



**Bank Group**

**TD Execution Services Limited  
Order Execution Policy – Cash Equities**

**December, 2024**

**CONTENTS**

- 1. PURPOSE .....2**
- 2. SCOPE.....2**
  - 2.1 DEFINITIONS AND APPLICATION.....2**
- 3. WHAT IS BEST EXECUTION? .....3**
- 4. SCOPE OF BEST EXECUTION .....3**
  - 4.1 LEGITIMATE RELIANCE AND THE FOUR-FOLD TEST .....3**
  - 4.2 CLIENT SPECIFIC INSTRUCTIONS .....4**
- 5. BEST EXECUTION CRITERIA AND FACTORS .....4**
  - 5.1 CONSIDERATION OF EXECUTION FACTORS .....5**
- 6. APPLICATION OF "ALL SUFFICIENT STEPS" .....6**
- 7. EXECUTION MODEL AND VENUES .....7**
- 8. EXECUTION SOLUTIONS .....9**
  - 8.1 LOW TOUCH ("LT") – CLIENT DRIVEN EXECUTION / ELECTRONIC TRADING.....9**
  - 8.2 HIGH TOUCH ("HT") – TRADER ASSISTED EXECUTION..... 10**
  - 8.3 PROGRAM TRADING ("PT") ..... 10**
  - 8.4 DEALING ON A REQUEST FOR QUOTE ("RFQ")..... 11**
- 9. PRIORITISATION OF EXECUTION FACTORS..... 11**
- 10. ORDER AGGREGATION AND ALLOCATION..... 12**
- 11. MONITORING AND GOVERNANCE ..... 12**
  - 11.1 ALGORITHMIC MONITORING ..... 12**
  - 11.2 FRONT OFFICE MONITORING ..... 13**
  - 11.3 COMPLIANCE OVERSIGHT ..... 13**
  - 11.4 BEST EXECUTION REVIEW GROUP ..... 13**
- 12. COMMUNICATION WITH CLIENTS ..... 14**
- 13. FEES AND COMMISSION ..... 14**
- 14. CONSENT ..... 15**
- 15. UPDATES TO THIS POLICY ..... 15**
- ANNEX 1 – EXECUTION VENUES ..... 16**
- ANNEX II – LIST OF BROKERS ..... 20**

## **1. PURPOSE**

---

This Order Execution Policy ("Policy") provides information to Clients of TD Execution Services Limited ("TDESL") (operating as TD Securities ("TDS")) on the arrangements implemented by TDESL to demonstrate that it fulfils its obligations with regard to best execution.

The Markets in Financial Instruments Directive 2014/65/EU ("MIFID II") and associated texts set out the governing requirements for order execution. The UK's implementation of MiFID II, overseen by the Financial Conduct Authority ("FCA"), is contained in the Conduct of Business Sourcebook ("COBS"), and requires TDESL to establish and implement a policy to demonstrate that it takes all sufficient steps to obtain the best possible result when executing client orders.

## **2. SCOPE**

---

This Policy includes information on:

- The financial instruments TDESL is authorised to trade in by the FCA;
- Information on the different venues where TDESL executes its Clients' orders; and
- The factors affecting its choice of execution venue. TDESL utilises a number of different execution strategies, execution types and venues in order to deliver best execution for Clients.

TDESL is required to obtain the Client's prior consent to this Policy. The Client's consent to the Policy and all its terms and conditions will be deemed to be given when it places its first Order with TDESL after the date of receipt of this Policy. Consent to this Policy will be deemed to be renewed with each Order placed with TDESL.

This Policy is published on the TD Securities website, under UK Regulatory Notices. TDESL will notify you of any material changes to the Policy.

<https://www.tdsecurities.com/ca/en/legal>

Clients may make reasonable and proportionate requests for information about policies and arrangements in respect of order execution. Where the request is deemed reasonable and proportionate, TDESL will make reasonable endeavours to answer clearly and in a timely manner.

### **2.1 DEFINITIONS AND APPLICATION**

For the purposes of this Policy:

- Financial instruments are transferable securities admitted to trading on a trading venue, such as, equities and exchange traded funds ("ETFs").
- Execution venues include Regulated Markets ("RM"), Multilateral Trading Facilities ("MTF"), Organised Trading Facilities ("OTF"), Systematic Internalisers ("SI"), market

makers, interdealer brokers, liquidity providers, third country MIFID II equivalent venues and other execution venues globally.

This Policy applies to the provision of services by TDESL to its Professional Clients. This Policy does **not** apply to Eligible Counterparties (whether *per se* or elective) as defined in the FCA's Handbook under COBS Section 3, Client Classification.

In addition, the Policy does not apply to Retail Customers, as TDESL is unable to and will not deal with or for Retail Customers as defined by COBS Section 3.

If a Client, to whom TDESL owes a best execution obligation, is acting on behalf of its own customers, TDESL (unless otherwise agreed in advance) will only owe best execution to the Client with whom it has a direct relationship, and not to the customers of TDESL's Client.

