

Introduction

The following document outlines the governance structure and practices for TD Bank Europe Limited (TDBEL).

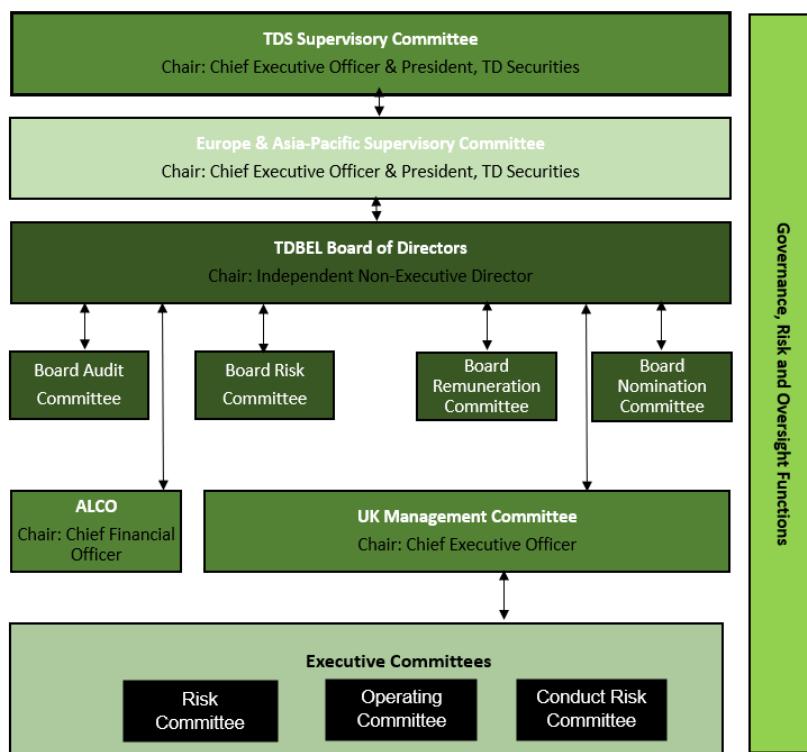
TDBEL Governance Structure

TDBEL's business is conducted under the guidance of the senior executive management team, the UK Management Committee (UKMC) and with oversight from the TDBEL Board (Board).

TDBEL's governance framework emphasises and balances clear ownership for operations and risk control by the UKMC with strong independent oversight by the TDBEL Board. TDBEL also has appropriate representation on key global committees to support effective decision-making and escalate matters, as required. This contributes to increased awareness, evaluation and mitigation of risks to enhance overall supervision and management.

The TDBEL Board and Board Sub-Committee mandates include clear accountabilities, roles and responsibilities, reporting relationships and escalation protocols. The Board and each Board Committee are required to complete a self-assessment on an annual basis to continually enhance the governance framework, and this is periodically performed by an external evaluator. The last external evaluation took place in 2022 and concluded in 2023. Actions arising from the most recent Board and Committee self-evaluation held in 2025 continue to be tracked and addressed.

The diagram below outlines the governance structure of TDBEL.



TDBEL Board & Board Sub-Committees Composition & Responsibilities**TDBEL Board****Board Composition**

Name	Role
David Thomas	Independent Non-Executive Director (Chair) (SMF 9, SMF 12, SMF 13)
Patricia Halliday	Independent Non-Executive Director (SMF 10)
Stephen Souchon	Independent Non-Executive Director (SMF 11)
Barbara Hooper	Non-Executive Director, Senior Executive Vice President, Treasury and Enterprise Strategy
Sai Jawanmardi	Executive Director, CEO TDBEL (SMF 1 & 3) Regional Head TDS Europe
Joe Banks	Executive Director, CFO TDBEL (SMF 2 & 3)
Lucy Izzard	Executive Director, COO TDBEL (SMF 24 & 3)

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The Board is responsible for setting the strategy for TDBEL and for the overall stewardship of the Company through oversight of TDBEL's operations, management and safety and soundness, and through oversight of the operations consistent with TD approved strategy and policies. Specific duties include but are not limited to:

