



NATIONAL SECURITIES CLEARING CORPORATION

Disclosure Framework for Covered Clearing Agencies and
Financial Market Infrastructures

December 2025

ADVANCING FINANCIAL MARKETS. TOGETHER.™

Responding Institution: National Securities Clearing Corporation (“NSCC”)
Jurisdiction: State of New York, United States of America
Authorities: U.S. Securities and Exchange Commission

Except as noted in Section II, the information provided in this Disclosure Framework is accurate as of March 31, 2024; financial information and certain other data are provided as of the dates specified.

This Disclosure Framework can also be found on the DTCC website (www.dtcc.com).

For further information, please contact DisclosureFrameworks@dtcc.com.

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I. Executive Summary

The Committee on Payments and Market Infrastructures and the Technical Committee of the International Organization of Securities Commissions (collectively, “CPMI-IOSCO”) recognize that financial market infrastructures (“FMIs”), which include payment systems, central securities depositories (“CSDs”), securities settlement systems, central counterparties (“CCPs”), and trade repositories, each play a critical role in the financial system and the broader economy. FMIs facilitate clearing, settling, and recording of monetary and other financial transactions, contributing to the goal of financial stability. CCPs, such as National Securities Clearing Corporation (“NSCC”), interpose themselves between counterparties to financial transactions. CPMI-IOSCO has recognized that, while properly managed FMIs bring great benefits to promoting market safety, they also have the potential to concentrate risk. Therefore, it is important that FMIs, such as NSCC, have effective risk controls and adequate financial resources.

CPMI-IOSCO’s 2012 report on the Principles for financial market infrastructures (“FMI Principles”) contains 24 FMI Principles covering the major types of risks faced by FMIs. One key objective of the FMI Principles is to encourage clear and comprehensive disclosure by FMIs, through a public “Disclosure Framework” that explains how their businesses and operations reflect each of the applicable FMI Principles. The U.S. Securities and Exchange Commission (“SEC”), in Rule 17ad-22(e)(23), has adopted a similar approach to disclosure by covered clearing agencies.¹

This Disclosure Framework covers NSCC, a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”), which provides CCP services to its customers with respect to securities transactions in equities, corporate bonds, municipal securities and unit investment trusts in the U.S. NSCC is a clearing agency registered with, and under the supervision of, the SEC. In July, 2012, NSCC was designated as a systemically important financial market utility (“SIFMU”) under Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank”); and it is a “covered clearing agency” under the SEC’s Standards for Covered Clearing Agencies.²

This Disclosure Framework is intended to provide relevant disclosure to NSCC’s stakeholders, including its participants and indirect users, on NSCC’s key services and the methods it uses to manage the risks to itself and others of providing these services. In addition, this document facilitates NSCC’s compliance with CCAS 17ad-22(e)(23).

¹ 17CFR 240.17ad-22(e)(23).

² See Standards for Covered Clearing Agencies, Exchange Act Release No. 78961 (September 28, 2016), 81 FR 70786 (October 13, 2016) (hereinafter, “Covered Clearing Agency Standards” or “CCAS,” and when referring to a specific rule, “CCAS 17ad-22(e) . . .”).

II. Summary of Material Changes since the Last Update of the Disclosure

This Disclosure Framework, which was comprehensively updated as of March 31, 2024, is published in adherence with FMI Principle 23 and CCAS 17ad-22(e)(23)(iv). The following is a quarterly summary of material changes since March 31, 2024:

Q2: April 1, 2024 – June 30, 2024

- As an update to the General Background of NSCC and Key Metrics, the graphic of active direct subsidiaries was adjusted to include DTCC Digital (US) Inc.
- As an update to FMI Principle 3 as well as CCAS 17ad-22(e)(3), language was added to describe DTCC's Liquidity Optimizer tool that Members can use to view liquidity needs and available resources.
- As an update to FMI Principles 3 and 20 as well as CCASs 17ad-22(e)(3) and (20), additional information was provided regarding the NSCC and OCC's settlement and assignment of options accord. This information included a discussion of what happens following a common member's default and information sharing.
- As an update to FMI Principle 7 as well as CCAS 17ad-22(e)(7), reference to the two-day settlement cycle was removed as markets moved to a one day (T+1) settlement cycle as of May 28, 2024.

Q3: July 1, 2024 – September 30, 2024

- None.

Q4: October 1, 2024 – December 31, 2024

- As an update to FMI Principles 3 and 17 as well as CCAS 17ad-22(e)(3) and CCAS 17ad-22(e)(17), changes were made to reflect compliance with SEC Rule 17ad-25(i),(j) related to managing risks from relationships with service providers for core services (CSPs).
- As an update to FMI Principles 2 and 21 as well as CCAS 17ad-22(e)(2) and CCAS 17ad-22(e)(21), changes were made to reflect that DTCC established advisory councils comprised of representatives from clearing agency participants, their customers and other stakeholders in order to solicit views on material developments in the clearing agencies' risk management and operations and escalate these viewpoints to the Board or the appropriate Board committee for its consideration in compliance with SEC Rule 17ad-25(j).

Q1: January 1, 2025 – March 31, 2025

- As an update to FMI Principle 9 as well as CCAS 17ad-22(e)(9), changes were made to reflect that the Second Amended and Restated Netting Contract and Limited Cross-Guaranty Agreement, dated October 1, 2022, was amended and restated, and is now the Third Amended and Restated Netting Contract and Limited Cross-Guaranty Agreement, dated as of February 6, 2025.

Q2: April 1, 2025 – June 30, 2025

- As an update to FMI Principle 3 as well as CCAS 17ad-22(e)(3), changes were made to reflect the adoption of a Clearing Agency Framework for Certain Requirements on Governance and Conflicts of Interest and revisions to the Risk Tolerance Statements which (i) consolidated the Credit, Market and Liquidity risks under the Clearance and Settlement Risk family; (ii) the additional of Data Management Risk; and (iii) a shift to make Strategic Risk its own risk family.

Q3: July 1, 2025 – September 30, 2025

- As an update to FMI Principle 3, as well as CCAS 17ad-22(e)(3), changes were made to remove specific reference to the New Initiatives Policy as the governing document for NSCC's new initiatives processes, reflecting that the policy has been retired, and to update the language to refer more generally to NSCC's new initiative processes.
- As an update to FMI Principle 18 as well as CCAS 17ad-22(e)(18), changes were made to include a description of NSCC Rule 60A (Systems Disconnect: Threat of Significant Impact to the Corporation's Systems).
- As an update to FMI Principle 21 as well as CCAS 17ad-22(e)(21), changes were made to (i) remove a reference to a process and policy relating to new initiatives which are no longer in effect.(ii) remove references to advisory boards which are no longer in use and (iii) revise references to pricing to reflect the current pricing methodology.

Q4: October 1, 2025 – December 31, 2025

- As an update to FMI Principle 3 and 13, as well as CCAS 17ad-22(e)(3) (e)(13), changes were made to describe updates to the NSCC Recovery and Wind-down ("R&W") Plan made to comply with new SEC Rule 17ad-26 impacting covered clearing agency R&W Plans.
- As an update to FMI Principle 5 as well as CCAS 17ad-22(e)(5), changes were made to reflect that the Clearing Agency Securities Valuation Framework was renamed the Clearing Agency Price and Margin Input Data Framework and was amended to, among other things, address inputs to NSCC's margin methodologies.
- As an update to FMI Principle 6 as well as CCAS 17ad-22(e)(6), changes were made to (i) reflect modification of the CNS Fails Charge and (ii) address inputs to NSCC's margin methodologies.

III. General Background of NSCC and Key Metrics

A. General Description of NSCC and Organization

NSCC provides clearing, settlement, risk management, and CCP services for trades involving equities, corporate and municipal debt, exchange-traded funds, and unit investment trusts in the United States.

Regulatory, supervisory, and oversight framework

NSCC was organized in 1976 as a business corporation under New York law, and is a clearing agency registered with the SEC pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended (“Exchange Act”). As a registered clearing agency, NSCC is subject to the requirements that are contained in the Exchange Act and in the SEC’s regulations and rules thereunder. As noted above, these requirements include the Covered Clearing Agency Standards, which provide enhanced standards for entities that meet the definition of “covered clearing agency.” The Covered Clearing Agency Standards establish minimum requirements regarding how registered clearing agencies must maintain effective risk management procedures and controls as well as meet the statutory requirements under the Exchange Act on an ongoing basis. It is designed to enhance the regulatory framework for the supervision of clearing agencies.

In accordance with Dodd-Frank, NSCC’s designation as a SIFMU requires that it meet prescribed risk management standards and heightened oversight by the SEC in order to promote robust risk management and safety and soundness, reduce systemic risk, and support the stability of the broader financial system. NSCC is also a “clearing corporation” within the meaning of Article 8 of the New York Uniform Commercial Code. These laws, regulations and rules are readily accessible to NSCC’s participants and the general public via the internet and through other public sources.

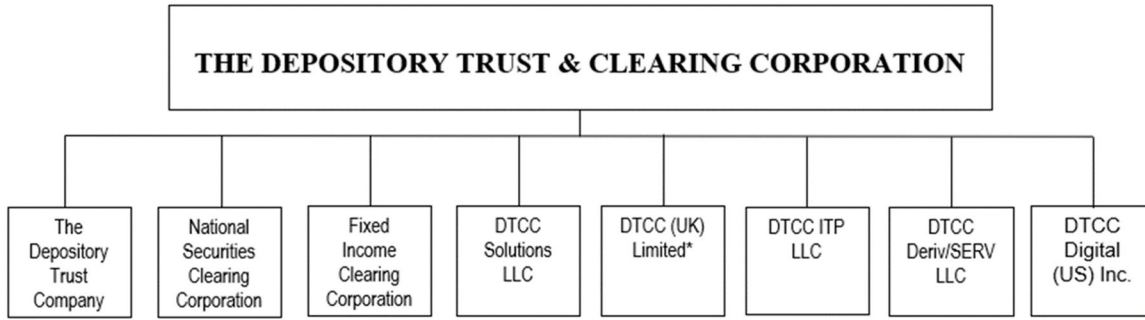
Organization

DTCC is the parent company of NSCC. DTCC is a non-public holding company that owns three SIFMUs and related businesses. In addition to NSCC, DTCC also owns The Depository Trust Company (“DTC”), the world’s largest CSD and a registered clearing agency for the settlement of securities transactions for eligible securities and other financial assets, and Fixed Income Clearing Corporation (“FICC”), a registered clearing agency and CCP that operates two divisions. FICC’s Government Securities Division provides clearing, netting, settlement and CCP services to the U.S. government securities market. The Mortgage-Backed Securities Division provides such services to the U.S. mortgage-backed securities market. DTC and FICC are also SIFMUs.

DTCC, through its other subsidiaries, provides critical information, post-trade processing and transactional services, including through global trade repositories, to financial market participants in the U.S. and globally.

DTCC’s common stock is owned by the financial institutions that are participants of its registered clearing agency/SIFMU subsidiaries. DTCC’s governance arrangements—and those of its clearing agency subsidiaries—are designed to promote the safety and efficiency of its clearing agency subsidiaries, support the stability of the broader financial system, and promote the objectives of its participants. These governance arrangements are more fully described in response to Principle 2 (Governance) below.

DTCC’s active direct subsidiaries are shown in the following chart:



* This entity directly holds DTCC's interest in non-US data repositories and other non-US businesses

A description of the activities of DTCC's principal subsidiaries is available on the DTCC website at www.dtcc.com.

B. Key Services: System Design and Operation

The following is a brief description of the core services and functions performed by NSCC.

Trade Capture

NSCC's core services are trade capture through its Universal Trade Capture ("UTC") system, and clearance and settlement through its Continuous Net Settlement ("CNS") System. Trade capture, the first step in the clearance and settlement process, involves the daily receipt of trade data from over 50 trading venues in the United States, including all U.S. securities exchanges and from alternative trading facilities, and from NSCC Members³ submitting transaction data directly. That data is then compared or recorded. Trade comparison consists of validating and matching the buy and sells sides of a securities transaction, and results in a compared trade that is reported to Members. Most trade data is submitted to NSCC on a "locked-in" basis, meaning that it is already compared by the marketplace of execution. When submitted, locked-in trades are validated and recorded, via NSCC's UTC system, and reported to Members. The only trade comparison currently being done by NSCC is for fixed income (corporate and municipal bond and unit investment trust) securities processing, through its Real-Time Trade Matching (RTTM(r)) service, which enables, dealers, brokers and other market participants to automate the processing of their fixed income securities throughout the trading day. NSCC also, separately, offers Members a service (the Obligation Warehouse service, or "OW", described below) to enable them to match over-the-counter ("OTC") transactions that are not otherwise generally matched through other facilities.

Correspondent Clearing / Special Representative Service

This service permits NSCC Members to clear and settle transactions executed for them by other Members acting as Special Representative (executing broker) (i) to accommodate a Member with multiple affiliate accounts that wishes to move a position resulting from a trade in the process of clearance from one of its affiliates to another; and (ii) to accommodate a Member that relies on its Special Representative to execute a trade in any market on its behalf to enable the resulting position to be moved from the Special Representative to that Member.

³ NSCC has several types of membership with different access levels to services. For ease of description, when summarizing various services and NSCC Rules in this Disclosure Framework, unless otherwise indicated by the context, the term "Member" is used throughout to denote a full-service participant that has access to NSCC's CCP services; the term "participant" is used to denote all membership categories.

Through NSCC's Correspondent Clearing Service, the NSCC Member acting as Special Representative submits offsetting trades to NSCC for transactions it has executed on behalf of the Member. If the original trade is a purchase order, the Special Representative would input a transaction where it is the seller and the Member is the buyer, effectively netting the Special Representative out of the original transaction. Correspondent Clearing transactions are processed through NSCC's UTC system.

CNS

Compared and recorded transactions in CNS-eligible securities are processed in the CNS system. To be CNS-eligible, a security must be eligible for book-entry transfer on the books of DTC, and must be capable of being processed in the CNS system; for example, securities may be ineligible for CNS processing due to certain transfer restrictions (e.g., 144A securities) or due to the pendency of certain corporate actions. Under the CNS system, all eligible compared and recorded transactions for a particular settlement date are netted by issue into one net long (buy), net short (sell) or flat position for each Member. As a continuous net system, those positions are further netted with positions of the same issue that remain open after their originally scheduled settlement date (usually T+1), so that trades scheduled to settle on any day are netted with fail positions to result in a single deliver or receive obligation for each Member for each issue in which it has activity. NSCC becomes the contra-party for settlement purposes, assuming the obligation of its Members that are receiving securities to receive and pay for those securities, and the obligation of Members that are delivering securities to make the delivery. CNS netting thus reduces the costs associated with securities transfers by reducing the number of securities movements required to settle transactions.

CNS relies on an interface with DTC for the book-entry movement of securities to settle transactions. CNS short positions are compared against Members' DTC accounts to determine availability of securities for delivery. If securities are available, they are transferred from the Member's account at DTC to NSCC's account at DTC to cover the Member's short obligations to CNS. To control the automatic delivery of securities from their DTC accounts (for example, to prevent the automatic delivery of customer fully paid securities), Members can use CNS exemption procedures. Partial settlements are permissible.

The allocation of CNS long positions to receiving Members is processed in an order determined by an algorithm built into the system. Securities are automatically allocated to Members' long positions as the securities are received by NSCC. Members can request that they receive priority for some or all issues on a standing or override basis. Submission of buy-in notices and other specified activity will also affect the priority of a Member's long position.

Daily money settlement for CNS activity is based on the value of all settled positions plus or minus mark-to-the-market amounts for all CNS obligations still open after processing completes for the day (i.e., fails), and occurs through NSCC. The CNS deliveries made through DTC are made free of payment.

When DTC and NSCC moved to same day funds settlement in 1996, certain cross-guarantees and arrangements between NSCC and DTC were established to permit transactions to flow smoothly between DTC's system and the CNS system in a collateralized environment. Under this arrangement, DTC provides a guarantee to NSCC of all CNS long allocations (i.e., deliveries from CNS), and NSCC provides a guarantee to DTC for all CNS short covers (i.e., deliveries from the broker to CNS to satisfy a CNS delivery obligation). These guarantees ensure, among other things, that debits created in DTC's system continue to be collateralized when the securities serving as collateral are delivered into the CNS system as short covers and reduce risk at NSCC by ensuring that long allocations, or the approximate value of long allocations, will be made available to NSCC to cover certain exposures. These arrangements are described in more detail in response to Principle 20 (FMI Links) below.

Securities Financing Transaction (SFT) Clearing Service

The Securities Financing Transaction Clearing Service is a central clearing and settlement infrastructure for overnight borrows and loans of equity securities (collectively, securities financing transactions or "SFTs"). The SFT Clearing Service supports the central clearing of clients' SFTs intermediated by Sponsoring Members or Agent Clearing Members as well as the central clearing of SFTs between NSCC

full-service Members. The SFT Clearing Service also allows lenders and borrowers to submit pre-established bilaterally-settled SFTs for clearing.

Balance Order processing

For securities that are ineligible for processing in CNS, NSCC provides a Balance Order Accounting system that produces netted and allotted receive and deliver instructions for NSCC Members. The portion of a Balance Order that is settled through NSCC is the “Clearance Cash Adjustment”, which is essentially a mark-to-market payment of the netted position to effectively bring the netted position contract price to a common market price at the time when Balance Order receive and deliver order instructions are issued by NSCC. The Clearance Cash Adjustment is not linked to the actual settlement of the Balance Order; it is due irrespective of whether the securities settle on the scheduled settlement date. Its purpose is to enable the processing of netted and allotted Balance Orders, by providing an adjustment to a common mark-to-market price. Settlement of this funds amount is part of NSCC’s Balance Order trade guaranty, described in further detail in Addendum K to NSCC’s Rules. NSCC does not become a counterparty to Balance Order transactions, but it does provide a trade guaranty to the receive and deliver parties, which remains effective through the close of business on the scheduled settlement date. The settlement of Balance Order transactions occurs outside of NSCC. As a result, NSCC’s guaranty for these transactions is effectuated as follows: In the event of the insolvency of a Member, Members are required to close out the open guaranteed Balance Order transactions they had with the insolvent party and report gains or losses to NSCC, within a specified period of time. Any gains must be paid to NSCC, and NSCC will cover the losses on such closed-out transactions.

Money Settlement

Members are obligated to designate a settling bank to effect daily money settlement on their behalf. They may designate a settling bank of their own choosing, provided the bank meets certain financial criteria, is a Federal Reserve member, and agrees to settle through use of the Federal Reserve System’s National Settlement Service (“NSS”). Money settlement at NSCC occurs at the end of the day and, from an operational perspective, is centralized with DTC’s end-of-day money settlement so as to provide common participants with consolidated reporting and a single point of access for all settlement information.

Throughout the day, money debit and credit data generated by participant activities are recorded in the settlement system. At the end of the processing day, the data is summarized by NSCC product category (i.e., CNS, Mutual Fund Services, Insurance & Retirement Services, Envelope Settlement Services, etc.) and netted to produce an aggregate money debit or credit for each participant. Similarly, DTC activity is also recorded and netted, separately. Following the determination of final net numbers for each participant for each clearing agency, these amounts are further netted to produce a consolidated net money settlement obligation. So, for example, a participant with a settlement debit at NSCC and a settlement credit at DTC will have the NSCC debit netted against the DTC credit.

The consolidated net balances of the participant customers of the settling banks are then further netted to produce a single net-net settling bank consolidated debit or credit. Settlement of these net-net balances occurs through NSS, whereby DTC, on its own behalf and as NSCC’s settlement agent, submits instructions to have the Federal Reserve accounts of the settling banks charged for their net-net debit balances and credited with their net-net credit balances.

Additional services

In addition to the core services described above, NSCC offers a number of other services, developed over the years in response to industry requests and initiatives. These services—which are not guaranteed by NSCC and for which it does not act as a CCP—include:

Wealth Management Services. NSCC provides a family of non-guaranteed services to support mutual funds (“Mutual Fund Services”), alternative investment products (“Alternative Investment Product Services” or

“AIP Services”) and insurance and retirement products (“Insurance & Retirement Services”). NSCC’s Mutual Fund Services are the industry standard for processing fund transactions, communicating account-related information, and linking fund companies with their network of distribution firms. The Fund/SERV® service automates purchases, registrations, redemptions and settlement of fund transactions. Other Mutual Fund Services capabilities include coordinating account information between funds and firms; processing defined contribution transactions; settling commission and fee payments; transferring accounts between firms, and assets in IRAs between fund companies; and, through the Mutual Fund Profile Service, providing a centralized repository for information about funds, including information contained in a fund’s prospectus.

Alternative investment products are primarily private investment vehicles that are purchased, redeemed and valued periodically rather than being valued and processed on a daily basis. NSCC’s Alternative Investment Product Services include the automated processing of new accounts, purchases and redemptions, position reporting, activity reporting, fund offering terms and valuation, and commission payments. NSCC participants using AIP Services settle money payments with respect to these services outside of NSCC’s end-of-day net money settlement. All AIP money settlement is effected on a gross basis, where on the applicable settlement date, AIP debits are collected first, and in the afternoon all contra-side credits, where the corresponding debits have been collected, are paid.

NSCC’s Insurance & Retirement Services include processing of annuity and life insurance policy applications and premiums, licensing and appointments, commission payments, reporting of client positions and valuations, asset pricing, financial activity reporting and annuity customer account transfers. The aim of these services is to automate and provide seamless end-to-end communication between insurance carriers, distributors and their solution providers for the sale, processing and money settlement of insurance products nationwide.

Automated Customer Account Transfer Service (“ACATS”). ACATS provides NSCC Members with the ability to transfer customer accounts and assets from one firm to another. To accomplish this in an automated fashion, the service interfaces with CNS (through a separately tracked account) for the delivery and settlement of CNS-eligible securities, with the Fund/SERV service to expedite the re-registration of mutual fund positions, with Insurance & Retirement Services to facilitate the re-registration of annuity positions, and with DTC for (non-CNS) DTC-eligible securities. It also interfaces with The Options Clearing Corporation for transfers of option contracts.

Envelope Settlement Services (“ESS”). ESS standardizes and controls Member-to-Member physical delivery of securities in the New York metropolitan area. The Inter-city Envelope Settlement Service standardizes and controls the physical delivery of securities among Members between New York and Toronto.

Obligation Warehouse (“OW”). OW is a service that supports real-time bilateral matching of failed obligations and of transactions that are not otherwise submitted by the applicable marketplaces or Members themselves for trade comparison or recording through other NSCC trade capture services. Obligations held in the OW are maintained until they are either closed or cancelled. For example, on a daily basis the OW adjusts obligations for certain applicable corporate actions, and checks obligations for CNS eligibility. CNS-eligible obligations are exited from the OW and forwarded to CNS. Additionally, failed non-CNS obligations are periodically re-priced and re-netted.

DTCC Limit Monitoring. Introduced in 2014, DTCC Limit Monitoring is an NSCC tool that provides NSCC Members with a way to monitor trading activity on a post-trade basis and is intended to supplement Members’ existing internal risk management processes. Through this service, NSCC Members can monitor trading activity against limits that they have pre-set and can review notifications that are delivered when

these pre-set limits are being approached and when they are reached. (Any actions Members determine to take in response to these alerts is their responsibility and is taken away from NSCC.)⁴

Risk management

Risk management is the foundation for NSCC's ability to guarantee settlement, as well as the means by which it protects itself and its Members from the risks inherent in the settlement process. Procedures are in place to ensure that Members comply with NSCC's Rules. NSCC maintains strict membership standards, including minimum financial requirements and Members are subject to ongoing review following admission. NSCC's key risk management practices and procedures, including its process for closing out the open positions of a defaulting Member and allocating any consequent losses, are discussed in more detail under Principles 3 through 7 and Principle 13. To date, including through the 2008 well-publicized broker-dealer closeouts, NSCC has never invoked its membership loss allocation procedures.

C. Key Metrics for NSCC

As a CCP, NSCC provides specific quantitative disclosures with respect to certain FMI principles. These disclosures are intended to complement the narrative disclosures included in this Disclosure Framework. The NSCC Quantitative Disclosures for Central Counterparties can be found on the DTCC website.

⁴ The SEC approved a proposed rule change to decommission the DTCC Limit Monitoring tool effective November 15, 2024. See SR-NSCC-2024-004.

IV. Principle-by-Principle and Standard-by-Standard Summary Narrative Disclosure

Principle 1: Legal basis; CCAS 17ad-22(e)(1)

<u>Principle 1: Legal Basis</u>	<u>CCAS 17ad-22(e)(1)</u>
<p><i>An FMI should have a well-founded, clear, transparent, and enforceable legal basis for each material aspect of its activities in all relevant jurisdictions.</i></p> <p>Key consideration 1: The legal basis should provide a high degree of certainty for each material aspect of an FMI's activities in all relevant jurisdictions.</p> <p>Key consideration 2: An FMI should have rules, procedures, and contracts that are clear, understandable, and consistent with relevant laws and regulations.</p> <p>Key consideration 3: An FMI should be able to articulate the legal basis for its activities to relevant authorities, participants, and, where relevant, participants' customers, in a clear and understandable way.</p> <p>Key consideration 4: An FMI should have rules, procedures, and contracts that are enforceable in all relevant jurisdictions. There should be a high degree of certainty that actions taken by the FMI under such rules and procedures will not be voided, reversed, or subject to stays.</p> <p>Key consideration 5: An FMI conducting business in multiple jurisdictions should identify and mitigate the risks arising from any potential conflict of laws across jurisdictions.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(1) Provide for a well-founded, clear, transparent, and enforceable legal basis for each aspect of its activities in all relevant jurisdictions.</p>

Legal basis for material aspects of NSCC's activities in all relevant jurisdictions

The material aspects of NSCC's activities include:

1. trade capture, comprising trade comparison and validation;
2. trade guarantee, netting and assignment and assumption of delivery and receive obligations;
3. novation of securities financing transactions;
4. continuous net settlement and end-of-day net funds settlement and finality;
5. risk management and collateral arrangements;

6. default procedures and liquidity resources (including closing out a defaulting Member's open positions and closeout netting); and
7. links, such as those with other CCPs and depositories.

In evaluating the legal basis for NSCC's core activities, the United States is the critical venue for NSCC's operations and the markets it serves and the location of collateral held by NSCC. NSCC is a New York corporation, and NSCC's Rules & Procedures (collectively referred to as "NSCC's Rules" or "Rules") and NSCC's liquidity arrangements are expressly governed by New York law.⁵

All participants are required to execute membership agreements under which they agree to be bound by NSCC's Rules, and agree, *inter alia*, that the Rules shall be a part of the terms and conditions of every contract or transaction that they may make or have with NSCC and that New York law is the governing law of the agreements. Entities acting as settling banks on behalf of participants execute agreements covering such arrangements, and are required, under the Rules, to be either a Member or a "Settling Bank Only Member"; as such, they execute a membership agreement under which they also agree to be bound by NSCC's Rules (which include the requirements for money settlement). NSCC's Rules are public and can be found on the DTCC website.

Federal law, principally the Exchange Act and Title VIII of Dodd-Frank, governs the activities of NSCC as a registered clearing agency, SRO and SIFMU.

NSCC ensures that its legal basis provides a high degree of legal certainty for each material aspect of its activities in all relevant jurisdictions:

1. *By structuring its activities and Rules in accordance with the laws of the relevant jurisdictions.*

NSCC's activities and its Rules are structured in accordance with the laws of New York and the United States. The principal laws comprising the legal framework under which NSCC operates include: (1) the Exchange Act, particularly Sections 17A and 19, (2) the New York Business Corporation Law ("New York BCL"), (3) the New York Uniform Commercial Code ("New York UCC"), particularly Articles 8 and 9, (4) general New York contract law, (5) the Securities Act of 1933, as amended, (6) the Federal Deposit Insurance Act, as amended ("FDIA"), (7) the U.S. Bankruptcy Code ("Bankruptcy Code"), (8) the Federal Deposit Insurance Corporation Improvement Act of 1991, as amended ("FDICIA"), (9) the Securities Investor Protection Act of 1970, as amended ("SIPA"), and (10) Dodd-Frank, particularly Title II, regarding the orderly liquidation authority ("OLA"), and Title VIII, regarding payment, clearing and settlement supervision. The ability of NSCC to enforce its Rules to accomplish its core clearance and settlement and risk management functions has been repeatedly confirmed by courts in the United States.⁶ Moreover, courts have routinely held that state-law challenges to the existence or operation of NSCC's SEC-approved

⁵ NSCC is also qualified to do business in New Jersey and Florida, where it maintains certain operations.

⁶ See *generally* *Pet Quarters, Inc. et al. v. Depository Trust and Clearing Corporation et al.*, 559 F.3d 772 (8th Cir. 2009); *Whistler Investments, Inc. et al. v. The Depository Trust and Clearing Corporation et al.*, 539 F.3d 1159 (9th Cir. 2008); *Nanopierce Technologies, Inc. et al. v. The Depository Trust and Clearing Corporation et al.*, 168 P.3d 73 (Nev. 2007).

programs are federally preempted because they conflict with congressional directives as set forth in Section 17A of the Exchange Act.⁷

2. Through the Proposed Rule Change and Advance Notice Processes.

As a clearing agency registered with the SEC, the Exchange Act provides a framework under which NSCC's Rules are adopted and enforced. NSCC's Rules are filed with and reviewed by the SEC.⁸ As a clearing agency registered under Section 17A of the Exchange Act, a self-regulatory organization subject to Section 19 of the Exchange Act, and a SIFMU under Title VIII of Dodd-Frank, NSCC is required to follow: (1) a specified process whenever it proposes a new rule or a change or amendment to its Rules⁹ ("Proposed Rule Change," and the process, "Proposed Rule Change Process") and (2) a specified process whenever it proposes to make a change to its rules, procedures or operations that could materially affect the nature or level of risks presented by NSCC¹⁰ ("Material Change," and the process, "Advance Notice Process").

Under the Proposed Rule Change Process, generally, before a Proposed Rule Change may take effect, (1) the change and an explanatory statement, completed pursuant to the SEC Form 19b-4, must be filed with the SEC and posted by NSCC on DTCC's website, (2) notice of the filing and the substantive terms or description of the change must be published by the SEC in the *Federal Register* for public review and comment, and (3) the SEC must approve the change (or the change must otherwise be permitted to take effect¹¹). The SEC is required to disapprove a Proposed Rule Change if it does not find that the change is consistent with the requirements of the Exchange Act and the rules and regulations thereunder that are applicable to NSCC.

Similar submission, disclosure and publication requirements apply to the Advance Notice Process, where, generally, NSCC must provide 60 days advance notice to the SEC ("Advance Notice") before a Material Change may take effect, describing the nature of the change, its expected effects on risks to NSCC, its Members or the market and how NSCC plans to manage any identified risks. A copy of the Advance Notice must also be: (1) provided by NSCC to the Board of Governors of the Federal Reserve System ("FRB"), (2) posted by NSCC on DTCC's website, and (3) published by the SEC in the *Federal Register* for public review and comment. The SEC must consult with the FRB in regard to an Advance Notice of a Material Change, and the SEC may object to the change if it determines that the change would be inconsistent with the

⁷ See *Whistler Investments*, 539 F.3d at 1167-68 (affirming the district court's dismissal of all claims on the grounds of preemption by Section 17A of the Exchange Act); *Pet Quarters*, 559 F.3d at 780-82; *Nanopierce Technologies*, 168 P.3d at 76 (concluding that "because the state law on which [plaintiffs] base their claims poses an obstacle to [DTCC, DTC and NSCC's] accomplishment of congressional objectives as explicitly stated in and gleaned from the [Exchange Act's] framework, and because [DTCC, DTC and NSCC's] compliance with both state and federal requirements concerning the securities transactions at issue in this case is impossible, section 17A of the [Exchange Act] preempts [plaintiffs'] claims.").

⁸ NSCC's Rules, as originally in effect at the time of its registration as a clearing agency, were filed with and reviewed by the SEC as part of the registration process. Subsequent changes in NSCC's Rules have been similarly filed with and reviewed by the SEC.

⁹ This process is set forth in Section 19(b) of the Exchange Act and Exchange Act Rule 19b-4.

¹⁰ This process is set forth in Section 806(e) of Dodd-Frank and Exchange Act Rule 19b-4.

¹¹ In certain limited circumstances, including fee changes, Proposed Rule Changes may become effective upon filing. Proposed Rule Changes may also become effective summarily if it appears to the SEC that such action is necessary for the protection of investors, the maintenance of fair and orderly markets, or the safeguarding of securities or funds. However, any Proposed Rule Change that becomes effective upon filing or summarily is subject to SEC review and the right of the SEC to take action thereafter.

objectives and principles for risk management standards described in Section 805(b) of Dodd-Frank or the rules and regulations thereunder that are applicable to NSCC.

3. *By requiring or otherwise obtaining legal opinions, analyses or advice.*

NSCC requires applicants for membership to provide a legal opinion concerning the membership agreement (which incorporates the Rules). This opinion provides NSCC with the necessary comfort to confirm that the membership agreement will be binding and enforceable on the applicant when it becomes a Member.

If an applicant is organized under the laws of a jurisdiction outside of the United States, NSCC relies on a legal opinion with respect to the laws of the non-U.S. jurisdiction that specifically addresses issues such as NSCC's ability to enforce its Rules (including its netting, guaranty/assumption, novation and assignment, and default management rules) under the applicable insolvency regime of the applicant's home jurisdiction, and the enforceability of the choice of New York law to govern the membership agreement and the Rules.

NSCC also obtains legal analyses or advice as it deems appropriate in connection with new services, changes in law, and other matters. For example, where applicable, an annual review is conducted with respect to each jurisdiction in which its participants are located to confirm the continued enforceability of its legal opinions and the advice it has received regarding relevant local licensing requirements.

NSCC's role as CCP, trade guaranty and netting

NSCC's authority to clear and settle securities transactions and act as a CCP is provided through: (1) its powers as a New York corporation under the New York BCL; (2) its registration as a clearing agency under the Exchange Act, which provides for the registration and regulation of clearing agencies and also prescribes standards for their operation and governance; (3) the New York UCC, which contains provisions for the operation of clearing corporations (including registered clearing agencies such as NSCC); and (4) general New York contract law, which provides the legal basis under which NSCC guarantees trades and, where it acts as a CCP, assumes the obligation and obtains the right, through assignment and assumption, to pay for and receive securities delivered from the delivering (short) Member, and to deliver securities and receive payment from the receiving (long) Member. The timing of NSCC's assumption of liability for guaranteed transactions and as a CCP is clearly set forth in NSCC's Rules; the Rules generally provide that CNS and Balance Order transactions are guaranteed as of the point they have (i) for bilateral submissions by Members, been validated and compared by NSCC, and (ii) for locked-in submissions, been validated by NSCC. For Balance Order transactions, this guarantee remains effective through the close of business on the scheduled settlement date. Furthermore, NSCC novates the off-legs of eligible SFTs with one-day terms. Generally, for an SFT that has been validated by NSCC, the off-leg of such SFT is novated to NSCC when its on-leg is settled at DTC or when its on-leg settlement obligation is discharged; however, the off-leg of a bilaterally initiated SFT (including a sponsored member transaction) is novated to NSCC as of the time NSCC provides a report confirming such novation.

As a general matter, U.S. law supports netting arrangements relating to securities transactions. In particular, the definition of "clearing agency" in the Exchange Act clearly recognizes that one of the roles of a clearing agency is to "reduce the number of settlements of securities transactions."¹² FDICIA supports "netting contracts" (which include the rules of a clearing organization), providing for the netting of payment obligations and payment entitlements between and among clearing organizations (including registered clearing agencies such as NSCC) and their members (including liquidation or closeout values relating to such obligations or entitlements). "Payment" includes both cash payments and noncash deliveries. NSCC's

¹² 15 U.S.C. 78c(a)(23)(A).

Rules (including the netting and limited cross guaranty agreements that NSCC has with other registered clearing agencies¹³) are a “netting contract” within the meaning of FDICIA.

FDICIA provides that (1) provisions of any security agreement or arrangement or other credit enhancement related to one or more netting contracts between any two members of a clearing organization (including the clearing organization itself) shall be enforceable in accordance with their terms (with limited exceptions); (2) notwithstanding any other provisions of state or federal law (with limited exceptions), the payment entitlements and obligations of members of a clearing organization (including the clearing organization itself) shall be terminated, liquidated, accelerated and netted in accordance with and subject to the conditions of any applicable netting contract; (3) the only obligation or entitlement of a member of a clearing organization to make or receive payment under a single netting contract to or from other members of a clearing organization (including the clearing organization itself) shall be equal to its net obligation or entitlement under the netting contract; and (4) no stay, injunction, avoidance, moratorium or similar proceeding or order, whether issued or granted by a court, administrative agency or otherwise, shall limit or delay application of otherwise enforceable netting contracts.

The provisions of FDICIA applicable to clearing organization netting therefore override any conflicting provisions of state or federal law, including the Bankruptcy Code, except to the extent otherwise expressly provided. The netting provisions of FDICIA were designed to reduce systemic risk to the financial markets. In addition, amendments to the FDIA, FDICIA, the Bankruptcy Code and SIPA in 2005 and 2006 included provisions that validate master netting agreements in respect of securities, commodities, forward, swap and repurchase transactions.

NSCC’s legal basis supports the finality of transfers of financial instruments and funds, and the effectiveness of its risk management and default management rules and procedures (including the closeout of positions of an insolvent Member).

NSCC’s Rules provide (1) the timing of, and requirements for, settlement, and (2) procedures that will be followed in the event of a failure of a Member to perform its obligations or the insolvency of a Member. As a general matter, U.S. law, including general New York contract law, the New York UCC, the New York BCL, the Exchange Act, the FDIA, FDICIA, the Bankruptcy Code, SIPA and Title II of Dodd-Frank, supports the settlement of securities transactions in accordance with NSCC’s Rules and the ability of NSCC to effectuate its risk management and default management rules and procedures (including closing out the open positions of an insolvent Member).

Settlement Finality

NSCC’s Rules provide that if securities of a Member are delivered to NSCC in the CNS system, the Member will be paid. Pursuant to NSCC Rule 12 (Settlement), securities deliveries/movements to Members are final at the “effective time.” Generally, the “effective time” occurs when it is clear that NSCC has either been paid, or is in a credit position with respect to a Member or its settling bank. These provisions are enforceable under general New York contract law, the New York UCC and the Exchange Act and are protected in the event of the insolvency of a Member (with limited exceptions) by relevant provisions of FDIA, FDICIA, the Bankruptcy Code, SIPA and Title II of Dodd-Frank.

NSCC, through its affiliate, DTC, utilizes the NSS, a payment system operated by the Federal Reserve System (“FRS”), to effect end-of-day net money settlement.¹⁴ As noted in the General Background (Key

¹³ These arrangements are described under Principles 9 (Money settlements), 13 (Participant-default rules and procedures) and 20 (FMI links).

¹⁴ NSS is governed by Federal Reserve Bank Operating Circular 12 “Multilateral Settlement.”

Services: System Design and Operation) above, money settlement occurs at the end of the day and, from an operational perspective, is centralized with DTC's end-of-day money settlement. As part of this process, and to further reduce the number of funds transfers, each Member's net debit or credit at NSCC is netted with its final net debit balance or credit balance at DTC. Following an acknowledgement process, settling banks, which may settle on behalf of multiple NSCC Members and/or DTC Participants, have the consolidated net balances of their respective participant customers further netted to produce a single net-net settling bank consolidated debit or credit. On each settlement day, DTC, on its own behalf and as NSCC's settlement agent, collects net-net debits from, and distributes net-net credits to, the designated settling banks through the NSS.¹⁵ Funds transfers become final at the time that funds are moved through the NSS.

Clearing Fund payments are currently paid by wire transfer through the Fedwire® service, a payment system operated by the FRS.¹⁶ Payment to the receiving party (NSCC) through the Fedwire service is final and irrevocable upon the crediting of the receiving party's account, or when the payment order is sent to the receiving party, whichever is earlier. Payment orders generally are processed promptly following the applicable Federal Reserve Bank's receipt of a transfer message.¹⁷

With respect to SFTs, NSCC's Rules provide that settlement of an SFT is deemed to be final at the "final settlement" of such SFT. Generally, the "final settlement" of an SFT occurs upon the exchange of borrowed SFT securities for the applicable cash payment. However, with respect to an SFT between a Sponsoring Member and its Sponsored Member, the settlement of such SFT is deemed to be final when the Sponsoring Member credits the securities and cash on its books and records.

Risk Management and Default Management Rules and Procedures.

NSCC's Rules also provide risk management tools: Rule 4 provides for the collection of Clearing Fund (margin) from Members, the form and manner in which such funds or collateral is provided and the means by which losses are to be allocated. Procedure XV sets forth the formula used to calculate each Member's required deposits to the Clearing Fund. In addition, Rule 15 provides NSCC with the right to require Members to provide adequate assurances of their operational capability and financial responsibility, which may include, when appropriate, requiring additional or increased deposits to the Clearing Fund. Additionally, the cross-guaranty arrangements described under Principles 9 (Money settlements) and 13 (Participant-default rules and procedures) are structured as "netting contracts" under FDICIA.

These provisions of NSCC's Rules are enforceable under general New York contract law, the New York UCC and the Exchange Act and are protected in the event of the insolvency of a Member (with limited exceptions) by relevant provisions of the FDIA, FDICIA, the Bankruptcy Code, SIPA and Title II of Dodd-Frank. In the case of cash deposits to the Clearing Fund, title is transferred to NSCC by the transfer of the funds to accounts of NSCC.

¹⁵ Each settling bank is required to have an account at a Federal Reserve Bank to be debited or credited in this process.

