

**IN THE MATTER OF THE *FINANCIAL INSTITUTIONS ACT*, RSBC 1996, C. 141****and****Mazda Canada Inc.****(Pursuant to section 208 of the *Financial Institutions Act*)****UNDERTAKING****[This Undertaking has been redacted before publication.]**

**WHEREAS** the BC Financial Services Authority (“BCFSA”) completed an investigation into the conduct of extraprovincial corporation Mazda Canada Inc. (“MCI”) pursuant to an Order issued under section 215(1) of the *Financial Institutions Act* (“FIA”);

**AND WHEREAS** the Superintendent of Financial Institutions (the “Superintendent”) is of the opinion, based on the investigation, that MCI carried on the business of automobile insurance in British Columbia (“B.C.”) when MCI underwrote its appearance protection contracts (“Appearance Protection Contracts”) and added protection contracts (“Added Protection Contracts”) to B.C. consumers (“Policyholders”) prior to August 22, 2025, without being authorized to do so as required under the FIA, thereby contravening sections 75 / 159(1) of the FIA;

**AND WHEREAS** MCI does not admit that it breached the FIA but accepts that the Superintendent is of the opinion that the Appearance Protection Contracts and Added Protection Contracts constituted the carrying on of automobile insurance business and that the alleged breach of sections 75 / 159(1) of the FIA took place;

**AND WHEREAS** the Superintendent is not aware of any harm to B.C. Policyholders;

**AND WHEREAS** the Superintendent considers it appropriate for MCI to enter into this Undertaking pursuant to section 208 of the FIA;



AND WHEREAS MCI undertakes the following:

- 1) As of the date of the Undertaking, to not carry on any new business of insurance in B.C. (other than adjusting, resolving, and paying claims made under Appearance Protection Contracts and Added Protection Contracts in place with B.C. consumers prior to the effective date of the Undertaking) until and unless MCI is authorized by BCFSA to engage in the business of insurance, or is otherwise permitted to do so pursuant to the FIA;
- 2) To pay to BCFSA the total amount of \$25,000.00 within 30 days of the date of this Undertaking in lieu of the Superintendent issuing an Administrative Penalty under section 253.1 of the FIA; and
- 3) To pay to BCFSA investigative costs in the amount of \$5,200.00 within 30 days of the date of this Undertaking in lieu of the Superintendent issuing an order for investigative costs to be paid under section 241.1 of the FIA.

This Undertaking may be amended by the written agreement between the Superintendent and MCI. An amendment that results in a release or partial release from this Undertaking does not release MCI from complying with all applicable laws, including but not limited to enactments administered by BCFSA.

Signed to at the City of Richmond Hill  
in the Province of Ontario Canada.

This 16th day of December 2025

"Original signed by Adam Flanagan"

**Authorized Signatory – Mazda Canada Inc.**

Name: Adam Flanagan  
Title: Senior Director, CFO

Signed to at the City of Vancouver  
Province of British Columbia, Canada.

This 5th day of January 2026

"Original signed by Joy Tcheng"

**Authorized Signatory - BC Financial Services Authority**

Name: Joy Tcheng  
Title: Vice President Insurance, Trust & Pensions