

## Draft Amendments to the Exchange Rules

### a) Introduction:

The Saudi Exchange is committed to involve all concerned and interested parties to participate and share their views on the regulatory framework. This been said, Saudi Exchange announces the publishing of the draft amendments to the Exchange Rules. The draft amendments to the Exchange Rules aim to strengthen and develop the Sukuk and debt market in the Kingdom by enhancing the regulatory framework for securitization activities. The draft amendments will be published for public consultation for a period of (14) calendar days ending on (14\06\2026G) corresponding to (28\12\1447H).

### b) Objective of the Draft Amendments:

The draft amendments aim to strengthen and develop the Sukuk and debt market in the Kingdom by enhancing the regulatory framework for securitization activities.

### c) Receive Public Views:

Saudi Exchange would be pleased to receive your feedback and views on the Proposed amendments of the Exchange Rules through the following email:

[Public.Consultation@tadawulgroup.sa](mailto:Public.Consultation@tadawulgroup.sa)

Your feedback shall be considered and assessed during the process of issuing the final versions of the amendments.

### d) Proposed Amendments on the Listing Rules compared with the current Provisions:

	Current Provisions	Provisions after proposed Amendments
<b>1.</b>	<p><b>Article 17: Supporting documents</b></p> <p>An issuer who is applying for listing of its securities must submit to the Exchange:</p> <p>a. a formal application for listing signed by a representative of the issuer containing</p>	<p><b>Article 17: Supporting documents</b></p> <p>An issuer who is applying for listing of its securities must submit to the Exchange:</p> <p>a. a formal application for listing signed by a representative of the issuer</p>

Current Provisions	Provisions after proposed Amendments
<p>the following information and documents:</p> <ol style="list-style-type: none"> <li>1) the information and documents set out in Annex 1 of these Rules where the application is for listing shares or debt instruments. If the application is submitted pursuant to Article 23 of these Rules, it must be in the form set out in Annex 4 of these Rules.</li> <li>2) the information and documents set out in Annex 2 of these Rules where the application is for listing units of a Real Estate Investment Traded Fund.</li> <li>3) the information and documents set out in Annex 3 of these Rules where the application is for listing units of an Exchange Traded Fund.</li> <li>4) the information and documents set out in Annex 6 of these Rules where the application is for listing units of a Closed-Ended Investment Traded Fund.</li> <li>5) The information and documents set out in annex (1) (b) of these Rules</li> </ol>	<p>containing the following information and documents:</p> <ol style="list-style-type: none"> <li>1) the information and documents set out in Annex 1 of these Rules where the application is for listing shares-<del>1</del> <a href="#">and Annex 1 (B) of these Rules where the application is for listing</a><del>or</del> debt instruments. If the application is submitted pursuant to Article 23 of these Rules, it must be in the form set out in Annex 4 of these Rules.</li> <li>2) the information and documents set out in Annex 2 of these Rules where the application is for listing units of a Real Estate Investment Traded Fund.</li> <li>3) the information and documents set out in Annex 3 of these Rules where the application is for listing units of an Exchange Traded Fund.</li> <li>4) the information and documents set out in Annex 6 of these Rules where the application is for listing units of a Closed-Ended Investment Traded Fund.</li> </ol>