### **3. WHAT IS BEST EXECUTION?**

---

Best Execution is the duty that TDESL owes to its Clients. It requires TDESL to take all sufficient steps to obtain the best possible result when executing orders, or transmitting orders for execution, on their behalf, taking into consideration the "**Execution Factors**". The Execution Factors include:

- price;
- cost (implicit and explicit);
- speed;
- likelihood of execution and settlement;
- size;
- nature of the order; and
- any other consideration relevant to the execution of the order on behalf of a Client.

Execution Factors will be considered in light of the Execution Criteria, and their relative weighting assessed against a wide range of elements that may influence the outcome of the execution. The assessment of these considerations will determine the appropriate interaction with the market.

### **4. SCOPE OF BEST EXECUTION**

---

#### **4.1 LEGITIMATE RELIANCE AND THE FOUR-FOLD TEST**

TDESL has a duty of best execution to a Client when the Client legitimately relies on TDESL with respect to a given order. If it is determined that the Client is not placing legitimate reliance on TDESL, then TDESL will not have a regulatory obligation to provide best execution.

As demonstrated in Section 8 below, TDESL will typically fill client orders in an agency capacity (in which TDESL owes a duty of best execution). However, TDESL may respond to a request for quote and subsequently fill client orders accordingly. In these instances when considering whether a Client is placing legitimate reliance on TDESL, it will take account of the relevant UK and European guidance and apply the cumulative “four-fold test”, published by the European Commission and adopted by the FCA:

- (i) which party has initiated the transaction – where the Client initiates a transaction it is less likely that legitimate reliance is being placed on TDESL. Where TDESL provides the Client with any indications on pricing or trade ideas TDESL does not deem this to be the Client initiating the transaction;
- (ii) whether there is a market convention to ‘shop around’ – if the Client pitches TDESL’s price in the same instrument against other brokers there is no expectation between the parties that the broker chosen by the Client will owe best execution;
- (iii) the relative levels of transparency within a market - if the Client has ready access to prices in the market, then it is less likely reliance is being placed on TDESL; and
- (iv) the information provided by TDESL and any agreement reached – where the arrangements and agreements with the Client (including this Policy) do not indicate or suggest a relationship of reliance then a determination of legitimate reliance is less likely.

Where appropriate, after consideration of all the relevant factors, it may be concluded that Clients are in fact placing legitimate reliance on TDESL. This determination is not impacted whether TDESL acts as agent, trades with its Clients on a riskless principal basis, or trades on a matched or unmatched principal basis. It will, however be apparent where Clients are relying on TDESL to protect their interests in the aforementioned scenarios.

#### **4.2 CLIENT SPECIFIC INSTRUCTIONS**

Where TDESL receives specific instructions from a Client in relation to any (or every) aspect of an order, such that TDESL has no (or limited) discretion over how an order is executed, TDESL will execute the order in accordance with such instruction. By doing so, TDESL will satisfy any obligation it has to provide best execution in relation to the order or the aspect(s) of the order in relation to which a specific instruction has been received, however this may prevent TDESL from taking all sufficient steps to obtain the best possible result for the Client.

### **5. BEST EXECUTION CRITERIA AND FACTORS**

---

Where it is under the obligation to do so, TDESL will take all sufficient steps to demonstrate that best execution is provided in line with this Policy and applicable regulations.

TDESL will take into account the Execution Factors detailed below with respect to any order to which best execution requirements apply.

Orders may be subject to all Execution Factors, but the relative importance of each factor is determined by the Execution Criteria, which are the:

- characteristics of the Client;
- characteristics of the order (including where the order involves a securities financing transaction);  
financial instrument characteristics; characteristics of the execution venue or market;  
market impact;  
quality of execution;
- Client Instructions.

The assessment of the Execution Criteria will determine the relative importance of the prescribed Best Execution Factors, which are listed below:

- price and costs;
- order typology (nature of the order);
- speed of execution;
- the size of the order;
- likelihood of execution and settlement;
- liquidity;
- access to trading venues to which the order can be directed;
- market impact;
- volatility;
- whether TDESL is taking on any of the risk associated with the Client’s order; and
- other Client orders.

## 5.1 CONSIDERATION OF EXECUTION FACTORS

TDESL will apply the Execution Factors to each order so as to obtain the best possible results for the Client. The below table shows how the Execution Factors may be considered as part of the decision-making process in the context of the above Execution Factors.

<b>Execution Factor</b>	<b>Consideration</b>
Price of execution	In the absence of a Client’s instruction or other overriding factor, as a matter of policy, when executing Client orders first priority is normally given to obtaining the best available price.
Nature of order	This determines how an order is routed, whether to multiple trading venues or a single venue, for example, if a Client requests minimum market impact and opts for dark pool execution only.
Speed of execution	Latency per broker/per market is measured by reviewing the time interval between an order being received by TDESL and its execution, as well as the latency between an order being received by the executing broker/venue and its execution.

	The probability that orders may not be filled within a given time period is considered.
Likelihood of execution	Likelihood of execution by a given broker/on a given venue is part of the order routing decision process. Depth of liquidity in a market will affect the likelihood of a given order being executed, and the timescale of execution.
Likelihood of settlement	Settlement performance of counterparties is reviewed as part of daily failed trade monitoring. A lack of liquidity in the market is also an indicator of whether settlement failures could occur.
Size of the order	Along with price, liquidity, nature and speed, size of order influences the opportunity to trade. Large orders in illiquid markets will require more internal skill and knowledge to achieve best execution.
Cost of execution	TDESL's Clients are charged a pre-agreed commission rate so that they are not directly exposed to variation in costs for execution that TDESL may incur due to participation on a particular venue.
Other relevant considerations	This may include Client specific instructions, certain corporate action events, regular auctions or Client crossing situations.

