7.

Bourses, chambres de compensation, organismes d'autoréglementation et autres entités réglementées

7.1 AVIS ET COMMUNIQUÉS

Aucune information.

7.2 RÉGLEMENTATION DE L'AUTORITÉ

Aucune information.

7.3. RÉGLEMENTATION DES BOURSES, DES CHAMBRES DE COMPENSATION, DES OAR ET D'AUTRES ENTITÉS RÈGLEMENTÉES

7.3.1 Consultation

Cboe SEF, LLC – Demande de dispense de reconnaissance à titre de bourse et des obligations des Règlements 21-101, 23-101 et 23-103.

L'Autorité des marchés financiers (l'« AMF ») publie la demande de dispense (i) de reconnaissance à titre de bourse en vertu de la *Loi sur les instruments dérivés*, RLRQ, c. I-14.01et (ii) des obligations prévues au *Règlement 21-101 sur le fonctionnement du marché,* RLRQ, c. V-1.1, r. 5, au *Règlement 23-101 sur les règles de négociation,* RLRQ, c. V-1.1, r. 6 et au *Règlement 23-103 sur la négociation électronique et l'accès électronique direct aux marchés*, RLRQ, c. V-1.1, r. 7.1, déposée par Cboe SEF, LLC.

(Le texte est reproduit ci-après.)

Commentaires

Toute personne désirant soumettre des commentaires est invitée à les faire parvenir par écrit, au plus tard le 17 septembre 2026 à :

Me Philippe Lebel
Secrétaire général et directeur général des affaires juridiques
Autorité des marchés financiers
Place de la Cité, tour Cominar
2640, boulevard Laurier, bureau 400
Québec (Québec) G1V 5C1
Télécopieur : 514 864-63811
Courrier électronique : consultation-en-cours@lautorite.qc.ca

Information complémentaire

Pour de plus amples renseignements, on peut s'adresser à :

Pascal Bancheri
Analyste expert aux OAR
Direction de l'encadrement des marchés et des dérivés et des affaires internationales
Autorité des marchés financiers
Téléphone : 514 395-0337, poste 4354
Numéro sans frais : 1 877 525-0337, poste 4354
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June 22, 2026

Via Email

Autorité des marchés financiers
800 Square Victoria, 22nd Floor
C.P. 246, Tour de la Bourse
Montréal, Québec
Canada, H4Z 1G3

Attention: Monsieur Pascal Bancheri and Monsieur Serge Boisvert

RE: Cboe SEF, LLC – Application for Exemption from Recognition as an Exchange

Dear Sir or Madam,

Cboe SEF, LLC ("Cboe SEF"), is pleased to submit this application ("Application") to the Autorité des marchés financiers ("AMF") for an order for the following decisions:

(a) a decision under Section 86 of the *Derivatives Act* (Québec) (the "Derivatives Act") exempting Cboe SEF from the requirement to be recognised by the AMF as an exchange under Section 12 of the Derivatives Act in relation to the operation of a swap execution facility located in the United States, facilitating the trading of derivatives in the province;

(b) a decision exempting Cboe SEF from the requirements of *Regulation 21-101 respecting Marketplace Operation* ("Regulation 21-101");

(c) a decision exempting Cboe SEF from the requirements of *Regulation 23-101 respecting Trading Rules* ("Regulation 23-101"); and

(d) a decision exempting Cboe SEF from the requirements of *Regulation 23-103 respecting Electronic Trading and Direct Electronic Access to Marketplaces* ("Regulation 23-103").

BACKGROUND TO CBOE SEF

Cboe SEF operates an electronic trading system (the "System") that offers its Participants (as defined below) the opportunity to trade in certain non-deliverable foreign exchange forwards ("FX NDFs") through its electronic systems. The core service (the "Service") that Cboe SEF offers on the System is an electronic trading venue for executing FX NDF transactions ("NDF

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Transactions"). Cboe SEF provides an electronic order book for its Participants[1] to transact in FX NDFs. FX NDFs are cash-settled forward contracts in non-convertible currencies (the "Reference Currency") against a freely-traded currency (the "Settlement Currency").[2] The profit (or loss) on the contract is calculated on the valuation date by applying the difference between the rate agreed at execution of the NDF Transaction and the spot rate determined on the valuation date to an agreed-upon notional amount. Any profits or losses are then settled by the parties to the NDF Transaction on the settlement date. The settlement date is the date indicated as such on the transaction confirmation.

All FX NDFs listed for trading on Cboe SEF use U.S. dollars as the Settlement Currency, although other Settlement Currencies may be used in the future. FX NDFs are available in a number of currency pairs that may include Reference Currencies such as Brazilian Real, Indian Rupee, Korean Won, and New Taiwan Dollar.[3]

As the provider of access to the System and the Service, Cboe SEF is not a party to any NDF Transaction entered into by the Participants, as more fully described below, and does not take principal positions in any NDF Transactions. Cboe SEF does not provide any credit lines or trade in any market, it only offers the System and Service to allow Participants of Cboe SEF to enter into NDF Transactions with one another. Cboe SEF does not hold client funds in any context.

Cboe SEF's revenues are primarily based on charging Participants transaction fees, set by Cboe SEF from time-to-time and applied equally to all Participants of the System.[4] Cboe SEF allows any eligible Participant to access its markets and market services on an impartial basis provided that such eligible Participant complies with the documentation and eligibility requirements set forth in the Cboe SEF Rules.[5]

Cboe SEF is a wholly-owned, indirect subsidiary of Cboe Global Markets, Inc. ("CGM").[6] CGM is a leading global markets operator with a long history of innovation in equity derivatives. Since launching the world's first listed options exchange in 1973, Cboe has pioneered landmark products, including the introduction of S&P 500® index options and the creation of the VIX® Index, the world's leading gauge of market volatility, reshaping how investors manage risk and access opportunity. Today, Cboe operates derivatives, equities, and FX markets, providing trading, clearing, and investment solutions for customers worldwide.

Cboe SEF is a swap execution facility ("SEF") licensed and regulated by the U.S. Commodity Futures Trading Commission ("CFTC"). As part of CGM's global network of market infrastructure, Cboe SEF endeavors to operate in a manner consistent with the expectations of a regulated

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[1] *See* the definition of "Participant" in Chapter 1 (Defined Terms) of the Cboe SEF, LLC Rulebook ("**Rule**", "**Rules**" or "**Rulebook**"), available here: https://cdn.cboe.com/resources/hotspotfx/resources/Cboe_SEF_Rulebook.pdf.

[2] For the full set of product specifications for the FX NDFs, *see* Rule 1001 (Non-Deliverable Forwards).

[3] *Id.*

[4] *See* Rule 317 (Fees and Assessments).

[5] *See* Rule 324 (Impartial Access to the SEF).

[6] *See* https://www.cboe.com/.

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market.[7] In particular, it maintains effective control functions, including three lines of defense.[8] Similarly, Cboe SEF has implemented several industry-wide best practice standards with respect to order handling and market conduct. Foremost, Cboe SEF endeavors to handle orders in a consistent operational manner, with transparency, to facilitate the objective of a fair and orderly market.[9]

Cboe SEF's Platform

A SEF is required to offer, at a minimum, an order book trading functionality.[10] Accordingly, Cboe SEF makes available to its Participants an electronic order book structure, including at least one all-to-all order book in accordance with Rule 506, to which each Participant may request access and through which Participants may view and interact with Orders (as defined in the Rules) submitted by other Participants that have elected to participate in such all-to-all liquidity pool.

In addition, Cboe SEF also offers Participants access to permissioned order books that may be operated such that only a subset of Participants have access to it; access to such a "configured" order book may be conditioned on certain documentation, credit limit or liquidity requirements of the relevant Participants.[11]

Cboe SEF Rules[12] set forth the various types of permissible orders and describe how orders interact in the order book. Orders may be submitted on a firm basis (i.e., immediately executable) or on a non-firm basis (i.e., only executable following acceptance during a predetermined order review timeframe), such non-firm functionality being available to Market Makers (as defined below). Cboe SEF also provides functionalities for non-disclosed and disclosed trading on its "Sweepable" and "Full Amount" platforms, as described below.

a. Sweepable Platform

Cboe SEF operates an anonymous electronic communication network on the SEF trading system as set forth in its Rules. On the Sweepable Platform, Cboe SEF does not disclose, before or during the Order Review Timeframe (as defined in the Rules), any identifying counterparty

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[7] For a more thorough discussion of the regulatory structure of CGM's various businesses, *see* CGM Annual Report 10K, filed with the SEC, available at:
Inline Viewer: Cboe Global Markets, Inc. 10-K 2025-12-31.

[8] The first line of defense is the business and project managers who are expected to take ownership and responsibility for assessing risks and managing them as part of achieving CGM's objectives. The second and third lines of defense, along with Legal, comprise the control functions. The second line of defense are the risk and compliance functions that function as a check on the first line and provide oversight, objectivity, and independence in the review of the first line. The third line of defense is CGM's Internal Audit Department that is responsible for evaluating the effectiveness of the risk management framework and recommending improvements to the adequacy and effectiveness of CGM's Enterprise Risk Management program.

[9] *See*, e.g., Rule 318 (Market Maker Program).

[10] *See* CFTC Rule 37.3(a)(2). The term "order book" includes any system or platform in which all participants in the system or platform can enter bids and offers, observe, or receive bids and offers from other participants, and transact on such bids and offers. *Id.* at (a)(3). A SEF is not prohibited from providing other trading protocols, provided that any transactions in swaps that are subject to a mandatory trading obligation are executed through either an order book or a qualifying request-for-quote protocol that operates "in conjunction with" the order book. *See* CFTC Rule 37.9(a).

[11] *See* Rules 504 (Order Entry on the SEF), 505 (Entry of Orders of the SEF's Order Book), 506 (Liquidity Configuration; Platforms and Functionality), and 507 (Modification and Cancellation of Orders).

[12] *See* note 1, above.

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information to any Participants, whether opting to provide non-firm quotes to the SEF in accordance with Rule 318 (Market Maker Program) or firm quotes.[13]

b. Full Amount Platform

In addition to the Sweepable Platform, Cboe SEF allows its Participants the ability to transact on its Full Amount Platform,[14] which operates independently of the Sweepable Platform and differs from it technically and substantively. Like the Sweepable Platform, on the Full Amount Platform the SEF does not disclose, before or during the Order Review Timeframe (as defined in the Rules), any identifying counterparty information to Participants which opt to provide non-firm quotes to the SEF in accordance with SEF Rule 318, and such Participants may also receive certain post-trade data reports as provided in SEF Rule 318(2); all quotes submitted to the Full Amount Platform are non-firm.

Cboe SEF's Market Participants

Cboe SEF currently serves a global client base including global and regional banks, proprietary trading firms, brokers, hedge funds, and asset managers. Access to the System is not offered to any retail customers and is restricted to institutional users that represent and warrant to Cboe SEF that they meet the criteria of an eligible contract participant as defined in Section 1a(18) of the U.S. Commodity Exchange Act. Accordingly, Cboe SEF does not provide direct access to any retail clients. Please refer to Section 2.4 below for further information on the regulation applicable to Participants.

Cboe SEF does not have a centrally cleared model and consequently does not currently have direct connections to any clearing houses. Trading on Cboe SEF is supported through bilateral credit arrangements among Participants, which include: (1) Principal Trading Firms (as defined in the Rules), being, in general, executing dealers with the ability to settle trades; (2) Trading Firms (as defined in the Rules), being, in general, proprietary trading firms or other end-users that access liquidity via Prime Broker (as defined in the Rules) credit arrangements; and (3) Prime Brokers, being, in general, CFTC-registered swap dealers that extend credit intermediation services to Trading Firm clients. Cboe SEF also offers an intermediary-based credit model to further facilitate access to liquidity for certain Participants.

Cboe SEF Rule 505(7) provides that at any time, a Prime Broker or Principal Trading Firm (each, as defined in the Rules) will be able to enter into a NDF Transaction on Cboe SEF with another Prime Broker or Principal Trading Firm only to the extent that the counterparties to a NDF Transaction are bound, on a bilateral basis, by the terms of master documentation required by CFTC regulations to govern any such NDF Transaction and have extended bilateral credit to one another.

Cboe SEF seeks to offer direct access to Québec participants into Cboe SEF's System. To obtain trading privileges, the participant must be:

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[13] *See* Rule 506 (Liquidity Configuration; Platforms and Functionalities).

[14] All aggressing orders sent to the Full Amount Platform shall have a minimum fill size equivalent to the full notional amount of the order (i.e., a "full amount"). A match will only occur against a single quote in respect of the full notional amount of the order (and will not occur in respect of less than such full notional amount).

a. An Eligible Contract Participant ("ECP") as defined by Section 1a(18) of the Commodity Exchange Act[15] ("CEA");

b. Appropriately registered as applicable under Québec securities law or is exempt from or not subject to those requirements, if it is a Québec participant.

Cboe SEF wishes to provide direct access to Québec participants that are (i) Canadian financial institutions, (ii) certain institutional investors, and (iii) proprietary trading firms with their headquarters address in Québec or a legal address in Québec.

EXEMPTION FROM SECTION 12 OF THE DERIVATIVES ACT AND FROM REGULATIONS 21-101, 23-101 AND 23- 103

Exemption from the Requirement to be Recognised as an Exchange under Section 12 of the Derivatives Act

As described in greater detail in this application, Cboe SEF is subject to the requirements of the CFTC. Recognition requirements applied to Cboe SEF are stringent and take into consideration elements such as governance, fees, fair and equitable access, regulation, market operations, systems and technology, as prescribed by the AMF.

Cboe SEF confirms it has the power to cooperate fully with the AMF and self-regulatory organizations in the Province of Québec, and to provide information and documents with respect to its operations that could be reasonably requested by the AMF.

Pursuant to the AMF's *Policy Statement respecting the Authorization of Foreign-Based Exchanges*, the AMF takes the view that a marketplace must be authorized by the AMF before allowing access to its market from Québec. Cboe SEF acknowledges that providing Québec participants with direct access to trading FX NDFs on Cboe SEF is considered by the AMF to be "carrying on business as an exchange" in Québec, and therefore must either be recognised or exempt from recognition by the AMF.

Cboe SEF notes that exemptive relief in respect of trading NDFs has been granted to the following foreign applicant: *In the matter of LMAX Pte Ltd.* (10 June 2025). Exemptive relief in respect of a swap execution facility operated by an applicant regulated by the CFTC has been granted to the following foreign applicant: *In the matter of SpectrAxe, LLC* (26 February 2024).

Based on the foregoing, Cboe SEF seeks an exemption from the requirement of Section 12 of the *Derivatives Act* allowing it to carry on derivatives activities in the Province of Québec without being recognised by the AMF as an exchange or otherwise. We believe this exemption would not be detrimental to the protection of investors in the Province of Québec and would contribute to the efficiency of Québec's derivatives market.

Exemption from Regulation 21-101, Regulation 23-101 and Regulation 23-103

Cboe SEF submits to the AMF that the application of Regulation 21-101, Regulation 23-101 and Regulation 23-103 regarding marketplace operation, trading rules and electronic trading to Cboe

[15] Available at: https://www.law.cornell.edu/uscode/text/7/chapter-1.

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SEF would result in duplication of the CEA regulatory framework and hereby seeks an exemption from Regulation 21-101, Regulation 23-101 and Regulation 23-103.

CONSENT AND INFORMATION

Enclosed at Appendix A is a certificate of an authorized signatory of Cboe SEF certifying the truth and accuracy of the facts contained herein.

You will find below, the following information about Cboe SEF's business and policies under the following headings, which comply with Part 5 of the AMF's *Policy Statement respecting the Authorization of Foreign-Based Exchanges*:

Article 1 – Regulation of Cboe SEF in its Home Jurisdiction

Article 2 – Recognition or Authorization Process of the Foreign Regulator in the Home Jurisdiction

Article 3 – Powers of Cboe SEF Regarding Cooperation

Article 4 – Powers of the Foreign Regulator in the Home Jurisdiction Regarding Cooperation

Article 5 – Conditions of Compliance

Please do not hesitate to contact us if you require any further information or have any questions.

Very truly yours,

/s/ **Jonathan Weinberg**

Jonathan Weinberg

SVP, Global Head of FX and Off Exchange Trading

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ARTICLE 1 REGULATION OF CBOE SEF IN ITS HOME JURISDICTION

1.1 Regulation of Cboe SEF

Cboe SEF is a SEF registered with the CFTC since 2016. Cboe SEF began listing FX NDFs on the System on June 12, 2017. Cboe SEF operates under the CFTC's regulatory oversight pursuant to Section 5h of the CEA.[16] Cboe SEF believes that the CFTC's regulatory regime for SEFs is equivalent to Quebec's regime.

