

FIRST AMENDING AGREEMENT TO SERVICING AGREEMENT

THIS FIRST AMENDING AGREEMENT TO SERVICING AGREEMENT (this “**Agreement**”) is made as of the 30th day of June, 2021.

BY AND AMONG

- (1) **THE TORONTO-DOMINION BANK**, a bank named in Schedule I to the *Bank Act* (Canada), whose executive office is at 66 Wellington Street West, P.O. Box 1, TD Bank Tower, Toronto, Ontario, Canada M5K 1A2 as Account Bank (in its capacity as Seller, Servicer and Cash Manager);
- (2) **TD COVERED BOND (LEGISLATIVE) GUARANTOR LIMITED PARTNERSHIP**, a limited partnership formed under the laws of the Province of Ontario whose registered office is at 66 Wellington Street West, 21st Floor, TD Bank Tower, Toronto, Ontario, Canada M5K 1A2 by its managing general partner **TD COVERED BOND (LEGISLATIVE) GP INC.**, as Guarantor; and
- (3) **COMPUTERSHARE TRUST COMPANY OF CANADA**, a trust company formed under the laws of Canada, whose registered office is at 100 University Avenue, 11th Floor, Toronto, Ontario, Canada M5J 2Y1, as Bond Trustee.

WHEREAS the parties entered into a servicing agreement dated June 25, 2014 (the “**Servicing Agreement**”);

AND WHEREAS the parties hereto have agreed to amend the Servicing Agreement pursuant to the terms of this Agreement in accordance with Clause 25.1 of the Servicing Agreement, Section 3 of the Master Definitions and Construction Agreement, Clause 21.2 of the Trust Deed and Section 7.02 of the Security Agreement;

NOW THEREFORE IT IS HEREBY AGREED that in consideration of the mutual covenants and agreements herein set forth, the parties agree as follows:

ARTICLE 1 – AMENDMENTS

1.01 Amendments

(1) Section 12.4(c) of the Servicing Agreement is deleted in its entirety and replaced with the following:

“The Servicer shall make available upon request to the Guarantor and the Bond Trustee quarterly a report stored upon electronic media including, but not limited to, a CDROM in a form acceptable to the Guarantor containing information regarding the Loans and their Related Security comprised in the Covered Bond Portfolio including, but not limited to, details of the relevant account number, the relevant Borrower’s name and the postal code of the relevant Property and the funding date of the relevant Mortgage.”

ARTICLE 2– MISCELLANEOUS

2.01 Further Assurances

Each of the parties hereto will from time to time execute and deliver all such further documents and instruments and do all acts and things as any of the other parties may reasonably require to effectively carry out or better evidence or perfect the full intent and meaning of this Agreement.

2.02 Other Amendments

Except as expressly amended, modified and supplemented hereby, the provisions of the Servicing Agreement are and shall remain in full force and effect and shall be read with this Agreement, *mutatis mutandis*. Where the terms of this Agreement are inconsistent with the terms of the Servicing Agreement (prior to its amendment hereby), the terms of this Agreement shall govern to the extent of such inconsistency.

2.03 Governing Law

This Agreement is governed by and will be construed in accordance with the laws of Ontario and the federal laws of Canada applicable therein.

2.04 Counterparts and Electronic Signatures

This Agreement may be executed in multiple counterparts, each of which shall be deemed an original agreement and both of which shall constitute one and the same agreement. The counterparts of this Agreement may be executed and delivered by facsimile or other electronic signature (including portable document format) by either of the parties and the receiving party may rely on the receipt of such document so executed and delivered electronically or by facsimile as if the original had been received.

2.05 Interpretation

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Servicing Agreement (prior to its amendment hereby) and in the Second Amended and Restated Master Definitions and Construction Agreement dated July 5, 2019, as amended by a first amending agreement dated June 30, 2020 and a second amending agreement dated June 30, 2021, as amended, supplemented or restated from time to time, by and among The Toronto-Dominion Bank, TD Covered Bond (Legislative) Guarantor Limited Partnership, Computershare Trust Company of Canada, 8638080 Canada Inc., TD Covered Bond (Legislative) GP Inc., Ernst & Young LLP, Citibank, N.A. London Branch, Citigroup Global Markets Deutschland AG and Citibank, N.A., as the context requires.

[SIGNATURE PAGE FOLLOWS]

