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REGULATION 25-102 RESPECTING DESIGNATED BENCHMARKS AND BENCHMARK ADMINISTRATORS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (8), (9.1), (9.2.1), (9.3), (9.5), (9.6), (11), (19), (19.1), (19.3), (19.5), (26), (32), (32.0.1) and (34), and s. 331.2)

Note: The text box in this Regulation located after subsection 1(6) refers to terms defined in securities legislation. This text box does not form part of this Regulation.

PART 1
DEFINITIONS AND INTERPRETATION

Definitions and interpretation

1. (1) In this Regulation,

"benchmark individual" means any DBA individual who participates in the provision of, or overseeing the provision of, a designated benchmark;

"board of directors" includes, in the case of a person that does not have a board of directors, a group that acts in a capacity similar to a board of directors;

"contributing individual" means an individual who contributes input data, as an employee or agent, on behalf of a benchmark contributor;

"DBA individual" means an individual who is

(a) a director, officer or employee of a designated benchmark administrator, or

(b) an agent of a designated benchmark administrator who performs services on behalf of the designated benchmark administrator;

"designated benchmark" means a benchmark that is designated for the purposes of this Regulation by a decision of the securities regulatory authority;

"designated benchmark administrator" means

(a) in Québec, a benchmark administrator that is subject to securities legislation by a decision of the securities regulatory authority, except the Bank of Canada, and

(b) in every other jurisdiction, a benchmark administrator that is designated for the purposes of this Regulation by a decision of the securities regulatory authority;

“designated commodity benchmark” means a benchmark that is

(a) determined by reference to or an assessment of an underlying interest that is a commodity other than a currency, and

(b) designated for the purposes of this Regulation as a “commodity benchmark” by a decision of the securities regulatory authority;

“designated critical benchmark” means a benchmark that is designated for the purposes of this Regulation as a “critical benchmark” by a decision of the securities regulatory authority;

“designated interest rate benchmark” means a benchmark that is designated for the purposes of this Regulation as an “interest rate benchmark” by a decision of the securities regulatory authority;

“designated regulated-data benchmark” means a benchmark that is designated for the purposes of this Regulation as a “regulated-data benchmark” by a decision of the securities regulatory authority;

“expert judgment” means the discretion exercised by

(a) a designated benchmark administrator with respect to the use of input data in determining a benchmark, and

(b) a benchmark contributor with respect to input data;

“front office” means any department, division or other internal grouping that performs any pricing, trading, sales, marketing, advertising, solicitation, structuring or brokerage activities on behalf of a benchmark contributor or an affiliated entity of a benchmark contributor;

““front office employee” means any employee or agent that performs any pricing, trading, sales, marketing, advertising, solicitation, structuring or brokerage activities on behalf of a benchmark contributor or an affiliated entity of a benchmark contributor;

“input data” means data in respect of any measurement of one or more assets, interests or elements, including, but not limited to, the value or price of the asset, interest or element, if that data is contributed, or otherwise obtained, by a designated benchmark administrator for the purpose of determining a designated benchmark;

“management’s statement” means a statement of management of a designated benchmark administrator or a benchmark contributor, as applicable;

“methodology” means a document describing how a designated benchmark administrator determines a designated benchmark;

“reasonable assurance report on controls” means a report prepared on a reasonable assurance basis

(a) by a public accountant, on the statement of an individual or management of a person, as applicable, that

(i) relates to the description, design and implementation of policies, procedures and controls by the individual or management with respect to applicable subject requirements, and

(ii) states whether those policies, procedures and controls operated effectively over the applicable period, and

(b) in accordance with

(i) the Handbook, or

(ii) International Standards on Assurance Engagements set by the International Auditing and Assurance Standards Board, as amended from time to time;

“subject requirements” means

(a.0) paragraphs 13(1)(a) and (b)

(a) paragraphs 32(1)(a) and (b),

(b) paragraphs 33(1)(a) and (b),

(c) paragraphs 36(1)(a), (b) and (c),

(d) paragraphs 37(1)(a), (b) and (c),

(e) paragraphs 38(1)(a), (b) and (c), and

(f) paragraphs 40.13(1)(a) and (b);;

“transaction data” means the data in respect of a price, rate, index or value representing transactions

(a) between persons each of which is not an affiliated entity of one another, and

(b) occurring in an active market subject to competitive supply and demand forces.

(2) Terms defined in Regulation 21-101 respecting Marketplace Operation (chapter V-1.1, r. 5) and used in this Regulation have the respective meanings ascribed to them in that Regulation.

(3) For the purposes of this Regulation, input data is considered to have been contributed to a designated benchmark administrator if

(a) it is not reasonably available to

(i) the designated benchmark administrator, or

(ii) another person, other than the benchmark contributor, for the purpose of providing the input data to the designated benchmark administrator, and

(b) it is provided to the designated benchmark administrator or the other person referred to in subparagraph (a)(ii) for the purpose of determining a benchmark.

(4) For the purposes of this Regulation, a designated benchmark administrator is considered to have provided a designated benchmark if any of the following apply:

(a) the administrator collects, analyzes, processes or otherwise uses the input data for the purposes of determining the benchmark;

(b) the administrator determines the benchmark through the application of the methodology applicable to the benchmark;

(c) the administrator administers any other arrangements for determining the benchmark.

(5) Subject to subsections (6), (7) and (8), Appendix A contains definitions of terms used in this Regulation.

(6) Subsection (5) does not apply in Alberta, New Brunswick, Nova Scotia, Ontario or Saskatchewan.

Note: In Alberta, New Brunswick, Nova Scotia, Ontario and Saskatchewan, the terms in Appendix A are defined in securities legislation.

(7) In British Columbia, the definitions of “benchmark” and “benchmark contributor” in the Securities Act (R.S.B.C. 1996, c. 418) apply to this Regulation.

(8) In Québec, the definitions of “benchmark” and “benchmark administrator” in the Securities Act (chapter V-1.1) apply to this Regulation.

(8.1) In Québec, the securities regulatory authority may designate a benchmark as a critical benchmark only if it fulfills one or more of the following criteria and conditions:

(a) the benchmark:

(i) is used, by itself or within a combination of benchmarks, as a reference for contracts, derivatives, investment funds, instruments or securities that have a total value in one or more jurisdictions of Canada that is significant on the basis of all the range of maturities or tenors of the benchmark, where applicable; and

(ii) has no appropriate substitute in that part of the market or economy the benchmark is intended to represent;

(b) there would be significant and adverse impacts on market integrity, financial stability, the economy, or the financing of businesses in one or more jurisdictions of Canada or a significant number of market participants in one or more jurisdictions of Canada resulting from any of the following situations:

(i) the benchmark administrator ceases to provide the benchmark;

(ii) input data is not reliable or is not sufficient to provide a benchmark that accurately and reliably represents that part of the market or economy the benchmark is intended to represent.

(8.2) In Québec, the securities regulatory authority may designate a benchmark as a regulated-data benchmark only if the benchmark is determined by the application of a methodology to any of the following:

(a) transaction data that is provided entirely from:

(i) one or more of the following:

(A) a recognized exchange in a jurisdiction of Canada or an exchange that is subject to appropriate regulation in a foreign jurisdiction;

(B) a recognized quotation and trade reporting system in a jurisdiction of Canada or a quotation and trade reporting system that is subject to appropriate regulation in a foreign jurisdiction;

(C) an alternative trading system that is registered as a dealer in a jurisdiction of Canada or recognized as an exchange in Québec, and is a member of a self-regulatory entity, or an alternative trading system that is subject to appropriate regulation in a foreign jurisdiction;

(D) a marketplace that is similar or analogous to the marketplaces referred to in subparagraph (A), (B) or (C) and that is subject to appropriate regulation in a jurisdiction of Canada or a foreign jurisdiction; or

(ii) a service provider to which the benchmark administrator of the benchmark has outsourced the data collection in accordance with section 13, if the

service provider receives the data entirely and directly from a marketplace referred to in subparagraph (i);

(b) net asset values of investment funds that are reporting issuers in a jurisdiction of Canada or subject to appropriate regulation in a foreign jurisdiction.

(8.3) In Québec, the securities regulatory authority may designate a benchmark as an interest rate benchmark only if the benchmark is used, or is expected to be used, to set an interest rate in a transaction and is determined by using any of the following:

(a) the rate at which financial institutions could lend to, or borrow from, other financial institutions, or market participants other than financial institutions, in the money market;

(b) a survey of rates contributed by financial institutions that routinely accept bankers' acceptances issued by borrowers and are market makers in bankers' acceptances either directly or through an affiliated entity.

(8.4) In Québec, the securities regulatory authority may designate a benchmark as a commodity benchmark only if the benchmark is determined by reference to or an assessment of an underlying interest that is a commodity other than a currency.

(8.5) Despite subsections (8.1) to (8.4), in Québec, the securities regulatory authority may designate a benchmark if the benchmark is sufficiently important to financial or commodity markets or if it exposes these markets, the benchmark users or the public to a sufficiently important risk

(9) In this Regulation, a person is an affiliated entity of another person if either of the following applies:

(a) one is the subsidiary of the other;

(b) each is a subsidiary of, or controlled by, the same person.

(10) For the purposes of paragraph (9)(b), a person (first person) controls another person (second person) if any of the following apply:

(a) the first person beneficially owns, or controls or directs, directly or indirectly, securities of the second person carrying votes that, if exercised, would entitle the first person to elect a majority of the directors of the second person, unless that first person holds the voting securities only to secure an obligation;

(b) the second person is a partnership, other than a limited partnership, and the first person holds more than a 50% interest in the partnership;

(c) the second person is a limited partnership and the general partner of the limited partnership is the first person;

(d) the second person is a trust and the first person is a trustee of the trust.

M.O. 2021-07, s. 1; M.O. 2023-13, s. 1; M.O. 2024-14, s. 1; M.O. 2026-08, s. 1.

PART 2
DELIVERY REQUIREMENTS

Information on a designated benchmark administrator

2. (1) In this section, the following terms have the same meaning as in section 1.1 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25):

(a) “accounting principles”;

(b) “auditing standards”;

(c) “U.S. GAAP”;

(d) “U.S. PCAOB GAAS”.

(2) In this section, “parent issuer” means an issuer in respect of which a designated benchmark administrator is a subsidiary.

(3) A designated benchmark administrator must deliver to the regulator, except in Québec, or securities regulatory authority

(a) information that a reasonable person would consider describes the designated benchmark administrator’s organization, structure and administration of benchmarks, including, for greater certainty, a description of its policies and procedures required under this Regulation, conflicts of interest and potential conflicts of interest, any person referred to in section 13 to which a designated benchmark administrator has outsourced a function, service or activity in the provision of a designated benchmark, benchmark individuals, the officer referred to in section 6 and sources of revenue, and

(b) annual financial statements for the designated benchmark administrator’s most recently completed financial year that include all of the following:

(i) a statement of comprehensive income, a statement of changes in equity and a statement of cash flows for

(A) the most recently completed financial year, and

(B) the financial year, if any, immediately preceding the most recently completed financial year;

(ii) a statement of financial position at the end of each of the periods referred to in subparagraph (i);

(iii) notes to the annual financial statements.

(4) For the purposes of paragraph (3)(b), if a designated benchmark administrator is a subsidiary of a parent issuer, the designated benchmark administrator may instead deliver consolidated annual financial statements, for the most recently completed financial year of the parent issuer, that include all of the following:

(a) a statement of comprehensive income, a statement of changes in equity and a statement of cash flows for

(i) the most recently completed financial year, and

(ii) the financial year, if any, immediately preceding the most recently completed financial year;

(b) a statement of financial position at the end of each of the periods referred to in paragraph (a);

(c) notes to the annual financial statements.

(5) The annual financial statements delivered under paragraph (3)(b) or subsection (4) must be audited.

(6) The notes to the annual financial statements delivered under paragraph (3)(b) or subsection (4) must identify the accounting principles used to prepare the annual financial statements.

(7) The annual financial statements delivered under paragraph (3)(b) or subsection (4) must

(a) be prepared in accordance with one of the following accounting principles:

(i) Canadian GAAP applicable to publicly accountable enterprises;

(ii) Canadian GAAP applicable to private enterprises, if

(A) the financial statements consolidate any subsidiaries and account for significantly influenced investees and joint ventures using the equity method, and

(B) the designated benchmark administrator or parent issuer, as applicable, is a “private enterprise” as defined in the Handbook;

(iii) IFRS;

(iv) U.S. GAAP,

(b) be audited in accordance with one of the following auditing standards:

(i) Canadian GAAS;

(ii) International Standards on Auditing;

(iii) U.S. PCAOB GAAS, and

(c) be accompanied by an auditor's report that,

(i) if subparagraph (b)(i) or (ii) applies, expresses an unmodified opinion,

(ii) if subparagraph (b)(iii) applies, expresses an unqualified opinion, and

(iii) identifies the auditing standards used to conduct the audit.

(8) The information required under subsection (3) must be provided for the periods set out in, and be prepared in accordance with, Form 25-102F1 and must be delivered

(a) on or before the 30th day after the designated benchmark administrator is designated, and

(b) no later than 90 days after the end of each completed financial year of the designated benchmark administrator.