SEFs are subject to a high level of regulation and supervision in the United States. To obtain and maintain its SEF registration, Cboe SEF must comply with the CEA and all applicable CFTC rules and regulations, including 15 SEF Core Principles.[17] The Core Principles regulate, among other things, compliance with rules and regulations, prevention of market disruption, emergency authority, execution of transactions and protection of markets and market participants. The CFTC can, at any time and on its own initiative, request a SEF to demonstrate that it complies with the SEF Core Principles, the CEA, or CFTC regulations.

A SEF is a regulated market. Participants of a SEF may execute transactions in accordance with non-discretionary rules Under the CEA, SEFs must provide members with impartial access to their markets and services. SEFs must use access criteria that are impartial, and transparent, and must apply the criteria in a non-discriminatory manner. In addition, CFTC regulations subject SEFs to organizational requirements regarding conflicts of interests, risk management, fair and orderly trading, trading system resilience, clearing and settlement arrangements, admission to trading and compliance monitoring, all of which SEFs must comply with on an ongoing basis.[18]

1. Core Principle 1: Compliance with Core Principles

Core Principle 1 provides that a SEF must comply with the Core Principles and any requirement that the CFTC may impose by rule or regulation. As set forth in this application, Cboe SEF does so.

2. Core Principle 2: Compliance with Rules

Core Principle 2 provides, among other things, that a SEF shall (a) establish and enforce compliance with any rule of the SEF, including the terms and conditions of the swaps traded on the SEF; (b) establish and enforce trading, trade processing, and participation rules that will deter abusive behavior and have the capacity to detect, investigate, and enforce those rules; and (c) establish rules governing the operation of the SEF, including rules specifying trading procedures and establishing impartial access provisions.

In compliance with Core Principle 2, Cboe SEF's Participant application and rulebook establish operational and enforceable, transparent, and non-discretionary trading rules, procedures and (automated) mechanisms that provide for fair and orderly trading.[19]

Any Person (as defined in the Rules) wishing to become a Participant of Cboe SEF (an "Applicant") shall complete and submit, with complete and accurate information, the forms

[16] 7 U.S.C. § 1, et seq.

[17] *See* https://www.cftc.gov/IndustryOversight/TradingOrganizations/SEF2/index.htm.

[18] 17 C.F.R. § 37.1, et seq.

[19] 17 C.F.R. § 37 et seq.

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required by Cboe SEF which include, without limitation: (a) a SEF participant application, which includes, without limitation, an agreement to abide by Cboe SEF Rules and applicable law and submit to SEF jurisdiction, and a representation and warranty that the Applicant is an eligible contract participant ("ECP") as defined in section 1a(18) of the CEA[20] and meets the eligibility requirements as set forth in Cboe SEF Rule 307 (Eligibility); and (b) any additional documents and information that Cboe SEF may reasonably deem necessary or desirable to further clarify information provided to Cboe SEF by an Applicant.[21]

Through its Rulebook, Cboe SEF mandates a broad set of binding rules and obligations for all Participants of Cboe SEF. Cboe SEF's Rulebook addresses the following matters (numbers correspond to the applicable rulebook chapter): (1) Defined Terms; (2) Governance and Committees; (3) Applications for Participant Status; (4) Participant Obligations; (5) Trading Practices and SDR Reporting; (6) Reserved; (7) Business Conduct; (8) Arbitration; (9) Miscellaneous; and (10) Product Specifications.

In addition to its Rulebook, Cboe SEF has developed and published a Market Maker Program which set certain parameters associated with the designation by Cboe SEF of certain Participants as Market Makers ("Market Makers"), ongoing criteria required to maintain Market Maker status, and benefits resulting from a designation by Cboe SEF as a Market Maker, including the right to receive certain data.

3. <u>Core Principle 3: Swaps Not Readily Susceptible to Manipulation</u>

Core Principle 3 requires that a SEF permit trading only in swaps that are not readily susceptible to manipulation. As noted above, Cboe SEF only lists for trading FX NDFs. These financial instruments are not readily susceptible to manipulation because, among other things: (1) FX NDFs are cash-settled transactions which rely upon widely used and generally accepted fixing prices and conventions; (2) the broader FX market is an extremely liquid market with massive daily turnover, making manipulation difficult to achieve[22]; (3) as noted elsewhere, Cboe SEF has rules that prohibit fraudulent, manipulative, and disruptive trading practices that apply to trading in FX NDFs.

4. <u>Core Principle 4: Monitoring of Trading and Trade Processing</u>

The CEA and CFTC regulations establish a comprehensive regulatory framework to address market integrity and prevent insider dealing and market manipulation. This framework prohibits, and authorizes the CFTC to take enforcement action against conduct which could result in distorting the functioning of the markets, such as price manipulations and communication of false or misleading information,[23] trade practice violations,[24] certain disruptive practices that could impair the orderly execution of transactions,[25] and the use, or attempted use, of a manipulative

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[20] *See* Rule 302 (Participant Status and Categories of Participants). Trading on Cboe SEF is limited to ECPs.

[21] *See* Rule 309 (Participant Application Process).

[22] According to the Bank for International Settlements' 2025 Triennial Central Bank Survey, turnover in the OTC foreign exchange markets averaged approximately $9.6 trillion per day in April 2025, available at https://www.bis.org/statistics/rpfx25_fx.htm.

[23] 17 C.F.R. § 180.1

[24] 7 U.S.C. §§ 4c(a)(1)-(2).

[25] 7 U.S.C. § 4c(a)(5).

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device, scheme or artifice to defraud.[26] Trading on the basis of unlawfully obtained inside information or in breach of a pre-existing duty to disclose material non-public information also may be a violation of the CEA.

To further maintain market integrity, Core Principle 4 provides that SEFs must (1) establish rules detailing trading procedures to be used in entering and executing orders traded on the SEF (such as risk controls to prevent and reduce the potential for market disruptions) and procedures for trade processing of swaps on the SEF[27] and (2) monitor trading in swaps to prevent manipulation, price distortion, and disruptions of the cash settlement process through surveillance, compliance, and disciplinary practices and procedures, including methods for conducting real-time monitoring of trading and comprehensive and accurate trade reconstructions – i.e., establishing an audit trail sufficient to detect, investigate, and prevent customer and market abuses.

To comply with Core Principle 4, Cboe SEF has implemented Chapters 4, 5 and 7 of its Rulebook, which respectively address Participant obligations on the SEF, trading practices and swap data repository ("SDR") reporting on the SEF, and Business Conduct for Participants on the SEF. In addition, Cboe SEF has established a T+1 surveillance program designed to monitor trading in swaps to prevent manipulation, price distortion, and disruptions of the cash settlement process.

In particular, Cboe SEF Regulation conducts trade practice surveillance to monitor for fraudulent trading, e.g., intentionally deceptive trading for personal financial gain, trading practices that Cboe SEF deems to be abusive and any other manipulative or disruptive trading practices prohibited by the CEA or CFTC Regulations, as well as the specific following types of prohibited transactions as defined by the CFTC Regulations: (1) Front-Running; (2) Wash Trading; (3) Pre-Arranged Trading; (4) Fraudulent Trading; (5) Money Pass; (6) Spoofing; (7) Marking the Close; (8) Trading Ahead of Customer Orders; (9) Trading Against Customer Orders; (10) Accommodation Trading; and (11) Improper Cross Trading.

Finally, Cboe SEF Rule 509 provides that the SEF shall conduct a real-time market monitoring program, which is governed by the Cboe FX and Cboe SEF Market Monitoring Procedures. Pursuant to those procedures, Cboe SEF's Trade Desk performs real-time market monitoring of the System and its infrastructure including alerts generated from time to time by the System that are designed to facilitate the review by Cboe SEF staff of the conduct of its Participants, as well as to highlight system issues warranting attention. If Cboe SEF staff identifies irregular market behavior because of these alerts, issues are to be escalated in a timely manner to the Cboe Compliance and Regulatory teams for further investigation/action. These alerts include, but are not limited to the following:

i. Non-Firm Liquidity-Order Acceptance Rates

Certain Market Makers permitted to provide non-firm liquidity may accept or decline incoming orders during the order review timeframe set by Cboe SEF. Such timeframe is set forth in Rule 506(2) and may change from time to time. The System generates certain alerts which allow Cboe

[26] 7 U.S.C. § 6(c)(1); 17 C.F.R. § 180.1.

[27] 17 C.F.R. § 37.405.

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SEF associates to view each Market Maker's order acceptance rates and to take appropriate action if such rates are consistently below reasonable thresholds.

ii. Off-Market Transaction Alerts

Cboe SEF's Off-Market Transactions Policy as set forth in Rule 510 sets "Fair Trade Ranges" as Cboe SEF's determination of the prevailing market in a given currency pair at any time. To the extent that a Transaction is executed on a Platform where the Rate does not fall within the applicable Fair-Trade Range, an alert is generated to allow Cboe SEF associates to determine whether action is warranted. Although the Off-Market Transaction Policy does not require Cboe SEF to act if a Fair-Trade Range is exceeded (and, instead, allows users to seek review from Cboe SEF in accordance with the procedures set forth therein), such alerts allow Cboe SEF itself to review such Transactions on a proactive basis.

iii. Tick Rate Systematic Control

Cboe SEF has established a limit of 300 message updates per second per session on the ECN Platform and 1000 message per second per session on the Full Amount Platform. Any new update, except cancels, that exceeds this threshold will get dropped and will not be accepted.

iv. Pre-Trade Quantity Limits

Breaches of pre-trade quantity limits trigger an email to Cboe SEF staff and the affected Principal Trading Firm and/or Prime Broker. Cboe SEF staff will follow-up with the Prime Broker, as applicable, to determine whether a credit line should be increased. Each change to a credit line results in the generation of an email to Cboe SEF staff and the relevant or Prime Broker.

v. Exposure Limits

Breaches of pre-trade quantity limits trigger an email to Cboe SEF staff and the affected Prime Broker. Cboe SEF staff will follow-up with the Prime Broker to determine whether a credit line should be increased.

vi. Message Throttles

To protect against excessive quoting and other errors, the System may limit the number of orders that an account may submit within a given timeframe. If such an order number limit is breached, the System will not accept any subsequent orders from that particular account for the remainder of the timeframe. The System will, however, continue to accept cancel orders during the remainder of the message throttle timeframe. Cboe SEF staff, depending upon the results of the investigation, may temporarily disable the account.

5. Core Principle 5: Ability to Obtain Information

Core Principle 5 requires SEFs to: (a) establish and enforce rules that will allow the facility to obtain any necessary information to perform any of the functions described in section 5h of the CEA; (b) provide the information to the CFTC on request; and (c) have the capacity to carry out such international information-sharing agreements as the CFTC may require.[28] To accomplish this, a SEF is required to demonstrate to the CFTC that it has access to sufficient information to assess whether trading in swaps listed on its market, in the index or instrument used as a reference price, or the underlying commodity for its listed swaps is being used to affect prices on

[28] 17 C.F.R. §§ 37.404, 37.500.

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its market. A SEF is also required to demonstrate that it can obtain position and trading information directly from the market participants that conduct substantial trading on its facility or through an information sharing agreement with other venues or a third-party regulatory service provider.

To comply with Core Principle 5, Cboe SEF, among other things, has implemented Rules 404 and 712. Rule 404 requires each Participant of Cboe SEF to prepare and keep current, full complete records relating to the complete audit trail of all Transactions executed and attempted to execute on Cboe SEF and further to make all such records available to the CFTC upon request. Rule 712 provides that a Participant's failure to provide testimony or documents as required as part of a Cboe SEF Regulation investigation shall itself be a violation of SEF Rules.

6. Core Principle 6: Position Limits or Accountability

Core Principle 6 provides that a SEF shall adopt, as is necessary and appropriate, position limitations or position accountability for speculators. The CFTC has established a comprehensive speculative position limit framework for 25 physically settled commodity derivative contracts and certain linked instruments – e.g., coffee, soybeans, wheat.[29] This position limit framework does not address FX NDFs. Given the fungible nature of FX NDFs and that market participants trade FX NDFs on a wide variety of trading venues – including SEFs, multilateral trading facilities, single dealer platforms, off-SEF venues, and recognised market operators – Cboe SEF has concluded that it is neither necessary nor appropriate to establish position limits or position accountability levels for FX NDFs traded on Cboe SEF.

7. Core Principle 7: Financial Integrity of Transactions

CFTC Core Principle 7 provides that a SEF shall establish and enforce rules and procedures for ensuring the financial integrity of swaps entered on or through the facilities of the SEF, including the clearance and settlement of the swaps pursuant to section 2(h)(1) of the CEA.[30] To provide for the financial integrity of its transactions, a SEF must: (a) establish minimum financial standards for its Participants, which shall, at a minimum, require that members qualify as an ECP; (b) for transactions cleared by a derivatives clearing organization: (i) ensure that the SEF has the capacity to route transactions to the derivatives clearing organization in a manner acceptable to the derivatives clearing organization for purposes of clearing; (ii) and coordinate with each derivatives clearing organization to which it submits transactions for clearing, in the development of rules and procedures to facilitate prompt and efficient transaction processing in accordance with the requirements of 17 C.F.R. § 39.12(b)(7). Cboe SEF does not maintain direct connectivity to any derivatives clearing organization and does not itself route transactions for clearing, with such arrangements being managed by participants and their clearing brokers.

To comply with Core Principle 7 and CFTC implementing regulations, Cboe SEF Rule 302 limits trading on Cboe SEF to ECPs. Additionally, Cboe SEF Rule 307(1)(a) requires a potential Participant (Applicant) to be an ECP and Cboe SEF Rule 307(3) further requires an Applicant, once admitted as a Participant, to continue to comply with all eligibility criteria and to promptly notify Cboe SEF of any changes, "including but not limited to any change to its status as an ECP."

Cboe SEF's Participant Application also includes the following representation and warranty regarding ECP status, "By executing this Application, the undersigned hereby represents and

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[29] For more information regarding the CFTC's position limit regime, please see https://www.cftc.gov/IndustryOversight/MarketSurveillance/SpeculativeLimits/index.htm.

[30] 17 C.F.R. § 37.700.

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warrants on behalf of the Applicant that (a) the Applicant is an 'eligible contract participant' as such term is defined in Section 1a(18) of the Commodity Exchange Act, and (b) the Applicant meets the eligibility requirements as set forth in Cboe SEF Rule 307." Finally, on an annual basis, Cboe SEF's TradeDesk issues a Notice to Participants reminding them that each Cboe SEF Participant must continue to maintain its ECP status on an ongoing basis and failure to do so will subject the Participant to appropriate disciplinary action in accordance with Cboe SEF Rules.

8. Core Principle 8: Emergency Authority

Core Principle 8 requires a SEF to adopt rules to provide for the exercise of emergency authority, in consultation or cooperation with the CFTC, including the authority to liquidate or transfer open positions in any swap or to suspend or curtail trading in a swap.[31] To comply with this Core Principle, Cboe SEF has adopted Rule 203 and 511, which respectively provide the SEF with the ability to approve and apply temporary rules and procedures and to impose Rate limits, trading pauses, and/or trading halts in the event of extraordinary rate movements or market distortions.

9. Core Principle 9: Timely Publication of Trading Information

The CFTC requires SEFs to make public timely information on price, trading volume, and other trading data on swaps to the extent prescribed by the CFTC.[32] As such, Cboe SEF is required to have the capacity to electronically capture and transmit trade information with respect to transactions executed on the facility.[33]

Consistent with Core Principle 9, Cboe SEF has adopted Rule 516, which provides that the SEF shall report Transactions and pricing data necessary to publicly disseminate such data pursuant to Parts 43 and 45 of CFTC Regulations to a registered SDR.

10. Core Principle 10: Recordkeeping and Reporting

SEF Core Principle 10 of the CFTC regulations requires a SEF to: (a) maintain records of all activities relating to the business of the SEF, including a complete audit trail, in a form and manner acceptable to the CFTC for a period of five (5) years; (b) report to the CFTC, in a form and manner acceptable to the CFTC, such information as the CFTC determines to be necessary or appropriate for the CFTC to perform its duties under the CEA; and (c) keep any such records relating to swaps defined in section 1a(47)(A)(v) of the CEA open to inspection and examination by the U.S. Securities and Exchange Commission.[34]

To comply with Core Principle 10's recordkeeping requirements, Cboe SEF has adopted Rule 905, which provides that it shall keep, or cause to be kept, complete and accurate books and records of accounts of the SEF, including, without limitation, all books and records required to be maintained pursuant to CEA and CFTC regulations, as well as the Securities Exchange Act of 1934 and applicable regulations of the U.S. Securities and Exchange Commission.

In addition, CGM has adopted a global record retention policy applicable to it and its wholly-owned subsidiaries, including Cboe SEF, which ensures that necessary records are adequately protected and maintained pursuant to regulatory and legal requirements, are available to meet

[31] 17 C.F.R. § 37.800.

[32] 17 C.F.R. § 37.900.

[33] *See* Rule 503 (Publication of Trading Information). Cboe SEF will publish trading information as required by CEA Section 5h(f)(9) and Parts 16 and 37 of the CFTC Regulations.

[34] 17 C.F.R. § 37.1000.

