

The Northern Trust Company, Canada
Basel III Pillar III Disclosure
June 30, 2016

Contents

NORTHERN TRUST OVERVIEW AND SCOPE OF APPPLICATION	3
LOCATION AND FREQUENCY OF DISCLOSURE	4
CAPITAL STRUCTURE	5
CAPITAL ADEQUACY	5
CREDIT RISK	8
EXPOSURES RELATED TO COUNTERPARTY CREDIT RISK	9
MARKET RISK AND LIQUIDITY RISK	10
OPERATIONAL RISK	11
INTEREST RATE RISK IN THE BANKING BOOK	11

NORTHERN TRUST OVERVIEW & SCOPE OF APPLICATION

This document presents the capital structure and capital adequacy calculations of The Northern Trust Company, Canada (TNTCC) based on Basel III guidelines on an “All-in” basis. The Office of the Superintendent of Financial Institutions Canada (OSFI) requires all institutions to implement the Basel III framework. TNTCC complies with the Basel III framework as it applies:

- Pillar 1: Minimum Capital Requirements. Senior management and TNTCC Board of Directors have adopted the Standardized Approach to Credit Risk and the Basic Indicator Approach to Operational Risk to determine the company’s capital requirements under Basel Capital Adequacy Reporting (BCAR);
- Pillar 2: The Supervisory Review Process. TNTCC completes an Internal Capital Adequacy Assessment Process (ICAAP) annually, with the results reviewed and approved by TNTCC Board of Directors; and
- Pillar 3: Market Discipline. This Pillar 3 disclosure document has been prepared to provide information on TNTCC’s risk management objectives and policies, its capital position, its approach to assessing the adequacy of its capital and its exposure to material risks.

TNTCC was, by Letters Patent of Continuance, continued as a trust company under the *Trust and Loan Companies Act* (Canada) in July 1993 and OSFI issued an order approving TNTCC to commence and carry out trust business in January 1994. TNTCC is a wholly owned subsidiary of The Northern Trust Company (TNTC) and is a federal Canadian Trust Company regulated by OSFI and by TNTC’S lead regulator, the Federal Reserve Bank of Chicago (FRBC).

The business activities in Canada are comprised of global custody and associated services, securities lending, asset management and fund administration services. These services are delivered through three Canadian regulated entities: TNTCC, the Canada Branch of TNTC (Canada Branch) and NT Global Advisors, Inc. (NTGA Canada).

To ensure that TNTCC maintains sufficient regulatory capital at all times, TNTCC has adopted a Capital Management Policy and manages its assets and liabilities in accordance with TNTCC’s Board of Directors approved criteria set forth in its Asset and Liability Management (ALCO) Policy. The ALCO Policy provides the basis for the TNTCC’s credit risk management and provides guidelines to govern the investment in securities and money market assets.

TNTCC does not currently engage in any activities that result in off-balance sheet exposures. Accordingly, its capital requirements are relatively stable.

Northern Trust Risk Management

TNTC has established an integrated Enterprise Risk Management Framework (ERM) that provides for consistent risk management practices throughout the organization, including TNTCC, and acts as a reference of how various components are defined, aligned and linked to capital adequacy. It allows for active management of risk in conjunction with defined risk appetites.

TNTCC's risk appetite is low to moderate and its attitude toward risk is best described as judicious, with an objective of long-term stability. TNTCC's very strong capital base and liquid balance sheet enable it to pursue strategic growth opportunities and manage unexpected events. Risk is effectively managed by a comprehensive risk management program which involves related Northern Trust entities, as required.

This report is unaudited and the amounts are presented in Thousands of Canadian Dollars, unless otherwise disclosed. Financial results are prepared in accordance with International Financial Reporting Standards (IFRS).

LOCATION AND FREQUENCY OF DISCLOSURE

This disclosure is updated as required and published on NTC's website (www.northerntrust.com) on a quarterly basis.

CAPITAL STRUCTURE

The capital structure of TNTCC consists of Common Shares and Retained Earnings. TNTCC has authorized an unlimited number of common shares without par value. As at June 30, 2016, TNTCC had 30,000 common shares issued fully paid and outstanding.