- **Culture & Conduct:** Set the tone for a culture of integrity and compliance including promoting awareness of applicable regulatory requirements and observing appropriate ethical standards; ensuing that these are communicated throughout TDBEL and regularly monitored.
- **Strategy and Governance:** Approve and have oversight over TDBEL's purpose, strategy and values. Overseeing that an adequate and effective corporate governance, internal governance and internal control framework exists, including a clear organisational structure, facilitating effective decision-making and well-functioning independent risk management, compliance and audit functions.
- **Operational, Business Management and Control Matters:** Oversee TDBEL's operations, management, and safety and soundness consistent with TDBEL and TD approved strategy and policies.
- **Risk Management, Compliance, AML and Internal Audit:** Approve TDBEL's risk strategy and retain overall responsibility for risk management, aligned with TDBEL's strategic objectives, risk management framework and appetite. Oversee principal and emerging risks, including climate change risk and cyber security risk. Oversee significant liquidity, capital, and funding matters, including review and approval of capital adequacy and liquidity risk management practices and review of proposals and recommendations from the TDBEL Asset Liability & Capital Committee (**ALCO**). Review the Annual Money Laundering Reporting Officer's report. Review ad hoc reports from the Compliance or AML functions regarding any significant risk of failure by TDBEL to comply with its obligations within their areas of functional responsibility.
- **Financial Reporting:** Monitor the integrity of TDBEL's accounting and financial reporting systems, including financial and operational controls and compliance with law and relevant standards and, in so doing, consider reports of the Audit Committee on the quality, effectiveness and integrity of the financial reporting process. Approve year-end financial statements.
- **Talent Management, Development and Succession:** Oversee changes to TDBEL's organisational structure and following recommendations of the Nomination Committee, to the key management appointments, particularly those designated as SMF roles under the Financial Conduct Authority's and Prudential Regulation Authority's Senior Managers & Certification Regime (**SMCR**). Create a diverse pool of Board members to achieve a variety of views, qualities and experience at Board level, to promote independent and diverse opinions and sound decision-making.
- **Whistleblowing:** Appoint a Director responsible for Whistleblowing and approve a Whistleblowing policy.
- **Stakeholder Considerations:** Engage with TDBEL's key stakeholders on material decisions, so as to understand their views and enable their interests and the other matters, including Environmental, Social and Corporate Governance matters, as set out in s.172 Companies Act 2006, to be taken into account.
- **Communication:** Promote appropriate engagement and dialogue with all stakeholders based on the mutual understanding of objectives, as well as open and prompt communication with all regulators as required.

The TDBEL Board meets at least four times a year.

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Risk Committee

Risk Committee Composition

Name	Role
Patricia Halliday	Independent Non-Executive Director (Chair)
David Thomas	Independent Non-Executive Director
Stephen Souchon	Independent Non-Executive Director

The purpose of the Risk Committee is to assist the Board in fulfilling its governance and oversight responsibilities in relation to the management of risk within TDBEL, and, on any other matters as directed by the Board. Specific duties and responsibilities include but are not limited to:

- **Risk Framework and Risk Management:** Review and recommend for Board approval the Enterprise Risk Management Framework which sets the direction for how TDBG and its subsidiaries manage risk to its business operations in alignment with its overall strategy.
- **Risk Management Oversight:**
 - Monitor TDBEL's risk profile and performance against Risk Appetite
 - Receive regular reports and other relevant information to understand the top and emerging risks to which TDBEL is exposed
 - Oversee the implementation of strategies for capital and liquidity management and review and assess TDBEL's ongoing compliance with internal and regulatory capital and liquidity thresholds and limits including any breaches of such thresholds or limits and associated mitigating actions taken on by management
 - Review and recommend to the Board for approval recommendations from ALCO relating to TDBEL's risk-based and leverage-based capital requirements and the determination of such as part of TDBEL's ICAAP and TDBEL's liquidity requirements and the determination of such as part of TDBEL's ILAAP, together with related risk identification, scenario design, assumptions, analysis and documentation
 - Review and recommend to the Board for approval recommendations from ALCO relating to Treasury and Asset Liability Management or management actions or strategies applicable to positions, risks and activities overseen by ALCO
 - Annually review the adequacy of the Recovery Plan, for recommendation to the Board for approval
 - Receive escalations on fraud risk from the UK Executive Risk Committee
 - Review and assess TDBEL's ongoing compliance with internal and regulatory capital and liquidity thresholds and limits including any breaches of such thresholds or limits and associated mitigating actions taken on by management
- **Compliance:**
 - Review information provided by management and reports prepared by the Chief Compliance Officer (SMF16) and MLRO (SMF17), to oversee compliance by TDBEL with applicable financial and other laws, regulation, guidance and best practice.
 - Seek reasonable assurance that the TDBEL's Compliance and AML policies and procedures are being adhered to.
 - Review reports by supervisory authorities related to related to financial crime, conduct or other non-financial regulatory matters, together with management's response and follow-up on outstanding issues as necessary.
 - Review relevant information in relation to the Privacy, Legal and SMCR functions brought to the Committee

The Risk Committee meets at least four times a year.

