TD Financial Investments Ireland unlimited company

Directors' Report and Audited Financial Statements

for the period from 14 August 2024 to 31 October 2025

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Company Information

Directors

Scott Ferguson (Appointed 14 August 2024)

John O'Farrell (Appointed 14 August 2024)

Enda Kilcullen (Appointed 14 August 2024)

Joint Secretaries

Debbie Carrigy (Appointed 09 July 2025)

Ciara Hassett (Appointed 13 October 2025)

Auditors

Ernst & Young

Chartered Accountants

Ernst & Young Building

Harcourt Centre, Dublin 2

Registered Office

One Molesworth Street Dublin 2

Company Number

769677

Directors' Report

The Directors submit their report and the audited financial statements of TD Financial Investments Ireland unlimited company ("TDFII" or "the Company") for the period from 14 August 2024 to 31 October 2025.

Review of the period from 14 August 2024 to 31 October 2025 Results

The Company's results for the period from 14 August 2024 to 31 October 2025 are shown in the statement of comprehensive income, statement of financial position and statement of changes in equity on pages 11 - 13. The total comprehensive income for the period was CA$406,914,000. No dividends were declared or paid during the period from 14 August 2024 to 31 October 2025.

Principal activity and review of business

The principal activity of TDFII is to extend intercompany loans to TD related entities and to look for and provide TD entities with internally generated funding alternatives.

TDFII was incorporated on 14 August 2024 and organized under the laws of Ireland as an unlimited company, with TD Financial International Ltd. ("TDFIL") as its parent.

TDFIL held a portfolio of loans to TD Bank Europe Limited ("TDBEL") of CA$ 20.5 billion. Over the 15-month period, the entire loan portfolio was transferred to TDFII. In September 2025, TDFIL was liquidated and the share capital transferred to TDFII's new parent TD Vermilion Holdings Limited. TDFII continues to seek additional lending opportunities within TD Group.

Principal risks and uncertainties

The principal financial risks faced by the Company are credit risk, concentration risk, market risk, liquidity risk, and foreign currency risk. Non-financial risks include operational risk. The risk management objectives and policies are elaborated on in Note 17.

Going Concern

TDFII operates on a going concern basis. The company was incorporated in 2024 and expanded significantly through its first fiscal year. TDFII has received capital from its parent to support its lending activities. TDFII is profitable and holds loans with TDBEL with various interest rates. There is no immediate plan to alter the operations of the company and no plan to pay a dividend in the foreseeable future. Management is not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern either from idiosyncratic or macro global perspective. Therefore, the financial statements continue to be prepared on the going concern basis.

Directors' Report

Post balance sheet events

The directors are not aware of any events subsequent to the year-end that would materially affect the financial statements.

Directors and their interests

The directors of the Company who served during the period, and up to the date of these financial statements were signed, were as follows:

Scott Ferguson (Appointed 14 August 2024)

Enda Kilcullen (Appointed 14 August 2024)

John O'Farrell (Appointed 14 August 2024)

According to the register of directors, none of the directors have any interests in the share capital of the Company.

Directors Compliance Statement

The directors acknowledge that they are responsible for securing compliance by the Company with its Relevant Obligations as defined by the Companies Act, 2014 (the "Relevant Obligations"). The directors confirm that they have drawn up and approved a compliance policy statement setting out the Company's policies that, in the directors' opinion, are appropriate to the Company respecting compliance by the Company with its Relevant Obligations.

The directors further confirm the Company has put in place appropriate arrangements or structures that are, in the directors' opinion, designed to secure material compliance with its Relevant Obligations (including reliance on the advice of persons employed by the Company and external legal and tax advisers as considered appropriate from time to time) and that they have received the effectiveness of these arrangements or structures during the financial year to which this Report relates.

Accounting records

The directors are responsible for ensuring that proper accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. To achieve this, during the 15-month period ended 31 October 2025 the directors engage a professionally qualified, experienced finance team locally and at Group level, that reports to the board and ensures that the requirements of Sections 281 to 285 of the Companies Act 2014 are complied with. The books and accounting records are maintained at the Company’s office at One Molesworth Street, Dublin 2.

Directors' Report

Political donations

There were no political donations made by the Company during the year.