¹⁶ Funds transfers through the Fedwire service are governed by Subpart B of Regulation J, which incorporates the provisions of Article 4A of the UCC, and Federal Reserve Bank Operating Circular 6 "Funds Transfers Through the Fedwire® Funds Service."

¹⁷ See FRB, *The Fedwire® Funds Service Disclosure, December 1, 2023, at 52, available at <https://www.frb.org/binaries/content/assets/crsocms/financial-services/wires/funds-service-disclosure.pdf>.*

In the case of a Member default or insolvency, NSCC may cease to act for the Member and, in that event, proceed to close out the open CNS positions and SFT Positions of the Member¹⁸ (or, in the case of Balance Order transactions, direct the Members who are the contra-side to Balance Order receive and deliver instructions to close out their respective positions). Once completed, NSCC would determine a net gain or loss on the closeout.¹⁹ NSCC Rule 46 (Restrictions on Access to Services) and Rule 18 (Procedures for when the Corporation Ceases to Act) describe the circumstances under which NSCC may cease to act for a Member and the types of actions it may take.

As described more fully below, clearing agency closeout provisions (including access to and liquidation of collateral) are supported (with limited exceptions) under FDICIA, the Bankruptcy Code, SIPA, the FDIA and Title II of Dodd-Frank.

(a) FDICIA

As noted above, FDICIA supports the effectiveness of “netting contracts”, which include the rules of a clearing organization, providing for the netting of payment obligations and payment entitlements between and among clearing organizations and their members (including liquidation or closeout values relating to such obligations or entitlements). “Payment” includes both cash payments and noncash deliveries. NSCC’s Rules are a “netting contract” within the meaning of FDICIA.

Further, Section 404(h) of FDICIA provides that the provisions of any security agreement or arrangement or other credit enhancement related to one or more netting contracts between any two members of a clearing organization (including the clearing organization itself) shall be enforceable in accordance with their terms (with limited exceptions) and shall not be stayed, avoided or otherwise limited by any state or federal law (with limited exceptions). FDICIA also provides that: (1) Section 404 of FDICIA shall be given effect notwithstanding that a member of a clearing organization is a failed member, and (2) no stay, injunction, avoidance, moratorium or similar proceeding or order, whether issued or granted by a court, administrative agency or otherwise, shall limit or delay application of otherwise enforceable netting contracts in accordance with Section 404 of FDICIA.

(b) The Bankruptcy Code, SIPA, the FDIA and Title II of Dodd-Frank

The insolvency regime applicable to a Member will generally depend on the jurisdiction in which the Member is organized, its form of organization and its regulatory status (among other factors). The U.S. insolvency regimes to which Members may be subject include Chapter 11 of the Bankruptcy Code (reorganization), Chapter 7 of the Bankruptcy Code (liquidation), SIPA (with respect to members of the Securities Investor

¹⁸ With respect to such defaulting Member, under NSCC Rule 18 (Procedures for When the Corporation Ceases to Act) and, with respect to SFT Positions, Section 14 of Rule 56 (Cease to Act Procedures for SFT Members with Open Securities Financing Transactions), NSCC may exit from its system non-guaranteed transactions (such as trade-for-trade transactions) and those transactions that have not reached the point where NSCC’s trade guaranty attaches, unless the Board of Directors determines otherwise. Accordingly, NSCC may determine to apply its trade guaranty to transactions that have not yet reached the point when NSCC’s trade guaranty would have attached pursuant to the Rules. Such decision may have a financial impact on the membership.

¹⁹ The process by which NSCC closes out transactions of a defaulting Member is described in greater detail under Principle 13 (Participant-default rules and procedures).

Protection Corporation (“SIPC”)), the receivership provisions of the FDIA (with respect to insured depository institutions) and Title II of Dodd-Frank regarding OLA (with respect to covered financial companies).²⁰

The insolvency of a U.S. Member that is not a member of SIPC, an insured depository institution or a covered financial company would typically be handled under Chapter 11 or 7 of the Bankruptcy Code. Although the automatic stay, prohibitions on *ipso facto* provisions and avoidance powers of the bankruptcy trustee are generally applied with respect to cases conducted under Chapters 11 and 7 of the Bankruptcy Code, the Bankruptcy Code contains various exceptions and safe harbors to those provisions that support the finality of securities transactions processed through securities clearing agencies and a clearing agency’s closeout of the insolvent member’s open positions.²¹ The Bankruptcy Code also provides similar exceptions and safe harbors that apply to master netting agreements.²²

The insolvency of a Member that is a member of SIPC, and whose customers would be entitled to advances from the SIPC fund created under SIPA to protect customers, would be handled under SIPA. Although SIPC proceedings generally involve (1) a protective decree of a federal district court that, among other things, freezes a member’s assets, and (2) the application of the Bankruptcy Code’s automatic stay and avoidance powers, there are exceptions and safe harbors in SIPA, as well as provisions typically included in such protective decrees, that support the finality of securities transactions processed through securities clearing agencies and their ability to close out the open positions of the insolvent member.²³

The insolvency of a Member that is an insured depository institution would be handled under the receivership provisions of the FDIA. Although the Federal Deposit Insurance Corporation (“FDIC”) generally

²⁰ As discussed below, legal risk relating to the insolvency regime applicable to a non-U.S. Member is identified, analyzed and mitigated through the use of legal opinions, analyses and/or advice.

²¹ Examples of such exceptions and safe harbors include: Sec. 362(b)(6) (exceptions from the automatic stay for the exercise of contractual rights under a security agreement related to a securities contract and to net out amounts owed under one or more securities contracts); Sec. 546(e) (limitations on avoidance powers for certain transfers in connection with a securities contract); Sec. 555 (protection for the exercise of a contractual right to liquidate, terminate or accelerate a securities contract).

²² Examples of such exceptions and safe harbors include: Sec. 362(b)(27) (exceptions from the automatic stay for the exercise of contractual rights under a security agreement related to a master netting agreement and to net out amounts owed under a master netting agreement, to the extent such rights would be exercisable in relation to the individual contracts subject to the master netting agreement); Sec 546(j) (limitations on avoidance powers for certain transfers in connection with a master netting agreement); Sec. 561 (protection for the exercise of a contractual right to liquidate, terminate or accelerate one or more contracts under a master netting agreement, to the extent such right would be exercisable in relation to the individual contracts).

²³ Examples of these exceptions and safe harbors include 15 U.S.C. §78eee(b)(2)(C), which provides that the automatic stay shall not apply to “any contractual rights [including rights set forth in a rule or bylaw of a securities clearing agency] of a creditor to liquidate, terminate, or accelerate a securities contract, commodity contract, forward contract, repurchase agreement, swap agreement, or master netting agreement, as those terms are defined in [the Bankruptcy Code], to offset or net termination values, payment amounts, or other transfer obligations arising under or in connection with one or more of such contracts or agreements, or to foreclose on any cash collateral pledged by the debtor, whether or not with respect to one or more of such contracts or agreements.” Moreover, protective decrees often recite many of the stay exceptions and safe harbors found in the Bankruptcy Code and SIPA and also contain additional stay exceptions and safe harbors not contained in the Bankruptcy Code and SIPA, including those designed to enable clearing agencies to timely effectuate a closeout or settlement.

has avoidance powers in cases under the FDIA, there are exceptions and safe harbors in the FDIA that support the finality of securities transactions processed through securities clearing agencies.²⁴

The FDIA does provide for up to a one-business-day stay of closeout actions while the FDIC determines whether to transfer all the insured depository institution's qualified financial contracts ("QFCs"), including securities contracts, to a successor institution. If the FDIC does not effectuate such a transfer, the FDIA protects the rights of parties to QFCs to terminate, liquidate or accelerate such contracts, net amounts owing thereunder and exercise rights under security agreements related to such contracts. Moreover, the FDIA requires the FDIC to transfer all or none of the QFCs between the institution and a given counterparty and all related collateral, and thus prohibits the FDIC from effectuating a transfer that would disrupt a bilateral netting set.

In the event the FDIC is appointed as receiver for a Member, NSCC expects to be in discussions with the FDIC regarding NSCC's acceptance of such a successor institution as a substitute Member.

The provisions of Title II of Dodd-Frank regarding OLA provide for the appointment of the FDIC as receiver for certain systemically important entities (defined in Title II of Dodd-Frank as "covered financial companies"). Although Title II provides the FDIC with certain avoidance powers in such cases, there are exceptions and safe harbors under Title II, which are similar to those under the FDIA that support the finality of securities transactions processed through securities clearing agencies.²⁵

As under the FDIA, Title II of Dodd-Frank provides for up to a one-business-day stay of closeout actions while the FDIC determines whether to transfer all the covered financial company's QFCs to a successor institution. If the FDIC does not effectuate such a transfer, Title II protects the rights of parties to QFCs to terminate, liquidate or accelerate such contracts, net amounts owing thereunder and exercise rights under security agreements related to such contracts. Moreover, as under the FDIA, Title II of Dodd-Frank requires the FDIC to transfer all or none of the QFCs between the covered financial company and a given counterparty and all related collateral, and thus prohibits the FDIC from effectuating a transfer that would disrupt a bilateral netting set.

In the event the FDIC is appointed as receiver for a Member under Title II of Dodd-Frank, NSCC expects to be in discussions with the FDIC regarding NSCC's acceptance of such a successor institution as a substitute Member.

The exceptions and safe harbors contained in FDICIA, the Bankruptcy Code, SIPA, the FDIA and Title II of Dodd-Frank that support the finality of securities transactions and the closeout of the insolvent Member's open positions provide NSCC with a high degree of certainty as to the effectiveness of its risk management and default management rules and procedures.

²⁴ Examples of these exceptions and safe harbors include 12 U.S.C. § 1821(e)(8)(C), which provides that, notwithstanding any federal or state law relating to the avoidance of preferential or fraudulent transfers, the FDIC, whether acting as such or as a conservator or receiver of an insured depository institution, "may not avoid any transfer of money or other property in connection with any qualified financial contract [including a securities contract] with an insured depository institution" (except in cases involving an intent to hinder, delay or defraud).

²⁵ Examples of these exceptions and safe harbors include 12 U.S.C. § 5390(c)(8)(C), which provides that, notwithstanding any federal or state law relating to the avoidance of preferential or fraudulent transfers, the FDIC, whether acting as such or as receiver of a covered financial company, "may not avoid any transfer of money or other property in connection with any qualified financial contract [including a securities contract] with a covered financial company" (except in cases involving an intent to hinder, delay or defraud).

Transparency of NSCC's Rules

NSCC makes the following resources, among others, available to the public on the DTCC website: (1) NSCC's Rules; (2) submitted Proposed Rule Change and Advance Notice filings; (3) white papers and other reports addressing initiatives under consideration or in process, or other issues of import to stakeholders, including the membership; (4) Important Notices that address issues of import to NSCC's membership (including notice of when NSCC ceases to act for a Member and information as to how it will handle pending transactions of that Member); and (5) this Disclosure Framework.

The Proposed Rule Change Process and Advance Notice Process, as described above, require filings to be made publicly available – which is done both by the SEC, by publication in the *Federal Register*,²⁶ and by NSCC by posting on the DTCC website. Interested parties are provided an opportunity to comment publicly on such proposals, including the ability to raise any concerns. Any such concerns may be addressed or responded to as part of the SEC's review.

The SEC is required to disapprove a Proposed Rule Change if it does not find that the change is consistent with the requirements of the Exchange Act and the rules and regulations thereunder that are applicable to NSCC. Similarly, the SEC may object to a Material Change that is the subject of an Advance Notice if it determines that the change is inconsistent with the objectives and principles for risk management standards described in Section 805(b) of Dodd-Frank or the rules and regulations thereunder that are applicable to NSCC.

Degree of certainty for rules and procedures; conflict of laws issues

NSCC achieves a high level of confidence that its Rules and material contracts are enforceable in all relevant jurisdictions:

1. *By obtaining legal opinions, analyses and advice and other legal comfort.*

NSCC's Rules and material contracts are governed by the law of New York. As described above, U.S. and New York law provide a clear and comprehensive framework for the enforceability of NSCC's Rules and material contracts.

NSCC identifies, analyzes and mitigates legal risks arising from potential conflict of law issues in a variety of ways. NSCC's operations are based in the United States, and its Members are predominantly U.S.-domiciled entities. With respect to membership of non-U.S. entities, Addendum O to NSCC's Rules sets forth NSCC's policy with respect to the admission of such Members. Among the requirements for such applicants is the provision of a legal opinion of counsel qualified in the applicant's home jurisdiction to the effect that (1) the choice of New York law to govern the membership agreement and Rules and the submission to jurisdiction of the federal and state courts located in New York will be enforceable against the Member in its home jurisdiction, and (2) the foreign jurisdiction will recognize the judgment of a federal or state court located in New York. In addition, the opinion must specifically address issues such as NSCC's ability to enforce its Rules (including its netting, guaranty/assumption, novation and assignment, and default management rules) under the applicable insolvency regime of the applicant's home jurisdiction. These opinions facilitate analysis of any legal risk that may arise as a result of the applicant's participation in NSCC. NSCC can mitigate conflicts of laws risks or other legal risks that may be identified as a result of

²⁶ The SEC also makes Proposed Rule Changes and Advance Notice filings publicly available on its website.

such opinions and analysis by, among other things, imposing conditions on membership or additional requirements and/or requiring special representations from an applicant.²⁷

NSCC also obtains legal opinions, analyses and/or advice, as it deems necessary or appropriate, to confirm, among other things, that its Rules and material contracts are consistent with relevant laws and regulations prior to becoming effective. NSCC will also obtain legal opinions, analyses and/or advice in the future, as it deems necessary or appropriate, to address new services, changes in law or other matters. For example, where applicable, an annual review is conducted with respect to each jurisdiction in which its participants are located to confirm the continued enforceability of its legal opinions and the advice it has received regarding relevant local licensing requirements.

2. Through the Proposed Rule Change and Advance Notice Processes.

As noted above, generally before a Proposed Rule Change may take effect, the SEC must approve the change. In order to do so, it must determine that the change is consistent with the requirements of the Exchange Act and the rules and regulations thereunder that are applicable to NSCC. Similarly, generally before a Material Change takes effect, the SEC, following consultation with the Federal Reserve, must not object to the change. It may object to the change if it determines that the change is inconsistent with the objectives and principles for risk management standards described in Section 805(b) of Dodd-Frank or the rules and regulations thereunder that are applicable to NSCC. These processes, together with the opportunity for public review and comment provided thereby, provide a clear record and statutory basis for the enforceability of NSCC's Rules.

²⁷ For example, NSCC Rule 4 (Clearing Fund) and Addendum O (Admission of Non-US Entities as Direct NSCC Members) provides that NSCC reserves the right to require the entity to deposit additional amounts to the Clearing Fund and to post a letter of credit in an instance where NSCC, in its sole discretion, believes the entity presents legal risk.

Principle 2: Governance; CCAS 17ad-22(e)(2)

<u>Principle 2: Governance</u>	<u>CCAS 17ad-22(e)(2)</u>
<p><i>An FMI should have governance arrangements that are clear and transparent, promote the safety and efficiency of the FMI, and support the stability of the broader financial system, other relevant public interest considerations, and the objectives of relevant stakeholders.</i></p> <p>Key consideration 1: An FMI should have objectives that place a high priority on the safety and efficiency of the FMI and explicitly support financial stability and other relevant public interest considerations.</p> <p>Key consideration 2: An FMI should have documented governance arrangements that provide clear and direct lines of responsibility and accountability. These arrangements should be disclosed to owners, relevant authorities, participants, and, at a more general level, the public.</p> <p>Key consideration 3: The roles and responsibilities of an FMI's board of directors (or equivalent) should be clearly specified, and there should be documented procedures for its functioning, including procedures to identify, address, and manage member conflicts of interest. The board should review both its overall performance and the performance of its individual board members regularly.</p> <p>Key consideration 4: The board should contain suitable members with the appropriate skills and incentives to fulfill its multiple roles. This typically requires the inclusion of non-executive board member(s).</p> <p>Key consideration 5: The roles and responsibilities of management should be clearly specified. An FMI's management should have the appropriate experience, a mix of skills, and the integrity necessary to discharge their responsibilities for the operation and risk management of the FMI.</p> <p>Key consideration 6: The board should establish a clear, documented risk-management framework that includes the FMI's risk-tolerance policy, assigns responsibilities and accountability for risk decisions, and addresses decision making in crises and emergencies. Governance arrangements should ensure that the risk-management and internal control functions have sufficient authority,</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(2) Provide for governance arrangements that:</p> <ul style="list-style-type: none"> (i) Are clear and transparent; (ii) Clearly prioritize the safety and efficiency of the covered clearing agency; (iii) Support the public interest requirements in Section 17A of the Act (15 U.S.C. 78q-1) applicable to clearing agencies, and the objectives of owners and participants; (iv) Establish that the board of directors and senior management have appropriate experience and skills to discharge their duties and responsibilities; (v) Specify clear and direct lines of responsibility; and (vi) Consider the interests of participants' customers, securities issuers and holders, and other relevant stakeholders of the covered clearing agency.

<p>independence, resources, and access to the board.</p> <p>Key consideration 7: The board should ensure that the FMI’s design, rules, overall strategy, and major decisions reflect appropriately the legitimate interests of its direct and indirect participants and other relevant stakeholders. Major decisions should be clearly disclosed to relevant stakeholders and, where there is a broad market impact, the public.</p>	
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Ownership and Board structure

NSCC is a wholly-owned subsidiary of DTCC. DTCC is user owned and governed pursuant to a Shareholders Agreement.²⁸ The DTCC common shareholders include banks, broker-dealers, and other companies in the financial services industry that are participants of one or more of DTCC’s clearing agency subsidiaries, including NSCC. DTCC common shares are allocated to participants in accordance with a formula based on their relative usage of the services of the three clearing agencies.

Individuals elected to the DTCC Board of Directors are also elected to the Boards of Directors of NSCC and of its affiliates, DTC and FICC, and these boards generally operate together with the DTCC Board (collectively, “Board”). DTCC (and NSCC) is a New York business corporation. As such, DTCC’s business is subject to the oversight of the Board, and managed on a day-to-day basis by DTCC’s senior management.

The Board is currently composed of (i) directors who represent clearing agency participants, including broker/dealers, custodian and clearing banks and investment institutions (“participant directors”); (ii) non-participant directors; (iii) directors who are designated by DTCC’s Series A and Series B preferred shareholders (ICE and the Financial Industry Regulatory Authority, respectively); (iv) DTCC’s Non-Executive Chairman; and (v) a member of DTCC senior executive management (the President and Chief Executive Officer). In addition to the Series A and Series B preferred stock, DTCC has issued additional series of preferred stock, none of which have any rights to appoint directors. The non-participant directors are not employed by any user of DTCC’s services. Non-participant directors bring additional skills and expertise to the Board, mitigate potential conflicts of interest among participant directors and introduce different perspectives. Collectively, the participant directors, non-participant directors, the Non-Executive Chairman, the management director and representatives of the Series A and B preferred shareholders provide a diverse representation of DTCC’s stakeholders and ensure that the broad interest of the public is represented. All directors, except those designated by the preferred shareholders, are elected annually to one-year terms.

As noted in the Board of Directors Mission Statement and Charter (available on the DTCC website), the Board is responsible for providing direction to and overseeing the conduct of the affairs of the corporation in the interests of the corporation, its shareholders and other stakeholders including investors, issuers and participants in and regulators of the financial markets that DTCC serves. The Board plays a key role in policy development, and establishment of corporate objectives, financial management, and operational planning.

The names and backgrounds of the members of the Board and DTCC senior management are available on the DTCC website.

²⁸ The Fifth Amended and Restated Shareholders Agreement, dated March 20, 2024 (“Shareholders Agreement”), among DTCC, DTC, NSCC, FICC, and the common shareholders, Series A preferred shareholders and Series B preferred shareholders of DTCC.

The Board's Mission Statement provides that:

The Board will discharge its oversight responsibilities and exercise its authority in a manner, consistent with applicable legal and regulatory provisions and with regulatory expectations of a systemically important financial market infrastructure, that:

- Promotes the safe, sound and efficient operation of DTCC and its subsidiaries, including the clearance and settlement activities conducted by its registered clearing agency subsidiaries;
- Safeguards the securities and funds in the custody of its registered clearing agency subsidiaries, the SIFMUs and protects investors and the public interest;
- Fosters the safe, sound and efficient operation of services provided by DTCC and its subsidiaries supporting the global system for processing transactions in financial instruments and related activities;
- Fosters cooperation and coordination between parties engaged in the clearance and settlement of securities transactions;
- Seeks to develop the services and businesses of DTCC and its subsidiaries in a manner promoting further safety, soundness and efficiency broadly in the global system for processing transactions in financial instruments and related activities; and
- Leverages DTCC's role as a leader in financial services with respect to risk management and systemic risk management, promoting sound practices in governance and in transparency to its membership and user community and in its role as a systemic component of the financial market infrastructure supporting the operation of orderly and efficient markets in the interest of the investing public as required under Section 17A of the Securities Exchange Act of 1934.

Collectively, these objectives are designed, particularly with respect to the activities of DTC, FICC and NSCC, to promote the prompt and accurate clearance and settlement of securities transactions and the safeguarding of securities and funds in the custody or control of DTC, FICC and NSCC or for which they are responsible.

In furtherance of supporting the relevant public interest considerations, DTCC consults with individual participants, members of the Board, standing advisory councils, industry associations, regulators and others. Individual product managers are actively engaged with relevant industry groups and associations in partnering to identify ways that DTCC can continue to develop operational, technological and risk mitigation solutions for the capital markets industry.

DTCC management prioritizes resiliency, security and efficiency as evidenced through reviews of businesses and initiatives by enterprise-wide management committees, including the Executive Committee, the Management Risk Committee ("MRC"), the Investment Management Committee ("IMC"), and the IT Governance Committee, organized to focus on such issues. Initiatives are also reviewed at the Board level by the relevant Board committee, as appropriate. For example, risk initiatives are reviewed by the MRC, and escalated as appropriate to the Board Risk Committee. The Compensation and Human Resources Committee, in consultation with the Board Risk Committee Chair, seeks to ensure that compensation policies do not encourage excessive risk-taking and meet evolving standards on compensation practices.

DTCC works to foster a culture of openness and dialogue at the management and Board levels with its regulators (sometimes referred to as "supervisors").

Governance structure and arrangements

The governance arrangements, which also identify the roles and lines of responsibility and accountability within DTCC, are described in by-laws, the Board of Directors Mission Statement and Charter, the Procedures for the Annual Nomination and Election of the Board, and each of the Board Committee Charters, all of which are publicly available on the DTCC website. The Board Charter includes provisions relating to board composition, meetings, election of directors, board committees, duties and responsibilities of directors, and director qualification standards. With respect to management, the roles and responsibilities of management, including reporting lines, are provided in job descriptions.

The Board currently has designated seven (7) standing Committees, and each director currently serves on at least two Board committees. The committees are briefly described below:

Audit Committee: The Board has established an Audit Committee to assist the Board in overseeing (1) the integrity of DTCC's financial statements and financial reporting; (2) the overall effectiveness of DTCC's internal control environment; (3) the effectiveness of DTCC's process for monitoring compliance with applicable laws, regulations and the Code of Conduct; (4) the performance and coverage of the internal audit function; (5) the external auditor's independence, performance and coverage; (6) functional areas within the Committee's jurisdiction to ensure proper communication of any issues or risks material to the clearing agencies; and (7) legal, compliance and regulatory risks as they relate to DTCC or its subsidiaries or any clearing agency's provision of clearance and settlement services as an industry utility. The roles and responsibilities of the Audit Committee are outlined in the DTCC Audit Committee Charter.

Compensation and Human Resources Committee: The Board has established a Compensation and Human Resources Committee to assist it in overseeing DTCC's human capital management programs to ensure that they are aligned with DTCC's strategic goals and objectives and to continually improve business performance. Programs included in the scope of the Compensation and Human Resource Committee's responsibilities include those related to talent acquisition, retention, executive leadership development, performance management, succession planning, total rewards, diversity and the fostering of a high performance corporate culture. The Compensation and Human Resources Committee further advises on the extent to which human capital management programs are periodically reviewed and revised so as to be in alignment with industry and regulatory best practices. The roles and responsibilities of the Compensation and Human Resources Committee are outlined in the Compensation and Human Resources Committee Charter.

Enterprise Services Committee: The Board has established an Enterprise Services Committee to assist the Board in overseeing all aspects of the Company's operational performance relating to the Company's overall operations, including, but not limited to business services, Global Business Operations, Client Services, the Enterprise Program Management Office, and marketing.

Executive Committee: The Board has established an Executive Committee to exercise powers of the Board in the event that an emergency or other time-sensitive matter arises and it is not practicable to assemble the entire Board. The roles and responsibilities of the Executive Committee are outlined in the Executive Committee Charter.

Governance Committee: The Board has established a Governance Committee to assist the Board in: (1) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (2) developing, recommending to the Board and overseeing implementation of DTCC's corporate governance policies and procedures and the Board Code of Ethics; and (3) reviewing on a regular basis the overall corporate governance framework of DTCC and recommending enhancements and/or changes when necessary. The roles and responsibilities of the Governance Committee are outlined in the Governance Committee Charter.

Risk Committee: The Board has established a Board Risk Committee ("BRC") to assist the Board in fulfilling its responsibilities for oversight of DTCC's risk management activities focusing on the following critical aspects: (1) oversight of risk management systems and processes designed to identify and manage credit, market, liquidity and operational risks to DTCC and its subsidiaries; and (2) due to DTCC's unique

capabilities and position, oversight of DTCC's efforts to mitigate certain "systemic risks" that may undermine the stable operation of the financial system. To provide additional dedicated focus and align oversight of specialized risk categories with the domain expertise of other non-standing committees that have been established, or may be established from time to time, by the Board, certain risks will be overseen by these other Board committees. While these risks will not be directly overseen by the BRC, the BRC will, nonetheless, coordinate risk oversight with these other Board committees as appropriate to achieve a comprehensive and holistic oversight of the organization's risk-related matters. The Board retains the authority to review matters brought to the BRC and request immediate escalation to the full Board should the Board deem appropriate. The roles and responsibilities of the BRC and its governance arrangements, which have been designed to prioritize the clearing agencies' safety and efficiency in support of the public interest and the prompt and accurate clearance and settlement of securities transactions, as well as the objectives of clearing agency members and participants, as required under the Exchange Act, are outlined in the Risk Committee Charter.

Technology & Cyber Committee: The Board has established a Technology & Cyber Committee to assist the Board in overseeing all aspects of the Company's technology and cyber program, procedures, performance and risks relating to the Company's information technology and cybersecurity infrastructure.

Advisory Councils

In order to best be able to consider the interests of participants' customers, securities issuers and holders, and other relevant stakeholders of the covered clearing agency including investors, issuers, participants, participants' customers, other persons that access the national system for clearance and settlement indirectly, and regulators of the financial markets in which NSCC serves, NSCC has established certain advisory councils comprised of representatives from clearing agency participants, their customers, and other stakeholders with appropriate seniority and expertise in the relevant subject matter. Additionally, as required by SEC Rule 17ad-25(j), NSCC solicits council representatives' views on material developments in the clearing agencies' risk management and operations and escalates these viewpoints to the Board or the appropriate Board committee for its consideration.

Review of Board performance and conflicts of interest

The Governance Committee of the Board reviews and addresses director conflicts of interest. Directors are subject to the DTCC Board Code of Ethics. The Board Code of Ethics, which is available on the DTCC website, describes how conflicts of interest are identified and how they are to be addressed. The Governance Committee is responsible for reviewing and approving any changes to the Board Code of Ethics.

The Board conducts an annual self-evaluation of its performance and the performance of its committees. The Governance Committee is responsible for coordinating and providing oversight of the annual self-evaluation, including determining the methodology for the evaluation, and overseeing its execution. The results of the self-evaluations are reviewed by the respective committee, Governance Committee and the Board.

Director nomination process

As a registered clearing agency, NSCC is subject to Section 17(A) of the Exchange Act, which provides that the rules of a clearing agency must assure a "fair representation of its shareholders and participants in the selection of its directors and administration of its affairs...." DTCC's shareholders are the participants and members of its three clearing agency subsidiaries, including NSCC's Members, pursuant to NSCC Rule 64. This "fair representation" requirement is currently satisfied by allocating shares, pursuant to the Shareholders Agreement, with attendant voting rights to elect directors, in accordance with a formula based on usage of the services of the three clearing agencies.

Each year, typically in December, a nominations solicitation letter along with a copy of the Procedures for the Annual Nomination and Election of the Board of Directors (“Board Election Procedures”) is sent to the participants of DTC, NSCC and FICC, and is also provided via Important Notice on DTCC’s website. This begins the process by which participants of the clearing agency subsidiaries may nominate individuals for election as participant directors. Using cumulative voting, DTCC’s common shareholders vote on director nominees at the annual shareholders’ meeting.

The Board Election Procedures set forth the skill sets that are necessary for Board members. The skill sets are reviewed annually by the Governance Committee and changes, if any, are recommended to the Board for approval.

Each director is required to complete a skills and experience questionnaire. In accordance with its Committee Charter, on a yearly basis, the Governance Committee reviews the skills and experience of the current directors and determines, among other things, whether there are any gaps in skills or experiences that would be desirable to have filled by a new director nominee. The Board Charter contains a list of qualifications and areas of expertise and experience that Board members should have.

Individuals are nominated for election as directors based on their ability to represent DTCC’s diverse base of participants, and DTCC’s governance is specifically structured to help achieve this objective. The non-participant Board members are individuals with specialized knowledge of financial services, but who bring an independent perspective since they are not employed by firms that use clearing agency services. Collectively, the Board composition reflects an appropriate balance of participant and non-participant directors. Board members serve on a variety of Board committees with responsibility to oversee aspects of DTCC and its clearing agency subsidiaries’ operations.

The Board plays an integral role in the oversight of the firm, ensuring that DTCC’s services (including those provided by NSCC) continue to meet the evolving needs of participants.

Management experience, skills, integrity and performance

DTCC has talent management programs and succession planning programs that are reviewed, updated and presented to the Compensation and Human Resources Committee annually. On an annual basis, the full Board is updated on the company’s succession planning process and on the status of development plans for key individuals. For very senior level positions, multiple members of the Executive Committee and selected Board Members may be involved in the interview and selection process. For the most senior levels of the organization, a search committee of the Board may be formed to conduct the process.

Performance appraisals are prepared on an annual basis for personnel, including Managing Directors.

On an annual basis, the CEO reviews the performance of the Executive Committee members and discusses the performance with the members of the Compensation and Human Resources Committee.

The performance and compensation of the CEO and Non-Executive Chairman are reviewed by the Compensation and Human Resources Committee and presented to the full Board for approval.

A Risk Assessment of the Executive Committee (and selected additional Managing Directors) is conducted on an annual basis by the Group Chief Risk Officer, the Chief Compliance Officer and the General Auditor and reviewed with the Compensation and Human Resources Committee and the Chairs of the Risk and Audit Committees.

The Board of Directors measures management’s performance through the EPM Framework which measures performance across three dimensions: strategic goals, operational health, and table stakes. Metrics are periodically reviewed throughout each year through (i) the review of status reports prepared by management, and (ii) the Board Committees that have oversight responsibilities for particular activities. In addition, the Board’s Compensation and Human Resources Committee receives periodic updates

throughout the year on the achievement of the established EPM Framework for the year. As provided in its Charter, the Compensation and Human Resources Committee is also responsible for the following:

- In consultation with the Board Risk Committee Chair, assuring that corporate goals and objectives are aligned with the interests of DTCC's stakeholders and do not encourage executive officers to take undue risks;
- Reviewing and assessing, in consultation with the BRC Chair, whether the compensation program:
 - Promotes appropriate risk identification and management approaches,
 - Discourages executive officers from taking unnecessary or excessive risks,
 - Includes a regular assessment of key performance indicators to measure and compensate executive officers, and
 - Maintains a high level of responsiveness to concerns and recommendations raised by officers.
- Obtaining input from the Group Chief Risk Officer, General Auditor and Chief Compliance Officer regarding executives' performance in relation to risk management/behaviors and considering that input when determining compensation; and
- Ensuring that critical matters and material systemic risk concerns are escalated to the full Board.

Personnel integrity is a core DTCC value. DTCC maintains Codes of Conduct that set forth the foundational principles that govern DTCC's business. All personnel must comply with the applicable Code of Conduct and are expected to have a clear understanding of and commitment to the high ethical standards outlined in the Code of Conduct.

Risk management framework

DTCC has established a Corporate Risk Framework, pursuant to which its risk tolerances are established, communicated, and monitored. The goal of the Corporate Risk Framework is to define DTCC's risk management program and provide guidelines to manage key risks across the organization in a comprehensive, consistent and effective manner, enabling DTCC to achieve its strategic business objectives while remaining consistent with its risk tolerances. While risk types are diverse, their effective management requires a core set of common principles and common processes for identifying, assessing, measuring, monitoring, mitigating and reporting risk. The Board has ultimate responsibility for the effectiveness of the Corporate Risk Framework's implementation. In carrying out this responsibility, applicable guidelines make clear that the Board is not expected to itself implement the Corporate Risk Framework or to carry out the day-to-day management of risks. Rather, the Board, in discharging its ultimate responsibilities over risk management matters works closely with management and may assign tasks to board committees. DTCC's Corporate Risk Framework is documented through the DTCC Corporate Risk Management Policy, which includes the several Risk Tolerance Statements in effect from time to time. Each Risk Tolerance Statement pertains to a specified risk within the "risk family framework" established to guide DTCC's discussion of risk. The DTCC Corporate Risk Management Policy is reviewed, updated (as appropriate), and approved by the MRC, at least annually, and is reviewed and approved by the Board Risk Committee annually.

The DTCC Corporate Risk Management Policy is the overarching policy from which all risk management policies and procedures within the primary purview of the Group Chief Risk Office, among other areas, derive. The Group Chief Risk Office consists of various areas, each of which has its own risk management policies designed to address that area's specific domain of expertise. These policies are reviewed and updated (as appropriate) at least annually.

Oversight of the Group Chief Risk Office is the responsibility of the BRC. The Group Chief Risk Officer has a direct reporting line to the Chair of the BRC and reports, administratively, to the DTCC President and Chief Executive Officer. The BRC has responsibility to review and approve the compensation recommendation of the Group Chief Risk Officer. This specialized Board oversight over the Group Chief Risk Office is designed to provide the Group Chief Risk Office with independence from the operating business areas of DTCC.

The Corporate Risk Framework is more fully described under Principle 3 (Framework for the comprehensive management of risks).

In addition, DTCC has established policies and procedures that address decision making in emergencies regarding the Clearing Agencies, including NSCC.

Internal Control Functions (Internal Audit and Compliance)

The mission of the Internal Audit Department's ("IAD") is to provide independent and objective assurance services to assist the enterprise in maintaining effective risk management and control practices. IAD supports the Board in its oversight of the governance, risk and control framework and seeks to achieve and maintain the highest level of professional standards, while helping the company achieve its objectives. The Audit Committee is responsible for overseeing the internal audit function. IAD is governed by policies reviewed and approved by the Audit Committee and the Board.

IAD's assurance services include evaluating operations and internal controls to validate that the enterprise's assets and member assets held by DTCC and its subsidiaries (including NSCC) are safeguarded, and that policies, standards, and procedures are being followed. Additionally, IAD helps management proactively identify risks that require controls or risk mitigation strategies for new businesses, products, and services, and to properly maintain controls in existing and expanding businesses.

The scope of IAD's activities is subject to the Audit Committee's review and approval, but is not otherwise restricted. The General Auditor directs all internal audit activities in support of its mission to support the Board and to enhance the control environment.

IAD is expected to be independent in the execution of its activities. As noted above, independence is achieved through organizational placement and reporting lines. To help maintain independence, staff assignments are rotated periodically as is practicable. In addition, the General Auditor, among others, periodically meets privately with the Audit Committee, without members of management or the external accounting firm present. The Audit Committee Chair conducts the General Auditor's annual performance assessment and the Audit Committee reviews and approves the compensation recommendation for the General Auditor.

The Compliance Department is a control function dedicated to protecting DTCC and preserving the safety and soundness of the operations of DTCC and its subsidiaries (including NSCC) in the global financial community through compliance with applicable laws and regulations and by providing advice, training and education to business units and management. Compliance works with other control functions and with management to make sure that potential regulatory risks and liabilities are monitored, identified, escalated and appropriately addressed. The Compliance Department's main responsibilities are the development and maintenance of DTCC's compliance program ("Compliance Program"). The Audit Committee is responsible for overseeing the design and management of the Compliance Program, including policies and procedures reasonably designed to ensure that compliance issues are resolved effectively and expeditiously by the Chief Compliance Officer and senior management. The Chief Compliance Officer assists the Audit Committee in the performance of its duties with regards to oversight of legal and regulatory compliance and Code of Conduct matters.

The Chief Compliance Officer, among others, periodically meets privately with the Audit Committee, without members of management or the external accounting firm present. The Audit Committee is responsible for reviewing and endorsing management's appointment, reassignment or dismissal of a

Chief Compliance Officer, and presenting that appointment, reassignment or dismissal to the Board for its approval and the Audit Committee reviews and approves the compensation recommendation for the Chief Compliance Officer.

Disclosure

Major decisions of the Board that are not confidential are disclosed to relevant stakeholders, as appropriate. To the extent such decision is reflected in a change to the Rules of NSCC or constitutes a material change to the nature or level of risk presented by NSCC, disclosure is made through public regulatory filings with the appropriate regulators, as applicable, and often in Important Notices, which are published on the DTCC website. Decisions and information with a broader impact or of more general interest are often disclosed through press releases, articles, white papers, Important Notices and other materials posted to the DTCC website, including DTCC's Annual Reports and the financial statements of the clearing agency subsidiaries, as applicable. Section VI of this Disclosure Framework provides a list of information and documents that is publicly available on the DTCC website.

Principle 3: Framework for the comprehensive management of risks; CCAS 17ad-22(e)(3)

<u>Principle 3: Framework for the comprehensive management of risks</u>	<u>CCAS 17ad-22(e)(3)</u>
<p><i>An FMI should have a sound risk-management framework for comprehensively managing legal, credit, liquidity, operational, and other risks.</i></p> <p>Key consideration 1: An FMI should have risk-management policies, procedures, and systems that enable it to identify, measure, monitor, and manage the range of risks that arise in or are borne by the FMI. Risk-management frameworks should be subject to periodic review.</p> <p>Key consideration 2: An FMI should provide incentives to participants and, where relevant, their customers to manage and contain the risks they pose to the FMI.</p> <p>Key consideration 3: An FMI should regularly review the material risks it bears from and poses to other entities (such as other FMIs, settlement banks, liquidity providers, and service providers) as a result of interdependencies and develop appropriate risk-management tools to address these risks.</p> <p>Key consideration 4: An FMI should identify scenarios that may potentially prevent it from being able to provide its critical operations and services as a going concern and assess the effectiveness of a full range of options for recovery or orderly wind-down. An FMI should prepare appropriate plans for its recovery or orderly wind-down based on the results of that assessment. Where applicable, an FMI should also provide relevant authorities with the information needed for purposes of resolution planning.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(3) Maintain a sound risk management framework for comprehensively managing legal, credit, liquidity, operational, general business, investment, custody, and other risks that arise in or are borne by the covered clearing agency, which:</p> <p>(i) Includes risk management policies, procedures, and systems designed to identify, measure, monitor, and manage the range of risks that arise in or are borne by the covered clearing agency, that are subject to review on a specified periodic basis and approved by the board of directors annually;</p> <p>(ii) Includes plans for the recovery and orderly wind-down of the covered clearing agency necessitated by credit losses, liquidity shortfalls, losses from general business risk, or any other losses;</p> <p>(iii) Provides risk management and internal audit personnel with sufficient authority, resources, independence from management, and access to the board of directors;</p> <p>(iv) Provides risk management and internal audit personnel with a direct reporting line to, and oversight by, a risk management committee and an independent audit committee of the board of directors, respectively; and</p> <p>(v) Provides for an independent audit committee.</p>

Risk Management Framework

DTCC maintains a risk management framework for comprehensively managing legal, credit, liquidity, operational, general business, investment, custody, and other risks that arise in or are borne by NSCC. The framework includes policies, procedures, and systems that are designed to identify, measure, monitor, and manage such risks to NSCC.

The risk management framework is outlined in DTCC's Corporate Risk Management Policy, attached to which are the set of Risk Tolerance Statements described below. In addition, NSCC has filed and the SEC has approved a number of risk management documents: (i) the Clearing Agency Risk Management Framework; (ii) the Clearing Agency Stress Testing Framework; (iii) the Clearing Agency Model Risk Management Framework; (iv) the Clearing Agency Securities Valuation Framework; (v) the Clearing

Agency Liquidity Risk Management Framework; (vi) the Clearing Agency Operational Risk Management Framework; (vii) the Clearing Agency Investment Policy; (viii) the Clearing Agency Policy on Capital Requirements; (ix) the Clearing Agency Capital Replenishment Plan (collectively, “Clearing Agency Risk Frameworks”); and (x) Clearing Agency Framework for Certain Requirements on Governance and Conflicts of Interest.

The DTCC Corporate Risk Management Policy, the Risk Tolerance Statements and the Clearing Agency Risk Frameworks, as well as the various applicable supporting policies and procedures, are reviewed by their respective owners and approved by the MRC at least annually. They are also approved by the BRC at least annually.