Audit Committee

Audit Committee Composition

Name	Role
Stephen Souchon	Independent Non-Executive Director (Chair)
Patricia Halliday	Independent Non-Executive Director

The purpose of the Audit Committee is to assist the Board to fulfil its governance and oversight responsibilities in relation to internal and external audit functions, financial reporting, internal control framework and legal matters having a material impact on the financial statements, and, on any other matters as directed by the Board. Specific duties and responsibilities include but are not limited to:

- **External Audit:** Provide the necessary oversight of all aspects of the external statutory audit, including reviewing the independence of the external auditor, monitoring the audit process and reporting on the audit to the Board.
- **Internal Audit:** Monitor and oversee the independence and effectiveness of the TDBEL internal audit function (and any aspects of the internal audit function that is outsourced to a third party) in the context of TDBEL's overall risk management system.
- **Financial Reporting:** Through review of information provided by management, review of the annual financial statements and, working with the internal audit function and external auditor as appropriate, oversee compliance with accounting and financial reporting standards, and non-financial reporting requirements, and consistency and appropriateness of the accounting policies, practices and financial reporting disclosures.
- **Whistleblowing:** Review and recommend the TDS UK Whistleblowing Policy for Board approval and periodically assess whistleblowing procedures and reporting mechanisms to ensure that they operate effectively and confidentially. Oversee that matters raised by whistleblowers are properly and proportionately investigated and reported to appropriate authorities where appropriate.
- **Internal Controls and Risk Management Systems:** Through oversight of the internal and external audits, and in conjunction with the TDBEL Risk Committee, monitor the effectiveness of TDBEL's internal financial control systems and associated policies capable of having a material impact on its financial reporting. Receive updates from management on financial controls and policies in place for detecting and preventing fraud and remediating actions undertaken for any fraud that is uncovered. The Committee will receive an annual report from management explaining the framework in place for the protection against and prevention of fraud.

The Audit Committee meets at least four times a year.

Nomination Committee

Nomination Committee Composition

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Name	Role
David Thomas	Independent Non-Executive Director (Chair)
Patricia Halliday	Independent Non-Executive Director
Stephen Souchon	Independent Non-Executive Director

The purpose of the Nomination Committee is to assist the Board in fulfilling its governance and oversight responsibilities in relation to the identification, appointment, induction, training and assessment of directors to the Board and Board Sub-Committees of TDBEL and in relation to the appointment and assessment of designated SMF roles under SMCR. Specific duties and responsibilities include but are not limited to:

- Board & Board committee structure and composition and Director Appointments and/or Resignations or Removals:** The Committee shall consider the actual and required capabilities of the Board and Board Committees of TDBEL, to fulfil their functions and comply with all legal requirements and actively contribute to the identification and selection of candidates for Board and Board Committees and Management SMF Roles in cooperation with the Human Resources function and make recommendations for the approval of the Board with respect to the nomination of directors and members of Board Committees.
- Appointment and/or Removal of Management SMFs:** Approving or making recommendations to the Board with respect to the nomination, appointment and/or removal of individuals holding Management SMF Roles.
- Suitability Assessment of the Board and Management SMF holders:** Assess the qualities of candidates for, and existing incumbents of, the Board, committees and Management SMF Roles.
- Diversity:** Engage a broad set of qualities and competences when assessing and recruiting members to the Board which promote diversity of gender, social and ethnic background, cognitive approach and personal strengths. Put in place a policy promoting diversity which is embedded within the Board recruitment and succession planning process.
- Succession planning:** Conduct a continuous process of planning and assessment in respect of potential candidates for appointment to the Board and Management SMF Roles of TDBEL to facilitate an orderly succession process.
- Director Induction and Training:** Oversee the establishment of and monitor an induction program for new directors and continuing training for directors.

The Nomination Committee meets at least twice per year.

