j. Suspension or removal of any member of the Board of Directors of the Issuer, its Executive Management, and employees, or deprivation thereof of membership, for a period not exceeding (3) three years.
- k. Suspension of the Approved Person from exercising one or more accredited functions for a period not exceeding (1) one year, or revocation of accreditation, or restriction of performance to certain functions.
- l. Prohibition of the Person from holding any position or employment with any licensed entity for a specified period.

- m. Suspension of any Financial Activity conducted without license, approval, or registration, closure of the premises where such activity is carried out, and suspension from performing any function undertaken without Authority authorization. The Authority shall, in all cases, have the right to seize any funds, documents, electronic or digital data, programs, systems, devices, or other electronic or digital tools related thereto, and to impose the appropriate sanction on the violator, whether a partner, member of the Board of Directors, Executive Management, or any other personnel, and to refer the same to the Public Prosecution.
2. The regulations of violations, sanctions, and administrative measures referred to in Clause (1) of this Article shall determine the authority to impose the sanction for acts in violation of this Decree by Law and the Relevant Legislation.
 3. The Authority may engage law enforcement authorities or any competent entities deemed appropriate to implement its decisions as necessary.
 4. The Authority may impose one or more of the sanctions or administrative measures specified in Clause (1) of this Article in the event of refusal, breach, or delay in executing any measure, sanction, or decision issued by the Authority.
 5. The Authority may impose one or more of the sanctions or administrative measures on the Licensed Person for violations committed by its employees or persons affiliated therewith, without prejudice to any direct sanction imposed on the actual perpetrator of the violation.
 6. The Authority may amend, withdraw, or revoke any sanction or administrative measure, or suspend its execution where justified at its discretion.
 7. The Authority may impose any of the sanctions or administrative measures specified in Clause (1) of this Article on facts under investigation or review before judicial authorities.
 8. The Authority may publish the names of violators and the sanctions and administrative measures imposed thereon on its official website or any other medium deemed appropriate, pursuant to the rules issued thereby.
 9. The Authority may establish an advisory committee of experts and specialists from outside the Authority to provide opinions on the results of investigations into violations and on proposed decisions.

Article (66)

Cases of Suspension or Revocation of License, Approval, Registration, or Accreditation

1. The Authority may suspend the Licensed Person with respect to conducting all Financial Activities or a specified Financial Activity for a period not exceeding (12) twelve months, or revoke its license, approval, or registration in any of the following cases:
 - a. Loss of any condition required for licensing, approval, or registration pursuant to this Decree by Law and the Relevant Legislation.
 - b. Failure to pay fees prescribed or refusal to pay fines prescribed in accordance with the rules determined by the Board.
 - c. Refusal to comply with Authority decisions.
 - d. Breach of the financial solvency requirements established by the Authority.
 - e. Deficiency in capital or guarantee as determined in the decisions issued by the Authority, and failure to cover such deficiency within the period specified by the Authority.
 - f. Failure to commence the Financial Activity after issuance of the license within the period determined by the Authority.
 - g. Refusal, delay, or procrastination in providing information requested by the Authority, or providing incorrect, misleading, forged, or falsified information, or concealing any information that leads to deception or misrepresentation.
 - h. Refusal of members of the Board of Directors, Executive Management, or any employee of the Licensed Person to cooperate with the Authority or any of its inspectors.
 - i. Amendment to the Articles of Association or Memorandum of Association without obtaining the approval of the Authority.
 - j. Declaration of bankruptcy or compulsory or voluntary liquidation of the Licensed Person.
 - k. Violation of any obligations specified in this Decree by Law and the Relevant Legislation.

- I. Any other cases determined by the Authority.
2. The license, approval, or registration shall be revoked if the reason for suspension continues beyond the period specified in Clause (1) of this Article, unless the Authority decides to extend such period in its discretion.
3. Following suspension or revocation, the Authority may obligate the Licensed Person to settle and conclude all transactions prior to the suspension or revocation and to maintain the guarantee in accordance with its decisions.
4. Following suspension or revocation, the Authority may designate an entity to undertake the functions of the Licensed Person whose license, approval, or registration has been suspended or revoked, according to the nature of the activity and in accordance with the terms and requirements deemed appropriate.
5. The Authority may suspend or revoke accreditation of one or more functions of the Approved Person, or restrict performance thereof to certain functions, in the cases specified in Clause (1) of this Article, as the case may be.