The relative importance of each Execution Factor is determined by the Execution Criteria and the assessment of these considerations will determine the appropriate interaction with the market.

TDESL will take into account the Execution Factors and Execution Criteria both when TDESL is executing orders directly on a Client's behalf and where the Client has made its own execution decision(s).

**6. APPLICATION OF "ALL SUFFICIENT STEPS"**

MiFID II Article 27(1) defines best execution as the obligation on firms to *"take all sufficient steps to obtain the best possible result for their Clients..."*

TDESL cannot guarantee that it will always be able to provide best execution of every order TDESL transmits or executes on behalf of its Clients.

TDESL's approach is focused on achieving the best possible overall results on a consistent basis, and not necessarily the best price for each individual order.

TDESL applies order handling processes that aim to achieve the best possible result for the Client. In particular it will demonstrate that orders are handled promptly and sequentially when applicable. The process for aggregation and allocation is summarised below.

TDESL takes "all sufficient steps" to achieve the best possible results for its Clients by verifying that TDESL's execution arrangements work well throughout different stages of the order execution process. This includes execution arrangements to demonstrate intended outcomes

can be successfully achieved on an on-going basis. For instance, this involves front-office accountability and systems and controls with the aim to identify any potential deficiencies. This also includes taking sufficient steps to demonstrate the third party brokers that TDESL uses for onward routing have the necessary arrangements in place to allow TDESL to comply with its Order Execution Policy, taking into account the aforementioned Execution Criteria and Execution Factors.

TDESL has identified a three-step process for designing and maintaining infrastructure that enables it to deliver best execution for Clients:

- **Design:** The design process is an ongoing process involving the continual updating of arrangements made by TDESL to deliver the best possible outcome for its Clients. TDESL seamlessly combines its own proprietary technology with that of its preferred execution partners to help Clients achieve their performance goals through access to all material pools of liquidity in a given market. The electronic trading tools are designed to increase flexibility while addressing cost, timing, performance, transparency, and market structure requirements. The execution model is reviewed and approved by the relevant governance functions and captured in this Policy.
- **Implementation:** The approved execution arrangements are implemented using proprietary technology and execution partnerships are then subjected to an ongoing review process. TDESL reviews executions provided to Clients through its transaction analysis tools, management oversight, independent Compliance function and Governance structure to demonstrate that these have been undertaken in accordance with this Policy and reasonably achieve the intended outcome.
- **Updating:** Any issues arising from the ongoing review process and/or monitoring of market structure developments are escalated and incorporated in the design process.

## **7. EXECUTION MODEL AND VENUES**

---

TDESL has access to over 100 markets around the globe. It connects to venues in three ways:

- through its relationships with third party executing brokers;
- through its relationships with other TDS group entities (together the "Affiliates"); and
- as a direct member of an exchange or other type of regulated market.

**TDESL is not registered as a Systematic Internaliser ("SI") in any financial instrument.**

**TDESL does not offer Direct Electronic Access (Direct Market Access or Sponsored Access) as defined by MiFID.**

TDESL's execution models/solutions include:



- (i) 'Low Touch' - Client Driven Execution / Electronic Trading;
- (ii) 'High Touch' - Trader Assisted Execution;
- (iii) Program Trading ('PT'); and
- (iv) Request for Quote ("RFQ").

In connecting to international execution venues, TDESL uses advanced technology and a broad range of solutions to access diverse sources of liquidity in order to deliver consistent and performance-driven results.

For executions in US, Canadian, South American or Central American markets, TDESL routes orders to its Affiliate Companies, who will generally execute such orders directly on US, Canadian South and Central American based execution venues. This is done on the basis that TDESL may leverage existing group company arrangements, economies of scale and quick access to local skills and knowledge of the markets

For execution outside of the aforementioned markets, TDESL's Client orders are handled in one of two ways:

- routing through TDESL's relationships with third party executing brokers;
- executing with TDESL directly.

TDESL regularly evaluates the execution quality of the venues used when executing its Client orders.

TDESL's choice of execution venue may be constrained by the fact that there may be only one venue where an order can reasonably be executed due to the nature of the Client's order or requirements.

If the Client has provided prior express consent, its orders may be executed outside a Trading Venue. Generally, TDESL will ask Clients to sign up to this consent concerning all of their trading with TDESL when it onboards Clients, however express consent can also be obtained on a trade-by-trade basis.

TDESL will not unfairly discriminate between Execution Venues or third-party brokers but may make a real time decision on Execution Venue selection in consideration of the Execution Factors. When executing outside a trading venue, TDESL may be subject to increased counterparty risk, which in itself could lead to a failed trade.

All Client order routing is subject to pre-trade risk controls, and these will always override Client instructions. Any breach of pre-determined risk checks will result in the order being prevented from routing to market and/or rejected back to the Client.

The execution solutions adopted under the above execution model are described below in Section "EXECUTION SOLUTIONS".