NSCC effectively manages legal, credit, liquidity, operational, general business, investment, custody and other risks that arise in or are borne by it, including systemic risk to the broader marketplace, *in part*, by monitoring its activities against the Risk Tolerance Statements and the risk tolerance thresholds therein contained. The Risk Tolerance Statements align to the risks identified below (“Risk Tolerance Statement Risks,” or “RTS Risks”).²⁹

- Clearance and Settlement Risk
- Operational Risk, includes the following sub-types:
 - Corporate Financial Risk³⁰
 - Data Management Risk
 - Model Risk
 - Legal & Regulatory Compliance Risk
 - Processing & Operations Risk
 - Information Technology Risk
 - Cybersecurity & Information Protection Risk
 - Human Capital/People Risk
 - Business Continuity Risk
 - Third Party Risk
- Strategic Risk

The Risk Tolerance Statements outline the risk mitigation objectives and controls for managing NSCC’s RTS Risks. Each Risk Tolerance Statement, among other things: (i) identifies the RTS Risk to which it applies; (ii) identifies the key indicators (or metrics) that categorize the tolerance thresholds (from “within tolerance” to “exceeds tolerance”); and (iii) identifies the governance and escalation protocols applicable to any risk metric breach that would result in NSCC falling outside of the accepted tolerance level.

The effective management of NSCC’s diverse risks requires a core set of common principles and common processes for identifying, assessing, measuring, monitoring, mitigating, and reporting risk. The DTCC Corporate Risk Management Policy and the Risk Tolerance Statements define the approach through which risk tolerances are established, communicated, and monitored. These documents in combination with the Clearing Agency Risk Frameworks have been designed to provide guidelines for managing NSCC’s risks in a comprehensive, consistent, and effective manner. Adherence to the DTCC Corporate Risk

²⁹ These risks and risk families are also referred to as the Key Clearing Agency Risks in the Clearing Agency Risk Management Framework.

³⁰ DTCC/NSCC defines this risk to include those risks addressed by Principle 15 (General business risk) and Principle 16 (Custody and investment risk) below.

Management Policy, the Risk Tolerance Statements, and the Clearing Agency Risk Frameworks supports NSCC achieving its business objectives while remaining within its established risk tolerance levels.

The Three Lines of Defense

All DTCC personnel, including all personnel supporting NSCC's businesses, are responsible for identifying, assessing, measuring, monitoring, mitigating, and reporting risk. DTCC personnel are expected and encouraged to be proactive, not reactive, in managing risks. DTCC operates under a core set of common risk management principles and processes where risk management methodologies are integrated into all significant operations, including NSCC's operations, through an approach involving the three lines of defense described below.

- **The First Line of Defense:** The first line of defense is comprised of the various NSCC business lines and supporting functional units including Product Management, Global Business Operations, Information Technology, and other areas critical to NSCC's daily operations and functioning. Their mandate is to manage risk proactively on a day-to-day basis.
- **The Second Line of Defense:** The second line of defense is comprised of DTCC's control functions, including the Legal Department, the Privacy Office, Compliance, and those areas that fall within the Group Chief Risk Office, as outlined below. Their mandate is to provide advice and guidance to the first line of defense for adhering to established risk standards and/or to monitor compliance with such established risk standards.
- **The Third Line of Defense:** The third line of defense is the Internal Audit Department ("IAD"). IAD's mission is to challenge the adequacy of DTCC's control environment to promote the organization's resiliency and security in safeguarding the global financial markets. IAD provides independent and objective assurance to assist in DTCC's maintenance of effective risk management and control practices.

Policies, procedures and systems

DTCC maintains a comprehensive set of policies, procedures, and systems designed to identify, measure, monitor, and manage NSCC's RTS Risks. The set of policies and procedures includes the DTCC Corporate Risk Management Policy, the Clearing Agency Risk Frameworks, and the underlying policies and procedures that support their execution.

Comprehensive Management of Risks.

The risks presented by NSCC's business lines and supporting functional units are monitored through a process of assessing inherent risk (that is, risk in the absence of any mitigating controls) and then evaluating such inherent risk against the strength of the then-existing controls (and, as appropriate, new and additional controls). Assessments are prepared and documented at least annually, and are supported by quarterly metrics, which consolidate pertinent operational risk and control data to support an overall assessment of the applicable business line's or functional unit's inherent risk and residual risk. The data collected in these metrics and risk assessments supports planning and helps guide decision-making. Additional actions are performed to assess and manage operational risk, including the collection of internal incident data, external event data, metrics, key risk indicators, monitoring issues, and preparing issue reports. Additionally, NSCC's performance relative to the Risk Tolerance Statements is assessed quarterly and is shared with senior management, the BRC, and MRC for further discussion. NSCC's management of its operational risks, including business continuity and technology system arrangements, is discussed more fully in Principle 17 (Operational Risk) below.

NSCC's monitoring and management of credit and market risks are addressed in Principles 4 and 6, respectively. NSCC's mitigation of collateral risk is addressed in Principle 5 (Collateral). NSCC's

management of its liquidity risk is described in Principle 7 (Liquidity risk). Finally, NSCC's management of custody and investment risks is discussed in Principle 16 (Custody and investment risk).

DTCC employs a structured approach for the implementation of new initiatives, which includes defining the initiative being proposed (e.g., description, estimated investment cost), evaluating and approving initiatives and, among other things, conducting a comprehensive risk assessment of new initiatives that are in scope. Such new initiatives are subject to necessary governance and oversight to enable NSCC to bring initiatives to market in a timely and efficient manner, while helping ensure, where relevant, that these initiatives are designed in a way that appropriately mitigates risk to NSCC, its Members and the financial markets.

The Group Chief Risk Office and IAD

The Group Chief Risk Office. The Group Chief Risk Office is the dedicated, independent control function specifically charged with monitoring and managing NSCC's risks. The Group Chief Risk Office's responsibilities include: (i) day-to-day management of NSCC's credit, market, liquidity, operational, and systemic risks; (ii) establishing the processes by which NSCC's business lines and other functional units report on risk, actively monitoring the Risk Tolerance Statements and risk assessments described above, and regularly reporting its findings to the MRC and the BRC; and (iii) promptly escalating risk tolerance threshold breaches and/or material risk exposures in accordance with the Risk Tolerance Statements.

The Group Chief Risk Office is divided into two core risk areas: (i) Operational & Technology Risk, and (ii) Financial Risk Management ("FRM").

The head of the Group Chief Risk Office is the Group Chief Risk Officer. The Group Chief Risk Officer has a direct reporting line to the Chair of the BRC and is responsible for assisting the BRC, as needed, in the performance of its duties. The BRC is responsible for approving the Group Chief Risk Office's annual budget and for monitoring the Group Chief Risk Office's performance.

The Internal Audit Department. As the third line of defense, IAD is independent from all other NSCC business lines, support areas, and control functions. The head of IAD is the General Auditor. The General Auditor reports directly to the Chair of the Audit Committee and is responsible for assisting the Audit Committee in the performance of its duties. The Audit Committee is responsible for reviewing and approving IAD's annual budget, as well as for annually reviewing and approving IAD's structure, staffing, and resources. IAD evaluates NSCC's operations and internal controls to validate that NSCC is providing services in a safe and sound manner, consistent with applicable regulatory requirements and guidance and that its Members' assets are safeguarded, and that policies and procedures are being followed. The General Auditor's annual report on the control environment, and annual analysis of significant industry trends in risks and control is reviewed by the Audit Committee.

Management and Board Committees and Board Oversight

Management oversight. While responsibility for proactive, day-to-day management of risk lies with business line and functional unit managers and their staff, management oversight is achieved through the following senior management committees:

- The Executive Committee: The Executive Committee provides enterprise-wide strategic direction for, and oversight of, DTCC's (including NSCC's) mission, vision and values as well as its businesses, technology and operations, human capital, financial health, and risk management. Among its responsibilities, the Executive Committee periodically reviews and assesses overall performance, including but not limited to, goals, metrics, targets (including the enterprise performance management framework), and budget, and approves recommendations for change as necessary. The Executive Committee provides oversight to, and governance for, the other management committees described below.

- **The Management Risk Committee:** The MRC is primarily responsible for implementing DTCC's risk management framework by overseeing the management of credit, market, liquidity, operational, and systemic risks in accordance with the DTCC Corporate Risk Management Policy and the Risk Tolerance Statements. Among its responsibilities, the MRC: (i) reviews and approves at least annually those policies and procedures that are critical to NSCC's management of clearing agency risks, including, for example, credit, market, liquidity, operational, and systemic risks; (ii) where applicable, approves applicants for NSCC membership, and oversees other NSCC Rules and participation matters; (iii) reviews reporting of RTS Risks and related risk tolerance thresholds for NSCC, and escalates, as appropriate, those matters requiring Board level consideration to the BRC or other Board committees.
- **Investment Management Committee:** The IMC was formed to drive a more rigorous and disciplined approach to how DTCC manages business planning and allocates resources for the annual IT budget. The IMC is responsible for overseeing, monitoring, and approving DTCC's portfolio of investments and initiatives, ensuring that information technology and financial resources are deployed to the organization's highest priorities in alignment with established governance protocols for new initiatives.
- **IT Governance Committee ("ITGC"):** The ITGC (i) provides oversight of DTCC's IT department and IT strategic objectives, (ii) assesses performance and progress against that strategy, and (iii) provides oversight of technology capabilities, including but not limited to capacity management and performance of IT infrastructure. ITGC also (i) reviews IT process risk and controls (PRC), control testing, and risk assessments; (ii) reviews critical matters and concerns related to IT's existing and/or new initiatives and services, as appropriate; and (iii) regularly provides a consolidated and NSCC-level view, as appropriate, of critical IT governance metrics to DTCC's Technology and Cyber Committee for awareness and escalates related matters as appropriate.

Board oversight. The Board is responsible for providing direction to and overseeing the conduct of the affairs of DTCC in the interests of DTCC, its shareholders, and other stakeholders - including investors, issuers, and participants in the financial markets served by DTCC and NSCC. The Board discharges its oversight responsibilities and exercises its authority in a manner that, among other things, is designed to promote the safe, sound and efficient operation of NSCC and the services it provides, and that promotes safety, soundness and efficiency broadly in the global system for processing financial transactions. The Board fulfills its role either directly or by delegation of certain responsibilities to committees of the Board. The Board Committees and their responsibilities are described in Principle 2 (Governance) above.

Information and Incentives for Member Management of Risk

Members are provided with a significant amount of information, and incentives, to enable them to understand, monitor and manage the risks they pose to NSCC, as further described under Principle 23 (Disclosure of rules, key procedures, and market data). First, the Rules, which are publicly available, establish Membership responsibilities, including Members' daily responsibilities to meet Clearing Fund requirements and complete settlement. Changes to the Rules are subject to the Proposed Rule Change and Advance Notice processes (collectively, "Filing Requirements"), as described in Principle 1 (Legal basis) above. Pursuant to the Filing Requirements, proposed changes to the Rules are published in the *Federal Register* and subject to public review and comment.

On a daily basis NSCC provides Members a number of reports showing their activity in all phases of the settlement cycle; this includes transaction messages and reports (reporting to Members validated trade

capture), consolidated trade summaries, Clearing Fund requirements, and settlement reports/accounting summaries.³¹

To assist firms in understanding NSCC's products, services and applications, NSCC provides a number of tools, including user guides, as well as training courses through DTCC's learning portal. Topics covered include not only functional and operational aspects of securities clearing through NSCC, but also risk management practices and methodologies.

To assist Members in monitoring, NSCC has provided Members with the NSCC Client Calculator, which is a tool that simulates real and hypothetical portfolios through the same engine that NSCC uses on a daily basis to calculate the VaR component of the NSCC Clearing Fund. This tool allows Members to monitor and manage the impact their trading activities may have on their Clearing Fund requirements. The DTCC Liquidity Optimizer offers Members the ability to view their NSCC liquidity need and compare it to available resources in near real time. It also offers a sandbox where clients can perform calculations based on what-if hypothetical trading scenarios, showing the anticipated liquidity need and resource sufficiency to support the process of funding Supplemental Liquidity Deposits ("SLD"). This tool provides transparency for monitoring of liquidity sufficiency at NSCC and provides details to align treasury desks and traders on expected funding obligations.

Each Member is required to meet its Clearing Fund requirements which are based on the Member's outstanding positions as well as its intraday trading and settlement activity. Clearing Fund reports help Members manage their market risk on an ongoing basis. The resizing of a Member's margin requirement (at least once per day) and its close correlation with the amount of risk created by a Member's trade activity provide incentives for Members to carefully monitor and manage the risks that they pose to NSCC. In addition, NSCC requires that those Members whose default would pose the largest liquidity exposure to NSCC post SLD to the Clearing Fund to cover that heightened liquidity exposure.³² Members are incentivized to monitor their Clearing Fund requirements continuously, as these requirements have a direct impact on the amount of collateral and liquidity at their disposal, as further described in Principle 4 (Credit risk), Principle 6 (Margin), and Principle 7 (Liquidity risk).

NSCC can also require additional Clearing Fund deposits or other adequate assurances (such as limitations on their activity) as a risk mitigant from those firms it considers may pose a risk to NSCC or its membership.

Further, NSCC has a number of disciplinary tools at its disposal under its Rules. These include monetary fines, reporting certain incidents to regulators of affected Members, and, the potential to limit access to one or more services or limit activities, up to and including termination of membership should a Member fail to meet its obligations to NSCC.

Material interdependency risks

Given its central role in the U.S. securities markets, NSCC could potentially pose a number of risks to other entities, or the broader financial system, while it is also exposed to risks that may originate from other entities. In certain instances, NSCC is engaged in multiple and differing relationships with a single third party.

³¹ NSCC provides its Members with a trade monitoring tool called the "DTCC Limit Monitoring." This tool is designed to enable Members to monitor trading activity on an intraday basis of their organizations and/or their correspondent firms, through review of post-trade data. See NSCC Rule 54. The SEC approved a proposed rule change to decommission the DTCC Limit Monitoring tool effective November 15, 2024. See SR-NSCC-2024-004.

³² SLD requirements are set forth in Rule 4A.

For example, a third party may be an NSCC Member, as well as a settling bank for other NSCC Members, as well as a liquidity provider to NSCC. In such cases, an impact on that single third party entity would pose greater risk to NSCC, and as a result the broader financial system, than an impact on another entity with only a single relationship with NSCC.

These interdependent relationships require special consideration and oversight because of their potential for causing “systemic risk” to the broader financial system. “Systemic risk” in the financial markets environment relevant to NSCC is defined as the risk that the effect of an adverse event or series of events within the broadly defined financial services industry, including the financial industries critical infrastructures, caused by members or inflicted through external channels, is transmitted across the industry, markets, products and/or structures. This transmission, in turn, may lead to severe impairment, disruption, or degradation of the effectiveness and/or efficiency of the intermediation function, which may also impair the unencumbered functioning of critical infrastructures such as NSCC. DTCC’s Emerging and Systemic Risk team (“ESR”) within Operational Risk leads the efforts to analyze and address systemic risk issues, leveraging existing structures and resources. ESR ultimately sits within the Group Chief Risk Office, and as such, is a “second line of defense” function.

Accordingly, in addition to how NSCC monitors third parties by virtue of any one of their relationships as set forth below, these entities are also monitored holistically by ESR.

As regards to risks that may be posed by Members, NSCC has established clear and objective membership requirements for each category of membership, which provide fair and open access for firms seeking membership, while maintaining prudent risk management standards that enable NSCC to manage the material risks resulting from membership activities. As described more fully under Principle 4 (Credit risk), NSCC monitors Members on an ongoing basis and assesses credit risk through the use of the CRRM, which is designed to focus the level of scrutiny and ongoing monitoring in a manner consistent with a Member’s internal risk rating.

In a similar manner, NSCC has established credit standards for entities providing settling bank services to its Members, and investment and custody services. While settling banks are selected by, and act on behalf of, Members, entities providing such services are participants of NSCC and, as such, are held to strict operational standards and subject to fines and other disciplinary measures (in their capacity as Members or Settling Bank Only Members) should they fail to abide by such requirements.

NSCC maintains a committed credit facility with a consortium of lenders to facilitate settlement in the event of a failure to settle. Liquidity risk mitigants are discussed in Principle 7 (Liquidity risk).

NSCC’s material service providers are subject to a comprehensive third-party review and vetting process. NSCC assesses its material service provider risks periodically, throughout the lifecycle of a third party service provider relationship. This includes protocols for identifying, assessing, reporting, and mitigating third party risk and potential exposures. Mitigants may take the form of contractual protections, or additional or backup providers where deemed appropriate and feasible. For example, NSCC utilizes price feeds from multiple third-parties as an additional risk mitigant, and further employs price review and data scrubbing procedures to minimize the risk of using inaccurate prices. In addition, in compliance with SEC Rule 17ad-25(i), NSCC has established policies and procedures to manage risks from relationships with service providers for core services (CSPs). NSCC’s third party risk management processes are also discussed under Principle 17 (Operational risk) below.

As described in the General Background section of this Disclosure Framework and Principle 20 (Links), NSCC relies on an interface with DTC for the book-entry movement of securities to settle CNS transactions. As part of the interface, DTC and NSCC have established certain limited cross-guarantees and arrangements to permit transactions to flow smoothly between DTC’s system and the CNS system in a collateralized environment. The operational risks of the interface are monitored on an ongoing basis through DTCC’s Operations and Settlement areas, and are subject to the Clearing Agency Operational Risk Management Framework, filed with and approved by the SEC. The cross-guaranty arrangements are

monitored and managed through DTC's automated Collateral Monitor risk control and Failure-to-Settle system, which are reviewed and tested on a regular basis.

DTC also acts as NSCC's settlement agent, to effectuate daily money settlement through use of the NSS system. As a result, NSCC is indirectly dependent on the availability of NSS to complete daily settlement, as well as on the Fedwire platform, to effectuate Clearing Fund payments.

NSCC has an arrangement with The Options Clearing Corporation ("OCC") providing for the settlement of exercises and assignments of options on securities ("E&A") or the maturity of stock futures contracts, which are then cleared and settled through NSCC. The arrangement is reflected in an agreement between the parties referred to as the "Accord." The adoption of this agreement was filed with and approved by the SEC, making the Accord a part of NSCC's Rules. The Accord and an underlying Service Level Agreement are binding, legal agreements between NSCC and OCC. The Accord provides a guaranty framework for and is designed to facilitate the settlement of transactions that: (1) arise out of either the exercise or assignment of an option or the maturity of a stock futures contract; (2) are between two firms that are common members of both NSCC and OCC; and (3) are eligible for clearance and settlement at NSCC. The Accord sets the time when the guaranty of settlement obligations shifts from OCC to NSCC with respect to these transactions ("Guaranty Substitution"). After NSCC has received transactions from OCC, Guaranty Substitution typically occurs when NSCC has received all Clearing Fund Required Deposits and Supplemental Liquidity Deposit obligations of the common members taking into account such transactions: however, in the event that a common member defaults and does not satisfy its Clearing Fund Required Deposit and Supplemental Liquidity Deposit obligations at NSCC, the Accord permits OCC to make a cash payment to NSCC, equal to the defaulted member's Clearing Fund Required Deposit and Supplemental Liquidity Deposit obligation amounts associated with such transactions, that would cause NSCC's trade guaranty to attach to the transactions of the defaulted member ("Guaranty Substitution Payment)."

In addition, CDS Clearing and Depository Services Inc. ("CDS"), the Canadian CSD and CCP, is a full-service Member of NSCC, as well as a Participant of DTC. The relationship between NSCC and CDS, enables participants of CDS to clear and settle OTC trades with U.S. broker-dealers through sub-accounts maintained by CDS with DTC and NSCC. CDS is the Member of NSCC (and DTC). CDS's participants are not Members and NSCC looks to CDS as principal for satisfaction of clearance and settlement obligations; should a CDS participant default on its settlement obligation, CDS is required to meet the settlement obligation to NSCC. NSCC mitigates its exposure to CDS as a result of its participants' activities by calculating and collecting CDS's Clearing Fund requirements at the level of each sub-account maintained by CDS for its participants. For its own protection, CDS maintains collateral based on contributions from its participants that use NSCC services.

Scenarios that may prevent an FMI from providing core operations and services

NSCC identifies scenarios that may potentially prevent it from providing its core operations and services, including through the development of recovery and orderly wind-down plans. NSCC leverages its existing stress testing methodologies, as described in Principle 4, to identify scenario assumptions and inputs for scenarios that may potentially prevent NSCC from being able to provide its core services due to uncovered credit loss and uncovered liquidity shortfalls. As part of this process, NSCC has simulated single and multiple Member failures coinciding with significant market price changes to assess financial resource adequacy and impact to NSCC's ability to continue to provide core operations and services. NSCC maintains financial resources—the Clearing Fund (which in the aggregate serves as the default fund for loss mutualization purposes) and certain of its own resources—designed to enable it to cover potential losses resulting from the failure of the Member or Member family to which it has the largest credit exposure (a "Cover One" standard). These tests, in general, show that such resources are sufficient to handle defaults larger than a Cover One standard.

In addition, Business Continuity and Resilience ("BCR") maintains plans that address the loss of people, premises and/or technology as an additional element to ensure the continuing operation of critical services. This is discussed in Principle 17 (Operational risk).

Recovery or orderly wind-down plans

NSCC maintains a Recovery and Wind-down (“R&W”) Plan to be used by the Board and management in the event NSCC encounters scenarios that could potentially prevent it from being able to provide its core services as a going concern. The R&W Plan identifies (i) the recovery tools available to address the risks of (a) uncovered losses or liquidity shortfalls resulting from the default of one or more Members, and (b) losses arising from non-default events such as, for example, damage to its physical assets, a cyber-attack, or custody or investment losses, and (ii) the strategy for implementation of such tools. The R&W Plan also establishes the strategy and framework for the orderly wind-down of NSCC and the transfer of its business in the remote event the implementation of the available recovery tools does not successfully return NSCC to financial viability.

The R&W Plan is structured as a roadmap and identifies the tools that NSCC may use to effectuate a recovery from such events. It provides, among other matters, (i) a description of NSCC’s services, including the criteria used to determine which services are considered core as well as the staffing roles and Core Service Providers necessary to support them; (ii) a description of the governance around the overall recovery and wind-down program, including the requirement to inform the SEC as soon as practicable when the covered clearing agency is considering implementing a recovery or orderly wind-down; (iii) unique scenarios that may potential prevent the covered clearing agency from being able to provide its core services; (iv) a discussion of tools available to NSCC to mitigate credit/market and liquidity risks, including recovery indicators and triggers, and the governance around management of a stress event along a “Crisis Continuum” timeline; (v) a discussion of potential non-default losses and the resources available to address such losses, including recovery triggers and tools to mitigate such losses; and (vi) the framework and approach for the orderly wind-down and transfer of NSCC’s business in a manner designed to provide continuity of access to NSCC’s core services and (vii) procedures for testing the covered clearing agency’s ability to implement the recovery and orderly wind-down plans at least every 12 months with stakeholders and Participants, where practicable.

Key factors considered in developing the R&W Plan and the types of tools available to NSCC were its governance structure and the nature of the markets within which NSCC operates. As a result, many of the tools available to NSCC are NSCC’s existing, business-as-usual risk management and default management tools, which would continue to be applied in scenarios of increasing stress. In addition to business-as-usual tools, the R&W Plan describes NSCC’s other principal recovery tools, which include (i) identifying, monitoring and managing general business risk and holding sufficient liquid net assets funded by equity (“LNA”) to cover potential general business losses pursuant to the Clearing Agency Policy on Capital Requirements, filed with and approved by the SEC (“Capital Policy”), (ii) maintaining the Clearing Agency Capital Replenishment Plan (“Replenishment Plan”), also filed and approved by the SEC, as a viable plan for the replenishment of capital should NSCC’s equity fall close to or below the amount being held pursuant to the Capital Policy, and (iii) the process for the allocation of losses among NSCC and the membership, as provided in Rule 4.

NSCC Rule 42 (Wind-down of the Corporation) and other rules, including Rule 60 (Market Disruption and Force Majeure),³³ facilitate the implementation of the R&W Plan, particularly NSCC’s strategy for winding down and transferring its business and provide the membership with transparency and certainty with respect to these matters.

The development and maintenance of the R&W Plan is facilitated by DTCC’s Office of Recovery & Resolution Planning (“R&R Team”). The R&R Team is responsible for the development and ongoing maintenance of both the R&W Plans and the overall recovery and wind-down planning process. The Executive Committee is responsible for overseeing the Recovery & Resolution Planning Program. The

³³ Rule 42 (Wind-down of the Corporation). See also, Rule 41 (Corporation Default), Rule 60 (Market Disruption and Force Majeure) and Rule 4 (Clearing Fund). The loss waterfall provisions of Rule 4 are discussed under Principle 13 (Participant-default rules and procedures).

Board reviews and approves the R&W Plan at least every 12 months or following material changes to the SIFMU's operations that would significantly affect the viability or execution of the Plan.

Principle 4: Credit risk; CCAS 17ad-22(e)(4)

<u>Principle 4: Credit risk</u>	<u>CCAS 17ad-22(e)(4)</u>
<p><i>An FMI should effectively measure, monitor, and manage its credit exposure to participants and those arising from its payment, clearing, and settlement processes. An FMI should maintain sufficient financial resources to cover its credit exposure to each participant fully with a high degree of confidence. In addition, a CCP that is involved in activities with a more-complex risk profile or that is systemically important in multiple jurisdictions should maintain additional financial resources sufficient to cover a wide range of potential stress scenarios that should include, but not be limited to, the default of the two largest participants and their affiliates that would potentially cause the largest aggregate credit exposures to the CCP in extreme but plausible market conditions. All other CCPs should maintain, at a minimum, total financial resources sufficient to cover the default of the one participant and its affiliates that would potentially cause the largest aggregate credit exposures to the CCP in extreme but plausible market conditions.</i></p> <p>Key consideration 1: An FMI should establish a robust framework to manage its credit exposures to its participants and the credit risks arising from its payment, clearing, and settlement processes. Credit exposure may arise from current exposures, potential future exposures, or both.</p> <p>Key consideration 2: An FMI should identify sources of credit risk, routinely measure and monitor credit exposures, and use appropriate risk-management tools to control these risks.</p> <p>Key consideration 3: A payment system or SSS should cover its current and, where they exist, potential future exposures to each participant fully with a high degree of confidence using collateral and other equivalent financial resources (see Principle 5 on collateral). In the case of a DNS payment system or DNS SSS in which there is no settlement guarantee but where its participants face credit exposures arising from its payment, clearing, and settlement processes, such an FMI should maintain, at a minimum, sufficient resources to cover the exposures of the two participants and their affiliates that would create the largest aggregate credit exposure in the system.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(4) Effectively identify, measure, monitor, and manage its credit exposures to participants and those arising from its payment, clearing, and settlement processes, including by:</p> <p>(i) Maintaining sufficient financial resources to cover its credit exposure to each participant fully with a high degree of confidence;</p> <p>(ii) To the extent not already maintained pursuant to paragraph (e)(4)(i) of this section, for a covered clearing agency providing central counterparty services that is either systemically important in multiple jurisdictions or a clearing agency involved in activities with a more complex risk profile, maintaining additional financial resources at the minimum to enable it to cover a wide range of foreseeable stress scenarios that include, but are not limited to, the default of the two participant families that would potentially cause the largest aggregate credit exposure for the covered clearing agency in extreme but plausible market conditions;</p> <p>(iii) To the extent not already maintained pursuant to paragraph (e)(4)(i) of this section, for a covered clearing agency not subject to paragraph (e)(4)(ii) of this section, maintaining additional financial resources at the minimum to enable it to cover a wide range of foreseeable stress scenarios that include, but are not limited to, the default of the participant family that would potentially cause the largest aggregate credit exposure for the covered clearing agency in extreme but plausible market conditions;</p> <p>(iv) Including prefunded financial resources, exclusive of assessments for additional guaranty fund contributions or other resources that are not prefunded, when calculating the financial resources available to meet the standards under paragraphs (e)(4)(i) through (iii) of this section, as applicable;</p> <p>(v) Maintaining the financial resources required under paragraphs (e)(4)(ii) and (iii) of this section, as applicable, in combined or separately maintained clearing or guaranty funds;</p>

<p>[Not applicable, as NSCC is not a payment system or SSS.]</p> <p>Key consideration 4: A CCP should cover its current and potential future exposures to each participant fully with a high degree of confidence using margin and other prefunded financial resources (see Principle 5 on collateral and Principle 6 on margin). In addition, a CCP that is involved in activities with a more-complex risk profile or that is systemically important in multiple jurisdictions should maintain additional financial resources to cover a wide range of potential stress scenarios that should include, but not be limited to, the default of the two participants and their affiliates that would potentially cause the largest aggregate credit exposure for the CCP in extreme but plausible market conditions. All other CCPs should maintain additional financial resources sufficient to cover a wide range of potential stress scenarios that should include, but not be limited to, the default of the participant and its affiliates that would potentially cause the largest aggregate credit exposure for the CCP in extreme but plausible market conditions. In all cases, a CCP should document its supporting rationale for, and should have appropriate governance arrangements relating to, the amount of total financial resources it maintains.</p> <p>Key consideration 5: A CCP should determine the amount and regularly test the sufficiency of its total financial resources available in the event of a default or multiple defaults in extreme but plausible market conditions through rigorous stress testing. A CCP should have clear procedures to report the results of its stress tests to appropriate decision makers at the CCP and to use these results to evaluate the adequacy of and adjust its total financial resources. Stress tests should be performed daily using standard and predetermined parameters and assumptions. On at least a monthly basis, a CCP should perform a comprehensive and thorough analysis of stress testing scenarios, models, and underlying parameters and assumptions used to ensure they are appropriate for determining the CCP's required level of default protection in light of current and evolving market conditions. A CCP should perform this analysis of stress testing more frequently when the products cleared or markets served display high volatility, become less liquid, or when the size or concentration of positions held by a CCP's participants increases significantly. A full validation of a CCP's risk-management model should be performed at least annually.</p>	<p>(vi) Testing the sufficiency of its total financial resources available to meet the minimum financial resource requirements under paragraphs (e)(4)(i) through (iii) of this section, as applicable, by:</p> <p>(A) Conducting stress testing of its total financial resources once each day using standard predetermined parameters and assumptions;</p> <p>(B) Conducting a comprehensive analysis on at least a monthly basis of the existing stress testing scenarios, models, and underlying parameters and assumptions, and considering modifications to ensure they are appropriate for determining the covered clearing agency's required level of default protection in light of current and evolving market conditions;</p> <p>(C) Conducting a comprehensive analysis of stress testing scenarios, models, and underlying parameters and assumptions more frequently than monthly when the products cleared or markets served display high volatility or become less liquid, or when the size or concentration of positions held by the covered clearing agency's participants increases significantly; and</p> <p>(D) Reporting the results of its analyses under paragraphs (e)(4)(vi)(B) and (C) of this section to appropriate decision makers at the covered clearing agency, including but not limited to, its risk management committee or board of directors, and using these results to evaluate the adequacy of and adjust its margin methodology, model parameters, models used to generate clearing or guaranty fund requirements, and any other relevant aspects of its credit risk management framework, in supporting compliance with the minimum financial resources requirements set forth in paragraphs (e)(4)(i) through (iii) of this section;</p> <p>(vii) Performing a model validation for its credit risk models not less than annually or more frequently as may be contemplated by the covered clearing agency's risk management framework established pursuant to paragraph (e)(3) of this section;</p> <p>(viii) Addressing allocation of credit losses the covered clearing agency may face if its collateral and other resources are insufficient to fully cover its credit exposures, including the repayment of any funds the covered clearing agency may borrow from liquidity providers; and</p>
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<p>Key consideration 6: In conducting stress testing, a CCP should consider the effect of a wide range of relevant stress scenarios in terms of both defaulters' positions and possible price changes in liquidation periods. Scenarios should include relevant peak historic price volatilities, shifts in other market factors such as price determinants and yield curves, multiple defaults over various time horizons, simultaneous pressures in funding and asset markets, and a spectrum of forward-looking stress scenarios in a variety of extreme but plausible market conditions.</p> <p>Key consideration 7: An FMI should establish explicit rules and procedures that address fully any credit losses it may face as a result of any individual or combined default among its participants with respect to any of their obligations to the FMI. These rules and procedures should address how potentially uncovered credit losses would be allocated, including the repayment of any funds an FMI may borrow from liquidity providers. These rules and procedures should also indicate the FMI's process to replenish any financial resources that the FMI may employ during a stress event, so that the FMI can continue to operate in a safe and sound manner.</p>	<p>(ix) Describing the covered clearing agency's process to replenish any financial resources it may use following a default or other event in which use of such resources is contemplated.</p>
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Framework for management of credit risk

The measurement, monitoring and management of credit risk are part of the overall risk management framework described under Principle 3 (Framework for the comprehensive management of risks). As noted in that section, NSCC manages its credit exposures through strict membership admission criteria, ongoing Member surveillance, and regular margining.

NSCC's credit risk vis-à-vis Members consists of the risk that a Member defaults in the performance of its obligations to NSCC. NSCC addresses this risk through its membership requirements, ongoing monitoring/surveillance and margining methodologies.

Membership requirements. NSCC has established participation criteria and requirements relating to financial resources, creditworthiness, and operational capability. Rule 2, Rule 2A, Rule 2B, Rule 2C, Rule 2D, Rule 56, Addendum B, and Addendum O of NSCC's Rules set forth the specific requirements for each level and type of membership. Members must meet minimum financial and other criteria for membership, including minimum capital requirements. All applicants for membership must provide NSCC with certain information, which is reviewed by FRM and other relevant departments as necessary to confirm, among other matters, that the applicant has (1) sufficient financial ability to make anticipated contributions to the Clearing Fund and to meet obligations to NSCC; (2) either an established business history, or personnel with sufficient operational background and experience to ensure the ability of the firm to conduct such a business; and (3) appropriate settling bank arrangements. NSCC employs a robust membership process that entails a thorough review prior to approval by the Board Risk Committee or through its delegated authority to the MRC and the Counterparty Credit Risk ("CCR") team. Details regarding the application process are set forth in response to Principle 18 (Access and participation requirements).

Settling banks that are not otherwise NSCC Members (and thus subject to ongoing financial reporting requirements and surveillance review) are required to be "Settling Bank Only Members"; as such they must

meet the minimum financial and credit requirements applicable for that type of membership. The review and ongoing monitoring of settling banks is discussed more fully under Principle 9 (Money settlement).

Ongoing monitoring and surveillance. NSCC monitors its credit exposures with respect to the risk that a Member defaults through the ongoing surveillance of its Members' financial strength and default risk. On an ongoing basis, Members are required to provide financial and other information to NSCC, as outlined in Rule 2B, Rule 2C and Rule 2D to ensure that they meet the membership standards on an ongoing basis. In addition, FRM reviews publicly available information such as earnings releases, equity prices, and news as part of its Member surveillance. NSCC utilizes a credit risk rating model (referred to as the credit risk rating matrix, or "CRRM," as further described below) to evaluate and rate the credit risk of NSCC's U.S. bank, foreign bank, and U.S. broker-dealer Members, and rate such Members based upon qualitative and quantitative information. These ratings are used to set surveillance levels and inform the calculation of certain Clearing Fund component charges. All Members are subject to a credit review at least every 12 to 24 months.

Clearing Fund. NSCC collects Clearing Fund deposits from its Members using a risk-based margin methodology. These amounts operate, individually, as the Member's margin, and the aggregate of all such Members' deposits is referred to, collectively, as the Clearing Fund, which operates as NSCC's default fund. This risk-based methodology enables NSCC to identify the risks posed by a Member's unsettled portfolio and to quickly adjust and collect additional deposits as needed to cover those risks. Each Member's required Clearing Fund deposit ("Required Fund Deposit") is calculated at least once daily pursuant to a formula set forth in Procedure XV of the Rules and Rule 56, Section 12, which is designed to provide sufficient funds to cover NSCC's exposure to the Member fully with a high degree of confidence. NSCC monitors portfolios intraday in fifteen-minute intervals, and may collect additional amounts intraday as provided under its Rules. In addition, NSCC maintains financial resources sufficient to cover a wide range of potential stress scenarios (discussed more fully below), including the default of the Member and its affiliated Members that would cause the largest aggregate credit exposure to NSCC in extreme, but plausible, market conditions. As noted above, these resources include the Clearing Fund, which operates as NSCC's default fund. The Clearing Fund formula, discussed more fully under Principle 6 (Margin), takes account of a variety of risk factors through the application of a number of components.

Measurement, monitoring and management of credit risk

NSCC Members are monitored on a daily, monthly/quarterly, and periodic basis. NSCC monitors Members' credit risk through review and analysis of financial and operational information and through market, news, and regulatory monitoring. Members' ongoing reporting and information requirements are set forth in Rule 2B, Rule 2C and Rule 2D.

The CRRM is produced systematically from financial metrics contained in the Members' financial reports. The CRRM uses a rating scale of 1 to 7, with 1 being the strongest and 7 being the weakest. The model incorporates both quantitative factors and qualitative factors. The assigned risk analyst considers whether additional qualitative factors (e.g. regulatory history, type of audit opinion issued, and material management changes) warrant a manual override of the model-generated rating. The resulting rating helps determine the level of financial review that will be performed on that Member and may impact the Member's Clearing Fund requirement. Members with a weaker internal credit rating are automatically placed on NSCC's Watch List. Members on the Watch List may be subject to additional monitoring than those Members with a stronger credit rating.

Members can be added to the Watch List for a variety of reasons, including concerns about regulatory issues, changes to senior management at the Member firm, etc. A Member can be added to the Watch List regardless of the rating generated for the firm by the CRRM. Members not subject to monitoring through the CRRM may be added to the Watch List, as NSCC deems necessary and appropriate.

On a daily basis NSCC calculates a Clearing Fund requirement for each Member based upon their unsettled and pending transactions, using the prior day's securities closing market price. The formula uses a risk-based methodology and includes a number of components. These currently include, but are not limited to:

volatility charges, for securities based on asset type and liquidity profile, mark-to-market charges, fail charges, a charge for Family-Issued Securities to mitigate wrong way risk, a charge to mitigate day over day margin differentials, a coverage component, a Margin Liquidity Adjustment component, and a Backtesting Charge. In addition, NSCC may impose a premium charge when a Member's Required Fund Deposit exceeds its Net Capital, for Members that are broker-dealers, or Equity Capital, for all other Members. There are other charges included in NSCC's Rules that may be applied for specific services or risks. Any shortfalls in a Member's Required Fund Deposit must be paid by 10:00 a.m. each business day. In addition, NSCC may call for additional Clearing Fund on an intraday basis to mitigate mark-to-market exposure or an increase in intraday the volatility component in excess of certain thresholds. Any such amounts must be satisfied within a timeframe specified by NSCC.

For volatility, a parametric VaR model is used based on historical price movements that utilizes an exponentially-weighted moving average ("EWMA") parameter. This is supplemented by an evenly-weighted estimation that is directly compared to the EWMA parameter and the higher of the two produces a single, core parametric result. A separate formula, the Margin Floor, is then compared to the core parametric result, to determine the parametric VaR (i.e., the parametric VaR is the highest among the core parametric result and the Margin Floor). A Gap Risk Measure calculation, if applicable, is added to the parametric VaR to determine the applicable VaR charge. The parametric calculation is further described under Principle 6. For illiquid securities or securities less amenable to statistical analysis, unit investment trusts, securities whose volatility is amenable to generally accepted statistical analysis only in a complex manner, corporate bonds and municipal bonds, a haircut-based volatility charge is applied in lieu of a VaR charge. The mark-to-market component measures the unrealized profit or loss using the contract price versus the current market price (that is, the price for a security determined daily for purposes of the CNS system; generally that is the prior day's closing price). CNS transactions that do not settle as scheduled are subject to a fail charge in the form of an additional haircut-based charge. SFT transactions that are not returned or rolled as scheduled are subject to an additional charge in the form of a haircut. The Family-Issued Securities charge is calculated to mitigate specific wrong-way risk to securities issued by Members or their affiliates. The Margin Requirement Differential is designed to help mitigate the risks posed to NSCC by day-over-day fluctuations in a Member's portfolio by forecasting future changes in a Member's portfolio based on a historical look-back at each Member's portfolio over a given time period. The Coverage Component is designed to mitigate the risks associated with a Member's Required Fund Deposit being insufficient to cover projected liquidation losses to the coverage target, currently a 99 percent confidence level, by adjusting a Member's Required Fund Deposit towards the target. The Backtesting charge may require a Member to make an additional deposit to mitigate exposures that may not be adequately captured by the volatility model as needed to achieve a 99 percent for the start of day back testing coverage target. The Margin Liquidity Adjustment charge is designed to address the market impact costs of liquidating a defaulted Member's portfolio that may increase when that portfolio includes large Net Unsettled Positions³⁴ in a particular group of securities with a similar risk profile or in a particular asset type. These charges are generally calculated overnight and notified to Members early the following morning for collection by 10:00 a.m.³⁵

NSCC may also, on an as-needed basis, impose intraday mark-to-market charges in certain circumstances described in its Rules. Security pricing is monitored intra-day in fifteen-minute intervals, and additional Clearing Fund charges may be collected to cover the price movement from those Members with significant changes in portfolio exposure. Like intraday mark-to-market exposure monitoring, FRM monitors intraday volatility in its Members' Net Unsettled Positions and may collect additional Clearing Fund charges when significant intraday changes to market price volatility and the size and composition of Members' portfolios of Net Unsettled Positions cause the start of day volatility charge to no longer be sufficient to mitigate the volatility risks.

³⁴ Net Unsettled Positions and Net Balance Order Unsettled Positions refer to net positions that have not yet passed their settlement date or did not settle on their settlement date and are referred collectively herein as "Net Unsettled Positions".

³⁵ All times referred to herein are Eastern time.

FRM systems also include surveillance routines that enable FRM to monitor Members' trading and settlement activities throughout the trading day, to determine whether exposures are building up that would require special actions to increase a Member's Clearing Fund deposit to address both market and portfolio changes.

