

Federal Decree-Law No. (32) of 2025 concerning the Capital Market Authority

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

- Having reviewed the Constitution,
- And Federal Law No. (1) of 1972 concerning the Competencies of Ministries and Powers of Ministers, and its amendments,
- And Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market, and its amendments,
- And Federal Law No. (8) of 2004 concerning Financial Free Zones, and its amendments,
- And Federal Decree-Law No. (26) of 2019 concerning Public Finance, and its amendments,
- And Federal Decree-Law No. (22) of 2020 concerning the Distribution of Competencies and Powers between the Securities and Commodities Authority and the Licensed Securities and Commodities Markets in the State,
- And based on the proposal of the Chairman of the Board of Directors of the Securities and Commodities Authority, and the approval of the Cabinet,

We have issued the following Decree-Law:

Article (1) Definitions

In the application of the provisions of this Decree-Law, the following words and expressions shall have the meanings assigned to each of them, unless the context requires otherwise:

The State: The United Arab Emirates.

The Authority: The Capital Market Authority.

The Board: The Board of Directors of the Authority.

The Chairman of the Board: The Chairman of the Board of Directors of the Authority.

The Chief Executive Officer (CEO): The Chief Executive Officer of the Authority.

Capital Market Regulation Law: Federal Decree-Law No. (33) of 2025 concerning the Regulation of the Capital Market.

Relevant Legislation: The Capital Market Regulation 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 existing or to be established within the State, excluding a Financial Free Zone.

Financial Free Zone: The zones subject to the provisions of Federal Law No. (8) of 2004 concerning Financial Free Zones, and its amending laws, or any law that replaces it.

Related Parties: The Ministry of Economy and Tourism, the Central Bank of the United Arab Emirates, local licensing authorities concerned with corporate affairs in the respective Emirate, and any other entity in the State related to the provisions of this Decree-Law and the Relevant Legislation.

Financial Activities: The financial activities specified in accordance with Article (3) of the Capital Market Regulation Law, related to the competencies and objectives of the Authority in accordance with the provisions of this Decree-Law and the Relevant Legislation.

The Market: A legal person licensed or approved by the Authority to provide the place, means, or digital systems necessary for executing transactions in Securities or Foreign Securities, in accordance with the provisions of this Decree-Law and the Relevant Legislation.

Capital Market Institutions: The Market, Central Clearing House, Central Depository, and any other institution the Board considers to be among the capital market institutions.

Self-Regulatory Organizations (SROs): Capital market institutions or other institutions to which the Authority grants operational and executive powers related to trading, business conduct, and membership, and the imposition of disciplinary measures and sanctions on their violating members, under the supervision and control of the Authority.

Person: A natural or legal person, as the case may be.

Licensed Person: A person licensed or approved by the Authority or registered with it to conduct any of the financial activities that the Authority is competent to regulate in accordance with the provisions of this Decree-Law and the Relevant Legislation.

Approved Person: A natural person approved by the Authority to carry out any tasks related to Financial Activities, whether from the executive management or any employee of the Licensed Person, in accordance with the provisions of this Decree-Law and the Relevant Legislation.

Executive Management: Occupants of positions with persons subject to the supervision and control of the Authority according to its decisions, who undertake management, planning, and supervision tasks.

Securities: A domestic financial instrument representing financial contracts, equity rights, or tradable and transferable debt instruments, including:

1. Shares of public joint-stock companies.
2. Priority rights.
3. Bonds and other debt instruments.
4. Sukuk.
5. Structured products.
6. Certificates.
7. Bills.
8. Units or shares of other collective investment funds licensed by the Authority.
9. Securitized financial instruments.
10. Any contract, right, option, or derivative related to any of the tradable securities or products.
11. Any paper, instrument, share in capital, or other financial instrument that the Board considers a security for the purposes of applying the provisions of this Decree-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 in a financial free zone in accordance with the provisions of this Decree-Law and the Relevant Legislation, which issues or lists securities within the State.

Foreign Securities: Securities issued by a Foreign Issuer, and any paper, instrument, share in capital, or other foreign financial instrument that the Board considers to be 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, when trading in any of them 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 board of managers of the Issuer or the Licensed Person, as the case may be.