(9) If any of the information delivered by a designated benchmark administrator under paragraph (3)(a) becomes inaccurate, and a reasonable person would consider the inaccuracy to be significant, the designated benchmark administrator must promptly deliver a completed amended Form 25-102F1 that includes the accurate information.

M.O. 2021-07, s. 2.

Information on a designated benchmark

3. (1) A designated benchmark administrator must, for each designated benchmark that it administers, deliver to the regulator, except in Québec, or securities regulatory authority

(a) information about the provision and distribution of the designated benchmark, including, for greater certainty, its procedures, methodologies and distribution model, and

(b) the code of conduct, if any, for the benchmark contributors.

(2) The information required under subsection (1) must be provided for the periods set out in, and be prepared in accordance with, Form 25-102F2 and must be delivered

(a) on or before the 30th day after the designated benchmark is designated, and

(b) no later than 90 days after the end of each completed financial year of the designated benchmark administrator.

(3) If any of the information delivered by a designated benchmark administrator under paragraph (1)(a) in respect of a designated benchmark it administers becomes inaccurate, and a reasonable person would consider the inaccuracy to be significant, the designated benchmark administrator must promptly deliver a completed amended Form 25-102F2 that includes the accurate information.

M.O. 2021-07, s. 3.

Submission to jurisdiction and appointment of agent for service of process

4. (1) A designated benchmark administrator must, if the designated benchmark administrator is incorporated or organized under the laws of a foreign jurisdiction, submit to the non-exclusive jurisdiction of the judiciary and quasi-judicial and other administrative bodies of the local jurisdiction and appoint an agent for service of process in Canada in a jurisdiction in which the designated benchmark administrator is designated.

(2) The submission to jurisdiction and appointment required under subsection (1) must be prepared in accordance with Form 25-102F3 and must be delivered on or before the 30th day after the designated benchmark administrator is designated.

(3) A designated benchmark administrator, or a benchmark administrator referred to in subsection (4), must deliver an amended Form 25-102F3 containing updated information at least 30 days before the effective date of any change that would result in a change to the information provided in the Form.

(4) Subsection (3) applies to a benchmark administrator until the date that is 6 years after the date on which the benchmark administrator ceases to be a designated benchmark administrator.

M.O. 2021-07, s. 4.

PART 3
GOVERNANCE

Accountability framework requirements

5. (1) A designated benchmark administrator must establish, document, maintain and apply an accountability framework of policies and procedures that are reasonably designed to

(a) ensure and evidence compliance with securities legislation relating to benchmarks, and

(b) for each designated benchmark it administers, ensure and evidence that the designated benchmark administrator follows the methodology applicable to the designated benchmark.

(2) An accountability framework referred to in subsection (1) must specify how the designated benchmark administrator complies with each of the following:

(a) Part 7;

(b) subsection 2(5), paragraph 18(1)(c), sections 32 and 36 and subsection 39(7) as they relate to internal review or audit or a reasonable assurance report on controls;

(c) the policies and procedures referred to in section 12.

M.O. 2021-07, s. 5; M.O. 2026-08, s. 2.

Compliance officer

6. (1) A designated benchmark administrator must designate an officer to be responsible for monitoring and assessing compliance by the designated benchmark administrator and its DBA individuals with securities legislation relating to benchmarks.

(2) A designated benchmark administrator must not prevent or restrict the officer referred to in subsection (1) from directly accessing the designated benchmark administrator's board of directors or a member of the board of directors.

(3) An officer referred to in subsection (1) must do all of the following:

(a) in the case of a benchmark

(i) that is not a designated commodity benchmark, monitor and assess compliance by the designated benchmark administrator and its DBA individuals with securities legislation relating to benchmarks including, for greater certainty, the accountability framework referred to in section 5 and the control framework referred to in section 8, and

(ii) that is a designated commodity benchmark, monitor and assess compliance by the designated benchmark administrator and its DBA individuals with securities legislation relating to benchmarks including, for greater certainty, subsection 5(1) and section 40.3;

(b) at least once every 12 months, submit a report to the designated benchmark administrator's board of directors that describes

(i) the officer's activities referred to in paragraph (a),

(ii) in the case of a benchmark that is not a designated commodity benchmark, compliance by the designated benchmark administrator and its DBA

individuals with securities legislation relating to benchmarks including, for greater certainty, the accountability framework referred to in section 5 and the control framework referred to in section 8,

(ii.1) in the case of a designated commodity benchmark, compliance by the designated benchmark administrator and its DBA individuals with securities legislation relating to benchmarks including, for greater certainty, subsection 5(1) and section 40.3, and

(iii) whether the designated benchmark administrator has followed the methodology applicable to each designated benchmark it administers;

(c) submit a report to the designated benchmark administrator's board of directors as soon as reasonably possible if the officer becomes aware of any circumstances indicating that the designated benchmark administrator or its DBA individuals might not be in compliance with securities legislation relating to benchmarks and any of the following apply:

(i) a reasonable person would consider that the suspected non-compliance, if actual, poses a significant risk of financial loss to a benchmark user or to any other person;

(ii) a reasonable person would consider that the suspected non-compliance, if actual, poses a significant risk of harm to the integrity of capital markets;

(iii) a reasonable person would consider that the suspected non-compliance, if actual, is part of a pattern of non-compliance.

(4) An officer referred to in subsection (1) must not participate in any of the following:

(a) the provision of a designated benchmark;

(b) the determination of compensation for any DBA individuals, other than for a DBA individual who reports directly to the officer.

(5) An officer referred to in subsection (1) must certify that a report submitted under paragraph (3)(b) is accurate and complete.

(6) A designated benchmark administrator must not provide a payment or other financial incentive to an officer referred to in subsection (1), or any DBA individual who reports directly to the officer, if the payment or other financial incentive would create a conflict of interest.

(7) A designated benchmark administrator must establish, document, maintain and apply policies and procedures reasonably designed to ensure compliance with subsection (6).

(8) A designated benchmark administrator must deliver to the regulator, except in Québec, or securities regulatory authority, promptly after it is submitted to the board of directors, a report referred to in paragraph (3)(b) or (c).

M.O. 2021-07, s. 6; M.O. 2023-13, s. 2.

Oversight committee

7. (1) In this section, “oversight committee” means the committee referred to in subsection (2).

(2) A designated benchmark administrator must establish and maintain a committee to oversee the provision of a designated benchmark.

(3) The oversight committee must not include any individual who is a member of the board of directors of the designated benchmark administrator.

(4) The oversight committee must provide a copy of its recommendations on benchmark oversight to the board of directors of the designated benchmark administrator.

(5) A designated benchmark administrator must establish, document, maintain and apply policies and procedures regarding the structure and mandate of the oversight committee.

(6) The board of directors of a designated benchmark administrator must appoint the members of the oversight committee.

(7) A designated benchmark administrator must not distribute information relating to a designated benchmark unless its board of directors has

(a) approved the policies and procedures referred to in subsection (5), and

(b) approved the procedures referred to in paragraph (8)(d).

(8) The oversight committee must, for each designated benchmark that the designated benchmark administrator administers, do all of the following:

(a) review the methodology of the designated benchmark at least once every 12 months and consider if any changes to the methodology are required;

(b) oversee any changes to the methodology of the designated benchmark, including requesting that the designated benchmark administrator consult with benchmark contributors or benchmark users on any significant changes to the methodology of the designated benchmark;

(c) oversee the management and operation of the designated benchmark, including the designated benchmark administrator’s control framework referred to in section 8;

(d) review and approve procedures for any cessation of the designated benchmark, including procedures governing consultations about a cessation of the designated benchmark;

(e) oversee any person referred to in section 13 to which a designated benchmark administrator has outsourced a function, service or activity in the provision of the designated benchmark, including calculation agents and dissemination agents;

(f) assess any report resulting from an internal review or audit or any reasonable assurance report on controls;

(g) monitor the implementation of any remedial actions relating to an internal review or audit or any reasonable assurance report on controls;

(h) keep minutes of its meetings;

(i) if the designated benchmark is based on input data from a benchmark contributor,

(i) oversee the designated benchmark administrator's establishment, documentation, maintenance and application of the code of conduct referred to in section 23,

(ii) monitor each of the following:

(A) the input data;

(B) the contribution of input data by the benchmark contributor;

(C) the actions of the designated benchmark administrator in challenging or validating contributions of input data,

(iii) take reasonable measures regarding any breach of the code of conduct referred to in section 23 to mitigate the impact of the breach and prevent additional breaches in the future, if a reasonable person would consider that the breach is significant, and

(iv) promptly notify the board of directors of the designated benchmark administrator of any breach of the code of conduct referred to in section 23, if a reasonable person would consider that the breach is significant.

(9) If the oversight committee becomes aware that the board of directors of the designated benchmark administrator has acted or intends to act contrary to any recommendations or decisions of the oversight committee, the oversight committee must record that fact in the minutes of its next meeting.

(10) If the oversight committee becomes aware of any of the following, the oversight committee must promptly report it to the regulator, except in Québec, or securities regulatory authority:

(a) any misconduct by the designated benchmark administrator in relation to the provision of a designated benchmark, if a reasonable person would consider that the misconduct is significant;

(b) any misconduct by a benchmark contributor in respect of a designated benchmark that is based on input data from the benchmark contributor, if a reasonable person would consider that the misconduct is significant;

(c) any input data that

(i) a reasonable person would consider is anomalous or suspicious, and

(ii) is used in determining the benchmark or is contributed by a benchmark contributor.

(11) The oversight committee, and each of its members, must carry out its, and their, actions and duties under this Regulation with integrity.

(12) A member of the oversight committee must disclose in writing to the committee the nature and extent of any conflict of interest the member has in respect of the designated benchmark or the designated benchmark administrator.

M.O. 2021-07, s. 7; M.O. 2026-08, s. 3.

Control framework

8. (1) In this section, “control framework” means the policies, procedures and controls referred to in subsections (2), (3) and (4).

(2) A designated benchmark administrator must establish, document, maintain and apply policies, procedures and controls that are reasonably designed to ensure that a designated benchmark is provided in accordance with this Regulation.

(3) Without limiting the generality of subsection (2), a designated benchmark administrator must ensure that its control framework includes controls relating to all of the following:

(a) management of operational risk, including any risk of financial loss, disruption or damage to the reputation of the designated benchmark administrator from any failure of its information technology systems;

(b) business continuity and disaster recovery plans;

(c) contingency procedures in the event of a disruption to the provision of the designated benchmark or the process applied to provide the designated benchmark.

(4) A designated benchmark administrator must establish, document, maintain and apply policies, procedures and controls reasonably designed to

(a) ensure that benchmark contributors comply with the code of conduct referred to in section 23 and the standards for input data in the methodology of the designated benchmark,

(b) monitor input data before any publication relating to the designated benchmark, and

(c) validate input data after publication to identify errors and anomalies.

(5) A designated benchmark administrator must promptly provide written notice to the regulator, except in Québec, or securities regulatory authority describing any security incident or any systems issue relating to a designated benchmark it administers, if a reasonable person would consider that the security incident or systems issue is significant.

(6) A designated benchmark administrator must review and update its control framework on a reasonably frequent basis and at least once every 12 months.

(7) A designated benchmark administrator must make its control framework available, on request and free of charge, to any benchmark user.

M.O. 2021-07, s. 8.

Governance requirements

9. (1) A designated benchmark administrator must establish and document its organizational structure.

(2) The organizational structure referred to in subsection (1) must establish well-defined roles and responsibilities for each person involved in the provision of a designated benchmark administered by the designated benchmark administrator.

(3) A designated benchmark administrator must establish, document, maintain and apply policies and procedures reasonably designed to ensure that each of its benchmark individuals

(a) has the necessary skills, knowledge, experience, reliability and integrity for the duties assigned to the individual, and

(b) is subject to adequate management and supervision.

(4) A designated benchmark administrator must ensure that any information published by the benchmark administrator relating to a designated benchmark is approved by a manager of the designated benchmark administrator.

M.O. 2021-07, s. 9.

Conflicts of interest

10. (1) A designated benchmark administrator must establish, document, maintain and apply policies and procedures that are reasonably designed to

(a) identify and eliminate or manage conflicts of interest involving the designated benchmark administrator and its managers, benchmark contributors, benchmark users, DBA individuals and any affiliated entity of the designated benchmark administrator,

(b) ensure that the exercise of expert judgment by the benchmark administrator or DBA individuals is independently and honestly exercised,

(c) protect the integrity and independence of the provision of a designated benchmark,

(d) ensure that an officer referred to in section 6, or any DBA individual who reports directly to the officer, does not receive compensation or other financial incentive from which conflicts of interest arise or that otherwise adversely affect the integrity of the benchmark determination, and

(e) ensure that each of its benchmark individuals is not subject to undue influence, undue pressure or conflicts of interest, including, for greater certainty, ensuring that each of the benchmark individuals

(i) is not subject to compensation or performance evaluations from which conflicts of interest arise or that otherwise adversely affect the integrity of the benchmark determination,

(ii) does not have any financial interests, relationships or business connections that adversely affect the integrity of the designated benchmark administrator,

(iii) does not contribute to a determination of a designated benchmark by way of engaging in bids, offers or trades on a personal basis or on behalf of market participants, except as permitted under the policies and procedures of the designated benchmark administrator, and

(iv) is subject to policies and procedures to prevent the exchange of information that might affect a designated benchmark with the following, except as permitted under the policies and procedures of the designated benchmark administrator:

(A) any other DBA individual if that individual is involved in an activity that results in a conflict of interest or a potential conflict of interest,

(B) a benchmark contributor or any other person.

