



# Addenda to the General Disclosure Statement for Transactions 2023

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## **The following shall be added at the end of Part III. Material Risks – § R. Eligible Contract Participant Status**

### **Accredited Investor Status**

By entering into a security-based swap transaction with TD, the counterparty is deemed to have represented and warranted to TD that it understands and agrees that disposition of such transaction is restricted under the Securities Act of 1933, as amended, and applicable U.S. state securities laws. Accordingly, the counterparty is deemed to have represented and warranted that, without TD's written consent, it will not (i) assign or transfer the security-based swap to any party or (ii) take, or cause any action to be taken, that would make unavailable the exemption pursuant to Section 4(a)(2) of the Securities Act with respect to such transaction. Furthermore, by entering into a security-based swap transaction with TD, the counterparty is deemed to have represented and warranted to TD that it shall at all times, to the extent applicable, meet the requirements of the SEC's Accredited Investor definition under Regulation D.

## **The following shall be added at the end of Part IV. Conflicts of Interest and Material Incentives**

### **H. TD Securities USA (LLC) May Act as Agent**

The Toronto-Dominion Bank is a Canadian chartered bank. TD Securities is the wholesale banking division of The Toronto-Dominion Bank. TD Securities (USA) LLC ("TDS USA") is an indirect wholly owned subsidiary of The Toronto-Dominion Bank and a registered broker-dealer in the United States. TDS USA may act as agent for The Toronto-Dominion Bank in connection with a Transaction. Accordingly, you may be referred to The Toronto-Dominion Bank by an employee of TDS USA. The rights and obligations in connection with any Transaction will be rights and obligations of The Toronto-Dominion Bank and TDS USA shall not have any rights and obligations in connection with any Transaction.

## **The following shall be added at the end of Part V. Notifications – § B. Clearing**

### **Clearing Rights Disclosure**

Certain security-based swaps ("SBS") are subject to the clearing requirement. The Toronto-Dominion Bank ("TD") counterparties have the sole right to choose where an SBS is sent for clearing. The full list of clearing agencies that accept SBS for clearing is available on the [ISDA website](#). TD is only authorized or permitted to clear directly, or through a designated clearing member at LCH Limited and ICE Clear Credit LLC. Counterparties that want to clear SBS that are not subject to the clearing requirement have the sole right to choose where an SBS is sent for clearing.

**The following shall be added at the end of Part V. Notifications – § F. 10(b)10 disclosure**

Counterparties should take note of the following when engaging in SBS transactions:

It is understood and agreed that all SBS transactions, confirmations and trade acknowledgements are subject to the rules of a SBS execution facility or market (and its clearing house, if any) where executed by us or by our agents and to any applicable State and / or Federal regulations.

The date of the transaction appears on the face of the trade affirmation / confirmation. We will furnish the time upon request. When transacting in security-based swaps, TD will always transact with you in a principal capacity. TD is not a member of SIPC or FINRA.

In the United States, TD Securities (USA) LLC, a member of SIPC and FINRA, will always act as agent of the TD in relation to SBS activity. As an agent of TD, TD Securities (USA) LLC may receive a fee in connection with a SBS transaction and, upon request, will furnish the name of the person with whom such transaction was executed, as well as such further information as may be required by applicable laws and regulations.