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business needs, and are preserved with integrity. Pursuant to the Australian Market License granted to Cboe SEF's affiliate, Cboe FX Markets, LLC, the minimum retention period for all FX transaction data, including NDF Transaction data, regardless of regulatory requirements, is seven (7) years.

As noted above, to comply with Core Principle 9's and 10's reporting requirements, Cboe SEF has adopted rules designed to ensure the SEF reports all CFTC required trading data to its SDR and the CFTC. Additionally, Cboe SEF regularly reports to the CFTC such information as the CFTC determines to be necessary or appropriate for the CFTC to perform its duties.

In addition, on its website, Cboe SEF makes a variety of market data available, including daily, monthly, and quarterly volumes. To provide transparency to its Participants and the broader market, Cboe SEF posts many types of information on its website, which is fully accessible by the public. The website includes, among other things, Cboe SEF's Rulebook, Market Maker Standards, Connectivity Manual, FIX and ITCH specification files, and a variety of FAQs.[35] All of this information, except for subscription services for real-time market data, is available to the public at no cost.

11. Core Principle 11: Antitrust Considerations

Core Principle 11 provides that unless necessary or appropriate to achieve the purposes of the CEA, a SEF shall not (1) adopt any rules or take any actions that result in any unreasonable restraint of trade or (2) impose any material anticompetitive burden on trading or clearing. In compliance with Core Principle 11, Cboe has not adopted any rules nor taken any action resulting in the unreasonable restraint of trade nor has Cboe SEF imposed any material anticompetitive burden on trading or clearing.

12. Core Principle 12: Conflicts of Interest

Core Principle 12 provides that a SEF shall establish and enforce rules to minimize conflicts of interest in its decision-making process and establish a process for resolving the conflicts of interest.[36] Cboe SEF believes that it is in the best interest of the SEF and its Participants to be aware of and properly manage all conflicts of interest and appearances of conflicts of interest. Accordingly, Cboe SEF has adopted rules to mitigate potential and actual conflicts of interest, including establishing a ROC, defining a Material Conflict of Interest (as defined below), and adopting Rule 206 which expressly address rules and procedures governing the management of conflicts of interest.[37] In addition, as noted below, all Cboe SEF employees and directors are subject to CGM's Code of Business Conduct and Ethics Policy.

13. Core Principle 13: Financial Resources

SEF Core Principle 13 provides that a SEF must have adequate financial, operational, and managerial resources to discharge each responsibility of the SEF and that the financial resources of the SEF "shall be considered to be adequate if the value of the financial resources exceeds the total amount that would enable the swap execution facility to cover the operating costs of the swap execution facility for a one-year period, as calculated on a rolling basis."[38] In addition, CFTC Regulation 37.1306 requires SEFs to report to the CFTC each quarter, or any time upon the

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[35] *See* https://fx.cboe.com/guide/index.jsp.

[36] 17 C.F.R. § 37.1200.

[37] *See* Rule 206 (Conflicts of Interest).

[38] 17 C.F.R. § 37.1300.

request of the CFTC, various financial information, such as the value of Cboe SEF's available financial resources and its financial statements.[39]

14. Core Principle 14: System Safeguards

Core Principle 14 requires SEFs to establish and maintain a program of risk analysis and oversight to identify and minimize sources of operational risk, through the development of appropriate controls and procedures, and automated systems, establish and maintain emergency procedures, backup facilities, and a plan for disaster recovery, and periodically conduct tests to verify that the backup resources of the swap execution facility are sufficient to ensure continued: (a) order processing and trade matching; (b) price reporting; (c) market surveillance; and (d) maintenance of a comprehensive and accurate audit trail.[40]

In compliance with Core Principle 14, CGM has adopted a number of policies, procedures, and internal controls applicable to it and its wholly-owned subsidiaries, such as Cboe SEF, designed to address the integrity of its systems. For example, it has adopted the following policies:

- **Business Continuity Plan** – This plan has been designed to address business continuity relating to mission critical systems and processes. Its purpose is to prepare various CGM trading platforms, including but not limited to Cboe SEF, for a significant business disruption that may result in service outages caused by environmental factors (e.g., natural disasters, fire, power grid failure) and restore critical services to a reasonable extent, within identified recovery timeframes.

- **Enterprise Risk Management Policy** – This policy defines CGM's and its subsidiaries' risk management approach, objectives, roles and responsibilities and key components and guides them in their objective of identifying, assessing, responding to, and reporting opportunities and threats that could affect the achievement of their goals and objectives.

- **IT Asset Management Policy** – This policy outlines requirements and management guidance at CGM and facilitates enforcement of information technology procedures, standards, and guidelines. It covers all CGM-owned hardware assets contained in data center and corporate office environments.

- **IT Risk Assessment Policy and Procedure** – This policy outlines the rationale and method for the Information Technology Systems Risk Assessment, which is performed at least annually.

- **Access Control Policy and Procedures** – This policy defines CGM's methodology for controlling access to all computer information, information processing facilities, and business processes. The goal of the policy and procedures is to ensure authorized user access and to prevent unauthorized access to information and information systems.

These policies and procedures ensure the proper function, adequate security and capacity of automated trading systems and related systems such as those used for dissemination of market data and recording and safe storage of transaction data. These controls include periodic, objective

[39] 17 C.F.R. § 37.1306.
[40] 17 C.F.R. § 37.1400.

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testing and review of automated systems to ensure that these systems are reliable, secure and have adequate scalable capacity.

CGM also has developed an Information Security Program designed to protect the confidentiality, integrity, and availability of CGM's and its wholly-owned subsidiaries' information assets and mitigate the likelihood, frequency, and severity of information security incidents and systems disruptions and malfunctions that may negatively and materially impact their business, financial condition, and/or operating results. CGM's Information Security Program is aligned to, and consistent with, the National Institute of Standard and Technology's Special Publication 800-53 Revision 4 Security and Privacy Controls for Federal Information Systems and Organizations.

15. <u>Core Principle 15: Designation of Chief Compliance Officer</u>

Core Principle 15 requires Cboe SEF to designate an individual to serve as a CCO. The CCO shall:

(1) report directly to the board or to the senior officer of the facility;

(2) review compliance with the Core Principles in Part 37 of CFTC Regulations;

(3) in consultation with the board of the facility, a body performing a function similar to that of a board, or the senior officer of the facility, resolve any conflicts of interest that may arise;

(4) be responsible for establishing and administering the policies and procedures required to be established pursuant to section 5h of the CEA;

(5) ensure compliance with the CEA and the rules and regulations issued under the CEA, including rules prescribed by the Commission pursuant to section 5h of the CEA; and

(6) establish procedures for the remediation of noncompliance issues found during compliance office reviews, look backs, internal or external audit findings, self-reported errors, or through validated complaints.[41]

In addition, Core Principle 15 requires a SEF's CCO to prepare, sign and submit an Annual Compliance Report with the CFTC. Such report must sufficiently demonstrate the SEF's compliance with the CEA and CFTC regulations. Before submitting to the CFTC, the CCO must provide the report to the SEF's board.

To ensure compliance with these requirements, Cboe SEF's CCO is responsible for enforcing Cboe SEF's Rules and has available to her all the resources of Cboe SEF Compliance Department. The CCO and Cboe SEF Compliance Department are assisted by the CRO and the Regulatory Division (both as defined in the Rules), in particular with respect to the surveillance function and disciplinary proceedings of Cboe SEF. Under the direction of the CRO, the Regulation Division will determine the nature and scope of its inquiries and investigations and will perform its regulatory functions, including its surveillance function and conducting disciplinary proceedings, independently of any commercial interests of Cboe SEF.[42]

[41] 17 C.F.R. § 37.1500.

[42] *See* Rule 714 (Authority of the Chief Compliance Officer, the Compliance Department, the Chief Regulatory Officer, and the Regulatory Division.

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Consistent with Core Principle 15's implementing regulations, the CCO also regularly maintains the Cboe SEF Compliance Manual. The Compliance Manual sets forth core policies and procedures for Cboe SEF associates, and supplements applicable CGM corporate policies and procedures, many of which are cited therein, including, among others, a Code of Business Conduct and Ethics Policy, which includes specifics related to global-anti-corruption guidance, conflicts of interest, restrictions regarding excessive entertainment, and prohibitions regarding providing anything of value to government officials (domestic and foreign). These policies are available to all CGM associates on an intranet. CGM Management and the CGM Board of Directors review the Code of Business Conduct and Ethics Policy annually. CGM Management reviews the Conflict of Interest Policy annually.

Part 37 of the CFTC Regulations provides the requirements that SEFs must meet in order to comply with the "Core Principles", and is divided into 16 sections known as Subparts A through P, which are a follows.

(i) Subpart A provides general requirements, such as the procedures for registration, product listing and acceptable methods of trade execution.

(ii) Subpart B provides standards for compliance with Core Principle 1 (Compliance with Core Principles).

(iii) Subpart C provides standards for compliance with Core Principle 2 (Compliance with Rules).

(iv) Subpart D provides standards for compliance with Core Principle 3 (Swaps not Readily Susceptible to Manipulation).

(v) Subpart E provides standards for compliance with Core Principle 4 (Monitoring of Trading and Trade Processing).

(vi) Subpart F provides standards for compliance with Core Principle 5 (Ability to Obtain Information).

(vii) Subpart G provides standards for compliance with Core Principle 6 (Position Limits or Accountability).

(viii) Subpart H provides standards for compliance with Core Principle 7 (Financial Integrity of Transactions).

(ix) Subpart I provides standards for compliance with Core Principle 8 (Emergency Authority).

(x) Subpart J provides standards for compliance with Core Principle 9 (Timely Publication of Trading Information).

(xi) Subpart K provides standards for compliance with Core Principle 10 (Recordkeeping and Reporting).

(xii) Subpart L provides standards for compliance with Core Principle 11 (Antitrust Considerations).

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(xiii) Subpart M provides standards for compliance with Core Principle 12 (Conflicts of Interest).

(xiv) Subpart N provides standards for compliance with Core Principle 13 (Financial Resources).

(xv) Subpart O provides standards for compliance with Core Principle 14 (System Safeguards).

(xvi) Subpart P provides standards for compliance with Core Principle 15 (Designation of Chief Compliance Officer).

1.2 Authority of Foreign Regulator

The CFTC has the authority to review, assess and enforce Cboe SEF's compliance with the CEA, SEF Core Principles and the CFTC Regulations regarding Cboe SEF's operations and markets.

The regulatory framework established by the CEA and CFTC Regulations are designed to protect market participants. All intermediaries who solicit and accept customer orders must be registered with the National Futures Association ("NFA"). These registered entities are subject to requirements for minimum net capital, disclosure, record-keeping, reporting, sales practices and customer protections. The handling of customer funds is subject to special requirements. Cboe SEF rules and CFTC regulations also prohibit abusive trading practices such as fraud, market manipulation, wash trading, and non-competitive trading. Trading is monitored by Cboe SEF Compliance staff to ensure that markets are fair and orderly, with direct oversight by the CFTC over SEFs, designated contract markets ("DCMs") and derivatives clearing organizations ("DCOs"). Each SEF and DCM is a self-regulatory organization responsible for enforcing such rules.

The CFTC's Division of Market Oversight ("DMO") conducts regular rule enforcement reviews ("RERs") of each SEF's ongoing compliance with the Core Principles applicable to SEFs under the CEA through the self-regulatory programs operated by Cboe SEF to enforce its rules, prevent market manipulation and customer and market abuses, and ensure the recording and safe storage of trade information.

Periodic RERs could examine any SEF core principle. Examples of topics that DMO staff could examine include examining a SEF's audit trail, trade practice surveillance, or disciplinary programs for compliance with the relevant Core Principles. In conducting an RER, DMO staff examine trading and compliance activities at the SEF in question over a designated period of time. DMO staff conduct extensive review of documents and systems used by Cboe SEF in carrying out its self-regulatory responsibilities; interview compliance officials and staff of Cboe SEF; and prepare a confidential written report of their findings.[43]

Beyond routine RER reviews, Section 8(a)(1) of the CEA gives the CFTC broad power to conduct investigations to confirm compliance with the CEA and the CFTC regulations.[44] Pursuant to CEA Sections 5e, 6(b), 6b and 6c(a), the CFTC also may bring civil enforcement actions to enjoin violations of the CEA or CFTC regulations and obtain other equitable relief and monetary

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[43] For more information on DMO's RER program, please see the CFTC's website: https://cftc.gov/IndustryOversight/TradingOrganizations/DCMs/dcmruleenf.html.

[44] 7 U.S.C. § 12.

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sanctions, bring administrative enforcement proceedings, suspend or revoke the designation of a SEF, and make and enter against a SEF a cease and desist order from violating the CEA or CFTC regulations.[45] Section 6(c) of the CEA gives the CFTC power to administer oaths and affirmations, subpoena witnesses, compel their attendance, take evidence and require the production of books, correspondence, memoranda and other records, for the purposes of enforcing the CEA or for purposes of any investigation or proceeding.[46]

CFTC Market Surveillance

The CFTC's market surveillance program's primary mission is to identify situations that could pose a threat of manipulation.[47] Each trading day, for all active swaps markets, the CFTC's market surveillance staff monitors the daily activities of large traders, key price relationships, and relevant supply and demand factors in a continuous review for potential market problems. As such, the CFTC conducts a rigorous market surveillance program of the U.S. swaps markets. This program focuses on protecting market users and the public from fraud, manipulation, and abusive practices prohibited by the CEA, and fostering open, competitive, and financially sound derivatives markets. The CFTC does so by monitoring trading activity to detect and prevent manipulation or abusive practices and to ensure compliance with the CFTC's speculative position limit regulations.

1.3 Criteria for Products

Part 40 of the CFTC Regulations, entitled Provisions Common to Registered Entities ("Part 40") sets forth the process for a swap execution facility to list new products. Part 40 provided for two methods of approval of new products. The first method is self-certification pursuant to CFTC Regulation 40.2 – Listing Products for Trading and Certification and CFTC Regulation 40.6 - Self-Certification of Rules. The second method is by requesting CFTC approval of the product prior to listing pursuant to CFTC Regulation 40.3 Voluntary Submission of New Products for Commission Review and Approval and CFTC Regulation 40.5 Voluntary Submission of Rules for Commission Review and Approval.

Cboe SEF has submitted its product listing by self-certification. Pursuant to CFTC Regulation 40.2 the CFTC must receive the submission of the new product listing no later than "the open of business on the business day preceding the product's listing". The product listing submission must contain a concise explanation and analysis of the product and its compliance with the applicable sections of the CEA and the regulations thereunder. The applicable section of the CEA is Section 5h(f) which delineates the SEF Core Principles. The relevant SEF Core Principles are Core Principle 2 – Compliance with the Rules, Core Principle 3 – Swaps not Readily Susceptible to Manipulation, Core Principle 4 – Monitoring of Trading and Trade Processing, Core Principle 5 – Ability to Obtain Information, Core Principle 6 – Position Accountability, and Core Principle 9 – Timely Publication of Trading Information. All of the products listed by Cboe SEF have been approved by the CFTC. A SEF's product listing are all swaps which may trade on the SEF, which includes "permitted" transactions as well as those transactions which are required to trade on a SEF because of a previous MAT determination by a SEF. In making a MAT determination, SEFs follow Section 2(h)(8) of the CEA and Rule 37.10 and 38.12, pursuant to the procedures of Part 40 of the CFTC's regulations, which identify six enumerated factors with to respect to making a MAT determination: (i) whether there are ready and willing buyers and sellers; (ii) the frequency

[45] 7 U.S.C. §§ 7b, 8(b), 13a, and 13a-1.

[46] 7 U.S.C. § 9.

[47] For more details regarding the CFTC's market surveillance program, please see its website: https://cftc.gov/IndustryOversight/MarketSurveillance/CFTCMarketSurveillanceProgram/index.htm.

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or size of transactions; (iii) trading volumes; (iv) the number and types of market participants; (v) the bid/ask spread; and (vi) the usual number of resting firm or indicative bids and offers. The factors are qualitative in nature, and the CFTC does not impose any absolute quantitative test. Cboe SEF expects to submit all MAT determinations via self-certification and does not anticipate using voluntary submission for review and approval by the CFTC. The voluntary submission for review and approval is typically used for products which are truly novel in character, rather than the type products listed by Cboe SEF, which are commonly traded in the FX NDF marketplace today.

The products listed by Cboe SEF conform to the usual commercial customs and terms used in connection with trading such products, as established by Cboe SEF's review of available market standards from the International Swaps and Derivatives Association ("ISDA"), CFTC requirements and consultation with market participants. The FX NDF market is primarily supported by established industry documentation and market practices, including standard terms and definitions developed by the International Swaps and Derivatives Association (ISDA) and the Emerging Markets Traders Association (EMTA).

1.4 IOSCO Principles

SEFs comply with the IOSCO principles by virtue of the fact that it must comply with the CEA and the CFTC which reflect those principles.

