Revisions to Listing Rules for Venture Funds to Enhance the Supply of Growth Capital

Jul. 22, 2026

Tokyo Stock Exchange, Inc.

I. Purpose

Tokyo Stock Exchange, Inc. (TSE) will revise its listing rules for venture funds with the aim of enhancing the supply of growth capital to unlisted companies, by promoting greater diversification in the financing methods used by listed venture funds and increasing flexibility in their investment management.

II. Outline

Item	Description	Notes
1. Principal Investment Assets	・ When a venture fund-issuing investment corporation already holds unlisted stocks, etc. (meaning unlisted stocks, preferred stocks, etc., subscription warrant securities, or bonds with warrants issued by the issuer of such unlisted stocks), the following assets will also be included in the definition of unlisted stocks, etc.: – Corporate bonds (meaning securities referred to in Article 2, Paragraph 1, Item (5) of the Financial Instruments and Exchange Act or securities with the same characteristics as those of securities referred to in Item (5) of the same paragraph out of the securities referred to in Item (17) of the same paragraph, but excluding bonds with subscription warrants; the same shall apply hereinafter) issued by an issuer of the already held unlisted stocks, etc.; and – Monetary claims referred to in Article 3, Item (7) of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (hereinafter referred to as “the Investment Trust Act Enforcement Order”) whose debtor is an issuer of the already held	- Taking into account current practices around the use of venture debt in Japan, these revisions permit investment structures in which corporate bonds or monetary claims are held in combination with subscription warrant securities and similar instruments, in addition to the corporate bonds with subscription warrants that have been treated as the principal investment assets until now. ・ With respect to matters relating to assets under management, etc., TSE currently requires disclosure of the following items: the name of the issue, acquisition date, quantity owned, acquisition value, value recorded in the balance sheet as of the end of the preceding business period, and, if an unlisted company has become subject to a petition for commencement of bankruptcy proceedings or rehabilitation proceedings, or a similar event has occurred, a statement to that effect. In addition to these items, TSE

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	unlisted stocks, etc. ・ As a rule, investments in such corporate bonds and monetary claims must be managed within a limit not exceeding 30% of the total amount of assets under management, etc. (see 4. below). ・ Corporate bonds and monetary claims of this type that a venture fund-issuing investment corporation has continuously held since before the listing of the unlisted stocks shall be treated as continuously held stocks, etc.	will require disclosure of, for corporate bonds, the interest rate and maturity date, and for monetary claims, the interest rate, maturity, and details of any collateral. ・ Where investments are made in such corporate bonds and/or monetary claims, TSE will also require issuers, in their disclosure of matters relating to assets under management, etc., to include an explanation of the purpose of combining such instruments with subscription warrant securities or similar instruments (the risk–return profile).
	・ The following items (i) through (iv) will be added as indirect investment vehicles through which a venture fund-issuing investment corporation may invest in unlisted stocks, etc. and continuously held stocks, etc.: (i) Stocks (limited to those whose issuer was established only for the purpose of managing its assets as investments in unlisted stocks, etc. and continuously held stocks, etc.) (ii) Preferred equity investment securities prescribed in the Act on Securitization of Assets (hereinafter referred to as “the Asset Securitization Act”) (limited to cases where the specified purpose company primarily manages, as investments in unlisted stocks, etc. and continuously held stocks, etc., assets it has acquired during the course of business pertaining to securitization of assets) (iii) Beneficiary certificates from special purpose trusts prescribed in	- Venture fund-issuing investment corporations are currently permitted to invest in (a) equity interests in silent partnership agreements and limited partnership agreements for investment under which assets are primarily managed for investment in unlisted stocks, etc. and continuously held stocks, etc., (b) beneficiary certificates and investment securities, and (c) rights based on foreign laws and regulations or securities issued by foreign entities that have the nature of rights or securities referred to in these. Considering, among other things, that these revisions will allow venture fund-issuing investment corporations to hold monetary claims, these revisions will add indirect investment vehicles that are already permitted for listed investment corporations other than venture fund-issuing investment corporations.

