

**In The Matter Of  
The Securities Act, 1988  
(The Act)**

**and**

**In The Matter Of  
Refinitiv Transaction Services Pte. Ltd.**

**DECISION**

**Background**

Refinitiv Transaction Services Pte. Ltd. (**RTSPL** or the **Applicant**) has filed an application (the **Application**) with the Financial and Consumer Affairs Authority of Saskatchewan (the **Authority**) requesting an order for the following relief:

- a) under Section 15.1 of National Instrument 21-101 *Marketplace Operation* (**NI 21-101**), Section 12.1 of National Instrument 23-101 *Trading Rules* (**NI 23-101**) and Section 10 of NI 23-103 *Electronic Trading and Direct Access to Marketplaces* (**NI 23-103**) (together, the **Marketplace Rules**) an exemption from the application of all provisions of the Marketplace Rules that apply to a person or company carrying on business as an exchange in Saskatchewan; and
- b) under Section 160 of the Act, an exemption from the requirement to be recognized as an exchange and as a derivative trading facility under Section 21.1 of the Act;

(collectively, the **Requested Relief**)

The Authority has assigned to the Executive Director, Securities Division (the **Executive Director**) the power to make exemption orders and rulings under the provisions of the Act.

**Interpretation**

Terms defined in National Instrument 14-101 Definitions have the same meaning if used in this decision, unless otherwise defined.

**Representations**

This decision is based on the following facts represented by RTSPL:

1. RTSPL is a private limited company which is a wholly-owned subsidiary of a holding company indirectly owned by the London Stock Exchange Group plc (**LSEG**). RTSPL is registered in Singapore. RTSPL operates the LSEG FXall

QuickTrade RFQ facility (**QuickTrade**) and the LSEG FXall PriceStream facility (**PriceStream** and, together with QuickTrade, the **Platform**);

2. The Platform is a “request for quote” and “request for stream” platform operated by LSEG’s Singapore entity, which enables participants to request quotes and orders from other participants for a variety of over-the-counter foreign exchange instruments on both a one-off and streaming basis. The following types of investment are offered for trading on the Platform: FX Spot, FX Forwards, FX Swaps, FX Non-Deliverable Forwards, FX Options and Spot, Forwards, Swaps and Options based on underlying precious metals (gold, silver, platinum and palladium);
3. The Applicant also proposes to add a central limit order book (**CLOB**) to the Platform. The only product which will be traded on the CLOB will be FX Non-Deliverable Forwards. All trades of FX Non-Deliverable Forwards on the CLOB will be centrally cleared through LCH Limited, a majority-owned subsidiary of LSEG. The Applicant may add other types of financial instruments to the Platform in the future, subject to obtaining the required regulatory approvals;
4. The Platform is provided through the LSEG FXall platform (**FXall**). RTSPL only provides the software and infrastructure to facilitate transactions in these products between participants. It does not act as a counterparty to any such transactions, nor does it play any part in deciding which participants transact with each other or in determining the price at which participants agree to transact. RTSPL does not hold customer money or customer assets;
5. In addition, any clearing and settlement is performed outside of the environment of the Platform. Other than with respect to trading on the CLOB, the Platform facilitates transactions between what are referred to on the Platform as Takers and Makers in foreign exchange instruments on a bilateral basis based on existing credit relationships formed outside of RTSPL or the Platform;
6. The Applicant is regulated as a Recognized Market Operator (**RMO**) by the Monetary Authority of Singapore (**MAS**);
7. In Singapore, RMOs are regulated under Part II, Division 3 of the *Securities and Futures Act (SFA)* and the *Securities and Futures (Organised Markets) Regulations (2018)* (the **SFA Regulations**);
8. As an RMO, RTSPL is obliged to:
  - a. as far as is reasonably practicable, ensure that every organized market it operates is a fair, orderly and transparent organized market;
  - b. manage any risks associated with its business and operations prudently;