ARTICLE 2 RECOGNITION OR AUTHORIZATION PROCESS OF THE FOREIGN REGULATOR IN THE HOME JURISDICTION

2.1 Governance

Cboe SEF is a Delaware limited liability company with its principal place of business in New York, New York, USA. Cboe SEF's registered office in its state of formation is 1209 Orange Street, Wilmington, Delaware 19801. Its agent at that address is The Corporation Trust Company.

CGM, a publicly traded U.S. company, is the ultimate parent company of Cboe SEF. CGM is the direct parent of Cboe Bats, LLC, an intermediate holding company. Cboe Bats, LLC is the direct parent of Cboe Services Company, an intermediate holding company. Cboe Services Company is the sole member of Cboe FX Holdings, LLC ("Cboe FX Holdings"), which is an intermediate holding company for CGM's 100% ownership interest in Cboe SEF

2.1.1 Board and Committee Representation

Cboe SEF's governance and management arrangements are set out in the Rules.[48] Overall responsibility for the operation of Cboe SEF, including adoption and amendment of the Rules, is vested in Cboe SEF's Board of Managers ("Board").[49] Each member of the Board is appointed in accordance with Cboe SEF's operating agreement, and must include at least 35% "public directors."[50] All Board members must meet certain minimum standard fitness criteria and must

[48] *See* 17 C.F.R. Part 37.

[49] *See* Rule 202.

[50] For these purposes, the term "public director" means a director that has no material relationship with the SEF.

not be subject to any "statutory disqualifications" set out in CFTC Rule 1.63.[51] All Board members are located in, and all Board meetings take place in, the United States.

The Rules also provide for the creation of several specialist Board committees:

> (i) The Executive Committee, comprised of the Board chair and which must include at least 35% public directors, has the power to manage the business and affairs of the SEF on behalf of the Board.[52]
>
> (ii) The Participation Committee, comprised exclusively of public directors, is responsible for determining initial and ongoing standards for admission of Participants and to review SEF staff denials of Participant applications.[53]
>
> (iii) The Regulatory Oversight Committee ("ROC"), comprised exclusively of public directors, is responsible for overseeing the SEF's regulatory program "for sufficiency, effectiveness and independence," and meets regularly with the Chief Compliance Officer ("CCO") and the Chief Regulatory Officer ("CRO").[54]

Other Board committees may be established from time to time. All Board committee meetings take place in the United States.

As of the date of this application, the members of Cboe SEF's Board are: (1) Craig Donohue (Chairman of the Board), (2) Bruce Andrews, (3) Gilbert Bassett, Jr., (4) Ananda Radhakrishnan, (5) Miguel Rivera, (6) David Roscoe, (7) Hillary Sale, and (8) Scott Wagner. Jill Griebenow serves as Cboe SEF's and CGM's Chief Financial Officer ("**CFO**") and Treasurer. The remainder of the directors are independent of Cboe SEF and CGM.

Additionally, as noted above, Cboe SEF has constituted a ROC that is composed of three (3) Public Directors – Messrs. Radhakrishnan (ROC Chairman), Bassett, and Roscoe. The ROC is responsible for overseeing the SEF's regulatory program, meets regularly with the CCO and the CRO, and regularly receives and reviews reports from Cboe SEF Regulation staff regarding the adequacy and sufficiency of Cboe SEF's regulatory program.

The Board is required to delegate sufficient authority, dedicate sufficient resources, and allow sufficient time for the ROC to fulfill its mandate. The ROC makes recommendations to the Board as well, in its judgment, to best promote the interests of Cboe SEF. The ROC also has other powers and performs other duties as set forth in the Cboe SEF's Rules and as the Board may delegate to it from time to time.[55] The ROC assists Cboe SEF in minimizing actual and potential

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[51] *See* Rule 205.

[52] *See* Rule 214 (Executive Committee). The Executive Committee may not, however, amend the Cboe SEF's certificate of formation of the Company or the Operating Agreement, adopt any agreement of merger or consolidation, approve the sale, lease, or exchange of all or substantially all of Cboe SEF's property and assets or approve the dissolution of the SEF or a revocation of a dissolution.

[53] *See* Rule 215 (Participant Committee).

[54] *See* Rule 216 (Regulatory Oversight Committee).

[55] *See* Rule 216 (Regulatory Oversight Committee).

conflicts of interest. The ROC also supervises the CRO of Cboe SEF, who reports directly to the ROC in relation to Cboe SEF regulatory functions.

2.1.2 Independent Member Board and Committee Representation

Independent Managers on Cboe SEF's Board of Managers

Independent Managers of Cboe SEF's Board of Managers were selected based on broad industry or academic experience to represent interests of the public as well as Cboe SEF's Participants. Each of the Independent Managers meets the definition of Public Director under the Proposed Conflict of Interest Rules. As required by the Proposed Conflict of Interest Rules, none of the Independent Managers have a "material relationship" with Cboe SEF that could reasonably affect the independent judgment or decision making of the Independent Manager.

As noted above, Cboe SEF has Board committees with defined responsibilities, including management of Cboe SEF affairs, participant admissions, and independent regulatory oversight, with committee composition aligned to applicable public director requirements.

2.1.3 Director Qualifications, Remuneration and Limitation of Liability

Board Manager Nominations and Fitness Standards

The Cboe SEF Board of Managers seeks candidates for the Board which have industry or professional experience which will help the management of Cboe SEF. Prior to their appointment to the Board, a Committee or any other oversight panel of the SEF, the Legal Department shall screen all nominees to determine their eligibility for service pursuant to CFTC Regulation 1.63.

The Board Managers of the SEF shall be of good repute, and possess skills and expertise to fulfill their responsibilities in overseeing the governance of the SEF. They shall have a clear understanding of their responsibilities including, their fiduciary duty to the SEF as well as their responsibility to exercise sound judgment about the operations, management, growth and compliance of the SEF. The fitness standards also support the creation of a composition of the Company's Board of Managers that provides a diversified set of talents and perspectives. Cboe SEF may conduct personal interviews of candidates for Board of Managers and committee appointments. In addition, Cboe SEF may perform registration checks with the NFA, FINRA, FCA, and standard OFAC checks. Cboe SEF may also conduct a check of educational background, where appropriate, or work history and reference checks, as determined by the CCO. Specifically, the board managers must:

(i) Have ethics and the desire to do the "right thing" at all times, at the core of their approach in business and life. The board manager must exhibit independence, objectivity and be capable of serving as a representative of not only the shareholders but also other core constituencies.

(ii) Have the availability, commitment and personal qualities to be able to make a substantial active contribution to Board deliberations. These qualities include intelligence, self-assuredness, a high moral standard, integrity, inter-personal and communication skills, independence, courage, and a willingness to ask the difficult questions.

(iii) Have no prior judgment or regulatory sanction issued against them or a company for which they controlled or had a controlling interest.

(iv) Have experience in the financial services and/or technology, or other field of expertise useful to the SEF.

(v) Have a good overall reputation.

(vi) Have significant educational and either business or teaching experience.

(vii) Have an appreciation of, and experience with, a regulatory environment sufficient to foster a culture of compliance within the SEF.

(viii) Have the ability to develop a good working relationship with other board managers and contribute to the Board's working relationship with the senior management of the SEF as well as regulators.

Further, the following may disqualify a potential candidate for the Cboe SEF Board of Managers. No person may serve as a member of the Board or a Committee of Cboe SEF if such person:

(i) within the past three years was found by a Final Decision to have committed a disciplinary offense;

(ii) within the past three years entered into a settlement agreement in which any of the findings, or in the absence of such findings, any of the acts charged included a disciplinary offense;

(iii) is currently or has been barred, expelled from membership or suspended from trading on a self-regulatory organization, is serving any sentence of probation or owes any portion of a fine imposed as a result of either:

a. a settlement agreement in which any of the findings, or in the absence of such findings, any of the acts charged included a disciplinary offense; or

b. a final decision determining such person committed a disciplinary offense;

(iv) is currently subject to an agreement with the CFTC or any self-regulatory organization not to apply for registration with the CFTC or membership in any self-regulatory organization;

(v) is currently subject to or has had imposed on him or her within the prior three years a registration revocation or suspension in any capacity for any reason, or has been convicted within the prior three years of any of the felonies listed in Section 8a(2)(D)(ii) through (iv) of the CEA; or

(vi) is currently subject to a denial, suspension or disqualification from serving on the disciplinary committee, arbitration committee or governing board of any self-regulatory organization as that term is described in Section 3(a)(26) of the Securities Exchange Act of 1934.

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Cboe SEF has a nominating and approval process for members of the Cboe SEF Board of Managers which includes a complete curriculum vitae as well as a representation by each member that he or she meets the requirements and has no disqualification conditions as detailed in Fitness Standards above.

Cboe SEF further has a representation from each employee that the employee consents to the jurisdiction of Cboe SEF's regulator.

Cboe SEF performs background checks on any new employees. Such background checks include any felony offenses as well as any industry sanctions (e.g., CFTC, SEC or FINRA). See also Article 2.1.5 below.

Remuneration

The Independent Managers receive remuneration for their board service. This remuneration is not dependent upon the performance of Cboe SEF.

Limitation of Liability

Article VII of the Limited Liability Company Agreement of Cboe SEF ("Cboe SEF Operating Agreement") provides that officers, employees and agents of the Company (each, an "Indemnitee") shall be indemnified by the Company to the fullest extent permitted under the Delaware Limited Liability Company Act and the general corporate law of the state of Delaware.

Cboe SEF Rule 512 provides for the limitation of liability against Cboe SEF and its officers, board managers, employees, agents, consultants and committee members.

2.1.4 Conflicts of Interest

Policies and Procedures to Manage Conflicts of Interest

Cboe SEF strongly believes in the mitigation of conflicts of interest. Cboe SEF Rule 206 "Conflicts of Interest" applies to potential and actual conflicts of interest. Cboe SEF Rule 206 provides that a person authorized to act on behalf of Cboe SEF (including officers, board managers, members of a disciplinary committee) are prohibited from participating in deliberations and voting regarding any disciplinary proceeding or emergency action if the person an "Interested Person". An Interested Person has a "Material Conflict of Interest". A "Material Conflict of Interest" exist if a person:

(a) is a potential or actual respondent in a disciplinary proceeding,

(b) has an employment relationship or is affiliate of a potential or actual respondent in a disciplinary proceeding,

(c) has significant on-going business relationship with a potential or actual respondent in a disciplinary proceeding,

(d) a has a family relationship with a potential or actual respondent in a disciplinary proceeding,

(e) has a direct and substantial financial interest in the result of a vote, other than based on a direct or indirect equity or other interest in Cboe SEF, that could reasonably be expected to be affected by the Self-Regulatory Action, as defined in Cboe SEF Rule 206. For the purposes of this definition a “direct and substantial financial interest” includes, without limitation, positions held in transactions in the accounts of, controlled by, or affiliated with the Interested Person or any other types of direct and substantial financial positions of the Interested Person that are reasonably expected to be affected by the vote; and/or

(f) any other circumstance that creates a conflict between the person authorized to act on behalf of Cboe SEF (including officers, managers, members of a disciplinary committee) exercise of authority and their own personal interests.

Each person deliberating in a disciplinary proceeding or emergency action has an affirmative obligation to disclose if they have a Material Conflict of Interest prior to deliberations and voting. Rule 206 further provides that a person with a Material Conflict of Interest may participate in deliberations and voting if:

(a) the Material Conflict of Interest is disclosed to or known by the deliberating body (i.e.; the board of managers or the disciplinary committee) at the time of deliberations and voting,

(b) the deliberating body determines that the person’s participation in voting and deliberations would be consistent with the public interest,

(c) a majority of the members of the deliberating body that do not have a Conflict of Interest vote in favor of permitting the Interested Person to participate in the deliberations and voting.

If all of the members of a deliberating body are Interested Persons that the Chief Executive Officer will appoint a panel of individual who are not Interested Persons to deliberation and vote on the matter.

2.2 Fees

Cboe SEF charges Participants fees primarily on a per-transaction basis for trade execution, with fees assessed based on the notional amount of each transaction and applied in a fair and non-discriminatory manner across Participants. Transaction fees may vary depending on contract characteristics and whether a Participant acts in a “passive” or “removing” capacity. In addition, Cboe SEF may charge certain Participants connectivity fees to access the SEF Trading System, as well as pass-through fees for third-party services such as independent software vendor access, post-trade messaging services, and optional market data products. Cboe SEF does not provide clearing services and therefore does not charge clearing fees.

Cboe SEF’s fees are designed to be consistent with prevailing industry practice and do not impose unreasonable conditions or limitations on access to the SEF. The applicable dues, fees, and other charges are set out in Cboe SEF’s publicly available fee schedule, which is accessible to all Participants and available at: https://cdn.cboe.com/resources/fx/Hotspot_SEF_Dues_and_Fees.pdf

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CFTC Regulations require that SEFs have adequate financial resources consisting of assets at least equal to one year of operating expense and liquid assets equal to six months of operating expense to enable the SEF to wind down in an order manner. Cboe SEF has adequate financial resources to meet its responsibilities. Cboe SEF completes quarterly reporting to the CFTC on financial resources.

2.3 Fair and Equitable Access

Any entity that trades on Cboe SEF must be an ECP (as defined by Section 1a(18) of the CEA), and Québec participants must be appropriately registered, as applicable, under Québec securities law or be exempt from or not subject to those requirements.

Cboe SEF, pursuant to its rulebook, will provide any ECP with impartial access to its markets and market services, provided that the ECP complies with the documentation and eligibility requirements set forth in the Cboe SEF Rules. Documentation and eligibility requirements are clearly set out in the Cboe SEF Rulebook. These requirements are applied reasonably and do not discriminate among participants, as described below.

Those wishing to transact on Cboe SEF may become a Participant of Cboe SEF. Cboe SEF keeps records of each grant, denial and limitation of access for applicants of Cboe SEF, including the reasons for granting, denying or limiting access. Cboe SEF Participants who are authorized to do so may also enter transactions as agent for customers ("Agency Execution") who have been accepted by Cboe SEF to enter into transactions on Cboe SEF.

An entity meeting the requirements as described above that wishes to become a Participant of Cboe SEF may complete an application and submit it for approval by Cboe SEF. The application is available on Cboe's SEF website. The application materials include Cboe SEF's Rulebook and an affirmative undertaking by the applicant to submit to the jurisdiction of Cboe SEF. Cboe SEF must receive names of proposed traders ("Authorized Traders") at any Participant applying to trade on Cboe SEF, and will perform due diligence reviews on those individuals. In addition, Cboe SEF Rule 403 provides that Cboe SEF Participants must implement and maintain adequate supervisory procedures.

In reviewing an application, Cboe SEF reviews the information provided on the application to determine whether or not all of the eligibility requirements in the Cboe SEF Rules have been satisfied. Cboe SEF requires Participants to notify Cboe SEF of any material changes to their ECP status and/or their compliance with the requirements of Cboe SEF Rules 307 and 308.

Cboe SEF's requirements for Participant status are contained in the Cboe SEF Rulebook, which is available on Cboe SEF's website. Other than requirements stated in its Rulebook, Cboe SEF has no other requirements or restrictions on Participant eligibility. An applicant that is unable to satisfactorily demonstrate its ability to satisfy the eligibility criteria to become or remain a participant, is unable to satisfactorily demonstrate its capacity to adhere to Cboe SEF's rules or for other cause reasonably determined by Cboe SEF, may be denied participant status or granted conditional participant status. Any applicant granted conditional or denied Participant status may appeal that decision to the Cboe SEF's Participation Committee.

Chapter 5 of Cboe SEF's Rulebook contains procedures for order entry on Cboe SEF. These procedures are transparent as the Cboe SEF Rulebook is available to the public on Cboe SEF's website. Order routing on Cboe SEF is done after the order has been checked against applicable risk-based limits (a "pre-trade credit check"). Once the order has passed the pre-trade credit check, it is entered into Cboe SEF.

Cboe SEF Rules set forth the various types of permissible orders and describe how orders interact in the order book. Orders may be submitted on a firm basis (i.e., immediately executable) or on a non-firm basis (i.e., only executable following acceptance during a predetermined order review timeframe), such non-firm functionality being available to Market Makers. Cboe SEF also provides functionalities for non-disclosed and disclosed trading on its "Sweepable" and "Full Amount" platforms

Rule 505 describes the procedures for order entry on Cboe SEF's order books: Acceptable order types include Market Orders, and Limit Orders (each, as defined in the Rules). Entry of Orders may be submitted by the Participant directly. All Orders received in the order book are sorted and matched based on a protocol of variables to be considered in the following order: (i) Rate, (ii) firm (displayed, then hidden), (iii) indicative; and (iv) time. This is fair and equitable in that all Participants are treated equally and given equal access to enter and execute in Cboe SEF's order books. Unfilled orders are cancelled upon system disconnect. Such a disconnect may occur during the trading day due to operational issues or, more generally, at the end of the applicable trading session. In practice, unfilled API orders are typically cancelled at the end of the trading day, whereas unfilled GUI orders may persist until the end of the trading week, subject in each case to system connectivity.