Article (2)

The Capital Market Authority

1. The Capital Market Authority is a federal public authority enjoying legal personality, financial and administrative independence, legal capacity, and executive and regulatory powers to conduct its business, and it reports to the Cabinet.

2. The Capital Market Authority shall replace the Securities and Commodities Authority, established by Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market, in all its rights, obligations, and contracts, and is considered its legal successor.

3. The name "Securities and Commodities Authority" shall be replaced by the name "Capital Market Authority" wherever it appears in any legislation.

Article (3)

Headquarters of the Authority

The main headquarters of the Authority shall be in the capital of the State, and by a decision of the Board, branches, offices, or affiliated entities may be established within the State.

Article (4)

Objectives of the Authority

The Authority aims to achieve the following:

1. The integrity and efficiency of the capital market.
2. Regulation and development of the capital market.
3. Achieving the State's objectives for the capital market.
4. Developing the capital market in the State as a financial center with an international reputation.
5. Enhancing the State's competitiveness in international indicators related to the capital market.
6. Promoting fair competition in the capital market.
7. Providing a suitable environment for the investment of funds to ensure the safety of dealings in the capital market and the interest of the national economy.
8. Establishing the foundations of sound and fair dealing to ensure the protection of the interests of investors and dealers in the capital market.

Article (5)

Competencies of the Authority

1. To achieve its objectives in accordance with the provisions of this Decree-Law and the Relevant Legislation, the Authority shall have the following competencies:

- a. Verifying the compliance of persons subject to the Authority's supervision with the Capital Market Regulation Law and the regulations and systems issued in implementation thereof, and the relevant legislation.
- b. Proposing the necessary legislation to regulate the capital market in the State, and supervising and overseeing the enforcement of the provisions of this Decree-Law and the Relevant Legislation after their approval by the Cabinet.
- c. Proposing and preparing policies and strategies related to the regulation of the capital market in the State, and working to implement them after their approval by the Cabinet.
- d. Issuing regulations, rules, guides, circulars, and decisions necessary for the regulation of the capital market.

- e. Mitigating systemic risks associated with the capital market and supporting financial stability therein, to ensure the continuity of systemically important financial activities within the scope of the Authority's competence.
- f. Supervising and overseeing Financial Activities, Licensed Persons, the Issuer, and their respective board members, executive management, and employees, as well as the Foreign Issuer in the case of dealing in Foreign Securities within the State, any dealing in Foreign Securities within the State, securities transactions, and any person related thereto.
- g. Deterring, preventing, and detecting unlawful conduct that causes or may cause harm to the integrity and efficiency of the capital market, including imposing administrative sanctions or referring them to the competent judicial authorities in accordance with the applicable legislation.
- h. Inspecting, periodically or at any time, persons subject to the supervision and oversight of the Authority in the State and any of their branches, and their parent, holding, subsidiary, sister, or affiliate companies inside and outside the State, their auditors, and any other person proven to the Authority to be related to the subject of the inspection, in coordination with the related parties and concerned authorities.
- i. Applying policies and systems to increase efficiency, disclosure, transparency, governance, and management of conflicts of interest to enhance confidence in the capital market.
- j. Developing financial activities and services related to the capital market according to strategies that keep pace with future trends and priorities, and principles of digital development and financial technology to ensure leadership and sustainability, within the scope of the Authority's competence.
- k. Supporting the applications of the experimental environment for unregulated financial activities in line with the developments of global financial markets until they are regulated and licensed according to the legislation in force in the State, in coordination with the concerned authorities.

l. Regulating the mutual recognition of financial activities and securities, regulating dual licensing, and regulating inter-registration procedures, and any other mechanisms with counterpart regulatory bodies outside the State or in Financial Free Zones, and determining their types and limits of application, in accordance with the procedures followed in the State.

m. Proposing accession to international treaties and agreements, and proposing memoranda of understanding and cooperation agreements with countries, organizations, markets, unions, and Gulf, regional, and international bodies related to the activities and competencies of the Authority, or signing or acceding to them, after coordination with the Ministry of Foreign Affairs and the concerned authorities.

n. Representing the State in regional and international organizations, federations, bodies, events, and conferences in the areas of the Authority's competence, after coordination with the Ministry of Foreign Affairs.

o. Organizing professional and scientific activities such as conferences, seminars, lectures, and training and awareness programs related to the Authority's competencies, and cooperating with the concerned authorities.

p. Any other competencies granted to the Authority by virtue of laws, regulations, or decisions issued by the Cabinet.

