

# TD Global Finance Unlimited Company

## Conflicts of Interest Policy

### 1. Introduction

This document sets out the Conflicts of Interest Policy and constitutes a summary of the approach to identifying, managing and preventing potential and actual conflicts of interest, as required by the Markets in Financial Instruments Directive 2014/65/EU (MiFID II) for TD Global Finance Unlimited Company (“the Firm”).

### 2. Scope

The Firm is committed to fairly identifying, managing and preventing any potential or actual conflicts of interest that may arise in the course of business. The Firm will endeavour to comply with all applicable rules regarding conflicts of interest that are in force within the European Economic Area (“EEA”) countries in which it operates.

### 3. Identifying and Managing Conflicts of Interest

Conflicts of interest arise when individuals or organisations have interests, of a personal or business nature, that may interfere with, or appear to interfere with, the independent exercise of judgment in business dealings and hinder the Firm’s obligation to act in the client’s best interest.

Conflicts of Interest may arise within the Firm (i.e. between the Firm’s managers, employees, any person directly or indirectly linked to the Firm by control), between the Firm and its group, between the Firm and its clients and between one client and another. The Firm has policies, procedures and arrangements (“arrangements”) to ensure it acts independently in the best interests of its clients. These arrangements include:

- having procedures in place to prevent or control the exchange of information between employees and others who may be engaged in activities involving the risk of a conflict of interest that could harm client interests (“employees”);
- the separate supervision of employees whose principal functions involve carrying out activities on behalf of or providing services to clients whose interests may conflict with those of the Firm;
- the removal of any direct link between the remuneration of employees and others engaged in an activity where a conflict of interest may arise;
- measures to prevent or limit any person from exercising inappropriate influence over the way in which an employee carries out investment services where the employee’s involvement could impair the proper management of conflicts of interest; and
- measures to prevent or control the involvement of employees in separate services or activities that could impair the proper management of conflicts of interest.

The following arrangements in respect of specific conflicts should be noted:

#### 3.1 Personal Conflicts

A personal conflict of interest occurs when the Firm’s employee(s) has a personal interest, financial interest or otherwise that conflicts with their employment duties and which could possibly result in the Firm not being able to act in the client’s best interest.

Employees are required to disclose any potential or actual personal conflicts of interest that result as a consequence of their employment with the Firm. Failure to disclose may lead to disciplinary action which could result in the termination of employment. Equally, employees must not put themselves in a position in which their interests, personal, financial or otherwise, might influence any action conducted on behalf of the Firm.

#### 3.2 Business Conflicts

Business conflicts may arise where the interests of firm or the Firm’s clients conflict with, or may conflict with, the interests of other clients, other entities within the Firm’s group, service providers or business segments. Key examples most relevant to the Firm and its activities are given below.

##### 3.2.1 Underwriting and Placement

###### 3.2.1.1 Underwriting

Underwriting can give rise to potential conflicts of interest, particularly between the Firm and its client as an issuer (“the issuer client”). Further conflicts may arise between the Firm and the issuer client and any other client of the Firm or a corporate finance contact that are also issuing their own securities or are investing in the issuer client’s securities.

The Firm will provide the issuer client with relevant information that will allow the issuer client to make an informed decision in relation to any such conflicts.

### 3.2.1.2 Placement

Conflicts may arise as part of the pricing process. These conflicts may encourage underpricing or overpricing an offering, depending on the circumstances.

Accordingly, to mitigate such risks the Firm must comply with its policy for developing allocation recommendations, to ensure the pricing of the offering does not promote the interest of the Firm or other clients in a way that may conflict with the interests of the issuer.

### 3.2.2 Lending

A conflict of interest may arise where a firm has provided or received credit to an issuer client for which it is also providing underwriting and placing services.

The Firm endeavours to identify and manage any conflicts where it has issued a loan to an issuer client that may be repaid with the proceeds of the issue.

### 3.2.3 Investment Research

A conflict of interest may arise when the Firm produces and disseminates investment research to clients:

- a. where investment research produced by a research analyst does not reflect the analyst's true outlook due to undue influence by another business area within the Firm or its group; and/or
- b. where the Firm provides investment research to a client it may also be providing corporate finance and capital markets services to the subject of the research.

