

Statement on Anti-Corruption

The Toronto-Dominion Bank and all of its subsidiaries and controlled affiliates worldwide (collectively known as “TD”) is committed to conducting its affairs in compliance with all laws applicable to its operations around the world and to the highest standards of ethics, integrity, honesty, fairness and professionalism. Legislation in Canada and other jurisdictions where TD operates prohibits bribery and corrupt activities. As such, TD implemented an Anti-Bribery and Anti-Corruption program (“Program”) with our global footprint in mind. The legislation and related guidance considered when establishing our Program includes:

- Canada’s Corruption of Foreign Public Officials Act and Criminal Code
- U.S. Foreign Corrupt Practices Act
- U.K. Bribery Act

TD generally conducts business in jurisdictions that are inherently lower risk for corruption. Accordingly, we have implemented a Board approved global Anti-Bribery Anti-Corruption Policy (“ABAC Policy”) which is reviewed at a minimum, every two years. To demonstrate satisfactory governance, responsibility for the ABAC Policy resides with the Chief Anti-Corruption Anti-Bribery Officer under the strategic direction of the Global Chief Anti-Money Laundering Officer.

Anti-Bribery and Anti-Corruption Program

Safeguarding TD’s reputation and complying with applicable legal and regulatory requirements is the responsibility of every employee and director. That is why TD’s Program incorporates the following elements:

- Global ABAC Policy and Standards establishing TD’s zero tolerance for bribery and corruption, including the prohibition of facilitation payments;
- Communications, enterprise and specialized training to promote awareness of Program requirements;
- Internal controls, including but not limited to:
 - Pre-approving specified gifts and hospitality;
 - Strategic transactions due diligence;
 - Third party (e.g., vendors and agents) due diligence; and
 - Employee screening.
- Periodic Risk Assessment to determine risk exposure;
- Internal points of escalation, incident management and reporting, and a confidential whistle blower hotline;
- Code of Conduct and Ethics, with Anti-Bribery and Anti-Corruption stipulations, requiring an annual attestation by all eligible employees and contract workers; and
- Independent monitoring and periodic review to assess the effectiveness of the Program.