Cboe SEF provides daily high, low, settlement and volume data, which is provided to the CFTC and is available on Cboe SEF's website to the public in a timely manner. In addition, Cboe SEF provides a daily tape of all transactions executed on Cboe SEF with price and volume information which is commercially available to all Participants through the Cboe SEF electronic platform and other permitted dissemination mechanisms. This information is always anonymous. Cboe SEF further provides the transaction details to the CFTC on a daily and confidential basis, as required. Cboe SEF is currently connected and reporting to the DTCC SDR, having completed an agreement with this firm.

Cboe SEF provides the following data (from the previous day's trading) to the public for free: (a) open, (b) close, (c) high, (d) low, (e) settlement price, and (f) volume.

2.4 Regulation of Participants

Certain Participants, in effecting NDF Transactions through Cboe SEF, provide financial services to other persons. Participants that are registered and regulated by the CFTC as Swap Dealers may act on Cboe SEF as Prime Brokers. The CEA requires all Swap Dealers to register as such, unless they qualify for an exemption (e.g., (a) a firm that engages in a de minimis quantity of swap dealing (less than USD 8 billion) in connection with transactions with or on behalf of its customers; or (b) a non-U.S. firm with only non-U.S. customers does not have to register if it submits all trades for clearing to a Futures Commission Merchant[56] ("FCM"). Additionally, all registered Swap Dealers are required to be members of the National Futures Association (the "NFA") and also may be members of one or more SEFs. The NFA is a self-regulatory organization that is required to enforce CFTC-approved minimum financial and reporting requirements for its members. [57]

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[56] *See* https://www.nfa.futures.org/registration-membership/who-has-to-register/fcm.html.

[57] *See* https://www.nfa.futures.org/index.html.

Cboe SEF regulates its Participants primarily through its Rulebook, which governs eligibility for access, the conditions of continued participation, the conduct of Participants on the SEF, and Cboe SEF's monitoring, investigatory and disciplinary powers.

Under the Rulebook, trading on Cboe SEF is limited to ECPs. An applicant seeking Participant status must submit the required application materials, provide such additional information as Cboe SEF may reasonably request, agree to be bound by the Rulebook and applicable law, and submit to Cboe SEF's jurisdiction. The applicant must also satisfy the eligibility criteria set out in the Rulebook on admission and on an ongoing basis. Cboe SEF may deny or condition access where an applicant does not satisfy those requirements, and a denial or conditional grant of Participant status may be reviewed in accordance with the procedures set out in Chapter 3 of the Rulebook.

Once admitted, Participants are subject to ongoing obligations under the Rulebook. These include, among other things, obligations to comply with Cboe SEF Rules and applicable law, to act through properly authorized personnel, to maintain adequate supervisory procedures and internal controls in relation to their SEF activity, to keep required books and records, and to provide information to Cboe SEF when requested. Participants must also continue to satisfy the applicable eligibility standards and promptly notify Cboe SEF of material changes relevant to their status or continued access.

Cboe SEF monitors compliance with its Rules through its compliance and regulatory functions, including surveillance and review processes. Rule 509 provides for real-time monitoring of trading activity on the SEF as part of its operational oversight of trading on the platform, and the Rules further empower Cboe SEF to identify and investigate potential rule violations (Rule 706) and to initiate disciplinary and summary proceedings where appropriate (Rule 707). This monitoring framework is supported by governance and oversight arrangements under the Rulebook, including the Regulatory Oversight Committee (Rule 216), which oversees all aspects of the SEF's regulatory program, encompassing trade practice and market surveillance, real-time monitoring, audits, and enforcement, and assesses the sufficiency, effectiveness and independence of those functions. In addition, the Business Conduct Committee (Rule 217) forms part of the enforcement framework by adjudicating disciplinary matters through designated panels, including hearing panels responsible for determining alleged rule violations and settlement panels that review proposed resolutions.

The Rulebook also establishes standards of conduct applicable to Participants on the SEF and, together with applicable law, prohibits fraudulent, manipulative, disruptive and other improper trading practices. Rule 706 identifies and sanctions such conduct as rule violations, including disruptive trading practices and conduct detrimental to the SEF. Where Cboe SEF identifies a potential breach, it may act in accordance with its disciplinary procedures, including issuing warning letters, imposing conditions or restrictions, pursuing disciplinary proceedings and, where appropriate, suspending or terminating trading privileges.

2.5 Rulemaking

Pursuant to the obligations imposed by the Section 5h of the CEA and Part 37 – Core Principles and Other Requirements for Swap Execution Facilities (collectively "CFTC Requirements"), Cboe SEF has implemented rules, policies and procedures designed to clearly delineate the obligations of participants to maintain complete books and records, to comply with SEF rules, to cooperate in investigations and to participate in disciplinary procedures (if warranted), as well as to comply with the CFTC Requirements. Cboe SEF's Rulebook and explanatory "Notices to Participants" codify federal requirements for swap execution facilities. The Rulebook applies equally to all

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participants and consists of ten chapters that can be generally described as follow. Chapter 1 is entitled "Defined Terms" and provides the defined terms used in the Rulebook. Chapter 2 is entitled "Governance and Committees" and provides a description of the committee structure of Cboe SEF, disqualification of committee members, committee member conflicts of interest, prohibition of the disclosure of material non-public information, and sets out procedures for the exercise of emergency authority. Chapter 3 is entitled "Applications for Participant Status" and describes the jurisdiction of Cboe SEF, procedures related to the participant application process and the scope participant trading privileges. Chapter 4 is entitled "Participant Obligations" and describes participant obligations. Chapter 5 is entitled "Trading Practice and SDR Reporting" and describes the procedures for trade entry on Cboe SEF, handling of error trades, SDR reporting and pre-execution order screening. Chapter 7 is entitled "Business Conduct" and describes Cboe SEF's disciplinary process. Chapter 8 is entitled "Arbitration" and describes Cboe SEF's arbitration program. Chapter 9 is entitled "Miscellaneous" and contains rules regarding various topics such as market data, governing law and books and records. Chapter 10 is entitled "Product Specifications" and provides a description of the products that can be traded on Cboe SEF. Cboe SEF has not entered into any formal information sharing agreements, although it does maintain regulatory cooperation arrangements with certain regulators as described in Article 3 below.

Cboe SEF's Rules prevent fraudulent and manipulative practices because they enable Cboe SEF to: (a) facilitate price transparency, (b) authorize Cboe SEF's Compliance Department to conduct surveillance of Cboe SEF's markets, and (c) prohibit fraudulent and manipulative trade practices. Cboe SEF Rule 503 provides that Cboe SEF will furnish trade data required by Core Principle 9 and Parts 16 and 37 of CFTC Regulations, which require real time reporting to swap data repositories and daily reporting to the CFTC and the public. In addition, Cboe SEF Rule 508 provide that Cboe SEF will make market data available, on an anonymous basis, market information regarding bids, offers and trades executed to Participants. Cboe SEF Rules provide for real time and post trade surveillance. Cboe SEF Rule 509 authorizes the real time monitoring of trading on Cboe SEF. Cboe SEF Rules 702 and 714 authorizes Cboe SEF's Regulatory Division and Compliance Department to monitor compliance with Cboe SEF's rules and to conduct investigations. Please see Core Principle 4 for a description of Cboe SEF's surveillance system. In addition, the Cboe SEF Rules state which practices are prohibited fraudulent trading practices. Cboe SEF Rule 706 prohibits, without limitation, the following improper trading practices: (a) fictitious trading, (b) disruptive trading practices such as spoofing (bidding or offering with the intent to cancel the bid or offer before execution), (c) market manipulation, (d) non-competitive trades, (e) trading ahead of a customer order, (f) wash trading, and (g) money passing.

Cboe SEF ensures that Participants observe high standards of fair dealing and just and equitable principles of trade by identifying improper practices in its publicly accessible rulebook and explanatory "Notices to Participants," and conducting surveillance to identify possible instances of those improper practices, thus fostering participant compliance with the rules. Cboe SEF Rule 706 identifies prohibited improper conduct. Cboe SEF believes that prohibiting the following types of conduct promotes the just and equitable principles of trade: (a) aiding and abetting, (b) conduct detrimental to Cboe SEF, (c) disclosing customer orders, (d) fraud, (e) material misstatements of fact to Cboe SEF, (f) improperly taking the opposite side of customer orders, and (g) withholding customer orders.

Enforcement of the Cboe SEF Rules provides for a fair and orderly market by identifying improper practices in its rules, conducting surveillance to identify possible instances of improper conduct and conducting enforcement proceedings to ensure compliance with the Cboe SEF Rules. Chapter 7 of the Cboe SEF Rulebook provides the framework of the disciplinary process that for

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enforcing Cboe SEF rules. Cboe SEF Rule 701 provides Cboe SEF with the authority to hold its Participants accountable for their acts and omissions that constitute violations of Cboe SEF Rules. Cboe SEF Rules 702, 707, and 714 authorize Cboe SEF's CCO and Compliance Department to monitor compliance with the Cboe SEF Rules and conduct investigations. Cboe SEF Rule 706 describes improper conduct that violates Cboe SEF Rules. Cboe SEF Rule 716 requires that at the conclusion of an investigation the Compliance Department must prepare an investigative report, which is reviewed by the CCO. In the investigative report the Compliance Department must indicate if there is reasonable cause to believe that a rule violation has occurred and make one of the following recommendations: (a) the investigation is closed without further action, (b) issue a warning letter, (c) the matter be settled before preparation of a complaint, or (d) a complaint be issued. Cboe SEF Rule 717 provides that the investigative report be reviewed by the Chief Regulatory Officer. Upon due consideration of the investigative report the Chief Regulatory Officer can reject or accept (in whole or in part) the recommendations of the Compliance Department. (A Review Panel is appointed by the ROC pursuant to Cboe SEF Rule 216.) If the Review Panel accepts the Compliance Department's recommendation that the matter should be settled without issuing a complaint, the Review Panel may settle the matter, pursuant to Cboe SEF Rule 723. If the Review Panel accepts the Compliance Department's recommendation that a complaint should be issued, then the Compliance Department will draft and serve the complaint on the respondent pursuant to Cboe SEF Rules 708 and 718, and the ROC will appoint a hearing panel, pursuant to Cboe SEF Rule 704, to hear the matter. The hearing panel will be screened for conflicts of interest, pursuant to Cboe SEF Rule 704. The respondent then must then answer a complaint, pursuant to Cboe SEF Rule 719. The Compliance Department and the respondent then proceed with pre-hearing procedures, pursuant to Cboe SEF Rule 720, which governs discovery, pre-hearing conferences and setting of hearing date. If the respondent determines to settle a complaint then the matter may be settled by the Hearing Panel, pursuant to Cboe SEF Rule 723. If the matter does not settle a hearing will be held, pursuant to Cboe SEF Rule 721, and the Hearing Panel will issue a written decision, pursuant to Cboe SEF Rule 722. CFTC Regulation 9.11 requires that Cboe SEF provide the CFTC with notice of final disciplinary action is taken. Notice of final disciplinary action must be sent to the CFTC within 30 days of the disciplinary action and contain the following information: (a) the name of the respondent(s), (b) a statement of the reasons for the disciplinary action and the rules that were violated, (c) statement of the findings and conclusions regarding each rule violation, (d) the terms of the disciplinary action, and (e) the date on which the action was taken and its effective date.

CFTC Oversight

The Cboe SEF Rulebook and any future changes are submitted to the CFTC and become effective 10 days after their submission, unless the CFTC stays such effectiveness. Cboe SEF's Rulebook is available to the public from its website or from the CFTC's website through Cboe SEF's regulatory filings.

Cboe SEF's Board of Managers sets a high standard for corporate governance, and the Board of Managers serve as a prudent fiduciary for shareholders and Cboe SEF Participants, and oversees the management of Cboe SEF through its selected executive management team. This governance approach also supports Cboe SEF's role as a self-regulatory organization, subject to the oversight of the CFTC.

2.6 Record Keeping

SEF Core Principle 10 requires that SEFs maintain records of all activities relating to business of the SEF, including a complete audit trail for a period of at least five years.

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CFTC Regulations require that the SEF shall capture and maintain all audit trail data necessary to detect, investigate and prevent customer and market abuses. These regulations further provide that the SEF's audit trail include original source documents that include unalterable, sequentially identified records on which trade execution information is recorded manually or electronically.

Cboe SEF's Rule 905 require that it maintain complete and accurate books and records of accounts including all books and records it is required to maintain pursuant to federal regulations.

Pursuant to Cboe SEF Rule 404, participants are required to maintain all records pertaining to transactions on Cboe SEF, and are required to promptly respond to all inquiries made by Cboe SEF's Compliance Department and, pursuant to Rule 712, to produce records in response to a demand issued by Cboe SEF.

2.7 Outsourcing

Cboe SEF has not outsourced any key functions to a service provider.

2.8 Enforcement Rules

Cboe SEF's due process procedures with related to disciplinary procedures and arbitration proceedings are described and controlled by the Cboe SEF Rulebook, which is a publicly available document which Cboe SEF submits to the CFTC for review before any changes, additions or revisions become final. The process and procedures related to Cboe SEF's disciplinary process are detailed in Chapter 7 of Cboe SEF's Rulebook. The process and procedures related to Cboe SEF's arbitration procedures are detailed in Chapter 8 of Cboe SEF's Rulebook. Cboe SEF Rules 801 and 802 provide that disputes between Participants that arise out of any trading activity on or subject to the Rules shall generally be subject to mandatory arbitration in accordance with NFA's Code of Arbitration. Chapter 8 of the Cboe SEF Rules would apply to all Cboe SEF Participants , including Québec Users.

Inquiries and investigations are pursued by Cboe SEF's Compliance Department and referred to the ROC, (a committee of the Cboe SEF Board).

(i) All respondents (i.e.; the subject of disciplinary action) are provided (a) a written notice of the charges, (b) an opportunity to respond to the charges, (c) an opportunity to present evidence in its defense at a hearing, (d) a written decision of the hearing panel's decision and (e) an opportunity to appeal the decision of the hearing panel. The Respondent may represent himself or be represented by counsel during all phases of the disciplinary process.

(ii) SEF Rule 718 provides that a written notice of charges, or a "complaint" be issued by the Regulatory Division within 30 days of the Review Panel's decision that a complaint should be issued. The complaint must contain the following information: (a) a description of the conduct or omission that is alleged to have occurred, (b) the Cboe SEF Rules alleged to have been violated, (c) sanctions sought by the Compliance Department, (d) notice of respondent's right to a hearing and time deadlines for requesting a hearing, and (e) advise respondent that failure to respond to the complaint within the deadline will be deemed a waiver of the right to a hearing.

(iii) Cboe SEF Rule 719 provides that the respondent must answer the complaint no later than fifteen (15) days of service and that the answer must provide: (a) statement of the allegations the respondent admits and denies, (b) a statement of the allegations the respondent does not have sufficient knowledge to admit or deny, (c) state any affirmative defenses and (d) be signed by the respondent or its representative.

(iv) A respondent may propose and offer of settlement at any time during the disciplinary process pursuant to Cboe SEF Rule 723. Offers of settlement must be in writing and signed by the respondent and contain proposed findings and sanctions agreed upon by the respondent and Regulatory Division. The respondent must serve a copy of the offer of settlement on the Regulatory Division and the Review Panel or Hearing Panel, as applicable (the "Panel"). The offer of settlement will be reviewed by the Panel, and any offer of settlement accepted by the Panel will submitted to Cboe SEF's board for final approval. A respondent may withdraw an offer of settlement any time before board approval. An offer of settlement that is not accepted by the Panel or Cboe SEF's board or is withdrawn by the respondent (prior to board approval) may not be used by either the respondent or the Regulatory Division for any purpose during the disciplinary proceedings.

(v) Cboe SEF Rule 720 provides the respondent with an opportunity to review the evidence against them. At any time before the start of a hearing the respondent may make a written request to the Regulatory Division to review records, information and tangible evidence that will be relied upon by the Regulatory Division at the hearing. The Regulatory Division may withhold documents that: (a) are privileged or constitute attorney work product, (b) will not be relied upon at the hearing, or (c) may disclose compliance enforcement techniques, or (d) disclose the identity of confidential sources.

(vi) Hearings are held pursuant to Cboe SEF Rule 721. The Hearing Panel must be present during the hearing and the hearing will be recorded in a format that can be transcribed. The formal rules of evidence do not apply and the Hearing Panel chairperson will make all ruling regarding the admissibility and relevance of evidence. The Regulatory Division, representing Cboe SEF at the hearing, will have the burden of proof and will present evidence and testimony in support of its case. The respondent may present evidence and testimony in support of their defense. Both parties have the right to cross-examine witnesses. As soon as practicable after the conclusion of the hearing the Hearing Panel will issue a written decision, pursuant to Cboe SEF Rule 722, and will constitute the final decision of the Hearing Panel. The hearing decision must contain: (a) a summary of the allegations in the complaint, (b) a summary of the answer, (c) a summary of the evidence presented during the hearing, (d) the Hearing Panel's findings and conclusions, (e) the sanctions imposed and their effective date, and (f) notice of right to appeal.