2. In exercising its competencies referred to in clause (1) of this Article, the Authority shall observe the following:

a. The optimal use of its resources.

b. Exercising its powers and performing its duties with transparency.

c. Compliance with relevant and recognized principles of good governance.

d. Cooperation with related parties and regulatory and supervisory bodies inside and outside the State, in a manner that does not conflict with the applicable legislation.

3. The Authority shall exercise its competencies granted to it by the provisions of this Decree-Law and the Relevant Legislation in the State, with the exception of Financial Free Zones.

Article (6)

The Board of Directors of the Authority

1. The Authority shall have a Board of Directors, the formation of which shall be issued by a Cabinet decision, with no less than (7) seven members, including the Chairman of the Board, for a term of (3) three years, renewable for similar terms. The decision shall specify the Chairman of the Board.
2. The Chairman of the Board may issue decisions in exceptional or urgent cases in accordance with the provisions of this Decree-Law and the Relevant Legislation, provided that they are presented at the first meeting of the Board for approval, rejection, or amendment, and to settle any resulting situations.
3. The Board shall select a Vice-Chairman from among its members, unless appointed by the Cabinet in the formation decision.
4. The Vice-Chairman shall replace the Chairman in his absence or if his position becomes vacant for any reason.
5. The Chairman of the Board may delegate any of his powers to the Vice-Chairman.
6. The Board may invite any person it deems appropriate with expertise and specialization to attend its meetings without having a counted vote when making a decision or recommendation.

Article (7)

Conditions for Board Membership

1. The Chairman and members of the Board must meet the following conditions:
 - a. Have experience in economic, financial, banking, or capital market affairs.
 - b. Have not been declared bankrupt or insolvent or have ceased to pay their debts.
 - c. Have not been previously convicted of a felony or a misdemeanor affecting honor or integrity, even if rehabilitated.
 - d. Not be a serving minister in the Federal Government.
 - e. Not be a member of the Federal National Council.

f. Not be a member of the board of directors or holding an executive management position in any listed entity, or its parent, holding, subsidiary, sister, or affiliate company, or any Licensed Person.

g. Not be a controller or auditor of the accounts of any Licensed Person, or an owner, agent, or partner in any accounting firm.

2. The Cabinet may grant an exemption from any of the conditions mentioned in clause (1) of this Article.

Article (8)

Powers of the Board

The Board is the supreme authority of the Authority and shall oversee the management of its affairs. In this regard, it may do the following:

1. Approve policies, strategies, and legislation related to the competencies entrusted to the Authority, in coordination with the concerned authorities in the State, and submit them to the Cabinet for approval.
2. Adopt the general policy of the Authority, its strategic plans, and the necessary programs and projects in accordance with the procedures followed in this regard.
3. Adopt the necessary systems, regulations, and work plans for the proper functioning of the Authority.
4. Approve the organizational structure of the Authority and submit it to the Cabinet for approval.
5. Approve the annual budget and final account of the Authority, to be adopted in accordance with the applicable Public Finance Law.
6. Approve the corporate governance rules of the Authority, which include a set of rules and systems aimed at achieving quality and excellence in performance in line with strategic plans and their objectives and in accordance with the best international standards, and its membership in specialized international bodies.
7. Identify and recognize Self-Regulatory Organizations, regulate their powers and their supervisory and regulatory role, and cancel such recognition or suspend or amend any of the powers granted to them, in accordance with the regulations it issues.
8. Approve the establishment of any professional institution or association related to the capital market or any financial activities

related to the Authority's competencies in the State before its establishment, in accordance with the legislation in force in the State and the conditions set by the Authority, and in coordination with the concerned authorities.