General venue and broker selection are subject to continuous monitoring as described below under the monitoring and governance Section. The TDESL venue offering is significant, but

additional venues may be selected based on customer demand or where TDESL sees potential for improvement in its overall Best Execution solution.

The current list of cash equity Execution Venues used to execute Client orders is available in Annex 1. This list is subject to periodic revision.

## **8. EXECUTION SOLUTIONS**

---

Through its relationships with bulge bracket regulated brokers and Affiliates, TDESL has access to an extensive number of trading venues globally that it would not have access to by itself.

When selecting a new broker TDESL's considerations include, market access, the ability to provide post trade transparency and that the broker has the necessary arrangements in place to allow TDESL to comply with this Policy.

Client orders may pass through TDESL's Smart Order Router ("SOR") and, when requested by Clients, an algorithmic trading strategy may be applied. Client orders will then pass through SORs and where relevant algorithms provided by TDESL's brokers for onward distribution to the relevant trading venue.

In instances when Client orders are executed with entities not subject to MiFID II, the Client order would typically include instruments not listed on MiFID exchanges and would require the skills and knowledge of TDESL staff and systems to exercise discretion when executing these Client orders. Further, TDESL performs due diligence when onboarding new brokers to demonstrate they satisfy the standards required by the local regulator. Ongoing and periodic monitoring is also performed to demonstrate standards are maintained. These due diligence and monitoring arrangements assist TDESL in mitigating any potential or actual conflicts of interest that might arise in the selection of trading venues.

Outside the European Economic Area ("EEA"), Asia, Middle East and Africa TDESL's Affiliates are members of all major U.S. equities exchanges and route to alternative trading systems.

Across all its solutions TDESL has implemented a number of technologies including order management systems, low latency systems, algorithms, SOR logic and allocation systems.

TDESL offers the following execution models / solutions:

### **8.1 LOW TOUCH ("LT") – CLIENT DRIVEN EXECUTION / ELECTRONIC TRADING**

In this execution model an electronic order received from a Client is routed to an execution venue(s) automatically in accordance with the Client's instructions and does not require 'manual intervention' by TDESL. Unless specifically requested otherwise, TDESL will act in an agency capacity for all "low touch" trading activities.

TDESL's algorithms are used solely by its Clients, and some algorithmic strategies may be tailored to Clients' needs to demonstrate the strategies adhere to the Client's instructions. However, if a specific client instruction is received in respect of part of an order, then TDESL

will be considered to have fulfilled its best execution obligations if it follows those instructions in respect of that part of the order.

Clients may opt out of SOR execution support by providing prior written notice to TDESL. Whilst in these cases TDESL will use its skills and judgement in executing the order, increased verbal and written communications with the client and market may cause delays in execution, and so may limit TDESL's ability to deliver best execution in respect of this aspect of the order.

## **8.2 HIGH TOUCH ("HT") – TRADER ASSISTED EXECUTION**

The High Touch model is available to Clients who require execution expertise from TDESL's trading desk to work an order and actively seek liquidity.

In addition to trading on behalf of a Client in an agency capacity, in illiquid markets and/or to execute a Client order immediately, TDESL may execute orders from its own book, in a principal capacity. The use of principal risk capital is entirely at the discretion of TDESL's trading desk and is not guaranteed.

Subject to any Client instructions, TDESL's trading desk will review the order characteristics and determine how to execute in consideration of broker relationships, algorithmic strategies and other client orders. When clients leave Worked Orders with TDESL, orders are executed at the discretion of TDESL's trading desk.

As with the Low Touch model the High Touch model provides access to a specific execution venue, or multiple execution venues, TD Execution Services Limited's SOR or third-party smart order routing solutions. Executions will be exercised in accordance with due consideration of the Execution Factors and Execution Criteria.

The Execution Factors are always a consideration, however legitimate reliance may fall away when, as referenced above, following a Client request, the High Touch trading desk commits TDESL's capital (principal risk capital) to provide its best price and when working a Client's Block trade.

## **8.3 PROGRAM TRADING ("PT")**

PT may be an operational and cost-efficient method to execute a list of securities under a single instruction. When trading in multiple securities for one Client at the same time, a PT trade can be an alternative efficient solution.

Where TDESL executes a PT trade on behalf of a Client, TDESL will take all sufficient steps to obtain the best possible outcome in relation to the entire portfolio rather than in relation to each individual transaction within the portfolio.

At its discretion and in consideration of the Execution Factors, TDESL may remove trades from a program basket to be worked as single orders. The instrument characteristics of the removed trades may differ from the remaining basket, for example the lot size may be small, or the liquidity profile may require review of multiple market making quotes. Further, program

trades may be aggregated with other Client orders being worked from the low touch desk. Order aggregation and allocation is discussed further below.

#### **8.4 DEALING ON A REQUEST FOR QUOTE ("RFQ")**

Clients may submit orders to TDESL on an RFQ basis. Since a price will be agreed before an order is executed, TDESL will apply the aforementioned "four-fold test" to determine whether there is legitimate reliance. For more information regarding this, please refer to Section 4.1, which provides detail on Legitimate Reliance and the Four-Fold Test

### **9. PRIORITISATION OF EXECUTION FACTORS**

---

When executing transactions where best execution applies, TDESL will take into account the execution factors listed in the table above.