Cboe SEF's process and procedures with respect to the review the denial of an application for participant status are described in Chapter 3 of Cboe SEF Rulebook.

Pursuant to Cboe SEF Rule 313, an applicant (a) receives written notice of denial of their applications for participant status on Cboe SEF, (b) is afforded an opportunity to appeal that decision, (c) the Participation Committee may schedule a hearing to consider the appeal.

Cboe SEF is a self-regulatory organization and as such has jurisdiction over its market participants to perform market regulation, conduct compliance surveillance and enforcement. Cboe SEF Participants are subject to the jurisdiction of Cboe SEF, and Cboe SEF and its Participants operate on the SEF under SEF rules defined in the Cboe SEF Rulebook.

Chapter 7 of the Cboe SEF Rules sets out the procedures for Cboe SEF's disciplinary process. Chapter 3 of the Cboe SEF Rules set out the procedures for applying for access to Cboe SEF, including eligibility requirement, trading privileges and restrictions on trading privileges.

As described above, Cboe SEF performs its surveillance of the trading activity on Cboe SEF employs software to assist in real time market monitoring and post trade market surveillance. The software employed to monitor trading on Cboe SEF was developed in house by Cboe SEF.

2.9 Systems and Technology

Connectivity

The System operates through a matching engine located in the United States (Equinix NY5) and a second independent matching engine in London at Equinix Slough (LD4). Cboe SEF's matching technology is developed in-house and owned by Cboe SEF.

Cboe SEF has established fully transparent Participant connectivity processes and endeavors to consider every prospective Participant in a consistent manner with respect thereto. Please refer to the Cboe SEF Fee Schedule (https://cdn.cboe.com/resources/hotspotfx/resources/Hotspot_SEF_Dues_and_Fees.pdf) and the Cboe FX Connectivity Manual (https://fx.cboe.com/pdfs/Cboe_FX_Connectivity_Manual.pdf) for additional details.

Cboe SEF publishes the graphic user interface (Cboe SEF GUI) specifications, in addition to ITCH and FIX specifications, on its website, which are made available to authorized users.

Trading

The System features customized liquidity solutions designed to optimize the trading experience for market makers and liquidity takers. The System operates on an order book per instrument basis, with each such order book enabling Participants to post and aggress upon liquidity. Configuration and filtering logic are applied to determine which orders are eligible to interact for matching purposes. Cboe SEF provides anonymous trading for Participants, each of which trades on the platforms, either principally or, in the case of certain Trading Firms, as agents of their Prime

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Broker.[58] As noted above, Cboe SEF offers two distinct platforms: (1) Sweepable and (2) Full Amount.

Access to Cboe SEF and the System

Cboe SEF does not have any physical presence in Canada. Access to the System may be provided to customers via the internet in the form of the Cboe SEF GUI, or through an API. Participants also may opt to connect directly to Cboe SEF's matching engine located at Equinix NY5 or LD4.

In June 2023 and consistent with CFTC regulations, Cboe SEF launched (i.e., LD4), along with a supporting technology stack. Cboe SEF's spot market affiliate has successfully operated two matching engines in NY5 and LD4 for a number of years. Under this new arrangement, each matching engine operates independently of one another and represent distinct pools of liquidity and price discovery - i.e., there is no routing of liquidity between NY5 and LD4.

Cboe SEF provides 24/5 global operational support, with SEF Trade Desk personnel staffed in its Singapore, London, Chicago, and New York offices, as well as occasional support from personnel in the Kansas City office.

Cboe SEF's systems and technology framework is designed to ensure the adequate performance of its trading activities and the integrity, reliability, and security of its systems, consistent with applicable regulatory expectations.

Systems Performance and Capacity Management

Cboe SEF maintains policies, procedures, and controls designed to ensure that the System delivers adequate performance and capacity for the conduct of its exchange activities. The infrastructure supporting the System is subject to ongoing operational monitoring and maintenance, including the application of software updates, security patches, and performance enhancements to ensure continuity of operations and system reliability.

A formal vulnerability management program is in place, including regular internal assessments and annual external penetration testing conducted by independent third parties. Identified vulnerabilities are assessed by management, assigned remediation actions, and tracked to resolution, with status reporting provided to senior leadership.

The System architecture incorporates geographically separated production environments, enabling Participants to connect to alternate locations in the event of disruption and supporting operational resilience and performance continuity.

Systems Integrity, Security and Reliability

Cboe SEF maintains a comprehensive information security framework designed to ensure the integrity, confidentiality, and availability of its systems. This framework includes documented cybersecurity, access control, and network security policies that are approved by management and communicated across the organization.

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[58] As noted above, Participants which interact on either the Sweepable Platform or the Full Amount Platform may elect to trade on a disclosed basis.

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Security controls include layered network protections such as firewalls, network segmentation, intrusion detection and prevention systems, and continuous monitoring through a centralized Security Information and Event Management (SIEM) system. These controls are supported by a 24/7 global cyber monitoring function responsible for identifying and responding to potential threats.

Access to systems is governed by formal access control policies, including credential management and role-based permissions. For external access, connectivity is restricted through controlled channels (e.g., whitelisted IP addresses), with encryption applied where appropriate.

System configurations are standardized and monitored for compliance with established security baselines, with deviations investigated and remediated. All systems and network devices are subject to regular patching and maintenance processes to address known vulnerabilities and ensure operational integrity.

Systems Development and Change Management

Cboe SEF develops and maintains its trading systems using proprietary, in-house technology, supported by a structured software development lifecycle that incorporates security, release management, and operational considerations.

Development, testing, and production environments are segregated to ensure system integrity and to mitigate the risk of unintended impacts on live operations.

All system changes are governed by formal change management policies and procedures, which are approved by management and applied consistently across production systems. Information security requirements are integrated into system changes, upgrades, and enhancements.

Incident Management and Monitoring

Cboe SEF maintains a formal incident management framework, including an incident response policy and a designated Computer Security Incident Response Team with defined roles and responsibilities.

System activity is centrally logged and monitored to detect potential security incidents. Logging and monitoring processes are supported by automated alerting mechanisms designed to identify suspicious activity, including potential malware infections.

Incident response procedures include escalation processes and documentation requirements to ensure that incidents are effectively identified, managed, and resolved while preserving system integrity.

Business Continuity and Disaster Recovery

Cboe SEF maintains a business continuity framework designed to ensure the continuity of critical systems and operations in the event of a disruption. This includes geographically separated infrastructure and backup systems supporting the electronic trading environment.

The business continuity program includes documented procedures for restoring critical services following a significant disruption, supported by annual testing and participation in industry-wide disaster recovery exercises.

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Operational resilience is further supported by a formal enterprise risk management framework that identifies and addresses risks affecting business operations, including risks related to system performance and availability.

Governance and Risk Management of Systems

Cboe SEF's systems and technology are subject to an enterprise risk management framework approved by management, which defines roles, responsibilities, and processes for identifying, assessing, and managing technology-related risks.

Cboe SEF maintains documented cybersecurity and information technology policies, which are reviewed periodically and aligned with applicable regulatory and operational requirements. These policies are supported by controls covering asset management, network security, access control, and operational processes.

2.10 Clearing and Settlement

Pursuant to Cboe SEF rule 501, Cboe SEF supports Permitted Transactions (as defined in the Rules) in swaps not intended to be cleared, see generally CFTC Regulation 37.9(f)(1), Cboe SEF is not involved in settlement; it provides Transaction information to Participants so that they are able to make their own arrangements with respect to settlement. There is no central counterparty in relation to the System as all Transactions are executed on a bilateral basis and settlement takes place off-System between the counterparties.

ARTICLE 3 POWERS OF CBOE SEF REGARDING COOPERATION

Cboe SEF confirms that it has the power to cooperate fully with the AMF and self-regulatory organizations in the Province of Québec, and to provide information and documents with respect to its operations that could be reasonably requested by the AMF.

As set forth in Cboe SEF's Rulebook (Rule 903), Cboe SEF may cooperate with other regulatory bodies, SEFs, etc., to share information which may be useful in the pursuit of each entity's regulatory or self-regulatory process, such as known fraudulent activity, manipulative trading conduct and/or other trading activity that may adversely affect the market.

Cboe SEF maintains information sharing and regulatory cooperation arrangements with its primary regulator, the CFTC, as well as with the Ontario Securities Commission pursuant to the terms of its exemption order. In addition, Cboe SEF is subject to regulatory reporting, notification and cooperation obligations in certain foreign jurisdictions, including Australia, Hong Kong and Switzerland, in connection with its licences, approvals and recognitions in those jurisdictions.

ARTICLE 4 POWERS OF THE FOREIGN REGULATOR IN THE HOME JURISDICTION REGARDING COOPERATION

As far as Cboe SEF is aware, the CFTC has entered into an MOU arrangement for cooperative enforcements with foreign regulatory authoririties in numerous jurisdictions, including Québec. The MOU between the CFTC and the AMF is dated March 25, 2014 and is available here: https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/0-ententes-vm/2014mar25-amf-cftc-cross-border-covered-entities-en.pdf. The MOUs typically provide for access to non-public-documents and information already in the possession of the regulatory

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authorities, and often include undertakings to obtain documents and to take testimony of, or statements from, witnesses on behalf of a requesting regulatory authority.

SEF Core Principle 10 requires that SEFs maintain records of all activities relating to business of the SEF, including a complete audit trail for a period of five years.

Books and records of a SEF are made available to the CFTC and the United States Department of Justice pursuant to Section 8c of the CEA. In addition, written book and records requests made by the AMF to Cboe SEF would be handled by Cboe SEF's legal department and/or CCO on a timely basis.

ARTICLE 5 CONDITIONS OF COMPLIANCE

If authorization is granted, Cboe SEF undertakes to provide the AMF with the following information and any other information that may be required, notably but not limited to: (i) its annual financial statements; (ii) any material amendment to the laws or regulations governing its activities; (iii) any amendment to its internal by-laws; (iv) any change respecting its right to operate or the existence of conditions respecting the performance of activities in its home jurisdiction; and (v) notice of any situation that could have an impact on its financial viability or its ability to operate.

Furthermore, Cboe SEF undertakes to comply with any other applicable Québec law to maintain its recognition or authorization in its home jurisdiction and to abide by any AMF decision.

Appendix A

Verification Certificate

To: Autorité des marchés financiers

Dear Sirs/Madam:

RE: Application by Cboe SEF, LLC

Cboe SEF, LLC hereby authorizes the filing of the attached application and confirms the truth of the facts contained therein.

Dated: June 22, 2026

CBOE SEF, LLC

By: /s/ **Jonathan Weinberg**
Name: **Jonathan Weinberg**
Title: **SVP, Global Head of FX and Off Exchange Trading**

Chambre de l'assurance

Avis de consultation sur la *Règle sur la cotisation* de la Chambre de l'assurance

La Chambre de l'assurance (« Chambre ») soumet à une consultation publique sa nouvelle *Règle sur la cotisation* pour l'année 2027. Les modifications proposées à la *Règle sur la cotisation* permettent à la Chambre d'agir dans l'intérêt public pour :

- Assurer la protection du public en maintenant la discipline et en veillant à la formation et à la déontologie de ses membres.
- Favoriser la sensibilisation du public au rôle des représentants et la confiance du public à l'égard du secteur financier.

Cette cotisation contribue à assurer la pérennité des mécanismes de protection du public et la capacité de l'organisation à remplir pleinement son mandat. Le maintien d'un encadrement professionnel fort et crédible est essentiel à la confiance du public envers la profession.

Cheminement des modifications proposées :

- Les modifications proposées ont été adoptées par le conseil d'administration de la Chambre lors de la séance du 18 août 2026.
- Les modifications proposées doivent faire l'objet d'un processus de consultation équitable et transparent.
- Les modifications proposées à la *Règle sur la cotisation* doivent être approuvées par l'Autorité des marchés financiers et ce, conformément à ce qui est prévu dans la décision de reconnaissance à titre d'organisme d'autoréglementation.

La date d'entrée en vigueur de la nouvelle *Règle sur la cotisation* proposée est le 1er janvier 2027.

Modalités de participation à la consultation :

La Chambre invite toute personne intéressée à lui transmettre ses commentaires sur les modifications proposées à la *Règle sur la cotisation*.

Les personnes intéressées à soumettre des commentaires doivent en transmettre copie, au plus tard le **21 septembre 2026**.

Chambre de l'assurance

La Chambre publiera sur son site Web tous les commentaires reçus durant la période de consultation.

Les commentaires doivent être transmis à :

Nancy De Bruyn
Secrétaire corporatif
Chambre de l'assurance
2000, av. McGill College, 12e étage
Montréal (Québec) H3A 3H3
ndebruyn@chambresf.com

Des renseignements additionnels peuvent être demandés à :

M[e] Jannick Desforges
Directrice Affaires juridiques et réglementation
Chambre de l'assurance
999, boul. De Maisonneuve Ouest, bureau 1200
Montréal (QC) H3A 3L4
jdesforges@chad.qc.ca

Chambre de l'assurance

Avis de publication de la *Règle sur la cotisation* de la Chambre de l'assurance

Contexte

La Chambre de l'assurance (« Chambre ») a été créée par la sanction de la *Loi modifiant diverses dispositions principalement dans le secteur financier* (Loi 16) en juin 2025 et est issue de la fusion de la Chambre de l'assurance de dommages et de la Chambre de la sécurité financière.

À l'automne 2025, une *Règle sur la cotisation* a été adoptée pour l'année 2026. Celle-ci prévoyait une période de transition pour les représentants en épargne collective qui ont été transférés à l'Organisme canadien de réglementation des investissements et les représentants en plan de bourses d'études qui ont été transférés à l'Autorité des marchés financiers, le 4 juillet dernier.

Nouvelle *Règle sur la cotisation* pour l'année 2027

Dans le cadre de la fusion, la Chambre a réalisé une analyse en profondeur concernant l'ensemble de ses charges d'exploitation.

La décision de reconnaissance[1] prévoit que :

- La Chambre élabore, maintient et applique une cotisation qui est juste, équitable et qui ne représente pas un obstacle à l'accès.
- La cotisation doit permettre à la Chambre de disposer de revenus suffisants pour remplir adéquatement ses fonctions et responsabilités à titre d'organisme d'autoréglementation.
- La Chambre doit s'assurer du recouvrement de l'ensemble des coûts.

La Chambre soumet à une consultation publique son projet de nouvelle *Règle sur la cotisation* pour l'année 2027.

Principes directeurs pour établir la *Règle sur la cotisation* :

Dans le cadre de l'élaboration et de l'évaluation du projet de modification de la cotisation, la Chambre a appliqué les principes directeurs suivants :

[1] https://lautorite.qc.ca/fileadmin/lautorite/bulletin/2026/vol23no14/vol23no14_7-5.pdf#page=2

Chambre de l'assurance

a) **Intérêt public :** la cotisation permet à la Chambre d'agir dans l'intérêt public pour, entre autres :

- Assurer la protection du public en maintenant la discipline et en veillant à la formation et à la déontologie de ses membres.
- Favoriser la sensibilisation du public au rôle des représentants.
- Favoriser la confiance du public à l'égard du secteur financier.

a) **Uniformité et proportionnalité :** la cotisation s'applique de manière uniforme à l'ensemble des membres et est proportionnée aux activités exercées par les membres.

b) **Équitable :** la cotisation n'a pas pour effet de créer des obstacles déraisonnables à l'accès des nouveaux membres à la Chambre.

c) **Caractère pratique :** il est plus pratique pour les membres de payer leur cotisation en même temps que l'émission ou le renouvellement de leur certificat plutôt qu'à une date fixe distincte. Cette façon de faire permet de facturer une seule fois dans l'année et d'éviter des coûts administratifs supplémentaires.

d) **Pérennité :** la Chambre doit exercer ses activités selon le principe du recouvrement des coûts, sans compromettre sa capacité à accomplir son mandat. Les membres de la Chambre paient une cotisation annuelle pour chaque exercice financier. La cotisation annuelle des membres est le principal moyen de recouvrer les charges de fonctionnement de la Chambre.

Le présent projet de modifications de la cotisation satisfait ces principes directeurs. Cette cotisation contribue à assurer le maintien des mécanismes de protection du public et la capacité de l'organisation à remplir pleinement son mandat. Le maintien d'un encadrement professionnel crédible est essentiel à la confiance du public envers la profession.

Modifications proposées à la Règle sur la cotisation :

1. Harmonisation du montant de la cotisation pour l'ensemble des membres :

Chambre de l'assurance

Par souci d'équité, la cotisation annuelle proposée de 405 $ plus indexation est la même pour l'ensemble des représentants membres de la Chambre.