9. Cancel, amend, restrict, suspend, stop the implementation of, or reinstate any decision issued by the Board, as well as any internal controls, decisions, or circulars issued by capital market institutions, in coordination with these institutions, whenever the interest so requires.
10. Stop the activity of any capital market institution in the event of exceptional circumstances or anything that threatens the proper and orderly conduct of business.
11. Suspend or stop trading in any financial product in the event of exceptional circumstances or anything that threatens the proper and orderly conduct of business.
12. Approve the fees, commissions, and charges for services collected by the Authority in implementation of the provisions of this Decree-Law and the Capital Market Regulation Law.
13. Form committees or advisory councils it deems appropriate to assist it in performing its tasks and competencies and supervise their performance in accordance with the applicable legislation in this regard. These committees or councils may include persons from outside the Authority in their membership. The Board must take appropriate measures to comply with professional and international standards and the rules of work and governance.
14. Approve the conclusion of treaties, agreements, and memoranda of understanding in implementation of the Authority's competencies, taking into account the procedures followed in this regard.
15. Issue regulations, rules, guides, circulars, and decisions related to the regulation of the capital market, and suspend, amend, withdraw, cancel, or update them after coordination with the concerned authorities, including the following:
 - a. Regulating the business and activities of capital market institutions and determining the type of Securities and Foreign Securities traded in those institutions.
 - b. Regulating Financial Activities and Licensed Persons, including their financial adequacy, and defining the professions and jobs

associated with those activities and the standards of professional conduct.

c. Determining the location of the main head office necessary to conduct the financial activity and any of its branches, whether inside or outside the State or in a free zone or a financial free zone, in accordance with its conditions and requirements.

d. Regulating the licensing and practice of financial activity for companies and institutions of Financial Free Zones wishing to conduct their activities within the State outside those zones, and companies and institutions outside the State wishing to practice financial activity within the State outside the Financial Free Zones, and determining the location of practice of the financial activity for each of them in accordance with the Authority's decisions.

e. Regulating the business and activities of the Market and Financial Activities in the Free Zones whenever their legislation permits the practice of Financial Activities within those zones.

f. Regulating trading platforms for specific types of financial products and all related transactions, rights, activities, and financial services.

g. Regulating dealing in Securities and Foreign Securities within the State, whether the Issuer or Foreign Issuer is in the State, in a foreign country, in a free zone, or a financial free zone.

h. Identifying and regulating the entities that issue securities, and the types and classes of issued securities.

i. Regulating investor transactions, and the offering, issuance, promotion, definition, valuation, auditing, and any other transactions or rights related to Securities and Foreign Securities listed on the Market.

j. Regulating investor transactions, and the offering, issuance, promotion, definition, valuation, auditing, disclosure, depositing, settlement, clearing, transfer of ownership, custody, registration, financing, transfer, delivery, and any other transactions or rights related to Securities and Foreign Securities not listed on the Market.

k. Regulating the establishment and licensing of investment funds, determining their legal form according to its conditions and

procedures, and regulating their issues, and the classes and types of those issues.

l. Regulating collective investment, and any other funds, entities, or investment forms that are established.

m. Regulating the operations and procedures for the substitution of the central clearing house for the parties to a contract.

n. Regulating and setting standards for the management and disclosure of conflicts of interest for the entities and persons subject to its supervision and oversight.

o. Regulating the governance of Licensed Persons, taking into account the governance requirements issued by the related parties, as the case may be.

p. Regulating the mechanisms, practices, and transactions of financial activities and their practitioners that the Authority accepts or determines according to its competencies and objectives.

q. Regulating cash balances in dormant accounts with the Licensed Person, excluding capital market institutions, and the returns thereof, and regulating their final disposition.

r. Issuing decisions related to preventing and detecting money laundering and terrorism financing operations, due diligence procedures for customers and continuous monitoring of their operations and record-keeping, and procedures for providing the Authority and competent authorities with information and records, and mechanisms for imposing and applying appropriate policies and procedures to mitigate risks, without prejudice to the legislation on combating money laundering crimes, combating the financing of terrorism, and financing the proliferation of weapons of mass destruction in force in the State.

s. Regulating and establishing special rules for the provisions, conditions, and procedures for security, freezing, pledging, seizure, execution, financing, custody, and ownership of financial products, and the conditions and procedures for their termination, and any related conditions or procedures.