Article (67)

Rectification of Violations

1. The Authority may require any Person or Entity subject to its supervision to rectify any violations within a specified period, and may impose such administrative sanctions or measures as it deems appropriate in the event of non-compliance therewith, or failure to comply with the rectification procedures or timeframe prescribed by the Authority.
2. The Board may assign any specialized Entity to monitor the rectification of violations whenever necessary, with the costs thereof being borne by the violator, provided that the assigned Entity and its personnel shall be liable for any damage or fault arising from collusion, negligence, dereliction of duty, or disclosure of information. The Authority shall retain the authority to impose subsequent sanctions resulting from non-compliance with the rectification requirements.

Article (68)

Assessment of Imposed Sanctions

The Authority shall have the discretion to aggravate or mitigate sanctions based on any of the following considerations:

1. The variance in the experience or licensing category of the violating Person.
2. The differing impact of the violation.
3. The duration of the violation.
4. The frequency with which the Person committed the same violation.
5. The violator's record of violations.
6. Any other assessment deemed appropriate by the Authority, including, without limitation, the scale of the Licensed Person's business or its capital.

Article (69)

Notification of Sanction or Administrative Measure

The Authority shall notify the violator of the decision issued against them within a period not exceeding ten (10) working days from the date of issuance. The notification shall include the following:

1. Specification of the violative act and the legal provision related to the violation.
2. The sanction or administrative measure imposed upon the violator.
3. The effective date of the decision.
4. The mechanism and period for implementing the sanction.
5. The Authority's right to impose another sanction or administrative measure in the event of non-performance, breach, or delay in executing any measure, sanction, or decision issued against the violator.
6. The violator's right to appeal the decision issued against them within the period prescribed by law.

Article (70)

Authority to Exempt from Administrative Measures or Sanctions

The Authority shall have the authority to exempt any Person or Entity from all or part of the administrative measures or sanctions if such Person or Entity discloses to the Authority their commission of a violative act under this Decree by Law and the Relevant Legislation, and expresses willingness to remove or rectify the violation, provided that such disclosure occurs prior to the Authority's or judicial authorities' knowledge thereof.

Article (71)

Penalties

Any Person who commits any of the acts hereinafter specified, whether the result thereof has occurred or was intended to occur, shall be punishable by imprisonment for a term of not less than one (1) year and a fine of not less than (AED 50,000) fifty thousand Dirhams and not exceeding (AED 250,000,000) two hundred fifty million Dirhams, or by either of these two penalties:

1. Engaging in or performing any Financial Activities subject to the provisions of this Decree by Law or the Relevant Legislation, or undertaking any tasks or activities connected therewith, without obtaining a license, approval, registration, or accreditation from the Authority.
2. Deliberately providing incorrect, misleading, or contravening data in the documents of the Issuer or Foreign Issuer, their reports, Prospectuses, or related advertisements, or modifying any such data after submission to the Authority, or signing or distributing them with knowledge of their inaccuracy.
3. Deliberately broadcasting, presenting, or disseminating incorrect, misleading, or contravening news, information, or statements, or intentionally publishing misleading rumors, where such acts are likely to affect the integrity or stability of the Market.
4. Deliberately performing any act or trading operation on a Financial Product with the intent to create a false or misleading impression regarding the existence of actual trading or genuine demand for such product, or with the intent to control or influence its price, whether upward, downward, or stabilizing, or the trading volume in the Market, or the

decision of an investor, in contravention of this Decree by Law and the Relevant Legislation.