NSCC employs backtesting on both end-of-day and intraday portfolios and stress-testing to determine the adequacy of its Clearing Fund requirements. The back-tests compare the Clearing Fund requirements with actual price changes in a portfolio. The portfolio values are calculated by using the actual positions in an NSCC Member's portfolio and the observed security price changes over the following three days. NSCC employs stress testing to determine whether there will be adequate coverage levels for potential losses in a portfolio incurred during extreme, but plausible, market conditions. The scenarios used in the stress tests fall into two broad categories – historical scenarios and hypothetical or “what-if” scenarios. NSCC maintains policies and procedures, in accordance with the CCAS, that address the process for conducting these tests and calculating the resulting metrics. Backtesting and stress-testing are discussed more fully below and under Principle 6 (Margin).

For example, NSCC, and its affiliates, DTC and FICC, have adopted a Clearing Agency Stress Testing Framework (“Stress Testing Framework”), which sets forth the manner in which NSCC tests the sufficiency of its prefunded financial resources in accordance with applicable legal requirements, including CCAS 17ad-22(e)(4) and addresses related matters. The Stress Testing Framework has been filed with and approved by the SEC,³⁶ and is reviewed and approved by the Board on an annual basis.

As a further mitigant of credit risk, under NSCC Rule 15, NSCC may seek additional assurances of financial responsibility (as well as operational capability) from a participant as it deems necessary or advisable. This may include, for example, increased Clearing Fund deposits.

Coverage of current and potential future exposures to Members and financial resources

The Clearing Fund formula is designed to calculate individual Member Clearing Fund (margin) requirements at a 99 percent confidence level, assuming a three-day liquidation period. The adequacy of these amounts is measured through backtesting.

NSCC maintains additional prefunded financial resources sufficient to cover a wide range of potential stress scenarios, including the default of the Member and its affiliated Members that would cause the largest aggregate credit exposure to NSCC in extreme but plausible market conditions (referred to as a “Cover One” standard).

NSCC clears and settles equity securities, corporate and municipal debt, ETPs and UITs in the U.S. NSCC does not consider these securities to have a more complex risk profile of the type contemplated by Key Consideration 4 of Principle 4, or its CCAS analogue. Moreover, NSCC is not systemically important in multiple jurisdictions. Accordingly, NSCC maintains financial resources in amounts required, at a minimum, to meet a Cover One standard; this is consistent, and in accordance, with the requirements of CCAS 17ad-22(e)(4)(ii) and (iii).

Additional financial resources

If a defaulting Member has any outstanding obligations to NSCC arising from its default, NSCC would first apply the amounts on deposit to the Clearing Fund and Eligible Clearing Fund Securities pledged from the defaulting Member (along with other resources of, or attributable to, the defaulting Member that NSCC may access under its Rules, including under available Clearing Agency Cross Guaranty Agreements).

³⁶ NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

To address potential tail losses, NSCC maintains additional prefunded resources. These consist of (i) the Clearing Fund which, in the aggregate, serves as NSCC's default fund, and (ii) an amount, referred to as NSCC's "Corporate Contribution", equal to 50 percent of its General Business Risk Capital Requirement, as described in more detail under Principles 13 (Participant-default rules and procedures) and 15 (General business risk). As regards to the composition of the Clearing Fund, Clearing Fund deposits are cash, but a portion of a Member's Required Fund Deposit may be evidenced by open account indebtedness, secured by certain eligible U.S. government and agency securities, as described in more detail under Principle 5 (Collateral). Not less than 40 percent of a Member's Required Fund Deposit must be in cash, and typically the overwhelming majority of the Clearing Fund is comprised of cash. A minimum of 40 percent of an SFT Member's Required SFT Deposit is made in the form of cash and/or Eligible Clearing Fund Treasury Securities and the lesser of \$5MM or 10 percent of the Required SFT Deposit, with a minimum of \$250,000, must be in cash. With respect to the Corporate Contribution, NSCC maintains sufficient liquid net assets to fund such amounts. All of the prefunded financial resources that NSCC thus relies upon to cover losses are liquid and readily available to meet its obligations.

Stress-testing

As described above, NSCC employs stress-testing to evaluate whether it will have adequate financial resources to cover potential losses during extreme, but plausible, market conditions. The Stress Testing Framework describes, among other matters, NSCC's stress-testing methodologies.

NSCC employs daily stress-testing to determine whether it will have sufficient prefunded financial resources to cover potential losses in a wide range of scenarios including, at a minimum, on a Cover One standard, during extreme, but plausible, market conditions. The scenarios used to conduct these stress tests fall into two broad categories: historical scenarios and hypothetical scenarios. The historical scenario set includes at least 50 stress scenarios from a look-back period of over 10 years. In addition, NSCC supplements the scenarios with historical stresses outside the look-back period, such as the volatile market situation in the fall of 1987. The hypothetical scenarios are constructed according to potential market conditions. Current positions in a portfolio are used in the stress tests. Stress-testing results and the appropriateness of the underlying assumptions and parameters are used for both historical and hypothetical scenarios, are reviewed on a monthly basis and as appropriate more frequently than monthly when the products cleared or the markets served by NSCC display high volatility or become less liquid, or when the size or concentration of positions held by Members increases significantly. Stress-testing results are reviewed monthly by the internal Enterprise Stress Test Committee ("ESTC"), a group comprised primarily of risk management, business, and control function senior management.

The ESTC has responsibility for the review, oversight, escalation, and governance of credit stress-testing related activities at NSCC. This committee meets at least monthly and its responsibilities include (but are not limited to): reviewing stress-testing policies, procedures, methodology, and test results; approving stress scenarios; and ensuring stress-testing activities meet the risk tolerance requirements applicable to NSCC. Updates to stress scenarios are escalated for review by the MRC on a quarterly basis, or more frequently if appropriate.

NSCC maintains written policies and procedures that describe its process related to the calculation and monitoring of the following stress-test metrics: (i) maximum Member-level daily historical and hypothetical stress test results run daily and reported not less than on a monthly basis; (ii) maximum family-level daily historical and hypothetical stress test results run daily and reported on a monthly basis; and (iii) as a record of the financial resources necessary to meet a Cover One standard, the maximum observed family-level historical stress deficiency relative to the total aggregate Clearing Fund requirement.

Stress tests are conducted daily and exceptions or substantial changes in stress-test results are reviewed by FRM management in order to identify the causes and formulate responses, as needed. The results of this review and related metrics are reported and discussed monthly with the MRC, and shared monthly with the BRC and NSCC's supervisors.

NSCC and its affiliates DTC and FICC have adopted the Clearing Agency Model Risk Management Framework (“Model Risk Framework”),³⁷ which provides that models utilized for the Clearing Fund formula, as well as stress testing models, be validated prior to their implementation and not less often than annually thereafter. In conducting a model validation, NSCC would verify that the model is performing (or continuing to perform) as expected in accordance with its design objectives and business purpose, and identify any deficiencies that would call into question the continuing validity of any such model.

Model validation

Model Risk Management (“MRM”) maintains the NSCC model inventory of all methods, systems that meet NSCC’s definition of a model and validates all models and material changes thereof, in NSCC model inventory. MRM is responsible for oversight of all risk models. In accordance with the Model Risk Framework, all new models (including material changes to existing models) are subject to independent validation and approval or provisional approval by the MRM prior to their use in production. The margin stress-testing and CRRM models are also reviewed at least annually by MRM. The results of these reviews are provided to the MRC, BRC and NSCC’s supervisors. If a model issue is detected, deficiencies would be escalated by the MRM and additional mitigation strategies would be discussed with the MRC and BRC.

Allocation of credit losses and replenishment of resources

If, after closing out and liquidating a defaulting Member’s positions, NSCC were to suffer a loss, that loss would first be satisfied by the amounts on deposit to the Clearing Fund and Eligible Clearing Fund Securities pledged from the defaulting Member (along with any other resources of, or attributable to, the defaulting Member that NSCC may access under its Rules). If these amounts are insufficient to fully remediate the loss, then NSCC would apply its loss waterfall provisions (contained in NSCC Rule 4), which allocate and assess losses among NSCC and its membership. This process is described under Principle 13 (Participant-default rules and procedures). The replenishment of any prefunded resources that may be applied is also discussed in Principle 13.

³⁷NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

Principle 5: Collateral; CCAS 17ad-22(e)(5)

<u>Principle 5: Collateral</u>	<u>CCAS 17ad-22(e)(5)</u>
<p><i>An FMI that requires collateral to manage its or its participants' credit exposure should accept collateral with low credit, liquidity, and market risks. An FMI should also set and enforce appropriately conservative haircuts and concentration limits.</i></p> <p>Key consideration 1: An FMI should generally limit the assets it (routinely) accepts as collateral to those with low credit, liquidity, and market risks.</p> <p>Key consideration 2: An FMI should establish prudent valuation practices and develop haircuts that are regularly tested and take into account stressed market conditions.</p> <p>Key consideration 3: In order to reduce the need for procyclical adjustments, an FMI should establish stable and conservative haircuts that are calibrated to include periods of stressed market conditions, to the extent practicable and prudent.</p> <p>Key consideration 4: An FMI should avoid concentrated holdings of certain assets where this would significantly impair the ability to liquidate such assets quickly without significant adverse price effects.</p> <p>Key consideration 5: An FMI that accepts cross-border collateral should mitigate the risks associated with its use and ensure that the collateral can be used in a timely manner.</p> <p>Key consideration 6: An FMI should use a collateral management system that is well-designed and operationally flexible.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(5) Limit the assets it accepts as collateral to those with low credit, liquidity, and market risks, and set and enforce appropriately conservative haircuts and concentration limits if the covered clearing agency requires collateral to manage its or its participants' credit exposure; and require a review of the sufficiency of its collateral haircuts and concentration limits to be performed not less than annually.</p>

Collateral eligibility

NSCC accepts cash (in U.S. dollars) and certain eligible securities as Clearing Fund collateral. Due to the nature of its business, NSCC limits the non-cash securities currently accepted to collateralize a Member's open account Clearing Fund indebtedness to U.S. Government Treasury securities, U.S. Agency securities guaranteed by the U.S. Government, and certain U.S. Agency/Government Sponsored Enterprise mortgage-backed pass-through securities (collectively, "Eligible Clearing Fund Securities"). Not less than 40 percent, with a minimum of \$250,000 of a Member's required CNS deposit must be in cash, and typically the overwhelming majority of the Clearing Fund as a whole is comprised of cash. A minimum of 40 percent of the Required SFT Deposit must be in cash and/or Eligible Clearing Fund Treasury Securities, and the lesser of \$5MM or 10 percent of the Required SFT Deposit, with a minimum of \$250,000, must be in cash.

The composition of cash and eligible securities is reported to the MRC at least quarterly.

NSCC does not accept cross-border collateral.

NSCC maintains a collateral management system (“Clearing Fund Management System” or “CFM”) that validates that posted collateral meets security eligibility standards and values aggregate collateral to determine sufficiency of posted amounts.

Collateral haircuts and valuation

NSCC applies haircuts to Eligible Clearing Fund Securities that reflect the potential of such assets’ value to decline both in normal and in stressed markets. The schedule of haircuts is publicly available on the DTCC.com website and includes additional concentration charges for mortgage-backed pass-through securities posted in amounts above specified levels.

Because NSCC limits the collateral it accepts to U.S. Government Treasury securities, U.S. Agency securities guaranteed by the U.S. Government and certain U.S. Agency/Government Sponsored Enterprise mortgage-backed pass-through securities, it faces limited exposure to wrong-way risk with respect to its collateral.

Haircuts and concentration limits are backtested daily, consolidated in monthly reporting, and a comprehensive review is completed no less than quarterly. If FRM determines that the risk of a particular security may have increased significantly, ad hoc reviews are conducted. In addition, annual reviews are conducted to assure that haircut rates conform to rates applied by NSCC’s liquidity providers (in connection with the annual renewal of NSCC’s committed credit facility) in the event such securities are used to collateralize borrowings under that facility. The sufficiency of haircuts and appropriateness of concentration limits is evaluated through use of back-tests, stress-tests and market observations. This review is conducted initially by management within FRM, and any recommended changes are escalated to the MRC. However, given the limited nature and high quality of acceptable collateral, adjustment of haircuts is infrequent. Collateral securities are re-priced every night, from pricing sources utilized by FRM’s Securities Valuation unit.

NSCC, and its affiliates, DTC and FICC, have adopted a Clearing Agency Price and Margin Input Data Framework (“PMID Framework”), which sets forth the manner in which NSCC identifies, measures, monitors, and manages the risks related to (i) the pricing of securities processed or otherwise held by it and (ii) inputs to NSCC’s margin methodologies, in accordance with applicable legal requirements, including CCAS 17ad-22(e)(4)(i) and CCAS 17ad-22(e)(6)(iv), and addresses related matters. The PMID Framework has been filed with and approved by the SEC,³⁸ and is reviewed and approved by the BRC on an annual basis. Eligible Clearing Fund Securities are pledged to NSCC through DTC’s pledge system and are within the control of NSCC. Securities pledged by Members to secure their Clearing Fund open account indebtedness thus are available for immediate access by NSCC and may be re-pledged by NSCC to its liquidity providers to facilitate completion of settlement.³⁹

Collateral management

Clearing Fund management is performed by the Treasury Operations staff, which is part of the Finance Department. This group consists of dedicated staff in multiple locations to facilitate the management of NSCC’s Clearing Fund collateral using the CFM system in order to ensure smooth operations even during times of market stress.

Under NSCC’s Rules, Members are required to make Clearing Fund deposits within specified timeframes (generally, Required Fund Deposits must be satisfied by 10 a.m. every morning or, for intraday calls, within a timeframe specified by NSCC), and are permitted to request the return of excess amounts and/or substitute collateral, subject to the review of Clearing Fund Management for collateral sufficiency, prior to specified cutoff times. The CFM system is designed to interface with several internal and external systems

³⁸ NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

³⁹ NSCC Rule 4 (Clearing Fund), Section 12.

in the daily management of the Clearing Fund collateral. FRM's system calculates Clearing Fund requirements and provides real-time requirements feeds to CFM. Account Administration's master file stores Members' wire instructions, which CFM reads to create delivery instructions for the return of any permitted excess deposits. The CFM system validates Clearing Fund parameter rules to ensure minimum cash levels are maintained, validates security eligibility, applies haircuts on collateral and values aggregate collateral to determine the overall sufficiency of deposited amounts. The CFM system is utilized by Members to make online requests to withdraw collateral or have the system evaluate collateral substitution values.

Treasury Operations is also responsible for the investment of Clearing Fund cash. DTCC's Clearing Agency Investment Policy governs NSCC's investments of cash, including the custody and overnight investment of Clearing Fund cash. The management and investment of cash is described under Principle 16 (Custody and investment risks).

Principle 6: Margin; CCAS 17ad-22(e)(6)

<u>Principle 6: Margin</u>	<u>CCAS 17ad-22(e)(6)</u>
<p><i>A CCP should cover its credit exposures to its participants for all products through an effective margin system that is risk-based and regularly reviewed.</i></p> <p>Key consideration 1: A CCP should have a margin system that establishes margin levels commensurate with the risks and particular attributes of each product, portfolio, and market it serves.</p> <p>Key consideration 2: A CCP should have a reliable source of timely price data for its margin system. A CCP should also have procedures and sound valuation models for addressing circumstances in which pricing data are not readily available or reliable.</p> <p>Key consideration 3: A CCP should adopt initial margin models and parameters that are risk-based and generate margin requirements sufficient to cover its potential future exposure to participants in the interval between the last margin collection and the close out of positions following a participant default. Initial margin should meet an established single-tailed confidence level of at least 99 percent with respect to the estimated distribution of future exposure. For a CCP that calculates margin at the portfolio level, this requirement applies to each portfolio's distribution of future exposure. For a CCP that calculates margin at more-granular levels, such as at the sub portfolio level or by product, the requirement must be met for the corresponding distributions of future exposure. The model should (a) use a conservative estimate of the time horizons for the effective hedging or close out of the particular types of products cleared by the CCP (including in stressed market conditions), (b) have an appropriate method for measuring credit exposure that accounts for relevant product risk factors and portfolio effects across products, and (c) to the extent practicable and prudent, limit the need for destabilising, procyclical changes.</p> <p>Key consideration 4: A CCP should mark participant positions to market and collect variation margin at least daily to limit the build-up of current exposures. A CCP should have the authority and operational capacity to make intraday margin calls and payments, both scheduled and unscheduled, to participants.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(6) Cover, if the covered clearing agency provides central counterparty services, its credit exposures to its participants by establishing a risk-based margin system that, at a minimum:</p> <p>(i) Considers, and produces margin levels commensurate with, the risks and particular attributes of each relevant product, portfolio, and market; and, if the covered clearing agency provides central counterparty services for U.S. Treasury securities, calculates, collects, and holds margin amounts from a direct participant for its proprietary positions in Treasury securities separately and independently from margin calculated and collected from that direct participant in connection with U.S. Treasury securities transactions by an indirect participant that relies on the services provided by the direct participant to access the covered clearing agency's payment, clearing, or settlement facilities;</p> <p>(ii)</p> <p>(A) Marks participant positions to market and collects margin (including variation margin or equivalent charges if relevant) at least daily;</p> <p>(B) Monitors intraday exposures on an ongoing basis;</p> <p>(C) Includes the authority and operational capacity to make intraday margin calls, as frequently as circumstances warrant, including the following circumstances:</p> <p>(1) When risk thresholds specified by the covered clearing agency are breached; or</p> <p>(2) When the products cleared or markets served display elevated volatility; and</p> <p>(D) Documents when the covered clearing agency determines not to make an intraday call pursuant to its written policies and procedures required under paragraph (e)(6)(ii)(C) of this section;</p> <p>(iii) Calculates margin sufficient to cover its potential future exposure to participants in the interval between the last margin collection and</p>

<p>Key consideration 5: In calculating margin requirements, a CCP may allow offsets or reductions in required margin across products that it clears or between products that it and another CCP clear, if the risk of one product is significantly and reliably correlated with the risk of the other product. Where two or more CCPs are authorised to offer cross-margining, they must have appropriate safeguards and harmonised overall risk-management systems.</p> <p>Key consideration 6: A CCP should analyse and monitor its model performance and overall margin coverage by conducting rigorous daily backtesting and at least monthly, and more-frequent where appropriate, sensitivity analysis. A CCP should regularly conduct an assessment of the theoretical and empirical properties of its margin model for all products it clears. In conducting sensitivity analysis of the model's coverage, a CCP should take into account a wide range of parameters and assumptions that reflect possible market conditions, including the most-volatile periods that have been experienced by the markets it serves and extreme changes in the correlations between prices.</p> <p>Key consideration 7: A CCP should regularly review and validate its margin system.</p>	<p>the close out of positions following a participant default;</p> <p>(iv)</p> <p>(A) Uses reliable sources of timely price data and other substantive inputs;</p> <p>(B) Uses procedures (and, with respect to price data, sound valuation models) for addressing circumstances in which price data or other substantive inputs are not readily available or reliable, to ensure that the covered clearing agency can continue to meet its obligations under this section; and</p> <p>(C) Such procedures under paragraph (e)(6)(iv)(B) of this section must include either:</p> <p>(1) The use of price data or substantive inputs from an alternate source; or</p> <p>(2) If it does not use an alternate source, the use of a risk-based margin system that does not rely on substantive inputs that are unavailable or unreliable;</p> <p>(v) Uses an appropriate method for measuring credit exposure that accounts for relevant product risk factors and portfolio effects across products;</p> <p>(vi) Is monitored by management on an ongoing basis and is regularly reviewed, tested, and verified by:</p> <p>(A) Conducting backtests of its margin model at least once each day using standard predetermined parameters and assumptions;</p> <p>(B) Conducting a sensitivity analysis of its margin model and a review of its parameters and assumptions for backtesting on at least a monthly basis, and considering modifications to ensure the backtesting practices are appropriate for determining the adequacy of the covered clearing agency's margin resources;</p> <p>(C) Conducting a sensitivity analysis of its margin model and a review of its parameters and assumptions for backtesting more frequently than monthly during periods of time when the products cleared or markets served display high volatility or become less liquid, or when the size or concentration of positions held by the covered clearing agency's participants increases or decreases significantly; and</p> <p>(D) Reporting the results of its analyses under paragraphs (e)(6)(vi)(B) and (C) of this section to appropriate decision makers at the covered clearing agency, including but not limited</p>
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	<p>to, its risk management committee or board of directors, and using these results to evaluate the adequacy of and adjust its margin methodology, model parameters, and any other relevant aspects of its credit risk management framework; and</p> <p>(vii) Requires a model validation for the covered clearing agency's margin system and related models to be performed not less than annually, or more frequently as may be contemplated by the covered clearing agency's risk management framework established pursuant to paragraph (e)(3) of this section.</p>
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Overview of margin methodology

NSCC calculates and collects Clearing Fund from its Members using a risk-based margin methodology. These amounts (a Member's "Required Fund Deposit") operate as the Member's margin, and the aggregate of all such Members' deposits is, collectively, the Clearing Fund, which operates as NSCC's default fund. This risk-based methodology enables NSCC to identify the risks posed by a Member's unsettled portfolio and to quickly adjust and collect additional deposits as needed to cover those risks. Each Member's Required Fund Deposit is calculated at least once daily, pursuant to a formula that is outlined in Procedure XV (Clearing Fund Formula and Methodology) of the Rules and, with respect to Securities Financing Transactions, Section 12 of Rule 56 (Securities Financing Transaction Clearing Service), and is designed to provide sufficient funds to cover this risk of loss. The Clearing Fund formula accounts for a variety of risk factors through the application of a number of components, each described in Procedure XV and Section 12 of Rule 56.

A Member's Required Fund Deposit will vary daily based on its trading activity and financial status. The calculated requirement is based upon the total unsettled (fails) and pending (future settling) transactions of the Member. The amount due each day, payable by 10 a.m. via the Fedwire system, is the difference between the Member's calculated Required Fund Deposit and the amount currently on deposit. The formula used for calculating a Member's Required Fund Deposit includes the following major component charges:

- Volatility Charge (which is either a model-based VaR charge or a haircut-based charge depending on asset type and liquidity profile)
- Mark-to-market
- Fails Charge (for positions in CNS Securities)
- Non-Returned SFT Charge (for SFT transactions)
- Family-Issued Securities Charge
- Margin Requirement Differential
- Coverage Component
- Margin Liquidity Adjustment
- Other (i.e., Special Charge, Backtesting Charges, Clearing Fund Premium charges, and Independent Amount SFT Cash Deposit)

NSCC may require an additional Intraday Mark-to-Market Charge should NSCC deem it necessary or appropriate. Intraday market moves and positions are tracked in fifteen-minute intervals and additional Clearing Fund deposits are collected if the difference between most recent mark-to-market price of a Member's net positions and the most recent observed market price exceeds a predetermined threshold. The threshold, currently 80 percent of the Member's volatility charge, may be reduced if NSCC determines that a reduction of the threshold is appropriate to mitigate risk during volatile market conditions.

Like intraday mark-to-market exposure monitoring, FRM generates and monitors the intraday volatility component in its Members' Net Unsettled Positions and may collect additional Clearing Fund charges when significant intraday changes to market price volatility and significant changes to the size and composition of Members' portfolios of Net Unsettled Positions cause the start of day volatility charge to no longer be sufficient to mitigate the volatility risks. The threshold, currently 100 percent of the Member's start of day volatility charge, may be reduced if NSCC determines that a reduction of the threshold is appropriate to mitigate risk during volatile market conditions.

Each of the components of NSCC's margining methodology are set forth in Procedure XV of NSCC's Rules, available on the DTCC website.

Component charges

The major components of the Clearing Fund formula are described below:

1. Volatility Charge – For positions in most securities, a parametric VaR model is used to determine the potential future exposure of a given portfolio based on historical price movements (the applied margin charge is referred to as “VaR” charge). For certain securities, including fixed income securities, UITs, Illiquid Securities (as defined in the Rules), securities that are amenable to statistical analysis only in a complex manner and securities that are less amenable to statistical analysis, a haircut-based volatility charge is applied in lieu of the VaR charge. The volatility charge is designed to capture the market price risk associated with each Member's portfolio at a 99 percent level of confidence.

For positions in most securities, NSCC utilizes a parametric VaR model to generate two calculations—one calculation is created by incorporating an exponentially-weighted moving average volatility estimate into the model, and another calculation is created by incorporating an evenly-weighted volatility estimation into the model. The two calculations are compared, and the higher of the two is the core parametric result. This core parametric result is then compared to the result of one additional calculation: the Margin Floor.

The Margin Floor is calculated to address risks that may not be adequately accounted for in the other calculations of the VaR charge by operating as a floor to, or minimum amount of, the final VaR charge. The Margin Floor is based on the balance and direction of positions in the Members' portfolio and is designed to be proportional to the market value of the portfolio.

A Gap Risk Measure is calculated to address the risks presented by a portfolio that is more susceptible to the effects of gap risk events due to the idiosyncratic nature of the Net Unsettled positions in that portfolio.

The highest of (i) the core parametric result and (ii) the Margin Floor calculation is added to the Gap Risk Measure calculation, if applicable, to result in the final, applied VaR charge.

Positions in certain securities are excluded from the VaR charge and are instead charged a haircut-based volatility charge. Such securities include, for example, corporate and municipal bond and Illiquid Securities. For Illiquid Securities and securities that are less amenable to statistical analysis, the applicable haircut-based volatility charge is calculated by multiplying the absolute value of the Member's position in that security by a percentage that is no less than 10 percent. The percentage is specific to the price level of security; generally securities with lower market prices will be margined with greater haircuts. UITs are margined with an applicable percentage of no less than 2 percent. For securities that are amenable to statistical analysis only in a complex manner, the applicable percentage is no less than 2 percent. The

haircut rates for corporate bonds are derived from the bond's maturity and credit rating category into which that bond is classified. There are currently 36 maturity/credit rating categories. For municipal bonds, the haircut rates depend on bond maturity, credit rating, and the bond's sector. For an SFT position that becomes an ineligible SFT security whose Current Market Price falls below \$5, a 100 percent haircut of the market value is applied.

The sum of the final, applicable VaR charge and any applicable haircut-based volatility charge is used to cover the potential market price volatility for the portfolio. VaR charges undergo daily backtesting.

Long positions in family-issued securities are also excluded from the volatility charge, and are instead subject to the Family-Issued Securities Charge, described below.

NSCC may also require an additional Intraday Volatility Charge to mitigate the risks presented by Members' adjusted intraday Net Unsettled Positions due to volatility in a Member's own trading activity that may occur between the collection of Members' Required Fund Deposits at the start of the day and the collection of Members' Required Fund Deposits at the start of the following Business Day.

2. Mark-to-Market Charge – The mark-to-market component measures the change in market value of the unsettled and pending positions using the contract price versus the current market price (that is, the price for a security determined daily for purposes of the CNS system). The sum of the unrealized market value changes calculated on positions at the Member level is the mark-to-market amount. Further, because of the nature of SFT, the mark-to-market for SFT positions also includes the interest amount and a cash component. Net portfolio debits per Member are collected as part of the Member's Required Fund Deposit; net portfolio credits are not included.

NSCC may require an additional Intraday Mark-to-Market Charge as it deems necessary or appropriate. Intraday market moves and positions are tracked and this additional Mark-to-Market Charge may be collected if the difference between most recent mark-to-market price of a Member's net positions and the most recently observed market price meets or exceeds a percentage of the Member's volatility component.

3. CNS Fails Charge – Positions in CNS securities that are not delivered on the scheduled settlement date are subject to a CNS Fails Charge. The amount of this charge is calculated by multiplying the current market value for each position in CNS securities that have failed to be delivered on the scheduled settlement date for a Member by a percentage ranging from 5 percent to 100 percent based on the number of business days that such position has been outstanding.

4. Non-Returned SFT Charge – SFT positions that are not returned or rolled as scheduled are subject to an additional charge. The amount of this charge is calculated by multiplying the current market value for such Member's aggregate SFT positions that have failed to settle or roll by (i) 5 percent for Members rated 1 through 4 on the Credit Risk Rating Matrix, (ii) 10 percent for Members rated 5 or 6 on the Credit Risk Rating Matrix, or (iii) 20 percent for Members rated 7 on the Credit Risk Rating Matrix.

5. Family Issued Securities Charge – NSCC is exposed to specific wrong-way risk, defined as the risk that an exposure to a counterparty is highly likely to increase when the creditworthiness of that counterparty deteriorates, when it guarantees positions in securities that are issued by an NSCC Member itself or that Member's affiliates, referred to as family-issued securities. NSCC applies this charge to Members by removing long net unsettled positions in family-issued securities from the volatility charge and applies a haircut-based charge to the absolute value of the position that is no less than 80 percent. The applicable haircut rate is determined based on security type (equity vs. fixed income); no less than 80 percent for long Net Unsettled Positions in fixed income securities that are family-issued securities, and 100 percent for long Net Unsettled Positions in equity securities that are family-issued securities.

6. Margin Requirement Differential – The Margin Requirement Differential ("MRD") is designed to help mitigate the risks posed to NSCC by day-over-day fluctuations in each Member's portfolio by estimating future changes in their portfolios based on a historical look-back over a given period. The MRD is calculated

and charged daily as a part of each Member's Required Fund Deposit and evaluates both historical VaR and mark-to-market charges.

7. Coverage Component – The Coverage Component is designed to mitigate the risks associated with a Member's Required Fund Deposit being insufficient to cover projected liquidation losses to the coverage target, currently a 99 percent confidence level, by adjusting a Member's Required Fund Deposit towards the target. The Coverage Component charge supplements the MRD by preemptively increasing a Member's Required Fund Deposit in an amount calculated to forecast potential deficiencies in the margin coverage of a Member's guaranteed portfolio.

8. Excess Capital Premium – NSCC applies this incremental charge should the Volatility Charge of a Member exceed its current Net Capital, for Members that are broker-dealers, or Equity Capital, for all other Members, as determined from regulatory reports provided to NSCC by the Member pursuant to ongoing membership requirements.

9. Backtesting Charge – NSCC may impose a Backtesting Charge when a Member's overall margin backtesting coverage over the trailing 12-month period has fallen below the target 99 percent coverage level and NSCC determines, based on deficiencies observed over that time period, that the volatility charge may not fully address the projected liquidation losses estimated from such Member's settlement activity. The Backtesting Charge may be imposed on the start of day portfolio as needed.

10. Margin Liquidity Adjustment Charge – NSCC may collect a Margin Liquidity Adjustment ("MLA") Charge to address the risk presented to NSCC when a Member's portfolio contains large Net Unsettled Positions in certain securities or a particular group of securities with a similar risk profile or in a particular asset type. This charge is designed to address the liquidation costs of a defaulted Member's portfolio that may increase when that portfolio includes large Net Unsettled Positions in certain securities or a particular group of securities with a similar risk profile or in a particular asset type because the marketability of such large positions could be reduced and additional liquidation cost would occur to NSCC due to market impact. To more properly assess an MLA Charge for Members who are also subscribed to the SFT Clearing service, the calculation takes the maximum of the MLA Charge based on the services independently, and the MLA Charge based on the Member's position netted between the CNS and SFT Clearing services.

11. Independent Amount SFT Cash Deposit – In order to address regulatory and investment guideline requirements applicable to certain institutional firms, a Member is permitted to transfer an additional cash haircut above 100 percent (e.g., 102 percent) to such institutional firms. A Member that receives the Independent Amount SFT Cash in the Initial Settlement, as defined in the NSCC Rules, also receives a commensurate Clearing Fund call. The Independent Amount SFT Cash Deposit Requirement is recalculated and collected on a daily basis at approximately 4:00 p.m. for any Member. There are no credit offsets being provided at the time of collection; credit offsets will be provided against the following business start of day required deposit to the Clearing Fund that relates to SFT activity.

Clearing Fund charges are calculated overnight and notified to Members early the following morning, for collection by 10:00 a.m. Intraday calls are due within the timeframe specified by NSCC. Failure to submit payment by the deadline may subject the Member to a warning letter or a fine, according to the schedule provided in NSCC Rules. Such fines may be reported to the SEC. Repeated lateness may result in additional penalties or disciplinary action, including termination of membership pursuant to NSCC Rules.

Pricing and margin input data sources

As described under Principle 5 (Collateral), the PMID Framework sets forth the manner in which NSCC identifies, measures, monitors, and manages the risks related to (i) the pricing of securities processed or otherwise held by NSCC and (ii) inputs to NSCC's margin methodologies.

NSCC utilizes multiple third-party vendors to price its eligible securities, and uses a pricing hierarchy to determine a price for each cleared security; generally, that is the prior day's closing price. FRM monitors each pricing file and performs rigorous exception reporting (large variance, stale, missing, off-the-market reports) to ensure that the prices are accurate, and uses established procedures or, where applicable, valuation models, to generate prices for securities when vendor information may not be readily available or reliable.

NSCC identifies substantive margin input data sources and maintains alternative margin input data sources when substantive margin input data sources are unavailable or unreliable.

Model inputs, assumptions and parameters

NSCC calculates margin requirements assuming a three-day liquidation period for unsettled positions. The Clearing Fund requirement is generally calculated to achieve a confidence level of at least 99 percent, and this is evidenced with daily backtesting.

The liquidation period is conservative based on the types of securities to be liquidated and the availability of instruments to "hedge" the portfolio to be liquidated essentially in "real time." Hedging strategies may be used promptly following the failure of a Member in order to minimize market risk. This allows sufficient time to liquidate the portfolio in an orderly manner and minimize market impact. Simulated closeout exercises are performed to understand the profit and loss of a portfolio under various stressed conditions, including market liquidity, limits on average daily volume, and significant price changes due to stressed conditions.

Regarding the historical data used in the VaR model, 153 days is the minimum sample period for equities. NSCC bases its determination of the sample periods for historical data on mathematically sound principles, including sensitivity analysis, that result in a stable base for providing projected returns, supported by continual backtesting. The appropriate sample period is also discussed with industry experts and NSCC's independent model validators.

With respect to portfolio margining, NSCC's margin formula takes into account the correlation of different equity types NSCC clears and the relationship and correlations among the securities, including those transactions that operate as natural offsets or hedges for other related cleared transactions. Correlation is determined within the core parametric equity VaR component, and that correlating benefit is used within the calculation of the VaR component.

The Model Risk Framework sets forth the manner in which NSCC identifies, measures, monitors, and manages the risks related to the design, development, implementation, use, and validation of quantitative models in accordance with applicable legal requirements, including CCAS 17ad-22(e)(4), (6), and (7), and addresses related matters. The Model Risk Framework has been filed with and approved by the SEC,⁴⁰ and is reviewed and approved by the Board on an annual basis.

Procyclicality and specific wrong-way risk

In times of stress, market volatility and total transaction volumes may cause the Clearing Fund to increase which is inherent in the risk management process of NSCC. The choice of the VaR look-back period reflects a balance between stability of the VaR calculation, and appropriate responsiveness to changing market conditions. NSCC addresses the procyclicality of the formula through ongoing Member outreach, seeking

⁴⁰ NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

to increase Member awareness of this impact. Further, incorporation of an evenly-weighted volatility estimation provides a buffer during periods of low volatility.

NSCC currently mitigates wrong-way risk (defined as the risk that counterparty exposures will increase when the creditworthiness of a counterparty deteriorates) by limiting eligible Clearing Fund collateral to cash and U.S. government and agency securities; equities and Member-issued debt securities are not eligible collateral. NSCC has identified a possible exposure to wrong-way risk when it acts as counterparty to a Member with respect to positions in securities that are issued by that Member or that Member's affiliate. These positions are defined as family-issued securities. In the event that a Member with unsettled long positions in family-issued securities defaults, NSCC would close out those positions following a likely drop in the issuer's valuation. In order to address this risk, NSCC applies a haircut-based margining methodology to the net unsettled long positions in family-issued securities of Members and excludes those securities from the VaR charge.

Backtesting, sensitivity analysis and model performance monitoring

NSCC assesses the robustness of its margining methodologies through rigorous back tests.

NSCC conducts backtesting on a daily basis on individual Member portfolios to determine: (a) the efficacy of the underlying VaR model and (b) the sufficiency of the calculated Required Fund Deposit. For the sufficiency test, coverage is defined as the number of test events without deficiencies divided by the total number of events in the testing period. The backtests compare the Clearing Fund requirements with actual price changes in a portfolio. The portfolio values are calculated by using the actual positions in a Member's portfolio and the observed security price changes over the following three days.

Backtesting results are calculated and reviewed by FRM management on a daily basis. Exceptions identified in backtests are reviewed in order to identify causes and formulate responses, as needed. The results of this review and related metrics are reported to, and discussed with, the MRC monthly, and shared with the BRC and NSCC's supervisors in accordance with their regularly scheduled meetings. Members with repeated deficiencies, subject to certain criteria, may be contacted as well. In addition, Backtesting Charges may be imposed as discussed above.

NSCC employs daily stress-testing to determine whether there will be adequate coverage levels for potential losses in a portfolio incurred under extreme, but plausible market conditions. While the VaR component of NSCC's Clearing Fund formula is intended to provide coverage at a 99 percent confidence interval (assuming a three-day period to liquidate or hedge the relevant portfolio), it is possible under certain historical or hypothetical stressed scenarios, which may be outside of the 99 percent confidence interval, that the Required Fund Deposit could be insufficient to provide complete coverage for losses realized as a result of a Member's failure. Stress-tests facilitate NSCC's determination of the possibility where the Required Fund Deposit would be insufficient in this regard.

Additionally, the MRM is responsible for oversight of all risk models. The MRM is responsible for assessing model efficacy. In accordance with the Model Risk Framework, all new models (including material changes to existing models) are subject to independent validation and approval by the MRM prior to their use in production. The margin models are also reviewed at least annually by the MRM. The results of these reviews are provided to the MRC, BRC and NSCC's supervisors. If a model issue is detected, deficiencies would be escalated through the MRM and additional mitigation strategies would be discussed with the MRC and BRC.

