



CANADIAN DERIVATIVES CLEARING CORPORATION

BOARD CODE OF CONDUCT

APPLICATION

This code of conduct (the “Board Code”) applies to you if you are a member of the board of directors (the “Board”) of Canadian Derivatives Clearing Corporation (the “Corporation”).

GUIDING PRINCIPLES

The Corporation’s essential objective is to uphold ethical standards in all of its corporate activities. The purpose of the Board Code is to foster a climate of honesty, truthfulness and integrity. No code, however, can replace the thoughtful behaviour of an ethical director.

The Corporation’s Governance Committee is responsible for setting the standards of business conduct contained in the Board Code. It then recommends these standards to the Board of the Corporation along with updates to these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices within the Corporation’s industry, the Corporation’s own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. It is each director’s individual responsibility to comply with the Board Code.

OBLIGATIONS

1. Every director of the Corporation in exercising his or her powers and in discharging his or her duties shall comply with all applicable laws, rules and regulations in all matters, and shall, including in accordance with the applicable provisions of the *Canada Business Corporations Act* and the *Civil Code of Québec*:
 - (a) act honestly and in good faith with a view to the best interests of the Corporation;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (c) exercise his or her director’s powers for the purpose for which they were intended;
 - (d) ensure that the director’s personal interest and his or her duty to the Corporation are not brought into conflict; and
 - (e) ensure that the director does not obtain or receive, directly or indirectly, a personal profit, gain or benefit as a result of his or her relationship with the Corporation.
2. Every director shall endeavour to deal fairly with the Corporation’s sole shareholder, clearing members, suppliers, competitors and employees. No director shall take unfair advantage of any

such person through manipulation, concealment, abuse of privileged information, misrepresentation of facts of any other unfair or unlawful dealing practice.

3. Every director has a duty to preserve and protect confidential information of the Corporation and its affiliates. This duty of confidentiality continues even after the director no longer serves on the board of the Corporation. Confidential information of the Corporation and its affiliates includes all information about the Corporation's and its affiliates' business, including without limitation information relating to its clearing members, marketing plans, agreements, customer lists, databases, trade secrets, intellectual property as well as information about competitive and strategic matters, and undisclosed material information.
4. Directors must take all reasonable steps to protect confidential information, including the following:
 - (a) controlling access to confidential information;
 - (b) discussing confidential information with others only in the necessary course of business (and then with due care);
 - (c) not discussing confidential information in public places, such as airplanes, elevators and restaurants;
 - (d) keeping documents containing confidential information secure so they cannot be lost, stolen or viewed by individuals without a need to know, and taking steps to secure sensitive information when it is unattended;
 - (e) safeguarding documents being taken away from the Corporation's premises;
 - (f) determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal; and
 - (g) not sharing confidential information about the Corporation with companies that are, or may be, seeking to provide products or services to the Corporation, except as required in any bidding process after authorization from the Corporation.
5. If a director accidentally comes into possession of and then discloses or communicates confidential information of the Corporation, whether or not it is to a third party or to the for-profit services of the Corporation's parent company, Montréal Exchange Inc. ("MX") or one of its affiliates:
 - (a) that director must immediately report the breach in writing to the Assistant Corporate Secretary of TMX Group Limited, who will inform the Governance Committee within two days of receiving the report; and
 - (b) the Corporation, in consultation with the Governance Committee as appropriate, will take the necessary measures to rectify any damages that may have been caused by this accidental disclosure or communication of confidential information.

6. In discharging the general duty of undivided loyalty to the Corporation, every director who is:
- (a) a party to a material contract or transaction or proposed material contract or transaction with the Corporation;
 - (b) a director or officer of any entity who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (c) a person who has a material interest in any entity which is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose the nature and extent of his or her interest in writing to the Corporation, or request to have that interest entered in the minutes of the meeting of directors at which the contract or transaction is first considered. In addition, such director shall retire from the meeting, if required by the Board of the Corporation, while the discussion on the material contract or transaction or proposed material contract or transaction is taking place and shall refrain from voting on the subject under consideration, but this shall not prevent the Board from calling him or her into the meeting to answer any questions regarding the matter under discussion nor shall it release the director from his or her obligation to inform the Board of what he or she knows of the situation and of any concerns.

However, because it may be impractical for a director or officer who serves as a director or officer of another entity or who has a material interest in another entity to know that the entity is entering into a material contract or transaction with the Corporation (and therefore to give notice of every such material contract or transaction), it is sufficient for the director to deliver a general notice to the directors of the Corporation, declaring that he or she is a director or officer or has a material interest in an entity and is to be regarded as interested in any material contract or transaction made with that entity.

7. If any director becomes aware of a situation of real, potential or apparent conflict of interest involving MX or one of its affiliates and the Corporation,
- (a) he or she must immediately report it in writing to the Assistant Corporate Secretary of TMX Group Limited who will inform the Governance Committee within two (2) days of receiving the report; and
 - (b) the Corporation, in consultation with the Governance Committee as appropriate, must take the necessary measures to rectify any damages that may have been caused by this situation of real, potential or apparent conflict of interest.
8. To ensure the independence of the Corporation and that of its employees from MX and its affiliates, MX has established strict partition measures regarding the Corporation to avoid situations of real, potential or apparent conflict of interest that may arise between MX and the Corporation, and to ensure that confidential information currently or potentially held by the Corporation concerning its functions, activities or files remains confidential and is not communicated, disclosed or exchanged inappropriately to the for-profit services of MX, its affiliates or third parties. To this end:

- (a) The offices of MX and those of the Corporation are to be kept totally distinct and separated physically.
- (b) Only employees of the Corporation are allowed access to the physical files of the Corporation.
- (c) Only employees of the Corporation, and those individuals responsible for the management of those files, are allowed access to the computer files of the Corporation.
- (d) Any employee of the Corporation who ceases to be an employee of the Corporation and becomes an employee of MX or one of its affiliates is obliged to maintain confidentiality toward the Corporation beyond the termination of employment with the Corporation.
- (e) The manager of an employee of the Corporation who ceases to be an employee of the Corporation and becomes an employee of MX or one of its affiliates is obliged to meet with that employee prior to departure and advise that employee that the obligation of confidentiality toward the Corporation extends beyond the termination of employment with the Corporation.

WAIVERS

Any waiver from compliance with any of the terms of the Board Code may be disclosed in TMX Group Limited's next quarterly report and shall require the prior approval of the Chair of the Board of the Corporation, on recommendation of the Governance Committee.

VIOLATIONS

Every director shall report, in person or in writing, any known or suspected violation of the Board Code, including illegal or unethical behaviour, to the Assistant Corporate Secretary of TMX Group Limited, who will inform the Governance Committee within two days of receiving the report. The Corporation shall not allow any retaliation against a director who acts in good faith in reporting any such violations.

The Governance Committee shall cause an investigation of any reported violations. The Governance Committee shall then make recommendations on corrective action to the Chair of the Board of the Corporation, who shall make any required decision and oversee an appropriate response. The Chair of the Board shall then report to the other members of the Board on the matter. Any director who violates the Board Code shall face appropriate, case specific, disciplinary action.

AFFIRMATION

Every director is expected to read and become familiar with the Board Code and may be required, from time to time, to affirm in writing his or her compliance with the Board Code.