(2) A designated benchmark administrator must establish, document, maintain and apply policies and procedures that are reasonably designed to keep separate,

operationally, the business of a designated benchmark administrator relating to the designated benchmark it administers, and its benchmark individuals, from any other business activity of the designated benchmark administrator if the designated benchmark administrator becomes aware of a conflict of interest or a potential conflict of interest involving the business of the designated benchmark administrator relating to any designated benchmark.

(3) A designated benchmark administrator must promptly publish a description of a conflict of interest, or a potential conflict of interest, in respect of a designated benchmark

(a) if a reasonable person would consider the risk of harm to any person arising from the conflict of interest, or the potential conflict of interest, is significant, and

(b) on becoming aware of the conflict of interest, or the potential conflict of interest, including, for greater certainty, a conflict or potential conflict arising from the ownership or control of the designated benchmark administrator.

(4) A designated benchmark administrator must ensure that the policies and procedures referred to in subsection (1)

(a) take into account the nature and categories of the designated benchmarks it administers and the risks that each designated benchmark poses to capital markets and benchmark users,

(b) protect the confidentiality of information provided to or produced by the designated benchmark administrator, subject to the disclosure requirements under Part 5, and

(c) identify and eliminate or manage conflicts of interest, including, for greater certainty, those that arise as a result of

(i) expert judgment or other discretion exercised in the benchmark determination process,

(ii) the ownership or control of the designated benchmark administrator or any affiliated entity of the designated benchmark administrator, and

(iii) any other person exercising control or direction over the designated benchmark administrator in relation to determining the designated benchmark.

(5) If a designated benchmark administrator fails to apply or follow a policy or procedure referred to in subsection (4), and a reasonable person would consider the failure to be significant, the designated benchmark administrator must promptly provide written notice of the significant failure to the regulator, except in Québec, or securities regulatory authority.

M.O. 2021-07, s. 10.

Reporting of contraventions

11. (1) A designated benchmark administrator must establish, document, maintain and apply systems and controls reasonably designed to detect and promptly report to the regulator, except in Québec, or securities regulatory authority any conduct by a DBA individual or a benchmark contributor that might involve the following:

(a) manipulation or attempted manipulation of a designated benchmark;

(b) provision or attempted provision of false or misleading information in respect of a designated benchmark.

(2) A designated benchmark administrator must establish, document, maintain and apply policies and procedures for its DBA individuals to report any contravention of securities legislation relating to benchmarks to the officer referred to in section 6.

(3) A designated benchmark administrator must promptly provide written notice to the regulator, except in Québec, or securities regulatory authority describing any conduct that it, or any of its DBA individuals, becomes aware of that might involve the following:

(a) manipulation or attempted manipulation of a designated benchmark;

(b) provision or attempted provision of false or misleading information in respect of a designated benchmark.

M.O. 2021-07, s. 11.

Complaint procedures

12. (1) A designated benchmark administrator must establish, document, maintain, apply and publish policies and procedures reasonably designed to ensure that the designated benchmark administrator receives, investigates and resolves complaints relating to a designated benchmark, including, for greater certainty, complaints in respect of each of the following:

(a) whether a determination of a designated benchmark accurately and reliably represents that part of the market or economy the benchmark is intended to represent;

(b) whether a determination of a designated benchmark was made in accordance with the methodology of the designated benchmark;

(c) the methodology of a designated benchmark or any proposed change to the methodology.

(2) A designated benchmark administrator must do all of the following:

(a) provide a written copy of the complaint procedures at no cost to any person on request;

(b) investigate a complaint in a timely and fair manner;

(c) communicate the outcome of the investigation of a complaint to the complainant within a reasonable period;

(d) conduct the investigation of a complaint independently of persons who might have been involved in the subject matter of the complaint.

M.O. 2021-07, s. 12.

Outsourcing

13. (1) A designated benchmark administrator must not outsource a function, service or activity relating to the administration of a designated benchmark in such a way as to significantly impair any of the following:

(a) the designated benchmark administrator's control over the provision of the designated benchmark;

(b) the ability of the designated benchmark administrator to comply with securities legislation relating to benchmarks.

(2) A designated benchmark administrator that outsources a function, service or activity in the provision of a designated benchmark must establish, document, maintain and apply policies and procedures reasonably designed to ensure that

(a) the person performing the function or activity or providing the service has the ability, capacity, and any authorization required by law, to perform the outsourced function or activity, or provide the service, reliably and effectively,

(b) the designated benchmark administrator maintains records documenting the identity and the tasks of the person performing the function or activity or providing the service and that those records are available in a manner that permits them to be provided to the regulator or, in Québec, the securities regulatory authority, in a reasonable period,

(c) the designated benchmark administrator and the person to which a function, service or activity is outsourced enter into a written agreement that

(i) imposes service level requirements on the person,

(ii) allows the designated benchmark administrator to terminate the agreement when appropriate,

(iii) requires the person to disclose to the designated benchmark administrator any development that may have a significant impact on the person's ability to perform the outsourced function or activity, or provide the outsourced service, in compliance with applicable law,

(iv) requires the person to cooperate with the regulator, except in Québec, or securities regulatory authority regarding a compliance review or investigation involving the outsourced function, service or activity,

(v) allows the designated benchmark administrator to directly access

(A) the books, records and other documents related to the outsourced function, service or activity, and

(B) the business premises of the person, and

(vi) requires the person to keep sufficient books, records and other documents to record its activities relating to the designated benchmark and to provide the designated benchmark administrator with copies of those books, records and other documents on request,

(d) the designated benchmark administrator takes reasonable measures if the administrator becomes aware of any circumstances indicating that the person to which a function, service or activity is outsourced might not be performing the outsourced function or activity, or providing the outsourced service, in compliance with this Regulation or with the agreement referred to in paragraph (c),

(e) the designated benchmark administrator conducts reasonable supervision of the outsourced function, service or activity and manages any risks to the designated benchmark administrator or to the accuracy or reliability of the designated benchmark resulting from the outsourcing,

(f) the designated benchmark administrator retains the expertise that a reasonable person would consider necessary to conduct reasonable supervision of the outsourced function, service or activity and to manage any risks to the designated benchmark administrator or to the accuracy or reliability of the designated benchmark resulting from the outsourcing, and

(g) the designated benchmark administrator takes steps, including developing contingency plans, that a reasonable person would consider necessary to avoid or mitigate operational risk related to the person performing the function or activity or providing the service.

(3) A designated benchmark administrator that outsources a function, service or activity in the provision of a designated benchmark must ensure that the regulator, except in Québec, or securities regulatory authority has reasonable access to

(a) the applicable books, records and other documents of the person performing the function or activity or providing the service, and

(b) the applicable business premises of the person performing the function or activity or providing the service.

M.O. 2021-07, s. 13.

Assurance report on designated benchmark administrator

13.1. (1) A designated benchmark administrator must engage a public accountant to provide a reasonable assurance report on controls, in respect of each designated benchmark it administers that is not a designated critical benchmark, a designated interest rate benchmark or a designated commodity benchmark, relating to

(a) the designated benchmark administrator's compliance with sections 5, 8 to 16 and 26, and

(b) whether the designated benchmark administrator follows the methodology of the designated benchmark.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is,

(a) in the case of a first report, the period commencing 9 months and one day after the date of designation of a benchmark referred to in that subsection and ending 12 months after that date, and

(b) in the case of a report that is not the first report, the period commencing 12 months and one day after the end of the applicable period of the report preceding the subsequent report and ending 24 months after the end of that period.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the designated benchmark administrator not later than 90 days after the end of the applicable period under subsection (2).

(4) For the purposes of subsection (1), a designated benchmark administrator must, not later than 100 days after the end of the applicable period under subsection (2) of a report referred to in subsection (1), publish the report and deliver a copy of the report to the regulator, except in Québec, or securities regulatory authority.

M.O. 2026-08, s. 4.

PART 4
INPUT DATA AND METHODOLOGY

Input data

14. (1) A designated benchmark administrator must establish, document, maintain and apply policies and procedures reasonably designed to ensure that all of the following are satisfied in respect of input data used in the provision of a designated benchmark:

(a) the input data, in aggregate, is sufficient to provide a designated benchmark that accurately and reliably represents that part of the market or economy the designated benchmark is intended to represent;

(b) the input data will continue to be reliably available;

(c) if appropriate transaction data is available to satisfy paragraphs (a) and (b), the input data is transaction data;

(d) if appropriate transaction data is not available to satisfy paragraphs (a) and (b), the designated benchmark administrator uses, in accordance with the methodology of the designated benchmark, relevant and appropriate estimated prices, quotes or other values as input data;

(e) the input data is capable of being verified as being accurate, reliable and complete.

(2) A designated benchmark administrator must establish, document, maintain and apply policies, procedures and controls that are reasonably designed to ensure that input data for a designated benchmark is accurate, reliable and complete and that include all of the following:

(a) criteria for determining who may act as benchmark contributors and contributing individuals;

(b) a process for determining benchmark contributors and contributing individuals;

(c) a process for assessing a benchmark contributor's compliance with the code of conduct referred to in section 23;

(d) a process for applying measures that a reasonable person would consider appropriate in the event of a benchmark contributor failing to comply with the code of conduct referred to in section 23;

(e) if appropriate, a process for stopping a benchmark contributor from contributing further input data;

(f) a process for verifying input data to ensure its accuracy, reliability and completeness.

(3) If a reasonable person would consider that the input data results in a designated benchmark that does not accurately and reliably represent that part of the market or economy the designated benchmark is intended to represent, the designated benchmark administrator must do either of the following:

(a) within a reasonable time, change the input data, the benchmark contributors or the methodology of the designated benchmark in order to ensure that the designated

benchmark accurately and reliably represents that part of the market or economy the designated benchmark is intended to represent;

(b) cease to provide the designated benchmark.

(4) A designated benchmark administrator must promptly provide written notice to the regulator, except in Québec, or securities regulatory authority if the designated benchmark administrator is required to take an action under paragraph (3)(a) or (b).

(5) A designated benchmark administrator must publish both of the following:

(a) the policies and procedures referred to in subsection (1) regarding the types of input data, the priority of use of the different types of input data and the exercise of expert judgment in the determination of a designated benchmark;

(b) the methodology of the designated benchmark.

M.O. 2021-07, s. 14.

Contribution of input data

15. (1) For the purpose of paragraph 14(1)(a) in respect of a designated benchmark that is based on input data from benchmark contributors, the designated benchmark administrator must obtain, if a reasonable person would consider it to be appropriate, input data from a representative sample of benchmark contributors.

(2) A designated benchmark administrator must not use input data from a benchmark contributor if

(a) a reasonable person would consider that the benchmark contributor has breached the code of conduct referred to in section 23, and

(b) a reasonable person would consider that the breach is significant.

(3) If the circumstances referred to in subsection (2) occur, and if a reasonable person would consider it to be appropriate, a designated benchmark administrator must obtain alternative representative data in accordance with the policies and procedures referred to in subsection 16(3).

(4) If input data is contributed from any front office, or front office employee, of a benchmark contributor, or of an affiliated entity of a benchmark contributor, that performs any activities that relate to or might affect the input data, the designated benchmark administrator must

(a) obtain information from other sources, if reasonably available, that confirms the accuracy, reliability and completeness of the input data in accordance with its policies and procedures, and

(b) ensure that the benchmark contributor has in place internal oversight and verification procedures that a reasonable person would consider adequate.

(5) *(paragraph repealed)*.

M.O. 2021-07, s. 15; M.O. 2023-13, s. 3.

Methodology

16. (1) A designated benchmark administrator must not follow a methodology for determining a designated benchmark unless all of the following apply:

(a) the methodology is sufficient to provide a designated benchmark that accurately and reliably represents that part of the market or economy the designated benchmark is intended to represent;

(b) the methodology identifies how and when expert judgment may be exercised in the determination of the designated benchmark;

(c) the accuracy and reliability of the methodology, with respect to determinations made under it, is capable of being verified, including, if appropriate, by back-testing;

(d) the methodology is reasonably designed to ensure that a determination under the methodology can be made in all reasonable circumstances, without compromising the accuracy and reliability of the methodology;

(e) a determination under the methodology is capable of being verified as being accurate, reliable and complete.

(2) A designated benchmark administrator must not implement a methodology for a designated benchmark unless the methodology,

(a) when it is prepared, takes into account all of the applicable characteristics of that part of the market or economy the designated benchmark is intended to represent,

(b) if applicable, determines what constitutes an active market for the purposes of the designated benchmark, and

(c) establishes the priority to be given to different types of input data.

