NATIONAL BANK FINANCIAL
WEALTH MANAGEMENT

November 4, 2026

BY ELECTRONIC MAIL

Member Regulation Policy
Canadian Investment Regulatory Organization
Suite 2600, 40 Temperance Street
Toronto, Ontario M5H 0B4
memberpolicymailbox@ciro.ca

Market Oversight
Alberta Securities Commission
Suite 600, 250-5th Street SW
Calgary, Alberta T2P 0R4
CIRO-Reporting@asc.ca

And

Ontario Securities Commission
22nd Floor, 20 Queen Street West
Toronto, Ontario M5H 3S8
TradingandMarkets@osc.ca

Dear Sirs and Mesdames:

Re: Proposed Rule Amendments Relating to the Adoption of an Incorporated Approved Person Compensation Option

National Bank Financial Wealth Management ("NBFWM") appreciates the opportunity to comment on the Canadian Investment Regulatory Organization's ("CIRO") proposed rule amendments relating to the adoption of an Incorporated Approved Person ("IAP") compensation option (the "Proposal"). NBFWM is a division of National Bank Financial Inc. (NBF). NBF is a CIRO-regulated investment dealer operating across Canada.

NBFWM views the Proposal positively and recognizes CIRO's efforts to provide greater flexibility with respect to Approved Person compensation arrangements. NBFWM generally supports the comments and recommendations submitted by the Securities and Investment Management Association ("SIMA") and the Canadian Bankers Association ("CBA") in their respective submissions on the Proposal. The comments below are intended to supplement those submissions, with a particular focus on tax considerations.

As noted in the SIMA and CBA submissions, the characterization, for tax purposes, of the relationship between a Dealer Member and an Approved Person operating through an IAP may give rise to certain tax

considerations. Given the unique characteristics of the investment dealer model and the proposed approach by CIRO, additional guidance from the relevant tax authorities on the interpretation and application of the legislation would assist Dealer Members and Approved Persons in understanding and implementing the proposed framework.

NBFWM also notes the comments raised by SIMA regarding the proposed contractual agreement among the Dealer Member, the IAP and the Approved Person. Appropriate flexibility in structuring these agreements could allow firms to take applicable tax considerations into account.

In this context, any further guidance or clarification regarding the tax considerations associated with the proposed IAP framework may be helpful in supporting a common understanding of its potential tax implications.

NBFWM appreciates the opportunity to provide these comments and remains available for further discussion.

Sincerely,

Jonathan Durocher

President, National Bank Financial Wealth Management