16. Any other competencies or powers granted to it by virtue of laws, regulations, or Cabinet decisions.

Article (9)

Resignation or Vacancy

1. The Chairman of the Board may request approval for his resignation by a written request submitted to the Cabinet.
2. A member of the Board may request approval for his resignation by a written request submitted to the Board, and a decision on the resignation shall be issued by the Cabinet based on a recommendation from the Chairman of the Board.
3. In the event of the acceptance of the resignation of the Chairman or a member of the Board, or if his position becomes vacant for any reason before the end of the Board's term, a successor shall be appointed for the remainder of the Board's term in accordance with the appointment and membership conditions referred to in Articles (6) and (7) of this Decree-Law.

Article (10)

Termination of Membership

1. Membership in the Board shall terminate at the end of its term without renewal, or by death or resignation. Membership in the Board may also be terminated by a decision of the Cabinet in any of the following cases:
 - a. If the member commits serious errors or violations in the management of the Authority.
 - b. If the member is absent from (3) three consecutive meetings without the Board's approval, unless the absence is on an official mission, or due to annual or sick leave, or for an excuse accepted by the Chairman of the Board.
 - c. If the member loses any of the membership conditions specified in Article (7) of this Decree-Law.
 - d. If the member becomes unable to perform his duties for any reason.
 - e. Any other reasons determined by the Cabinet.
2. Members of the Board shall continue to perform their duties if their term of membership ends without extension until new members are appointed to replace them, and the decisions issued by the Board during this period shall be valid and effective.

Article (11)
Remunerations and Allowances for the Chairman and
Members of the Board
and Advisory Committees and Councils

The Board shall propose a system regarding the remunerations and allowances of the Chairman and members of the Board and advisory committees and councils, and a decision thereon shall be issued by the Cabinet.

Article (12)
Board Meetings

1. The Board shall hold at least (6) six meetings per year, at the invitation of the Chairman of the Board.
2. The Chairman of the Board may call the Board to meet whenever the need arises.
3. The Chairman of the Board must call the Board to meet if requested to do so by at least one-third of its members.

Article (13)
Quorum for Meetings

1. A meeting of the Board shall not be valid unless attended by more than half of the members of the Board, provided that the Chairman of the Board or his deputy is among them.
2. Decisions of the Board shall be issued by a majority of the votes of those present, and in the event of a tie, the side of the chairman of the meeting shall prevail.

Article (14)
Delegation of Powers

1. The Board may delegate some of its powers provided for in the provisions of this Decree-Law and the Capital Market Regulation Law to its Chairman, the CEO, any committee it forms, or any employee of the administrative body it deems appropriate, provided that the delegation is in writing and specifies the delegated powers and the duration of the delegation.

2. Subject to clause (2) of Article (27) of this Decree-Law, the Board may delegate some of the Authority's operational or executive powers to any of the capital market institutions or Self-Regulatory Organizations after their approval. In this case, these institutions shall be obliged to establish controls regarding those powers and the penalties resulting from their violation, and a mechanism for considering complaints and grievances, provided that these controls are approved by the Authority before they are implemented. The Board may cancel, suspend, or amend that delegation in cases it deems necessary to achieve the public interest.

Article (15)

The Chief Executive Officer

The Authority shall have a Chief Executive Officer with the rank of Undersecretary, who shall be appointed by a Federal Decree based on the recommendation of the Board, and who shall undertake the following tasks:

1. Proposing the policies, strategies, plans, and programs of the Authority and submitting them to the Board, and supervising their implementation after approval.
2. Proposing draft laws and resolutions related to the implementation of this Decree-Law and the Relevant Legislation to enable the Authority to perform its duties, and presenting them to the Board to take the necessary action.
3. Proposing the organizational structure of the Authority and presenting it to the Board to take the necessary action.
4. Proposing plans, projects, initiatives, and programs and presenting them to the Board for approval, following up on the implementation of the approved ones and submitting reports thereon.
5. Supervising the organizational units under him, empowering them, following up on their achievements and performance results, and proposing the necessary systems and procedures to contribute to improving and developing performance.
6. Following up on the implementation of decisions issued by the Board or any of its committees.