(3) A designated benchmark administrator must establish, document, maintain, apply and publish policies and procedures that

(a) identify the circumstances in which the quantity or quality of input data falls below the standards necessary for the methodology to provide a designated benchmark that accurately and reliably represents that part of the market or economy the designated benchmark is intended to represent, and

(b) indicate whether and how the designated benchmark is to be determined in those circumstances.

M.O. 2021-07, s. 16.

Proposed significant changes to methodology

17. (1) In this section, “significant change” means a change that a reasonable person would consider to be significant.

(2) A designated benchmark administrator must not implement a significant change to a methodology for determining a designated benchmark, unless all of the following apply:

(a) the designated benchmark administrator has published notice of the proposed significant change to the methodology of a designated benchmark;

(b) the designated benchmark administrator has provided a means for benchmark users and other members of the public to comment on the proposed significant change and its effect on the designated benchmark;

(c) the designated benchmark administrator has published

(i) any comments received, unless the commenter has requested that its comments be held in confidence,

(ii) the name of each commenter, unless a commenter has requested that its name be held in confidence, and

(iii) the designated benchmark administrator’s response to the comments that are published;

(d) the designated benchmark administrator has published notice of implementation of any significant change to the methodology of the designated benchmark.

(3) For the purposes of subsection (2),

(a) the notice under paragraph (2)(a) must be published on a date that provides benchmark users and other members of the public with reasonable time to consider and comment on the proposed change,

(b) the publication of comments under paragraph (2)(c) may permit a part of a written comment to be excluded from publication if both of the following apply:

(i) the designated benchmark administrator considers that disclosure of that part of the comment would be seriously prejudicial to the interests of the designated benchmark administrator or would contravene privacy laws;

(ii) the designated benchmark administrator includes, with the publication, a description of the nature of the comment, and

(c) the notice under paragraph (2)(d) must be published sufficiently before the effective date of the change to provide benchmark users and other members of the public with reasonable time to consider the implementation of the significant change.

M.O. 2021-07, s. 17.

PART 5
DISCLOSURE

Disclosure of methodology

18. (1) A designated benchmark administrator must publish all of the following in respect of the methodology of a designated benchmark:

(a) the information that

(i) a reasonable benchmark contributor might need in order to carry out its responsibilities as a benchmark contributor, and

(ii) a reasonable benchmark user might need in order to evaluate whether the designated benchmark accurately and reliably represents that part of the market or economy the designated benchmark is intended to represent;

(b) an explanation of all of the elements of the methodology, including, for greater certainty, the following:

(i) a description of the designated benchmark and of that part of the market or economy the designated benchmark is intended to represent;

(ii) the currency or other unit of measurement of the designated benchmark;

(iii) the criteria used by the designated benchmark administrator to select the sources of input data used to determine the designated benchmark;

(iv) the types of input data used to determine the designated benchmark and the priority given to each type;

(v) a description of the benchmark contributors and the criteria used to determine the eligibility of a benchmark contributor;

(vi) a description of the constituents of the designated benchmark and the criteria used to select and give weight to them;

(vii) any minimum liquidity requirements for the constituents of the designated benchmark;

(viii) any minimum requirements for the quantity of input data, and any minimum standards for the quality of input data, used to determine the designated benchmark;

(ix) provisions that identify how and when expert judgment may be exercised in the determination of the designated benchmark;

(x) whether the designated benchmark takes into account any reinvestment of dividends paid on securities that are included in the designated benchmark;

(xi) if the methodology may be changed periodically to ensure the designated benchmark continues to accurately and reliably represent that part of the market or economy the designated benchmark is intended to represent, all of the following:

(A) any criteria to be used to determine when such a change is necessary;

(B) any criteria to be used to determine the frequency of such a change;

(C) any criteria to be used to rebalance the constituents of the designated benchmark as part of making such a change;

(xii) the potential limitations of the methodology and details of any methodology to be used in exceptional circumstances, including in the case of an illiquid market or in periods of stress or if transaction data may be inaccurate, unreliable or incomplete;

(xiii) a description of the roles of any third parties involved in data collection for, or in the calculation or dissemination of, the designated benchmark;

(xiv) the model or method used for the extrapolation and any interpolation of input data;

(c) the process for the internal review and approval of the methodology and the frequency of such reviews and approvals;

(d) the process referred to in section 17 for making significant changes to the methodology;

(e) examples of the types of changes that may constitute a significant change to the methodology.

(2) A designated benchmark administrator must provide written notice to the regulator, except in Québec, or securities regulatory authority of a proposed significant change to

the methodology of a designated benchmark referred to in section 17 at least 45 days before the significant change is implemented.

(3) Subsection (2) does not apply with respect to a proposal to make a significant change to a methodology of a designated benchmark referred to in section 17 if

(a) the proposal is intended to be implemented within 45 days of the decision to make the change,

(b) the proposal is intended to preserve the integrity, accuracy or reliability of the designated benchmark or the independence of the designated benchmark administrator, and

(c) the designated benchmark administrator promptly, after making the decision to make the significant change, provides written notice to the regulator, except in Québec, or securities regulatory authority of the proposed significant change.

M.O. 2021-07, s. 18.

Benchmark statement

19. (1) In this section, “benchmark statement” means a written statement that includes all of the following:

(a) a description of that part of the market or economy the designated benchmark is intended to represent, including, for greater certainty, the following:

(i) the geographical area, if any, of that part of the market or economy the designated benchmark is intended to represent;

(ii) any other information that a reasonable person would consider to be useful to help existing or potential benchmark users to understand the relevant features of that part of the market or economy the designated benchmark is intended to represent, including both of the following, to the extent that accurate and reliable information is available:

(A) information on existing or potential participants in that part of the market or economy the designated benchmark is intended to represent;

(B) an indication of the dollar value of that part of the market or economy the designated benchmark is intended to represent;

(b) an explanation of the circumstances in which the designated benchmark might, in the opinion of a reasonable person, not accurately and reliably represent that part of the market or economy the designated benchmark is intended to represent;

(c) information that sets out all of the following:

(i) the elements of the methodology of the designated benchmark in relation to which expert judgment may be exercised by the designated benchmark administrator or any benchmark contributor;

(ii) the circumstances in which expert judgment would be exercised by the designated benchmark administrator or any benchmark contributor;

(iii) the job title of the individuals who are authorized to exercise expert judgment;

(d) whether the expert judgment referred to in paragraph (c) will be evaluated by the designated benchmark administrator or the benchmark contributor and the parameters that will be used to conduct the evaluation;

(e) notice that factors, including external factors beyond the control of the designated benchmark administrator, could necessitate changes to, or the cessation of, the designated benchmark;

(f) notice that changes to, or the cessation of, the designated benchmark could have an impact on contracts and instruments that reference the designated benchmark or on the measurement of the performance of an investment fund that references the designated benchmark;

(g) an explanation of all key terms used in the statement that relate to the designated benchmark and its methodology;

(h) the rationale for adopting the methodology for determining the designated benchmark;

(i) the procedures for the review and approval of the methodology of the designated benchmark;

(j) a summary of the methodology of the designated benchmark, including, for greater certainty, the following, if applicable:

(i) a description of the types of input data to be used;

(ii) the priority given to different types of input data;

(iii) the minimum data needed to determine the designated benchmark;

(iv) the use of any models or methods of extrapolation of input data;

(v) any criteria for rebalancing the constituents of the designated benchmark;

(vi) any other restrictions or limitations on the exercise of expert judgment;

(k) the procedures that govern the provision of the designated benchmark in periods of market stress or when transaction data might be inaccurate, unreliable or incomplete, and the potential limitations of the designated benchmark during those periods;

(l) the procedures for dealing with errors in input data or in the determination of the designated benchmark, including when a re-determination of the designated benchmark is required;

(m) potential limitations of the designated benchmark, including its operation in illiquid or fragmented markets and the possible concentration of input data.

(2) No later than 15 days after the designation of a designated benchmark, the designated benchmark administrator of the designated benchmark must publish a benchmark statement.

(3) A designated benchmark administrator must, with respect to each designated benchmark it administers, review the applicable benchmark statement at least every 2 years.

(4) If there is a change to the information required under this section in a benchmark statement, and if a reasonable person would consider the change to be significant, the designated benchmark administrator must promptly update the benchmark statement to reflect the change.

(5) If the benchmark statement is updated under subsection (4), the designated benchmark administrator must promptly publish the updated benchmark statement.

M.O. 2021-07, s. 19.

Changes to and cessation of a designated benchmark

20. (1) A designated benchmark administrator must not cease to provide a designated benchmark, unless the designated benchmark administrator has provided notice of the cessation on a date that provides benchmark users and other members of the public with reasonable time to consider the impact of the cessation.

(2) A designated benchmark administrator must publish, simultaneously with the benchmark statement referred to in subsection 19(2), the procedures it will follow in the event of a significant change to the methodology or provision of the designated benchmark it administers, or the cessation of the designated benchmark, including procedures for advance notice of the implementation of a significant change or a cessation.

(3) If a designated benchmark administrator makes a significant change to the procedures referred to in subsection (2), the designated benchmark administrator must promptly publish the changed procedures.

M.O. 2021-07, s. 20.

Registrants, reporting issuers and recognized entities

21. (1) If a person uses a designated benchmark, and if a significant change to the methodology or provision of the benchmark, or the cessation of the benchmark, could have a significant impact on the person, a security issued by the person or a derivative to which the person is a party, the person must establish and maintain a written plan setting out the actions that the person will take in the event of any of the following:

(a) a significant change to the methodology or provision of the designated benchmark;

(b) a cessation of the designated benchmark.

(2) Subsection (1) does not apply unless the person is any of the following:

(a) a registrant;

(b) a reporting issuer;

(c) a recognized exchange;

(d) a recognized quotation and trade reporting system;

(e) a recognized clearing agency within the meaning of Regulation 24-102 respecting Clearing Agency Requirements (chapter V-1.1, r. 8.01).

(3) Subsection (1) does not apply with respect to a security issued or a derivative entered into before the date this Regulation comes into force.

(4) If a reasonable person would consider it appropriate, a person referred to in subsection (1) must

(a) identify, in the plan referred to in subsection (1), one or more benchmarks suitable as substitutes for the designated benchmark, and

(b) indicate why the substitution would be suitable.

(5) If a reasonable person would consider it appropriate, a person referred to in subsection (1) must refer to the plan referred in subsection (1) in any security issued by the person, or any derivative to which the person is a party, that references the designated benchmark.

M.O. 2021-07, s. 21.

Publishing and disclosing

22. If, under this Regulation, a designated benchmark administrator is required to publish a document or information, or disclose a document or information to a benchmark user or benchmark contributor, the designated benchmark administrator must publicly include the document or information on the designated benchmark administrator's website in a prominent manner and, for greater certainty, free of charge.

M.O. 2021-07, s. 22.

PART 6
BENCHMARK CONTRIBUTORS

Code of conduct for benchmark contributors

23. (1) If a designated benchmark is determined using input data from a benchmark contributor, the designated benchmark administrator of the designated benchmark must establish, document, maintain and apply a code of conduct that specifies the responsibilities of the benchmark contributor with respect to the contribution of input data.

(2) A designated benchmark administrator must include in the code of conduct referred to in subsection (1) all of the following:

(a) a description of the input data to be provided and the requirements necessary to ensure that input data is provided in accordance with sections 14 and 15;

(b) the method by which a benchmark contributor will confirm the identity of each contributing individual who might contribute input data;

(c) the method by which the designated benchmark administrator will confirm the identity of a benchmark contributor and any contributing individual;

(d) the procedures that a benchmark contributor will use to determine who is suitable to be authorized as a contributing individual;

(e) the procedures that a benchmark contributor will use to ensure that the benchmark contributor contributes all relevant input data;

(f) a description of the procedures, systems and controls that a benchmark contributor will establish, document, maintain and apply, including the following:

(i) procedures for contributing input data;

(ii) specifying whether input data is transaction data;

(iii) confirming whether input data conforms to the designated benchmark administrator's requirements;

(iv) procedures for the exercise of expert judgment in contributing input data;

(v) if the designated benchmark administrator requires the validation of input data before it is contributed, the requirement;

(vi) a requirement to maintain records relating to its activities as a benchmark contributor;

(vii) a requirement that the benchmark contributor report to the designated benchmark administrator any instance when a reasonable person would consider that a contributing individual, acting on a behalf of the benchmark contributor or any other benchmark contributor, has contributed input data that is inaccurate, unreliable or incomplete;

(viii) a requirement to identify and eliminate or manage conflicts of interest and potential conflicts of interest that may affect the integrity, accuracy or reliability of the designated benchmark;

(ix) a procedure for the designation of an officer of the benchmark contributor who is to be responsible for monitoring and assessing compliance by the benchmark contributor and its employees with the code of conduct and securities legislation relating to benchmarks;

(x) a requirement that the benchmark contributor's officer referred to in subparagraph (ix) and the benchmark contributor's chief compliance officer not be prevented or restricted from directly accessing the benchmark contributor's board of directors.

(3) A designated benchmark administrator must establish, document, maintain and apply policies and procedures reasonably designed to, at least once every 12 months and promptly after any change to the code of conduct referred to in subsection (1), assess whether each benchmark contributor to a designated benchmark that it administers is complying with the code of conduct.

