

ANNEX A

SUMMARY OF CHANGES

The following briefly describes the changes and policy rationales for the key Amendments.

Streamlining reporting requirements

The requirement in paragraph 3.2(3)(a) of the Instrument for a marketplace to file non-significant amendments to the information set out in Form 21-101F1 or Form 21-101F2 has been changed to provide that the marketplace must file any such amendments on a quarterly basis rather than monthly. We expect that quarterly filings of non-significant changes to the information in Form 21-101F1 or Form 21-101F2 will alleviate a significant regulatory burden on marketplaces without compromising the effective oversight of marketplaces by the CSA.

Exhibits C, D and E to Form 21-101F1 and Form 21-101F2 have been streamlined to eliminate the requirements to report certain information in respect of a marketplace's organization, affiliates, and operations. We have eliminated the requirement to report historical employment information for partners, directors and officers of a marketplace, eliminated the requirement to file constating documents for affiliated entities of a marketplace, and consolidated the information a marketplace reports regarding its operations. We expect that the streamlining of these exhibits will materially reduce regulatory burden without compromising the CSA's oversight of marketplaces.

We have also streamlined the information required to be reported quarterly by marketplaces in Form 21-101F3 by eliminating duplicative and burdensome requirements for marketplaces to report systems-related information, including a summary of outages during the previous quarter, as well as requirements to report information on the implementation status of previously filed changes to operations. We have also eliminated all reporting requirements for equity marketplaces trading exchange-listed securities, as the Investment Industry Regulatory Organization of Canada (IIROC) presently collects this information from marketplaces.

We have lengthened the time period associated with the filing by marketplaces of amendments to the information in Exhibit L (Fees) to each of Form 21-101F1 and Form 21-101F2 to at least 15 business days before the marketplace implements a change to its fees. We expect that this change will result in a more reasonable opportunity for the CSA to review marketplace fee filings without imposing any undue burden on marketplaces proposing fee changes.

Financial reporting

New section 4.3 has been added to the Instrument to require recognized exchanges to file interim financial reports within 60 days of the end of the interim period. Currently, in certain CSA jurisdictions, specific financial reporting requirements for exchanges are included in the terms and conditions of the exchanges' recognition orders.

Systems requirements

The concept of ‘cyber resilience’ has been added to subparagraph 12.1(a)(ii) and subparagraph 14.5(1)(a)(ii) of the Instrument as one of the information technology general controls that a marketplace or IP must develop and maintain. While cyber resilience should already be covered by an entity’s controls, the explicit addition of the concept in the Instrument is intended to be reflective of the increasing importance of ensuring that an entity has taken adequate steps to address cyber resilience.

The concept of “security breach” in relation to the notifications that must be provided by a marketplace and IP under paragraph 12.1(c), paragraph 12.1.1(b) and paragraph 14.5(e) has been broadened to “security incident”. The change extends the concept beyond actual breaches, as we are of the view that a material event may include one where a breach has not necessarily occurred. We have changed the Companion Policy to provide guidance on what constitutes a “security incident”, referencing guidance provided by the National Institute of Standards and Technology (U.S. Department of Commerce) (**NIST**)¹.

We have added requirements in the Instrument under section 12.1 and section 12.1.1 that marketplaces keep records of any systems failures, malfunctions, delays or security incidents and identify whether they are material. In response to concerns raised by commenters and to avoid placing undue burden on marketplaces, we have not proceeded with additional related reporting requirements that were included in the proposed amendments to NI 21-101 published for comment. However, guidance included in the Companion Policy provides that the CSA may request additional information from marketplaces regarding systems failures, malfunctions, delays or security incidents.

We have also clarified the requirement at section 12.1.2 that marketplaces must annually engage a qualified party to perform appropriate assessments and testing to identify security vulnerabilities and measure the effectiveness of information security controls that assess the marketplace’s compliance with paragraphs 12.1(a) and 12.1.1(a) of the Instrument. Section 12.1.2 replaces guidance previously set out in the Companion Policy on vulnerability assessments and is consistent with similar requirements being proposed for recognized clearing agencies in National Instrument 24-102 *Clearing Agency Requirements*.

Other changes

Lastly, several non-substantive changes, corrections and clarifications have been made. By their nature, none of the non-substantive changes will have any impact on the application of NI 21-101 to marketplaces and IPs.