7. Issuing licenses, approvals, registrations, and accreditations necessary for the conduct and supervision of the capital market.
8. Issuing circulars and guiding regulations related to the Authority's competence in implementation of the Board's decisions.
9. Supervising the preparation of the draft annual budget of the Authority and its final account, and presenting them to the Board for approval, and following up on the implementation of the budget within the allocated appropriations.
10. Representing the Authority before the judiciary and in its relations with third parties.
11. Signing contracts, approving tenders, auctions, and other procedures necessary for the conduct of the Authority's work in accordance with the legislation in force in the Authority.
12. Concluding treaties, agreements, and memoranda of understanding and taking the necessary measures to implement the Authority's competencies, after the Board's approval, and after coordination with the Ministry of Foreign Affairs or the concerned authorities, as the case may be.
13. Cooperating and coordinating with related parties and specialized regulatory bodies inside and outside the State in areas related to the Authority's competencies, after coordination with the Ministry of Foreign Affairs or the concerned authorities, as the case may be.
14. Forming operational committees and working groups to enable the Authority to implement its competencies, defining the tasks of those committees and working groups and their working system, and obtaining the Board's approval if it is decided to grant remuneration to any of them in accordance with the system issued under Article (11) of this Decree-Law.
15. Taking appropriate decisions regarding reports related to this Decree-Law and the Relevant Legislation.
16. Submitting periodic reports on the progress of the Authority's work, achievements, and performance, and presenting them to the Board.
17. Any other tasks or powers granted to him by virtue of laws or regulations, or delegated or assigned to him by the Board or the Chairman of the Board.

The CEO may delegate some of his tasks or powers—in which he is not delegated—to any employee of the administrative body in the Authority he deems appropriate, provided that the delegation is in writing and specifies the delegated tasks or powers and the duration of the delegation.

Article (16)

The Administrative Body of the Authority

The Authority shall have a qualified administrative body, possessing the necessary powers to achieve the objectives and competencies of the Authority, in accordance with the provisions of this Decree-Law, the Capital Market Regulation Law, and the Relevant Legislation.

Article (17)

Obligations of the Administrative Body of the Authority

The administrative body shall adhere to the following:

1. Applying the professional standards approved by the Authority.
2. Applying the decisions issued by the Authority regarding the regulation of their dealings in Securities and Foreign Securities or their work or participation in the membership of the board of directors of any of the entities subject to the Authority's supervision.
3. Implementing the decisions issued by the Board or the CEO.
4. Maintaining the confidentiality of data and information related to their functions in the Authority.
5. Not disclosing any information or contributing to the consideration or study of legal cases or investigations related to violations and regulatory measures taken by the Authority after the end of their employment with the Authority, if they had initiated, participated in, or contributed to any of them during their employment with the Authority.

Article (18)

Information Prohibited from Publication

1. The Chairman and members of the Board and any members of the advisory committees and councils formed in accordance with the provisions of this Decree-Law are prohibited from disclosing any information that is prohibited from publication, unless its disclosure is permitted or required by law or judicial order, or when the disclosure is

directed to entities and authorities inside or outside the State or in a financial free zone, provided that the request does not conflict with the requirements of the public interest. This prohibition shall remain in effect even after the end of the membership or mission.

2. All information obtained by any of the persons referred to in clause (1) of this Article by virtue of their positions or in the course of performing their duties, as long as it is not available to the public, shall be considered information prohibited from publication.

Article (19)

Confidentiality of Data and Information

1. The Authority and its employees are obligated to maintain the confidentiality of data and information received from any person in relation to the Authority's competencies.

2. Notwithstanding what is stated in clause (4) of Article (17) of this Decree-Law, any confidential data or information may be disclosed in any of the following cases:

- a. Written consent from the person to whom such data or information relates.
- b. Implementation of a decision or judgment issued by the judicial authorities.
- c. If the disclosure is permitted under this Decree-Law and the legislation in force in the State.
- d. If the disclosure is necessary for cooperation with a related party or another foreign regulatory body at the discretion of the Authority, taking into account the applicable legislation.
- e. Any other cases for which a decision is issued by the Board.