Whilst each list is provided in order of relative priority below, a variety of criteria will be taken into account in assessing the prioritisation of execution factors. Criteria for consideration includes the characteristics of each individual order such as client preferences, market conditions, when the order is received and the size of order. It is important to note that in certain circumstances, for example high volatility or an illiquid market, likelihood of execution may become the primary execution factor.

The three execution solutions above, LT, HT and PT assess each client order based on their accompanying instructions. Client Specific instructions determine how each order is split into components and also dictate how these are executed. Consequently, the prioritisation of execution factors varies on a per-order basis.

Outside of any Specific Instructions provided by the client, the most important execution factor when handling orders will be the price of the relevant financial instrument.

1. Subject to any Specific Instruction and market conditions, TDESL would typically prioritise the execution factors in the following order: Price
2. Market Impact
3. Volatility
4. Likelihood of Execution
5. Size
6. Costs
7. Speed
8. Other Considerations

Algorithmic strategies provided via the LT desk utilises specific logic to split and execute orders according to the selected strategy. Combined with the details of each order, the prioritisation of execution factors will vary on a per order basis. Further information on the offering of LT execution is available through the LT Coverage desk.

## **10. ORDER AGGREGATION AND ALLOCATION**

---

The Client agrees that, under applicable rules, TDESL is permitted to aggregate the Client's orders with orders from other Clients if the aggregation works to the overall advantage of the Clients whose orders are to be aggregated. Although aggregation is undertaken with a view to achieving the best possible result for all Clients, occasionally the effect of aggregation may work to Clients' disadvantage in relation to a particular order or orders. TDESL's policy is to aggregate Clients' orders when TDESL believes it will result in a favourable execution result for the Client.

Where orders are aggregated, the price of the executed trades are allocated to Clients on a pro rata basis, meaning all Clients receive the same average price. If the entire order cannot be filled, each Client will receive an allocation proportionate to its participation in the aggregated order. In either case, TDESL will always demonstrate that orders are allocated fairly across Client accounts and preference is not given to one Client over another.

If in the unlikely event TDESL has a position, TDESL will not aggregate client orders with these positions, although a client order may be filled from inventory at the relevant market price.

## **11. MONITORING AND GOVERNANCE**

---

TDESL monitors on a regular basis the effectiveness and application of this Policy. Where appropriate TDESL will correct any deficiencies identified as part of this monitoring. TDESL evaluates trading execution quality obtained on a periodic ex-ante basis and considers alternative methods designed to improve the execution process, taking account of a wide variety of Execution Factors (as noted above). Generally, the TDESL monitoring process will focus on the outcomes that have been achieved for Clients and whether these are consistently giving Clients the best outcome they could have had, depending on the relevant assessment criteria.

In order to compare, analyse and draw conclusions from detailed monitoring of quality of execution obtained by brokers and on execution venues TDESL has identified the following review framework.

### **11.1 ALGORITHMIC MONITORING**

Orders that are executed algorithmically are subject to monitoring by TDESL's algo team which has full visibility of algorithmic orders, on both a real-time and a historical basis. As applicable, order executions which fall outside designated tolerances are investigated by TDESL or its Affiliate's dedicated 'algo-team'. Orders that deviate from prescribed limits (for

example that may indicate a fat finger error when entering a limit price) are rejected before they are sent for execution.

## **11.2 FRONT OFFICE MONITORING**

TDESL monitors execution quality obtained by execution entities and on execution venues as close to real time as possible. Based on order handling reports, this monitoring includes reviewing child execution slippage from applicable benchmarks, latency and other reference points. As applicable, order executions which fall outside designated parameters are investigated and escalated by TDESL's trading desk and by TDESL's Compliance function.

Where requested by a Client, TDESL will demonstrate that the execution of a Client's order has been undertaken in accordance with this Policy. However, demonstrating best execution will not necessarily involve a transaction-by-transaction analysis, but may involve an assessment of a series of transactions executed over a period, thus demonstrating that, overall, the best result was achieved in accordance with this Policy.

## **11.3 COMPLIANCE OVERSIGHT**

TDESL's Compliance function oversees the monitoring of trading activity that is executed by the front office and acts as the second line of defence in reviewing conclusions reached by the front office. TDESL's Compliance function is responsible for overseeing TDESL's best execution governance arrangements.

## **11.4 BEST EXECUTION REVIEW GROUP**

TDESL's Best Execution Review Group ("BERG") is responsible for the oversight of TDESL's overall business activities as it relates to fulfilling its best execution duty, and to evaluate regularly and rigorously the quality of executions by TDESL.

The BERG is also responsible for the oversight and selection of suitable third-party executing brokers to be added to TDESL's broker list.

The BERG is comprised of designated senior personnel of TDESL and its Affiliates. Among other things, the BERG reviews best execution matters escalated by trading desk personnel and the Compliance function.

The BERG reviews order execution quality obtained by execution entities (i.e. third-party executing brokers) through their participation in different venues. The BERG also assists in reviewing best execution policies and reviewing best execution measures carried out by third party brokers.

