

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104931]

Order Granting Directors and Officers of Certain Foreign Private Issuers an Exemption from the Filing Requirements of Section 16(a) of the Exchange Act

March 5, 2026.

The Holding Foreign Insiders Accountable Act (“HFIA Act”),¹ enacted on December 18, 2025, amended Section 16(a) of the Securities Exchange Act of 1934 (“Exchange Act”)² to require every person who is a director or an officer of a foreign private issuer, as that term is defined in Exchange Act Rule 3b-4,³ with a class of equity securities registered pursuant to Section 12 of the Exchange Act (“FPI”) to file Section 16 reports. On February 27, 2026, the Securities and Exchange Commission (“Commission”) adopted amendments to Exchange Act Rules 3a12-3(b) and 16a-2, and Forms 3, 4, and 5 to reflect the requirements of the HFIA Act.⁴

Section 16(a)(5) of the Exchange Act,⁵ as added by the HFIA Act, states that the Commission may, by rule, regulation, or order, conditionally or unconditionally exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from the requirements of Section 16(a) if the Commission determines that the laws of a foreign jurisdiction apply substantially similar requirements to such person, security, or transaction.

Pursuant to the authority granted under Section 16(a)(5) of the Exchange Act, and subject to the conditions listed below, the Commission is exempting from the reporting requirements of Section 16(a), and rules related to that provision, the directors and officers of any FPI that is (i) incorporated or organized in a “qualifying jurisdiction,” as defined below, and (ii) subject to a

¹ Pub. L. No. 119-60, 139 Stat. 1838 (Dec. 18, 2025), Sec. 8103.

² 15 U.S.C. 78p(a).

³ 17 CFR 240.3b-4.

⁴ Holding Foreign Insiders Accountable Act Disclosure, Release No. 34-104903 (Feb. 27, 2026).

⁵ 15 U.S.C. 78p(a)(5).

“qualifying regulation,” as defined below.⁶ The exemptive relief is available to directors and officers of an FPI that is either (i) incorporated or organized in a qualifying jurisdiction and subject to a qualifying regulation of the same jurisdiction or (ii) incorporated or organized in a qualifying jurisdiction but subject to a qualifying regulation of a different jurisdiction listed below.⁷

Qualifying Jurisdictions:

- Canada;
- Chile;
- the European Economic Area;⁸
- the Republic of Korea;
- Switzerland; or
- the United Kingdom.

Qualifying Regulations:

⁶ The Commission may exercise its exemptive authority from time to time and extend exemptive relief to the directors and officers of FPIs incorporated or organized in and subject to regulation in other jurisdictions that set forth requirements substantially similar to Section 16(a) requirements. Any such relief would be granted in separate Commission orders.

⁷ For example, directors and officers of an FPI that is incorporated in Canada with securities registered in Germany and subject to Article 19 of EU MAR that otherwise satisfy the conditions of this order would be exempt from Section 16(a) reporting obligations.

⁸ As of the date of this exemptive order, the European Economic Area consists of the 27 member states of the European Union (Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, and Sweden) as well as Iceland, Liechtenstein, and Norway. Any country that joins the EEA would also be required to adopt EU MAR (and therefore this exemptive relief would apply to directors and officers of its FPIs), while a country that leaves the EEA may no longer be subject to EU MAR (and directors and officers of its FPIs would no longer be eligible for this exemptive relief to the extent the country is no longer subject to the EU MAR). See EFTA’s Q&A about the EEA Agreement, available at <https://www.efta.int/eea-relations-eu/qa-about-eea-agreement#c1>, and Annex IX to the EEA Agreement, available at <https://www.efta.int/sites/default/files/documents/legal-texts/eea/the-eea-agreement/Annexes%20to%20the%20Agreement/annex9.pdf>.