3. When disclosing confidential data or information, in accordance with clause (2) of this Article, it may be stipulated that it shall not be disclosed to third parties or used judicially or administratively against the person, institution, or company to which this information relates.

Article (20)

Disclosure of Conflict of Interest

1. The Chairman of the Board and its members shall be obligated to do the following:

- a. Disclose in writing to the Authority, before assuming their duties, the Securities and Foreign Securities owned by them and their minor children under their guardianship, and their and their minor children's under guardianship's contributions in any Licensed Person, and any change that occurs to that throughout their membership term, within one week from the date of their knowledge thereof. This includes the spouse of the Chairman of the Board and its members regarding the Securities and Foreign Securities known to their spouse.
- b. Adhere to the Board's decisions regarding any dealings in Securities and Foreign Securities.
- c. Disclose their interests that may conflict with their membership on the Board upon their appointment and when any conflict arises. In the event that any of them has a personal interest in any transaction or contract to which the Authority is a party, he must declare this interest to the Board before starting the discussion of the subject and withdraw from the meeting when this transaction or contract is being discussed and not participate in the voting on it, in accordance with the code of conduct and governance controls issued by the Board.

2. The CEO and employees of the administrative body shall be obligated to do the following:

- a. Immediately disclose to any entity designated by the Authority any material conflict of interest they face while performing their duties or functions.
- b. Refrain from participating in making decisions in which they have a conflict of interest. A breach of this shall not result in those decisions being considered null or invalid.

Article (21)

Exemption from Liability

1. The Authority, the Chairman and members of the Board, the CEO, the committees formed by the Board whether from within or outside it, the administrative body, and its legally authorized representatives, shall be exempt from civil liability towards third parties unless bad faith with the intent to harm third parties, gross negligence, or failure to exercise due

care is proven, in relation to any act or omission during the exercise of the Authority's competencies and duties in accordance with the provisions of this Decree-Law and the Relevant Legislation.

2. The Authority shall bear all fees, expenses, costs, and legal fees for the defense of the persons mentioned in clause (1) of this Article in lawsuits related to the performance of their duties in the Authority. The Authority shall have recourse against any of the persons mentioned in this Article if their bad faith with the intent to harm third parties, gross negligence, or failure to exercise due care is proven.

Article (22)

Budget of the Authority

1. The Authority shall have its own independent budget, subject to the approval of the Board, and shall be submitted to the Ministry of Finance, showing its resources and detailed expenditures in an annex attached to the general budget linkage law.

2. The Authority shall prepare its final account and submit it to the Ministry of Finance to be included in the draft law for the approval of the consolidated final account.

3. The fiscal year of the Authority shall be twelve (12) calendar months, beginning on the first of January and ending on the (31st) of December of each year.

4. The Authority shall have accounting systems in accordance with the accounting principles applicable in the State, which are approved by the Board, and shall be approved by the Cabinet.

5. The Board shall approve the financial policy for making transfers in the Authority's budget—excluding assets—in accordance with the applicable accounting principles, to be approved by the Cabinet.

6. Surpluses from the implementation of the annual budget shall be transferred in accordance with the provisions of the applicable Public Finance Law.

7. In the event that the Authority is unable to cover its obligations, the Authority shall present the matter to the Cabinet to decide what it deems appropriate.

Article (23)

Funds of the Authority and the General Reserve

1. The funds of the Authority are considered public funds.
2. The Authority shall enjoy all the facilities and privileges granted to government entities in the State.
3. The Authority may establish a general reserve, the regulation, financing, use of its funds, and all related matters shall be issued by a decision of the Cabinet based on the proposal of the Board.

Article (24)

Financial Resources of the Authority

The revenues of the Authority shall include what accrues to it in accordance with the provisions of this Decree-Law, the Capital Market Regulation Law, and the Relevant Legislation, in particular the following:

1. Fees, commissions, and charges for services provided by the Authority in accordance with its established competencies.
2. Financial fines imposed by the Authority.
3. Consideration for reconciliation made in accordance with the provisions of the Capital Market Regulation Law and the Relevant Legislation.
4. Returns generated from the exploitation, use, or disposal by the Authority of its funds, or the funds of non-investment funds regulated or established by the Authority.
5. Movable and immovable funds allocated to the Authority by the Federal Government.
6. Grants, donations, and any other resources provided to the Authority and accepted by a decision of the Board.