	Current Provisions	Provisions after proposed Amendments
	<p>where the application is for listing Saudi Depository Receipts.</p>	<p>5) The information and documents set out in annex (1) (b<del>c</del>) of these Rules where the application is for listing Saudi Depository Receipts.</p>
2.	<p><b>Article 34: Scope and application</b></p> <p>a. This Part aims to regulate the notifications sent to the Exchange relating to changes of ownership, and the oversight over the shareholders and unitholders' compliance with the applicable lock-up periods.</p>	<p><b>Article 34: Scope and application</b></p> <p>a. This Part aims to regulate the notifications sent to the Exchange relating to changes of ownership, and the oversight over the shareholders and unitholders' compliance with the applicable lock-up periods, <u>and oversight of the compliance of the Originator with the prohibition on disposing of Asset-Backed Debt Instruments.</u></p>
	<p><b>Article 36: Lock-up periods</b></p> <p>a. The Centre shall restrict the disposal of shares held by shareholders who are subject to the lock-up period as specified in the prospectus or the registration document.</p> <p>b. The Centre shall restrict the disposal of shares held by shareholders who own the</p>	<p><b>Article 36: Lock-up periods</b></p> <p>a. The Centre shall restrict the disposal of shares held by shareholders who are subject to the lock-up period as specified in the prospectus or the registration document.</p> <p>b. The Centre shall restrict the disposal of shares held by shareholders who own the</p>

Current Provisions	Provisions after proposed Amendments
<p>shares of a capital increase with the suspension of preemptive rights.</p> <p>c. In respect of the Listed Funds, the Centre shall restrict the disposal of units held by unitholders who are subject to the lock-up period as specified in the terms and conditions of the fund.</p> <p>d. The Centre will automatically lift the restrictions on the shares and units as specified in paragraphs (a), (b), (c) of this Article, after the end of the lock-up periods imposed by the relevant Implementing Regulations.</p> <p>e. The issuer must provide the Exchange with the details of its directors, audit committee members, senior executives, and any of their associates in accordance with the form prescribed by the Exchange. The Exchange will oversee their adherence to the lock-up periods imposed by the Rules on the Offer of Securities and Continuing Obligations.</p> <p>f. The Exchange shall, when it becomes aware that any person mentioned in paragraph (e) of this Article is not in</p>	<p>shares of a capital increase with the suspension of preemptive rights.</p> <p><u>c. The Centre shall restrict the Originator from disposing of the Asset-Backed Debt Instruments that it is required to hold in accordance with the provisions of the Rules on the Offer of Securities and Continuing Obligations.</u></p> <p><del>e.</del><u>d.</u> In respect of the Listed Funds, the Centre shall restrict the disposal of units held by unitholders who are subject to the lock-up period as specified in the terms and conditions of the fund.</p> <p><del>e.</del><u>e.</u> The Centre will automatically lift the restrictions on the shares and units as specified in paragraphs (a), (b), (<del>e</del>) of this Article, after the end of the lock-up periods imposed by the relevant Implementing Regulations.</p> <p><del>e.</del><u>f.</u> The issuer must provide the Exchange with the details of its directors, audit committee members, senior executives, and any of their associates in accordance with the form prescribed by the Exchange. The Exchange will oversee</p>

Current Provisions	Provisions after proposed Amendments
<p>compliance with the lock-up periods imposed by the Rules on the Offer of Securities and Continuing Obligations, notify the Authority of the suspected breach in order for the Authority to take the appropriate steps.</p>	<p>their adherence to the lock-up periods imposed by the Rules on the Offer of Securities and Continuing Obligations.</p> <p><del>f.g.</del> The Exchange shall, when it becomes aware that any person mentioned in paragraph (e<del>f</del>) of this Article is not in compliance with the lock-up periods imposed by the Rules on the Offer of Securities and Continuing Obligations, notify the Authority of the suspected breach in order for the Authority to take the appropriate steps.</p>
<p><b>PART 10: ANNEXES</b></p> <p><b>Annex 1</b></p> <p><b>Content of Application for Listing of Shares or Debt Instruments</b></p> <p><b><u>First:</u></b></p> <p>The following information must be provided in the named, signed and dated application for listing (where applicable):</p> <p><b>1. Shares</b></p> <ul style="list-style-type: none"> <li>▪ Issued shares;</li> <li>▪ Number;</li> <li>▪ Class;</li> </ul>	<p><b>PART 10: ANNEXES</b></p> <p><b>Annex 1</b></p> <p><b>Content of Application for Listing of Shares or Debt Instruments</b></p> <p><b><u>First:</u></b></p> <p>The following information must be provided in the named, signed and dated application for listing (where applicable):</p> <p><b>1. Shares</b></p> <ul style="list-style-type: none"> <li>▪ Issued shares;</li> <li>▪ Number;</li> <li>▪ Class;</li> </ul>