Auditors

During the period, Ernst & Young, Chartered Accountants, were appointed as first auditor in accordance with Section 382 of Companies Act 2014, and express their willingness to continue in office.

Enda Kilcullen	**John O'Farrell**
Director	Director
05 February 2026	05 February 2026

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with FRS 101 Reduced Disclosure Framework. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Irish Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2014. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement on Relevant Audit Information

In accordance with Section 330 of the Companies Act 2014, the Directors confirm that, in so far as the Directors are aware, there is no relevant audit information of which the Company's statutory auditors are unaware, and the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's statutory auditors are aware of that information.

Enda Kilcullen	**John O'Farrell**
Director	Director
05 February 2026	05 February 2026

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TD FINANCIAL INVESTMENTS IRELAND UNLIMITED COMPANY

Report on the audit of the financial statements

Opinion

We have audited the financial statements of TD Financial Investments Ireland unlimited company ('the Company') for the period ended 31 October 2025, which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and notes to the financial statements, including the material accounting policy information set out in note 2. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 101 Reduced Disclosure Framework issued in the United Kingdom by the Financial Reporting Council.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 October 2025 and of its profit for the period then ended;
- have been properly prepared in accordance with FRS 101 Reduced Disclosure Framework and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TD FINANCIAL INVESTMENTS IRELAND UNLIMITED COMPANY

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report and Statement of Directors' Responsibilities other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report for the financial year ended for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures required by sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TD FINANCIAL INVESTMENTS IRELAND UNLIMITED COMPANY

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the statement of directors' responsibilities set out on page 7, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: https://iaasa.ie/wp-content/uploads/docs/media/IAASA/Documents/audit-standards/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Conor Buckley

Conor Buckley

for and on behalf of
Ernst & Young Chartered Accountants and Statutory Audit Firm
Dublin
Date: 5 February 2026

Statement of Comprehensive Income

for the period from 14 August 2024 to 31 October 2025

	Notes	15 Months 2025 CA$ '000
Interest income	3	529,494
Interest expense	4	(30)
Net interest income		**529,464**
Other operating income	5	42,067
Other operating expenses	6	(87,831)
Personnel expenses	7	(163)
Foreign exchange gain/(loss)	8	(34)
Net profit before tax		**483,503**
Income tax expense	9	(76,589)
Net profit after tax		**406,914**

All results derive from continuing operations.
The accompanying notes on pages 14 to 24 form an integral part of the financial statements.

Statement of Financial Position

as at 31 October 2025

	Notes	31 October 2025 CA$ '000
ASSETS		
Cash and cash equivalents	10	36,176
Loans and advances to affiliated entities	11	21,207,331
Accrued interest	12	238,233
Other assets	13	103
Total assets		**21,481,843**
LIABILITIES		
Current tax liabilities	14	22,320
Other liabilities	15	66
Total liabilities		**22,386**
EQUITY		
Common shares	16	15
Share premium	16	21,052,528
Retained earnings		406,914
Total equity		**21,459,457**
Total liabilities and equity		**21,481,843**

The accompanying notes on pages 14 to 24 form an integral part of the financial statements.

Enda Kilcullen
Director
05 February 2026

John O'Farrell
Director
05 February 2026

Statement of Changes in Equity
for the period from 14 August 2024 to 31 October 2025

	Called up Share capital CA$ '000	Share premium account CA$ '000	Profit and loss accounts CA$ '000	Total equity CA$ '000
As at 14 August 2024	-	-	-	**-**
Profit for the period	-	-	406,914	**406,914**
Capital contributed (Note 16)	15	21,052,528	-	**21,052,543**
As at 31 October 2025	**15**	**21,052,528**	**406,914**	**21,459,457**

The accompanying notes on pages 14 to 24 form an integral part of the financial statements.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

1. Authorisation of financial statements and statement of compliance with FRS 101

TDFII is an unlimited liability company, incorporated on 14 August 2024, and domiciled in Ireland. TDFII is a wholly owned entity of TD Vermillion Holdings Limited and part of TD Bank Group ("TDBG").

The principal activity of TDFII is to extend intercompany loans to TD related entities and to look for and provide TD entities with internally generated funding alternatives.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and in accordance with applicable accounting standards.