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	the Asset Securitization Act (limited to those for which trust assets of the special purpose trust are managed for investment primarily in unlisted stocks, etc. and continuously held stocks, etc.) (iv) Rights based on foreign laws and regulations or securities issued by a foreign entity which have the nature of the rights or securities referred to in the above (i) through (iii).	
2. Plan for Incorporation of Assets Under Management	・ For the written document containing a plan for incorporating assets under management and the written document certifying that the plan will be achieved, which are documents required to be submitted in connection with an initial listing application, the maximum period of the plan for incorporation of assets under management will be revised from within six months to within two years. ・ In addition, venture fund-issuing investment corporations and venture fund asset management companies of listed venture funds (hereinafter referred to as “listed venture fund issuers and managers”) will be required, in their disclosure of matters relating to assets under management, etc., to disclose the progress of said incorporation plan once every three months. Furthermore, when an incorporation plan is amended or not achieved, listed venture fund issuers and managers will be required to disclose the reasons for this and the future incorporation plan, and then disclose its progress once every three months.	- In the listing examination, TSE will use these documents to confirm that the ratio of the amount invested in unlisted stocks, etc. and continuously held stocks, etc. to the total amount of assets under management, etc. (hereinafter referred to as “the unlisted stocks investment ratio") is expected to exceed 50%, except where said ratio already exceeds 50% at the time of the listing application. ・ If the unlisted stocks investment ratio is 50% or less as of the end of the first business period that ends on or after the day two years after listing, the listed venture fund will enter a grace period for delisting.

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3. Unlisted Stocks Investment Ratio	・ In calculating the unlisted stocks investment ratio, stocks, etc. acquired through a public offering or secondary distribution related to a listing on a financial instruments exchange (limited to cases where such stocks, etc. are acquired through preferential allotment or where the securities registration statement or similar document includes an expression of interest in acquiring such stocks, etc.) and stocks, etc. acquired through a third-party allotment connected to such a listing shall be included in the investment amount (numerator) as assets equivalent to unlisted stocks, etc. and continuously held stocks, etc. ・ In calculating the unlisted stocks investment ratio, the amount of assets reserved as sources of payment for management fees, administrative fees, and other similar expenses (hereinafter referred to as the "management fee reserve amount") may be deducted from the total amount of assets under management, etc. ・ Rules related to the delisting criteria will also be revised in the same way as above.	・ When the management fee reserve amount is deducted from the total amount of assets under management, etc. in calculating the unlisted stock investment ratio, the venture fund-issuing investment corporation and the venture fund asset management company connected to the initial listing application will be required to submit a document showing the details of, and the basis for calculating, the management fee reserve amount.
4. Certificates of Incorporation or Similar Documents	・ The following items will be added to the matters to be stated in the certificates of incorporation of venture fund-issuing investment corporations: – That the management policy is that the ratio of the investment	・ Such corporate bonds and monetary claims include those

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	amount in corporate bonds and monetary claims described in "1. Principal Investment Assets" above (including the portion of assets related to unlisted stocks, etc. corresponding thereto) to the total amount of assets under management, etc. will not exceed 30% in principle, or that no investment will be made in such corporate bonds and monetary claims; and – That monetary claims set forth in Article 3, Item (7) of the Investment Trust Act Enforcement Order are included among the investable assets.	that the venture fund-issuing investment corporation has continuously held since before the unlisted stocks were listed.
	・ Where the ratio of interest-bearing liabilities to total assets exceeds 20% as of the end of a business period, the venture fund-issuing investment corporation of the listed venture fund may submit to TSE a written document stating the reasons for this. If TSE deems that such reasons are temporary funding needs or other unavoidable circumstances, the listed venture fund will not be placed under a grace period nor delisted. In this case, the venture fund-issuing investment corporation shall agree that TSE will make such documents available for public inspection.	・ Investment corporations are already required to state in their certificate of incorporation or similar document that, in principle, their management policy is to maintain the ratio of interest-bearing liabilities to total assets at 20% or less. In these revisions, TSE will clarify the treatment for cases where this requirement is no longer satisfied, and change the rules so that depending on the reasons, it may treat such cases as not falling under the delisting criteria on an exceptional basis.
5. Other	・ Other necessary revisions will be made.	

III. Implementation Date (Planned)

- These revisions are scheduled for implementation in October 2026.