

Board Diversity Policy

Effective Date: 1 January 2023

1. Purpose

The TD Global Finance (“**TDGF**” or the “**Company**”) Board Diversity Policy (the “**Policy**”) sets out the high-level approach to diversity by the Board of Directors of TDGF (the “**Board**”). The objective is to create a diverse pool of Board members, achieve a variety of views, qualities and experience at Board level, thereby promoting independent and diverse opinions and facilitating sound decision-making.

2. Scope

The Policy solely applies to the Board. It does not apply to diversity in relation to employees of TDGF or TD Bank Group more generally, which is embedded within the TD Code of Conduct and Ethics.

3. Policy Details/Requirements

TDGF is committed to developing, supporting and preserving a culture of diversity and inclusion and recognises that the collective sum of our individual differences represents a significant part of not only our culture but our reputation and achievements. For these purposes, diversity includes (but is not limited to) achieving a range of representation in relation to the following aspects:

- Age
- Disability
- Education
- Ethnicity
- Experience
- Gender
- Geographical provenance
- Professional background
- Social background

TDGF recognises that having a diverse Board is important in providing a range of perspectives, insights and challenge necessary to support good decision making and to achieve more for our clients and our business.

The Board’s Corporate Governance Committee (“**CGC**”) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. To ensure an inclusive, fair process when making nomination/appointment decisions, the CGC:

- In reviewing the composition of the Board, considers all aspects of diversity, including those aspects listed above
- Ensures all Board appointments are made on merit against objective criteria, taking into account the specific skills, experience, independence and knowledge needed for the Board to be effective and with due regard for the benefits of diversity on the Board
- Ensures sufficient employee representation within the management body (i.e. executive directors) in order to add a day-to-day practical knowledge and experience of the internal workings of TDGF’s activities
- Outlines as part of Board member induction and training the importance of diversity amongst Board members and the wider organisation

4. Measurable Objectives

The Board’s priority is to ensure that it continues to have strong leadership and the balance of skills necessary to deliver the business strategy. The full range of diversity aspects are considered when recruiting Board members.

The representation of women on the Board will necessarily vary from time to time. In order to comply with applicable regulations, on gender diversity specifically, the Board’s current target is to maintain 40% representation of women on the Board. The Board shall take opportunities to balance the number of male and female Board Directors where that is consistent with other skills and diversity requirements. Other measurable targets set by the Board include:

- At least one of the senior board positions (e.g., Chair, Chief Executive Officer (CEO) or Chief Financial Officer (CFO)) shall be a woman
- At least one member of the board shall represent an aspect of diversity as set out in Section 3, Policy Details/Requirements (excluding gender, for which there is a separate measurable objective as stated above)

TDGF shall also consider any diversity benchmarking results published by the Central Bank of Ireland, the European Banking Authority and other competent authorities or other relevant international bodies or organisations in order to ensure that it is meeting industry and regulatory expectations and standards in this regard.

5. Reporting & Monitoring

As part of the Board's annual review of the internal governance framework, compliance with targets set and the aforementioned measurable objectives shall be assessed with details as to how such were achieved / not achieved being noted.

6. Policy Ownership and Review Cycle

6.1 Policy Owner & Contact

The Head of Governance, TDS Europe & Asia-Pacific owns this Policy and is responsible for the annual review of the Policy to ensure that the content remains accurate and relevant, although in doing so will consult with relevant corporate and control functions, including HR. The Head of Governance, TDS Europe & Asia-Pacific is responsible for addressing any questions or feedback with respect to this Policy.

6.2 Policy Approval

The TDGF Board reviews and approves the Policy annually. The Policy is also subject to the endorsement of the TDGF Corporate Governance Committee.

Policy Owner	Director, Head of Governance, TD Securities Europe & Asia-Pacific
Policy Approval	TDGF Board (on the recommendation of the TDGF Corporate Governance Committee)
Approval Date	7 December 2022
Effective Date	7 December 2022
Review Frequency	Annual
Next Review Date	December 2023

7. Related Policies and Other Supporting Documents

This Policy should be read in conjunction with the TDGF Corporate Governance Policy and TDGF Board Suitability Policy.

Other documents which support the Policy include:

- TD Corporate Governance Guidelines
- TD Code of Conduct and Ethics
- TDGF Corporate Governance Committee Mandate

8. Publication of Policy

This Policy is published on the TD Securities website: tdsecurities.com/ca/en/legal.