Principle 7: Liquidity risk; CCAS 17ad-22(e)(7)

<u>Principle 7: Liquidity risk</u>	<u>CCAS 17ad-22(e)(7)</u>
<p><i>An FMI should effectively measure, monitor, and manage its liquidity risk. An FMI should maintain sufficient liquid resources in all relevant currencies to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations with a high degree of confidence under a wide range of potential stress scenarios that should include, but not be limited to, the default of the participant and its affiliates that would generate the largest aggregate liquidity obligation for the FMI in extreme but plausible market conditions.</i></p> <p>Key consideration 1: An FMI should have a robust framework to manage its liquidity risks from its participants, settlement banks, nostro agents, custodian banks, liquidity providers, and other entities.</p> <p>Key consideration 2: An FMI should have effective operational and analytical tools to identify, measure, and monitor its settlement and funding flows on an ongoing and timely basis, including its use of intraday liquidity.</p> <p>Key consideration 3: A payment system or SSS, including one employing a DNS mechanism, should maintain sufficient liquid resources in all relevant currencies to effect same-day settlement, and where appropriate intraday or multiday settlement, of payment obligations with a high degree of confidence under a wide range of potential stress scenarios that should include, but not be limited to, the default of the participant and its affiliates that would generate the largest aggregate payment obligation in extreme but plausible market conditions.</p> <p>[Not applicable, as NSCC is not a payment system or SSS.]</p> <p>Key consideration 4: A CCP should maintain sufficient liquid resources in all relevant currencies to settle securities-related payments, make required variation margin payments, and meet other payment obligations on time with a high degree of confidence under a wide range of potential stress scenarios that should include, but not be limited to, the default of the participant and its affiliates that would generate the largest aggregate payment obligation to the CCP in extreme but plausible market conditions. In addition, a CCP that is involved in activities with a more-complex risk profile or that is systemically</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(7) Effectively measure, monitor, and manage the liquidity risk that arises in or is borne by the covered clearing agency, including measuring, monitoring, and managing its settlement and funding flows on an ongoing and timely basis, and its use of intraday liquidity by, at a minimum, doing the following:</p> <p>(i) Maintaining sufficient liquid resources at the minimum in all relevant currencies to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios that includes, but is not limited to, the default of the participant family that would generate the largest aggregate payment obligation for the covered clearing agency in extreme but plausible market conditions;</p> <p>(ii) Holding qualifying liquid resources sufficient to meet the minimum liquidity resource requirement under paragraph (e)(7)(i) of this section in each relevant currency for which the covered clearing agency has payment obligations owed to clearing members;</p> <p>(iii) Using the access to accounts and services at a Federal Reserve Bank, pursuant to Section 806(a) of the Payment, Clearing, and Settlement Supervision Act of 2010 (12 U.S.C. 5465(a)), or other relevant central bank, when available and where determined to be practical by the board of directors of the covered clearing agency, to enhance its management of liquidity risk;</p> <p>(iv) Undertaking due diligence to confirm that it has a reasonable basis to believe each of its liquidity providers, whether or not such liquidity provider is a clearing member, has:</p> <p>(A) Sufficient information to understand and manage the liquidity provider's liquidity risks; and</p> <p>(B) The capacity to perform as required under its commitments to provide liquidity to the covered clearing agency;</p>

<p>important in multiple jurisdictions should consider maintaining additional liquidity resources sufficient to cover a wider range of potential stress scenarios that should include, but not be limited to, the default of the two participants and their affiliates that would generate the largest aggregate payment obligation to the CCP in extreme but plausible market conditions.</p> <p>Key consideration 5: For the purpose of meeting its minimum liquid resource requirement, an FMI's qualifying liquid resources in each currency include cash at the central bank of issue and at creditworthy commercial banks, committed lines of credit, committed foreign exchange swaps, and committed repos, as well as highly marketable collateral held in custody and investments that are readily available and convertible into cash with prearranged and highly reliable funding arrangements, even in extreme but plausible market conditions. If an FMI has access to routine credit at the central bank of issue, the FMI may count such access as part of the minimum requirement to the extent it has collateral that is eligible for pledging to (or for conducting other appropriate forms of transactions with) the relevant central bank. All such resources should be available when needed.</p> <p>Key consideration 6: An FMI may supplement its qualifying liquid resources with other forms of liquid resources. If the FMI does so, then these liquid resources should be in the form of assets that are likely to be saleable or acceptable as collateral for lines of credit, swaps, or repos on an ad hoc basis following a default, even if this cannot be reliably prearranged or guaranteed in extreme market conditions. Even if an FMI does not have access to routine central bank credit, it should still take account of what collateral is typically accepted by the relevant central bank, as such assets may be more likely to be liquid in stressed circumstances. An FMI should not assume the availability of emergency central bank credit as a part of its liquidity plan.</p> <p>Key consideration 7: An FMI should obtain a high degree of confidence, through rigorous due diligence, that each provider of its minimum required qualifying liquid resources, whether a participant of the FMI or an external party, has sufficient information to understand and to manage its associated liquidity risks, and that it has the capacity to perform as required under its commitment. Where relevant to assessing a liquidity provider's performance reliability with respect to a particular currency, a liquidity</p>	<p>(v) Maintaining and testing with each liquidity provider, to the extent practicable, the covered clearing agency's procedures and operational capacity for accessing each type of relevant liquidity resource under paragraph (e)(7)(i) of this section at least annually;</p> <p>(vi) Determining the amount and regularly testing the sufficiency of the liquid resources held for purposes of meeting the minimum liquid resource requirement under paragraph (e)(7)(i) of this section by, at a minimum:</p> <p>(A) Conducting stress testing of its liquidity resources at least once each day using standard and predetermined parameters and assumptions;</p> <p>(B) Conducting a comprehensive analysis on at least a monthly basis of the existing stress testing scenarios, models, and underlying parameters and assumptions used in evaluating liquidity needs and resources, and considering modifications to ensure they are appropriate for determining the clearing agency's identified liquidity needs and resources in light of current and evolving market conditions;</p> <p>(C) Conducting a comprehensive analysis of the scenarios, models, and underlying parameters and assumptions used in evaluating liquidity needs and resources more frequently than monthly when the products cleared or markets served display high volatility or become less liquid, when the size or concentration of positions held by the clearing agency's participants increases significantly, or in other appropriate circumstances described in such policies and procedures; and</p> <p>(D) Reporting the results of its analyses under paragraphs (e)(7)(vi)(B) and (C) of this section to appropriate decision makers at the covered clearing agency, including but not limited to, its risk management committee or board of directors, and using these results to evaluate the adequacy of and adjust its liquidity risk management methodology, model parameters, and any other relevant aspects of its liquidity risk management framework;</p> <p>(vii) Performing a model validation of its liquidity risk models not less than annually or more frequently as may be contemplated by the covered clearing agency's risk management framework established pursuant to paragraph (e)(3) of this section;</p> <p>(viii) Addressing foreseeable liquidity shortfalls that would not be covered by the covered</p>
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<p>provider's potential access to credit from the central bank of issue may be taken into account. An FMI should regularly test its procedures for accessing its liquid resources at a liquidity provider.</p> <p>Key consideration 8: An FMI with access to central bank accounts, payment services, or securities services should use these services, where practical, to enhance its management of liquidity risk.</p> <p>Key consideration 9: An FMI should determine the amount and regularly test the sufficiency of its liquid resources through rigorous stress testing. An FMI should have clear procedures to report the results of its stress tests to appropriate decision makers at the FMI and to use these results to evaluate the adequacy of and adjust its liquidity risk-management framework. In conducting stress testing, an FMI should consider a wide range of relevant scenarios. Scenarios should include relevant peak historic price volatilities, shifts in other market factors such as price determinants and yield curves, multiple defaults over various time horizons, simultaneous pressures in funding and asset markets, and a spectrum of forward-looking stress scenarios in a variety of extreme but plausible market conditions. Scenarios should also take into account the design and operation of the FMI, include all entities that might pose material liquidity risks to the FMI (such as settlement banks, nostro agents, custodian banks, liquidity providers, and linked FMIs), and where appropriate, cover a multiday period. In all cases, an FMI should document its supporting rationale for, and should have appropriate governance arrangements relating to, the amount and form of total liquid resources it maintains.</p> <p>Key consideration 10: An FMI should establish explicit rules and procedures that enable the FMI to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations on time following any individual or combined default among its participants. These rules and procedures should address unforeseen and potentially uncovered liquidity shortfalls and should aim to avoid unwinding, revoking, or delaying the same-day settlement of payment obligations. These rules and procedures should also indicate the FMI's process to replenish any liquidity resources it may employ during a stress event, so that it can continue to operate in a safe and sound manner.</p>	<p>clearing agency's liquid resources and seek to avoid unwinding, revoking, or delaying the same day settlement of payment obligations;</p> <p style="padding-left: 40px;">(ix) Describing the covered clearing agency's process to replenish any liquid resources that the clearing agency may employ during a stress event; and</p> <p style="padding-left: 40px;">(x) Undertaking an analysis at least once a year that evaluates the feasibility of maintaining sufficient liquid resources at a minimum in all relevant currencies to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios that includes, but is not limited to, the default of the two participant families that would potentially cause the largest aggregate payment obligation for the covered clearing agency in extreme but plausible market conditions if the covered clearing agency provides central counterparty services and is either systemically important in multiple jurisdictions or a clearing agency involved in activities with a more complex risk profile.</p>
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Liquidity risk management framework

NSCC, and its affiliates, DTC and FICC, have adopted a Clearing Agency Liquidity Risk Management Framework (“Liquidity Risk Framework”), which sets forth the manner in which NSCC measures, monitors and manages the liquidity risks that arise in or are borne by it, including (i) the manner in which NSCC deploys its liquidity tools to meet its settlement obligations on an ongoing and timely basis and (ii) NSCC’s use of intraday liquidity, in accordance with applicable legal requirements, including CCAS 17ad-22(e)(7)⁴¹ and addresses related matters. The Liquidity Risk Framework has been filed with and approved by the SEC,⁴² and is reviewed and approved by the BRC on an annual basis.

NSCC’s liquidity risk management strategy and objectives are designed to ensure that NSCC maintains sufficient liquid resources to meet the potential amount of funding required to settle outstanding transactions of a defaulting Member or affiliated family of defaulting Members in a timely manner. Liquidity risk is the risk that NSCC would not have sufficient funding resources to complete settlement obligations of a defaulting Member’s unsettled transactions. NSCC’s liquidity risk is managed by the Liquidity Risk Management (“LRM”) team within FRM, and subject to oversight by the MRC and the BRC.

As a central counterparty, NSCC’s liquidity needs are driven by the requirement to complete end-of day money settlement, on an ongoing basis, in the event of a failure of a Member. As a cash market CCP, if a Member defaults, NSCC will need to complete settlement of guaranteed transactions on the failing Member’s behalf from the date of insolvency (referred to as “DOI”) through the remainder of the settlement cycle. As such, NSCC measures the sufficiency of its qualifying liquid resources through daily liquidity studies across a range of scenarios, including amounts needed over the settlement cycle in the event that the Member or Member’s affiliated family with the largest aggregate liquidity exposure becomes insolvent (that is, on a Cover One standard).

NSCC then seeks to maintain qualifying liquid resources (as defined in Rule 17ad-22(a)(14)) in an amount sufficient to cover this risk. NSCC’s liquidity resources include, for example: (1) the cash in the Clearing Fund; (2) the cash that would be obtained from NSCC’s committed 364-day credit facility with a consortium of lenders; (3) cash proceeds from NSCC’s commercial paper and extendable note program (“CP Program”); (4) cash proceeds from NSCC’s Senior Unsecured Notes (and together with the CP Program, “Prefunded Liquidity”), and (5) as discussed more fully below, additional cash deposits (“Supplemental Liquidity Deposits” or “SLD”) designed to cover the heightened liquidity exposure presented by those Members whose activity would pose the largest liquidity exposure to NSCC.

As all securities cleared and settled through NSCC settle in U.S. dollars, NSCC has no cross-currency exposure. As noted above under the discussion of Credit Risk (Principle 4), NSCC is not systemically important in multiple jurisdictions, and as a U.S. cash market equity CCP, its activities do not have a complex risk profile. NSCC does not have access to routine credit at the central bank for liquidity; as such, it does not account for this option in its liquidity planning.⁴³

Measurement and monitoring of liquidity risk and needs

On a daily basis, FRM and NSCC’s Settlement Operations groups monitor settlement flows and projected debit obligations. Each Member’s incoming credits and debits are reviewed to estimate the size of cash

⁴¹ Compliance with Rule 17ad-22(e)(7)(vi) is described in the Clearing Agency Stress Testing Framework and compliance with Rule 17ad-22(e)(7)(vii) is described in the Clearing Agency Model Risk Management Framework.

⁴² NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

⁴³ However, NSCC does maintain an account with the FRBNY, which is one of the options available to it for cash management under the Investment Policy and which facilitates the management of, and access to, NSCC’s qualified liquid resources.

outflow required to satisfy settlement needs. In addition, automated risk systems are utilized to measure and monitor potential liquidity demands.

In the event an NSCC Member defaults on its open obligations, NSCC's liquidity needs are driven by whether the defaulted Member has satisfied its unsettled obligations on DOI, plus the settlement amount of the defaulted Member's net long (buy) positions for each remaining day of the settlement cycle.

To the extent that a Member's open portfolio to be closed out is "net-long," NSCC is responsible for the receipt of securities from, and payment of cash to, the contra side Members. As such, long (receive) positions drive the potential liquidity risk that is posed to NSCC, since NSCC would be responsible for the payment of cash required to settle those purchases.

Accordingly, NSCC calculates its liquidity needs per individual Member at a legal entity-level and further aggregates amounts at the family-level (that is, including all affiliated entities⁴⁴ that are also NSCC Members, under the assumption that all such affiliates fail simultaneously). Members' total liquidity needs are calculated by netting the sum of contract values for all securities on a per CUSIP per service (CNS and SFT) basis per Member (that is, to determine the Member's net long or short position per CUSIP per service) for each day of the cycle, and summing the total of the debit (long) positions only. These positions represent the securities that NSCC would have an obligation to receive and pay for in the event of a Member default. The liquidity need calculations also capture potential liquidity needs for cleared SFTs.

Based on the results of the calculation, NSCC determines its aggregate financial resources that would be available to satisfy the largest peak aggregate settlement obligation of a Member or Member family on the day of the simulated default.

In order to assess its liquidity obligations under a wide array of scenarios, NSCC performs daily liquidity sufficiency testing with respect to normal market scenarios, as a baseline reference point to assess other stress assumptions, and two types of stress scenarios:

- Regulatory stress scenarios, which are designed to meet the requirements set forth in Rule 17ad-22(e)(7)(i) and (7)(vi)(A), and a wide range of stress scenarios that include, but are not limited to, extreme but plausible scenarios, including the default of the Affiliated Family that would generate the largest aggregate payment obligation for NSCC in extreme but plausible market conditions.
- Informational stress scenarios, which are executed as part of internal analysis. These stress scenarios are not designed to meet the requirements of Rules 17ad-22(e)(4)(vi)(A) and (7)(vi)(A) and, as such, are utilized for informational, analytical and/or monitoring purposes only.

Regulatory stress scenarios are subject to review on at least a monthly basis and approval by the ESTC. On a monthly basis, liquidity risk metrics are escalated, and these results are used to evaluate the adequacy of NSCC's liquidity resources.

Size and composition of qualifying liquid resources; reporting

NSCC's Rules specifically permit borrowing from the Clearing Fund to facilitate end-of-day money settlement. Additionally, Clearing Fund collateral may be pledged for the purpose of securing loans to facilitate settlement. The investment of Clearing Fund cash is managed in accordance with the Investment Policy (as described under Principle 16 Custody and investment risks), as are cash proceeds from the Prefunded Liquidity. These amounts are available, as needed, for NSCC to draw upon to complete settlement.

⁴⁴ "Affiliated entities" means collectively each Member which controls or is controlled by another Member and each Member that is under the common control of any organization, entity or individual. "Control" for these purposes means the direct or indirect ownership of more than 50 percent of the voting securities or other voting interests of any organization, entity or person.

NSCC may access its committed credit facility up to the amount of the resources eligible to secure a borrowing. These resources are available on a same-day basis. If drawn upon, the credit facility is collateralized with Eligible Clearing Fund Securities and the securities in the process of settlement which, as a result of the defaulting Member's failure-to-settle, are received and paid for by NSCC (i.e., unpaid long allocations owned by NSCC), or collateral supporting those long allocations.

Members may also be required to provide additional liquidity in the form of Supplemental Liquidity Deposits ("SLD") to the Clearing Fund to cover the liquidity exposures presented by those Members' activity. This requirement is stipulated in NSCC Rule 4A and requires Members (whether individually, or as part of an affiliated Member family) whose activity generates liquidity needs in excess of NSCC's then available qualifying liquid resources, to fund such additional amounts. SLD must be in cash and are held and maintained in the same manner as other Clearing Fund deposits. They are thus available to fund settlement as needed.

All of these liquidity resources constitute "qualifying liquid resources" under Rule 17ad-22(a)(14).

With respect to Member SLD requirements, NSCC provides reporting that includes daily liquidity reports to Members to facilitate their understanding of the risks that their activity presents to NSCC. This reporting is consistent with NSCC's outreach to affected Members concerning its potential SLD requirements, and enhances Members' ability to make decisions regarding potential or future liquidity obligations and incorporate that impact into its capital planning process (or modify its behavior to minimize the liquidity risk presented to NSCC).

Reliability of liquidity providers and others

As described below, NSCC undertakes due diligence with respect to its liquidity providers and conducts testing with those providers. NSCC conducts formal reviews of the reliability of its qualified liquid resources providers in extreme but plausible market conditions.

NSCC's committed line of credit is maintained with a diversified consortium of lenders, all of which are regulated financial institutions in the business of extending credit on a committed basis as provided in the credit agreement governing the facility. The line of credit is renewed annually. During the renewal period, NSCC, in coordination with the lead facility arranger, provides potential liquidity providers with information to enable them to understand the liquidity obligations and risks they may face as potential lenders under the facility, which include the need to be able to provide funding within a short time window on a same-day basis. The lead facility arranger also conducts standard due diligence on all potential counterparties to determine their suitability, and NSCC conducts its own credit analysis of the potential lenders. These reviews, together with discussions and meetings conducted in connection with the annual renewal, are designed to provide NSCC with confidence that the lenders have sufficient information and the capacity to perform their obligations should NSCC need to draw on the facility.

Test drawdowns for the line of credit are performed periodically to demonstrate that the agents and the lenders are operationally capable to perform their obligations under the facility and are familiar with the drawdown process.

The Prefunded Liquidity is a qualifying liquid resource. It represents the cash proceeds from issuance and private placement of debt represented by unsecured notes, including commercial paper. In order to provide for the ongoing resource reliability of the Prefunded Liquidity, NSCC seeks to (1) maintain strong credit worthiness, which supports its access to the relevant markets, (2) continuously monitor the state and resiliency of the relevant markets, and (3) limit the potential impact of rollover risk of maturing commercial paper on NSCC's liquidity resources.

NSCC also seeks to manage its liquidity and operational risks arising from settling banks and investment counterparties. With respect to settling banks, minimum requirements are effectuated through the membership application and ongoing review process, and with respect to investment counterparties, the

Investment Policy includes counterparty credit and concentration standards. NSCC has established strict eligibility requirements for entities seeking to act as settling banks, which include minimum financial, credit and operational standards. Entities that act as such and are not otherwise Members (and thus subject to ongoing financial reporting requirements and surveillance review in their capacity as Members) are required to be “Settling Bank Only Members” and agree to abide by the requirements applicable to that class of membership; this includes timely adherence to daily settlement protocols.

Stress scenarios, review and validation

LRM conducts a daily liquidity test, which includes a number of stress scenarios and assumptions used to evaluate NSCC’s liquidity needs on a conservative basis and to ensure the maintenance of sufficient qualifying liquid resources to timely meet NSCC’s settlement obligations with a high degree of confidence. In addition, LRM may perform daily liquidity studies for informational and monitoring purposes using stress scenarios that exceed regulatory minimums.

Scenarios stress test results are reviewed by the MRC on at least a monthly basis and escalated to the BRC as necessary. These results are used to evaluate the adequacy of NSCC’s qualifying liquid resources, for example, the impact of extreme market moves and the potential changes in resource availability that may follow. To the extent that stress tests indicate a potential impact on the sufficiency of NSCC’s liquidity resources, management may consider options available to supplement resources.

The results of these analyses are reviewed by the ESTC at its monthly meeting as well as NSCC’s MRC and the BRC. The ESTC uses such results to evaluate the adequacy of the stress testing methodology for the purpose of achieving compliance with the minimum prefunded financial resource requirements set forth in the Liquidity Risk Management Framework.

NSCC also performs an annual liquidity assessment to calibrate its default liquidity resources, including sizing of its credit line, to assure the maintenance of sufficient liquid resources under a wide range of foreseeable stress scenarios that includes both historical and hypothetical market scenarios selected from an inventory of risk factors. This assessment is presented to the MRC and the BRC.

NSCC’s liquidity stress-testing methodology is reviewed and validated in accordance with the Model Risk Framework, including validation on an annual basis and monthly model performance monitoring.

Replenishment of liquidity resources; uncovered liquidity shortfalls

As the liquidation of a defaulting Member’s portfolio completes (including the sale of collateral used to secure a borrowing), the proceeds from the closeout are used to repay liquidity borrowings, thus replenishing NSCC’s liquidity resources.

If closeout proceeds are insufficient to fully repay such liquidity usage/borrowings, then the amount of any such shortfall would constitute a loss that would first be satisfied by recourse to the defaulting Member’s available resources pursuant to the provisions of NSCC Rule 4 (Clearing Fund) and the applicable terms of any cross-guaranty agreements. Any loss remaining thereafter would be addressed by the loss allocation waterfall, which is described in Principle 13 (Participant-default rules and procedures).

Principle 8: Settlement finality; CCAS 17ad-22(e)(8)

<u>Principle 8: Settlement finality</u>	<u>CCAS 17ad-22(e)(8)</u>
<p><i>An FMI should provide clear and certain final settlement, at a minimum by the end of the value date. Where necessary or preferable, an FMI should provide final settlement intraday or in real time.</i></p> <p>Key consideration 1: An FMI's rules and procedures should clearly define the point at which settlement is final.</p> <p>Key consideration 2: An FMI should complete final settlement no later than the end of the value date, and preferably intraday or in real time, to reduce settlement risk. An LVPS or SSS should consider adopting RTGS or multiple-batch processing during the settlement day.</p> <p>Key consideration 3: An FMI should clearly define the point after which unsettled payments, transfer instructions, or other obligations may not be revoked by a participant.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(8) Define the point at which settlement is final to be no later than the end of the day on which the payment or obligation is due and, where necessary or appropriate, intraday or in real time.</p>

NSCC provides end-of-day final settlement on the value date of transactions settled. Specifically, "Settlement Date" is defined within NSCC's Rules to mean, with respect to any contracts, security balance orders, security orders or other transactions to which NSCC's Rules apply, the date specified for the settlement of such contract, security balance order, security order or transaction, as provided in NSCC's Rules. Under NSCC's Rules, a CNS delivery is complete and final as to the delivering Member once the securities are debited from the delivering Member's DTC securities account and credited to NSCC's CNS account at DTC. The delivering Member (providing it is not in default at settlement) will be paid through net settlement, regardless of any failure to settle of the receiving Member.

As described in the General Background section above, CNS relies on an interface with DTC for the book-entry movement of securities to settle transactions. The CNS deliveries made through DTC are made free of payment, using a Model 2 DVP mechanism (i.e., a deferred net settlement approach), in which securities deliveries settle gross, and related funds obligations settle net (on the books of NSCC), through end-of-day settlement. As described in Principle 9 (Money settlements), NSCC's end-of-day money settlement is consolidated with DTC. Upon completion of funds settlement, securities and funds transfers are final.

NSCC's Rules define the point at which settlement is final

Under NSCC's Rules governing CNS, NSCC becomes the counterparty for settlement purposes at the point NSCC's trade guaranty attaches, assuming the obligation and obtaining the right, by assignment and assumption, to pay for and receive securities delivered from the delivering (short) Member, and to deliver securities to and receive payment from the receiving (long) Member. Within its Balance Order accounting system, which provides netted and allotted Balance Orders, NSCC does not act as a CCP, but does guarantee settlement through the close of business on the originally scheduled settlement date. The timing of NSCC's assumption of liability for CNS transactions and its guaranty of Balance Order transactions is

set forth in NSCC's Rules.⁴⁵ NSCC also acts as a CCP for SFTs and novates the off-legs of eligible SFTs with one-day terms. Generally, for an SFT that has been validated by NSCC, the off-leg of such SFT is novated to NSCC when its on-leg is settled at DTC or when its on-leg settlement obligation is discharged; however, the off-leg of a bilaterally initiated SFT (including a sponsored member transaction) is novated to NSCC as of the time NSCC provides a report confirming such novation.

The settlement of Balance Orders can occur either away from NSCC, either at DTC or otherwise, or through NSCC's Envelope Settlement Service. As such, the finality of the settlement of Balance Orders is determined under the rules of the applicable settlement location.

For CNS securities, NSCC uses a modified DVP mechanism in that when a Member delivers securities to CNS, the Member receives a credit, and when NSCC delivers securities to the long receiving Member (a long allocation), the long receiving Member receives a debit.

Under NSCC's rules, a CNS delivery is complete and final as to the delivering Member once the securities are debited from the delivering Member's DTC securities account and credited to NSCC's CNS account at DTC. The delivering Member (provided it is not in default at settlement) will be paid through net settlement, regardless of any failure to settle of the receiving Member.⁴⁶

A CNS delivery transaction is final as to the receiving (long) Member at the "effective time." Pursuant to NSCC Rule 12 (Settlement), the effective time generally occurs when it is clear that NSCC has either been paid, or is in a credit position with respect to the (long) Member or its settling bank, and NSCC has no clearing agency cross-guaranty agreement obligation due with respect to such Member.⁴⁷ Until the effective time occurs, NSCC retains ownership rights in the long allocations.

With respect to SFTs, NSCC's Rules provide that settlement of an SFT is deemed to be final at the "final settlement" of such SFT. Generally, the "final settlement" of an SFT occurs upon the exchange of borrowed SFT securities for the applicable cash payment. However, with respect to an SFT between a Sponsoring Member and its Sponsored Member, the settlement of such SFT is deemed to be final when the Sponsoring Member credits the securities and cash on its books and records.

End-of-day net funds payments are made through the NSS, as described in Principle 9 (Money settlements), and are final immediately when effected, in accordance with FRB rules.⁴⁸

With respect to the non-guaranteed services provided to participants by NSCC (such as Mutual Fund Services, Insurance & Retirement Services, Alternative Investment Product Services, and the ESS⁴⁹), NSCC does not act as a CCP to its participants. In accordance with NSCC's Rules, NSCC explicitly reserves the right, if at any time it fails to receive payment from a participant with respect to transactions or charges in those services, which payment was to be used to make payment to the respective contra side(s),

⁴⁵ The Rules generally provide that CNS and Balance Order transactions are guaranteed as of the point they have (i) for bilateral submissions, been validated and compared by NSCC, and (ii) for locked-in submissions, been validated by NSCC. For Balance Order transactions, this guarantee remains effective through the close of business on the scheduled settlement date. See NSCC's Rules, Addendum K.

⁴⁶ While the credit is effective when made, such credits will be netted and offset against other obligations that the Member owes to NSCC as part of end-of-day net money settlement. See NSCC Rule 12, sections 5 and 6, and Procedure VIII (Money Settlement Service).

⁴⁷ DTC Rule 6 gives effect to NSCC's determination of the "effective time." Accordingly, CNS securities transfers made through the NSCC/DTC CNS interface are final on DTC's books when the effective time has occurred in accordance with NSCC's Rules.

⁴⁸ Operating Circular No. 12 *available at* www.frb.services.org.

⁴⁹ Described under Principle 10 (Physical deliveries).

to reverse (in whole or in part) any credit provided to the contra side(s).⁵⁰ NSCC has systems and/or processes designed to enable reversals to be effected prior to completion of settlement on the value date. Should that not occur, NSCC may debit the contra side(s) for payment on the next settlement day.

⁵⁰ Addendum D - Statement of Policy - Envelope Settlement Service, Mutual Fund Services, Insurance and Retirement Processing Services and Other Services Offered by the Corporation. For Alternative Investment Product Services (which has a separate settlement process), the reversal of credits is required.

Principle 9: Money settlements; CCAS 17ad-22(e)(9)

<u>Principle 9: Money settlements</u>	<u>CCAS 17ad-22(e)(9)</u>
<p><i>An FMI should conduct its money settlements in central bank money where practical and available. If central bank money is not used, an FMI should minimise and strictly control the credit and liquidity risk arising from the use of commercial bank money.</i></p> <p>Key consideration 1: An FMI should conduct its money settlements in central bank money, where practical and available, to avoid credit and liquidity risks.</p> <p>Key consideration 2: If central bank money is not used, an FMI should conduct its money settlements using a settlement asset with little or no credit or liquidity risk.</p> <p>Key consideration 3: If an FMI settles in commercial bank money, it should monitor, manage, and limit its credit and liquidity risks arising from the commercial settlement banks. In particular, an FMI should establish and monitor adherence to strict criteria for its settlement banks that take account of, among other things, their regulation and supervision, creditworthiness, capitalisation, access to liquidity, and operational reliability. An FMI should also monitor and manage the concentration of credit and liquidity exposures to its commercial settlement banks.</p> <p>Key consideration 4: If an FMI conducts money settlements on its own books, it should minimise and strictly control its credit and liquidity risks.</p> <p>Key consideration 5: An FMI's legal agreements with any settlement banks should state clearly when transfers on the books of individual settlement banks are expected to occur, that transfers are to be final when effected, and that funds received should be transferable as soon as possible, at a minimum by the end of the day and ideally intraday, in order to enable the FMI and its participants to manage credit and liquidity risks.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(9) Conduct its money settlements in central bank money, where available and determined to be practical by the board of directors of the covered clearing agency, and minimize and manage credit and liquidity risk arising from conducting its money settlements in commercial bank money if central bank money is not used by the covered clearing agency.</p>

Introduction

NSCC uses a Model 2 DVP deferred net settlement (DNS) system, with funds settlement occurring at the end of day.⁵¹ From an operational perspective, NSCC's money settlement is centralized with the end-of-day money settlement of its affiliate, DTC, to provide common participants with consolidated reporting and a single point of access for all settlement information. End-of-day money settlement is conducted in U.S.

⁵¹ See Annex D of the FMI Principles, where the various types of settlement systems are described.

central bank funds through a tiered structure and netting process. Funds transfers are effected via NSS⁵² and are final when effected on the books of the FRBNY. Commercial banks, acting as settling banks for NSCC Members, must have Federal Reserve Bank accounts and satisfy criteria, including regulatory status, creditworthiness, capitalization, access to liquidity and operational reliability.

As described in further detail in response to Principle 6 (Margin), NSCC collects Clearing Fund deposits from its Members. Clearing Fund deposits are collected intraday in central bank money by Fedwire.

Tiered and netted settlement arrangements

Members⁵³ are obligated to designate a settling bank to effect daily money settlement on their behalf. Members may designate a settling bank of their own choosing (and NSCC does not intervene in that relationship), provided the bank meets certain financial and operational criteria, is a Federal Reserve member, and agrees to settle through use of NSS. Entities that act as such and that are not otherwise NSCC Members (and thus subject to ongoing financial reporting requirements and surveillance review) are required to be “Settling Bank Only Members” and agree to abide by the requirements applicable to that class of membership; this includes timely adherence to daily settlement protocols. The settling bank may or may not have a credit relationship with the Member – it is not expected or required to guarantee the obligations of the Member or to advance funds on the Member’s behalf.⁵⁴ If a settling bank does not settle on behalf of one or more Members, each of those Members nevertheless remains obligated to pay its net settlement obligation in central bank money by the Fedwire system. A settling bank may not refuse to settle for itself.

Throughout the day, money debit and credit data generated by participant activities are recorded in the settlement system. At the end of the processing day, the data is summarized by NSCC product category (i.e., CNS, mutual funds, insurance services, envelope services, etc.) and netted to produce an aggregate money debit or credit for each Member. This final net debit or net credit balance determines whether the Member has an obligation to pay or to be paid in the process of NSCC completing end-of-day settlement. A Member with an end-of-day net debit balance has an obligation to pay NSCC that amount; a Member with an end-of-day net credit balance is entitled to receive a payment from NSCC.⁵⁵

To protect NSCC and its membership and minimize systemic risk, money settlement amounts are subject to netting to reduce funding transfers due through the commercial banking and central bank systems. As noted above, from an operational perspective, NSCC end-of-day money settlement is centralized with DTC’s end-of-day settlement. In addition to providing common participants with a centralized point for consolidated reporting, it provides the benefit of netting money settlements. Under this process, following the determination of final net numbers for each NSCC Member and DTC Participant, these amounts are further netted or combined to produce a consolidated net money settlement obligation for common participants. For example, a Member with a settlement debit at NSCC and a settlement credit at DTC, will have that debit netted against the DTC credit.

⁵² NSS is a multilateral settlement service owned and operated by the Federal Reserve Banks (FRBs). The service is offered to depository institutions that settle for participants in clearinghouses, financial exchanges and other clearing and settlement groups. Settlement agents, acting on behalf of those depository institutions in a settlement arrangement, electronically submit settlement files to the FRBs. Files are processed on receipt, and entries are automatically posted to the depository institutions’ Federal Reserve Bank accounts. DTC maintains an account at the FRB and acts as agent for NSCC.

⁵³ Participants who may access services involving money settlement are subject to the same requirements.

⁵⁴ NSCC’s Rules include protections such as allowing the Settling Bank to refuse to settle for a Member.

⁵⁵ NSCC participants using Alternative Investment Product Services (AIP) settle money payments with respect to AIP Services outside of NSCC’s end-of-day net money settlement. All AIP money settlement is effected on a gross basis, where on the applicable settlement date, AIP debits are collected first, and in the afternoon all contra-side credits, where the corresponding debits have been collected, are paid.

Settling banks may settle on behalf of multiple DTC Participants and/or NSCC Members. So, following determination of the consolidated net money settlement obligations of common participants, the net-net debit or credit amounts for each customer participant on whose behalf the settling bank settles is further netted to produce a single net-net debit or credit balance for each settling bank. At this stage, each settling bank must acknowledge the net amount due to it or from it, for settlement to proceed (or, a settling bank may refuse to settle for one or more identified Members or Participants). Settlement of these net-net balances occurs through use of the NSS, whereby DTC, for itself and as NSCC's settlement agent, submits instructions to have the Federal Reserve accounts of the settling banks charged for their net-net debit balances and credited with their net-net credit balances, with offsetting entries to the DTC account at FRBNY.⁵⁶ NSS funds transfers are final immediately when effected, in accordance with the FRB rules and procedures governing NSS.⁵⁷ DTC confirms that funds transfers have been effected (once the NSS process has completed) on each business day.

NSCC Members and settling banks must adhere to the timeframes set forth for DTC (consolidated) settlement in the DTC Settlement Service Guide.⁵⁸

DTC acts as settlement agent for NSCC

As described above, NSCC has a settlement interface with its affiliate, DTC that is integral to the settlement of each clearing agency. DTC acts as settlement agent for NSCC.⁵⁹ In submitting the end-of-day NSS file, DTC, on its own behalf and as NSCC's settlement agent, submits instructions to cause the Federal Reserve accounts of the settling banks to be charged for their net-net debit balances and credited with their net-net credit balances. This cross-clearing agency netting and settlement arrangement is reflected both in the Rules of each of DTC and NSCC, as well as in the Third Amended and Restated Netting Contract and Limited Cross-Guaranty Agreement, dated as of February 6, 2025, between NSCC and DTC ("Cross-Guaranty Agreement"). When NSS processing has completed, NSCC settlement for the business day is likewise completed.

Settling Bank requirements and monitoring

Settling banks for NSCC Members are required to be either Members or Settling Bank Only Members, maintain accounts at the Federal Reserve, and meet minimum financial and operational criteria, including minimum capital requirements and a minimum Tier 1 Risk-Based Capital Ratio for regulatory purposes. Settling banks are subject to supervision and regulation by their federal and state regulators, depending on their form of organization.

FRM monitors the settling banks for their compliance with NSCC Rules (in their capacity as Members or as Settling Bank Only Members).

Quarterly, FRM reviews the capital adequacy of settling banks and the ESR monitors NSCC Settling Bank exposure and concentration. For settling banks that are Full Service Members, financial statements filed

⁵⁶ Pursuant to DTC's Rules, and in its capacity as NSCC's settlement agent, DTC treats any Settling Bank that settles for other Participants that does not (i) affirmatively acknowledge its end-of-day net-net settlement balance or, alternatively (ii) notify DTC of its refusal to settle for one or more Participants for which it is the designated Settling Bank, as deemed to have acknowledged its end-of-day net-net settlement balance. The Settling Bank's net-net settlement balance would then, in the ordinary course of settlement processing, be debited from or credited to its FRB Account through the NSS process.

⁵⁷ Federal Reserve Circular OC 12.

⁵⁸ The DTC Settlement Service Guide is publicly available on the DTCC website.

⁵⁹ DTC acts as Settlement Agent for NSCC with respect to NSCC's end-of-day money settlement and with respect to the separate money settlement for the AIP Services.

with regulatory agencies, and information gathered from various financial publications are analyzed to confirm that each settling bank continues to be financially stable.

Principle 10: Physical deliveries; CCAS 17ad-22(e)(10)

<u>Principle 10: Physical deliveries</u>	<u>CCAS 17ad-22(e)(10)</u>
<p><i>An FMI should clearly state its obligations with respect to the delivery of physical instruments or commodities and should identify, monitor, and manage the risks associated with such physical deliveries.</i></p> <p>Key consideration 1: An FMI's rules should clearly state its obligations with respect to the delivery of physical instruments or commodities.</p> <p>Key consideration 2: An FMI should identify, monitor, and manage the risks and costs associated with the storage and delivery of physical instruments or commodities.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(10) Establish and maintain transparent written standards that state its obligations with respect to the delivery of physical instruments, and establish and maintain operational practices that identify, monitor, and manage the risks associated with such physical deliveries.</p>

Envelope Settlement

As previously described, CNS transactions settle via book entry movements through an interface that NSCC maintains with its affiliate, DTC. They do not settle using delivery of a physical certificate. NSCC does, however, provide a non-guaranteed service facilitating physical deliveries. NSCC Rule 9 (Envelope Settlement Service) sets forth the rules for NSCC's Envelope Settlement Service ("ESS") (including intercity envelope deliveries between New York and Toronto). This service facilitates the processing and settlement of physical security deliveries and associated charges through the use of envelope deliveries. Under this service, physical certificates may be processed for delivery at a specified NSCC location through use of sealed envelopes accompanied by appropriate documentation (which, among other items, identifies the security, the receiving Member and the money value (if any) associated with the delivery), in accordance with the Rules and procedures applicable to the service. NSCC's Rule 9 specifies Members' rights and obligations with respect to envelopes. As a non-guaranteed service, the Rule explicitly provides for NSCC's right to reverse credits and debits in certain events; these include failure to pay, delivery of impermissible items, or in the event NSCC has ceased to act for either the delivering or receiving Member. These provisions have been provided in NSCC's Rules to reduce NSCC's exposure to potential losses from Member defaults, insolvencies, mistakes, and fraud by appropriately shifting the risk outside of NSCC to the contracting Members in an ESS transaction.

Risk controls

With respect to ESS, DTCC has comprehensive security systems (e.g., staffed security guard presence, camera surveillance, bio-metric/badge access, etc.) in place at its facilities, as well as a bar code tracking system that tracks all envelope receipts and deliveries. DTCC also maintains insurance covering its subsidiaries, including NSCC. Insurance coverage includes blanket bond coverage and all risk excess coverage for securities on premises and in transit. Finally, in addition to the loss risk rules set forth in NSCC Rule 9, NSCC Rule 58 (Limitations on Liability) sets forth NSCC's general standard of care and provides limits on NSCC's liability.

Principle 11: Central securities depositories; CCAS 17ad-22(e)(11)

<u>Principle 11: Central securities depositories</u>	<u>CCAS 17ad-22(e)(11)</u>
<p><i>A CSD should have appropriate rules and procedures to help ensure the integrity of securities issues and minimise and manage the risks associated with the safekeeping and transfer of securities. A CSD should maintain securities in an immobilised or dematerialised form for their transfer by book entry.</i></p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(11) When the covered clearing agency provides central securities depository services:</p> <ul style="list-style-type: none">(i) Maintain securities in an immobilized or dematerialized form for their transfer by book entry, ensure the integrity of securities issues, and minimize and manage the risks associated with the safekeeping and transfer of securities;(ii) Implement internal auditing and other controls to safeguard the rights of securities issuers and holders and prevent the unauthorized creation or deletion of securities, and conduct periodic and at least daily reconciliation of securities issues it maintains; and(iii) Protect assets against custody risk through appropriate rules and procedures consistent with relevant laws, rules, and regulations in jurisdictions where it operates.

NSCC is not a CSD and does not provide CSD services. Accordingly, Principle 11 and CCAS 17ad-22(e)(11) do not apply to NSCC.

Principle 12: Exchange-of-value settlement systems; CCAS 17ad-22(e)(12)

<u>Principle 12: Exchange-of-value settlement systems</u>	<u>CCAS 17ad-22(e)(12)</u>
<p><i>If an FMI settles transactions that involve the settlement of two linked obligations (for example, securities or foreign exchange transactions), it should eliminate principal risk by conditioning the final settlement of one obligation upon the final settlement of the other.</i></p> <p>Key consideration 1: An FMI that is an exchange-of-value settlement system should eliminate principal risk by ensuring that the final settlement of one obligation occurs if and only if the final settlement of the linked obligation also occurs, regardless of whether the FMI settles on a gross or net basis and when finality occurs.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(12) Eliminate principal risk by conditioning the final settlement of one obligation upon the final settlement of the other, regardless of whether the covered clearing agency settles on a gross or net basis and when finality occurs if the covered clearing agency settles transactions that involve the settlement of two linked obligations.</p>

As described above in “General Background of NSCC and Key Metrics,” NSCC operates an exchange-of-value settlement system involving the settlement of two linked obligations – securities and cash – using (i) an interface with the securities settlement system operated by DTC for the book-entry movement of CNS securities and SFT securities, and (ii) participation in the NSS payment system operated by the FRS to effect payment for these securities.

In the DTC securities settlement system, securities are transferred on a gross basis intraday. In the NSS payment system, payments are made on a net basis at the end of the day. Pursuant to the NSCC Rule 12 (Settlement), a delivery of CNS securities is not final until the obligation to pay for these securities is satisfied. Pursuant to the NSCC Rule 56 (Securities Financing Transaction Clearing Service), the settlement of an SFT is deemed to be final at the “final settlement” of such SFT (i.e., upon the exchange of borrowed SFT securities for the applicable cash payment). This settlement mechanism – where securities transfers are settled on a gross basis intraday (through DTC), funds transfers are settled on a net basis at the end of the day (through NSS), and the two obligations are linked (by the NSCC Rules) – most closely fits the description of a DVP Model 2 design for securities settlement systems, as set forth in Annex D of the FMI Principles.

Under NSCC’s Rules governing CNS, NSCC becomes the counterparty for settlement purposes at the point NSCC’s trade guarantee attaches, assuming the obligation and obtaining the right, by assignment and assumption, to pay for and receive securities delivered from the delivering (short) Member, and to deliver securities to, and receive payment from, the receiving (long) Member.⁶⁰ Under NSCC’s Rules, NSCC novates the off-legs of eligible SFTs with one-day terms. Generally, for an SFT that has been validated by NSCC, the off-leg of such SFT is novated to NSCC when its on-leg is settled at DTC or when its on-leg settlement obligation is discharged; however, the off-leg of a bilaterally initiated SFT (including a sponsored member transaction) is novated to NSCC as of the time NSCC provides a report confirming such novation.

Deliveries of securities by a delivering (short) Member are final as to that Member when they are delivered to NSCC’s CNS account at DTC, and CNS credits that Member with the settlement amount due with respect

⁶⁰ NSCC does not act as CCP for Balance Order transactions. The actual settlement of Balance Orders occurs outside of NSCC, either at DTC or otherwise, or through NSCC’s Envelope Settlement Service. ESS, described under Principle 10 (Physical deliveries), is a non-guaranteed service designed to facilitate physical deliveries.

thereto. Ownership in the delivered securities is transferred to NSCC (through its CNS account at DTC).⁶¹ The delivering (short) Member (provided it is not in default at settlement) will be paid through net settlement, regardless of any failure to settle of the receiving (long) Member.⁶²

NSCC is not obligated to make deliveries until it receives deliveries of such securities from Members with delivery obligations. Deliveries that come into CNS are redelivered to Members that are entitled to receive them through an allocation algorithm. Members are obligated to accept and pay for securities allocated to them in the CNS process.⁶³

When NSCC delivers to the receiving long Member (a long allocation), the transfer is not final until the “effective time,” as defined in NSCC Rule 12 (Settlement). Pursuant to NSCC Rule 12, the effective time generally occurs when it is clear that NSCC has either been paid, or is in a credit position with respect to the (long) Member or its settling bank, and NSCC has no clearing agency cross-guaranty agreement obligation due with respect to such Member. In this way, finality of transfer to the (long) Member will be linked to receipt of payment. End-of-day net funds payment is made through a net-net consolidated settlement with DTC and over the FRB’s NSS system, in central bank money, as further described in Principle 9 (Money settlements). Upon completion of funds settlement, securities and funds transfers are final.