Current Provisions	Provisions after proposed Amendments
<ul style="list-style-type: none"> <li>▪ Nominal value per share (SR);</li> <li>▪ Amount paid up per share (SR);</li> <li>▪ Total amount paid up for issued shares (SR);</li> <li>▪ Offer price; and</li> <li>▪ Targeted market for listing.</li> </ul> <p><b>2. Debt instruments and convertible debt instruments</b></p> <ul style="list-style-type: none"> <li>▪ The Issuer and the sponsor's name (where applicable) and the Issuer's description;</li> <li>▪ The Issue and/or Debt Instrument name;</li> <li>▪ Number;</li> <li>▪ Class;</li> <li>▪ Nominal value (SR), the tranches number, the value of each tranche for which application is being made, and the details of each tranche in the issuance programme;</li> <li>▪ Redemption value (SR); and</li> <li>▪ Total nominal value of the debt instruments (SR).</li> <li>▪ Does the Issuer of the debt instrument have listed securities in the Exchange, and are the debt instruments convertible into shares?</li> </ul>	<ul style="list-style-type: none"> <li>▪ Nominal value per share (SR);</li> <li>▪ Amount paid up per share (SR);</li> <li>▪ Total amount paid up for issued shares (SR);</li> <li>▪ Offer price; and</li> <li>▪ Targeted market for listing.</li> </ul> <p><del><b>2. Debt instruments and convertible debt instruments</b></del></p> <ul style="list-style-type: none"> <li><del>▪ The Issuer and the sponsor's name (where applicable) and the Issuer's description;</del></li> <li><del>▪ The Issue and/or Debt Instrument name;</del></li> <li><del>▪ Number;</del></li> <li><del>▪ Class;</del></li> <li><del>▪ Nominal value (SR), the tranches number, the value of each tranche for which application is being made, and the details of each tranche in the issuance programme;</del></li> <li><del>▪ Redemption value (SR); and</del></li> <li><del>▪ Total nominal value of the debt instruments (SR).</del></li> <li><del>▪ Does the Issuer of the debt instrument have listed securities in the Exchange, and</del></li> </ul>

Current Provisions	Provisions after proposed Amendments
<ul style="list-style-type: none"> <li>▪ Volume of issue and type of issue for which application is being made;</li> <li>▪ Issue date and its duration and issue currency;</li> <li>▪ Maturity and/or expiry date of Debt Instruments for which application is being made;</li> <li>▪ Profit margin and reference price rate and the method by which the return on debt instruments is calculated;</li> <li>▪ Dates of the periodic dividends of the returns of the Debt Instruments for which application is being made (profit dividends duration) and the type of scheduled payments (fixed or variable) (where applicable);</li> <li>▪ Issue manager name (in case Capital Market Institution appointed for managing the issuance).</li> <li>...</li> </ul>	<p><del>are the debt instruments convertible into shares?</del></p> <ul style="list-style-type: none"> <li>▪ <del>Volume of issue and type of issue for which application is being made;</del></li> <li>▪ <del>Issue date and its duration and issue currency;</del></li> <li>▪ <del>Maturity and/or expiry date of Debt Instruments for which application is being made;</del></li> <li>▪ <del>Profit margin and reference price rate and the method by which the return on debt instruments is calculated;</del></li> <li>▪ <del>Dates of the periodic dividends of the returns of the Debt Instruments for which application is being made (profit dividends duration) and the type of scheduled payments (fixed or variable) (where applicable);</del></li> <li>▪ <del>Issue manager name (in case Capital Market Institution appointed for managing the issuance).</del></li> <li>...</li> </ul>
<p><b>NEW ANNEX</b></p>	<p><u><a href="#">Annex 1 (b)</a></u></p> <p><u><a href="#">Content of Application for Debt Instruments</a></u></p> <p><u><a href="#">First:</a></u></p> <p><u><a href="#">The following information must be provided in the named, signed and dated application for listing (where applicable):</a></u></p>