- c. in discharging its obligations under the SFA, not act contrary to the interests of the public, having particular regard to the interests of the investing public;
  - d. ensure that access for participation in its facilities is subject to criteria that are (i) fair and objective; and (ii) designed to ensure the orderly functioning of its organized market and to protect the interests of the investing public;
  - e. maintain business rules and, where appropriate, listing rules that make satisfactory provision for (i) the organized market to be operated in a fair, orderly and transparent manner; and (ii) the proper regulation and supervision of its members;
  - f. enforce compliance with its business rules and, where appropriate, listing rules;
  - g. have sufficient financial, human and system resources to (i) to operate a fair, orderly and transparent organized market; (ii) to meet contingencies or disasters; and (iii) to provide adequate security arrangements;
  - h. maintain governance arrangements that are adequate for its organized market to be operated in a fair, orderly and transparent manner; and
  - i. ensure that it appoints or employs fit and proper persons as its chairman, chief executive officer, directors, key management officers and senior managers;
9. RTSPL is also required to notify MAS of certain matters (spelled out in section 34 of the SFA and section 21 of the SFA Regulations), manage risks prudently, submit periodic reports, assist MAS with respect to certain matters, maintain confidentiality, and maintain proper records;
10. The Applicant is subject to regulatory supervision by MAS and is required to comply with MAS's regulatory framework set out in the SFA Act and the SFA Regulations. In addition, the FXall Operational Procedures (the **Rules**) provide that participants must comply with the Rules and with all applicable laws, regulations and market practice to which participants are bound in relation to their platform activity, including all applicable laws and regulations relating to money laundering, proceeds of crime and any other financial crime legislation. In addition, the Rules provide for fair and orderly trading and objective criteria for the efficient execution of orders;
11. Participants are sophisticated and well-capitalized investors such as banks, dealers, government institutions, advisers and large corporations. Participants are required to satisfy the admission criteria in the Rules. Participants are required to either be "accredited investors" or "expert investors" as defined in

the SFA, or to belong to the categories listed in the Rules. These categories are roughly equivalent to the categories for designation as a “permitted client” or “accredited investor” under Saskatchewan securities laws. RTSPL takes steps to ensure that participants in Saskatchewan are either registered or exempt from registration under Saskatchewan securities laws;

12. As a result of its compliance obligations under the MAS regulatory regime, the Applicant is required to maintain a permanent and effective compliance function. The Applicant's Compliance Department is responsible for implementing and maintaining adequate policies and procedures designed to ensure that the Applicant (and all associated staff) comply with their obligations under MAS rules. These policies and procedures are set forth in the RTSPL Compliance Manual and associated internal policies and procedures;
13. Participants are responsible for ensuring the prompt exchange and processing of transaction confirmations directly with their counterparties in accordance with market practice. Failure to settle transactions will constitute a breach of the Rules. Participants are also responsible for ensuring that transactions are not required to be cleared pursuant to applicable law. If participants are required or choose to clear a transaction, they are responsible for making the necessary arrangements;
14. Because the Platform sets requirements for the conduct of its participants and surveils the trading activity of its participants, it is considered by the Authority to be an exchange and a derivative trading facility;
15. Since the Applicant seeks to provide Saskatchewan participants with direct access to trading on the Platform, the Platform is considered by the Authority to be carrying on business as an exchange and a derivative trading facility in Saskatchewan and is required to be recognized as such or exempted from recognition pursuant to section 21.1 of the Act;
16. The Applicant does not have an office or establishment in Saskatchewan and has no intention of establishing one;

The Applicant has acknowledged to the Authority that the scope of the Requested Relief and the terms and conditions imposed by the Authority set out in Schedule "A" to this order may change as a result of the Authority's monitoring of developments in international and domestic capital markets or the Applicant or the Platform's activities, or as a result of any changes to the laws in Saskatchewan affecting trading in derivatives or securities.

## **Decision**

1. The Executive Director is satisfied that it would not be prejudicial to the public interest to make the decision; and
2. The Decision of the Executive Director is that the Requested Relief is granted

**PROVIDED THAT** the Applicant complies with the terms and conditions contained in Schedule "A".

A handwritten signature in blue ink, consisting of a large, stylized 'D' followed by a series of loops and a long horizontal stroke.

Dean Murrison  
Executive Director, Securities Division  
Financial and Consumer Affairs  
Authority of Saskatchewan

## Schedule A

### Terms and Conditions

#### Regulation and Oversight of the Applicant

1. The Applicant will maintain its permission to operate as a RMO with the MAS and will continue to be subject to the regulatory oversight of the MAS.
2. The Applicant will continue to comply with the ongoing requirements applicable to it as the operator of an RMO authorized by the MAS.
3. The Applicant must do everything within its control, which includes cooperating with the Authority as needed, to carry out its activities as an exchange and a derivative trading facility exempted from recognition under the Marketplace Rules and section 160 of the Act in compliance with Saskatchewan securities laws.

