



TD Supplier Code of Conduct

Our *Supplier Code of Conduct* (the “**Supplier Code**”) describes the standards and principles TD¹ expects its suppliers of goods and services (our “**Suppliers**”) to uphold when engaged in business with TD. TD is committed to sourcing products and services from suppliers who respect human rights, ethics and the environment and have policies and practices that promote responsible business conduct in line with the principles in this Supplier Code.

We expect our Suppliers to operate in a manner that is consistent with the principles in this Supplier Code and that is appropriate and relevant to their respective products, services and industries. Suppliers are also expected to ensure that their affiliated entities and employees adhere to the principles in this Supplier Code in relation to their business with TD.

Depending on the nature of the goods or services being sourced, TD may have additional requirements which are specified during the procurement process, in a contractual agreement, and/or through the ongoing management and monitoring of the relationship.

Suppliers are expected to have guidelines, policies and practices in effect that are communicated throughout their organization (including via appropriate training), upheld by all levels of management, and considered in and applied to their own supply chain activities which address the following:

Legal Compliance	Compliance with applicable laws, regulatory requirements, and contractual obligations applicable to the Supplier that relate to the goods and services being supplied to TD.
Respect for Human Rights	Respect for internationally recognized human rights, including rights to life, liberty, and security of person, freedom of thought and expression, and equality.
Fair Labour Practices	Compliance with applicable labour and employment laws, including those relating to wage rates and conditions of employment. No tolerance for use of any form of child labour, forced labour, human trafficking or other forms of modern slavery in any operations, facilities or supply chain.
Protection of Health and Safety	Measures that provide and maintain safe and healthy working environments and conditions, and which comply with applicable health and safety laws. Culture that promotes safety practices which aim to minimize risks of accidents, injuries, illnesses or death. Documented health and safety instructions and measures (including accident reporting and emergency evacuation).
Code of Conduct and Ethics	Guidelines for workplace performance that define organizational expectations in respect of ethical, moral, and legal behaviour.
Non-Discrimination	No tolerance for, and protections against, workplace harassment, abuse, violence and discrimination (including for reasons of a person’s race, colour, sex, sexual orientation, gender identity, national origin, religion, veteran status, marital status, disability, or any other protected characteristic). Support for an inclusive culture that provides equal opportunity for individuals and businesses.

¹ “TD” refers to The Toronto-Dominion Bank and its subsidiaries or affiliates, collectively known as the TD Bank Group.

Financial Crime	<p>Prohibition on conduct that could violate applicable anti-money laundering (AML), sanctions, and/or anti-bribery and anti-corruption (ABAC) laws, rules and regulations.</p> <p>Suppliers are prohibited from engaging in any activities, directly or indirectly, that could result in violations of these laws, rules, and regulations, including but not limited to, providing anything of value, directly or indirectly, for the purpose of obtaining or retaining an improper advantage in their business relationships or influencing an official; facilitating money laundering; or conducting business with sanctioned individuals, entities, or jurisdictions.</p> <p>Suppliers shall promptly report to TD any known or suspected violation of AML, sanctions, or ABAC laws, rules or regulations by the Supplier, its employees or agents in accordance with applicable laws.</p>
Conflicts of Interest	<p>Measures to ensure appropriate management of actual, potential or perceived conflicts of interests in relation to TD and its employees. No tolerance for actions taken, including the use of gifts, travel, entertainment or other benefits that may be construed as an attempt to gain an advantage or preferential treatment from, or create a sense of obligation on the part of, TD's employees, agents, and/or subcontractors.</p>
Sustainability	<p>Compliance with applicable environmental laws and standards and ensure environmentally responsible business practices. Commitment to sustainable management practices and promote the sustainable use of natural resources to effectively manage environmental and social risks. Ensure that supply chain is effective at minimizing and mitigating potentially adverse environmental impacts, including risks associates with climate change which includes physical and transition risks, as applicable.</p>
Privacy and Confidentiality	<p>Compliance with applicable privacy laws, regulatory requirements, industry best practices, and TD's own access and data security controls and requirements to manage and safeguard TD's personal and confidential information from loss, unauthorized collection, use, disclosure and access.</p>
Accessibility	<p>Commitment to providing products and services that are designed to be accessible to persons with disabilities.</p>
Corporate Responsibility	<p>Policies, practices and relevant reporting that demonstrate a commitment to corporate responsibility for environmental, social and ethical matters.</p>
Reporting Violations	<p>Suppliers must report any known or potential violation of the Supplier Code, including by TD's employees, agents, and/or subcontractors, promptly to TD and may do so securely and anonymously without fear of retaliation. Suppliers should also have their own policies and procedures in place to encourage and enable their employees, subcontractors, suppliers or other agents to report to TD an actual or potential violation of the Supplier Code.</p> <p>To report violations or potential violations, confidentially, contact the TD Conduct and Ethics Hotline.</p>
Books & Records	<p>Maintenance of accurate and complete books and records to demonstrate compliance with applicable laws in respect of goods and services supplied.</p>
Supplier Diversity	<p>Support TD's supplier diversity initiatives by providing diverse businesses with a fair opportunity to bid and acquire supply chain contract opportunities and by providing relevant reporting. Examples of diverse suppliers include women, Indigenous Peoples, Black, minority and 2SLGBTQ+ communities, people with disabilities, veterans, and refugee entrepreneur owned and operated businesses.</p> <p>Suppliers are expected to integrate these supplier diversity principles in their operations and in their subcontractor decisions.</p>