Remuneration Committee

Remuneration Committee Composition

Name	Role
David Thomas	Independent Non-Executive Director (Chair)
Patricia Halliday	Independent Non-Executive Director
Stephen Souchon	Independent Non-Executive Director

The purpose of the Remuneration Committee is to assist the Board in fulfilling its governance and oversight responsibilities in relation to remuneration policy, practices and awards in relation to TDBEL SMFs and in relation to those members of staff whose professional activities have a material impact on TDBEL's risk profile and are defined as Material Risk Takers; and any other matters as directed by the Board. Specific duties and responsibilities include but are not limited to:

- **Remuneration:** Provide oversight of remuneration policy and practices within TDBEL, giving due consideration to both financial and non-financial risks, including conduct risk, liquidity and capital levels, and overseeing that such are consistent with and promote sound and effective risk management.
- **Policy and Systems:** Annually review and approve the TD Securities London Remuneration Policy Statement document as TDBEL's adopted remuneration policy.
- **Oversight and Review:** Support and advise the Board in discharging its responsibility for the on-going oversight of remuneration policies, systems, processes and practices within TDBEL in accordance with the adopted Remuneration Policy Statement document and TDBEL's compliance with the same and propose to the Board any adjustments or modifications which it believes are required.
- **Individual Remuneration Decisions:** Review and approve total individual remuneration for Material Risk Takers.
- **External Advisers:** Review the appointment, and oversee the performance, of remuneration (and other professional) consultants engaged in respect of TDBEL remuneration matters.
- **Material Risk Takers:** Oversee the process of identifying those members of staff whose professional activities have a material impact on TDBEL's risk profile.

The Remuneration Committee meets at least three times per year.

Corporate Governance

In demonstrating that TDBEL meets its corporate governance requirements, certain TDBEL-specific policies have been adopted. These include:

- TDBEL Corporate Governance Policy
- TDBEL Board Diversity Policy
- TDBEL Board Suitability Policy

These policies detail how TDBEL monitors and assesses the effectiveness of certain governance arrangements both on an ongoing and periodic basis. A summary of the content of each policy is detailed in the following sections.

TDBEL Corporate Governance Policy

The purpose of this document is to set out the governance and the principles and practices which enable the Board of TDBEL to effectively supervise management's operation of the Company and to responsibly advance the long-term interests of shareholders and other relevant stakeholders.

The key requirements set out in this policy include the following:

Board Composition

The composition of the Board shall be considered in the context of the requirements of the business of TDBEL at any given point in time, including prevailing legal and regulatory considerations.

The majority of Directors of the Board will be non-executive Directors. Independence shall be defined in accordance with the criteria set out in the UK Corporate Governance Code and other applicable European legislation, as transposed into UK law. Non-executive Directors shall act critically and independently so as to exercise objective and independent judgement to help preserve the corporate interests of TDBEL and its stakeholders.

The requirement that the Board is of sufficient size and expertise to oversee adequately the operations of TDBEL is a key consideration in succession planning by the Board and the Nomination Committee. This requirement is considered both (i) annually, as part of the review of TDBEL's internal governance framework and the Board Collective Suitability Assessment, and (ii) on an as-needed basis. Nominations to the Board shall be made a view to facilitating a balanced Board and paying regard to the desired number of Independent Non-Executive Directors on the Board and the gender diversity targets defined in the TDBEL Board Diversity Policy, which is reviewed annually and when making changes to the composition of the Board.

The maximum number of directorships per Director is monitored in accordance with Title III, Section 5 of the joint EBA/ESMA guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU (the Suitability Requirements). TDBEL also considers the time commitments associated with such directorships in conjunction with that required by TDBEL.

Where an Independent Non-Executive Director has served on the Board for more than nine years, their position on the Board will be subject to a formal review and, if applicable, rationale for continued service will be documented.

Director independence is assessed annually by the Nomination Committee. Regarding a Director's independence and the assessment of such, the number and type of other directorships and outside interests held are reviewed and assessed in line with applicable governance and suitability guidelines. Previous experience with TD is also considered, including past employment and any close relationships that may exist or have existed from a personal and business perspective for each Director. Directors shall not be eligible for appointment if they have a potential or actual conflict of interest that is incompatible with service as a Director of TDBEL.

Director Responsibilities

The obligations of the Board Chair and the Chief Executive Officer are to be carried out in line with the Board approved job descriptions which have been developed for these roles.

Non-executive Directors are responsible for overseeing that an effective senior management team is in place and for ongoing oversight of senior management through robust challenge.

Director Induction and Training

Upon a Director's appointment to the Board, they shall receive all relevant induction and training required in order for them to discharge their duties effectively. Board and Board Committee induction itineraries for Directors shall be presented to the Nomination Committee for review on a regular basis. The Nomination Committee oversees continuing education and training for Directors and serves as a resource for ongoing education about Directors' duties and responsibilities. The Nomination Committee is responsible for and reviews the Board Training Plan annually and recommends its approval to the Board.

