



Canada – June 2018

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## Disclosure of Related Registrants

ITG Canada Corp. (“ITG Canada”) is related to TriAct Canada Marketplace LP (“TriAct”) and both are wholly owned by Investment Technology Group, Inc.

### ABOUT INVESTMENT TECHNOLOGY GROUP, INC.

Investment Technology Group, Inc. (“ITG”) trades on the New York Stock Exchange under the ticker symbol ITG, and is a specialized agency brokerage and technology firm that partners with clients globally to provide innovative solutions spanning the entire investment process. A pioneer in electronic trading, ITG has a unique approach that combines pre-trade analysis, order management, trade execution, and post-trade evaluation to provide clients with continuous improvements in trading and cost efficiency. The firm is headquartered in New York with offices in North America, Europe and the Asia Pacific regions. For more information on ITG, please visit [www.itg.com](http://www.itg.com). ITG operates in Canada through its wholly-owned subsidiary, ITG Canada Corp., member Investment Industry Regulatory Organization of Canada (“IIROC”) and the Canadian Investor Protection Fund (“CIPF”).

### ABOUT TRIACT CANADA MARKETPLACE LP

TriAct (member IIROC, CIPF) offers specialized marketplaces and order execution services to meet the unique needs of the Canadian securities industry through its operation of MATCHNow, Canada’s premier broker-neutral dark pool. Operating strictly on a broker-neutral basis, MATCHNow is a non-quoting marketplace which facilitates the matching of buyers and sellers, never participating on an agency or proprietary basis in any trade. TriAct strives to offer better execution to institutional, proprietary and retail customers alike. TriAct is a wholly-owned subsidiary of ITG Canada Corp. To obtain more information, please visit [www.matchnow.ca](http://www.matchnow.ca).

TriAct does not engage in activities as an adviser, dealer or underwriter in respect of any of its own securities, or the securities of any of its related issuers, or, in the course of a distribution, in respect of the securities of any connected issuers of TriAct. Further, TriAct hereby undertakes not to engage in such activities except in compliance with Part XIII of the Regulation under the *Securities Act (Ontario)*.

Messrs. Etienne Phaneuf and Gregory Davies are employed by TCM Corp., the general partner of TriAct, as an officer, in the case of Mr. Davies and director, in the case of Mr. Phaneuf. Mr. Phaneuf and Mr. Davies are also directors and officers of ITG Canada, an IIROC member firm and a registrant under the *Securities Act (Ontario)*. Mr. Davies is an officer of TriAct.

These individuals and entities are expected to be aware of and abide by the policies of ITG Canada and TriAct, as applicable, concerning conflicts of interest and confidentiality of information, and all other applicable legal and regulatory requirements, and to apply them to information they may receive in one role or the other to minimize any possible conflict of interest.



## **ABOUT ITG INC.**

ITG operates in the United States through its wholly-owned subsidiary, ITG Inc. (member FINRA, SPIC). ITG Inc. is exempt from dealer registration under the Securities Act (Ontario) as it is relying on the international dealer exemption contained in Section 8.1 8 of National Instrument 31-103 Registration Requirements and Exemption. ITG Inc. is registered under the international dealer exemption in each of the following provinces: Alberta, British Columbia, New Brunswick, Ontario, Québec and Saskatchewan.

## **ABOUT AEQUITAS INNOVATIONS INC.**

Aequitas Innovations Inc. (“Aequitas”) is a private Canadian Corporation which operates the Aequitas NEO Exchange, a Canadian marketplace which began operations in 2015. ITG Canada owns a minority position in Aequitas, alongside other IIROC dealers, some asset managers and pension funds, and other corporations. ITG Canada’s position as a stakeholder in the Exchange is also disclosed on the Aequitas website.

Mr. Arjun Ganesan is on the Board of Directors of Aequitas, and is also Managing Director of ITG Inc. (member FINRA, SPIC).

All of the individuals noted above (Messrs. Phaneuf, Davies and Ganesan) are expected to be aware of and abide by the policies of ITG Canada, TriAct, ITG Inc., and Aequitas, as applicable, concerning conflicts of interest and confidentiality of information, as well as all other applicable legal and regulatory requirements, and to apply them to information they may receive in one role or another to minimize any possible conflict of interest.

## **STATEMENT OF POLICIES AND UNDERTAKING RESPECTING RELATED AND CONNECTED ISSUERS**

ITG Canada may offer to purchase or sell, as either principal or agent, securities of the Related Issuer noted below and, may on occasion have a position or interest in such securities.

### **Investment Technology Group, Inc. (Parent company) listed on NYSE as “ITG”**

The securities laws of the Province of Ontario require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules. These rules require dealers and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of these securities laws for the particulars of these rules and their rights or consult with a legal adviser.

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