

ALBERTA SECURITIES COMMISSION

BLANKET ORDER 52-501

Citation: Re Exemption from National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure*, 2021 ABASC 178

Date: 20211129

Interpretation

1. Terms defined in the *Securities Act* (Alberta) (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 in this Blanket Order.
2. In this Blanket Order:
 - "**Bank Act**" means the *Bank Act* (Canada);
 - "**eligible issuer**" means a reporting issuer that is, or that has an affiliate that is, a federal financial institution and 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

3. Section 4(1)(e) of the Instrument provides that the Instrument does not apply to an issuer in respect of disclosure of a specified financial measure that is required under law, or by an 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.
4. 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 who are subject to the OSFI Guidelines are unable to rely on the exception in section 4(1)(e) of the Instrument.
5. Under section 213 of the Act, the Commission may by order exempt any class or classes of persons or companies from all or any provision of Alberta securities laws.

Order

6. Considering that it would not be prejudicial to the public interest, the Commission orders that the Instrument 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 that 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 was disclosed.

Effective Date and Expiry

7. This Blanket Order takes effect on December 2, 2021 and expires on the earlier of the following:
 - (a) June 2, 2023;
 - (b) the effective date of any amendment to the Instrument that addresses substantially the same subject matter as this Blanket Order.

For the Commission:

“original signed by”

Stan Magidson
Chair

“original signed by”

Kari Horn
Vice-Chair