With respect to SFTs, NSCC’s Rules provide that settlement of an SFT is deemed to be final at the “final settlement” of such SFT. Generally, the “final settlement” of an SFT occurs upon the exchange of borrowed SFT securities for the applicable cash payment. However, with respect to an SFT between a Sponsoring Member and its Sponsored Member, the settlement of such SFT is deemed to be final when the Sponsoring Member credits the securities and cash on its books and records.

Given that NSCC is the CCP in these transactions, any principal risk faced by a delivering Member will be taken on by NSCC, and not to any onward receiving Member. The protection provided to the delivering Member against principal risk is in NSCC’s risk management controls (which are discussed in greater detail in the response to Principles 3, 4, 5, 6 and 7), including, for example, the collection of risk-based margin to NSCC’s Clearing Fund, maintenance of liquidity resources, and the ongoing credit risk monitoring of Members.

With respect to NSCC’s delivery of CNS securities to the receiving long Member, until the effective time, NSCC maintains an ownership interest in the long allocations. Such long allocations are, as part of the DTC/NSCC interface, tracked at DTC on NSCC’s behalf and subject to controls so that the long allocations (or replacement securities of approximate value or cash) are available for NSCC in the event the long Member fails to complete settlement (that is, the effective time does not occur with respect to that Member on the settlement day).⁶⁴ Final settlement – of both CNS securities and funds transfers – occurs by the end of the settlement day.

⁶¹ As provided in NSCC Rules 11 and 12.

⁶² While the credit is effective when made, such credits will be netted and offset against other obligations that the Member owes to NSCC as part of net money settlement. See NSCC Rule 12 and Procedure VIII.

⁶³ NSCC’s Rules also provide mechanisms allowing a receiving Member a right to receive high priority in the allocation of deliveries, and also permit a Member to buy-in long positions that have not been delivered to it by the close of business on the scheduled settlement date.

⁶⁴ As provided for in the Cross-Guaranty Agreement, and the DTC Settlement Service Guide. This is described in Principles 13 (Participant-default rules and procedures) and 20 (FMI links).

Principle 13: Participant-default rules and procedures; CCAS 17ad-22(e)(13)

<p><u>Principle 13: Participant-default rules and procedures</u></p>	<p><u>CCAS 17ad-22(e)(13)</u></p>
<p><i>An FMI should have effective and clearly defined rules and procedures to manage a participant default. These rules and procedures should be designed to ensure that the FMI can take timely action to contain losses and liquidity pressures and continue to meet its obligations.</i></p> <p>Key consideration 1: An FMI should have default rules and procedures that enable the FMI to continue to meet its obligations in the event of a participant default and that address the replenishment of resources following a default.</p> <p>Key consideration 2: An FMI should be well prepared to implement its default rules and procedures, including any appropriate discretionary procedures provided for in its rules.</p> <p>Key consideration 3: An FMI should publicly disclose key aspects of its default rules and procedures.</p> <p>Key consideration 4: An FMI should involve its participants and other stakeholders in the testing and review of the FMI's default procedures, including any close-out procedures. Such testing and review should be conducted at least annually or following material changes to the rules and procedures to ensure that they are practical and effective.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(13) Ensure the covered clearing agency has the authority and operational capacity to take timely action to contain losses and liquidity demands and continue to meet its obligations by, at a minimum, requiring the covered clearing agency's participants and, when practicable, other stakeholders to participate in the testing and review of its default procedures, including any close-out procedures, at least annually and following material changes thereto.</p>

Rules and procedures relating to default management

NSCC has effective and clearly defined rules and procedures to manage a participant default. The NSCC Rules (with implementing internal procedures) are designed to ensure that NSCC has the authority to take timely action to contain losses and liquidity pressures and demands and continue to meet its obligations in the event of a participant default.

NSCC has publicly disclosed key aspects of its default rules and procedures. NSCC's Rules clearly state what constitutes a participant default and the consequences of default. Under Rule 46 (Restrictions on Access to Services), the Board of Directors may suspend a participant or prohibit or limit a participant's access to NSCC's services in enumerated circumstances. These circumstances include a participant's expulsion or suspension from a regulatory or self-regulatory organization, default in delivering funds or securities to NSCC, and a participant experiencing such financial or operational difficulties that NSCC determines, in its discretion, that restriction on access to its services is necessary for its protection and for the protection of its membership. NSCC's Rules provide NSCC with some discretion in determining what constitutes adequate cause to cease to act for a participant. Rule 20 (Insolvency) enumerates the circumstances under which a participant will be treated as insolvent.

If any of the enumerated circumstances arise, depending upon the facts and situation, NSCC may suspend a participant from any service provided by NSCC either with respect to a particular transaction or

transactions, or with respect to transactions generally, or it may prohibit or limit such participant's access to services offered by NSCC. When NSCC restricts a participant's access to services generally, NSCC is said to have "ceased to act" for the participant.

The determination as to whether or not to cease to act for a participant is not automatic; rather under Rule 46, an affirmative determination to do so must be made. The Board of Directors has delegated authority to make such determinations to the BRC.⁶⁵ To ensure that timely action may be taken, the BRC Charter also provides for delegated authority to the Chair of the BRC if it is impractical to convene the BRC. Action taken would then be ratified by the BRC at a subsequent meeting.⁶⁶

When NSCC ceases to act for a participant, or suspends or limits its access to services, NSCC notifies the participant and furnishes it with a written statement of the grounds for the decision, and of the participant's right to request a hearing with respect to that determination.⁶⁷ NSCC will issue an Important Notice to all participants informing them of the decision to cease to act.⁶⁸ NSCC will also notify NSCC's own supervisors of such decision. Finally, for a defaulting participant that is also a member of other clearing agencies with which NSCC has cross-guaranty or other arrangements, NSCC will also notify those clearing agencies as required by those arrangements.

Close-out process

Once NSCC has ceased to act for a participant, its Rules provide it with the authority to promptly close out and manage the positions of a defaulter and to apply the defaulter's collateral. Rule 18 (Procedures for When the Corporation Ceases to Act) describes the procedures, including actions NSCC may take, when it ceases to act for a participant; this includes provisions for the treatment of core services where Members may have transactions pending with a defaulting Member. The Rule identifies which actions are automatic and which are discretionary, and details how the unsettled transactions of the defaulting Member are to be processed. In this regard, unless the BRC has determined otherwise, NSCC will exclude from further processing any CNS trade or Balance Order trade which, at the time NSCC ceased to act for the Member, had not yet reached the stage where the trade guaranty had attached. In addition, Rule 56 (Securities Financing Transaction Clearing Service) provides that NSCC will exclude from further processing any SFT that, at the time NSCC ceased to act for the Member, had not been novated to NSCC. Similarly, pending transactions in non-guaranteed services will also be exited from NSCC's systems.⁶⁹ Any transactions so excluded are to be settled between the parties and not through NSCC.

NSCC communicates all such actions and determinations to its membership (including participants' responsibilities with respect thereto) via Important Notices, which are posted on the DTCC website. Participants are responsible for retrieving Important Notices daily.⁷⁰

⁶⁵ This authority is reflected in the Charter of the BRC, which is available on DTCC's website.

⁶⁶ In addition, NSCC Rule 23 also permits action to be taken by senior corporate officers, if so designated.

⁶⁷ Notices are provided for in NSCC Rule 45; hearing procedures are provided pursuant to NSCC Rule 37. As provided in Rule 46, in certain cases NSCC may summarily suspend a participant, with the participant having a right to a hearing after the fact; in other cases, the action is subject to the participant's prior right to request a hearing.

⁶⁸ NSCC Rule 18, Section 1.

⁶⁹ See NSCC Rule 18. This includes transactions settling on a trade-for-trade basis, transactions processed in NSCC's Obligation Warehouse service and uncompleted ACATS transactions. For the treatment of transactions in NSCC's non-guaranteed wealth management and insurance services, those transactions are handled as provided in NSCC's Rules providing for those services, NSCC Addendum D (Statement of Policy: Envelope Settlement Service, Mutual Fund Services, Insurance and Retirement Processing Services and Other Services Offered by the Corporation) and Rule 46, Section 4.

⁷⁰ NSCC Rule 45, section 7.

As discussed in Principle 14 (Segregation and portability), as a cash market CCP in the U.S., the legal regime provides for protection of customer securities at the broker/dealer level. As a result, NSCC does not maintain separate “house” and “client” accounts for its Members, nor is it able to distinguish between proprietary and customer activity. Accordingly, the close-out of pending transactions will include all of the defaulter’s pending transactions that are not otherwise exited from NSCC’s systems.⁷¹

The process of closing out open CNS and SFT positions typically involves effecting market purchases and sales; that is, buying in securities the defaulter was obligated to deliver to NSCC, and selling out securities the defaulter was obligated to receive from NSCC and pay for, or otherwise liquidating the position. NSCC utilizes the services of investment advisors and executing brokers to facilitate such transactions promptly following its determination to cease to act. NSCC may engage in hedging transactions or otherwise take action to minimize market disruption as a result of such purchases and sales.

With respect to pending guaranteed Balance Order transactions, NSCC does not become a counterparty to such transactions, but does provide a trade guaranty to the receive and deliver parties which remains effective through the close of business on the scheduled settlement date. The settlement of Balance Order transactions generally occurs outside of NSCC. As a result, NSCC’s guaranty for these transactions is effectuated as follows: When NSCC ceases to act for a Member, Members are required to close out the open guaranteed Balance Order transactions they had with the defaulter and report gains or losses to NSCC, within a specified period. Any gains must be paid to NSCC, and NSCC will cover the losses on such closed-out transactions. NSCC provides explicit instructions to Members on the procedures for closing out pending Balance Order transactions, including the timing of reporting any resulting profits and losses, via Important Notice.

With respect to the open SFT positions, should surviving Members fail to deliver shares to NSCC on the scheduled settlement date, the loans will be closed out by NSCC using the services of an investment advisor. The losses attributed to closing those loans will be attributed to the counterparty that failed to deliver. With respect to the open SFT positions of a Sponsoring Member, in the event NSCC determines to close out such positions, the Sponsored Members of the defaulter Sponsoring Member are advised to independently closeout the open loan positions. For such positions, NSCC will determine a closeout value, and to the extent Sponsored Members are calculated to a net loss for the positions they are responsible for closing out, NSCC will cover that loss.

Use of financial resources to contain liquidity pressures and demands and losses

As described more fully in Principle 7 (Liquidity risk), NSCC maintains liquidity resources to enable it to complete settlement in the ordinary course notwithstanding the default of a Member. NSCC’s Rules empower it to draw promptly on these resources as needed, while it proceeds to complete the close-out and liquidation of the defaulter’s positions.

NSCC’s Rules specifically permit borrowings from the Clearing Fund to facilitate end-of-day money settlement; in addition, Clearing Fund collateral may be pledged for the purpose of securing loans to facilitate settlement.⁷² NSCC can access its committed credit facility up to the amount of the resources eligible to secure a borrowing. If drawn, the line would be collateralized with Eligible Clearing Fund Securities and the securities in the process of settlement which, as a result of the defaulting Member’s failure, are received and paid for by NSCC (i.e., unpaid long allocations owned by NSCC), or collateral supporting those long allocations.

⁷¹ For certain limited activity, NSCC does maintain separate accounting for pending long (receive) transactions where the defaulter had previously moved the position to its “long free account” and been debited the receive amount in anticipation of a CNS long allocation. These positions are maintained in a separate “fully paid-for” CNS subaccount and completion of those transactions would be affected and accounted for separately to the SIPC trustee.

⁷² NSCC Rule 4.

As the liquidation of a defaulting Member's portfolio completes (including the sale of collateral used to secure a borrowing), the proceeds from the close-out would be used to repay liquidity borrowings, thus replenishing NSCC's liquidity resources. Should close-out proceeds be insufficient to fully repay a liquidity borrowing, then NSCC would look to its loss waterfall to repay any outstanding amounts.

Resources to cover losses

If, after closing out and liquidating a defaulting Member's positions, NSCC were to suffer a loss, such loss would first be satisfied by the amounts on deposit to the Clearing Fund and Eligible Clearing Fund Securities pledged from the defaulting Member (along with any other resources of, or attributable to, the defaulting Member that NSCC may access under its Rules). This includes any amounts available to NSCC under clearing agency cross-guaranty agreements (agreements with other registered clearing agencies that relate to the guaranty of certain obligations of a common defaulting member, by one or more clearing agency parties to other clearing agency parties). This would include any amounts available to NSCC under the terms and conditions of the Cross-Guaranty Agreement.⁷³

NSCC has also entered into a multilateral netting contract and limited cross-guaranty agreement with DTC, FICC and OCC, under which these clearing agencies have agreed to make payments to each other for unsatisfied obligations of a common defaulting participant to the extent they have excess resources of the defaulting participant. Under this arrangement, no party ever needs to pay "out of pocket" and no party can receive more than its loss.

Loss waterfall

NSCC Rule 4 contains the loss waterfall provisions. Under Rule 4, if there is a loss (i) as a result of an obligation of a defaulting Member to NSCC that was not fully satisfied by the application of its resources or the proceeds from the liquidation of its portfolio, or (ii) due to an event other than a Member default ("non-default loss", as described in more detail below), NSCC has recourse to the loss allocation waterfall.

For purposes of loss allocation, triggering events, which may include both Member defaults and non-default events, would be grouped together chronologically into discrete "event periods" of ten business days. Losses arising from a group of events that occurred within the same event period, whether a default loss or a non-default loss, would be allocated as follows:

1. Before the allocation of losses to Members, NSCC would apply 50 percent of its General Business Risk Capital Requirement as of the end of the calendar quarter immediately preceding the applicable event period (referred to as the "Corporate Contribution"), or such greater amount as the Board of Directors may determine, to satisfy the losses. The amount of the Corporate Contribution to be applied to any losses arising from events that may occur in subsequent event periods during the next 250 business days would be reduced to the remaining unused portion of contribution, if any.
2. If a loss remains after applying the Corporate Contribution, NSCC will allocate the remaining amount among Members that were Members on the first day of the applicable event period, ratably in accordance with their average daily required deposit to the Clearing Fund over the prior 70 business days or such shorter period of time that the Member has been a Member, divided by the sum of the average required fund deposit amounts of all Members subject to loss allocation in such round. Each Member must pay its allocation amount within two business days of receiving notice of the amount.

⁷³ The Cross-Guaranty Agreement contains arrangements designed to permit transactions to flow smoothly between the DTC system and the CNS system of NSCC, in a collateralized environment. See discussion in response to Principle 20 (FMI links).

3. Losses relating to the events within the same event period may be allocated iteratively.

Non-default losses are generally expected to be absorbed by NSCC's capital, as described in more detail in response to Principle 15 (General business risks). However, to the extent that a loss incident to the clearance and settlement business of NSCC is determined by the Board of Directors to be a significant and substantial loss that may materially impair the ability of NSCC to provide clearance and settlement services in an orderly manner, NSCC has recourse to the loss waterfall, as described above.

A Member is able to limit its liability for loss allocation, up to a loss allocation cap, by withdrawing from participation within the specified timeframe. However, it will remain obligated for any loss allocations for which a withdrawal election was not timely made, and, subject to the specified cap, would remain obligated for its pro rata share of losses and liabilities with respect to any event period to which it is otherwise subject. To date, NSCC has never invoked its loss allocation process.

Sponsored Members in NSCC's SFT Clearing Service are not obligated for loss allocation. If the loss arises in connection with Sponsored Member transactions (that is, in connection with the default of the Sponsoring Member), the loss shall be allocated to other Members. If the loss arises in connection with a default other than of the Sponsoring Member, the Sponsoring Member shall be responsible for any loss allocated to its Sponsored Member Sub-Account(s).

Implementation of Member default rules and procedures

NSCC is well-prepared to implement its Member default rules and procedures, including any appropriate discretionary procedures provided for in NSCC's Rules. NSCC maintains internal plans outlining the roles and responsibilities for addressing a Member default. These include internal procedures of the involved departments (for example, Settlement Operations, FRM and the General Counsel's Office) that outline the actions that may be taken in the event of a default of a Member and the various roles and responsibilities associated with these actions. Each instance where NSCC would determine to cease to act is unique, and the internal procedures take this into consideration. NSCC also maintains arrangements with one or more investment advisors and executing brokers to facilitate an actual close-out and liquidation.

As noted above, NSCC will notify the defaulting Member of any decision to cease to act promptly after such decision is made. NSCC will also issue an Important Notice to all participants informing them of the cease to act. If a trustee (or other insolvency official) is appointed for the defaulting Member, NSCC will notify them as well. NSCC will also notify other FMIs that are party to clearing agency cross-guaranty or other link arrangements, as applicable. Finally, NSCC has developed an automated notification message available to subscribing exchanges and Qualified Special Representatives.

The NSCC close-out procedures are subject to ongoing review and development, including incorporating knowledge gained from actual close-outs and internal tests, which occur at least once per year. Material changes to NSCC's internal plans are presented to the MRC and the BRC for approval.

NSCC Rules are publicly available

The key aspects of the close-out procedures are in NSCC's Rules, which are available to Members and to the public generally on DTCC's website. In addition, if NSCC were to make a determination to cease to act on behalf of a Member, NSCC would provide notice of the action to Members via Important Notice and also communicate relevant details as to the resolution of open transactions to Members in the same manner. Important Notices are posted by NSCC on the DTCC website and are available to the public. Members are responsible for retrieving notices daily from the website.⁷⁴

⁷⁴ NSCC Rule 45, section 7.

Testing and engagement with participants and other stakeholders

NSCC conducts a simulated close-out at least annually. The close-out simulations cover a wide-range of hypothetical fact patterns that may represent extreme, but plausible, situations, and include testing arrangements with NSCC's investment advisor(s). In addition, FRM conducts internal "table-top" close-out exercises to enable relevant staff across the DTCC enterprise to become familiar with processes and procedures that would be utilized in the event of an actual cease to act. Both the simulation results and the table-top reviews are used to assess—and, where appropriate, improve—default management processes and procedures. Results are shared with the Board of Directors, the BRC, NSCC's supervisors and, as appropriate, relevant stakeholders.

As noted above, as a cash market CCP, the process by which NSCC liquidates and closes out Member positions is typically through purchases and sales into the market; accordingly, the successful implementation of NSCC's default management processes does not generally require the active participation of Members (through, for example, an auction process). As such, Members are not generally included as part of NSCC's testing processes. However, NSCC does provide Members with information—including instructions—as to how transactions will be handled in the event of an actual close-out via Important Notices. With regard to recovery and wind-down testing, NSCC Rule 2B (Ongoing Membership Requirements and Monitoring) provides, among other things, that NSCC has established standards for designating those Members, Limited Members and Settling Banks, as such terms are defined in Rule 42 (Wind-down of the Corporation), who shall be required to participate in annual recovery and wind-down testing that NSCC reasonably determines are, taken as a whole, the minimum necessary to confirm that NSCC's testing procedures will be practical and effective in the face of a recovery or orderly wind-down.

The successful implementation of NSCC's default management process does require a robust default liquidity process. As such, NSCC periodically (at least annually) tests the mechanics for borrowing under its committed credit facility with the agents and lenders under that facility (which may include participants) so that NSCC staff and the lenders may be prepared for an actual borrowing under stress conditions.

Principle 14: Segregation and portability; CCAS 17ad-22(e)(14)

<u>Principle 14: Segregation and portability</u>	<u>CCAS 17ad-22(e)(14)</u>
<p><i>A CCP should have rules and procedures that enable the segregation and portability of positions of a participant's customers and the collateral provided to the CCP with respect to those positions.</i></p> <p>Key Consideration 1: A CCP should, at a minimum, have segregation and portability arrangements that effectively protect a participant's customers' positions and related collateral from the default or insolvency of that participant. If the CCP additionally offers protection of such customer positions and collateral against the concurrent default of the participant and a fellow customer, the CCP should take steps to ensure that such protection is effective.</p> <p>Key Consideration 2: A CCP should employ an account structure that enables it readily to identify positions of a participant's customers and to segregate related collateral. A CCP should maintain customer positions and collateral in individual customer accounts or in omnibus customer accounts.</p> <p>Key Consideration 3: A CCP should structure its portability arrangements in a way that makes it highly likely that the positions and collateral of a defaulting participant's customers will be transferred to one or more other participants.</p> <p>Key Consideration 4: A CCP should disclose its rules, policies, and procedures relating to the segregation and portability of a participant's customers' positions and related collateral. In particular, the CCP should disclose whether customer collateral is protected on an individual or omnibus basis. In addition, a CCP should disclose any constraints, such as legal or operational constraints, that may impair its ability to segregate or port a participant's customers' positions and related collateral.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(14) Enable, when the covered clearing agency provides central counterparty services for security-based swaps or engages in activities that the Commission has determined to have a more complex risk profile, the segregation and portability of positions of a participant's customers and the collateral provided to the covered clearing agency with respect to those positions and effectively protect such positions and related collateral from the default or insolvency of that participant.</p>

As explained in the explanatory notes and footnotes to Principle 14 in the FMI Principles report,⁷⁵ certain cash market CCPs, like NSCC, operate in legal regimes that facilitate segregation and portability in order to achieve the protection of customer assets by alternate means that offer the same degree of protection as the approach recommended by this Principle. These regimes do not directly apply to NSCC, but to its

⁷⁵ FMI Principles report, Principle 14, explanatory notes 3.14.5, 3.14.6 and footnote 122.

members. For example, a number of NSCC's members are broker-dealers subject to the SEC's customer protection rules, promulgated by the SEC under the Exchange Act in 1972.⁷⁶

NSCC does not clear security-based swaps or engage in activities that the Commission has determined to have a more complex risk profile. As such, CCAS 17ad-22(e)(14) does not apply to NSCC.

⁷⁶ Exchange Act Rule 15c3-3.

Principle 15: General business risk; CCAS 17ad-22(e)(15)

<u>Principle 15: General business risk</u>	<u>CCAS 17ad-22(e)(15)</u>
<p><i>An FMI should identify, monitor, and manage its general business risk and hold sufficient liquid net assets funded by equity to cover potential general business losses so that it can continue operations and services as a going concern if those losses materialise. Further, liquid net assets should at all times be sufficient to ensure a recovery or orderly wind-down of critical operations and services.</i></p> <p>Key consideration 1: An FMI should have robust management and control systems to identify, monitor, and manage general business risks, including losses from poor execution of business strategy, negative cash flows, or unexpected and excessively large operating expenses.</p> <p>Key consideration 2: An FMI should hold liquid net assets funded by equity (such as common stock, disclosed reserves, or other retained earnings) so that it can continue operations and services as a going concern if it incurs general business losses. The amount of liquid net assets funded by equity an FMI should hold should be determined by its general business risk profile and the length of time required to achieve a recovery or orderly wind-down, as appropriate, of its critical operations and services if such action is taken.</p> <p>Key consideration 3: An FMI should maintain a viable recovery or orderly wind-down plan and should hold sufficient liquid net assets funded by equity to implement this plan. At a minimum, an FMI should hold liquid net assets funded by equity equal to at least six months of current operating expenses. These assets are in addition to resources held to cover participant defaults or other risks covered under the financial resources principles. However, equity held under international risk-based capital standards can be included where relevant and appropriate to avoid duplicate capital requirements.</p> <p>Key consideration 4: Assets held to cover general business risk should be of high quality and sufficiently liquid in order to allow the FMI to meet its current and projected operating expenses under a range of scenarios, including in adverse market conditions.</p> <p>Key consideration 5: An FMI should maintain a viable plan for raising additional equity should its equity fall close to or below the amount needed.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(15) Identify, monitor, and manage the covered clearing agency's general business risk and hold sufficient liquid net assets funded by equity to cover potential general business losses so that the covered clearing agency can continue operations and services as a going concern if those losses materialize, including by:</p> <p>(i) Determining the amount of liquid net assets funded by equity based upon its general business risk profile and the length of time required to achieve a recovery or orderly wind-down, as appropriate, of its critical operations and services if such action is taken;</p> <p>(ii) Holding liquid net assets funded by equity equal to the greater of either (x) six months of the covered clearing agency's current operating expenses, or (y) the amount determined by the board of directors to be sufficient to ensure a recovery or orderly wind-down of critical operations and services of the covered clearing agency, as contemplated by the plans established under paragraph (e)(3)(ii) of this section, and which:</p> <p>(A) Shall be in addition to resources held to cover participant defaults or other risks covered under the credit risk standard in paragraph (b)(3) or paragraphs (e)(4)(i) through (iii) of this section, as applicable, and the liquidity risk standard in paragraphs (e)(7)(i) and (ii) of this section; and</p> <p>(B) Shall be of high quality and sufficiently liquid to allow the covered clearing agency to meet its current and projected operating expenses under a range of scenarios, including in adverse market conditions; and</p> <p>(iii) Maintaining a viable plan, approved by the board of directors and updated at least annually, for raising additional equity should its equity fall close to or below the amount required under paragraph (e)(15)(ii) of this section.</p>

This plan should be approved by the board of directors and updated regularly.	
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General business risk and capital planning overview

The capital management strategy of NSCC's parent company, DTCC, allows it to effectively identify, monitor, and manage the general business risks for each of its subsidiaries, including NSCC, as well as for the DTCC group as a whole. DTCC considers those general business risks, as applicable to NSCC, to include potential impairment to NSCC's financial position that could result in a loss that consequently is charged against capital. The potential for financial impairment could be affected by a variety of factors, including, but not limited to, an unexpected downturn in business volumes or in the economic cycle; external market events with adverse systemic consequences; competitive forces, such as new market participants in the clearance and settlement space; changes in regulatory requirements that may adversely impact NSCC and/or NSCC's participants; unexpectedly large operating expenses; and operational or cyber risk events.

Capital management is a critical function that supports NSCC and other DTCC subsidiaries. To serve our clients and the financial markets, DTCC, the parent company of NSCC, holds capital to meet the following critical objectives:

- Loss absorption from general business risks – capital acts as a financial cushion and allows institutions to continue operating during periods when operating losses or other adverse financial results are experienced; it can also reduce the possibility that losses may need to be allocated to members or imposed on investors of DTCC's securities.
- Market confidence – capital provides a measure of assurance to the public and other market participants that an institution will continue to provide financial services even when losses have been incurred, thereby helping to maintain confidence in the financial system.
- Operations and growth – capital supports business operations and strategic growth.

Management seeks to maintain enough capital for NSCC to achieve its operating and strategic objectives by monitoring the impact of financial performance on equity, managing leverage so that NSCC has a robust balance sheet and maintaining strong credit ratings.

Management also seeks to hold capital for loss absorption so that DTCC can continue operations and services if general business risk related losses were to materialize. DTCC determines how much capital is needed for loss absorption for NSCC by:

- (1) identifying risks that can threaten NSCC's ability to operate that a) are not related to member default, and b) not covered by financial resources designated to mitigate credit or liquidity risk,
- (2) quantifying the potential losses that could arise from each identified risk, and
- (3) aggregating the various potential loss estimates into a single loss absorbing capital requirement.

NSCC meets the requirements under CCAS 17ad-22(e)(15) by holding enough capital to protect against general business risk related losses so that NSCC can continue providing services as an ongoing concern if general business risk related losses were to materialize. CCAS 17ad-22(e)(15) also requires NSCC to maintain a viable plan to replenish financial resources, including equity, should those resources fall close to or below the amount being held in compliance with regulatory requirements.

Monitoring and Managing Capital

DTCC comprehensively monitors and manages NSCC's capital adequacy through a disciplined approach to financial planning and management. This approach focuses on the ability of NSCC to generate the financial resources needed to support its business, meet its regulatory capital requirements, and maintain its financial resiliency. The process uses a forward-looking view of expected cash flow and net income, and projects NSCC's ability to generate the required level of earnings and cash flows to maintain sufficient financial resources and support overall business strategies.

Key aspects of this approach include the annual budget process, business line performance reviews, and the development of a three-year long-range financial plan, for the overall DTCC enterprise and each operating subsidiary, including NSCC. The detailed and comprehensive nature of the annual budget process and related business plans, coupled with the monthly frequency of the ongoing business reviews, allows NSCC to monitor profitability and quickly identify relevant events and emerging trends, and to assess their potential financial impact. Based on this information, management can take appropriate tactical and strategic measures to minimize business risk. These measures may include, among others, making changes to existing products and services, introducing new products or services, reprioritizing planned or ongoing projects and reallocating resources accordingly, taking cost-reduction measures, modifying fee structures, and adjusting the level of capital and liquid net assets that DTCC maintains at NSCC.

This robust assessment and monitoring of capital needs occurs under the oversight of DTCC's Board of Directors. NSCC's capital adequacy and financial condition are reviewed on an ongoing basis by DTCC's Chief Financial Office and reported to the Board regularly. The Chief Financial Office may also develop an annual capital plan, as needed, to specifically assess the impact of any future events or trends on NSCC's capital position for CCAS 17ad-22(e)(15).

Liquid net assets funded by equity

The Clearing Agency Policy on Capital Requirements ("Capital Policy")⁷⁷ and the Clearing Agency Capital Replenishment Plan ("Replenishment Plan")⁷⁸ are maintained by the DTCC Treasury Group and approved by the SEC. The Capital Policy sets forth the manner in which NSCC identifies, monitors, and manages its general business risk with respect to the requirement to hold sufficient LNA funded by equity to cover potential general business losses, so NSCC can continue operations and services if such losses materialize. The Replenishment Plan provides a viable plan for the replenishment of capital for NSCC should its equity fall close to or below the amount being held as its "Total Capital Requirement" pursuant to the Capital Policy.

NSCC determines its Total Capital Requirement, or the amount of liquid net assets funded by equity that it maintains, as the sum of two components:

- (i) The general business risk capital requirement, which is the greatest of three separate calculations:
 - a) An amount based on NSCC's general business risk profile ("Risk-Based Capital Requirement"), where NSCC's general business risk profile consists of the specific business risks of potential impairment of NSCC's financial position that it may face (including, for example, business and profit/loss risks, operational risks and investment risks,), and that would be sufficient to cover losses so NSCC can continue operations and services if those losses materialize.
 - b) An amount based on the estimated time to execute a recovery or orderly wind-down of the critical operations of NSCC ("Recovery/Wind-Down Capital Requirement"), which is determined annually by the Board as the greater of (i) the estimated amount sufficient to ensure

⁷⁷ NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

⁷⁸ NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

- a recovery of critical operations and services of NSCC; and (ii) the projected amount to facilitate an orderly wind-down of NSCC's critical operations.
- c) An amount based on an analysis of NSCC's estimated operating expenses ("Operating Expense Capital Requirement"), which is determined as the greater of (i) a retrospective estimate of operating expenses based on six times the average monthly operating expense over the prior twelve month period; and (ii) a prospective estimate of six (6) months of operating expenses based on forecasted expense data.
- (ii) A "Corporate Contribution" amount which is defined in and may be applied pursuant to, NSCC Rule 4. This amount is equal to 50 percent of NSCC's General Business Risk capital requirement. According to Rule 4, NSCC may voluntarily allocate an amount greater than 50 percent of NSCC's General Business Risk capital requirement to address an unsatisfied loss or liability if the Board believes it to be prudent due to existing circumstances. The use and application of the Corporate Contribution, as part of NSCC's loss waterfall to address unsatisfied losses, is discussed under Principle 13 (Participant-default Rules and Procedures) above. These resources are held in addition to the LNA funded by equity held by NSCC as its General Business Risk capital requirement.

In addition to the Total Capital Requirement, a buffer amount of capital is held to protect resources available to address general business risks. The amount of buffer that NSCC holds is periodically reassessed and determined according to various factors, including the volatility of NSCC's net income, liquid cash resources, liquid net assets and estimates of potential losses from general business risks.

In addition to the calculation of the Total Capital Requirement described above, DTCC quantifies its own internal view of capital requirements. This view estimates capital requirements for each major business, including NSCC, on a consolidated basis across core risk categories such as: business risk, market risk, investment risk, credit risk, and operational risk. Management believes that developing its own risk-based capital view for DTCC's total business portfolio is an important assessment tool to complement regulatory mandates. This expanded approach enables DTCC to more fully assess its risk-based capital needs, and the capital needs of NSCC, under adverse economic scenarios resulting from potential market downturns or contractions.

NSCC's liquid net assets are conservatively invested pursuant to the Clearing Agency Investment Policy to maximize liquidity and mitigate investment, credit, and market risks. The Clearing Agency Investment Policy is described in more detail under Principle 16 (Custody and Investment Risks) below. The Clearing Agency Investment Policy is reviewed by NSCC's Board annually.

Plans to raise additional capital

NSCC's comprehensive capital plan, as described above, is designed, in part, to project NSCC's ability to generate and maintain the required level of capital needed to manage and protect against business risks. NSCC has developed a viable plan to replenish its financial resources through various replenishment tools, as set forth in that plan.

The replenishment plan is triggered when (i) equity held by NSCC is at or below an amount equal to its Total Capital Requirement (as described above) plus the equivalent of one-month of NSCC's operating expenses, and (ii) DTCC's Board of Directors determines that the replenishment plan should be implemented.

Each of the replenishment tools may serve different functions, as follows: (1) bridge financing, which would provide immediate financing, and would be considered an initial step in implementation of the replenishment plan; or (2) capital replenishment, which would provide NSCC with the required additional equity on a longer-term basis. The replenishment tools would include either actions taken by DTCC to raise capital, which would be contributed to NSCC, or actions taken by NSCC to increase capital.

Actions that may be taken by DTCC include contributing resources from existing cash, borrowing under an existing line of credit, or making a claim for insurance proceeds, if applicable. DTCC could also seek to fund a capital contribution to NSCC by authorizing, issuing and selling shares of common stock of DTCC to its participant shareholders, or via a capital markets transaction, such as the issuance or sale of preferred stock by DTCC, or through strategic actions, such as the sale or divestiture of assets or businesses. The actions NSCC could take to increase capital include increasing fees for services, or when appropriate, reducing expenses.

Principle 16: Custody and investment risks; CCAS 17ad-22(e)(16)

<u>Principle 16: Custody and investment risks</u>	<u>CCAS 17ad-22(e)(16)</u>
<p><i>An FMI should safeguard its own and its participants' assets and minimise the risk of loss on and delay in access to these assets. An FMI's investments should be in instruments with minimal credit, market, and liquidity risks.</i></p> <p>Key consideration 1: An FMI should hold its own and its participants' assets at supervised and regulated entities that have robust accounting practices, safekeeping procedures, and internal controls that fully protect these assets.</p> <p>Key consideration 2: An FMI should have prompt access to its assets and the assets provided by participants, when required.</p> <p>Key consideration 3: An FMI should evaluate and understand its exposures to its custodian banks, taking into account the full scope of its relationships with each.</p> <p>Key consideration 4: An FMI's investment strategy should be consistent with its overall risk-management strategy and fully disclosed to its participants, and investments should be secured by, or be claims on, high-quality obligors. These investments should allow for quick liquidation with little, if any, adverse price effect.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(16) Safeguard the covered clearing agency's own and its participants' assets, minimize the risk of loss and delay in access to these assets, and invest such assets in instruments with minimal credit, market, and liquidity risks.</p>

Introduction

NSCC safeguards its own assets (cash, cash equivalents, and marketable investment securities), and Clearing Fund Securities and cash, in a well-established structure designed to minimize the risk of loss on and delay in access to these assets. NSCC investments are subject to the Investment Policy (which has been filed with and approved by the SEC),⁷⁹ as it applies to NSCC. Under these requirements, NSCC may only invest in instruments with minimal credit, market and liquidity risks, as further described below. Eligible Clearing Fund Securities that Members deposit as collateral for their Clearing Fund obligations are held at DTC and pledged to NSCC pursuant to DTC's Rules and Procedures. Clearing Fund Securities and cash, and proprietary assets are maintained and accounted for separately on NSCC's books and records.

Maintenance of Eligible Clearing Fund Securities

As described under Principle 5 (Collateral), Members may satisfy a portion of their required Clearing Fund deposit through the pledge of Eligible Clearing Fund Securities. Members pledge these securities to NSCC from their DTC accounts, through use of DTC's pledge system. Those pledged securities are thus held subject to the rights and protections afforded DTC Participants by the DTC Rules and Procedures.

⁷⁹ The Investment Policy addresses the investment of funds of DTCC's clearing agency subsidiaries, including NSCC, FICC and DTC. NSCC rule filings and Advance Notices are available on the SEC website and the DTCC website and are published in the Federal Register.

NSCC invests cash safely under the Investment Policy

NSCC holds proprietary general corporate funds cash (which includes cash LNA funded by equity), Clearing Fund cash and cash proceeds from the issuance of senior notes and its Commercial Paper Program (as described in Principle 7 (Liquidity Risk)). Eligible Clearing Fund Securities may be used to collateralize borrowings by NSCC to fund daily settlement, pursuant to its committed credit facility.

As a key liquidity resource, Clearing Fund cash must be available to complete daily settlement as needed. It may be invested in readily available liquid investments in accordance with the Investment Policy as described below. In addition to Clearing Fund cash, cash proceeds from the Commercial Paper Program and senior notes, and NSCC's proprietary general operating funds are invested in accordance with the Investment Policy.

Investment criteria and monitoring

The Investment Policy outlines the parameters for NSCC's investments including, among other things, permitted investments and limitations on investments. The Investment Policy is reviewed and approved annually by the NSCC Board. DTCC's Treasury group is responsible for the investment of available firm-wide funds, including NSCC funds.

Pursuant to the Investment Policy, Clearing Fund cash, and NSCC proprietary funds are invested conservatively in order to maximize liquidity and mitigate both credit and market risk. Under the Investment Policy, assets are held at regulated and creditworthy financial institutions. Clearing Fund cash and cash proceeds from the issuance of senior notes and commercial paper may be invested in commercial bank deposits and NSCC's FRBNY account. NSCC's proprietary cash may be invested in the following types of financial instruments:

- Reverse repurchase agreements;
- Money market mutual funds;
- Commercial bank deposits;
- NSCC's FRBNY account; and
- Direct obligations of the U.S. Government

Investments in reverse repurchase agreements are secured by debt obligations of the U.S. Government or those U.S. Government Agencies guaranteed by the U.S. Government; U.S. Government or Agency securities posted as collateral must have a market value equal to 102 percent or greater of the cash invested. Money market mutual funds must be regulated under Rule 2a-7 of the Investment Company Act of 1940, have a stable Net Asset Value, and a credit rating of AAA/Aaa from recognized rating agencies. NSCC's investments are short term and can be readily accessed for liquidity, should the need arise; as such, market risk is minimal.

As part of its risk management process, evaluations are performed at least quarterly on the relative credit standing of the financial institutions with which NSCC places funds. Investments are generally placed with financial institutions having a credit rating of BBB+/Baa1 or better from recognized rating agencies, as set forth in the Investment Policy.

Approved financial institutions are monitored by Counterparty Credit Risk (CCR) within DTCC's Group Chief Risk Office on a quarterly basis for review of their financial condition, and approved counterparties and counterparty credit limits may be revised based on these periodic reviews. Additionally, and based on its ongoing monitoring process, to the extent that CCR determines that a change in a counterparty's financial condition warrants a change in NSCC's investment limits with the counterparty, CCR would promptly notify

Treasury of any change, so that Treasury can implement any required adjustment to the investment strategy.

An element of CCR's ongoing investment counterparty monitoring process includes the identification of credit risk, a general analysis of the counterparty which includes the review of the audited financial statements (includes available audit opinions) and/or FFEIC call report (assess liquidity resources, earnings trends, capital levels and other relevant information), and review of the counterparty's external credit ratings (if applicable). Beyond the scope of its internal review practices, NSCC takes additional comfort from the regulatory framework that governs its investment counterparties (which includes oversight and examination by U.S. banking regulators and the SEC), in evaluating the safety and accessibility of its investments. This includes regulation regarding the protection of customer securities from theft, loss, or misuse, and in the event of insolvency.

Exposure and concentration risk

The acceptable levels of exposure to financial institution counterparties are governed by the Investment Policy, which establishes the overall framework for the investment of funds, as well as CCR's criteria for determining credit limits to appropriately facilitate diversification and mitigate concentration across counterparties. On a daily basis, DTCC's Treasury group adheres to the policy guidelines and reports investment activity compared to established credit limits for each of the respective counterparties. This reporting is distributed to management, CCR, and Market and Liquidity Risk.

Principle 17: Operational risk; CCAS 17ad-22(e)(17)

<u>Principle 17: Operational risk</u>	<u>CCAS 17ad-22(e)(17)</u>
<p><i>An FMI should identify the plausible sources of operational risk, both internal and external, and mitigate their impact through the use of appropriate systems, policies, procedures, and controls. Systems should be designed to ensure a high degree of security and operational reliability and should have adequate, scalable capacity. Business continuity management should aim for timely recovery of operations and fulfilment of the FMI's obligations, including in the event of a wide-scale or major disruption.</i></p> <p>Key consideration 1: An FMI should establish a robust operational risk management framework with appropriate systems, policies, procedures, and controls to identify, monitor, and manage operational risks.</p> <p>Key consideration 2: An FMI's board of directors should clearly define the roles and responsibilities for addressing operational risk and should endorse the FMI's operational risk management framework. Systems, operational policies, procedures, and controls should be reviewed, audited, and tested periodically and after significant changes.</p> <p>Key consideration 3: An FMI should have clearly defined operational reliability objectives and should have policies in place that are designed to achieve those objectives.</p> <p>Key consideration 4: An FMI should ensure that it has scalable capacity adequate to handle increasing stress volumes and to achieve its service-level objectives.</p> <p>Key consideration 5: An FMI should have comprehensive physical and information security policies that address all potential vulnerabilities and threats.</p> <p>Key consideration 6: An FMI should have a business continuity plan that addresses events posing a significant risk of disrupting operations, including events that could cause a wide-scale or major disruption. The plan should incorporate the use of a secondary site and should be designed to ensure that critical information technology (IT) systems can resume operations within two hours following disruptive events. The plan should be designed to enable the FMI to complete settlement by the end of the day of the disruption, even in case</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(17) Manage the covered clearing agency's operational risks by:</p> <ul style="list-style-type: none"> (i) Identifying the plausible sources of operational risk, both internal and external, and mitigating their impact through the use of appropriate systems, policies, procedures, and controls; (ii) Ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity; and (iii) Establishing and maintaining a business continuity plan that addresses events posing a significant risk of disrupting operations.

of extreme circumstances. The FMI should regularly test these arrangements.