#### Access

4. The Applicant will not provide direct access to a participant in Saskatchewan (a **Saskatchewan User**) unless the Saskatchewan User is appropriately registered as applicable under the securities laws of Saskatchewan or is exempt from or not subject to those requirements and qualifies as an "eligible counterparty" (either "per se" or "elective"), as defined by Article 30(2) of the European Union Directive 2014/65 and as incorporated into UK regulations.
5. For each Saskatchewan User provided direct access to its Platform, the Applicant will require, as part of its application documentation or continued access to the Platform, the Saskatchewan User to represent that it is appropriately registered as applicable under the securities laws of Saskatchewan or is exempt from or not subject to those requirements.
6. The Applicant may reasonably rely on a written representation from the Saskatchewan User that specifies either that it is appropriately registered as applicable under the securities laws of Saskatchewan or is exempt from or not subject to those requirements, provided the Applicant notifies such Saskatchewan User that this representation is deemed to be repeated each time it enters an order, request for quote or response to a request for quote or otherwise uses the Applicant's Platform.
7. The Applicant will require Saskatchewan Users to notify the Applicant if their registration as applicable under the securities laws of Saskatchewan has been revoked, suspended, or amended by the Authority or if they are no longer exempt from or become subject to those requirements and, following notice from the Saskatchewan User and subject to applicable laws, the Applicant will promptly restrict the Saskatchewan User's access to the Platform if the Saskatchewan User is no longer appropriately registered or exempt from those requirements.

### **Trading by Saskatchewan Users**

8. The Applicant will not provide access to a Saskatchewan User to trading in products other than swaps, as defined in section 1a(47) of the United States Commodity Exchange Act as amended, without prior approval of the Authority.

### **Submission to Jurisdiction and Agent for Service**

9. With respect to a proceeding brought by the Authority arising out of, related to, concerning or in any other manner connected with the Authority's regulation and oversight of the activities of the Applicant in Saskatchewan, the Applicant will submit to the non-exclusive jurisdiction of (i) the courts and administrative tribunals of Saskatchewan and (ii) an administrative proceeding in Saskatchewan.

10. The Applicant will submit to the Authority a valid and binding appointment of an agent for service in Saskatchewan upon whom the Authority may serve a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding arising out of, related to, concerning or in any other manner connected with the Authority's regulation and oversight of the Applicant's activities in Saskatchewan.

### **Prompt Reporting**

11. The Applicant will notify staff of the Authority promptly of:

(a) any authorization to carry on business granted by the MAS is revoked or suspended or made subject to terms or conditions on the Applicant's operations;

(b) the Applicant institutes a petition for a judgment of bankruptcy or insolvency or similar relief, or to wind up or liquidate the Applicant or has a proceeding for any such petition instituted against it;

(c) a receiver is appointed for the Applicant or the Applicant makes any voluntary arrangement with creditors;

(d) the Applicant's marketplace is not in compliance with this Order or with any applicable requirements, laws or regulations of the MAS where it is required to report such non-compliance to the MAS;

(e) any known investigations of, or disciplinary action against, the Applicant by the MAS or any other regulatory authority to which it is subject; and

(f) the Applicant makes any material change to the eligibility criteria for Saskatchewan Users.

### **Semi-Annual Reporting**

12. The Applicant will maintain the following updated information and submit such information in a manner and form acceptable to the Authority on a semi-annual basis (by July 31 for the first half of the calendar year and by January 31 of the following year for the second half), and at any time promptly upon the request of staff of the Authority:

(a) a current list of all Saskatchewan Users and whether the Saskatchewan User is registered under the securities laws of Saskatchewan or is exempt from or not subject to registration, and, to the extent known by the Applicant, other persons or companies located in Saskatchewan trading on the Applicant's Platform as customers of participants (**Other Saskatchewan Participants**);

(b) the legal entity identifier assigned to each Saskatchewan User, and, to the extent known by the Applicant, to Other Saskatchewan Participants in accordance with the standards set by the Global Legal Entity Identifier System;

(c) a list of all Saskatchewan Users whom the Applicant has referred to the MAS, or, to the best of the Applicant's knowledge, whom have been disciplined by the MAS with respect to such Saskatchewan Users' activities on the Applicant's Platform and the aggregate number of all participants referred to the MAS since the previous report by the Applicant;

(d) a list of all active investigations since the previous report by the Applicant relating to Saskatchewan Users and the aggregate number of active investigations since the previous report relating to all participants undertaken by the Applicant;

(e) a list of all applicants in Saskatchewan for status as a participant who were denied such status or access to the Applicant since the previous report, together with the reasons for each such denial; and

(f) for each product,

(i) the total trading volume and value on the Platform originating from Saskatchewan Users, and, to the extent known by the Applicant, from Other Saskatchewan Participants, presented on a per Saskatchewan User or per Other Saskatchewan Participant basis; and

(ii) the proportion of worldwide trading volume and value on the Platform conducted by Saskatchewan Users, and, to the extent known by the Applicant, by Other Saskatchewan Participants, presented in the



aggregate for such Saskatchewan Users and Other Saskatchewan Participants;

provided in the required format.

**Information Sharing**

13. The Applicant will provide such information as may be requested from time to time by, and otherwise cooperate with, the Authority or its staff, subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information.