À titre d'information, pour l'année 2026, la cotisation des représentants en assurance de personnes, en assurance collective de personnes et en planification financière était de 402 $. Pour les agents en assurance de dommages, courtiers en assurance de dommages et les experts en sinistre, la cotisation était de 380 $.

Pour fixer le montant de la cotisation, un exercice de modélisation financière a été réalisé en visant l'équilibre budgétaire et en permettant d'assurer la pérennité financière de la Chambre.

2. Harmonisation de l'échéance de paiement de la cotisation :

Le moment du paiement de la cotisation par les représentants en assurance de personnes, en assurance collective de personnes et en planification financière est modifié pour l'harmoniser avec celui applicable aux représentants en assurance de dommages et en expertise en règlement de sinistre. Ainsi pour tous les membres de la Chambre, la cotisation sera dorénavant payable lors de l'émission du certificat ou du renouvellement du certificat.

Pour ce faire, une mesure transitoire est prévue à cet effet pour l'année 2027 pour les représentants en assurance de personnes, en assurance collective de personnes et en planification financière.

3. Cotisation incluant le cours obligatoire en conformité à partir de 2028 :

Pour l'année 2028, la cotisation sera majorée de 20 $ afin de couvrir les frais d'une unité de formation continue obligatoire faisant partie du cours obligatoire en conformité. Cette cotisation sera indexée selon les modalités de l'article 4 de la *Règle sur la cotisation* proposée.

Ainsi les représentants n'auront plus à procéder à l'achat du cours obligatoire en conformité, puisque celui-ci sera automatiquement inclus dans la cotisation. Cette intégration permet d'alléger le modèle opérationnel pour la Chambre, les représentants et les cabinets.

Chambre de l'assurance

4. Retrait de la facture de trois mois pour les nouveaux membres :

Pour les nouveaux membres, la facture minimale de 3 mois est retirée.

Un nouveau membre paiera donc sa cotisation selon le nombre réel de mois d'adhésion jusqu'à son renouvellement de certificat. Il ne sera plus facturé pour une période de trois mois minimum lorsque son adhésion réelle concerne un ou deux mois seulement.

Cheminement des modifications proposées :

- Les modifications proposées à la *Règle sur la cotisation* ont été présentées au comité d'audit le 13 août 2026 et adoptées par le conseil d'administration de la Chambre, lors de la séance du 18 août 2026.
- Les modifications proposées doivent faire l'objet d'un processus de publication et de consultation équitable et transparent.
- La Chambre analysera tous les commentaires reçus.
- À titre d'organisme d'autoréglementation, les modifications proposées à la *Règle sur la cotisation* doivent être approuvées par l'Autorité des marchés financiers et ce, conformément à ce qui est prévu dans la décision de reconnaissance.

La date d'entrée en vigueur de la nouvelle *Règle sur la cotisation* proposée est le 1er janvier 2027.

Chambre de l'assurance

RÈGLE SUR LA COTISATION

ADOPTION Conseil d'administration	**Date :**	**Résolution :**
APPROBATION AMF	**Date :** xx 2026	
ENTRÉE EN VIGUEUR	**Date :** 1er janvier 2027	
RESPONSABLE		
CLASSIFICATION		
ADOPTÉ EN VERTU DE	Décision de reconnaissance	

Chambre de l'assurance

1. INTRODUCTION

La présente règle fait partie intégrante du cadre de gouvernance de la Chambre de l'assurance (« Chambre ») et a pour but d'établir la cotisation annuelle payable par l'ensemble des membres de la Chambre.

2. CADRE JURIDIQUE ET NORMATIF

La présente règle est prise en application de la décision de reconnaissance qui prévoit que la Chambre élabore, maintient et applique une cotisation qui est juste, équitable et qui ne représente pas un obstacle à l'accès.

Cette cotisation permet également à la Chambre de disposer de revenus suffisants pour remplir adéquatement ses fonctions et responsabilités à titre d'organisme d'autoréglementation.

3. MONTANT DE LA COTISATION

La cotisation annuelle que doit verser un membre de la Chambre pour l'année 2027 s'élève à 405 $, indexée selon les modalités prévues à l'article 4.

4. INDEXATION DE LA COTISATION

À partir de l'année 2027, la cotisation annuelle sera indexée au 1er janvier de chaque année selon le taux d'augmentation de l'indice général des prix à la consommation pour le Québec pour la période se terminant le 30 septembre de l'année précédente.

Elle est diminuée au dollar le plus près si elle comprend une fraction de dollar inférieure à 0,50 $; elle est augmentée au dollar le plus près si elle comprend une fraction de dollar égale ou supérieure à 0,50 $.

Chambre de l'assurance

Le résultat de l'indexation annuelle est, chaque année, publié sur le site Internet de la Chambre.

5. ÉCHÉANCE DU PAIEMENT

La cotisation annuelle est versée au moment de la délivrance d'un premier certificat de représentant pour adhérer à la Chambre.

Dans le cas d'un renouvellement, la cotisation doit être versée au plus tard le jour précédant la date de renouvellement.

6. COTISATION NON REMBOURSABLE

La cotisation payée est non remboursable.

7. ADOPTION ET APPROBATION

La présente règle est adoptée par le conseil d'administration de la Chambre et est soumise à l'approbation de l'Autorité des marchés financiers conformément à la décision de reconnaissance.

8. ENTRÉE EN VIGUEUR

La présente règle entre en vigueur le 1er janvier 2027.

9. DISPOSITIONS TRANSITOIRES

9.1. Pour les représentants en assurance de personnes, en assurance collective de personnes et en planification financière, une cotisation transitoire est exceptionnellement due pour la période allant du 1er janvier 2027 au jour précédant la date de renouvellement du certificat du représentant.

Chambre de l'assurance

Cette cotisation est calculée au prorata du nombre de mois et basée sur la cotisation de 2027 de 405 $, indexée selon les modalités prévues à l'article 4.

La cotisation est versée au plus tard le 30e jour qui suit la réception de la facture qui lui est acheminée en janvier.

9.2. Pour l'année 2028, la cotisation correspond au montant de base majoré de 20 $ afin de couvrir les frais d'une unité de formation continue obligatoire faisant partie du cours obligatoire en conformité. Ce montant total majoré sera indexé selon les modalités prévues à l'article 4.

9.3. La présente règle abroge et remplace la *Règle sur la cotisation* de la Chambre entrée en vigueur le 1er janvier 2026.

Chambre de l'assurance

VERSION COMPARÉE RÈGLE SUR LA COTISATION 2026-2027

RÈGLE SUR LA COTISATION 2026	RÈGLE SUR LA COTISATION 2027
	1. INTRODUCTION La présente règle fait partie intégrante du cadre de gouvernance de la Chambre de l'assurance (« Chambre ») et a pour but d'établir la cotisation annuelle payable par l'ensemble des membres de la Chambre.
	2. CADRE JURIDIQUE ET NORMATIF La présente règle est prise en application de la décision de reconnaissance qui prévoit que la Chambre élabore, maintient et applique une cotisation qui est juste, équitable et qui ne représente pas un obstacle à l'accès. Cette cotisation permet également à la Chambre de disposer de revenus suffisants pour remplir adéquatement ses fonctions et responsabilités à titre d'organisme d'autoréglementation.

Chambre de l'assurance

1. La cotisation annuelle que doit verser un membre de la Chambre de l'assurance pour l'année 2025 varie selon les disciplines suivantes : a) 368 $ pour les agents en assurance de dommages, courtiers en assurance de dommages et les experts en sinistre, et b) 389 $ pour les représentants en assurance de personnes, en assurance collective de personnes et en planification financière. **2.** Pour l'année 2026, les représentants détenant seulement les disciplines en épargne collective et/ou en plans de bourses d'études, devront payer la moitié de la cotisation prévue à l'article 1 b). Cette cotisation couvrira la période du 1er janvier au 30 juin 2026, soit jusqu'au retrait de l'encadrement de ces disciplines par la Chambre de l'assurance.	**3. MONTANT DE LA COTISATION** La cotisation annuelle que doit verser un membre de la Chambre pour l'année 2027 s'élève à 405 $, indexée selon les modalités prévues à l'article
3. À partir de l'année 2026, les cotisations annuelles sont indexées au 1er janvier de chaque année selon le taux d'augmentation de l'indice général des prix à la consommation pour le Québec pour la période se terminant le 30 septembre de l'année précédente. Elle est diminuée au dollar le plus près si elle comprend une fraction de dollar inférieure à 0,50 $; elle est augmentée au dollar le plus près si elle comprend une fraction de dollar égale ou supérieure à 0,50 $. Le résultat de l'indexation annuelle est, chaque année, publié sur le site Internet de la Chambre de l'assurance.	**4. INDEXATION DE LA COTISATION** À partir de l'année 2027, la cotisation annuelle sera indexée au 1er janvier de chaque année selon le taux d'augmentation de l'indice général des prix à la consommation pour le Québec pour la période se terminant le 30 septembre de l'année précédente. Elle est diminuée au dollar le plus près si elle comprend une fraction de dollar inférieure à 0,50 $; elle est augmentée au dollar le plus près si elle comprend une fraction de dollar égale ou supérieure à 0,50 $. Le résultat de l'indexation annuelle est, chaque année, publié sur le site Internet de la Chambre.

Chambre de l'assurance

4. Pour les agents en assurance de dommages, les courtiers en assurance de dommages et les experts en sinistre, la cotisation annuelle est versée au moment de la délivrance d'un premier certificat de représentant, ou au plus tard 30 jours après la date de renouvellement du certificat dans le cas d'un renouvellement. La facturation minimale pour une nouvelle demande est de trois mois. **5.** Pour les représentants en assurance de personnes, en assurance collective de personnes et en planification financière, la cotisation est versée au plus tard le 30e jour qui suit la réception de la facture qui lui est acheminée en janvier de chaque année. Lorsqu'il s'agit d'une première demande de certificat, le montant de cette cotisation correspond au plus élevé des montants suivants, arrondi au dollar le plus près : a) le quart de la cotisation annuelle, ou b) le montant obtenu en multipliant la cotisation annuelle prévue, par la proportion que représente, par rapport à 12 mois, le nombre de mois non écoulés à l'année civile en cours.	**5. ÉCHÉANCE DU PAIEMENT** La cotisation annuelle est versée au moment de la délivrance d'un premier certificat de représentant pour adhérer à la Chambre. Dans le cas d'un renouvellement, la cotisation doit être versée au plus tard le jour précédant la date de renouvellement.
6. La cotisation payée est non remboursable.	**6. COTISATION NON REMBOURSABLE** La cotisation payée est non remboursable.
	7. ADOPTION ET APPROBATION La présente règle est adoptée par le Conseil d'administration de la Chambre et est soumise à l'approbation de l'Autorité des marchés financiers conformément à la décision de reconnaissance.

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7. Le présent règlement entre en vigueur le 1er janvier 2026.	**8. ENTRÉE EN VIGUEUR** La présente règle entre en vigueur le 1er janvier 2027.
	9. DISPOSITIONS TRANSITOIRES **9.1.** Pour les représentants en assurance de personnes, en assurance collective de personnes et en planification financière, une cotisation transitoire est exceptionnellement due pour la période allant du 1er janvier 2027 au jour précédant la date de renouvellement du certificat du représentant. Cette cotisation est calculée au prorata du nombre de mois et basée sur la cotisation de 2027 de 405 $, indexée selon les modalités prévues à l'article 4. La cotisation est versée au plus tard le 30e jour qui suit la réception de la facture qui lui est acheminée en janvier. **9.2.** Pour l'année 2028, la cotisation correspond au montant de base majoré de 20 $ afin de couvrir les frais d'une unité de formation continue obligatoire faisant partie du cours obligatoire en conformité. Ce montant total majoré sera indexé selon les modalités prévues à l'article 4. **9.3.** La présente règle abroge et remplace la *Règle sur la cotisation* de la Chambre entrée en vigueur le 1er janvier 2026.

7.3.2 Publication

Bloomberg SEF LLC
Demande de dispense

Vu la décision de dispense temporaire de reconnaissance n° 2013-PDG-0158 prononcée le 2 octobre 2013 par l'Autorité des marchés financiers (l'« AMF ») et publiée au Bulletin de l'AMF du 3 octobre 2013 [(2013) vol. 10, n° 39, B.A.M.F., Supplément], accordant à Bloomberg SEF LLC (« Bloomberg SEF » ou le « demandeur ») une dispense temporaire de l'obligation de reconnaissance à titre de bourse prévue au premier alinéa de l'article 12 de la *Loi sur les instruments dérivés*, RLRQ, c. I-14.01 (la « LID »), et des obligations prévues au *Règlement 21-101 sur le fonctionnement du marché*, RLRQ, c. V-1.1, r. 5 (le « Règlement 21-101 ») et au *Règlement 23-101 sur les règles de négociation*, RLRQ, c. V-1.1, r. 6 (le « Règlement 23-101 ») qui lui sont applicables;

Vu la demande déposée par Bloomberg SEF auprès de l'AMF le 16 décembre 2016 (la « demande ») afin d'obtenir une dispense des obligations suivantes :

1. l'obligation de reconnaissance à titre de bourse prévue au premier alinéa de l'article 12 de la LID pour exercer ses activités au Québec; et

2. les obligations prévues au Règlement 21-101 et au Règlement 23-101 qui lui sont applicables;

(la « demande initiale de dispense »);

Vu la décision n° 2017-SMV-0056 (la « décision de 2017 ») prononcée le 23 octobre 2017 par l'AMF et publiée au Bulletin de l'AMF du 26 octobre 2017 [(2017) vol. 14, n° 42, B.A.M.F., section 7.3.2], accordant la demande initiale de dispense;

Vu la demande déposée par Bloomberg SEF auprès de l'AMF le 8 juin 2026 afin de modifier la décision de 2017 pour ajouter la dispense de l'obligation prévue au *Règlement 23-103 sur la négociation électronique et l'accès électronique direct aux marchés,* RLRQ, c. V-1.1, r. 7.1 (le « Règlement 23-103 ») qui lui est applicable et afin que ses activités à titre de *Security-Based Swap Execution Facility* (la « plateforme d'exécution de swaps sur titres » ou « SBSEF ») au sens de l'article 3(a)(77) de la loi américaine intitulée *Securities Exchange Act of 1934* (la « loi de 1934 ») soient également visées par la dispense accordée dans cette décision;
Vu les faits et les représentations soumises par Bloomberg SEF au soutien de la demande, notamment :

1. Bloomberg SEF est une société à responsabilité limitée assujettie aux lois de l'État du Delaware aux États-Unis et elle est une filiale à part entière de Bloomberg L.P., une société en commandite du Delaware;

2. Bloomberg SEF est actuellement autorisée à exploiter au Québec un *Swap Execution Facility* (la « plateforme d'exécution de swaps » ou « SEF ») inscrit auprès de la *Commodity Futures Trading Commission* (la « CFTC ») des États-Unis au sens de la loi américaine intitulée *Commodity Exchange Act* (la « CEA ») en vertu de la dispense octroyée dans la décision de 2017;

3. Bloomberg SEF est également assujettie à la supervision de la *Securities and Exchange Commission* (la « SEC ») qui lui a accordé une inscription à titre de plateforme d'exécution de swaps sur titres le 29 janvier 2025 au sens de la loi de 1934 pour la négociation des *Total Return Swaps* sur titres (un « TRS »);

4. Le SEF et le SBSEF, ensemble la « plateforme d'exécution », permet la négociation ou l'exécution de swaps par des *Eligible Contract Participants* (le « participant admissible ») au sens de la CEA et de la loi de 1934;

5. Le SEF du demandeur permet la négociation via une fonctionnalité de demande de cotation d'instruments dérivés sur taux d'intérêt, crédit et devises étrangères et un registre d'ordres à cours limité pour les instruments dérivés sur taux d'intérêt et crédit qui sont compensés. Le SBSEF du demandeur permet la négociation actuellement que des swaps de crédit à nom unique et un registre d'ordres à cours limité pour les TRS compensés;

6. Selon les règles de la CFTC et de la SEC, Bloomberg SEF doit prévoir des obligations encadrant la conduite des participants admissibles, veiller à ce qu'elles soient respectées et prendre des mesures disciplinaires en cas de non-respect à l'encontre de ses participants admissibles, y compris par d'autres moyens que l'exclusion du marché;

7. Bloomberg SEF accueille certains participants admissibles du Québec et leur confère un accès à sa plateforme d'exécution;

8. Bloomberg SEF n'a pas de bureau ou d'établissement au Québec et n'a pas l'intention d'en établir;

9. Selon l'information dont dispose Bloomberg SEF et sous réserve de l'exercice des pouvoirs prévus par la CEA et les règlements de la CFTC et exercés par cette dernière, ainsi que sous réserve de l'exercice des pouvoirs prévus par la loi de 1934 et les règlements de la SEC et exercés par cette dernière, il n'existe aucune obligation pour les participants admissibles de Bloomberg SEF qui ont un établissement au Québec d'être inscrits auprès d'un organisme ou d'une agence gouvernementale des États-Unis ou de devenir membres d'un organisme de réglementation des instruments dérivés ou d'une autre entité aux États-Unis pour exercer les activités décrites dans la présente décision du seul fait d'être un participant admissible de Bloomberg SEF;