The financial statements for the period ended 31 October 2025 were authorised for issue in accordance with a resolution of the directors on 4 February 2026.

2. Material accounting policies

Basis of preparation

The preparation of the financial statements in conformity with FRS 101 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Notes to the Financial Statements
for the period from 14 August 2024 to 31 October 2025

Going concern

The Company has prepared its financial statement on the basis that it will continue to operate as a going concern.

The financial statements, which should be read in conjunction with the Directors' Report, are prepared on a going concern basis. Based on the assessment performed as stated within the Directors' report, the directors have a reasonable expectation that the Company is well placed to manage its business risks and meet its capital and liquidity requirements over the next twelve months from the sign off date of these financial statements and therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in the preparation of the financial statements.

The Company presents its statement of financial position in order of liquidity based on the Company's intention and perceived ability to recover/settle the majority of assets/liabilities of the corresponding financial statement line item.

Functional and presentation currency

The financial statements are presented in Canadian dollars (CA$) which is also the functional currency of the Company. All values are presented as whole numbers, unless otherwise indicated.

Loans and advances

The Company measures loans and advances at amortised cost only if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Loans are recognized on the start date when the Company becomes a party to the contractual benefits of the instrument. They are initially recognized at fair value and are subsequently carried at amortized cost.

Any premium or discount related to a loan assignment is recognised on the transaction date and amortised straight line over the life of the loan. A prepayment of a loan may be subject to a gain or loss. The carrying amount of the loan is compared to the amount received in a prepayment and the subsequent gain or loss is recognised.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

Borrowed funds

After initial measurement, borrowed funds are subsequently measured at amortised cost.

Impairment – Expected Credit Losses ("ECL")

ECL model applies to financial assets, including loans measured at amortised cost.

An impairment loss is taken when deterioration in credit quality is observed to the extent that there is no longer reasonable assurance for timely collection of the full amount of principal and interest. The amount of the loss charged to income is measured by the negative difference between the estimated realizable amounts less the book value. The provision is credited against the value of the loans. An impairment analysis is carried on an annual basis the management of the Company.

The Company's loan portfolio consists entirely of intercompany receivables, with no material ECL recognized as of the current year-end.

Interest income/expense

Income is recorded in the period in which it arises or in which the service was provided. Net interest income comprises interest income and interest expense calculated using both the effective interest method ("EIR"). Net interest income comprises interest income from loans to affiliated entities. Under FRS 101 interest income is recorded using the EIR method for all financial assets measured at amortised cost.

Interest expense is also calculated using the EIR method for all borrowings held at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or liability or, when appropriate, a shorter period, to the gross carrying amount of the financial asset.

Any interest earned and not paid at the end of period is recorded as an accrual or payable on the balance sheet.

Cash and cash equivalents

Cash and cash equivalents represent cash in hand, bank balances, and deposits with terms of less than three months.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

Foreign currency transactions

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the spot rate of exchange at the reporting date. All foreign exchange differences arising on non–trading activities are taken to "Foreign exchange gain/(loss)" in the income statement.

Taxation

Income tax is comprised of corporation tax expense and pillar two. Income tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognized in other comprehensive income or directly in equity. The Company records an expense in the period it relates to and records a provision for any remaining unpaid tax positions that the Company will have to make to the tax authorities in future. This provision is measured at the Company's best estimate of the amount expected to be paid.

3. Interest income

	15 Months 2025 CA$ '000
TD Bank Europe Limited	528,515
TD Bank Group	43
Interest income from group undertakings	**528,558**
Bank of America DAC	936
Interest income from unrelated parties	**936**

4. Interest expense

	15 Months 2025 CA$ '000
TD Bank Europe Limited	30
Interest expense from group undertakings	30

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

5. Other operating income

	15 Months 2025 CA$ '000
Amortisation of discount on assigned loan portfolio	40,583
Gain from prepayment of TDBEL loans	1,387
MSA cost recovery	97
Other operating income	**42,067**

TDFII acquired a portion of loans from TDFIL at a cost less than their carrying value. The difference is recorded as loan discount and amortised over the life of the loan.

