

**BLANKET ORDER 122
(Amendment #1)**

**IN THE MATTER OF THE SECURITIES ACT, R.S.N.L. 1990, CHAPTER S-13 AS
AMENDED (the Act)-**

AND

**EXEMPTION FROM NATIONAL INSTRUMENT 52-112 NON-GAAP AND OTHER
FINANCIAL MEASURES DISCLOSURE (INTERIM CLASS ORDER)**

**BLANKET ORDER
(under section 142.1 of the Securities Act)**

WHEREAS:

1. On December 1, 2021, Canadian jurisdictions will issue local blanket orders to provide an exemption from the application of National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure* (the **Instrument**) to a reporting issuer that is, or that has a subsidiary or an affiliate that is, a “federal financial institution” as defined in the Bank Act and subject to OSFI Guidelines.
2. Under the Bank Act, “federal financial institution” means
 - a. a bank,
 - b. a body corporate to which the *Trust and Loan Companies Act* applies,
 - c. an association to which the *Cooperative Credit Associations Act* applies, or
 - d. an insurance company or a fraternal benefit society incorporated or formed under the *Insurance Companies Act*.

DEFINITIONS:

3. Terms defined in the **Securities Act (The Act)**, National Instrument 14-101 *Definitions* and National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure* (the **Instrument**), have the same meaning if used in this Order, unless otherwise defined, have the same meaning in this Order.
4. In this order:

“**Bank Act**” means the *Bank Act*, SC 1991, c 46;

“**eligible issuer**” means a reporting issuer that is, or that has a subsidiary or an affiliate that is, a federal financial institution subject to OSFI Guidelines;

“**federal financial institution**” has the same meaning as in the Bank Act;

“**OSFI**” means the Office of the Superintendent of Financial Institutions of the Government of Canada;

"OSFI Guideline" means any guideline or advisory guidance of OSFI that includes "best" or "prudent" practices that OSFI expects a federal financial institution to follow, clarifies OSFI's position regarding certain policy issues applicable to the federal financial institution or describes how OSFI administers and interprets provisions of the Bank Act or other applicable federal financial institution legislation;

BACKGROUND:

5. Paragraph 4(1)(e) of NI 52-112 provides that NI 52-112 does not apply to an issuer in respect of disclosure of a specified financial measure that is required under law, or by a self-regulatory organization (SRO) of which the issuer is a member, if
 - a. the law or the SRO's requirement specifies the composition of the measure and the measure was determined in compliance with that law or requirement, and
 - b. in proximity to the measure, the issuer discloses the law or the SRO's requirement under which the measure is disclosed.
6. The OSFI Guidelines are used to set standards to govern industry activities and behaviour, but are not mandatory requirements under the Bank Act or other law and as such, issuers, subsidiaries, or affiliates who are subject to the OSFI Guidelines are unable to rely on the exception in paragraph 4(1)(e) of NI 52-112.
7. The Superintendent is satisfied that because the OSFI Guidelines include specifications on the composition of certain financial measures that would include certain specified financial measures and contain specific disclosure requirements related to those measures, eligible issuers already provide sufficient disclosure requirements. Providing an exemption from NI 52-112 to eligible issuers will minimize the regulatory burden on those issuers while maintaining market integrity and without impacting investor protection.

IT IS ORDERED THAT:

8. This Order provides for the temporary exemption listed below.
9. The Superintendent, considering that to do so would not be prejudicial to the public interest, orders under section 142.1 of the **Act** that NI 52-112 does not apply to an eligible issuer in respect of disclosure of a specified financial measure pursuant to an OSFI Guideline, if
 - a. the OSFI Guideline specifies the composition of the measure and the measure was determined in compliance with that OSFI Guideline, and
 - b. in proximity to the measure, the eligible issuer discloses the OSFI Guideline under which the measure is disclosed.

EFFECTIVE DATE:

10. This order comes into effect on December 2, 2021, and will cease to be effective on the effective date of any amendment to the Instrument that addresses substantially the same subject matter as this Blanket Order.

Dated at St. John's, Newfoundland and Labrador, this 2nd day of June 2023.

D. White

Dave White
Deputy Superintendent of Securities