M.O. 2021-07, s. 23.

Governance and control requirements for benchmark contributors

24. (1) A benchmark contributor to a designated benchmark must establish, document, maintain and apply policies and procedures reasonably designed to ensure all of the following:

(a) input data contributed by the benchmark contributor is not affected by any conflict of interest or potential conflict of interest involving the benchmark contributor or its employees, officers, directors or agents, if a reasonable person would consider that the input data might be inaccurate, unreliable or incomplete;

(b) if expert judgment is exercised by the benchmark contributor in contributing input data, the benchmark contributor exercises the expert judgment independently, in good faith and in compliance with the code of conduct referred to in section 23.

(2) A benchmark contributor to a designated benchmark must establish, document, maintain and apply policies, procedures and controls reasonably designed to ensure the accuracy, reliability and completeness of each contribution of input data, including policies, procedures and controls governing all of the following:

(a) the manner in which the input data is contributed in compliance with this Regulation and the code of conduct referred to in section 23;

(b) who may contribute input data, including, as applicable, a process for approval by an individual holding a position senior to that of a contributing individual;

(c) training for contributing individuals with respect to compliance with this Regulation;

(d) the identification and elimination or management of conflicts of interest and potential conflicts of interest, including, for greater certainty,

(i) policies, procedures and controls that are reasonably designed to keep separate, operationally or otherwise, contributing individuals from employees or agents whose responsibilities include transacting in a contract, derivative, instrument or security that uses the designated benchmark for reference;

(ii) policies, procedures and controls that are reasonably designed to prevent contributing individuals from receiving compensation or other financial incentive from which conflicts of interest arise, including for greater certainty, conflicts of interest that adversely affect the accuracy, reliability and completeness of each contribution of input data.

(3) Before a benchmark contributor contributes input data for a designated benchmark, the benchmark contributor must

(a) establish, document, maintain and apply policies and procedures reasonably designed to establish criteria, including any restrictions or limitations, for the exercise of expert judgment, and

(b) if expert judgment is exercised in relation to input data, retain records that record the rationale for any decision made to exercise that expert judgment, the rationale applied in the exercise of the expert judgment and the manner of the exercise of the expert judgment.

(4) A benchmark contributor that contributes input data for a designated benchmark must keep, for a period of 7 years from the date the record was made or received by the designated benchmark administrator, whichever is later, records relating to all of the following:

(a) communications, including, for greater certainty, telephone conversations, in relation to the contribution of input data;

(b) all information used or considered by the benchmark contributor in making each contribution, including details of contributions made and the names of contributing individuals;

(c) the records relating to expert judgment referred to in paragraph 3(b);

(d) all documentation relating to the identification and elimination or management of conflicts of interest and potential conflicts of interest;

(e) a description of the potential for financial loss or gain of the benchmark contributor and each contributing individual to financial instruments that reference the designated benchmark for which it acts as a benchmark contributor;

(f) any internal or external review of the benchmark contributor, including, for greater certainty, each reasonable assurance report on controls required under this Regulation.

(5) A benchmark contributor that contributes input data for a designated benchmark must

(a) cooperate with the designated benchmark administrator in the review and supervision of the provision of the designated benchmark, including, for greater certainty, cooperation in connection with any reasonable assurance report on controls required under this Regulation, and

(b) make available the records kept in accordance with subsection (4) to all of the following:

(i) the designated benchmark administrator;

(ii) a public accountant involved with the preparation of a limited assurance report on compliance or reasonable assurance report on compliance required under this Regulation.

M.O. 2021-07, s. 24; M.O. 2026-08, s. 9.

Compliance officer for benchmark contributors

25. (1) A benchmark contributor that contributes input data for a designated benchmark must designate an officer of the benchmark contributor who is to be responsible for monitoring and assessing compliance by the benchmark contributor and its employees with the code of conduct referred to in section 23, this Regulation and securities legislation relating to benchmarks.

(2) A benchmark contributor must not prevent or restrict the officer referred to in subsection (1) and its chief compliance officer from directly accessing the benchmark contributor's board of directors or a member of the board of directors.

M.O. 2021-07, s. 25.

PART 7
RECORD KEEPING

Books, records and other documents

26. (1) A designated benchmark administrator must keep the books, records and other documents that are necessary to account for its activities as a designated benchmark administrator, its business transactions and its financial affairs relating to its designated benchmarks.

(2) A designated benchmark administrator must keep books, records and other documents of the following:

(a) all input data, including how the data was used;

(b) if data is rejected as input data for a designated benchmark despite the data conforming to the methodology of the designated benchmark, the rationale for rejecting the input data;

(c) the methodology of each designated benchmark administered by the designated benchmark administrator;

(d) any exercise of expert judgment by the designated benchmark administrator in the determination of a designated benchmark, including the basis for the exercise of expert judgment;

(e) changes in or deviations from policies, procedures, controls or methodologies;

(f) the identities of contributing individuals and of benchmark individuals;

(g) all documents relating to a complaint;

(h) communications, including, for greater certainty, telephone conversations, between any benchmark individual and benchmark contributors or contributing individuals in respect of a designated benchmark administered by the designated benchmark administrator.

(3) A designated benchmark administrator must keep the records referred to in subsection (2) in a form that

(a) identifies the manner in which the determination of a designated benchmark was made, and

(b) enables an audit, review or evaluation of any input data, calculation, or exercise of expert judgment, including in connection with any reasonable assurance report on controls.

(4) A designated benchmark administrator must retain the books, records and other documents required to be maintained under this section

(a) for a period of 7 years from the date the record was made or received by the designated benchmark administrator, whichever is later,

(b) in a safe location and a durable form, and

(c) in a manner that permits those books, records and other documents to be provided promptly on request to the regulator, except in Québec, or securities regulatory authority.

M.O. 2021-07, s. 26; M.O. 2026-08, s. 9.

PART 8
DESIGNATED CRITICAL BENCHMARKS, DESIGNATED INTEREST RATE BENCHMARKS AND DESIGNATED REGULATED-DATA BENCHMARKS

DIVISION 1 Designated critical benchmarks

Administration of a designated critical benchmark

27. (1) If a designated benchmark administrator decides to cease providing a designated critical benchmark, the designated benchmark administrator must

(a) promptly notify the regulator, except in Québec, or securities regulatory authority, and

(b) not more than 4 weeks after notifying the regulator, except in Québec, or securities regulatory authority, submit a plan to the regulator, except in Québec, or securities regulatory authority for how the designated critical benchmark can be transitioned to another designated benchmark administrator or cease to be provided.

(2) Following the submission of the plan referred to paragraph (1)(b), a designated benchmark administrator must continue to provide the designated critical benchmark until one or more of the following have occurred:

(a) the provision of the designated critical benchmark has been transitioned to another designated benchmark administrator;

(b) the designated benchmark administrator receives notice from the regulator, except in Québec, or securities regulatory authority authorizing the cessation;

(c) the designation of the designated benchmark has been revoked or varied to reflect that the designated benchmark is no longer a designated critical benchmark;

(d) 12 months have elapsed from the submission of the plan referred to in paragraph (1)(b), unless, before the expiration of the period, the regulator, except in Québec, or securities regulatory authority has provided written notice that the written notice has been extended.

M.O. 2021-07, s. 27.

Access

28. A designated benchmark administrator of a designated critical benchmark must take reasonable steps to ensure that benchmark users and potential benchmarks users have direct access to the designated critical benchmark on a fair, reasonable, transparent and non-discriminatory basis.

M.O. 2021-07, s. 28.

Assessment

29. A designated benchmark administrator of a designated critical benchmark must, at least once every 2 years, submit to the regulator, except in Québec, or securities regulatory authority an assessment of the capability of the designated critical benchmark to accurately and reliably represent that part of the market or economy the designated critical benchmark is intended to represent.

M.O. 2021-07, s. 29.

Benchmark contributor to a designated critical benchmark

30. (1) If a benchmark contributor to a designated critical benchmark decides it will cease contributing input data, it must promptly notify in writing the designated benchmark administrator that administers the designated critical benchmark.

(2) A benchmark contributor that is required to give notice under subsection (1) must continue contributing input data until the earlier of

(a) the date referred to in subparagraph (3)(b)(ii), and

(b) 6 months after the notice referred to in subsection (1) is received by the designated benchmark administrator that administers the designated critical benchmark.

(3) If a designated benchmark administrator receives a notice referred to in subsection (1), the designated benchmark administrator must

(a) promptly notify the regulator, except in Québec, or securities regulatory authority of the decision referred to in subsection (1), and

(b) no later than 14 days after receipt of the notice,

(i) submit to the regulator, except in Québec, or securities regulatory authority an assessment of the impact of the benchmark contributor ceasing to contribute input data on the capability of the designated critical benchmark to accurately and reliably represent that part of the market or economy the designated benchmark is intended to represent, and

(ii) notify in writing the benchmark contributor of the date after which the designated benchmark administrator no longer requires the benchmark contributor to contribute input data, if that date is less than 6 months after the date the designated benchmark administrator received the notice referred to in subsection (1).

M.O. 2021-07, s. 30.

Oversight committee

31. (1) For a designated critical benchmark, at least half of the members of the oversight committee referred to in section 7 must be independent of the designated benchmark administrator and any affiliated entity of the designated benchmark administrator.

(2) For the purposes of subsection (1), a member of the oversight committee is not independent if any of the following apply:

(a) other than as compensation for acting as a member of the oversight committee, the member accepts any consulting, advisory or other compensatory fee from the designated benchmark administrator or any affiliated entity of the designated benchmark administrator;

(b) the member is a DBA individual or an employee or agent of any affiliated entity of the designated benchmark administrator;

(c) the member has a relationship with the designated benchmark administrator that may, in the opinion of the board of directors of the designated benchmark administrator, be expected to interfere with the exercise of the member's independent judgment.

(3) The oversight committee referred to in section 7 must

(a) publish details of its membership, declarations of any conflicts of interest of its members, and the processes for election or nomination of its members, and

(b) hold at least one meeting every 4 months.

M.O. 2021-07, s. 31.

Assurance report on designated benchmark administrator

32. (1) A designated benchmark administrator must engage a public accountant to provide a reasonable assurance report on controls, in respect of each designated critical benchmark it administers, relating to

(a) the designated benchmark administrator's compliance with sections 5, 8 to 16 and 26, and

(b) whether the designated benchmark administrator follows the methodology of the designated critical benchmark.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is,

(a) in the case of a first report, the period commencing 9 months and one day after the date of designation of a benchmark referred to in that subsection and ending 12 months after that date, and

(b) in the case of a report that is not the first report, the period commencing on the first day after the end of the applicable period of the report preceding the subsequent report and ending 12 months after the end of that period.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the designated benchmark administrator not later than 90 days after the end of the applicable period under subsection (2).

(4) For the purposes of subsection (1), a designated benchmark administrator must, not later than 100 days after the end of the applicable period under subsection (2) of a report referred to in subsection (1), publish the report and deliver a copy of the report to the regulator, except in Québec, or securities regulatory authority.

M.O. 2021-07, s. 32; M.O. 2026-08, s. 5.

Assurance report on benchmark contributor requested by oversight committee

33. (1) If requested by the oversight committee referred to in section 7 as a result of a concern relating to a benchmark contributor to a designated critical benchmark, the benchmark contributor must engage a public accountant to provide a reasonable assurance report on controls relating to

(a) the benchmark contributor's compliance with section 24, and

(b) whether the benchmark contributor follows the methodology of the designated critical benchmark.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is 3 months, 6 months, 9 months or 12 months, as specified in a request referred to in that subsection.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the benchmark contributor not later than 90 days after a request referred to in that subsection.

(4) For the purposes of subsection (1), a benchmark contributor must, not later than 100 days after a request of the oversight committee referred to in that subsection, deliver a copy of a report referred to in that subsection to

(a) the oversight committee,

(b) the board of directors of the designated benchmark administrator that established the oversight committee referred to in paragraph (a), and

(c) the regulator or securities regulatory authority.

M.O. 2021-07, s. 33; M.O. 2026-08, s. 5.

DIVISION 2 Designated interest rate benchmarks

Order of priority of input data

34. For the purposes of subsection 14(1) and paragraph 14(5)(a), if a designated interest rate benchmark is based on a contribution of input data from a benchmark contributor, input data for the determination of the designated interest rate benchmark must be used by the designated benchmark administrator in accordance with the order of priority specified in the methodology of the designated interest rate benchmark.

M.O. 2021-07, s. 34.

Oversight committee

35. (1) For a designated interest rate benchmark, at least half of the members of the oversight committee referred to in section 7 must be independent of the designated benchmark administrator and any affiliated entity of the designated benchmark administrator.

(2) For the purposes of subsection (1), a member of the oversight committee is not independent if any of the following apply:

(a) other than as compensation for acting as a member of the oversight committee, the member accepts any consulting, advisory or other compensatory fee from the designated benchmark administrator or any affiliated entity of the designated benchmark administrator;

(b) the member is a DBA individual or an employee or agent of any affiliated entity of the designated benchmark administrator;

(c) the member has a relationship with the designated benchmark administrator that may, in the opinion of the board of directors of the designated benchmark administrator, be expected to interfere with the exercise of the member's judgment.