Throughout the period, TDBEL has prepaid in total six of the outstanding loans. The gain amount is calculated as the difference between the realised value of the underlying assets and the carrying value of the loan.

TDFII has in place six master service agreements ("MSA"), with other TD entities, which cover such services as technology, IT, HR, governance, legal and operations.

6. Other operating expenses

	15 Months 2025 CA$ '000
Amortisation of premium on assigned loan portfolio	86,604
Loss from prepayment of TDBEL loans	874
Auditors' Remuneration	172
MSA charges	181
Other operating expenses	**87,831**

TDFII acquired a portion of loans from TDFIL at a cost more than carrying value. The difference is recorded as loan premium and amortised over the life of the loan.

Throughout the period, TDBEL has prepaid in total six of the outstanding loans. The loss amount is calculated as the difference between the realised value of the underlying assets and the carrying value of the loan.

TDFII has in place six master service agreements ("MSA"), with other TD entities, which cover such services as technology, IT, HR, governance, legal and operations.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

7. Personnel expenses

TDFII had one employee from 1 October 2024 to 31 October 2025.

	15 Months 2025 CA$ '000
Wages and salaries	134
Social security costs	16
Pension costs	10
Other staff costs	3
Personnel expenses	**163**
Employees at end of period	1

The directors receive no remuneration in respect of their services to the Company. Although none of the directors is a director of the ultimate parent company, they receive remuneration in respect of their services to TD as a whole. No recharges have been made to the Company relating to the remuneration of directors during the year.

8. Foreign exchange gain/(loss)

TDFII accrues and calculates its corporate income tax on a monthly basis in CAD which is the functional currency of the Company. The corporate income tax is subsequently paid in EUR which creates foreign currency result. TDFII hedges its EUR liability exposure each month by purchasing EUR, selling CAD. The net loss over the 15-month period amounted to CA$34,000.

9. Income tax expense

	15 Months 2025 CA$ '000
Net profit before tax	**483,503**
Profit/(loss) on ordinary activities multiplied by standard rate in Ireland of (2025: 12.5%)	60,438
Pillar two tax	16,151
Income tax expense	**76,589**

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

TDFII accrues a corporation tax charge each month of 12.5% of net profit before tax.

As of 1 November 2024, TDFII is also subject to Pillar Two tax requirements. An assessment was performed to evaluate to the impact of Pillar Two taxes on a jurisdictional basis in Ireland for the period covering 1 November 2024 to 31 October 2025, which includes other group companies operating in Ireland. As a result of this assessment, the Company recognised a current tax expense of CA$ 16 million related to Pillar Two. This recognised tax expense results in an increase in the nominal corporate income tax rate from 12.5% to the new effective tax rate of 15.84%.

The Company has applied the mandatory temporary exemption from recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two taxes, as in line with IAS 12 - Income Tax.

10. Cash and cash equivalents

	31 October 2025 CA$ '000
Bank of America DAC (CAD)	14,398
Bank of America DAC (EUR)	21,778
Bank balances with Bank of America DAC	**36,176**

11. Loans and advances to affiliated entities

	31 October 2025 CA$ '000
Book value of loans	21,013,623
Premium on assigned loan portfolio	230,116
Discount on assigned loan portfolio	(36,408)
Loans and advances related to TDBEL	**21,207,331**

At 31 October 2025, intercompany loans to TDBEL carry interest rates ranging between 0.43% and 5.12%, with an average portfolio maturity of 2.77 years and a weighted average yield of 2.89%.

The loan premium and discount balances are the premium or discount on the purchase price of the loans that TDFII acquired from TDFIL (see note 16). The premium and discount are amortised on a straight-line basis over the life of the loan.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

12. Accrued interest

	31 October 2025 CA$ '000
TD Bank Europe Limited	238,233
Accrued interest on loans	**238,233**

As per the loan agreement with TDBEL, Interest is paid biannually, on 1 June and 1 December. Interest accrues up until these dates, and interest on any maturing loan is held on deposit until the next interest payment date.