The reviews include execution practices whenever a material change occurs that could affect TDESL's ability to continue to satisfy its best execution duty. The review is an overall assessment of whether the execution policies and arrangements include all sufficient steps

that TDESL could take to obtain best execution. TDESL undertakes tests to determine whether it could consistently obtain improved execution results if it were to:

- include additional or different execution venues or entities;
- assign a different relative importance to the best Execution Factors; and/or
- modify any other aspects of its applicable policies and/or arrangements.

## **12. COMMUNICATION WITH CLIENTS**

---

If a Client is connected electronically, though FIX for instance, it can elect to receive automated real-time execution updates. If the Client is not connected electronically, the relevant TDESL trader may provide manual updates (for example, via Bloomberg IB chat/message or voice). These updates may contain the standard trade information including the volume traded, price traded, direction, instrument identifier and market identification code ("MIC") of where the instrument was traded.

Where a Client wishes to query the execution of one or more orders, they may ask TDESL to demonstrate its adherence to this policy.

## **13. FEES AND COMMISSION**

---

Client fees and commissions are pre-agreed through a standard rate card per market. These fees and commissions are applied on a fair, reasonable and justifiable basis taking into consideration a number of factors influencing the cost and resource limitations. Since fees and commissions are pre-agreed, Clients are not directly exposed to variations in costs for execution that TDESL may incur due to participation on a particular venue or other costs that may be 'passed on' by the execution entities.

Block trades in illiquid markets carry a different pricing structure, since these trades take more time to execute, a price for execution will be agreed on a trade-by-trade basis prior to TDESL accepting the order.

TDESL does not receive any remuneration, discount or non-monetary benefit from any Client, third-party broker or execution venue for routing Client orders to a particular trading venue. The charging structure to clients is designed such that there is no unfair discrimination during venue selection for execution. To confirm, TDESL does not support Payment for Order Flow ("PFOF") or any other inducement which conflicts with its duty of acting fairly to Clients.

## **14. CONSENT**

---

TDESL is required to obtain the Client's prior consent to this Policy. The Client's consent to the Policy and all its terms and conditions will be deemed to be given when it places its first Order with TDESL after the date of receipt of this Policy. Consent to this Policy will be deemed to be renewed with each Order placed with TDESL.

## **15. UPDATES TO THIS POLICY**

---

This Policy is published on the TDS website and can be accessed via the link below. The BERG will oversee the review of this Policy at least on an annual basis, or when any material change occurs to the business which may impact the ability of TDESL to comply with this Policy. TDESL will post periodically, the updated Policy on the TDS website and will notify Clients should there be any material updates.

<https://www.tdsecurities.com/ca/en/legal>



## ANNEX 1 – EXECUTION VENUES

This list is reviewed and amended periodically. For the most up to date list please contact your TDESL representative.

The below is the list of execution venues including third party brokers for cash equities including ETFs and is current as at the date of this Policy.

<b>Execution Venue Name</b>	<b>MIC</b>
A2X	A2XX
ABU DHABI SECURITIES EXCHANGE	XADS
AQUIS EXCHANGE EUROPE	AQEU
AQUIS EXCHANGE EUROPE AUCTION ON DEMAND (AOD)	AQEA
AQUIS EXCHANGE EUROPE NON-DISPLAY ORDER BOOK (NDOB)	AQED
AQUIS EXCHANGE PLC	AQXE
AQUIS EXCHANGE PLC AMP NON-DISPLAY ORDER BOOK	AQXD
AQUIS EXCHANGE PLC AUCTION ON DEMAND (AOD)	AQXA
ASX - ALL MARKETS	XASX
ASX - CENTRE POINT	ASXC
ASX TRADEMATCH	ASXT
ATHENS EXCHANGE ALTERNATIVE MARKET	ENAX
ATHENS EXCHANGE S.A. CASH MARKET	XATH
BLOCKMATCH UK DARK	BLOX
BLOCKMATCH EUROPE DARK	EBLX
BLOCKMATCH EUROPE RFQ	ERFQ
BLOCKMATCH UK RFQ	BRFQ
BLOOMBERG TRADING FACILITY B.V.	BTFE
BME GROWTH MARKET	GROW
BOERSE BERLIN EQUIDUCT TRADING - BERLIN SECOND REGULATED MARKET	EQTB
BOERSE BERLIN EQUIDUCT TRADING - FREIVERKEHR	EQTC
BOERSE BERLIN EQUIDUCT TRADING - REGULIERTER MARKT	EQTA
BOLSA DE MADRID	XMAD
BORSA ISTANBUL	XIST
BORSA ITALIANA - DARK BOOK FACILITY	DMIL
BORSA ITALIANA GLOBAL EQUITY MARKET	BGEM
BUDAPEST STOCK EXCHANGE	XBUD
BURSA MALAYSIA	XKLS
CBOE EUROPE - LIS SERVICE	LISX