(3) The oversight committee referred to in section 7 must

(a) publish details of its membership, any declarations of any conflicts of interest of its members, and the processes for election or nomination of its members, and

(b) hold at least one meeting every 4 months.

M.O. 2021-07, s. 35.

Assurance report on designated benchmark administrator

Transitional provisions (M.O. 2026-08, s. 10 to 12)

Applicable period of first report – designated interest rate benchmark without a benchmark contributor

10. Despite subparagraph (ii) of subparagraph (a) of paragraph (2) of section 36 of the Regulation, as enacted by this Regulation, if a designated interest rate benchmark without a benchmark contributor was designated before the coming into force of this Regulation, the applicable period of the first report referred to in subparagraph (ii) of subparagraph (a) of paragraph (2) of section 36, as enacted by this Regulation, is the period commencing on 1 May 2025 and ending on 30 April 2026.

First report – designated interest rate benchmark without a benchmark contributor

11. Despite paragraph (3) of section 36 of the Regulation, as enacted by this Regulation, if a designated interest rate benchmark without a benchmark contributor was designated before the coming into force of this Regulation, the engagement referred to in paragraph (1) of section 36, as enacted by this Regulation, must require the public accountant to provide the first report referred to in paragraph (3) of section 36, as enacted by this Regulation, to the designated benchmark administrator not later than 90 days after the coming into force of this Regulation.

Publication and delivery of first report – designated interest rate benchmark without a benchmark contributor

12. Despite paragraph (4) of section 36 of the Regulation, if a designated interest rate benchmark without a benchmark contributor was designated before the coming into force of this Regulation, a designated benchmark administrator must publish and deliver the first report referred to in paragraph (4) of section 36, as enacted by this Regulation, to the regulator, except in Québec, or the securities regulatory authority not later than 100 days after the coming into force of this Regulation.

36. (1) A designated benchmark administrator must engage a public accountant to provide a reasonable assurance report on controls, in respect of each designated interest rate benchmark it administers, relating to

(a) the designated benchmark administrator's compliance with sections 5, 8 to 16, 26 and 34,

(b) for a benchmark with a benchmark contributor, the designated benchmark administrator's compliance with section 23, and

(c) whether the designated benchmark administrator follows the methodology of the designated interest rate benchmark.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is:

(a) in the case of a first report,

(i) for a benchmark with a benchmark contributor, the period commencing 3 months and one day after the date of designation of the benchmark and ending 6 months after that date, or

(ii) for a benchmark without a benchmark contributor, the period commencing 9 months and one day after the date of designation of the benchmark and ending 12 months after that date, and

(b) in the case of a report that is not the first report, the period commencing 12 months and one day after the end of the applicable period of the report preceding the subsequent report and ending 24 months after the end of that period.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the designated benchmark administrator not later than 90 days after the end of the applicable period under subsection (2).

(4) For the purposes of subsection (1), a designated benchmark administrator must, not later than 100 days after the end of the applicable period under subsection (2) of a report referred to in subsection (1), publish the report and deliver a copy of the report to the regulator, except in Québec, or securities regulatory authority.

M.O. 2021-07, s. 36; M.O. 2026-08, s. 6.

Assurance report on benchmark contributor required by oversight committee

37. (1) If requested by the oversight committee referred to in section 7 as a result of a concern relating to a benchmark contributor to a designated interest rate benchmark, the benchmark contributor must engage a public accountant to provide a reasonable assurance report on controls relating to

(a) the benchmark contributor’s compliance with sections 24 and 39,

(b) whether the benchmark contributor follows the methodology of the designated interest rate benchmark, and

(c) the benchmark contributor’s compliance with the code of conduct referred to in section 23.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is 3 months, 6 months, 9 months or 12 months, as specified in a request referred to in that subsection.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the benchmark contributor not later than 90 days after a request referred to in that subsection.

(4) For the purposes of subsection (1), a benchmark contributor must, not later than 100 days after a request of the oversight committee referred to in that subsection, deliver a copy of a report referred to in that subsection to

(a) the oversight committee,

(b) the board of directors of the designated benchmark administrator that established the oversight committee referred to in paragraph (a), and

(c) the regulator, except in Québec, or securities regulatory authority.

M.O. 2021-07, s. 37; M.O. 2026-08, s. 6.

Assurance report on benchmark contributor required at certain times

38. (1) A benchmark contributor to a designated interest rate benchmark must engage a public accountant to provide a reasonable assurance report on controls relating to

(a) the benchmark contributor's compliance with sections 24 and 39,

(b) whether the benchmark contributor follows the methodology of the designated interest rate benchmark, and

(c) the benchmarks contributor's compliance with the code of conduct referred to in section 23.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is,

(a) in the case of a first report, the period commencing 3 months and one day after the date of designation of a benchmark referred to in that subsection and ending 6 months after that date, and

(b) in the case of a report that is not the first report, the period commencing 12 months and one day after the end of the applicable period of the report preceding the subsequent report and ending 24 months after the end of that period.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the

benchmark contributor not later than 90 days after the end of the applicable period under subsection (2).

(4) For the purposes of subsection (1), a benchmark contributor must, not later than 100 days after the end of the applicable period under subsection (2) of a report referred to in subsection (1), deliver a copy of the report to

(a) the oversight committee referred to in section 7,

(b) the board of directors of the designated benchmark administrator that established the oversight committee referred to in paragraph (a), and

(c) the regulator, except in Québec, or securities regulatory authority.

M.O. 2021-07, s. 38; M.O. 2026-08, s. 6.

Benchmark contributor policies and procedures

39. (1) Subsections (2) to (7) do not apply to a person except in respect of a designated interest rate benchmark.

(2) A contributing individual of the benchmark contributor and a manager of that contributing individual must provide a written statement to the benchmark contributor and the designated benchmark administrator that the contributing individual and the manager will comply with the code of conduct referred to in section 23.

(3) A benchmark contributor must establish, document, maintain and apply policies, procedures and controls reasonably designed to ensure the following:

(a) that there is an outline of responsibilities within the benchmark contributor's organization, including internal reporting lines and accountabilities;

(b) the maintenance of a current list of the names and locations of contributing individuals and managers and their alternates;

(c) that there are internal procedures governing contributions of input data and the approval of contributions of input data, including keeping a record for each daily or other contribution of input data that shows:

(i) how the procedures were applied, and

(ii) all qualitative and quantitative factors, including market data and expert judgment, used for each contribution of input data;

(d) that there are disciplinary procedures to address the following conduct of a person, including, for greater certainty, a person that is external to the process governing contributions of input data:

(i) the manipulation or attempted manipulation of a designated benchmark, or the failure to report the manipulation or attempted manipulation of a designated benchmark, to which the person is a benchmark contributor;

(ii) the provision or attempted provision of false or misleading information in respect of a designated benchmark, or the failure to report the provision or attempted provision of false or misleading information in respect of a designated benchmark, to which the person is a benchmark contributor;

(e) that there are measures to identify and eliminate or manage conflicts of interest, including, for greater certainty, communications controls, both within the benchmark contributor's organization and among benchmark contributors and other third parties, reasonably designed to avoid any external influence over those responsible for contributing input data, if a reasonable person would consider that the external influence might adversely affect the accuracy, reliability or completeness of the input data;

(f) that there is a requirement that contributing individuals employed by the benchmark contributor work in locations physically separated from interest rate derivatives traders;

(g) the prevention or control of the exchange of information between persons engaged in activities involving a conflict of interest or a potential conflict of interest, if a reasonable person would consider that the exchange of that information might adversely affect the accuracy, reliability or completeness of the input data contributed by a benchmark contributor;

(h) that there are requirements to avoid collusion

(i) among benchmark contributors, and

(ii) among benchmark contributors and the designated benchmark administrator;

(i) that there are measures to prevent, or limit, any person from exercising influence over the way a contributing individual contributes input data, if a reasonable person would consider that the influence might adversely affect the accuracy, reliability or completeness of the input data;

(j) the removal of any direct connection between the remuneration of an employee involved in the contribution of input data and the remuneration of, or revenues generated by, a person engaged in another activity, if a conflict of interest exists or might arise in relation to the other activity;

(k) that there are controls to identify a reverse transaction subsequent to the contribution of input data.

(4) A benchmark contributor must keep, for a period of 7 years from the date the record was made or received by the benchmark contributor, whichever is later, records of all of the following:

(a) all details of contributions of input data that a reasonable person would consider relevant to demonstrate the accuracy, reliability and completeness of the input data;

(b) the process governing input data determination and the approval of contributions of input data, including the records referred to in paragraph (3)(c);

(c) the name of each contributing individual and the individual's responsibilities;

(d) any communications, including, for greater certainty, telephone conversations, between the contributing individuals and other persons, including internal and external traders and brokers, in relation to the determination or contribution of input data;

(e) any interaction of contributing individuals with the designated benchmark administrator or any calculation agent;

(f) any queries regarding the input data and the outcome of those queries;

(g) sensitivity analysis for interest rate swap trading books and any other derivative trading books with an exposure to interest rate fixings in respect of input data, if a reasonable person would consider that the exposure is significant;

(h) the written statements referred to in subsection (2);

(i) the policies, procedures and controls referred to in subsection (3).

(5) A benchmark contributor and a designated benchmark administrator must keep their records in a medium that allows records to be accessible and with a documented audit trail.

(6) The benchmark contributor's officer referred to in section 25 or the benchmark contributor's chief compliance officer must report all the following to the benchmark contributor's board of directors on a reasonably frequent basis:

(a) breaches of the code of conduct referred to in section 23;

(b) the failure to follow or apply the policies, procedures and controls referred to in subsection (3);

(c) reverse transactions subsequent to the contribution of input data.

(7) A benchmark contributor that contributes input data to a designated interest rate benchmark must conduct, on a reasonably frequent basis, internal reviews of the benchmark contributor's input data and procedures.

(8) A benchmark contributor to a designated interest rate benchmark must make available the information and records kept in accordance with subsection (4) to each of the following:

(a) the designated benchmark administrator in connection with the assessment under subsection 23(3) or for the purposes of paragraph 24(5)(a);

(b) a public accountant involved with the preparation of a reasonable assurance report on controls required under this Regulation.

M.O. 2021-07, s. 39; M.O. 2023-13, s. 4; M.O. 2026-08, s. 7.

DIVISION 3 Designated regulated-data benchmarks

Provisions of this Regulation not applicable in relation to designated regulated-data benchmarks **40.** The following provisions do not apply to a designated benchmark administrator or a benchmark contributor in relation to a designated regulated-data benchmark:

(a) subsections 11(1) and (2);

(b) subsection 14(2);

(c) subsections 15(1), (2) and (3);

(d) sections 23, 24 and 25;

(e) paragraph 26(2)(a).

M.O. 2021-07, s. 40; M.O. 2023-13, s. 5.

PART 8.1
DESIGNATED COMMODITY BENCHMARKS

Provisions of this Regulation not applicable in relation to dual-designated benchmarks

40.1. (1) Sections 30 to 33 do not apply to a designated benchmark administrator in relation to a benchmark that is

(a) a designated commodity benchmark, and

(b) a designated critical benchmark.

(2) This Part does not apply to a designated benchmark administrator in relation to a designated commodity benchmark if

(a) the benchmark is a designated critical benchmark, and

(b) the underlying interest of the benchmark is gold, silver, platinum or palladium.

(3) Subsection (4) applies to a designated benchmark administrator in relation to a designated commodity benchmark if all of the following apply:

(a) the benchmark is determined from input data arising from transactions of the commodity that is the underlying interest of the benchmark;

(b) the commodity is of a type in respect of which parties to the transactions referred to in paragraph (a), in the ordinary course of business, make or take physical delivery of the commodity;

(c) the benchmark is a designated regulated-data benchmark.

(4) The following provisions do not apply in the circumstances referred to in subsection (3):

(a) subsections 11(1) and (2);

(b) section 40.8;

(c) section 40.9, other than subparagraph (f)(ii);

(d) paragraph 40.11(2)(a);

(e) section 40.13.

M.O. 2023-13, s. 6.

Provisions of this Regulation not applicable in relation to designated commodity benchmarks

40.2. The following provisions do not apply to a designated benchmark administrator, a benchmark contributor or any other person specified in the provisions in relation to a designated commodity benchmark:

(a) Part 3, other than subsection 5(1) and sections 6, 11, 12 and 13;

(b) Part 4, other than section 17;

(c) sections 18 and 21;

(d) Part 6;

(e) Part 7.

M.O. 2023-13, s. 6.

Control framework

40.3. (1) A designated benchmark administrator must establish, document, maintain and apply policies, procedures and controls that are reasonably designed to ensure that a designated commodity benchmark is provided in accordance with this Regulation.

(2) Without limiting the generality of subsection (1), with respect to the provision of a designated commodity benchmark, a designated benchmark administrator must ensure that its policies, procedures and controls address all of the following:

(a) management of operational risk, including any risk of financial loss, disruption or damage to the reputation of the designated benchmark administrator from any failure of its information technology systems;

(b) business continuity and disaster recovery plans;

(c) contingencies in the event of a disruption to the provision of the designated commodity benchmark or the process applied to provide the designated commodity benchmark.