Current Provisions	Provisions after proposed Amendments
	<ul style="list-style-type: none"> <li>▪ <u>The Issuer, the sponsor and The Originator’s name and their descriptions;</u></li> <li>▪ <u>The issuer’s listed share capital;</u></li> <li>▪ <u>The issuer’s total number of shares</u></li> <li>▪ <u>The Issue and/or Debt Instrument name;</u></li> <li>▪ <u>Number;</u></li> <li>▪ <u>Class;</u></li> <li>▪ <u>Nominal value (SR), the tranches number, the value of each tranche for which application is being made, and the details of each tranche in the issuance programme;</u></li> <li>▪ <u>Redemption value (SR); and</u></li> <li>▪ <u>Total nominal value of the debt instruments (SR).</u></li> <li>▪ <u>Issuance credit rating (or for each tranche of the issuance programme)</u></li> <li>▪ <u>Credit enhancement “IF any”</u></li> <li>▪ <u>Description of the assets, its nature, value, principal obligors (in case issuing Asset-backed Dept Instruments)</u></li> <li>▪ <u>Does the Issuer of the debt instrument have listed securities in the Exchange, and are the debt instruments convertible into shares?</u></li> <li>▪ <u>Volume of issue and type of issue for which application is being made;</u></li> </ul>

Current Provisions	Provisions after proposed Amendments
	<ul style="list-style-type: none"> <li>▪ <u>Issue date and its duration and issue currency;</u></li> <li>▪ <u>Maturity and/or expiry date of Debt Instruments for which application is being made;</u></li> <li>▪ <u>Profit margin and reference price rate and the method by which the return on debt instruments is calculated;</u></li> <li>▪ <u>Dates of the periodic dividends of the returns of the Debt Instruments for which application is being made (profit dividends duration) and the type of scheduled payments (fixed or variable) (where applicable);</u></li> <li>▪ <u>Issue manager name (in case Capital Market Institution appointed for managing the issuance).</u></li> <li>▪ <u>Directors of the issuer;</u></li> <li>▪ <u>Tranche of investors;</u></li> <li>▪ <u>Details of convertible debt instruments (in case issuing convertible debt instruments)</u></li> </ul> <p><b><u>Second:</u></b></p> <p><u>The application must contain an authorisation in the form below:</u>  <u>“The issuer hereby authorises the Exchange to exchange any relevant information with the Authority or authorities, agencies or other bodies having responsibility for the supervision of financial services as well as any other relevant authorities.”</u></p>

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	<p><b><u>Third:</u></b></p> <p><u>The application must contain a declaration in the form below:</u></p> <p><u>“To: The Saudi Stock Exchange</u></p> <p><u>We, _____ being _____ directors _____ of _____ [insert name of “issuer”] (the issuer), hereby jointly and severally declare that to the best of our knowledge and belief (having taken reasonable care to ensure that such is the case) the issuer:</u></p> <ol style="list-style-type: none"> <li><u>1) has satisfied all the relevant conditions for listing and all other relevant requirements of the Capital Market Law, the Listing Rules and the [Rules on the Offer of Securities and Continuing Obligations; and</u></li> <li><u>2) has or will supply all the documents required by the Capital Market Law, its Implementing Regulations and the Exchange Rules (including the Listing Rules).</u></li> </ol> <p><u>We confirm that there are no other facts bearing on the issuer’s application for listing which in our opinion, should have been disclosed to the Saudi Stock Exchange. We further confirm that we:</u></p> <ol style="list-style-type: none"> <li><u>1) have read and understood the Capital Market Law, the Listing Rules and the Rules on the Offer of Securities and Continuing Obligations; and</u></li> <li><u>2) have understood the nature of our responsibilities and obligations as directors of a company whose</u></li> </ol>