- Canada’s National Instrument 55-104 – Insider Reporting Requirements and Exemptions (supported by National Instrument 55-102 – System for Electronic Disclosure by Insiders (SEDI) and companion policies) (“NI 55-104”), which provides, in general, requirements that directors and officers of covered issuers promptly report their initial holdings and any changes in beneficial ownership of the issuer’s securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public;
- Articles 12, 17, and 20 of the Chilean Securities Market Law (Ley de Mercado de Valores, Ley No. 18,045) and General Rule (Norma de Carácter General) No. 269, which provide, in general, requirements that directors and executive officers promptly report their initial holdings and any changes in beneficial ownership of the issuer’s securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public;
- Article 19 of the European Union Market Abuse Regulation (Regulation (EU) No. 596/2014, as amended by Regulation (EU) No. 2024/2809) (including, as applicable, implementing legislation and regulations adopted by the European Union’s member states) and as incorporated into the domestic law of each European Economic Area state (“EU MAR”), which provides, in general, requirements that persons discharging managerial responsibilities (which includes directors and officers) promptly report to the issuer any changes in beneficial ownership of the issuer’s securities, including a description of the

security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public;

- Article 173 of the Republic of Korea Financial Investment Services and Capital Markets Act and Article 200 of the Enforcement Decree of the Financial Investment Services and Capital Markets Act which provide, in general, requirements that directors and executives promptly report their initial holdings and any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public;
- Article 56 of the Listing Rules and implementing directives of SIX Swiss Exchange as approved by the Swiss Financial Market Supervisory Authority (the "SIX Listing Rules") which provide, in general, requirements that members of the board of directors and members of the executive committee promptly report to the issuer any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public; or
- Article 19 of the United Kingdom Market Abuse Regulation (Regulation (EU) No. 596/2014), as it forms part of United Kingdom domestic law pursuant to the European Union (Withdrawal) Act 2018 ("UK MAR"), which provides, in general, requirements that persons discharging managerial responsibilities (which includes directors and officers) promptly report to the issuer any changes in beneficial ownership of the issuer's securities, including a description of the

security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.⁹

The exemption granted by this order is subject to the following conditions:

- Any director or officer, as defined in Section 3(a)(7) of the Exchange Act and Rule 16a-1(f) of the Exchange Act, respectively, seeking to rely on this exemption is required to report their transactions in the issuer's securities as set forth under the qualifying regulation to which they are subject;¹⁰ and
- Any report filed pursuant to a qualifying regulation is made available in English to the general public within no more than two business days of its public posting.¹¹

In exercising the exemptive authority granted under Section 16(a)(5) of the Exchange Act, the Commission has determined that the qualifying regulations of the qualifying jurisdictions include substantially similar requirements to the requirements of Section 16(a). In making this determination, the Commission considered the following criteria:

- Persons covered: directors and officers of issuers, including persons who perform policy-making functions for the issuer, are subject to reporting obligations.
- Securities covered: directors and officers must report holdings of, and transactions in, any equity securities or derivative securities relating to an issuer.

⁹ For purposes of this exemptive order, the term "qualifying regulations" includes any successor regulations that are materially the same as the regulations listed in this order. The Commission may exercise its right to reassess and modify this order if there are future changes to the qualifying regulations or other relevant changes in the jurisdiction of incorporation sufficiently material such that the qualifying regulations are no longer substantially similar to the requirements of Section 16(a).

¹⁰ This condition is intended to ensure that any director or officer that does not fall within the defined category of reporting persons under the applicable qualifying regulation will still be required to file Section 16(a) reports.

¹¹ Some foreign regulations do not require such reports to be made in English despite having substantially similar reporting requirements. If an English version of the report cannot be filed through an appropriate regulator's (or listing venue's) online database, then the report could be made publicly available on the company website.

- Transactions covered: directors and officers must report transactions and other changes in beneficial ownership, including acquisitions and dispositions of any direct or indirect beneficial ownership interest, with a focus on the director's or officer's opportunity to profit or share in the profit derived from a transaction.
- Reports: the required reports disclose the director's or officer's beneficial ownership and changes in such beneficial ownership, with timely filings of these reports.
- Publicly available: reports are publicly available electronically in English.

The Commission reviewed each of the qualifying regulations and assessed how each qualifying regulation compared to Section 16(a) of the Exchange Act with regard to each of the criteria listed above. The Commission concluded that each of the qualifying regulations covers substantially similar persons, securities, and transactions as those covered by Section 16(a) of the Exchange Act, and requires timely public disclosures of the covered persons' changes in beneficial ownership.

Accordingly, it is ordered, pursuant to Section 16(a)(5) of the Exchange Act, that directors and officers of an FPI that is incorporated or organized in a qualifying jurisdiction and subject to a qualifying regulation are exempt from the reporting requirements of Section 16(a) of the Exchange Act, provided that each condition set forth above is satisfied.

By the Commission.

J. Matthew DeLesDernier,

Deputy Secretary.