5. Trading in a Financial Product based on Inside Information, or disclosing such information to others, or inducing any Person to trade in such Financial Product based on such information, knowing its confidential nature and potential effect on the Financial Product's price.
6. Willfully failing to disclose Material Information in accordance with this Decree by Law and the Relevant Legislation.
7. Providing the Authority with false or misleading information or data, or submitting forged or altered documents, with knowledge of their inaccuracy or alteration.
8. Deliberately concealing information or documents requested by the Authority pursuant to this Decree by Law and the Relevant Legislation, or willfully failing to provide the same, or performing any act intended to obstruct or hinder the Authority's inquiry, investigation, or inspection, or intentionally disrupting the course of a the investigation session.
9. Violating the provisions of Articles (34), (35), (36), and Paragraphs (d) and (e) of Clause (1) of Article (37) of this Decree by Law.

Article (72)

Any Person who deliberately commits any of the following acts shall be punishable by imprisonment for a term not exceeding (1) one year and a fine of not less than (AED 50,000) fifty thousand Dirhams and not exceeding (AED 50,000,000) fifty million Dirhams, or by either of these penalties:

1. Representing themselves as licensed, registered, accredited, or approved by the Authority to engage in any Financial Activities subject to the provisions of this Decree by Law or any related tasks or activities, with the intent to mislead others or to achieve personal or third-party benefit without Authority approval.
2. Submitting a false report regarding an act deemed violative of this Decree by Law or the Relevant Legislation, with knowledge of its falsity, intending to harm others or mislead the Authority.

Article (73)

Supplementary Penalties

1. In addition to the penalties provided under this Decree by Law, the court may impose one or more of the following measures:
 - a. Prohibition from engaging in the Financial Activity in connection with which the offense was committed for a period not exceeding (5) five years.
 - b. Revocation of accreditation or disqualification from practicing the profession for a period not exceeding (5) five years.
 - c. Disqualification from membership of the Board of Directors of the Issuer for a period not exceeding (5) five years.
 - d. Permanent revocation of the license, approval, or registration required to engage in the Financial Activity.
 - e. Confiscation of funds and seized assets in favor of the State, with the option to allocate the same to the Authority in accordance with the Financial Legislation in force.
2. The imposition of any measure under Clause (1) of this Article shall be mandatory in cases of recidivism.
3. The Court may order the publication of the judgment of conviction at the expense of the convicted person in the manner it deems appropriate.
4. The Authority shall have the right to publish a summary of final judgments issued in criminal proceedings initiated at its request, by such means as it deems appropriate, in compliance with the legislation in force in the State.

Article (74)

The Co-conspirator, Instigator, Causer, and Accomplice

The penalties, administrative measures, and sanctions stipulated in this Decree by Law shall extend to any Person who colludes, instigates, causes, or participates in the commission of any crime or violation prescribed under the provisions of this Decree by Law and the Relevant Legislation.

Article (75)

Settlement in Crimes and Violations

1. The Authority, prior to initiating criminal actions, may effect a settlement with the violator in respect of the crimes stipulated in this Decree by Law, in accordance with the controls issued by a Resolution of the Cabinet.
2. If no settlement takes effect within the specified period, or if the violator rejects the terms thereof, the Authority shall transfer the matter to the competent Public Prosecution to take the procedures of the criminal proceedings.
3. The competent Public Prosecution, after initiating the criminal action and prior to the issuance of a final judgment thereon, shall have the authority to effect a settlement with the violator in accordance with the same controls referred to in Clause (1) of this Article.
4. The settlement shall give rise to the termination of the criminal action or stay of execution of the penalty if effected prior to the issuance of a final conviction judgment, without prejudice to the right of the aggrieved person to claim compensation before the civil courts. No effect shall arise from the settlement if it is concluded after the issuance of a final judgment.
5. The effect of the settlement shall not extend to the penalty of confiscation or any measures related to funds or proceeds obtained from the crime, and such penalties and measures shall remain enforceable regardless of whether the settlement is effected before or after a final judgment is issued.