Current Provisions	Provisions after proposed Amendments
	<p><u>securities are listed, and have understood in particular what is required of us to enable holders of the listed securities and the public to appraise the issuer.</u></p> <p><u>We acknowledge that the issuer’s securities will be entitled to remain listed only if the securities comply with the applicable requirements of the Listing Rules and the Rules on the Offer of Securities and Continuing Obligations and the Implementing Regulations and the Exchange Rules [as well as other applicable Regulations of the Authority and the Exchange] and the issuer complies with these requirements. We hereby jointly and severally undertake and agree to comply with the Capital Market Law, the Rules on the Offer of Securities and Continuing Obligations, the Listing Rules, the Implementing Regulations and the Exchange Rules approved by the Capital Market Authority from time to time and in particular undertake and agree to comply with the continuing obligations vis-à-vis the Saudi Stock Exchange and the Capital Market Authority set out in the relevant part of the Capital Market Law, the Rules on the Offer of Securities and Continuing Obligations and the Listing Rules. We further jointly and severally undertake to use our best endeavours to procure that the issuer shall also comply with the Capital Market Law, the Rules on the Offer of Securities and Continuing Obligations, the Listing Rules and the Implementing Regulations and the Exchange Rules approved by the Capital</u></p>

Current Provisions	Provisions after proposed Amendments
	<p><u>Market Authority from time to time. We acknowledge the power of the Capital Market Authority to suspend or cancel the listing of the issuer’s securities and to take other actions in accordance with the Listing Rules. We acknowledge the power of the Saudi Stock Exchange to recommend suspension or cancelation of the listing of the issuer’s securities to the Capital Market Authority and to take other actions in accordance with the Listing Rules. We acknowledge the power of the Saudi Stock Exchange to suspend the listing of the issuer’s securities and to take other actions in accordance with the Listing Rules.</u></p> <p><u>We hereby authorise the Saudi Stock Exchange to exchange any relevant information with the Capital Market Authority or authorities, agencies or other bodies having responsibility for the supervision of financial services as well as any other relevant authorities.</u></p> <p><u>Signed on behalf of the issuer: the directors</u></p> <p><u>Name: _____</u></p> <p><u>Signature: _____</u></p> <p><u>Date: _____</u></p> <p><u>Name: _____</u></p> <p><u>Signature: _____</u></p> <p><u>Date: _____</u></p> <p><u>Name: _____</u></p> <p><u>Signature: _____</u></p> <p><u>Date: _____</u></p> <p><b><u>fourth:</u></b></p>

Current Provisions	Provisions after proposed Amendments
	<p><u>In the event of issuing convertible debt instruments by a Special purposes entity, The application must contain an undertake from the sponsor and the originator (where applicable), and the trustee in the form below:</u></p> <p><u>“To: The Saudi Stock Exchange</u>  <u>We, being governing body of _____ [insert name of “sponsor”] (the sponsor), and governing body of _____ [insert name of “originator” (the originator), and the governing body of _____ [insert name of “trustee”] (the trustee), undertake to enable the entity and its board of directors to perform their duties effectively, and providing the information and the necessary documents to comply with the provisions that apply on the entity as an issuer in accordance with the Rules on the Offer of Securities and Continuing Obligations, the Listing Rules.</u></p> <p><u>Signed on behalf of the sponsor: the governing body</u>  <u>Name: _____</u>  <u>Signature: _____</u></p>

Current Provisions	Provisions after proposed Amendments
	<p>Date: _____</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Signed on behalf of the originator: the governing body</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Signed on behalf of the trustee: the governing body</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Date: _____</p> <p>Name: _____</p> <p>Signature: _____</p>