To manage conflicts of interest around investment research, the Firm has in place policies and procedures to promote and safeguard the integrity of research by maintaining the independence of research from other areas within the Firm.

### 3.2.4 Execution, Order Handling and Proprietary Trading

A conflict of interest may arise when the Firm trades with a client using positions which the Firm holds on its own book.

The above is mitigated in line with firm's obligations to act honestly, fairly and professionally in accordance with the best interests of the client when executing, receiving or transmitting orders on behalf of a client and through strict policies and procedures which govern behaviour in such circumstances.

### 3.2.5 Inducements

An inducement could create a conflict of interest where the payment or receipt of the inducement would hinder the Firm's obligations to act in the client's best interest.

Inducements from third parties to the Firm, in relation to a service provided to the client, are acceptable only if the inducement is disclosed to the client and it is a payment of a fee or commission that will continue to ensure the quality of service and does not impair the Firm's duty to act honestly, fairly and professionally in the client's best interest.

### 3.2.6 Remuneration

The Firm recognises that remuneration is a factor that may influence the conduct of its employees.

The Firm has in place remuneration policies and procedures which prevent remuneration structures that may incentivise an employee to act contrary to their responsibility to act in the client's best interest.

### 3.2.7 Gifts and Entertainment

A conflict of interest may arise where the Firm's employee receives or offers a gift or entertainment that constitutes an improper incentive for an employee and may influence them to act in a way that may not be ethical or in the best interests of the client.

Employees must obtain pre-approval for gifts and entertainment provided and received. The Firm will not provide approval unless the gifts and entertainment, provided or received, are deemed reasonable, proportionate and for a legitimate business purpose.

### 3.2.8 Personal Account Trading

Personal account trading refers to the personal trading activities of employees. Conflicts of interest may arise as a consequence of such trading.

With the aim of mitigating any conflicts of interest that may arise as a result of personal account trading, the Firm has in place policies and procedures that prohibit inappropriate use of confidential and inside information by employees. The Firm's employees are required to disclose any existing trading accounts and obtain pre-approval for new trades they wish to place.

### 3.2.9 Directorships and Outside Business Interests

A conflict of interest may arise in respect of outside business interests. However, the Firm has a policy that requires employees to disclose and obtain pre-approval before accepting a position as a member of the board for a third-party firm, including charities or family businesses, or before entering into certain partnerships, proprietorships or certain forms of ownership or active involvement in third-party entities.

### 3.2.10 Service Providers

A conflict of interest may arise where an employee may have or pursue relationships with service providers which may impact on their ability to make decisions in the best interests of the Firm and the Firm's clients.

All firm employees are required to follow the Firm's Code of Conduct and Ethics and identify, manage and escalate matters in such circumstances in which they may reasonably expect their independence and objectivity or otherwise to interfere with their respective duties, to the Firm or its clients, or give rise to a perception of a conflict of interest.

## 4. Disclosures

Despite the Firm's effort to take all appropriate steps when managing and preventing potential or actual conflicts of interest, there may be circumstances in which those arrangements may not be sufficient to protect a client's best interest. In such circumstances, the Firm may, as a measure of last resort, provide the client with an appropriate disclosure.

## 5. Declining to Act

In the event that the Firm determines that it is unable to effectively mitigate a conflict of interest by disclosing the conflict of interest to the client, the Firm will give due consideration to declining to act for the client.

## 6. Review

The Conflicts of Interest Policy will be reviewed, at least, annually to ensure the Firm has appropriate and adequate organisational and administrative arrangements in place to fairly and effectively identify, prevent and manage potential or actual conflicts of interest. Material changes and the latest version of this document shall be published onto the Firm's website at [www.tdsecurities.com](http://www.tdsecurities.com).

## 7. Recordkeeping

The Firm will store records of conflicts of interest in accordance with current rules and regulations applicable to the Firm.

## 8. Further Inquiries

Any inquiries regarding the Conflicts of Interest Policy should be addressed to the Compliance Department of the Firm.