¹ The NIST definition of “security incident” is available at <https://csrc.nist.gov/Glossary>.

The following table presents the changes to NI 21-101 as a result of the Amendments.

Provision	Subject	Description of Change
National Instrument 21-101		
Sub. 3.2(2)	Fee changes	Changes to Exhibit L must be filed 15 business days before implementing the change
Para. 3.2(3)(a)	Housekeeping changes	Housekeeping changes to Form 21-101F1 and Form 21-101F2 filed quarterly rather than monthly
Sub. 3.2(6)	Annual consolidated F1/F2	Unchanged information may be incorporated by reference into annual filing
S. 4.3	Financial reporting	Exchanges to file interim financial reports within 60 days of the end of each interim period
Para. 12.1(a)	IT controls	IT general controls must include controls relating to cyber resilience
Para. 12.1(b)	Capacity stress tests	Clarified requirement that stress testing must determine the processing capability of IT systems
Para. 12.1(c)	Notification of systems incidents	Marketplaces must provide prompt notification of material security incidents (for critical and auxiliary systems)
Para. 12.1(d)	Record-keeping for systems incidents	Marketplaces must keep records of any systems failure, malfunction, delay or security incident and identify whether it is material
S. 12.1.2	Vulnerability assessments	Marketplaces must engage a qualified party to perform a vulnerability assessment at least annually
Sub. 12.2(1)	Independent Systems Review (ISR)	Marketplace must engage a qualified external auditor to conduct an independent systems review
Para. 12.2(2)(b)	Reporting of ISR	Delivery of report to the CSA within 60 days of report completion (rather than calendar year end)
Ss. 14.5 and 14.5.1	System requirements for Information Processors (IPs)	Changes to systems requirements for IPs to conform to changes to requirements for marketplaces
Form 21-101F1, Form 21-101F2 and Form 21-101F5		
Exhibits (general)	Date of implementation of change	Date of implementation to reflect the actual or expected date of implementation
Exhibit B	Ownership of marketplace	<ul style="list-style-type: none"> ▪ Threshold for disclosure raised from 5% to 10% ▪ Carve out for marketplaces that are reporting issuers
Exhibit C	Organization of marketplace and IP	Streamlining of information to be provided to reduce burden and eliminate duplication
Exhibit D	Affiliates of marketplace	Streamlining of information to be provided to reduce burden and eliminate duplication
Exhibit E	Operations of marketplace	Streamlining of information to be provided to reduce burden and eliminate duplication
Form 21-101F3		

Part A	General marketplace information	Removal of requirements to report on previously filed amendments to F1 and F2
Part A	Systems-related reporting	Removal of requirements to report systems outages and changes
Part B (Section 1)	Equity marketplaces trading exchange-listed securities	All reporting requirements have been removed to alleviate regulatory burden, as IIROC currently collects much of this information
Part B (Section 2)	Fixed Income marketplaces	Reporting requirements for concentration of trading by marketplace participant (Chart 9) removed
Companion Policy 21-101CP		
S. 6.2	Financial reporting	Guidance on the form of financial reporting for marketplaces, including guidance on interim periods and accounting principles
Sub. 7.8(1)	Conflicts of interest	Clarification of guidance that the conflict of interest policies and procedures marketplaces are required to maintain should address actual, potential or perceived conflicts in respect of any involvement of partners, directors, officers, or employees of a marketplace's owners in the marketplace's operations
Sub. 14.1(1)	IT controls	Revised guidance on sources of guidance as to what may constitute adequate IT controls
Sub. 14.1(2.1)	Materiality of systems incidents	Additional guidance on what constitutes a material systems incident
Sub. 14.1(2.2)	Security incidents	Additional guidance on what constitutes a material security incident and the public disclosure of a security incident
Sub. 14.1(2.3)	Prompt notification of material systems incidents	Additional guidance on the requirement to promptly report material systems incidents
Sub. 14.1(2.4)	Record-keeping for systems incidents	Guidance on the CSA's expectations for record-keeping in relation to systems incidents
Sub. 14.1(3)	Independent Systems Reviews	Additional guidance regarding qualified external auditors and expectations regarding the form and substance of the ISR
Sub. 14.1(3.1)	Vulnerability assessments	Guidance regarding qualified parties performing the required assessments and testing