	Current Provisions	Provisions after proposed Amendments
		<p><u>Date:</u> _____</p> <p><u>Fifth:</u></p> <p>1) <u>This annex shall be submitted electronically through the automated system designated by the Exchange for such purpose.</u></p> <p>2) <u>The issuer must retain original copies (or certified where appropriate) of all documents required pursuant to this annex, and provide it to the Exchange upon request.</u></p> <p><u>Note:</u></p> <p><u>In the event of any amendments to the information provided through this annex after the Authority's approval on the application for registration and offer of securities and before listing, the issuer shall submit to the Exchange an updated electronic and signed copy of this annex (where applicable).</u></p>

e) **Proposed Amendments on the Glossary of Defined Terms Used in the Exchange Rules compared with the current Provisions:**

	Current Provisions	Provisions after proposed Amendments
1.	<b>Debt Instrument:</b> a tradable instrument creating or acknowledging indebtedness issued by companies, the government, public institutions or public organizations.	<b>Debt Instrument:</b> a tradable instrument creating or acknowledging indebtedness issued by companies, the

Current Provisions	Provisions after proposed Amendments
	<p>government, public institutions, <del>or</del> public organizations <u>or Special Purposes Entities, excluding:</u></p> <p><u>1) an instrument creating or acknowledging indebtedness for the consideration payable under a contract for the supply of goods or services, or for money borrowed to defray the consideration payable under a contract for the supply of goods or services;</u></p> <p><u>2) a cheque, a bill of exchange, a banker's draft or a letter of credit;</u></p> <p><u>3) a banknote, a statement showing a balance on a bank account, or a lease contract or any other evidence of disposition of property; and</u></p> <p><u>4) a contract of insurance.</u></p>
<p><b>Securities:</b> in accordance with Article 2 of the Capital Market Law, Securities shall mean:</p> <ul style="list-style-type: none"> <li>a. convertible and tradable shares of companies;</li> <li>b. tradable debt instrument issued by companies, the government, public institutions or public organisations;</li> <li>c. investment units issued by investment funds;</li> <li>d. any instruments representing profit participation rights, any rights in the distribution of assets or either of the foregoing; and</li> <li>e. any other rights or instruments which the Board of the Authority determines should be included or treated as Securities.</li> </ul>	<p><b>Securities:</b> <del>in accordance with Article 2 of the Capital Market Law,</del> Securities shall mean:</p> <ul style="list-style-type: none"> <li>a. convertible and tradable shares of companies;</li> <li>b. tradable debt instrument issued by companies, the government, public institutions, <del>or</del> public organisations <u>or Special Purposes Entities;</u></li> <li>c. investment units issued by investment funds;</li> <li>d. any instruments representing profit participation rights, any rights in the distribution of assets or either of the foregoing; and</li> <li>e. any other rights or instruments which the Board of the Authority determines should be included or treated as Securities.</li> </ul>

Classification: Public

Current Provisions	Provisions after proposed Amendments
NEW TERM	<p><u>Asset-Backed Debt Instrument:</u> means a debt instrument issued by a special purposes entity under whose terms:</p> <p>(a) the entitlement of holders of the debt instrument to a return is wholly dependent on the returns generated by the special purposes entity's assets; and</p> <p>(b) the sponsor is not obliged to the holders of the debt instrument (whether by guarantee or otherwise) to pay any amounts due on the debt instrument.</p>
NEW TERM	<p><u>Trustee:</u> means in the Listing Rules, the person under the name of which the shares of a special purposes entity that issues debt instruments are registered, and it shall not be considered an owner of such, in accordance with the provisions of the Rules for Special Purposes Entities.</p>
NEW TERM	<p><u>Originator:</u> A legal entity that intends to sell its assets or transfer the associated rights to a special purposes entity for issuing Asset-Backed Debt Instruments or asset-linked recourse debt instruments through securitization transactions.</p>
NEW TERM	<p><u>Primary Obligor:</u> means in the Listing Rules, the person whose share amounts to 10% or more of the total value of the portfolio of securitized assets.</p>