Article (25)

Auditing the Authority's Accounts

1. The accounts of the Authority shall be audited by one or more external auditors, selected periodically by the Board, which shall determine their annual remuneration.
2. The Authority is obligated to submit its financial statements to the appointed auditor for annual review and audit.

3. The auditor is obligated to prepare a report on the Authority's financial statements in accordance with the standards for preparing such reports, and to send it to the Board. This report shall include a statement clarifying his views on the fairness of the Authority's financial statements for the concerned fiscal year, and the results of its operations and cash flows during that year.
4. The auditor shall have access at all official working times to any information necessary to prepare his report, even if it is in the possession of any employee of the Authority, and may request any information or explanations from the Authority's employees as he deems necessary for the performance of his duties.
5. The Authority shall issue the audited financial statements approved by the Board before the date specified in the financial circular issued by the Ministry of Finance, in preparation for the UAE Accountability Authority to issue its preliminary report on the final account of the Authority.
6. The Authority shall send a copy of the approved external auditor's report to the Ministry of Finance within the period specified in the financial circular issued by the Ministry of Finance.
7. No person shall, without an acceptable excuse, intentionally engage in any conduct that obstructs the work of the auditor during the exercise of his duties.

Article (26)

Special Affairs of the Authority

1. The Authority shall have its own legislation related to administrative, financial, contractual, procurement, and human resources affairs.
2. The Authority shall have its own organizational structure, and its own scale of grades, salaries, benefits, and bonuses for its employees.
3. The Board shall approve the decisions related to what is stated in clauses (1) and (2) of this Article, to be approved by the Cabinet.
4. The federal legislation in force shall apply to the Authority in matters for which there is no special provision in this Decree-Law or the regulations and rules issued in implementation thereof.

Concluding Provisions

Article (27)

Supervision by the UAE Accountability Authority and Continuation of Certain Legislations

1. The Authority shall be subject to the supervision of the UAE Accountability Authority in accordance with Federal Decree-Law No. (56) of 2023 concerning the UAE Accountability Authority or any law that replaces it.
2. Federal Decree-Law No. (22) of 2020 concerning the Distribution of Competencies and Powers between the Securities and Commodities Authority and the Licensed Securities and Commodities Markets in the State, and the decisions issued in implementation thereof, shall continue to be in force.
3. Cabinet Resolution No. (111) of 2022 concerning the Regulation of Virtual Assets and their Service Providers, and No. (112) of 2022 concerning the Delegation of Certain Competencies Related to the Regulation of Virtual Assets, and any decisions issued thereunder, shall continue to be in force to the extent that they do not conflict with this Decree-Law and the Relevant Legislation, until they are repealed, amended, or replaced by others.
4. The decisions issued by the Cabinet and the Authority before the entry into force of this Decree-Law and the Capital Market Regulation Law shall continue to be in force to the extent that they do not conflict with them, until the necessary decisions are issued to implement the provisions of this Decree-Law and the Capital Market Regulation Law.

Article (28)

Delegation of Competencies and Outsourcing of Services

1. The Cabinet may, upon the proposal of the Board, delegate any of the Authority's competencies provided for in this Decree-Law and the Capital Market Regulation Law to any federal or local government entity.
2. The Authority may, upon the approval of the Board, outsource some of its services to any other governmental or private entity after the approval of the Cabinet.

Article (29)

Repeals

1. Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market is hereby repealed.
2. Any provision that contradicts or conflicts with the provisions of this Decree-Law is hereby repealed.

Article (30)

Publication and Enforcement of the Decree-Law

This Decree-Law shall be published in the Official Gazette and shall come into force as of January 1, 2026.

Mohamed bin Zayed Al Nahyan
President of the United Arab Emirates

Issued by us at the Presidential Palace - Abu Dhabi:

Date: 09 / Rabi' al-Thani / 1447 H

Corresponding to: 01 / October / 2025 AD