CBOE AUSTRALIA - LIMIT VENUE	CXAC
CBOE AUSTRALIA MID-POINT VENUE	CXAP
CBOE EUROPE - BXE DARK ORDER BOOK	BATD
CBOE EUROPE - BXE OFF-BOOK	BATF
CBOE EUROPE - BXE ORDER BOOKS	BATE
CBOE EUROPE - BXE PERIODIC	BATP
CBOE EUROPE - CXE DARK ORDER BOOK	CHID
CBOE EUROPE - CXE ORDER BOOKS	CHIX
CBOE EUROPE - DXE DARK ORDER BOOK (NL)	CEUD
CBOE EUROPE - DXE OFF-BOOK (NL)	CEUO
CBOE EUROPE - DXE ORDER BOOKS (NL)	CEUX
CBOE EUROPE - DXE PERIODIC (NL)	BEUP
CBOE EUROPE - LIS SERVICE (NL)	LISZ
CBOE EUROPE - REGULATED MARKET DARK BOOK	BARK
CBOE EUROPE - REGULATED MARKET INTEGRATED BOOK	BART
CBOE Europe - Regulated Market Integrated Book (NL)	BEUT
CBOE JAPAN - ALPHA	CHIJ
CITADEL CONNECT EUROPE	CCEU
CITADEL CONNECT EUROPE - EU	EUCC
CLSA AUSTRALIA - DARK	CLAU
CLSA HONG KONG - DARK	CLHK
ELECTRONIC ETF, ETC/ETN AND OPEN-END FUNDS MARKET	ETFP
EURONEXT - EURONEXT AMSTERDAM	XAMS
EURONEXT - EURONEXT BRUSSELS	XBRU
EURONEXT - EURONEXT LISBON	XLIS
EURONEXT - EURONEXT PARIS	XPAR
EURONEXT ACCESS PARIS	XMLI
Euronext Amsterdam – Dark Book Facility	DAMS
EURONEXT BRUSSELS – DARK BOOK FACILITY	DBRU
EURONEXT DUBLIN	XMSM
EURONEXT DUBLIN– DARK BOOK FACILITY	DDUB
EURONEXT EXPAND OSLO	XOAS
EURONEXT GROWTH - OSLO	MERK
EURONEXT GROWTH DUBLIN	XESM
EURONEXT GROWTH MILAN	EXGM
EURONEXT GROWTH PARIS	ALXP
EURONEXT MILAN	MTAA
EURONEXT OSLO – DARK BOOK FACILITY	DOSL

EURONEXT PARIS - DARK BOOK FACILITY	DPAR
FIRST NORTH FINLAND - AUCTION ON DEMAND	MNFI
FIRST NORTH FINLAND - NORDIC@MID	DNFI
FIRST NORTH FINLAND - SME GROWTH MARKET	FSME
FIRST NORTH SWEDEN	FNSE
FIRST NORTH SWEDEN - AUCTION ON DEMAND	MNSE
FIRST NORTH SWEDEN - NORDIC@MID	DNSE
FIRST NORTH SWEDEN - NORWAY	ONSE
FIRST NORTH SWEDEN - SME GROWTH MARKET	SSME
GOLDMAN SACHS INTERNATIONAL - SYSTEMATIC INTERNALISER	GSSI
HONG KONG EXCHANGES AND CLEARING LTD	XHKG
HRTEU LIMITED	HREU
HUDSON RIVER TRADING - SYSTEMATIC INTERNALISER	HRSI
INDONESIA STOCK EXCHANGE	XIDX
IRISH STOCK EXCHANGE - ALL MARKET	XDUB
J.P. MORGAN SE	JPEU
J.P. MORGAN SECURITIES PLC	JPSI
JANE STREET FINANCIAL LTD	JSSI
JANE STREET NETHERLANDS B.V.	JNSI
JAPANNEXT - J - MARKET	SBIJ
JOHANNESBURG STOCK EXCHANGE	XJSE
KOREA EXCHANGE (STOCK MARKET)	XKRX
LIQUIDNET SYSTEMS	LIQU
LONDON STOCK EXCHANGE	XLON
LONDON STOCK EXCHANGE - AIM MTF	AIMX
LONDON STOCK EXCHANGE - MTF	XLOM
MERRILL LYNCH INTERNATIONAL	MLIX
MERRILL LYNCH INTERNATIONAL - SYSTEMATIC INTERNALISER	MLSI
MORGAN STANLEY AND CO. INTERNATIONAL PLC	MSIP
MORGAN STANLEY AND CO. INTERNATIONAL PLC - SYSTEMATIC INTERNALISER	MSSI
MORGAN STANLEY EUROPE S.E.	MSEU
MORGAN STANLEY EUROPE S.E. - SYSTEMATIC INTERNALISER	MESI
MS POOL	MSPL
NASDAQ COPENHAGEN A/S	XCSE
NASDAQ COPENHAGEN A/S - AUCTION ON DEMAND	MCSE
NASDAQ COPENHAGEN A/S - NORDIC@MID	DCSE

