

BLOOMBERG COVER NOTICE
BLOOMBERG TRADEBOOK SINGAPORE PTE LTD
AND
BLOOMBERG TRADEBOOK CANADA COMPANY

This notice describes (1) the proposed significant change to operations of Bloomberg Tradebook Canada Company (“**Tradebook Canada**”) as an alternative trading system (“**ATS**”) in Alberta, Nova Scotia, Ontario, Québec and Saskatchewan (each a “**Canadian Jurisdiction**” and collectively referred to as the “**Canadian Jurisdictions**”) to provide Canadian Participants (as defined below) with access to the organised market operated by its affiliated entity, Bloomberg Tradebook Singapore Pte Ltd (“**Tradebook Singapore**”) for purposes of negotiating trades in Foreign Non-Debt Securities (as defined below), and (2) the application of Tradebook Singapore to the Ontario Securities Commission (the “**Commission**”) for relief in relation to Tradebook Singapore’s operation of an organised market, as defined in the Singapore *Securities and Futures Act* (Cap. 289), in the province of Ontario, exempting Tradebook Singapore: (a) from the requirement to be recognized as an exchange under subsection 21(1) of the *Securities Act* (Ontario); and (b) from the requirements in National Instrument 21-101 *Marketplace Operation* (“**NI 21-101**”) pursuant to section 15.1(1) of NI 21-101, the requirements of National Instrument 23-101 *Trading Rules* (“**NI 23-101**”) pursuant to section 12.1 of NI 23-101 and the requirements of National Instrument 23-103 *Electronic Trading and Direct Electronic Access to Marketplaces* (“**NI 23-103**”) pursuant to section 10 of NI 23-103 (the “**Requested Relief**”).

Tradebook Canada ATS Operations and the Proposed Significant Change

Tradebook Canada operates an ATS that provides Canadian Participants (as defined below) with access to the organised market know as BTBS (a “**System**”) operated by Tradebook Singapore to negotiate trades in (1) IRS, CDS, Canadian Debt Securities and Foreign Debt Securities (as defined below) under a per-transaction fee model that commenced on September 13, 2021, and (2) FX (as defined below) that commenced on October 4, 2021.

Tradebook Canada provides access to the System to participants that (1) are located in a Canadian Jurisdiction, including participants with their headquarters or legal address in a Canadian Jurisdiction (as indicated by a participant’s Legal Entity Identifier) and all traders conducting transactions on its behalf, regardless of the traders’ physical location (inclusive of non-Canadian Jurisdiction branches of Canadian Jurisdiction legal entities), as well as any trader physically located in a Canadian Jurisdiction who conducts transactions on behalf of any other entity (“**Canadian Participants**”), and (2) qualify as “institutional clients” as defined in Rule 1201(2) of the Investment Industry Regulatory Organization of Canada (“**IIROC**”) Rules.

Pursuant to the terms and conditions of Tradebook Canada’s registration in the category of investment dealer, Tradebook Canada will report trades negotiated on the System in Canadian Debt Securities to IIROC (as Information Processor) only with respect to transactions in which neither participant to the trade is a bank listed in Schedule I, II or III of the *Bank Act* (Canada) (a “**Canadian Bank**”), or (ii) an IIROC Dealer Member firm. Where at least one participant to a transaction is a Canadian Bank or an IIROC Dealer Member firm, that participant will be responsible for trade reporting pursuant to Part 8 of NI 21-101.

Tradebook Canada proposes to provide Canadian Participants with access to the System operated by Tradebook Singapore for purposes of negotiating trades in Foreign Non-Debt Securities (as defined below).

The proposed change is a significant change subject to public comment under Tradebook Canada’s ATS Protocol. Tradebook Canada has filed with the OSC an amendment to its Form 21-101F2 *Information Statement – Alternative Trading System* in respect of the proposed change.

Tradebook Singapore’s Application to Provide Direct Access to its System as an Exempt Exchange

Tradebook Singapore proposes to provide Canadian Participants in the Canadian Jurisdictions with direct access to its System to trade the following asset classes:

1. “**Foreign Debt Securities**,”¹ which are defined as any debt security (as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**)) that is a foreign security (as defined in NI 31-103) or a debt security that is denominated in a currency other than the Canadian dollar, including:
 - (a) debt securities issued by the U.S. government (including agencies or instrumentalities thereof);
 - (b) debt securities issued by a foreign government;

¹ For greater certainty, “Foreign Debt Securities” includes convertible debt securities and the following money market instruments (U.S. and foreign): commercial paper, agency discount notes, government treasury bills, certificates of deposit, bankers’ acceptances, promissory notes and bearer deposit notes.

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- (c) debt securities issued by corporate or other non-governmental issuers (U.S. and foreign); and
 - (d) asset-backed securities (including mortgage-backed securities), denominated in either U.S. or foreign currencies;
2. interest rate swaps, as defined in section 1a(47) of the U.S. Commodity Exchange Act (“**IRS**”);
 3. credit default swaps, as defined in section 1a(47) of the U.S. Commodity Exchange Act, including single-name security (credit default) swaps (“**CDS**”);
 4. foreign exchange swaps, as defined in section 1a(47) of the U.S. *Commodity Exchange Act* (but without regard to any exclusions from the definition), including precious metals swaps, foreign exchange spot and deposits (collectively, “**FX**”);
 5. “**Foreign Non-Debt Securities**” which are defined as any foreign security as defined in NI 31-103 that is not a debt security as defined in NI 31-103, including:
 - (a) securities of foreign exchange-traded funds, which refers to a fund in continuous distribution that is incorporated, formed or created under the laws of a foreign jurisdiction; and
 - (b) stock loans, which refer to securities lending arrangements in which securities are temporarily transferred from one party (the lender) to another party (the borrower) in return for a fee. Under the lending arrangement, the borrower is obliged to redeliver to the lender the securities or identical securities to those that were transferred or lent, either on demand or at the end of the loan term.

Tradebook Singapore is seeking the Requested Relief in the Canadian Jurisdictions and in British Columbia and New Brunswick on the basis that it is subject to a comparable regulatory regime in its home jurisdiction of Singapore. Specifically, Tradebook Singapore is regulated as a Recognised Market Operator of an organised market by the Monetary Authority of Singapore.

Until the Requested Relief is granted by the Commission, Tradebook Singapore intends to provide transaction negotiation services for Foreign Debt Securities, IRS, CDS, FX and Canadian Debt Securities² pursuant to the marketplace conduit arrangement with Tradebook Canada. Foreign Non-Debt Securities will be added to the conduit arrangement should the proposed significant change to Tradebook Canada’s Form 21-101F2 be approved.

Following the date that the Commission grants the Requested Relief, Tradebook Singapore will continue to provide transaction negotiation services for Canadian Debt Securities only under the marketplace conduit arrangement with Tradebook Canada, and proposes to provide transaction negotiation services for all other above listed instruments (including Foreign Non-Debt Securities) directly on the System.

Any questions regarding the operations of Tradebook Canada, the System and Tradebook Singapore may be directed to:

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² “**Canadian Debt Securities**” are any unlisted debt securities, as that term is defined in NI 21-101, and any debt securities denominated in Canadian dollars.