Table 1 - Capital Structure

The table below provides a breakdown of TNTCC's capital structure:

	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
Tier 1 Capital					
Share Capital	30,000	30,000	30,000	30,000	30,000
Retained Earnings	14,960	15,479	15,942	16,442	17,118
Total Tier 1 Capital¹	44,960	45,479	45,942	46,442	47,118
Total Capital	44,960	45,479	45,942	46,442	47,118

1. All capital held by TNTCC is Tier 1 Capital.

CAPITAL ADEQUACY

TNTCC has a thorough process to assess capital adequacy built around an internal view of its risk profile and a comprehensive capital planning process.

Projections of regulatory and internal capital requirements and available capital are compared to assess TNTCC's capital adequacy over a multi-year time period. Having a clear understanding of regulatory and internal capital requirements, as well as available capital levels, under different circumstances is an important component of an entity's capital adequacy assessment. TNTCC's capital adequacy is assessed quarterly and is based on the Capital Management Policy and Capital Management Guideline (CMG) approved by the Board of Directors.

Table 2 - Modified Capital Disclosure Template ¹

The table below represents a modified version of the “All-in” capital disclosure template required by OSFI for Non-Domestic Systemically Important Banks:

	Q2 2015 All-in	Q3 2015 All-in	Q4 2015 All-in	Q1 2016 All-in	Q2 2016 All-in
Common Equity Tier 1 capital: instruments and reserves					
1 Directly issued qualifying common share capital (and equivalent for non-joint stock companies) plus related stock surplus	30,000	30,000	30,000	30,000	30,000
2 Retained earnings	14,960	15,479	15,942	16,442	17,118
6 Common Equity Tier 1 capital before regulatory adjustments	44,960	45,479	45,942	46,442	47,118
29 Common Equity Tier 1 capital (CET1)	44,960	45,479	45,942	46,442	47,118
36 Additional Tier 1 capital before regulatory adjustments	-	-	-	-	-
44 Additional Tier 1 capital (AT1)	-	-	-	-	-
45 Tier 1 capital (T1 = CET1 + AT1)	44,960	45,479	45,942	46,442	47,118
58 Tier 2 capital (T2)	-	-	-	-	-
59 Total capital (TC = T1 + T2)	44,960	45,479	45,942	46,442	47,118
60 Total risk-weighted assets²	34,627	34,473	34,315	35,680	36,891
Capital ratios					
61 Common Equity Tier 1 (as a percentage of risk weighted assets)	129.84%	131.92%	133.88%	130.16%	127.72%
62 Tier 1 (as a percentage of risk weighted assets)	129.84%	131.92%	133.88%	130.16%	127.72%
63 Total capital (as a percentage of risk weighted assets)	129.84%	131.92%	133.88%	130.16%	127.72%
OSFI all-in target					
69 Common Equity Tier 1 capital all-in target ratio	7.0%	7.0%	7.0%	7.0%	7.0%
70 Tier 1 capital all-in target ratio	8.5%	8.5%	8.5%	8.5%	8.5%
71 Total capital all-in target ratio	10.5%	10.5%	10.5%	10.5%	10.5%

1. Numbering in the above table corresponds to the OSFI prescribed template

2. See Table 3 – Capital Adequacy

Table 3 - Capital Adequacy

The Pillar III capital requirements of TNTCC for credit and operational risk are provided in the following table:

	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
Capital Requirements for Credit Risk					
Deposits with Regulated Financial Institutions	6,198	4,992	5,814	5,239	5,590
Risk Weighted - Deposits with Regulated Financial Institutions (20%)	1,240	998	1,163	1,048	1,118
Government Treasury Bills	34,285	36,338	36,298	36,310	36,305
Risk Weighted - Government Treasury Bills (0%)	-	-	-	-	-
Other Assets	7,524	7,475	7,014	8,344	9,698
Risk Weighted - Other Assets (100%)	7,524	7,475	7,014	8,344	9,698
Total Risk Weighted Assets for Credit Risk	8,764	8,473	8,177	9,392	10,816
Capital Requirements for Operational Risk					
Average three year gross income	13,792	13,868	13,941	14,023	13,909
Capital Charge (15%)	2,069	2,080	2,091	2,103	2,086
Risk Weighted assets for Operational Risk (12.5 times Capital Charge)	25,863	26,000	26,138	26,288	26,075
Total Risk Weighted Assets	34,627	34,473	34,315	35,680	36,891

