

Board Policy

Policy Name	TDGF Board Diversity Policy
Oversight Function	Head of Governance, TD Securities Europe & Asia-Pacific
Effective Date	June 2024

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, equity 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. Any discrimination based on any ground such as sex, race, colour, ethnic or social origin, genetic features, language, religion or belief, political or any other opinion, membership of a national minority, property, birth, disability, age or sexual orientation shall be prohibited.

For these purposes, diversity includes (but is not limited to) achieving a range of representation on the Board 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 demonstrate an inclusive, fair process when making nomination / appointment / reappointment / succession planning decisions, the CGC:

- In reviewing the composition of the Board, considers all aspects of diversity, including those aspects listed above
- Demonstrates that 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
- Recommends sufficient employee representation on the Board (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 recruitment and nomination the importance of diversity amongst potential candidates for Board members.

In conjunction with the CGC and the Board and, subject to the TDGF Corporate Governance Policy and the TDGF Board Suitability Policy, TDGF’s shareholder may nominate director candidates in line with TDGF’s Constitution.

4. Measurable Objectives

The Board’s priority is to demonstrate 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 that there is at least 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. Another measurable target set by the Board is that at least one of the senior board positions shall be a woman.

The Board shall also commit to requiring that other aspects of diversity as set out in Section 3, Policy Details/Requirements are considered when recruiting Board members, taking into account the level of data available for this purpose.

TDGF shall also consider any published diversity expectations and/or 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 demonstrate 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 corporate governance framework, compliance with targets set and progress against 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 on behalf of the Board and is responsible for the annual review of the Policy to verify 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 Monitoring & Review

The CGC, in conjunction with the Head of Governance, TDS Europe & Asia-Pacific, shall, on an annual basis, review the design and implementation of the Policy to oversee that it remains appropriate and shall advise the TDGF Board of the outcome of such review and of any recommended changes.

6.3 Policy Approval

The TDGF Board reviews and approves the Policy annually, subject to the recommendation of the TDGF Corporate Governance Committee.

Last Approval Date	25 June 2024
Review Frequency	Annual
Next Review Date	June 2025

7. Related Policies and Other Supporting Documents

This Policy should be read in conjunction with the TDBEL Corporate Governance Policy and the TDBEL 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
- TDGF Board Mandate

8. Publication of Policy

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