M.O. 2023-13, s. 6.

Methodology

40.4. (1) A designated benchmark administrator must not follow a methodology for determining a designated commodity benchmark unless

(a) the methodology is sufficient to provide a designated commodity benchmark that accurately and reliably represents the value of the underlying interest of the designated commodity benchmark for that part of the market that the benchmark is intended to represent, and

(b) the accuracy and reliability of the designated commodity benchmark are verifiable.

(2) A designated benchmark administrator must establish, document, maintain, apply and publish the elements of the methodology of the designated commodity benchmark, including, for greater certainty, all of the following:

(a) all criteria and procedures used to determine the designated commodity benchmark, including the following, as applicable:

(i) how input data is used;

(ii) the reason that a reference unit is used;

(iii) how input data is obtained;

(iv) identification of how and when expert judgment may be exercised;

(v) any model, method, assumption, extrapolation or interpolation that is used for analysis of the input data;

(b) the procedures reasonably designed to ensure that benchmark individuals exercise expert judgment in a consistent manner;

(c) the relative importance assigned to the criteria used to determine the designated commodity benchmark, including, for greater certainty, the type of input data used and how and when expert judgment may be exercised;

(d) any minimum requirement for the number of transactions or for the volume for each transaction used to determine the designated commodity benchmark;

(e) if the methodology of the designated commodity benchmark does not require a minimum number of transactions or minimum volume for each transaction used to determine the designated commodity benchmark, an explanation as to why a minimum number or volume is not required;

(f) the procedures used to determine the designated commodity benchmark in circumstances in which the input data does not meet the minimum number of transactions or the minimum volume for each transaction required in the methodology of the designated commodity benchmark, including, for greater certainty,

(i) any alternative methods used to determine the designated commodity benchmark, including, for greater certainty, any theoretical estimation models, and

(ii) if no transaction data exists, procedures to be used in those circumstances;

(g) the time period during which input data must be provided;

(h) the means used to contribute the input data, whether electronically, by telephone or by other means;

(i) the procedures used to determine the designated commodity benchmark if one or more benchmark contributors contribute input data that constitutes a significant proportion of the total input data for the determination of the designated commodity benchmark, including specifying what constitutes a significant proportion of the total input data for the determination of the benchmark;

(j) the circumstances in which transaction data may be excluded in the determination of the designated commodity benchmark.

M.O. 2023-13, s. 6.

Additional information about the methodology

40.5. A designated benchmark administrator must, with respect to the methodology of a designated commodity benchmark, publish all of the following:

(a) the rationale for adopting the methodology, including, for greater certainty,

(i) the rationale for any price adjustment techniques, and

(ii) a description of why the time period for the acceptance of input data is adequate for the input data to accurately and reliably represent the value of the underlying interest of the designated commodity benchmark;

(b) the process for the internal review and the approval of the methodology referred to in section 40.6 and the frequency of those reviews and approvals;

(c) the process referred to in section 17 for making significant changes to the methodology.

M.O. 2023-13, s. 6.

Review of methodology

40.6. A designated benchmark administrator must, at least once every 12 months, carry out an internal review and approval of the methodology of each designated commodity benchmark that it administers to ensure that the designated benchmark administrator complies with subsection 40.4(1).

M.O. 2023-13, s. 6.

Quality and integrity of the determination of a designated commodity benchmark

40.7. (1) A designated benchmark administrator must specify, and document and publish a description of, the commodity that is the underlying interest of a designated commodity benchmark.

(2) A designated benchmark administrator must establish, document, maintain and apply policies and procedures reasonably designed to ensure the quality and integrity of each determination of a designated commodity benchmark, including for greater certainty, policies and procedures reasonably designed

(a) to ensure that input data is used in accordance with the order of priority specified in the methodology of the designated commodity benchmark,

(b) to identify transaction data that a reasonable person would conclude is anomalous or suspicious,

(c) to ensure that the designated benchmark administrator maintains records of each decision, including the reasons for the decision, to exclude transaction data from the determination of the designated commodity benchmark,

(d) so that a benchmark contributor is not discouraged from contributing all of its input data that meets the designated benchmark administrator's criteria for the determination of the designated commodity benchmark, and

(e) to ensure that benchmark contributors comply with the designated benchmark administrator's quality and integrity standards for input data.

M.O. 2023-13, s. 6.

Transparency of determination of a designated commodity benchmark

40.8. A designated benchmark administrator must publish for each determination of a designated commodity benchmark, as soon as reasonably practicable, all of the following:

(a) an explanation of how the designated commodity benchmark was determined, including, for greater certainty, all of the following:

(i) the number of transactions and the volume for each transaction;

(ii) with respect to each type of input data

(A) the range of volumes and the average volume,

(B) the range of prices and the volume-weighted average price, and

(C) the approximate percentage of each type of input data to the total input data;

(b) an explanation of how and when expert judgment was used in the determination of the designated commodity benchmark.

M.O. 2023-13, s. 6.

Integrity of the process for contributing input data

40.9. A designated benchmark administrator must establish, document, maintain and apply policies, procedures and controls that are reasonably designed to ensure the integrity of the process for contributing input data for a designated commodity benchmark, including, for greater certainty, all of the following:

(a) criteria for determining who may contribute input data;

(b) procedures to verify the identity of a benchmark contributor and a contributing individual and the authorization of the contributing individuals to contribute input data on behalf of the benchmark contributor;

(c) criteria for determining which contributing individuals are permitted to contribute input data on behalf of a benchmark contributor;

(d) criteria for determining the appropriate contribution of transaction data by the benchmark contributor;

(e) if transaction data is contributed from any front office, or front office employee, of a benchmark contributor, or of an affiliated entity of a benchmark contributor, procedures to confirm the reliability of the input data, and the criteria upon which the reliability is measured, in accordance with its policies;

(f) procedures to

(i) identify any communications between contributing individuals and benchmark individuals that might involve manipulation or attempted manipulation of the determination of the designated commodity benchmark for the benefit of any trading position of the benchmark contributor, any contributing individual or third party,

(ii) identify any attempts to cause a benchmark individual not to apply or follow the designated benchmark administrator's policies, procedures and controls,

(iii) identify benchmark contributors or contributing individuals that engage in a pattern of contributing transaction data that a reasonable person would consider is anomalous or suspicious, and

(iv) ensure that the appropriate supervisors within the benchmark contributor are notified, to the extent possible, of questions or concerns by the designated benchmark administrator.

M.O. 2023-13, s. 6.

Governance and control requirements

40.10. (1) A designated benchmark administrator must establish and document its organizational structure in relation to the provision of a designated commodity benchmark.

(2) The organizational structure referred to in subsection (1) must establish well-defined roles and responsibilities for each person involved in the provision of the designated commodity benchmark, and include, if applicable, segregated reporting lines, to ensure that the designated benchmark administrator complies with the provisions of this Regulation.

(3) A designated benchmark administrator must establish, document, maintain and apply policies and procedures reasonably designed to ensure the integrity and reliability of the determination of a designated commodity benchmark, including, for greater certainty, policies and procedures reasonably designed to ensure

(a) that each of its benchmark individuals has the necessary skills, knowledge, experience, reliability and integrity for the duties assigned to the individual,

(b) that the provision of the designated commodity benchmark can be made on a consistent and regular basis,

(c) that succession plans exist to ensure the designated benchmark administrator follows the policies and procedures described in paragraphs (a) and (b) on an ongoing basis,

(d) that each of its benchmark individuals is subject to management and supervision to ensure that the methodology of the designated commodity benchmark is properly applied, and

(e) that the approval of an individual holding a position senior to that of a benchmark individual is obtained before each publication of the designated commodity benchmark.

M.O. 2023-13, s. 6.

Books, records and other documents

40.11. (1) A designated benchmark administrator must keep the books, records and other documents that are necessary to account for its activities as a designated benchmark administrator, its business transactions and its financial affairs relating to its designated commodity benchmarks.

(2) A designated benchmark administrator must keep books, records and other documents of all of the following:

(a) all input data, including how the data was used;

(b) each decision to exclude a particular transaction from input data that otherwise met the requirements of the methodology applicable to the determination of a designated commodity benchmark, and the rationale for doing so;

(c) the methodology of each designated commodity benchmark administered by the designated benchmark administrator;

(d) any exercise of expert judgment by the designated benchmark administrator in the determination of the designated commodity benchmark, including the basis for the exercise of expert judgment;

(e) changes in or deviations from policies, procedures, controls or methodologies;

(f) the identities of contributing individuals and of benchmark individuals;

(g) all documents relating to a complaint.

(3) A designated benchmark administrator must keep the records referred to in subsection (2) in a form that

(a) identifies the manner in which the determination of a designated commodity benchmark was made, and

(b) enables an audit, review or evaluation of any input data, calculation, or exercise of expert judgment, including in connection with any reasonable assurance report on controls.

(4) A designated benchmark administrator must retain the books, records and other documents required to be maintained under this section

(a) for a period of 7 years from the date the record was made or received by the designated benchmark administrator, whichever is later,

(b) in a safe location and a durable form, and

(c) in a manner that permits those books, records and other documents to be provided promptly on request to the regulator, except in Québec, or securities regulatory authority.

M.O. 2023-13, s. 6; M.O. 2026-08, s. 9.

Conflicts of interest

40.12. (1) A designated benchmark administrator must establish, document, maintain and apply policies and procedures that are reasonably designed to

(a) identify and eliminate or manage conflicts of interest involving the designated benchmark administrator and its managers, benchmark contributors, benchmark users, DBA individuals and any affiliated entity of the designated benchmark administrator,

(b) ensure that expert judgment exercised by the benchmark administrator or DBA individuals is independently and honestly exercised,

(c) protect the integrity and independence of the provision of a designated commodity benchmark, including, for greater certainty, policies and procedures reasonably designed to

(i) ensure that the provision of a designated commodity benchmark is not influenced by the existence of, or potential for, financial interests, relationships or business connections between the designated benchmark administrator or its affiliates, its personnel, clients and any market participant or persons connected with them,

(ii) ensure that each of its benchmark individuals does not have any financial interests, relationships or business connections that adversely affect the integrity of the designated benchmark administrator, including, for greater certainty, outside employment, travel and acceptance of entertainment, gifts and hospitality provided by the designated benchmark administrator's clients or other commodity market participants,

(iii) keep separate, operationally, the business of the designated benchmark administrator relating to the designated commodity benchmark it administers, and its benchmark individuals, from any other business activity of the designated benchmark administrator if the designated benchmark administrator becomes aware of a conflict of interest or a potential conflict of interest involving the business of the designated benchmark administrator relating to any designated commodity benchmark, and

(iv) ensure that each of its benchmark individuals does not contribute to a determination of a designated commodity benchmark by way of engaging in bids, offers or trades on a personal basis or on behalf of market participants, except as permitted under the policies and procedures of the designated benchmark administrator,

(d) ensure that an officer referred to in section 6, or any DBA individual who reports directly to the officer, does not receive compensation or other financial incentive from which conflicts of interest arise or that otherwise adversely affects the integrity of the benchmark determination,

(e) protect the confidentiality of information provided to or produced by the designated benchmark administrator, subject to the disclosure requirements under sections 19, 20, 40.4, 40.5 and 40.8, and

(f) identify and eliminate or manage conflicts of interest that exist between the provision of a designated commodity benchmark by the designated benchmark administrator, including all benchmark individuals who participate in the determination of the designated commodity benchmark, and any other business of the designated benchmark administrator.

(2) A designated benchmark administrator must ensure that its other businesses have appropriate policies, procedures and controls designed to minimize the likelihood that a conflict of interest will adversely affect the integrity of the provision of a designated commodity benchmark.

(3) In establishing an organizational structure, as required under subsections 40.10(1) and (2), a designated benchmark administrator must ensure that the responsibilities of each person involved in the provision of a designated commodity benchmark administered by the designated benchmark administrator do not cause a conflict of interest or a potential conflict of interest.

(4) A designated benchmark administrator must promptly publish a description of a conflict of interest, or a potential conflict of interest, in respect of a designated commodity benchmark

(a) if a reasonable person would consider the risk of harm to any person arising from the conflict of interest, or the potential conflict of interest, is significant, and

(b) on becoming aware of the conflict of interest, or the potential conflict of interest, including, for greater certainty, a conflict or potential conflict arising from the ownership or control of the designated benchmark administrator.

(5) If a designated benchmark administrator fails to apply or follow a policy or procedure referred to in paragraph (1)(e), and a reasonable person would consider the failure to be significant, the designated benchmark administrator must promptly provide written notice of the significant failure to the regulator, except in Québec, or securities regulatory authority.

M.O. 2023-13, s. 6.

Assurance report on designated benchmark administrator

40.13. (1) A designated benchmark administrator must engage a public accountant to provide a reasonable assurance report on controls, in respect of each designated commodity benchmark it administers, relating to

(a) the designated benchmark administrator's compliance with subsection 5(1) and sections 11 to 13, 40.3, 40.4, 40.6, 40.7, and 40.9 to 40.12, and

(b) whether the designated benchmark administrator follows the methodology of the designated commodity benchmark.