Key consideration 7: An FMI should identify, monitor, and manage the risks that key participants, other FMIs, and service and utility providers might pose to its operations. In addition, an FMI should identify, monitor, and manage the risks its operations might pose to other FMIs.

Operational risk management framework and identification of risks

The Clearing Agency Operational Risk Management Framework and DTCC Corporate Risk Management Policy describe the framework employed by NSCC to identify, analyze, mitigate, report and escalate operational risks. This is done through internal incident data collection, operational risk assessments, scenario analysis, testing by internal and external parties, metrics and key risk indicators, issue tracking and reporting.

Operational Risk (“Op Risk”) maintains an operational risk management program that enables the identification, assessment, management, monitoring and reporting of the risks encountered in the day-to-day business of DTCC’s clearing agency subsidiaries, including NSCC. The program establishes DTCC’s overall approach for identifying internal and external sources of risks, assessing the implications, prioritizing and developing plans to address such risks so that they can be remediated to the extent practicable.

Each business unit implements an operational risk management program and related elements in accordance with the Clearing Agency Operational Risk Management Framework and the related supporting procedure documents. At least annually, the policies and procedures are reviewed and updated as needed; the updated policies and procedures are then reviewed and approved by the MRC and the BRC.

The operational risks that DTCC has identified in its Corporate Risk Management Policy are:

- Human Capital/People Risk
- Processing & Operations Risk
- Cybersecurity and Information Protection Risk
- Information Technology Risk
- Financial Risk
- Legal & Regulatory Compliance Risk
- Business Continuity Risk
- Model Risk
- Third Party Risk

To determine how to address these risks, the firm regularly conducts operational risk assessments, which include a thorough analysis of NSCC’s business functions and how each of these risk categories may be implicated in the business operations. The data collected informs the organization’s business planning and helps guide decision-making with respect to the need for additional investments that may further reduce risk or the readjustment of risk tolerance. Furthermore, to enhance the current risk framework, DTCC has

processes to enable the enterprise to identify and consider future scenarios that may materially impact an NSCC business to an extent that threatens everyday viability of the business/organization. These activities allow the organization to identify possible vulnerabilities in critical functions and critical external dependencies across the enterprise, and understand more fully the risks and the potential impact of stressful events and circumstances on NSCC's financial condition.

Management of operational risk

DTCC has several ways in which it identifies and manages the operational risks of its Clearing Agencies, including NSCC. Each such risk is underscored by the "three lines of defense" strategy:

- The first line of defense is the business and functional units, including Product Management, Operations Management, Information Technology and other areas critical to daily operation and functioning. Their mandate is to proactively manage risk.
- The second line of defense is comprised of DTCC's control functions, which support the Clearing Agencies, including NSCC. This includes those areas that fall under the Group Chief Risk Officer's purview, Legal, Privacy and Compliance. Their mandate is to provide advice and guidance to the first line of defense in adhering to established risk standards and to monitor compliance with those standards.
- The third line of defense is Internal Audit. Internal Audit's mission is to assess the overall control environment, risk management, and the control framework and in doing so, raise awareness of control risk, and promote changes for improving governance processes.

Op Risk is an independent risk management function that operates as part of the "second line of defense". It is primarily responsible for:

- the company-wide establishment and implementation of the operational risk framework;
- ongoing monitoring of company-wide adherence to the operational risk framework by the business units;
- analysis and reporting to senior management and the Board on a company-wide basis the operational risk exposures, including the timely escalation of risk exposures identified under the framework; and
- supporting the business units with respect to the ongoing roll-out and application of the framework.

Policies, processes and controls

DTCC's operational risk framework is, in part, designed in accordance with industry standards and best practices, including the operational risk measurement rules under Basel II⁸⁰ and the standards under CCAS, and it has evolved based on the changing needs of NSCC businesses and applicable regulatory guidance. These standards are incorporated into the methodology and tools used to identify, assess, manage and report on operational risks.

NSCC also complies with the requirements of Regulation Systems Compliance and Integrity ("Reg SCI"), adopted by the SEC under the Exchange Act. These requirements include establishing, maintaining and enforcing written policies and procedures reasonably designed to ensure that NSCC's critical systems have levels of capacity, integrity, resiliency, availability and security adequate to maintain NSCC's operational capability and promote the maintenance of fair and orderly markets.

With respect to human capital and people risk, DTCC defines job responsibilities to recruit qualified talent and compensate them competitively based on market data and internal equity. Personnel have access to

⁸⁰ <http://www.bis.org/publ/bcbs195.htm>.

a range of in-house, online and external learning offerings and programs to support risk management capabilities, professional/leadership development, and business/functional knowledge. DTCC regularly tracks voluntary attrition, conducts exit interviews, and takes appropriate action to mitigate the impact of turnover. Succession and replacement plans are in place to address key-person risk for Managing Directors and other key jobs.

Additionally, DTCC sets parameters of acceptable conduct that includes, but is not limited to, fraud prevention.

The New Initiatives Office (“NIO”) oversees the initiative governance. Part of the governance process involves an assessment of various risks, including operational risk, by subject matter experts and informs decision making.

Roles, responsibilities and framework; review and audit

As described under Principle 3 (Framework for the comprehensive management of risks), the Board has delegated to management the responsibility for the day-to-day management of risk, as articulated through individual risk tolerance statements. The risk tolerance statements are provided to the BRC for its approval at least annually. The Board requires management to distribute regular risk tolerance reporting to the Board to provide assurance of management’s effective oversight of such risks.

To fulfill the Board and management’s risk oversight responsibilities, the Corporate Risk Framework has been designed to provide information on DTCC’s key risks (including those applicable to NSCC) and the processes used to identify, assess, measure, monitor, mitigate and report those risks. The Corporate Risk Framework utilizes two primary risk management processes to consolidate reporting: (1) operational risk assessments created for each business and functional area, and (2) the risk tolerance reporting for each risk family. In addition, Op Risk periodically reports on the status of operational risk across the enterprise, providing an overview of the key risks and associated mitigation plans, if applicable.

Internal Audit performs independent testing and reviews the effective implementation of the operational risk framework by both Op Risk and the business units. The audit frequencies range from 12 to 48 months, based on periodic assessments of inherent risk and control environments. In addition, as a registered clearing agency and designated SIFMU, NSCC is subject to continuous monitoring by its regulators, which includes review and monitoring of the effectiveness of NSCC’s operational risk management policies and procedures.

Operational reliability

NSCC monitors operational reliability through multiple processes, including an annual risk assessment, periodic risk and controls assessment, incident reporting, monitoring for lifecycle processing, system availability and data reporting; a metrics review of incident-related key risk indicators that have been identified for event processing, settlement processing, data reporting, system availability and other key processes. These monitoring activities are performed regularly and evaluated by management as required, with appropriate procedures and controls applied as needed.

DTCC’s System Delivery Process (“SDP”) combines both agile and waterfall methodologies and includes processes, toolsets, guidance and practices that all technology teams follow and adhere to. The process is based on key controls that are required to deliver systems to DTCC’s clients with high efficiency and reduced risk. A Continuous Improvement Review Team looks for opportunities to improve the processes in terms of control coverage, further simplification, and user experience. Delivery process assurance provides the delivery teams with a monthly view of control adherence for each project following the system delivery process.

With respect to the management of releasing new or updated technology, DTCC uses the Information Technology Infrastructure Library (“ITIL”) best practice framework for IT service management and

operations of its enterprise infrastructure. The ITIL Release Management processes plan, schedule and control the movement of releases to test and production environments.

Further, NSCC uses internal Service Level Agreements (“SLAs”) across the enterprise between the service provider (IT) and their customers (Product Management). SLAs identify the critical business services and underlying IT services provided to fulfill them, their service performance targets, and the metrics associated with these services. Any SLA breaches are noted, escalated as necessary, and timely reports, with appropriate detail, are distributed to various levels within the organization including senior management. These measures and metrics are re-evaluated on an annual basis as part of NSCC’s continuous improvement process.

Capacity management

DTCC’s capacity management oversight is provided through the Enterprise Testing Engineering Performance (“ETE”) and Capacity Planning functions. These teams provide a governance structure to ensure the requirements of ordinary course business are met, and for mitigating events that may arise as a result of extreme market events. With respect to certain systems that are designated as “SCI systems”, NSCC must comply with the requirements of Regulation Systems Compliance and Integrity (“Reg SCI”), including certain system capacity testing.

The ETE is responsible for Performance Testing and Reg SCI capacity stress testing. Among the area’s responsibilities are:

- performance testing that happens in the QA test environments at the request of the business;
- capacity stress testing in test environments for SCI systems only;
- reporting defects and recommendations discovered during Performance Testing and Reg SCI capacity stress testing; and
- reviewing and recommending tools to analyze application and system performance in the QA Environment.

The ETE performs capacity stress tests periodically to demonstrate that the processing of SCI systems meets or exceeds the applicable business line’s extreme market condition requirement.

The Capacity Planning team utilizes trend analyses, augmented by annual reviews of business application changes, to forecast the upcoming year’s capacity demand for both processor and storage capacity for all data centers. To arrive at projected resource usage, the annual reviews encompass

- business input (i.e., growth, new product lines and new applications, etc.);
- application throughput;
- current capacity, scalability, and SLAs; and
- capacity utilization, capacity forecasts.

The function’s design gives priority to and addresses the largest business areas and the associated production processing environments.

Further, the Capacity Planning team is specifically responsible for forecasting and monitoring infrastructure capacity and utilization on DTCC mainframe, distributed systems, and network. This work results in daily, weekly and monthly usage reports for review by Information Technology Management, as well as capacity

management information and metrics provided to the Information Technology Governance Committee quarterly. These updates are presented for discussion no less than two times per year.

Cloud capacity management

For cloud instances, consumption and user services are separately monitored and adjusted as needed, and reporting is provided to the IMC on a quarterly basis.

Physical security

Global Security Management utilizes a comprehensive security assessment approach as part of an overall program aimed at developing and maintaining a consistent, structured and integrated methodology for identifying, monitoring, managing and reporting on security risks across physical sites and locations throughout the organization.

The process consists of several components, which include (a) a Security Vulnerability Assessment checklist that is “risk-specific” and facilitates the analysis and reporting of risk information using a common language and (b) quantitative information, including internal theft events and security breaches, area threat analysis (from a Federal and local perspective) and local area crime statistics to ascertain the effectiveness of current security control structures.

There is no single relevant international, national, or industry-level standard for physical security by which guidance can be solely taken. Accordingly, select guidance is taken from a number of applicable resources.

Information security

Technology Risk Management (“TRM”) governs information security within DTCC, including NSCC. This includes:

- establishing and maintaining an information security management framework and an organization with the resources, expertise and training to support DTCC’s security strategy;
- defining roles, responsibilities and accountabilities for information security to strategically plan and coordinate information security efforts throughout the enterprise;
- establishing, maintaining, communicating and periodically reassessing information security policies and a comprehensive information security program that are approved by the Technology Risk Management Steering Committee, MRC and BRC. It incorporates relevant industry information security standards and is published and communicated to personnel and relevant external parties;
- provide mandatory annual and periodic information security awareness, education, training and communication for personnel and relevant external parties;
- identify current and potential legal and regulatory issues affecting information security; and
- perform enterprise-wide threat/vulnerability assessments to facilitate the determination of DTCC’s investment and remediation priorities.

The objective of the DTCC Information Security Policies is to provide management direction and support for information security in accordance with business requirements and relevant laws and regulations. Select guidance is taken, as applicable, from a number of recognized information security standards, including:

- the internationally recognized standard “ISO/IEC 27001:2013 – Information technology – Security techniques – Information security management systems – requirements”;

- the FFIEC Information Technology (IT) Examination Handbook, which is comprised of several booklets covering a variety of technology and technology-related risk management guidance for financial institutions and examiners;⁸¹
- the NIST Cybersecurity Framework (NIST CSF) consisting of standards, guidelines, and practices to promote the protection of critical infrastructure;⁸² and
- the Cyber Risk Institute Cybersecurity Profile, which is a scalable and extensible assessment that financial institutions of all types can use for cyber risk management assessment and as a mechanism to evidence compliance with various regulatory frameworks.

Business continuity

BCR is concerned with the governance and implementation of proactive and reactive measures, which ensure that enterprise and business functions have resilience and recovery capabilities to continue, should a serious event occur. This is done through the (1) integration and alignment with the various risk functions throughout the organization and sector, (2) development of guidance and standards relating to business continuity (BC), crisis management, and location risk, (3) monitoring compliance and (4) promotion of awareness and education. DTCC's Global BCR Policy establishes requirements for how DTCC as a whole, including NSCC, will effect and maintain controls that address defined threats which, if not otherwise implemented, could result in a high level of risk to the continuity of enterprise operations. This policy defines the governance structure, high-level roles and responsibilities and framework for DTCC's BC process.

Given the nature and breadth of significant business disruptive events, BCR aligns its controls to the global, regional, site, service, business, and support levels, including alignment with each of DTCC's clearing agency subsidiaries. DTCC provides a set of core business processes for each clearing agency subsidiary, including NSCC. The business processes have a relative importance based on the service they provide to the financial sector. The ability to deploy sensible and balanced controls, as well as to triage recovery efforts, is based on this relative importance. NSCC falls into the top rankings with a goal of two hours for resumption, and a recovery point objective of 30 seconds. The technology currently permits asynchronous replication sufficiently timed to ensure that there is no more than a 30-second variance in the data stored across regions. Additionally, pursuant to its rules, NSCC has the right to disconnect a participant from its systems upon a threat of significant impact to its systems.

BC plans are updated annually and include amendments, as appropriate, from the business impact analysis ("BIA"), which is conducted annually and ratified by business line managers and governing committees. The BIA validates the criticality of business areas to ensure the appropriate level of controls.

In support of NSCC's business, DTCC has data centers in multiple regions. Production processing is spread across these data centers; specifically, primary and secondary sites are separated by approximately 1,500 miles. The out-of-region site contains additional asynchronously replicated copies of production data. The asynchronous nature of the replication to this site is due to the limits inherent in current-day technology. The technology currently permits asynchronous replication sufficiently timed to ensure that there is no more than a two-minute variance in the data stored at the in-region sites and the data stored out-of-region.

In addition, all critical clearance and settlement transactions utilize private non-Internet networks such as the Securely Managed and Reliable Technology ("SMART"), BT Radianz, and the NYSE Secure Financial Transaction Infrastructure ("SFTI") networks. SMART is the primary network that provides connectivity between DTCC and its customers. SMART is a seamless, end-to-end, securely managed private communications system encompassing a geographically dispersed complex of processing centers, communications networks and control facilities. Each element of SMART is highly secure, engineered with

⁸¹ <http://ithandbook.ffiec.gov>.

⁸² <https://nvlpubs.nist.gov/nistpubs/CSWP/NIST.CSWP.04162018.pdf>.

multiple independent levels of redundancy. External traffic is split between these connections, which are always active with each having sufficient capacity for the entire traffic volume.

The BC plans enable DTCC to effectively and efficiently assess the impact of the disruption, organize communication and decision-making, and coordinate the company's response effort. The BCR Policy includes definitions of the types of communications necessary, the methodology and template text to execute the plans. Moreover, BCR is typically responsible for the actual management of a crisis event, and its duties internally are to implement the crisis management procedures.

In addition, individual business line and support units are responsible for working with BCR and include a cross-section of individuals from various departments throughout the organization, including senior management (decision making), facilities management (locations and safety), human resources (personnel issues and travel), marketing (media contact), finance/accounting (funds disbursement and financial decisions), operations (Settlement), and risk management (collection of Clearing Fund), among others. In a crisis, BCR will immediately disseminate a message to internal and external audiences to ensure consistent communication to key audiences.

Review and testing

Contingency arrangements are reviewed throughout the year but at a minimum once annually per business line or support unit. DTCC also conducts facility specific work area recovery exercises throughout the year, but at a minimum once annually.

DTCC works with its customers and other industry infrastructure organizations to discuss the industry's BC preparations and DTCC's expectations regarding customers' own BC capabilities. Furthermore, DTCC conducts regular "tabletop" exercises to validate how its command teams would respond in the event of a catastrophic loss of the company's headquarters or other locations. As with real events, these various exercises involve debriefing sessions and checklists that are used to identify weaknesses or opportunities for improvement.

DTCC also engages in the following:

- *Ensuring connectivity* – DTCC has telecommunication networks with major participants to ensure continued connectivity for all of DTCC's data processing. This includes the participant's primary locations as well as the participant's backup locations. DTCC has met with several of its larger participants to review the geographic diversity of their telecommunications and will continue to meet with others.
- *Connectivity testing* – Each year, DTCC's clearing agency subsidiaries issue Important Notices that establish telecommunications connectivity requirements for major participants and customers. NSCC requires its larger-volume Members to test their connectivity with NSCC at least once a year. This includes testing of connectivity from the Member's primary and backup locations to DTCC data processing locations.
- *Reg SCI testing* – As a designated Reg SCI entity, NSCC performs functional and operational testing with clients that are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of NSCC's BC and disaster recovery plans.
- *Industry testing* – DTCC participates in tests conducted by industry partners. In addition, DTCC representatives participate in several industry committees that focus on BC issues at the industry level.

Risks to the FMI's operations and risks posed to other FMIs

As discussed more fully in Principle 3 (Framework for the comprehensive management of risks), given its central role in the U.S. securities markets, NSCC potentially poses a number of risks to other entities, while it is also exposed to risks that may originate from other entities.

NSCC's material service providers are subject to a comprehensive third-party review and vetting process. NSCC assesses its material service provider risks periodically, throughout the lifecycle of a third-party service provider relationship. This includes protocols for reporting, escalation and remediation of third-party risk and potential exposures. Mitigants may take the form of contractual protections, or additional or backup providers where deemed appropriate and feasible. For example, NSCC utilizes price feeds from multiple third parties as an additional risk mitigant, and further employs price review and data scrubbing procedures to minimize the risk of using inaccurate prices. In addition, in compliance with SEC Rule 17ad-25(i), NSCC has established policies and procedures to manage its risks from relationships with service providers for core services (CSPs). These policies and procedures set forth the obligations of senior management and the Board (which the Board has delegated to the Board Risk Committee). Senior management evaluates risks related to agreements with CSPs and would report to the BRC for its evaluation any action taken by senior management to remedy significant deterioration in performance with a CSP. The BRC reviews and approves agreements that establish CSP relationships and management's policies and procedures that govern relationships and manage risks with CSPs. NSCC's third party risk management processes are also discussed under Principle 3 (Framework for the comprehensive management of risks).

As described in Principle 20 (FMI links), NSCC relies on an interface with DTC for the book-entry movement of securities to settle CNS transactions. The attendant operational risks of the interface are monitored on an ongoing basis through DTCC Operations and Settlement areas and are subject to DTCC's Operational Risk Management policies and procedures. DTC also acts as NSCC's settlement agent, to effectuate daily money settlement through use of the FRB's NSS system. As a result, NSCC is indirectly dependent on the availability of NSS to complete daily settlement, as well as on the Fedwire platform, to effectuate Clearing Fund payments.

NSCC has established credit standards for entities providing settling bank services as described in Principle 9 (Money settlement), and investment and custody services as described in Principle 16 (Custody and investment risks). While settling banks are selected by, and act on behalf of, participants, entities providing such services are held to strict operational standards and are subject to fines and other disciplinary measures (in their capacity as Members or Settling Bank Only Members) should they fail to abide by such requirements.

With regard to its trade capture processes, where on a daily basis NSCC receives trade data feeds from more than 50 trading venues in the United States, NSCC employs several monitoring and control tools, including the systematic monitoring of networking communications and data transfers to confirm data receipt and which generate alerts during failures, establishing clear lines of communication and escalation, and coordinating system changes or upgrades.

As regards to risks that NSCC might pose to other FMIs, including participants and linked FMIs, NSCC has communication and escalation processes, in the event of system issues, to facilitate prompt resolution. As appropriate, NSCC also provides an opportunity for relevant FMIs to participate in default management and/or disaster recovery tests.

Along with other financial industry organizations, DTCC is an active participant in the Financial Services Sector Coordinating Council for Critical Infrastructure Protection and Homeland Security ("FSSCC"), a private sector group that interfaces with the U.S. Department of Treasury and the Financial Banking Information Infrastructure Committee on infrastructure protection issues. The FSSCC works to coordinate the financial services industry's initiatives to protect critical financial services infrastructure. The goal is to ensure that these efforts focus on complementary objectives and contribute to achieving the highest possible level of overall industry resiliency.

As noted above, DTCC staff actively participate in industry-wide business continuity testing. Some of these tests include FEMA pandemic, cyber security, and backup site testing.

DTCC is a member of the Analysis & Resilience Center (“ARC”) for Systemic Risk. ARC is a cross-sector organization designed to mitigate systemic risk to the nation’s most critical infrastructure from existing and emerging threats.

DTCC is also a member of Sheltered Harbor. Sheltered Harbor is a voluntary industry initiative undertaken by the US financial services sector to enhance the sector’s resiliency, and to provide additional protections for consumer account information. Its goal is to extend the industry’s capabilities to securely save and restore account data in the event of a loss of operational capability.

Principle 18: Access and participation requirements; CCAS 17ad-22(e)(18)

<u>Principle 18: Access and participation requirements</u>	<u>CCAS 17ad-22(e)(18)</u>
<p><i>An FMI should have objective, risk-based, and publicly disclosed criteria for participation, which permit fair and open access.</i></p> <p>Key consideration 1: An FMI should allow for fair and open access to its services, including by direct and, where relevant, indirect participants and other FMIs, based on reasonable risk-related participation requirements.</p> <p>Key consideration 2: An FMI's participation requirements should be justified in terms of the safety and efficiency of the FMI and the markets it serves, be tailored to and commensurate with the FMI's specific risks, and be publicly disclosed. Subject to maintaining acceptable risk control standards, an FMI should endeavor to set requirements that have the least-restrictive impact on access that circumstances permit.</p> <p>Key consideration 3: An FMI should monitor compliance with its participation requirements on an ongoing basis and have clearly defined and publicly disclosed procedures for facilitating the suspension and orderly exit of a participant that breaches, or no longer meets, the participation requirements.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(18) Establish objective, risk-based, and publicly disclosed criteria for participation, which:</p> <p style="padding-left: 40px;">(i) Permit fair and open access by direct and, where relevant, indirect participants and other financial market utilities;</p> <p style="padding-left: 40px;">(ii) Require participants to have sufficient financial resources and robust operational capacity to meet obligations arising from participation in the clearing agency;</p> <p style="padding-left: 40px;">(iii) Monitor compliance with such participation requirements on an ongoing basis; and</p> <p style="padding-left: 40px;">(iv) When the covered clearing agency provides central counterparty services for transactions in U.S. Treasury securities,</p> <p style="padding-left: 80px;">(A) Require that any direct participant of such covered clearing agency submit for clearance and settlement all of the eligible secondary market transactions to which such direct participant is a counterparty;</p> <p style="padding-left: 80px;">(B) Identify and monitor its direct participants' submission of transactions for clearing as required in paragraph (e)(18)(iv)(A) of this section, including how the covered clearing agency would address a failure to submit transactions in accordance with paragraph (e)(18)(iv)(A) of this section; and</p> <p style="padding-left: 80px;">(C) Ensure that it has appropriate means to facilitate access to clearance and settlement services of all eligible secondary market transactions in U.S. Treasury securities, including those of indirect participants, which policies and procedures the board of directors of such covered clearing agency reviews annually.</p>

NSCC's access and participation requirements

NSCC has established participation criteria and requirements relating to financial resources, creditworthiness, and operational capability. These requirements are designed to limit the risks a participant may present to NSCC or to its membership, while facilitating fair and open access by market participants; they are objective, risk-based, and are set forth in NSCC's Rules, which are publicly available

on the DTCC website. Access and participation requirements with respect to NSCC's SFT Clearing Service are described separately under the heading "SFT Clearing Service", below.

In general, NSCC participation requirements are set forth in Rule 2A (Initial Membership Requirements), and Rule 2B (Ongoing Membership Requirements and Monitoring). As indicated in the General Background of NSCC in part III of this Disclosure Framework, NSCC has several categories of membership with different access levels to services. Addendum B to NSCC's Rules provides that an applicant for each level of membership must either be a specified type of legal (regulated) entity, or must otherwise demonstrate to the Board that its business and capabilities are such that it could reasonably expect material benefit from direct access to NSCC's services.

For example, in order to effect settlement of CNS securities movements, NSCC Members must also be Participants of DTC, which has its own set of participation requirements. Additional requirements applicable to non-U.S. entities are set forth in Addendum O to NSCC's Rules to help address applicable risk. Under Rule 15 (Assurances of Financial Responsibility and Operational Capability), NSCC may also require additional reporting or other requirements it deems necessary or appropriate to demonstrate the Member, or applicant's, financial responsibility or operational capability. Ultimately, an applicant for membership must conform to any condition and requirement that NSCC reasonably deems necessary for its, and the membership's protection.⁸³

NSCC reviews its risk-based membership criteria regularly, and changes to these criteria would be subject to the Proposed Rule Change Process,⁸⁴ which is subject to public comment.

Membership application requirements

All applicants for membership must provide NSCC with certain information, depending on the level of services sought by the applicant; this information is reviewed to confirm eligibility. All applicants to become Members must provide information which is reviewed by FRM to ensure that the applicant has (1) sufficient financial ability to make anticipated contributions to the Clearing Fund and to meet obligations to NSCC; (2) either an established business history of a minimum of six months, or personnel with sufficient operational background and experience to ensure the ability of the firm to conduct its business with NSCC; and (3) appropriate settling bank arrangements.

1. *Type of Legal Entity.* As set forth in Addendum B to NSCC's Rules, an applicant for each level of membership must either be a specified type of legal entity (such as a broker-dealer, bank or other specified entity that, under its regulatory regime, may engage in the transactions that will be processed through NSCC), or must otherwise demonstrate to the Board of Directors that its business and capabilities are such that it could reasonably expect material benefit from direct access to NSCC's services. For example, an applicant to be a Member of NSCC must either be (i) a registered broker-dealer, (ii) a bank or trust company that is a member of the Federal Reserve System or is supervised and examined by state or federal authorities having supervision over banks; (iii) a registered clearing agency; (iv) an insurance company or an insurance entity; or (v) an investment company registered under Section 8 of the Investment Company Act of 1940, as amended, or (vi) an entity may apply to be a foreign member in one of the existing categories if NSCC, in its sole discretion, has determined that the entity: (a) has a home country regulator that has entered into a memorandum of understanding with the SEC regarding the sharing or exchange of information and (b) maintains a presence in the United States, either directly or through a suitable agent. If an applicant does not fall within these specified types of entities, it must demonstrate its ability to utilize, and benefit from, direct access to NSCC. As noted above, Addendum O sets forth additional requirements applicable to non-U.S. entities to help address applicable risks.

⁸³ Rule 2A also sets out membership disqualification criteria, such as certain criminal or fraud convictions, regulatory suspensions or other "statutory disqualifications" that may impact an applicant's suitability for membership in NSCC.

⁸⁴ Described in detail under Principle 1 (Legal basis).

2. *Financial Responsibility.* NSCC sets financial requirements for establishing and continuing membership that are based on the type of legal entity, the types of services that the entity will use at NSCC (that is, whether or not it will seek access to all NSCC services, or limit its access to specified non-guaranteed services), and whether the entity intends to clear transactions for others through NSCC. In addition, NSCC's Rule 4 (Clearing Fund) provides that all NSCC Members are required to make a deposit to NSCC's Clearing Fund, with the amount of each Member's required deposit being fixed by NSCC in accordance with one or more formulas (which is detailed in Procedure XV of NSCC's Rules).
3. *Operational Capability.* NSCC will assess its participants' operational capability both in connection with the application process as well as during periodic reviews. NSCC confirms that the applicant will be able to satisfactorily communicate with NSCC and to fulfill anticipated commitments to and to meet the operational requirements of NSCC with necessary promptness and accuracy, and is able to establish appropriate arrangements to effect payment obligations to NSCC. This includes designating a Settling Bank that meets NSCC's Settling Bank requirements. Prior to activating membership, NSCC applicants are required to conduct testing with NSCC (i.e., connectivity testing) to confirm that they are able to transmit files to, and receive files from, NSCC.

Finally, all applicants must execute a membership agreement, and submit other required membership application documents, under which they agree, among other things, to be bound by NSCC's Rules and meet all anticipated financial obligations to NSCC.

Before denying a membership application, NSCC must provide the applicant with a concise written statement setting forth the specific grounds under consideration upon which any such denial may be based, and notify the applicant of its right to request a hearing to determine whether the application should be denied.

Ongoing compliance with membership requirements

NSCC monitors its participants' ongoing compliance with access criteria through review and analysis of financial and operational information and through market, news, and regulatory monitoring. Pursuant to Rule 2B (Ongoing Membership Requirements and Monitoring), Members are required to provide NSCC with regulatory reports and other required financial information timely. This includes annual audited financial statements and monthly, quarterly, semi-annual, and annual financial reports, depending on the reporting frequency of the Member, and notification of changes in condition. Members are informed by Important Notice as to the due dates for providing this information.

Pursuant to its Rules, NSCC may fine Members that fail to timely provide such information and those fines may be reported to the SEC.

NSCC collects information periodically, pursuant to its authority under Rule 2B (Ongoing Membership Requirements and Monitoring) and Rule 15 (Assurances of Financial Responsibility and Operational Capability), from Members and applicants in order to understand their overall business condition and risk management practices, which may cover operational, credit, legal and other risks, and financial standing. Due diligence topics may include but are not limited to capital management, liquidity management, risk controls, climate risk exposure, etc.

Through FRM, NSCC reviews this information to confirm that applicants and Members meet their applicable minimum financial requirements. FRM monitors Clearing Fund requirements throughout the day and Operations staff monitors the operational capability of NSCC Members, as applicable.

FRM utilizes an internal credit risk rating matrix (referred to as "CRRM") to risk rate U.S. bank, U.S. broker/dealer and foreign bank Members as part of the ongoing monitoring of Member firms. The CRRM rating is produced systematically from financial data contained in the Members' financial reports and from qualitative assessments from Counterparty Credit Risk ("CCR") analysts of FRM. A rating scale of 1 to 7 is utilized, with 1 being the strongest and 7 being the weakest. The key elements used to set a Member's internal credit rating focus on certain quantitative and qualitative factors, as defined by the CRRM. The

CCR analyst considers whether other factors, not captured by the CRRM, warrant an override to downgrade the model-generated rating. The resulting rating helps determine the level of financial review that will be performed on that Member and may impact the Member's Clearing Fund requirement.

Members with a weaker internal credit rating are automatically placed on NSCC's Watch List. Members on this Watch List may be monitored more closely than those with a stronger credit rating.

Members can be added to the Watch List for a variety of reasons, including concerns about legal and/or regulatory issues, changes to organizational structure, Member's liquidity arrangements, news reports relating to the Member, concern regarding Member's ability to maintain membership standards, etc. A Member can be added to the Watch List regardless of its CRRM rating. Members not subject to monitoring through the CRRM may be manually added to the Watch List, as NSCC deems necessary and appropriate. NSCC also has the authority under Rule 15 (Assurances of Financial Responsibility and Operational Capability) to seek adequate assurances from a Member if NSCC determines that such adequate assurances are warranted based on its review of such Member's ability to meet its financial obligations.

Suspension and orderly exit of Members

NSCC's Rules contain provisions that facilitate the suspension and orderly exit of participants that no longer meet the participation requirements:

- A participant may voluntarily retire from membership by notifying NSCC in writing, as provided in Rule 2B. Notwithstanding any such notification, the participant remains obligated to satisfy any open obligations and liabilities arising out of its membership existing at the time of its notification. A retiring participant will typically designate a retirement date, by which all open activity will be closed out and new activity will no longer be submitted or accepted. NSCC issues an Important Notice when a participant voluntarily retires from membership.
- Under Rule 40 (Wind-Down of a Member, Fund Member or Insurance Carrier/Retirement Services Member), NSCC can facilitate the orderly wind-down of a participant's business when NSCC is notified by the participant that it intends to wind-down its business. Under this Rule, NSCC may impose conditions on, or take actions with respect to, the "Wind-Down Member" in order to mitigate risk, including (but not limited to) permitting the Wind-Down Member to submit only transactions that serve to support the wind-down, restricting or modifying the Wind-Down Member's use of any or all of NSCC's services, and requiring the Wind-Down Member to post increased Clearing Fund deposits. NSCC will notify the participant, all other participants (via Important Notice) and the SEC when it implements this Rule and determines that the affected participant is a "Wind-Down Member."
- Under Rule 46 (Restrictions on Access to Services), NSCC has the right to restrict a participant's access to services, by limiting or excluding the participant's participation in one or more classes of transactions or services, or by ceasing to act for the participant generally. The circumstances under which NSCC may do so are clearly set forth in the Rule, and include a determination by Board of Directors or appropriate Board Committee that the participant is no longer in compliance with the membership requirements. Under Rule 20 (Insolvency), NSCC may cease to act for a participant who has become insolvent, as defined in the Rule. If NSCC ceases to act for a participant, the Rules provide that NSCC must notify the affected participant, other participants (via Important Notice) and certain link arrangements and the SEC of NSCC's action. The participant may request a hearing to consider the decision which, depending upon the circumstances on which the action was based (such as insolvency or settlement default), may be after the cease to act or suspension takes effect.

NSCC's Rules contain provisions that facilitate the disconnection or suspension of activities of a participant with a systems disruption that could have an adverse impact on DTCC's systems:

Under Rule 60A (Systems Disconnect: Threat of Significant Impact to the Corporation's Systems), NSCC has the ability to disconnect a participant from the DTCC system, suspend the receipt and/or transmission of files or communications to/from a participant to the DTCC system or take other actions that NSCC considers appropriate to help mitigate risk when there is a systems disruption of a participant that could have a significant impact on DTCC's systems. The circumstances under which NSCC may do so are set forth in the Rule, and include a determination by appropriate executive officers that there is a major event that is likely to have a significant impact on the DTCC systems which determination is then ratified, modified or rescinded by the Board.

SFT Clearing Service

NSCC's SFT Clearing Service offers a sponsored membership program that allows Members to act as "Sponsoring Members" for purposes of sponsoring other firms into NSCC membership as "Sponsored Members." Under the Sponsoring Member/Sponsored Member Program, Sponsoring Members may submit SFT transactions on a principal-to-principal basis between the Sponsoring Member and Sponsored Member. The SFT Clearing Service also offers an agent-lending style program that allows Members to act as "Agent Clearing Members" that enter into transactions on behalf of their customers, rather than as principal counterparty. Members are eligible to become NSCC Sponsoring Members or Agent Clearing Members based on the eligibility and minimum standards in NSCC Rules 2C and 2D, respectively.

For operational and administrative purposes, a Sponsoring Member acts as a processing agent on behalf of its Sponsored Members and establishes a Sponsored Member Sub-Account for each of its Sponsored Members' activity. Agent Clearing Members may establish one or more Agent Clearing Member Customer Omnibus Accounts for its Customers' positions in the name of the Agent Clearing Member for the benefit of its Customers.

The operational support requirements necessary to meet the settlement obligations of Sponsored Members and Customers of Agent Clearing Members are satisfied through requirements that NSCC has placed on the Sponsoring Member and Agent Clearing Member. NSCC Rule 2C provides that a Sponsored Member shall appoint its Sponsoring Member to act as agent with respect to the Sponsored Member's satisfaction of its settlement obligations and for performing all functions and receiving reports and information set forth in the Rules. NSCC Rule 2D provides that an Agent Clearing Member acts solely as the agent of its Customers in connection with the clearing of Agent Clearing Member Transactions; however, the Agent Clearing Member remains fully liable for the performance of all obligations to NSCC. Therefore, the Sponsored Members and Customers of Agent Clearing Members use their Sponsoring Members' and Agent Clearing Members' operational capability to satisfy their funds and securities settlement obligations. Sponsoring Members and Agent Clearing Members are subject to the same robust operational capability membership requirements as full-service NSCC Members.

Similar to the operational support requirements, NSCC ultimately relies on the financial resources of the Sponsoring Member to ensure that the funds and securities settlement obligations of its Sponsored Members will be met if the Sponsored Members, who are principally liable to NSCC for such obligations, should fail to meet them for any reason. The Sponsoring Member is unconditionally liable to NSCC under the Sponsoring Member Guaranty to satisfy such obligations and failing to satisfy such obligations is grounds for NSCC to cease to act for the Sponsoring Member both in its capacity as a Sponsoring Member as well as in its capacity as a full-service NSCC Member. Similarly, the Agent Clearing Member is fully liable for the performance of all financial obligations to NSCC arising in connection with Agent Clearing Member Transactions and failing to satisfy such obligations is grounds for NSCC to cease to act for the Agent Clearing Member.

Principle 19: Tiered participation arrangements; CCAS 17ad-22(e)(19)

<u>Principle 19: Tiered participation arrangements</u>	<u>CCAS 17ad-22(e)(19)</u>
<p><i>An FMI should identify, monitor, and manage the material risks to the FMI arising from tiered participation arrangements.</i></p> <p>Key Consideration 1: An FMI should ensure that its rules, procedures, and agreements allow it to gather basic information about indirect participation in order to identify, monitor, and manage any material risks to the FMI arising from such tiered participation arrangements.</p> <p>Key Consideration 2: An FMI should identify material dependencies between direct and indirect participants that might affect the FMI.</p> <p>Key Consideration 3: An FMI should identify indirect participants responsible for a significant proportion of transactions processed by the FMI and indirect participants whose transaction volumes or values are large relative to the capacity of the direct participants through which they access the FMI in order to manage the risks arising from these transactions.</p> <p>Key Consideration 4: An FMI should regularly review risks arising from tiered participation arrangements and should take mitigating action when appropriate.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(19) Identify, monitor, and manage the material risks to the covered clearing agency arising from arrangements in which firms that are indirect participants in the covered clearing agency rely on the services provided by direct participants to access the covered clearing agency’s payment, clearing, or settlement facilities.</p>

Indirect participants of NSCC are firms that rely on the services provided by Members in order to have their activity cleared and settled through NSCC’s facilities.

Identification and monitoring of indirect participant risk

The risks that indirect participants pose to NSCC are identified and monitored as part of the application and on-boarding process for NSCC Members, and as part of NSCC’s ongoing member due diligence process. Applicants for membership must indicate whether they intend to self-clear only, or also clear activity on behalf of correspondent firms. Among the aims of these processes is for NSCC to understand the material dependencies between Members and the indirect participants that rely on Members to access NSCC’s clearing and settlement services, as well as significant Member-indirect participant relationships and the various risk controls and mitigants that Members employ to manage their risks with respect to such relationships.⁸⁵

⁸⁵ NSCC Members may manage their risks with respect to indirect participants through the DTCC Limit Monitoring tool, which enables Members to monitor their firms’ and/or their correspondents’ trading activity on an intraday basis through review of post-trade data. See NSCC Rule 54. The SEC approved a proposed rule change to decommission the DTCC Limit Monitoring tool effective November 15, 2024. See SR-NSCC-2024-004.

During the membership application process, NSCC requests and reviews, pursuant to its authority under Rule 2A (Initial Membership Requirements) and Rule 15 (Assurances of Financial Responsibility and Operational Capability), information from applicants regarding the types of businesses they conduct, including the anticipated activity to be introduced to NSCC by such applicants on behalf of indirect participants.

Thereafter, as part of its ongoing member due diligence process, NSCC collects information from the Members periodically, pursuant to its authority under Rule 2B (Ongoing Membership Requirements and Monitoring) and Rule 15 (Assurances of Financial Responsibility and Operational Capability) to understand their overall business condition and risk management practices, which may cover operational, credit, legal and other risks, and financial standing, including information related to the indirect participants that rely on them.

In particular, NSCC requires that Members submit information regarding the risk that significant indirect participants represent to NSCC and the Members, the criteria and procedures used by the Members for on-boarding indirect participants, as well as the risk management policies and procedures employed by the Members for ongoing monitoring and risk management of indirect participant activities.

Management of indirect participant risk

NSCC employs Rules-based tools including, but not limited to, those described below to manage the risks that both Members and indirect participants may pose to NSCC.

Credit Risk Rating. NSCC's review of the information received on indirect participants through its member application process and periodic member due diligence described above may factor into the qualitative factors that affect NSCC's credit risk rating of the Member. As described in further detail in response to Principles 4 (Credit risk) and 18 (Access and participation requirements), the resulting credit risk rating of a Member helps determine the level of financial review that will be performed on that Member and may impact the Member's Clearing Fund requirement. If NSCC believes the CRRM model-generated rating is not sufficiently conservative, or deems such action necessary to protect itself and its Members, NSCC may opt to use mitigation actions, such as the override framework, to lower the Member's credit risk rating,⁸⁶ and/or place the Member on the Watch List. This would apply if a Member fails to provide sufficient disclosure, as requested during the due diligence process, to allow NSCC to assess the risk exposure posed by the Member's activity, including the indirect member's activity.