NASDAQ HELSINKI LTD	XHEL
NASDAQ HELSINKI LTD - AUCTION ON DEMAND	MHEL
NASDAQ HELSINKI LTD - NORDIC@MID	DHEL
NASDAQ STOCKHOLM AB	XSTO
NASDAQ STOCKHOLM AB - AUCTION ON DEMAND	MSTO
NASDAQ STOCKHOLM AB - NORDIC@MID	DSTO
NEW ZEALAND EXCHANGE LTD	XNZE
OSLO BORS	XOSL
PHILIPPINE STOCK EXCHANGE, INC.	XPHS
POSIT - ASIA PACIFIC	XPST
POSIT AUCTION	XPAC
POSIT AUCTION UK	XPAL
POSIT DARK	XPOS
POSIT DARK UK	XPOL
PRAGUE STOCK EXCHANGE	XPRA
SAUDI STOCK EXCHANGE	XSAU
SIGMA X EUROPE AUCTION BOOK	SGMV
SIGMA X EUROPE NON-DISPLAYED BOOK	SGMU
SIGMA X MTF	SGMX
SIGMA X MTF - AUCTION BOOK	SGMY
SINGAPORE EXCHANGE	XSES
SIX SWISS EXCHANGE	XSWX
SIX SWISS EXCHANGE - SIX SWISS EXCHANGE AT MIDPOINT	XSWM
SPOTLIGHT STOCK MARKET AB	XSAT
STOCK EXCHANGE OF THAILAND	XBKK
TAIWAN STOCK EXCHANGE	XTAI
TD EXECUTION SERVICES LIMITED	ECUT
TDS USA LLC	COWN
TEL AVIV STOCK EXCHANGE	XTAE
TOKYO STOCK EXCHANGE	XTKS
TOKYO STOCK EXCHANGE - TOSTNET-1	XTK1
TOWER RESEARCH CAPITAL EUROPE	TOWR
TOWER RESEARCH CAPITAL EUROPE LTD	TRSI
TP ICAP EU - MTF - LIQUIDNET EU EQUITY	LNEQ
TURQUOISE	TRQX
TURQUOISE EUROPE	TQEX
TURQUOISE EUROPE - DARK	TQEM
TURQUOISE EUROPE - LIT AUCTIONS	TQEA

TURQUOISE LIT AUCTIONS	TRQA
TURQUOISE PLATO	TRQM
VIRTU FINANCIAL IRELAND LIMITED – SYSTEMATIC INTERNALISER	VFSI
WARSAW STOCK EXCHANGE/EQUITIES/MAIN MARKET	XWAR
WIENER BOERSE AG	XWBO
WIENER BOERSE AG VIENNA MTF (VIENNA MTF)	WBDM
WINTERFLOOD SECURITIES LIMITED – MANUAL TRADING	WINX
XETRA	XETR
XETRA – FREIVERKEHR	XETB
XETRA – REGULIERTER MARKT	XETA
XETRA – SCALE	XETS
XTX MARKETS	XTXM
XTX MARKETS SAS	XTXE

## ANNEX II – LIST OF BROKERS

BROKER NAME	
ARQAAM CAPITAL LIMITED	J & E DAVY
ATM EXECUTION LLC	J.P. MORGAN SECURITIES PLC
ATTIJARI INTERMEDIATION	JANE STREET FINANCIAL LIMITED
AUREL (BGC BROKERS LP)	JARDEN SECURITIES LIMITED (FIRST NZ CAPITAL SECURITIES LIMITED)
AVIOR CAPITAL MARKETS INTERNATIONAL LIMITED	JOH. BERENBERG GOSSLER & CO. KG
BANK LEUMI IE-ISRAEL B.M.	KOREA INVESTMENT & SECURITIES CO. LTD.
MERRILL LYNCH INTERNATIONAL	LANKABANGLA SECURITIES LTD
CAPITAL MARKETS BROKERS LIMITED	LIQUIDNET EUROPE LIMITED
CITADEL SECURITIES (EUROPE) LIMITED	MORGAN STANLEY & CO. INTERNATIONAL PLC.
CITADEL SECURITIES GCS (IRELAND) LIMITED	NBG SECURITIES SA
CLSA (UK)	NORDEA BANK AB
CONCORDE SECURITIES LTD	NPLUS1 SINGER CAPITAL MKTS LTD
TD USA LLC	OPTIMA BANK
EFG HERMES INTERNATIONAL SECURITIES BROKERAGE	OPTIVER V.O.F.
EUROXX SECURITIES	PANMURE GORDON -UK LIMITED – NOT FULLY ONBOARDED, REMOVE

EUROXX SECURITIES S.A	PEEL HUNT LLP
FLOW TRADERS B.V.	PRESCIENT SECURITIES (PTY) LTD
GOLDMAN SACHS EUROPE SE	RENAISSANCE SECURITIES (CYPRUS) LIMITED
GOLDMAN SACHS INTERNATIONAL	SHORE CAPITAL STOCKBROKERS LTD
GOODBODY STOCKBROKERS UNLIMITED COMPANY	SSI SECURITIES CORPORATION
IIFL SECURITIES LIMITED	SUSQUEHANNA INTERNATIONAL SECURITIES LIMITED
INFO YATIRIM MENKUL DEGERLER A.S.	TFS DERIVATIVES LIMITED (TRADITION SECURITIES AND DERIVATIVES INC)
INSTINET EUROPE LIMITED	VIRTU ITG EUROPE LIMITED
INTERCAPITAL SECURITIES LTD	WINTERFLOOD SECURITIES LTD
INVESTEC BANK PLC	WOOD & COMPANY FINANCIAL SERVICES, A.S.
IPOPEMA SECURITIES SA	XTX MARKETS LIMITED - SI
ISRAEL BROKERAGE AND INVESTMENT	XTX MARKETS SAS
	YAPI KREDI YATIRIM MENKUL DEGERLER AS