Director Remuneration

The Board is responsible for reviewing Director compensation periodically and satisfying itself that it is competitive in the marketplace and aligns Directors' and shareholders' interests. The Board determines the adequacy, form and level of Director compensation.

Role of the Board

The Board is responsible for approving the strategy for TDBEL and for the overall stewardship of the Company through oversight of TDBEL's management and safety and soundness, and through oversight of operations consistent with TD approved strategy and policies. The Board is also responsible for assuring that the long-term interests of TDBEL's shareholders are advanced responsibly while addressing the concerns of other relevant stakeholders and interested parties including its employees, customers, regulators, communities and the public.

The TDBEL Corporate Governance Policy also covers the requirements pertaining to Board Committee composition, annual board evaluations and succession planning.

TDBEL Board Diversity Policy

This policy sets out the high-level approach to diversity on the Board of Directors of TDBEL, outlining TDBEL's recognition that having a diverse Board is important in creating a diverse pool of Board members, achieving a variety of views, qualities and experience at Board level, thereby promoting independent and diverse opinions and facilitating sound decision-making.

To demonstrate an inclusive, fair process when making nomination/appointment decisions, the Nomination Committee considers all aspects of diversity, including age, disability, education, ethnicity, experience, gender, geographical provenance, professional background and social background, in reviewing the composition of the Board. In relation to gender diversity specifically, the Board maintains documented representation targets.

As part of the Board's annual review of the internal corporate governance framework, compliance with targets set and progress against measurable objectives is assessed.

TDBEL Board Suitability Policy

The TDBEL Board Suitability Policy sets out the high-level approach to assess the individual and collective suitability of directors of the Board of Directors of TDBEL.

The purpose of the collective suitability assessment is to, in summary, assess the Board's collective ability to understand TDBEL's activities, main risks, decision making and oversight as well as ensuring the Board is equipped with the necessary skills and expertise among its members to influence and oversee TDBEL.

The purpose of the individual suitability assessment is to ensure the reputation, integrity, honesty, and independence, amongst other factors, of each TDBEL Board Member can be demonstrated on a continuing basis.

To adequately fulfil its role and responsibilities, the Board as a whole is required to possess the necessary balance of skills, experience, diversity and independence and also consider educational and professional background, skills, industry background, race, gender, age and geographical provenance. The majority of members of the Board will be non-executive Directors. Independence shall be defined in accordance with

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the criteria set out in the UK Corporate Governance Code and other applicable European legislation, as transposed into UK law.

The Nomination Committee of the Board, composed of non-executive Directors (a majority of whom shall be independent), leads the process for Board nominations and makes recommendations to the Board in this respect. As part of any proposed recommendation, various factors are considered, including, a candidate's personal qualities, fitness and proprietary and their potential contribution as a Director to the balance of skills, knowledge, experience and capabilities on the Board.

The individual and collective suitability of the Board, supported by the Head of HR, shall be assessed, and evaluated on a periodic¹ basis, with independent² evaluations carried out every third year. The assessment will be conducted with input from each Director and HR. Certain trigger events (for example, when reappointing a Director, where there are concerns regarding individual or collective suitability, in the event of a material change to the business model or risks of TDBEL) may necessitate an individual and/or collective assessment of suitability to be undertaken out of cycle.

The assessment will consider (a) the personal qualities, fitness and proprietary (b) the skills, knowledge, experience and capability of each Director and (c) for those Directors considered independent non-executive Directors, the independence requirement. The assessment considers the knowledge, skills and experience of the TDBEL Board under the following key areas in addition to Director independence:

- TDBEL's business and main risks
- Material activities of TDBEL
- Relevant areas of financial and sectoral competence
- Financial accounting and reporting
- Risk management, compliance, controls, and internal audit
- Adherence to laws and regulations applicable to TDBEL

The suitability assessment process and its results (including any weaknesses identified) are formally documented and presented to the Nomination Committee with recommendations presented to the TDBEL Board for approval. Assessment outputs and supporting materials such as completed questionnaires and meeting minutes are retained by the Corporate Governance Europe Team in line with TDBG Global Subsidiary Governance Standards, TDBEL recordkeeping, data protection policies.

¹ Assessed that periodic shall mean individual and collective suitability and board and committee evaluations will be conducted annually

² This may be a third-party service provider, specialist consultant, or TDBEL's Internal Audit Function