Vu la publication de la demande initiale de dispense pour commentaires au Bulletin de l'AMF du 24 novembre 2016 [(2016) vol. 13, n° 47, B.A.M.F., section 7.3] pour une période de 30 jours conformément à l'article 14 de la LID;

Vu l'absence de commentaires à la suite de cette publication;

Vu la conclusion de l'AMF que Bloomberg SEF satisfait les attentes énoncées dans l'*Instruction générale relative à l'autorisation de Bourses étrangères* établies par la décision n° 2005-PDG-0087 prononcée le 30 mars 2005 et publiée au Bulletin de l'AMF du 1er avril 2005 [(2005) vol. 2, n° 13, B.A.M.F., Supplément];

Vu la conclusion de l'AMF que le régime d'encadrement réglementaire des États-Unis est similaire à celui du Québec;

Vu l'existence d'ententes de coopération et d'échange d'informations concernant la supervision des activités de Bloomberg SEF entre l'AMF, la CFTC et la SEC;

Vu l'avis de l'AMF que les activités de Bloomberg SEF sont assimilables à des activités de bourse au sens de la LID;

Vu les articles 11.22.2 et 11.22.3 du *Règlement sur les instruments dérivés*, RLRQ, c. I-14.01, r. 1 (le « RID ») qui prévoient, respectivement, que le Règlement 21-101 et le Règlement 23-101 s'appliquent, entre autres, et compte tenu des adaptations nécessaires, à une personne et une entité qui exerce une activité en dérivés au Québec;

Vu l'article 86 de la LID, en vertu duquel l'AMF peut, aux conditions qu'elle détermine, dispenser un dérivé, une personne, un groupement de personnes, une offre ou une opération de tout ou partie des obligations prévues par la LID, lorsqu'elle estime que cette dispense ne porte pas atteinte à l'intérêt public;

Vu l'acte d'autorisation de signature de certains actes, documents ou écrits pris en vertu de l'article 24.1 de la *Loi sur l'encadrement du secteur financier*, RLRQ, c. E-6.1 et des pouvoirs délégués conformément à l'article 24 de cette même loi;

Vu le pouvoir de l'AMF de déterminer s'il convient toujours d'accorder les dispenses aux conditions exposées à la présente décision à la lumière des résultats de son suivi de l'évolution des marchés financiers canadiens et internationaux et des activités de Bloomberg SEF;

Vu la confirmation par Bloomberg SEF de l'acceptation des conditions et modalités énoncées dans la présente décision;

Vu l'analyse faite par la Direction de l'encadrement des marchés et des dérivés et des affaires internationales et la recommandation de la Direction principale des marchés et des dérivés d'accorder une dispense de l'application de l'article 12 de la LID ainsi que des articles 11.22.2 et 11.22.3 du RID (la « dispense demandée ») aux conditions prévues à la présente décision du fait qu'elle ne porte pas atteinte à l'intérêt public.

En conséquence, l'AMF révoque la décision de 2017 et accorde, en vertu de l'article 86 de la LID, la dispense demandée aux conditions suivantes :

1. **Informations soumises au soutien de la demande**
   Bloomberg SEF s'assure que les informations, faits et déclarations soumis au soutien de sa demande sont vrais et le demeurent à tout moment.

2. **Réglementation et supervision de Bloomberg SEF**
   2.1 Bloomberg SEF maintient son inscription à titre de plateforme d'exécution de swaps auprès de la CFTC et à titre de plateforme d'exécution de swaps sur titres auprès de la SEC et demeure assujettie aux pouvoirs de supervision de ces dernières.

   2.2 Bloomberg SEF respecte les obligations continues qui lui incombent à titre de plateforme d'exécution de swaps inscrite auprès de la CFTC et à titre de plateforme d'exécution de swaps sur titres inscrite auprès de la SEC.

   2.3 Bloomberg SEF avise l'AMF dès que son inscription auprès de la CFTC à titre de plateforme d'exécution de swaps ou de plateforme d'exécution de swaps sur titres auprès de la SEC est révoquée, suspendue ou modifiée ou s'il survient des changements importants dans les conditions de son inscription à titre de plateforme d'exécution de swaps ou de plateforme d'exécution de swaps sur titres.

3. **Accès**
   3.1 Bloomberg SEF n'offre un accès direct à un participant que s'il est une contrepartie qualifiée au sens de la LID et un participant admissible au sens de la CEA (un « participant admissible du Québec »).

   3.2 Bloomberg SEF offre une formation appropriée aux participants admissibles du Québec, incluant une formation pour chaque personne autorisée à effectuer des opérations sur la plateforme d'exécution de Bloomberg SEF.

   3.3 Avant de donner accès à sa plateforme d'exécution à titre de participant admissible du Québec à toute personne, Bloomberg SEF doit s'assurer, le cas échéant :

3.3.1 d'obtenir une attestation écrite de cette personne qu'elle est une contrepartie qualifiée au sens de la LID et un participant admissible au sens de la CEA lors de la signature initiale de tout contrat de participants;

3.3.2 d'informer cette personne que l'attestation prévue à l'alinéa 3.3.1 de la présente décision est réputée être pleinement exécutoire chaque fois que celle-ci effectue une opération ou entre un ordre, demande une cotation ou répond à une demande de cotation;

3.3.3 d'être avisé immédiatement lorsqu'elle cesse d'être un participant admissible du Québec;

3.3.4 d'obtenir une confirmation écrite de cette personne que des arrangements de compensation appropriés pour la compensation et le règlement de chacune des opérations sur la plateforme d'exécution de Bloomberg SEF ont été mis en place;

3.3.5 d'obtenir une confirmation de cette personne que l'entité responsable de la compensation ou du règlement d'une opération réalisée par cette personne sur la plateforme d'exécution de Bloomberg SEF dont elle est membre est dûment reconnue ou dispensée de reconnaissance à titre de chambre de compensation ou de système de règlement au Québec par l'AMF;

3.3.6 d'obtenir une confirmation de cette personne qu'elle agira pour son propre compte, à moins d'être un courtier ou un conseiller dûment inscrit en vertu de la LID;

3.3.7 d'obtenir une confirmation de l'Organisme canadien de réglementation des investissements (l'« OCRI ») que la personne qui est un courtier membre de l'OCRI se conforme à la réglementation de l'OCRI.

3.4 Bloomberg SEF retire l'accès à un participant admissible du Québec à sa plateforme d'exécution dès qu'elle est informée que celui-ci cesse d'être un participant admissible du Québec.

4. Activités au Québec et opérations effectuées par les participants admissibles du Québec
Au Québec, Bloomberg SEF exerce uniquement des activités de bourse eu égard à des swaps et des swaps sur titres, au sens de l'article 1a de la CEA et comme défini dans la loi de 1934 et ne permet pas aux participants admissibles du Québec d'effectuer des opérations sur des produits autres que des swaps et des swaps sur titres.

5. Désignation d'un fondé de pouvoir au Québec
Bloomberg SEF désigne et maintient en fonction un fondé de pouvoir pour la représenter au Québec et informe l'AMF dans les meilleurs délais de son nom et de ses coordonnées. Bloomberg SEF avise également l'AMF dans les meilleurs délais de tout changement de fondé de pouvoir.

6. Information à communiquer
6.1 Bloomberg SEF fournit aux participants admissibles du Québec de l'information précisant que :

6.1.1 leurs droits et leurs recours contre Bloomberg SEF pourraient être régis uniquement par les lois des États-Unis, et non par celles du Québec, et devoir être invoqués ou intentés aux États-Unis plutôt qu'au Québec;

6.1.2 les règles applicables à la négociation sur la plateforme d'exécution de Bloomberg SEF pourraient être soumises aux lois des États-Unis, et non à celles du Québec.

7. Supervision de Bloomberg SEF

La CFTC et la SEC continuent d'agir à titre d'autorités principalement responsables de la supervision de Bloomberg SEF.

8. Documents déposés auprès de la CFTC ou de la SEC

8.1 Bloomberg SEF dépose rapidement auprès de l'AMF, et au plus tard dans un délai de 10 jours ouvrables à compter de la date de dépôt auprès de la CFTC ou de la SEC, un avis relatif à toute détermination d'un produit disponible pour négocier.

8.2 Bloomberg SEF dépose rapidement auprès de l'AMF, et au plus tard dans un délai de 10 jours ouvrables à compter de la date de dépôt ou de transmission auprès de la CFTC ou de la SEC, l'information suivante, si elle est tenue de la déposer auprès de la CFTC ou de la SEC ou de la lui transmettre :

8.2.1 le détail de toute poursuite importante intentée contre elle;

8.2.2 un avis indiquant qu'elle a présenté une requête de mise en faillite ou en insolvabilité ou toute autre mesure semblable, ou en liquidation, ou qu'une telle requête a été présentée contre elle;

8.2.3 la nomination d'un séquestre ou la conclusion d'un arrangement avec ses créanciers.

9. Avis ou dépôt auprès de l'AMF

9.1 Bloomberg SEF avise rapidement l'AMF, et au plus tard dans un délai de 10 jours ouvrables à compter de la date à laquelle elle est informée, de ce qui suit :

9.1.1 tout changement à ses règlements ou aux lois, aux règles et aux règlements des États-Unis applicables aux swaps ou aux swaps sur titres, si ce changement peut avoir une incidence importante sur sa capacité à satisfaire aux conditions de la présente décision;

9.1.2 toute condition ou tout changement faisant que Bloomberg SEF n'est pas en mesure de respecter, ou estime ne plus être en mesure de respecter, les *SEF Core Principles* établis en vertu de l'article 5 h de la CEA et de la Partie 37 de la réglementation de la CFTC, ou toute autre obligation prévue par la CEA ou les règlements de la CFTC ou les *Core Principles* établis en vertu de l'article 3D de la loi de 1934 ou toute autre obligation prévue par les *Regulation SE* et *SBSR*, ou tout autre règlement de la SEC;

9.1.3 toute enquête connue sur Bloomberg SEF ou toute mesure disciplinaire prise à son endroit par la CFTC ou la SEC ou toute autre autorité réglementaire à laquelle elle est assujettie;

9.1.4 toute affaire ou question connue de Bloomberg SEF qui pourrait avoir une incidence importante et défavorable sur sa viabilité financière ou opérationnelle, y compris toute déclaration d'une situation d'urgence selon ses règles;

9.1.5 tout cas de manquement, d'insolvabilité ou de faillite d'un participant admissible de Bloomberg SEF dont elle ou ses représentants ont connaissance et qui pourrait avoir un effet préjudiciable important sur Bloomberg SEF, une chambre de compensation ou un participant admissible du Québec;

9.1.6 toute panne, interruption de système ou délai important.

9.2 Bloomberg SEF avise rapidement l'AMF, et au plus tard dans un délai de 10 jours ouvrables à compter de la date du changement de tout changement important à ses activités, à son fonctionnement ou à l'information figurant dans la demande et la demande initiale de dispense, notamment les changements apportés à la supervision réglementaire par la CFTC ou la SEC, sa structure de gouvernance, le modèle d'accès à sa plateforme d'exécution, tels les critères d'admissibilité, pour les participants admissibles du Québec, les systèmes et la technologie utilisés pour ses activités, ses ententes en matière de compensation et de règlement;

9.3 Bloomberg SEF dépose rapidement à l'AMF, et au plus tard dans un délai de 10 jours ouvrables à compter de la date de publication de la version définitive, une copie de tout rapport intitulé *Rule Enforcement Review* relatif à son inspection par la CFTC ou de tout rapport intitulé *Service Organization Controls 1 and 2* préparé conformément aux normes de l'*American Institute of Certified Public Accountants* par son auditeur indépendant.

10. Rapports semestriels

10.1 Bloomberg SEF tient à jour l'information suivante et la transmet d'une manière et dans une forme acceptable pour l'AMF, au plus tard dans un délai de 30 jours suivant la fin de chaque semestre, et dans les meilleurs délais lorsque l'AMF en fait la demande :

10.1.1 la liste à jour de tous les participants admissibles du Québec et, dans la mesure où Bloomberg SEF en est informée, la liste des clients dudit participant qui sont situés au Québec;

10.1.2 l'identifiant unique pour les entités juridiques attribué à chacun des participants admissibles du Québec conformément aux normes établies par le système d'identifiant international pour les entités juridiques et, dans la mesure où Bloomberg SEF en est informée, l'identifiant de chacun des clients dudit participant qui sont situés au Québec;

10.1.3 la liste de tous les participants admissibles du Québec qui ont fait l'objet d'une mesure disciplinaire au cours du semestre par Bloomberg SEF, son fournisseur de service de réglementation (« FSR ») agissant au nom de, et, dans la mesure où Bloomberg SEF en est informée, par la CFTC ou la SEC, pour des activités de ces participants admissibles sur sa plateforme d'exécution, ainsi que le nombre total de mesures disciplinaires prises à l'égard de tous les participants de Bloomberg SEF au cours du semestre par Bloomberg SEF ou son FSR;

10.1.4 la liste des nouvelles enquêtes et des dossiers d'enquête complétés au cours du semestre que Bloomberg SEF ou son FSR mène à l'égard des participants admissibles du Québec, ainsi que le nombre total de nouvelles enquêtes et de dossiers d'enquêtes complétés par Bloomberg SEF ou son FSR au cours du semestre relativement à tous les participants de Bloomberg SEF;

10.1.5 la liste de toutes les entités dont la demande afin de devenir un participant admissible ou d'avoir accès à la plateforme d'exécution de Bloomberg SEF a été refusée au cours du semestre, ainsi que les motifs du refus;

10.1.6 une copie de toutes les modifications apportées au formulaire intitulé *Form SEF* (y compris toutes ses annexes) que Bloomberg SEF a déposé auprès de la CFTC et au formulaire *Form SBSEF* déposé auprès de la SEC au cours du semestre, notamment toutes les modifications aux règles de négociation de Bloomberg SEF;

10.1.7 la liste de tous les produits pouvant être négociés sur la plateforme d'exécution de Bloomberg SEF au cours du semestre, en indiquant les ajouts, les retraits ou les changements par rapport au semestre précédent;

10.1.8 le nombre total et la valeur totale des opérations provenant des participants admissibles du Québec, et dans la mesure où Bloomberg SEF en est informée, provenant des clients dudit participant qui sont situés au Québec, présentés par participant admissible du Québec et par client, le cas échéant, pour chaque produit;

10.1.9 la proportion du nombre total et de la valeur totale des opérations sur la plateforme d'exécution de Bloomberg SEF réalisées par les participants admissibles du Québec, et dans la mesure où Bloomberg SEF en est informée, réalisées par les clients dudit participant qui sont situés au Québec, par rapport au nombre total et la valeur totale de l'ensemble des opérations, pour chacun des participants admissibles du Québec et pour chaque client de celui-ci, le cas échéant;

10.1.10 la liste énumérant chaque panne importante ou tout retard ou défaut de fonctionnement important de ses systèmes au cours du semestre pour tout système lié à l'activité de négociation, notamment les opérations, l'acheminement ou les données, en précisant la date, la durée, la raison et la mesure corrective prise.

11. Rapports annuels

11.1 Bloomberg SEF dépose rapidement auprès de l'AMF tout rapport annuel ou états financiers annuels transmis ou déposé(s) auprès de la CFTC ou de la SEC.

11.2 Bloomberg SEF dépose tout rapport annuel intitulé *Service Organization Controls 1* préparé conformément aux normes de l'*American Institute of Certified Public Accountants* auprès de l'AMF rapidement après la publication de la version définitive par son auditeur indépendant.

12. Autre information à fournir à l'AMF

Bloomberg SEF communique rapidement à l'AMF ou fait en sorte que son FSR communique rapidement, le cas échéant, toute autre information relative à son activité, utile à l'exercice des fonctions et pouvoirs de l'AMF et que cette dernière pourrait requérir de temps à autre, et coopère de toute autre manière avec l'AMF, sujet à toute loi sur la confidentialité applicable ou toute autre loi gouvernant le partage d'information et la protection de renseignements personnels.

13. Confidentialité des renseignements

Bloomberg SEF préserve la confidentialité des renseignements qui lui sont soumis dans le cadre de ses activités auprès de ses participants admissibles du Québec, le tout, en conformité avec les lois qui lui sont applicables en matière de protection des renseignements personnels.

14. Conformité aux décisions

Bloomberg SEF se conformera à toute décision de l'AMF visant ses activités au Québec.

Fait le 18 août 2026.

Hugo Lacroix
Surintendant des marchés de valeurs et de la distribution

Décision n° 2026-SMVD-1053824

7.4 AUTRES CONSULTATIONS

Aucune information.

7.5 AUTRES DÉCISIONS

Aucune information.