(2) For the purposes of subsection (1), the applicable period of a report referred to in that subsection is,

(a) in the case of a first report, the period commencing 9 months and one day after the date of designation of a benchmark referred to in that subsection and ending 12 months after that date, and

(b) in the case of a report that is not the first report, the period commencing one day after the end of the applicable period of the report preceding the subsequent report and ending 12 months after the end of that period.

(3) For the purposes of subsection (1), an engagement referred to in that subsection must require a public accountant to provide a report referred to in that subsection to the designated benchmark administrator not later than 90 days after the end of the applicable period under subsection (2).

(4) For the purposes of subsection (1), a designated benchmark administrator must, not later than 100 days after the end of the applicable period under subsection (2) of a report referred to in subsection (1), publish the report and deliver a copy of the report to the regulator, except in Québec, or securities regulatory authority.

M.O. 2023-13, s. 6; M.O. 2026-08, s. 8.

PART 9
DISCRETIONARY EXEMPTIONS

Exemptions

41. (1) The regulator, except in Québec, or securities regulatory authority may grant an exemption from the provisions of this Regulation, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

(2) Despite subsection (1), in Ontario, only the regulator may grant an exemption.

(3) Except in Alberta and Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 respecting Definitions (chapter V-1.1, r. 3) opposite the name of the local jurisdiction.

M.O. 2021-07, s. 41.

PART 10
EFFECTIVE DATE

Effective date

42. *(Omitted).*

M.O. 2021-07, s. 42.

APPENDIX A
DEFINITIONS APPLYING IN CERTAIN JURISDICTIONS
(subsections 1(5) to (8))

"benchmark" means a price, estimate, rate, index or value that is

(a) determined from time to time by reference to an assessment of one or more underlying interests,

(b) made available to the public, including, for greater certainty, either free of charge or on payment, and

(c) used for reference for any purpose, including for greater certainty,

(i) determining the interest payable, or other sums that are due, under a contract, derivative, instrument or security,

(ii) determining the value of a contract, derivative, instrument or security or the price at which it may be traded,

(iii) measuring the performance of a contract, derivative, investment fund, instrument or security, or

(iv) any other use by an investment fund;

"benchmark administrator" means a person that administers a benchmark;

"benchmark contributor" means a person that engages or participates in the provision of information for use by a benchmark administrator for the purpose of determining a benchmark;

"benchmark user" means a person that, in relation to a contract, derivative, investment fund, instrument or security, uses a benchmark.

M.O. 2021-07, App. A.

FORM 25-102F1
DESIGNATED BENCHMARK ADMINISTRATOR ANNUAL FORM INSTRUCTIONS

Instructions

(*1) Terms used but not defined in this form have the meaning given to them in the Regulation.*

(2) Unless otherwise specified, the information in this form must be presented as at the last day of the designated benchmark administrator's most recently completed financial year. If necessary, the designated benchmark administrator must update the information provided so it is not misleading when it is delivered. For information presented as at any date other than the last day of the designated benchmark administrator's most recently completed financial year, specify the relevant date in the form.

(3) Designated benchmark administrators are reminded that it is an offence under securities legislation to give false or misleading information on this form.

Item 1. Name of Designated Benchmark Administrator

State the name of the designated benchmark administrator.

Item 2. Organization and Structure of Designated Benchmark Administrator

Describe the organizational structure of the designated benchmark administrator, including, as applicable, an organizational chart that identifies the ultimate and intermediate parent companies, subsidiaries, and material affiliated entities of the designated benchmark administrator (if any); an organizational chart showing the divisions, departments, and business units of the designated benchmark administrator; and an organizational chart showing the managerial structure of the designated benchmark administrator, including the officer referred to in section 6 of the Regulation and the oversight committee referred to in section 7 of the Regulation. Provide detailed information regarding the designated benchmark administrator's legal structure and ownership.

Item 3. Designated Benchmark

Provide the name of the designated benchmark.

Item 4. Policies and Procedures re Confidential Information

Unless previously provided, attach a copy of the most recent written policies and procedures established and maintained by the designated benchmark administrator to prevent the misuse of confidential information.

Item 5. Policies and Procedures re Conflicts of Interest

Unless previously provided, attach a copy of the most recent written policies and procedures established and maintained with respect to conflicts of interest and potential conflicts of interest.

Item 6. Conflicts of Interest Arising from the Control or Ownership Structure of the Applicant

(a) Describe any conflict of interest or potential conflict of interest that arises from the control or ownership structure of the designated benchmark administrator, or from any other activities of the designated benchmark administrator or any affiliated entity of the designated benchmark administrator, in relation to a designated benchmark administered by the designated benchmark administrator.

(b) Describe the designated benchmark administrator's policies and procedures to identify and eliminate or manage each conflict of interest or potential conflict of interest described in paragraph (a).

Item 7. Policies and Procedures re Control Framework

Describe the designated benchmark administrator's control framework referred to in section 8 of the Regulation and policies and procedures designed to ensure the quality of the designated benchmark.

Item 8. Policies and Procedures re Complaints

Describe the designated benchmark administrator's policies and procedures regarding complaints.

Item 9. Policies and Procedures re Books, Records and Other Documents

Describe the designated benchmark administrator's policies and procedures regarding record keeping.

Item 10. Outsourcing

Describe the designated benchmark administrator's policies and procedures regarding outsourcing and disclose the following information about any person referred to in section 13 of the Regulation to which a designated benchmark administrator has outsourced a function, service or activity in the provision of a designated benchmark (the "provider") and the individuals who supervise the provider:

- the identity of the provider and each of its key individual contacts;
- the total number of individuals who supervise the provider;
- a general description of the minimum qualifications required of the provider for any outsourcing;

- a general description of the minimum qualifications required of individuals who supervise the provider for any outsourcing, including education level and work experience.

Item 11. Benchmark Individuals

Disclose the following information about the benchmark individuals of the designated benchmark administrator and the individuals who supervise the benchmark individuals:

- the total number of benchmark individuals;
- the total number of supervisors of benchmark individuals;
- a general description of the minimum qualifications required of the benchmark individuals, including education level and work experience (if applicable, distinguish between junior, mid, and senior level benchmark individuals);
- a general description of the minimum qualifications required of the supervisors of benchmark individuals, including education level and work experience.

Item 12. Compliance Officer

Disclose the following information about the officer of the designated benchmark administrator referred to in section 6 of the Regulation:

- name;
- employment history;
- post-secondary education;
- whether employed full-time or part-time by the designated benchmark administrator.

Item 13. Specified Revenue

Disclose the following information, as applicable, regarding the designated benchmark administrator's aggregate revenue for the most recently completed financial year:

- revenue from determining the designated benchmark;
- revenue from determining any other benchmarks administered by the designated benchmark administrator (which may be provided as an aggregate number for all other benchmarks administered by the designated benchmark administrator);
- revenue from granting licences or rights to publish information about the designated benchmark;

- revenue from granting licences or rights to publish information about any other benchmarks administered by the designated benchmark administrator (which may be provided as an aggregate number for all other benchmarks administered by the designated benchmark administrator).

Include financial information on the revenue of the designated benchmark administrator divided into fees from benchmark and non-benchmark activities, including a comprehensive description of each.

This information is not required to be audited, but any disaggregation of revenue must be determined using the same accounting principles as the annual financial statements required by section 2 of the Regulation.

Item 14. Financial Statements

Attach a copy of the annual financial statements required under section 2 of the Regulation.

Item 15. Verification Certificate

Include a certificate of the designated benchmark administrator in the following form:

"The undersigned has executed this Form 25-102F1 Designated Benchmark Administrator Annual Form on behalf of, and on the authority of, [the designated benchmark administrator]. The undersigned, on behalf of [the designated benchmark administrator], represents that the information and statements contained in this Form, including appendices and attachments, all of which are incorporated into and form part of this Form, are true and correct.

_____ _____
(Date) (Name of the Designated Benchmark Administrator)

By: _____
(Print Name and Title)

_____
(Signature)".

M.O. 2021-07, Form 25-102F1.

FORM 25-102F2
DESIGNATED BENCHMARK ANNUAL FORM

Instructions

(1) Terms used but not defined in this form have the meaning given to them in the Regulation.

(2) Unless otherwise specified, the information in this form must be presented as at the last day of the designated benchmark administrator's most recently completed financial year. If necessary, the designated benchmark administrator must update the information provided so it is not misleading when it is delivered. For information presented as at any date other than the last day of the designated benchmark administrator's most recently completed financial year, specify the relevant date in the form.

(3) Designated benchmark administrators are reminded that it is an offence under securities legislation to give false or misleading information on this form.

Item 1. Name of Designated Benchmark Administrator

State the name of the designated benchmark administrator.

Item 2. Designated Benchmark

Provide the name of the designated benchmark and whether it is also any of the following:

- interest rate benchmark;
- critical benchmark;
- regulated-data benchmark.

Item 3. Benchmark Distribution Model

Describe how the designated benchmark administrator makes the designated benchmark readily accessible for free or for a fee. If a person must pay a fee to obtain information about the designated benchmark made readily accessible by the designated benchmark administrator, provide a fee schedule or describe the prices charged.

Item 4. Procedures and Methodologies

Describe the procedures and methodologies used by the designated benchmark administrator to determine the designated benchmark. The description must be sufficiently detailed to provide an understanding of the processes employed by the designated benchmark administrator in determining the designated benchmark, including the following, as applicable:

- the public and non-public sources of information used in determining the designated benchmark, including information provided by benchmark contributors;

- procedures for monitoring, reviewing, and updating the designated benchmark,

- the methodologies, policies and procedures described in the Regulation.

A designated benchmark administrator may provide the location on its website where additional information about the methodologies, policies and procedures is located.

Item 5. Code of Conduct for Benchmark Contributors

Unless previously provided, attach a copy of any code of conduct for benchmark contributors.

Item 6. Verification Certificate

Include a certificate of the designated benchmark administrator in the following form:

"The undersigned has executed this Form 25-102F2 Designated Benchmark Annual Form on behalf of, and on the authority of, [the designated benchmark administrator]. The undersigned, on behalf of [the designated benchmark administrator], represents that the information and statements contained in this Form, including appendices and attachments, all of which are incorporated into and form part of this Form, are true and correct.

_____ _____
(Date) (Name of the Designated Benchmark Administrator)

By: _____
(Print Name and Title)

_____
(Signature)".

M.O. 2021-07, Form 25-102F2.

FORM 25-102F3
SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

1. Name of the designated benchmark administrator (the "DBA"):

2. Jurisdiction of incorporation, or equivalent, of the DBA:

3. Address of principal place of business of the DBA:

4. Name, email address, phone number and fax number of contact person at principal place of business of the DBA:

5. Name of agent for service of process (the "Agent"):

6. Agent's address in Canada for service of process:

7. Name, email address, phone number and fax number of contact person of the Agent:

8. The DBA designates and appoints the Agent at the address of the Agent stated in Item 6 as its agent on whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (a "proceeding") arising out of, relating to or concerning the determination of a designated benchmark administered by the DBA or the obligations of the DBA as a designated benchmark administrator, and irrevocably waives any right to raise as a defence in any proceeding any alleged lack of jurisdiction to bring a proceeding.

9. The DBA irrevocably and unconditionally submits to the non-exclusive jurisdiction of

(a) the judiciary and quasi-judicial and other administrative bodies of each of the provinces and territories of Canada in which it is a designated benchmark administrator, and

(b) any judicial, quasi-judicial and other administrative proceeding in any such province or territory,

in any proceeding arising out of or related to or concerning the determination of a designated benchmark administered by the DBA or the obligations of the DBA as a designated benchmark administrator.

10. This submission to jurisdiction and appointment of agent for service of process is governed by and construed in accordance with the laws of [insert province or territory of above address of Agent].

_____ _____

Signature of Designated Benchmark Administrator Date

_____
Print name and title of signing officer
of Designated Benchmark Administrator

AGENT

The undersigned accepts the appointment as agent for service of process of [insert name of DBA] under the terms and conditions of the appointment of agent for service of process set out in this document.

_____ _____
Signature of Agent Date

_____
Print name of person signing and, if Agent
is not an individual, the title of the person

M.O. 2021-07, Form 25-102F3.

Decision 2021-PDG-0029, 2021-06-11
Bulletin de l'Autorité : 2021-07-07, Vol. 18, n° 27
M.O.. 2021-07, 2021 G.O. 2, 2586
Erratum : 2021, G.O. 2, 2873

Decision 2023-PDG-0042, 2023-09-05
Bulletin de l'Autorité : 2023-09-28, Vol. 20, n° 38
M.O. 2023-13, 2023 G.O. 2, 2262

Decision 2024-PDG-0040, 2024-09-06
Bulletin de l'Autorité : 2024-10-10, Vol. 21, n° 40
M.O. 2024-14, 2024 G.O. 2, 3857

Décision 2026-PDG-0014, 2026-03-24
Bulletin de l'Autorité : 2026-04-30, Vol. 23, n° 17
M.O. 2026-08, 2026 G.O. 2, 1366