Table 4 – Leverage Ratio

The table below represents the leverage ratio disclosure on an “all-in” basis:

	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
On-balance sheet exposures					
1 On-balance sheet items (excluding derivatives, SFTs and grandfathered securitization exposures but including collateral)	48,007	48,805	49,126	49,893	51,593
2 (Asset amounts deducted in determining Basel III “all-in” Tier 1 capital)	-	-	-	-	-
3 Total on-balance sheet exposures (excluding derivatives and SFTs)	48,007	48,805	49,126	49,893	51,593
Capital and Total Exposures					
20 Tier 1 capital	44,960	45,479	45,942	46,442	47,118
21 Total Exposures	48,007	48,805	49,126	49,893	51,593
Leverage Ratios					
22 Basel III leverage ratio ²	93.65%	93.19%	93.52%	93.08%	91.33%

1. Numbering in the above table corresponds to the OSFI prescribed template

2. The minimum ratio stipulated by the Basel Committee on Banking Supervision is 3.0%

Liquidity Coverage Ratio

Per OSFI’s Liquidity Adequacy Requirements (LAR) Guideline, TNTCC is required to maintain a liquidity coverage ratio (LCR) with a value no lower than 100%. As at June 30 and March 31, 2016 and each of the quarter ends in 2015, TNTCC’s LCR exceeded this requirement.

CREDIT RISK

Credit risk is the risk to earnings and/or capital arising from the failure of a borrower or counterparty to perform on an obligation.

The primary sources of credit risk for TNTCC derive from issuer risk (as it pertains to Canadian government securities), counterparty risk (as it pertains to cash balances maintained with our nostro bank agent and client fee receivables) and concentration risk (as it pertains to concentrated exposure to Canadian sovereign debt).

The credit risk management process is documented in the TNTCC ALCO Policy. Central to this process is approval and monitoring of exposures. The nature of TNTCC's business is not to provide traditional commercial credit; it is not part of TNTCC's business plan to have a portfolio of loans. The ALCO Policy has been established and is maintained by the TNTCC Board of Directors to govern activities related to interest rate sensitivity, liquidity, the pledging of assets, and large exposures in accordance with the OSFI Guidelines.

Monitoring of client receivables is the responsibility of TNTCC. Exposures, including aging of such receivables, are reported to Management on a monthly basis. Actions are taken as and if necessary based on that review.

TNTCC credit risk is limited to Canada.

Given TNTCC's business focus, balance sheet, counterparties, product offerings and the extremely low risk nature of the credit exposures (predominantly Government of Canada securities), TNTCC's exposure to credit risk is not significant.

Table 5 - Residual Contract Maturity Breakdown

A breakdown of TNTCC's credit risk by contractual maturity is provided in the table below:

	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
Bank Deposits					
Demand	6,198	4,992	5,814	5,239	5,590
Government Treasury Bills					
Up to 1 month	-	8,296	8,999	-	-
Over 1 month to 3 months	8,480	10,491	-	8,591	8,291
Over 3 months to 6 months	8,278	8,988	8,577	8,281	10,477
Over 6 months to 1 year	17,527	8,563	18,722	19,438	17,537
Total Credit Gross Exposure	40,483	41,330	42,112	41,549	41,895

EXPOSURES RELATED TO COUNTERPARTY CREDIT RISK

For TNTCC, counterparty risk pertains to cash balances maintained with a nostro bank agent and client fee receivables.

Northern Trust Corporation (NTC's) Sub-custodian Oversight Committee is charged with evaluating proposals for the appointment or replacement of nostro bank agents for use by NTC legal entities. Upon review by the Sub-custodian Oversight Committee, TNTCC's Capital Markets Credit Committee is ultimately responsible for approving all such appointments and replacements.

TNTCC utilizes the credit ratings from Standard and Poor's (S&P) for purposes of determining its capital adequacy.

The credit valuation adjustment (CVA) is an adjustment to the mid-market valuation of the trading portfolio due to the risk of losses associated with deterioration in the credit risk of the counterparty. Given the nature of TNTCC's operations a CVA capital charge is not required to total risk weighted assets.