13. Other assets

	31 October 2025 CA$ '000
Amounts due from TD Global Finance unlimited company ("TDGF") for MSA	103
Other assets	**103**

14. Current tax liabilities

As at 31 October 2025 there is CA$22,320,000 of tax payable to the Irish Revenue Commissioners

15. Other liabilities

	31 October 2025 CA$ '000
Audit Fee Accrual	61
Amounts due to TD Bank for MSA	5
Other liabilities	**66**

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

16. Share Capital

	31 October 2025 CA$ '000
Loan assignment I (CA$ 1 per share)	10
Loan assignment II (CA$ 1 per share)	5
Additional cash capital contributions (CA$ 1 per share)	-
Common shares	**15**
Loan assignment I (including cash capital contribution)	11,586,405
Loan assignment II (including cash capital contribution)	6,419,356
Additional cash capital contributions	3,046,767
Share premium	**21,052,528**

TDFII received capital contributions from its parent TDFIL in three phases throughout the 15-month period.

In October 2024, the first loan assignment took place whereby CA$11.1billion worth of loans were assigned to TDFII, plus CA$485milion cash capital contribution, representing accrued interest on the loans (Loan assignment I).

In April 2025, another portion of the loan portfolio was assigned to TDFII. CA$6.4bilion worth of loans were assigned to TDFII, plus CA$31million cash capital contribution, representing accrued interest on the loans (Loan assignment II).

The valuation of the assigned loans both in Loan assignment I and II have been confirmed through an external transfer pricing analysis.

Throughout FY25, TDFIL contributed an additional CA$3bilion of cash to TDFII (Additional cash capital contributions).

As of September 2025, TDFIL was liquidated and the share capital transferred to TDFII's new parent TD Vermilion Holdings Limited.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

17. Risk Management

Credit Risk

Credit Risk is the risk of loss if a borrower or counterparty in a transaction fails to meet its agreed payment obligations. TDFII monitors credit risk on a quarterly basis and TDBEL provides TDFII with its regulatory capital and liquidity metrics.

	31 October 2025 CA$ '000
Bank of America DAC	36,176
Loans to TD Bank Europe Limited *	21,013,623
Credit exposures	**21,049,799**

*Excluding loan discount and premium

Concentration Risk

As TDFII only has one loan counterparty at present there is a risk that a default by this one party will cause a material loss to TDFII. This is mitigated by continuous monitoring of the position of the counterparty.

Market Risk

TDFII has low risk in relation to non-trading market risk ("NTMR"). TDFII funding is from capital, which is interest free, with funds lent out at market rates. Net interest income sensitivity is mitigated by the laddered approach with a weighted average life of c.2.77 years.

Liquidity Risk

Liquidity risk is the risk of having insufficient cash or collateral to meet financial obligations and an inability to raise funding or monetize assets at a non-distressed price. TDFII has low liquidity risk. TDFII is capitalised by the parent company, and this is used to lend to counterparties, rather than relying on significant term funding. TDFII manages cash flows through monthly forecasting to ensure all liabilities are met.

Foreign Currency Risk

Foreign currency risk is risk arising from transactions denominated in currencies other than the functional currency. TDFII's operational currency is CAD but as an Irish registered entity is required to pay its Corporation Tax and other liabilities in EUR. TDFII hedges its EUR liability exposure each month by purchasing EUR and selling CAD.

Notes to the Financial Statements

for the period from 14 August 2024 to 31 October 2025

Operational Risk

Operational Risk is the risk of loss resulting from inadequate or failed internal processes or systems or from human activities or from external events.

TDFII mitigates the risk of manual errors due to the large number of loan records by having a booking system in place, with four eye review. The accounting process is conducted from the same system and a monthly reconciliation with TDBEL is carried out.

Key person risk is reduced by having an MSA in place with another TD entity that provides support.

18. Post balance sheet events

The directors are not aware of any events subsequent to the year-end that would materially affect the financial statements.

19. Ultimate parent undertaking

The Company's ultimate parent undertaking, controlling party and the parent of the largest group to consolidate the financial statements of the Company is The Toronto-Dominion Bank, which is incorporated in Canada. Copies of The Toronto-Dominion Bank's group financial statements may be obtained from: Finance Control Division, The Toronto Dominion Bank, PO Box 1, Toronto-Dominion Centre, King St W and Bay St, Toronto, Ontario M5K 1A2, Canada. Copies of the group financial statements may also be obtained online at www.td.com.