Article (76)

Non-Liability of the Authority

1. The Authority shall assume no liability for any breach, non-compliance, or violation committed by Persons subject to the provisions of this Decree by Law or the Relevant Legislation, or for any breach, non-compliance, or violation of decisions issued by any Capital Market Institutions.
2. The Authority shall assume no liability for any documents, records, electronic or digital information, or other materials supplied thereto that are forged, falsified, inaccurate, or otherwise involve any fraud or manipulation.

3. The provisions of Clauses (1) and (2) of this Article shall not apply in cases of bad faith, fraud, gross negligence, or gross fault.

Article (77)

Exemption from Certain Authority Decisions

1. The Authority, upon receipt of a written request from any Person seeking exemption from the application of any provisions set forth in Authority decisions, may approve the exemption wholly or partially, condition such approval with such terms as it deems appropriate, or to reject the request.
2. In the event of approval, the Authority may extend the application of the exemption to others on the basis of equality and fair opportunity, provided that the exemption applies to other Persons meeting the same conditions and does not materially or adversely affect the Applicant or the public interest.
3. The Authority shall have the authority to revoke or amend the exemption in the event of non-compliance with the conditions or restrictions specified in the approval, or upon the occurrence of any subsequent reasons, events, or facts that prejudice the public interest.
4. Authority decisions shall specify the mechanism for submitting exemption requests.

Article (78)

Communication with the Authority

Communication with the Authority shall be made through authorized channels and by the Person possessing the relevant capacity or authority, or by a Person duly authorized by such Person. Any request, complaint, or grievance submitted by an unauthorized Person shall not be considered, and the Person shall bear full responsibility for communications with the Authority made using their papers, email, or any other communication means by Persons lacking the relevant capacity, authority, or authorization.

Article (79)

The Capacity of Judicial Enforcement

Employees of the Authority designated by a decision of the Minister of Justice, upon nomination by the Chairman of the Board, shall have the capacity of Judicial Enforcement Officers for the purpose of establishing any contraventions of the provisions of this Decree by Law and the Relevant Legislation. They shall have the authority to prepare the necessary records, and may enlist the assistance of police officers, law enforcement authorities, or any competent entities deemed appropriate for the implementation of Authority decisions where necessary.

Article (80)

Draft Regulations, Rules, Guidelines, Circulars, and Decisions

The Authority may notify the interested parties of the draft regulations, rules, guidelines, circulars, and other decisions related to the organization of the Capital Market sector in the State prior to their issuance, to solicit observations thereon within the period specified by the Authority. Such notification shall include a copy of the draft, a summary thereof, and a statement of its objectives. This provision shall not apply in the following cases:

1. If such notification would result in a delay likely to cause detriment to the Capital Market sector in the State, as determined by the Authority.
2. If the draft aims to correct formal, typographical, or supplementary errors.

Article (81)

Publication and Interpretation

1. The Authority shall publish the regulations, rules, guidelines, circulars, and decisions issued thereby pursuant to the provisions of this Decree by Law and the Relevant Legislation, by such means as it deems appropriate.
2. The Authority shall have the authority to define and interpret all technical terms appearing in this Decree by Law and the Authority Law.

Article (82)

Continued Applicability of Legislation

Resolutions issued by the Cabinet and the Authority prior to the entry into force of this Decree by Law and the Relevant Legislation shall remain in effect to the extent that they do not conflict therewith, until the necessary resolutions are issued to implement the provisions of this Decree by Law and the Relevant Legislation.

Article (83)

Regularization of status

All Entities and Persons to whom the provisions of this Decree by Law and the Relevant Legislation apply shall regularize their statuses in compliance herewith within (1) one year from the date of entry into force of this Decree by Law. The Board may, at its discretion, extend such period as deemed appropriate.

Article (84)

Repeals

Any provision that contravenes or conflicts with the provisions of this Decree by Law is hereby repealed.

Article (85)

Publication and Entry into Force

This Decree by Law shall be published in the Official Gazette and shall enter into force on 1 January 2026.

Mohamed bin Zayed Al Nahyan

President of the United Arab Emirates

Issued by us at the Presidential Palace in Abu Dhabi:

On: 9 Rabi' al-Thani 1447 A.H.

Corresponding to: 10 October 2025 A.D.