Table 6 - Credit Exposure by Counterparty Type

A breakdown of TNTCC's credit risk exposure by asset class is provided in the table below:

	Q4 2015			Q1 2016			Q2 2016		
	Exposure (Gross)	Exposure (Net)	RWA	Exposure (Gross)	Exposure (Net)	RWA	Exposure (Gross)	Exposure (Net)	RWA
Sovereign ¹	36,298	36,298	-	36,310	36,310	-	36,305	36,305	-
Bank ²	5,814	5,814	1,163	5,239	5,239	1,048	5,590	5,590	1,118
Other assets ³	7,014	7,014	7,014	8,344	8,344	8,344	9,698	9,698	9,698
Total	49,126	49,126	8,177	49,893	49,893	9,392	51,593	51,593	10,816

1. This asset class covers all exposures to counterparties treated as sovereigns under the standardized approach

2. This asset class covers exposures to banks

3. This asset class includes client receivables

MARKET RISK AND LIQUIDITY RISK

Market risk results primarily from the sensitivity of the value of assets and liabilities, as well as the sensitivity of net interest income, to changes in interest rates. Secondly, market risk results from changes in the value of trading positions due to movements in foreign exchange rates and interest rates.

Market & Liquidity risk is comprised of three sub-risks:

- Trading risk - risk of loss in trading positions from changes in the value of the trading position

- Interest rate risk - risk of loss due to significant unexpected changes in interest rates
- Liquidity funding risk - risk of loss due to the inability to raise capital to meet business needs

TNTCC engages in no trading activity and therefore is not required to hold any capital in relation to market risk.

Liquidity is not required to meet deposit liabilities of TNTCC as TNTCC does not hold any client deposits. Sufficient working capital is maintained at all times to meet business requirements. Core investments are held in third-party bank deposits and Canadian government securities, which are considered liquid assets given their short maturities and marketability.

OPERATIONAL RISK

Operational risk is the risk of loss from inadequate or failed internal processes, people and systems or from external events. Operational risk reflects the potential for inadequate information systems, operating problems, product design and delivery difficulties or catastrophes that result in unexpected losses. TNTCC uses the basic indicator approach to measure operational risk. Operational risk is shown in Table 3 Capital Adequacy.

All operational activity is outsourced to the Canada Branch and is carried out by the employees of the Canada Branch or TNTC. TNTCC does have moderate inherent operational risk which includes the oversight of the outsourced operations. Employment Practices and Workplace Safety risk is limited to the directors of TNTCC as applicable.

INTEREST RATE RISK IN THE BANKING BOOK

Interest rate risk is the risk of loss due to significant unexpected changes in interest rates.

The TNTCC ALCO Policy has been established and is maintained by the Board to govern activities related to interest rate sensitivity, liquidity, the pledging of assets, and large exposures in accordance with the OSFI Guidelines.

Equity is the dominant funding source for TNTCC and the majority of the assets at June 30, 2016 are short-term Canadian government securities with an average maturity of approximately six months. As a result, TNTCC has minimal exposure to interest rate changes from a loss perspective.

TNTCC's assets are generally held to maturity to meet one or more of the following objectives: provide interest income, manage interest rate risk, comply with applicable regulatory requirements or ensure adequate liquidity. Pursuant to the ALCO Policy, TNTCC may acquire debentures, bonds or other debt instruments of the Government of Canada or guaranteed by it; or deposits in banks,

subject to TNTC's list of approved counterparties and limits. These investments are also subject to the volume, maturity, and credit guidelines outlined below.

Table 7 - Maturity and Size Restrictions

The maximum maturity of new purchases of an instrument and the total holdings obligations of a single issuer are limited according to the following table as defined in TNTCC's ALCO Policy:

Instruments	Maximum Maturity	Maximum Holdings of a Single Issuer	Concentration limits as % of Capital
Canadian Government Securities	5 Years	No Limit	No Limit
Money Market Assets (deposits in Canadian banks)	3 Months	Approved Credit Limit	25%

TNTCC measures interest rate risk by reference to OSFI's "Interest Rate Risk and Maturities Matching Return" (I3 Return). Since shareholder's equity is the dominant funding source for TNTCC and the vast majority of the assets are in short-term Canadian government securities, TNTCC has minimal exposure to interest rate risk.