In addition, NSCC Sponsored Members, who are indirect participants in NSCC by virtue of accessing NSCC's services through one or more Sponsoring Members that are direct Members of NSCC, are subject to adverse news monitoring by NSCC. Specifically, NSCC uses a monitoring tool daily to identify instances of adverse news regarding any Sponsored Member. If any such news is deemed "severe", according to an internal procedure, it is escalated and reviewed by a cross-function team to determine if any action may be necessary, which could include, for example, outreach to the member, requiring additional reporting from the member, or other appropriate risk management measures as permitted by NSCC's Rules.

Monitoring and Margin Collection. As described in further detail in response to Principle 6 (Margin), NSCC collects Required Fund Deposits from its Members on a daily basis in accordance with the methodology set forth in Procedure XV of NSCC's Rules. Such Required Fund Deposits are calculated based on, among other risk factors, the trading activity submitted to NSCC on Members' own behalf and on behalf of any executing brokers that clear through them. NSCC may also require additional intraday margin should NSCC deem it necessary or appropriate based on intraday market moves and intraday trading activity (whether the activity is that of the Member, or the executing brokers who clear through the Member).

In addition, for each Agent Clearing Member and Sponsoring Member, NSCC monitors the total volatility charge across all its NSCC accounts against such Member's most recently reported regulatory net

⁸⁶ This may have the effect of automatically placing the Member on the Watch List as a result of the downgrade. The CRRM is utilized to risk rate U.S. banks, U.S. broker/dealer and foreign bank Members.

capital. If the ratio is greater than 1.0, the Agent Clearing Member/Sponsoring Member is generally not permitted to submit additional Sponsored Member Transactions and/or Agent Clearing Member Transactions.

Adequate Assurances. NSCC also has the authority under Rule 15 (Assurances of Financial Responsibility and Operational Capability) to seek adequate assurances from a Member if NSCC determines that such adequate assurances are warranted based on its review of such Member's indirect participant relationships.

Principle 20: FMI links; CCAS 17ad-22(e)(20)

<u>Principle 20: FMI links</u>	<u>CCAS 17ad-22(e)(20)</u>
<p><i>An FMI that establishes a link with one or more FMIs should identify, monitor, and manage link-related risks.</i></p> <p>Key Consideration 1: Before entering into a link arrangement and on an ongoing basis once the link is established, an FMI should identify, monitor, and manage all potential sources of risk arising from the link arrangement. Link arrangements should be designed such that each FMI is able to observe the other principles in this report.</p> <p>Key Consideration 2: A link should have a well-founded legal basis, in all relevant jurisdictions, that supports its design and provides adequate protection to the FMIs involved in the link.</p> <p>Key Consideration 3: Linked CSDs should measure, monitor, and manage the credit and liquidity risks arising from each other. Any credit extensions between CSDs should be covered fully with high-quality collateral and be subject to limits.</p> <p>Key Consideration 4: Provisional transfers of securities between linked CSDs should be prohibited or, at a minimum, the retransfer of provisionally transferred securities should be prohibited prior to the transfer becoming final.</p> <p>Key Consideration 5: An investor CSD should only establish a link with an issuer CSD if the arrangement provides a high level of protection for the rights of the investor CSD's participants.</p> <p>Key Consideration 6: An investor CSD that uses an intermediary to operate a link with an issuer CSD should measure, monitor, and manage the additional risks (including custody, credit, legal, and operational risks) arising from the use of the intermediary.</p> <p>Key Consideration 7: Before entering into a link with another CCP, a CCP should identify and manage the potential spill-over effects from the default of the linked CCP. If a link has three or more CCPs, each CCP should identify, assess, and manage the risks of the collective link arrangement.</p> <p>Key Consideration 8: Each CCP in a CCP link arrangement should be able to cover, at least on a daily basis, its current and potential future exposures to the linked CCP and its participants, if any, fully with a high degree of confidence without</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(20) Identify, monitor, and manage risks related to any link the covered clearing agency establishes with one or more other clearing agencies, financial market utilities, or trading markets.</p>

<p>reducing the CCP's ability to fulfil its obligations to its own participants at any time.</p> <p>Key Consideration 9: A TR should carefully assess the additional operational risks related to its links to ensure the scalability and reliability of IT and related resources.</p>	
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NSCC Identifies, Monitors and Manages Risks Related to Links

Link arrangements are subject to NSCC's Rules and relevant agreements between the link parties. NSCC maintains a risk review framework that sets forth procedures for both the review and approval of prospective link arrangements, and for the identification, monitoring and management of risks related to established links on an ongoing basis.⁸⁷ Prospective links are subject to management review and can be subject to regulatory review and approval, as well as a formal risk assessment process designed to identify the risks inherent in the link and the controls and processes designed to mitigate those risks.

A central element of the risk review framework is input from a cross-functional group of NSCC businesses, functional units and control functions with the requisite subject matter expertise relevant to the particular link. The framework addresses the relevant risk categories, including, but not limited to, operational, market, credit, liquidity, legal and compliance risks.

NSCC reviews changes to relevant laws and regulations as they arise, and conducts periodic reviews of the contracts memorializing link arrangements. When changes to its link arrangements are made as deemed necessary or appropriate, and when the contracts memorializing such arrangements have been filed as a rule of NSCC, any changes are filed as a Proposed Rule Change or Advance Notice before they can be effective. For cross-border links, the counterparty link must be established in a jurisdiction whose primary securities regulator has agreed with the SEC to an applicable Memorandum of Understanding between the two countries.

NSCC has established links with each of The Options Clearing Corporation ("OCC") and CDS Clearing and Depository Services Inc. ("CDS"). NSCC maintains an interface link with its affiliate DTC and an interface link with its affiliate DTCC ITP Matching (US) LLC ("DTCC ITP"). NSCC maintains links with securities trading markets -- regulated securities exchanges ("exchanges"), alternative trading systems ("ATs") and firms that submit data on securities financing transactions to NSCC for clearing ("Approved SFT Submitters"). NSCC has also entered into a multilateral netting contract and limited cross-guaranty agreement with DTC, FICC and OCC. These are described below.

Arrangements with OCC

As described in response to Principle 3 (Framework for the comprehensive management of risks), NSCC has an arrangement with OCC providing for the settlement of exercises and assignments of options on securities ("E&A") or the maturity of stock futures contracts, which are then cleared and settled through NSCC. The arrangement is reflected in an agreement between the parties referred to as the "Accord." The adoption of this agreement was filed with and approved by the SEC, making the Accord a part of NSCC's Rules and Procedures. The Accord and an underlying Service Level Agreement (SLA) are binding, legal agreements between NSCC and OCC. The Accord provides a guaranty framework for, and is designed to facilitate, the settlement of transactions that: (1) arise out of either the exercise or assignment of an option or the maturity of a stock futures contract; (2) are between two firms that are common members of both NSCC and OCC; and (3) are eligible for clearance and settlement at NSCC.

⁸⁷ As a separate matter, risk reviews are also performed for certain material relationships for NSCC that in and of themselves do not otherwise qualify as a link.

The Accord sets the time when the guaranty of settlement obligations shifts from OCC to NSCC with respect to these transactions (“Guaranty Substitution”). After NSCC has received transactions from OCC, Guaranty Substitution typically occurs when NSCC has received all Clearing Fund Required Deposits and Supplemental Liquidity Deposit obligations of the common members taking into account such transactions; however, in the event that a common member defaults and does not satisfy its Clearing Fund Required Deposit and Supplemental Liquidity Deposit obligations at NSCC, the Accord permits OCC to make a cash payment to NSCC, equal to the defaulted member’s Clearing Fund Required Deposit and Supplemental Liquidity Deposit obligation amounts associated with such transactions, that would cause NSCC’s trade guaranty to attach to the transactions of the defaulted member (“Guaranty Substitution Payment”).

The Accord and the underlying SLA address the procedures for Guaranty Substitution (including NSCC’s ability to reject transactions and OCC’s ability to commit to and make a Guaranty Substitution Payment in the event of a default of a common member), the delivery of notices between OCC and NSCC (including (i) extensive information sharing concerning historical peak and potential Guaranty Substitution Payment amounts and other key risk management data points for common members and (ii) notice from NSCC that the Guaranty Substitution has occurred), and other information-sharing agreements between OCC and NSCC. These agreements also establish a process by which the terms of the Accord are to be reviewed by OCC and NSCC on a regular basis.

In order to monitor and manage the risks associated with the Accord, Financial Risk Management staff: (a) conducts joint default management exercises quarterly with OCC, and holds quarterly meetings with them to share information regarding risk management and operational matters; (b) provides margin data and surveillance information with respect to common Members, as well as prospective applicant information for those firms that would be applying to use NSCC services to clear and settle their option activity; (c) subscribes to reports and information from a third party analysts/rating organization regarding OCC; and (d) reviews OCC’s financial condition at least annually.

Arrangements with CDS

As also described in response to Principle 3, CDS, the Canadian CSD and CCP, is a full-service Member of NSCC, as well as a participant of DTC. The relationship between NSCC and CDS, established after review and approval by the SEC, has been in place and operated successfully for approximately three decades. This relationship enables CDS participants to clear and settle OTC trades with U.S. broker-dealers through sub-accounts maintained by CDS with DTC and NSCC. CDS’s participants are not Members, and NSCC looks to CDS as principal for satisfaction of clearance and settlement obligations. NSCC mitigates its exposure to CDS as a result of CDS participants’ activities by calculating and collecting CDS’s Clearing Fund requirements at the level of each sub-account maintained by CDS for its participants. For its own protection, CDS maintains collateral based on contributions from its participants that use NSCC services.

As a full service Member, CDS is bound by NSCC’s Rules; this includes all the obligations applicable to Members, and the rights available with respect thereto to NSCC, including the right to obtain information and request adequate assurances. In order to monitor and manage the risks associated with CDS’s membership, in addition to collecting daily risk-based Clearing Fund, Financial Risk Management staff: (a) conducts discussions with their CDS counterparts regarding the methods that CDS utilizes to collateralize risk from transactions of its participants, so as to understand CDS’s risk mitigation procedures and default management; (b) subscribes to reports and information from a third party analysts/rating organization regarding CDS; and (c) reviews CDS’s financial condition at least annually. Additionally, there are Memoranda of Understanding between the United States and Canadian securities supervisors covering Enforcement Cooperation (1988 and 2015) as well as Consultation, Cooperation and Exchange of Information Related to the Supervision of Cross-Border Regulated Entities (2010, 2011 and 2015), which provide a supervisory framework between NSCC’s and CDS’s respective supervisors for this link arrangement.

NSCC/DTC interface

As previously described in this Disclosure Framework, NSCC relies on an interface with DTC for the book-entry movement of securities to settle CNS transactions. DTC also acts as NSCC's settlement agent for purposes of effecting end-of-day money settlement. In addition, the NSCC Securities Financing Transactions Clearing Service relies on an interface with DTC for the settlement of securities financing transactions ("SFTs") between common members of NSCC and DTC.

As provided for in both NSCC's Rules and DTC's Rules and Procedures, CNS settlements are effected through transmission of instructions to DTC, on behalf of the DTC Participant/NSCC Member.⁸⁸ CNS short positions (i.e., obligations to deliver) are compared against Members' DTC accounts to determine security availability. If securities are available, they are transferred from the NSCC Member's account at DTC to NSCC's account at DTC, to cover the NSCC Member's short obligations to CNS. CNS long positions are transferred from the NSCC account at DTC to the accounts of NSCC Members at DTC, in accordance with the applicable algorithm built into the system. CNS deliveries made through DTC are made free of payment on a gross basis intra-day on settlement date, with funds settlement occurring on a net basis (on the books of NSCC) at the end of the settlement day.

As also provided for in the NSCC and DTC rules, settlement of SFTs cleared through NSCC are effected through the transmission of instructions to DTC by NSCC. With the exception of an initiating delivery at DTC, NSCC submits DVP or payment order instructions relating to the SFTs to DTC in pairs: (i) one instruction as the special representative of the DTC Participant/NSCC Member that is a counterparty to the SFT to deliver the subject securities or to send a payment order from the Participant's DTC account to NSCC's SFT account at DTC, and (ii) one instruction on its own behalf to deliver the subject securities or send a payment order from the NSCC SFT account at DTC to the DTC account of the DTC Participant/NSCC Member that is the other counterparty to the SFT. If the pair of instructions satisfy DTC risk management controls and a look-ahead process, DTC processes the instructions. The funds settlement of these DVP and payment order transactions occurs on a net basis (on the books of DTC) at the end of the settlement day.

NSCC end-of-day money settlement is centralized with DTC, as described in detail in Principle 9 (Money settlements), to obtain the benefit of funds netting and thus reduce funds transfers for common participants. As part of this process, the net settlement debits or credits of common participants of NSCC and DTC are netted and combined to produce a single net amount for each such participant, which amounts are then further netted at the settling bank level to produce a single net-net debit or credit amount for each settling bank. Settlement is effected, with DTC acting as NSCC's settlement agent, in central bank funds through use of the FRB's NSS system. These arrangements are also reflected in DTC's Rules and Procedures and in NSCC's Rules,⁸⁹ and in the Cross-Guaranty Agreement (which is structured as a netting contract under FDICIA).

The Cross-Guaranty Agreement includes special cross-guaranties and related arrangements designed to permit transactions to flow smoothly between DTC's system and the CNS system in a collateralized environment. These guaranties ensure, among other things, that debits created in DTC's system continue to be collateralized when the securities serving as collateral are delivered into the CNS system as short covers, and reduce risk at NSCC by ensuring that long allocations, or the approximate value of long allocations, will be made available to NSCC in a default situation.⁹⁰

The operational risks of the Cross-Guaranty Agreement arrangement are monitored on an ongoing basis through DTCC Operations and Settlement areas and are subject to DTCC's operational risk management

⁸⁸ These provisions are contained chiefly in the DTC Settlement Service Guide and DTC Rule 6 (Services), and NSCC Rule 11 (CNS System) and NSCC Procedure VII (CNS Accounting Operation).

⁸⁹ See the DTC Settlement Service Guide and NSCC Procedure VIII (Money Settlement Service).

⁹⁰ See discussion of default management process in Principle 13.

framework. Processes and procedures to implement this arrangement are monitored and managed through DTC's automated Collateral Monitor risk management controls and Failure-to-Settle system, which are reviewed and tested on a regular basis.

Interface with DTCC ITP

DTCC ITP has an interface to provide qualified prime broker transactions to NSCC on behalf of NSCC Members. Qualified prime broker transactions that are NSCC and CNS eligible and that are matched and affirmed in DTCC ITP's trade confirmation and trade matching system with respect to NSCC Member executing brokers are passed electronically to NSCC's UTC system for automated clearance and settlement through CNS.

Trading Market Links

NSCC maintains links with securities exchanges, ATSS and Approved SFT Submitters that submit executed securities trades to NSCC for clearing. As noted in Section III above (General Background of NSCC), trade capture, the first step in the clearance and settlement process, involves the daily receipt of trade data from over 50 trading venues in the U.S., including all U.S. securities exchanges and from ATSS. Securities exchanges are self-regulatory organizations subject to significant SEC oversight; ATSS are electronic trading platforms generally operated by broker-dealers. ATS transactions must be submitted to NSCC on a locked-in basis by a Member that has been approved to act as a "Qualified Special Representative" ("QSR"), as defined in NSCC Rule 7 (Comparison and Trade Recording Operation). SFTs must be submitted to NSCC on a locked-in/matched basis by an Approved SFT Submitter, who is either an NSCC Member or a third-party vendor. Trade capture from all such venues is subject to NSCC's Rules & Procedures, which prescribe the manner in which the securities exchanges, ATSS, QSRs and Approved SFT Submitters interact with NSCC for the submission, reporting and processing of trades, including that trade data be submitted on a real-time basis.⁹¹ In addition, trade capture is subject to rigorous ongoing monitoring, and the relationships with the securities exchanges, ATSS, QSRs and Approved SFT Submitters, and the processing arrangements, have active management controls and oversight and are subject to the link risk review framework.

Multilateral Netting Contract and Limited Cross-Guaranty Agreement with DTC, FICC, and OCC

NSCC has also entered into a multilateral netting contract and limited cross-guaranty agreement with DTC, FICC and OCC, under which these clearing agencies have agreed to make payments to each other for unsatisfied obligations of a common defaulting participant to the extent they have excess resources of the defaulting participant. Under this arrangement, no party ever needs to pay "out of pocket" and no party can receive more than its loss.

⁹¹ See, for example, NSCC Rule 7 (Comparison and Trade Recording Operation).

Principle 21: Efficiency and effectiveness; CCAS 17ad-22(e)(21)

<u>Principle 21: Efficiency and effectiveness</u>	<u>CCAS 17ad-22(e)(21)</u>
<p><i>An FMI should be efficient and effective in meeting the requirements of its participants and the markets it serves.</i></p> <p>Key consideration 1: An FMI should be designed to meet the needs of its participants and the markets it serves, in particular, with regard to choice of a clearing and settlement arrangement; operating structure; scope of products cleared, settled, or recorded; and use of technology and procedures.</p> <p>Key consideration 2: An FMI should have clearly defined goals and objectives that are measurable and achievable, such as in the areas of minimum service levels, risk-management expectations, and business priorities.</p> <p>Key consideration 3: An FMI should have established mechanisms for the regular review of its efficiency and effectiveness.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(21) Be efficient and effective in meeting the requirements of its participants and the markets it serves, and have the covered clearing agency's management regularly review the efficiency and effectiveness of its:</p> <ul style="list-style-type: none"> (i) Clearing and settlement arrangements; (ii) Operating structure, including risk management policies, procedures, and systems; (iii) Scope of products cleared or settled; and (iv) Use of technology and communication procedures.

Scope of services responsive to market needs

NSCC provides clearance and settlement services that are part of its fundamental directive as a registered clearing agency under the Exchange Act. In providing these services, NSCC seeks to enhance and expand the scope of services it offers to support an evolving market, often in response to initiatives requested by Members, and other industry parties.

NSCC engages with the industry and evaluates new initiatives, enhancements, strategic thinking, and its performance through the following mechanisms:

- NSCC employs a structured approach for the implementation and prioritization of new initiatives. Among other things, the framework ensures new initiatives are fully aligned with the corporate strategy, offer sound financial viability and that risk matters are properly evaluated.
- NSCC and its parent company, DTCC, lead strategic thinking across the industry through their development of various White Papers, which are designed to provoke discussions on relevant topics of note in an effort to continually improve the overall market infrastructure. The White Papers are available on the DTCC website.
- NSCC actively evaluates whether it is meeting and will continue to meet the requirements and needs of its membership through periodic customer satisfaction surveys conducted by DTCC for all of its business lines, including NSCC.

In order to best be able to consider the interests of participants' customers, securities issuers and holders, and other relevant stakeholders of the covered clearing agency including investors, issuers, participants, participants' customers, other persons that access the national system for clearance and settlement indirectly, and regulators of the financial markets in which NSCC serves, DTCC has established various advisory councils comprised of representatives from clearing agency participants, their customers, and other stakeholders with appropriate seniority and expertise in the relevant subject matter. Additionally, as

required by SEC Rule 17ad-25(j), DTCC solicits council representatives' views on material developments in the clearing agencies' risk management and operations and escalates these viewpoints to the Board or the appropriate Board committee for its consideration.

NSCC participants also may have the opportunity to participate in product development through their involvement in ad hoc working groups. NSCC establishes ad hoc working groups, as necessary, in order to assist with more discrete programs, products or processes.

NSCC's management team additionally interacts with the industry through (a) industry associations and committees, (b) industry conferences, (c) forums organized by NSCC to inform participants of current and new products and services and (d) onsite or virtual Member visits.

Pricing for accessibility of services

NSCC's efficiency is ultimately reflected through its pricing. NSCC operates a "cost plus" pricing model, continually striving to drive down cost in the industry by providing efficient services. In addition to driving down cost, NSCC also strives to drive down risk.

NSCC has in place procedures to control costs and to regularly review pricing levels against costs of operation. NSCC uses a formal budgeting process to control its expenditures. It reviews pricing levels against its costs of operation typically during the annual budget process, providing guidance to the Board on setting and changing service fees. The budget is approved annually by the Board. NSCC's pricing is based on a cost-plus methodology, as approved by the Board or management (pursuant to authority delegated by the Board), as applicable. The cost-plus methodology is applied to recover development costs and operating expenses, and to accumulate capital sufficient to meet regulatory and economic requirements.

Membership representation in governance

NSCC is a wholly owned subsidiary of DTCC, which, as described in Principle 2 (Governance), is owned and governed by the users of DTCC's three clearing agency subsidiaries. The majority of directors on the Board are representatives of financial institutions that are users of these clearing agencies' services. As further described in Principle 2, in addition to management representatives, the Board also includes non-participant directors with industry, regulatory or academic backgrounds important to shaping institutional goals of DTCC and the clearing agency subsidiaries. The Board and its committees are structured so that NSCC's operations, delivery systems and technologies, services and products meet the needs of NSCC's membership and the markets that NSCC serves.

Goals and objectives

NSCC leverages several dashboards to holistically measure and monitor performance against its goal of achieving certain measurable and achievable targets. The scorecards include measures across operations, client services, risk management, and information technology that enable NSCC to focus on goals within those respective areas to help ensure that participant requirements are met. The scorecards and associated targets are refined annually. The results are tracked by the Executive Committee and the Board, with specific attention given to any metric that is at risk for not meeting its target.

Processes and metrics

DTCC uses a variety of metrics to measure NSCC's efficiency and effectiveness. In addition to the monitoring of the annual milestones for strategic goals, DTCC measures technology and infrastructure effectiveness and efficiency based on industry standards adapted to DTCC's specific needs.

NSCC evaluates its efficiency and effectiveness on a periodic basis. This information is communicated to senior management and provided to the Board and/or Board Committees as a standing item during their regularly scheduled meetings.

Principle 22: Communication procedures and standards; CCAS 17ad-22(e)(22)

<u>Principle 22: Communication procedures and standards</u>	<u>CCAS 17ad-22(e)(22)</u>
<p><i>An FMI should use, or at a minimum accommodate, relevant internationally accepted communication procedures and standards in order to facilitate efficient payment, clearing, settlement, and recording.</i></p> <p>Key consideration 1: An FMI should use, or at a minimum accommodate, internationally accepted communication procedures and standards.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(22) Use, or at a minimum accommodate, relevant internationally accepted communication procedures and standards in order to facilitate efficient payment, clearing, and settlement.</p>

Communication procedures and standards

NSCC’s policy on communications procedures and standards provides the manner in which NSCC will accommodate relevant internationally accepted communication procedures and standards. Specifically, NSCC will support relevant internationally accepted communication procedures and standards where there is industry support, and a business case for implementing such standards. In cases where a business relevant to NSCC has decided to adopt an industry standard, NSCC will work with the appropriate industry organizations that are defining those standards to ensure NSCC’s unique needs, given its position in the industry, are met.

NSCC has adopted the International Standards Organization (ISO) messaging format, as well as online interfaces, for eligible fixed income trade comparison. NSCC’s UTC system utilizes the Financial Information eXchange (“FIX”) electronic communication protocol and record formats. NSCC also supports secure file transmission and proprietary message formats.

NSCC supports industry-standard communication interfaces through a direct interface (direct end-to-end line) such as DTCC’s SMART network, and through the SFTI® and BT Radianz networks. NSCC also supports direct interface through the Internet for certain products. These communication interfaces are available for all entities that interface with NSCC systems, including any linked FMIs. Participants are eligible to use any one or a combination of the communication interfaces supported by NSCC. Participants identify their communication interface(s) during the on-boarding process and may modify these elections at any time subsequently, as needed.

Principle 23: Disclosure of rules, key procedures, and market data; CCAS 17ad-22(e)(23)

<p><u>Principle 23: Disclosure of rules, key procedures, and market data</u></p>	<p><u>CCAS 17ad-22(e)(23)</u></p>
<p><i>An FMI should have clear and comprehensive rules and procedures and should provide sufficient information to enable participants to have an accurate understanding of the risks, fees, and other material costs they incur by participating in the FMI. All relevant rules and key procedures should be publicly disclosed.</i></p> <p>Key consideration 1: An FMI should adopt clear and comprehensive rules and procedures that are fully disclosed to participants. Relevant rules and key procedures should also be publicly disclosed.</p> <p>Key consideration 2: An FMI should disclose clear descriptions of the system’s design and operations, as well as the FMI’s and participants’ rights and obligations, so that participants can assess the risks they would incur by participating in the FMI.</p> <p>Key consideration 3: An FMI should provide all necessary and appropriate documentation and training to facilitate participants’ understanding of the FMI’s rules and procedures and the risks they face from participating in the FMI.</p> <p>Key consideration 4: An FMI should publicly disclose its fees at the level of individual services it offers as well as its policies on any available discounts. The FMI should provide clear descriptions of priced services for comparability purposes.</p> <p>Key consideration 5: An FMI should complete regularly and disclose publicly responses to the CPSS-IOSCO disclosure framework for financial market infrastructures. An FMI also should, at a minimum, disclose basic data on transaction volumes and values.</p>	<p><i>Each covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable:</i></p> <p>(23) Provide for the following:</p> <p>(i) Publicly disclosing all relevant rules and material procedures, including key aspects of its default rules and procedures;</p> <p>(ii) Providing sufficient information to enable participants to identify and evaluate the risks, fees, and other material costs they incur by participating in the covered clearing agency;</p> <p>(iii) Publicly disclosing relevant basic data on transaction volume and values;</p> <p>(iv) A comprehensive public disclosure that describes its material rules, policies, and procedures regarding its legal, governance, risk management, and operating framework, accurate in all material respects at the time of publication, that includes:</p> <p>(A) Executive summary. An executive summary of the key points from paragraphs (e)(23)(iv)(B), (C), and (D) of this section;</p> <p>(B) Summary of material changes since the last update of the disclosure. A summary of the material changes since the last update of paragraph (e)(23)(iv)(C) or (D) of this section;</p> <p>(C) General background on the covered clearing agency. A description of:</p> <p>(1) The covered clearing agency’s function and the markets it serves;</p> <p>(2) Basic data and performance statistics on the covered clearing agency’s services and operations, such as basic volume and value statistics by product type, average aggregate intraday exposures to its participants, and statistics on the covered clearing agency’s operational reliability; and</p> <p>(3) The covered clearing agency’s general organization, legal and regulatory framework, and system design and operations; and</p> <p>(D) Standard-by-standard summary narrative. A comprehensive narrative disclosure for</p>

	<p>each applicable standard set forth in paragraphs (e)(1) through (23) of this section with sufficient detail and context to enable a reader to understand the covered clearing agency's approach to controlling the risks and addressing the requirements in each standard; and</p> <p>(v) Updating the public disclosure under paragraph (e)(23)(iv) of this section every two years, or more frequently following changes to its system or the environment in which it operates to the extent necessary to ensure statements previously provided under paragraph (e)(23)(iv) of this section remain accurate in all material respects.</p>
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NSCC Rules are Public

NSCC provides its participants with comprehensive rules and procedures, including its fees and key aspects of the default rules and procedures. These rules are readily available on DTCC's website for NSCC Members to see, as well as supervisors and the public. Through other publications (including this Disclosure Framework) and participant outreach, NSCC also provides further information to enable participants to understand the risks, fees and other material costs they incur through membership at NSCC.

NSCC's Rules

Pursuant to the Proposed Rule Change Process, NSCC's Rules are filed with the SEC prior to or concurrent with their effectiveness and any changes to such documents require a public filing with the SEC.

As discussed under Principle 1 (Legal basis), all Proposed Rule Changes and Advance Notices are posted on DTCC's website, and also published by the SEC on the SEC's website, www.sec.gov, and in the *Federal Register* (which is published online by the U.S. Government Printing Office). Participants may be notified of Proposed Rule Changes and Advance Notices via Important Notices published on DTCC's website. Publication of Proposed Rule Changes and Advance Notices allows Participants and other interested parties the opportunity to comment on proposals, and to understand what the proposals would do and how stakeholders may be affected.⁹²

All proposed changes to NSCC's Rules are subject to internal review and governance before they are filed with the SEC. Changes to NSCC's Rules may be initiated from a number of sources, including internal review, lessons learned from actual events or simulations, process or product enhancements, participant feedback, and evolving regulatory requirements.

In addition to its Rules, NSCC also provides supplementary information on its services through Important Notices and a series of other documents that are made publicly available on the DTCC website.

Design and operations

As part of NSCC's on-boarding process, participants are provided with information about the design and operations of NSCC's systems, including record layouts, if applicable, as well as other technical information necessary for participants to establish connectivity with NSCC and interact with NSCC's systems.

⁹² Proposed Rule Changes and Advance Notices follow a format prescribed by SEC Form 19b-4. This includes a narrative description of the relevant proposal, with background information including the statutory basis for the proposal and discussion of its impact on Participants and stakeholders.

Information about the design and operations of NSCC's systems is also included in service descriptions and other forms of user documentation that are available on the DTCC website.

Participant rights, obligations and risks

Members' rights, obligations and risks are reflected in NSCC's Rules and include, but are not limited to (i) initial and ongoing membership requirements; (ii) NSCC's ability to temporarily suspend, or definitively cease to act on a participant's behalf, with respect to some or all services in enumerated circumstances; (iii) the obligation of participants to make deposits to the Clearing Fund; (iv) the requirement for participants to provide additional assurances of financial responsibility and operational capability, as NSCC deems necessary; (v) participant rights and obligations under the loss allocation process; (vi) participant obligations with respect to their use of NSCC's services, including with respect to certain indemnifications of NSCC; (vii) participant obligation for compliance with applicable law; (viii) settlement and payment obligations; (ix) settling bank requirements; and (x) disciplinary sanctions (including fines) and a participant's right to appeal a decision adverse to it.

NSCC's Rules contain information referring to non-routine, though foreseeable, events, including, but not limited to (i) events that could trigger a suspension of services to a Member, (ii) application of the Clearing Fund to complete settlement, (iii) allocation of losses, and (iv) the right of NSCC to withhold the return of excess Clearing Fund deposits. The Rules also provide for NSCC's right to waive or suspend any Rules, when NSCC deems necessary or expedient. These provisions recognize, and provide for, a degree of discretion to management, to enable NSCC to address situations as facts and circumstances may require.

Other resources

The initial and ongoing membership requirements are designed to demonstrate that NSCC's participants are able to (i) satisfactorily communicate with NSCC, (ii) fulfill their anticipated commitments, (iii) meet the operational requirements with necessary promptness and accuracy, and (iv) establish appropriate arrangements to effect payment obligations to NSCC. Participants must demonstrate operational readiness, both during the membership on-boarding process before being provided with access to NSCC's systems, as well as on an ongoing basis as part of their continuing membership requirements. Relationship Managers and Account Managers are available to NSCC participants to provide a number of resources or one-on-one education as needed to ensure participants understand NSCC's Rules, procedures and the risks they face from membership in NSCC.

If a participant is observed to be lacking appropriate understanding of NSCC's Rules or NSCC's operations or other requirements, the concerned DTCC department will reach out to Relationship Management staff to discuss remedies with the relevant firm's management. Remedial actions to address an apparent lack of understanding of NSCC's Rules and the obligations and risks of membership may include one-on-one coaching, webinars or other forms of additional training and/or telephone support. NSCC also maintains the right to institute disciplinary proceedings, including fines, for a participant's violation of NSCC's Rules.

NSCC also provides access to the Participant Browser Services ("PBS") which is a participant accessible website portal for accessing reports and other disclosures. NSCC maintains the NSCC Risk Management Reporting application on the PBS to improve transparency of participants' Clearing Fund requirements. The application enables a participant to view and download Clearing Fund requirement information and component details, including issue-level Clearing Fund information related to the start of day volatility charge and mark-to-market, intraday exposure, and other components.

NSCC also provides access to the NSCC Risk Client Portal, which is a participant accessible website portal that provides NSCC Members the ability, for information purposes, to view and analyze certain risks relating to their portfolio, including calculators to assess the risk and Clearing Fund impact of certain activities and to compare their portfolio to historical and average values. NSCC maintains the NSCC Client Calculator available on the NSCC Risk Client Portal that provides functionality to NSCC Members to enter 'what-if' position data and recalculate their volatility charge to determine margin impact pre-trade execution. The NSCC Client Calculator allows NSCC Members to see the impact to the volatility charge if specific

transactions are executed, or to anticipate the impact of an increase or decrease to a current clearing position.

Members, as well as others, also can access the DTCC Application Programming Interface (“API”) Marketplace, which provides a single, central location for API specifications developed by DTCC, streamlining access to services and helping to improve the user experience. The API Marketplace is an online, DTCC API “App Store,” allowing direct programmatic access to DTCC processing functionality, complete with documentation and training materials to help developers use the APIs.

Fees

NSCC publicly discloses its fees for services in Addendum A (Fee Structure) to NSCC’s Rules, available on the DTCC website.

Generally, a forecast of fee changes is provided to participants during the third quarter of the year. Proposed changes to fees are then finalized by NSCC management, approved by the Board and filed as a Proposed Rule Change with the SEC during the fourth quarter of the year. Subject to SEC review, Proposed Rule Changes with respect to fees would then generally have an effective date of the following January 1. NSCC may post an Important Notice to the DTCC website to provide further notice of the proposed fee changes. Any proposed changes to fees that happen outside of this annual process are also filed as Proposed Rule Changes with the SEC, and participants are provided notice of the proposed changes both through the Proposed Rule Change Process and through an Important Notice posted to the DTCC website.

In addition, DTCC discloses information on fees charged for operating and maintaining the SMART communications infrastructure that provides access to DTCC’s (including NSCC’s) services. These fees are disclosed in the “SMART Connectivity Services DTCC Fee Guide,” which is available on the DTCC website.

Disclosure Framework

This NSCC Disclosure Framework is available on the DTCC website. NSCC updates the Disclosure Framework every two years, or more frequently for material changes. In addition, NSCC discloses quantitative information specified by CPMI-IOSCO for CCPs. This information is also available on the DTCC website, is updated quarterly, and includes transaction volume and value data.

DTCC discloses other quantitative information regarding NSCC in the DTCC Annual Report, which is published annually, and in the NSCC financial statements, which are published quarterly. This information, as well as basic data on transaction volumes and values, is available to the public on the DTCC website.

In addition to the information described above, NSCC’s public disclosures include Management’s Statements Regarding Internal Controls and Reports of Independent Accountants, and other documents and disclosures available on the DTCC website.

Section VI of this Disclosure Framework includes a listing of publicly available resources, including information available on the DTCC website, and on other public websites. Additional information is available to participants on www.dtcclearing.com or upon request. All such information is available in English.

Principle 24: Disclosure of market data by trade repositories

<p><u>Principle 24: Disclosure of market data by trade repositories</u></p> <p><i>A TR should provide timely and accurate data to relevant authorities and the public in line with their respective needs.</i></p> <p>Key consideration 1: A TR should provide data in line with regulatory and industry expectations to relevant authorities and the public, respectively, that is comprehensive and at a level of detail sufficient to enhance market transparency and support other public policy objectives.</p> <p>Key consideration 2: A TR should have effective processes and procedures to provide data to relevant authorities in a timely and appropriate manner to enable them to meet their respective regulatory mandates and legal responsibilities.</p> <p>Key consideration 3: A TR should have robust information systems that provide accurate current and historical data. Data should be provided in a timely manner and in a format that permits it to be easily analysed.</p>	<p><u>Not applicable for CCAS</u></p>
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NSCC is not a Trade Repository ("TR"). Accordingly, Principle 24 does not apply to NSCC.

V. Definitions of Key Terms and Abbreviations

Accord	An arrangement with OCC providing for the settlement of exercises and assignments of options on securities that are cleared and settled through NSCC.
ACATS	Automated Customer Account Transfer Service
Bankruptcy Code	The U.S. Bankruptcy Code
BC	Business Continuity
BCR	Business Continuity and Resilience
BRC	Risk Committee of the Board of Directors
BTOC	Businesses, Technology & Operations Committee of the Board of Directors
CCAS	SEC's Covered Clearing Agency Standards
CCP	Central counterparty
CCR	Counterparty Credit Risk group
CDS	CDS Clearing and Depository Services Inc., the Canadian central securities depository and provider of CCP services for securities
CFM	Clearing Fund Management system, NSCC's collateral management system
Clearing Agency	A self-regulatory organization that operates either as a clearing corporation, or a CSD. A clearing corporation compares and/or records securities transactions, and reports to members the resulting activity; and clears and prepares instructions for the automated settlement of those transactions, often acting as intermediaries or CCPs, in effecting settlement of the transactions. Entities acting as clearing agencies are required to register with the SEC
CNS	NSCC's Continuous Net Settlement system
Correspondent firm	A broker/dealer that is not a Member of NSCC, but clears and settles its transactions through arrangements with an entity that is a Member of NSCC
CRRM	Credit Risk Rating Matrix
CSD	Central securities depository
DNS	Deferred net settlement
Dodd-Frank	The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010
DOI	Date of insolvency

DTC	The Depository Trust Company
DTCC	The Depository Trust & Clearing Corporation
DVP/RVP	Delivery versus payment/Receive versus payment
E&A	Exercise and assignment of options
EDMO	Enterprise Data Management Office
Eligible Clearing Fund Securities	Certain eligible securities accepted by NSCC as Clearing Fund collateral
ESS	Envelope Settlement Services
ESTC	Enterprise Stress Test Committee
ETF	Exchange-traded fund
Exchange Act	The Securities Exchange Act of 1934
FDIA	The Federal Deposit Insurance Act
FDIC	Federal Deposit Insurance Corporation
FDICIA	The Federal Deposit Insurance Corporation Improvement Act of 1991
Fedwire®	The Fedwire Funds Service
FICC	Fixed Income Clearing Corporation
FIX	The Financial Information eXchange electronic communication protocol
FMI	Financial Market Infrastructure
FRB	The Board of Governors of the Federal Reserve System
FRBNY	The Federal Reserve Bank of New York
FRM	Financial Risk Management
IAD	Internal Audit Department
ITIL	Information Technology Infrastructure Library
LNA	Liquid net assets
LRM	Liquidity Risk Management
MRC	Management Risk Committee
MRM	Model Risk Management

NSS	The FRB's National Settlement Service
OCC	The Options Clearing Corporation
OLA	Orderly liquidation authority from Title II of Dodd-Frank
Op Risk	Operational Risk
QFC	Qualified Financial Contract
QSR	Qualified Special Representative
OW	Obligation Warehouse
Reg SCI	Regulation Systems Compliance and Integrity
Rules	NSCC's Rules & Procedures
SEC	U.S. Securities and Exchange Commission
SLA	Service Level Agreement
SFTI	NYSE's Secure Financial Transaction Infrastructure network
Shareholders Agreement	The DTCC Shareholders Agreement
SIFMU	Systemically Important Financial Market Utility
SIPA	Securities Investor Protection Act of 1970
SIPC	Securities Investor Protection Corporation
SLD	Supplemental liquidity deposit
SMART	DTCC's Securely Managed and Reliable Technology network
SWIFT	A secure messaging service provided by the Society for Worldwide Interbank Financial Telecommunications
TRM	Technology Risk Management
UCC	Uniform Commercial Code; the version of the UCC as adopted in the State of New York is sometimes referred to as the NYUCC
UTC	NSCC's Universal Trade Capture system
VaR	Value-at-Risk

VI. Additional Publicly Available Resources

a. Statutes, Laws, Regulations and Reports
CPMI-IOSCO Principles for financial market Infrastructures, available at http://www.bis.org and http://www.iosco.org
Exchange Act Rules, available on the SEC website at http://www.sec.gov
Federal Deposit Insurance Act, available on the Federal Deposit Insurance Corporation website at http://www.fdic.gov
Federal Deposit Insurance Corporation Improvement Act of 1991, available on the Federal Deposit Insurance Corporation website at http://www.fdic.gov
New York Business Corporation Law, available at http://public.leginfo.state.ny.us
New York Uniform Commercial Code, particularly Articles 8 and 9, available at http://public.leginfo.state.ny.us
Regulation J, available on the Board of Governors of the Federal Reserve System website at http://www.federalreserve.gov ; and Operating Circulars 6 and 12, available on the Federal Reserve Bank Services website at http://www.frbervices.org
Securities Exchange Act of 1934, as amended, available on the SEC website at http://www.sec.gov
Securities Investor Protection Act of 1970, available on the SEC website at http://www.sec.gov
Standards for Covered Clearing Agencies, available at http://www.gpo.gov/fdsys/pkg/FR-2016-10-13/pdf/2016-23891.pdf
The Dodd-Frank Wall Street Reform and Consumer Protection Act, available at http://www.gpo.gov/ , especially Title II regarding orderly liquidation authority, and Title VIII regarding Clearing and Settlement
Title 11 of the United States Code (The Bankruptcy Code), available at http://uscode.house.gov/
2. NSCC and DTCC Documents (available on the DTCC website)
Board Code of Ethics
Board of Directors Committee Charters
Board of Directors Mission Statement and Charter
FICC and NSCC Quantitative Disclosures for Central Counterparties
Identification of Board of Directors
Identification of Senior Management Team

Important Notices
NSCC Rules & Procedures
Principles of DTCC Governance
Procedures for the Annual Nomination and Election of the Board of Directors
Rule Filings, Advance Notices, and related Regulatory Approval Orders
White Papers and Industry Reports
3. Financial Statements and Reports (available on the DTCC website)
DTCC Annual Reports, including Consolidated Audited Financial Statements
NSCC Audited Financial Statements
NSCC Interim (Unaudited) Financial Statements