



RESPONSIBLE INVESTING REQUEST FOR INFORMATION

Firm Name: TD Asset Management Inc.
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PREAMBLE

In accordance with Queen's University's Responsible Investing Policy, as approved in May 2017, we require all of Queen's External Investment Managers to take due regard of environmental, social, and governance ("ESG") factors in making investment decisions. Managers will be asked to engage where appropriate and report to the University on their ESG activities on an annual basis.

Link to Responsible Investing Policy:

<http://queensu.ca/secretariat/sites/webpublish.queensu.ca.us/cwww/files/files/policies/board/Responsible%20Investing%20Policy.pdf>

Note: Responses to this questionnaire will be posted in full on Queen's website.

GENERAL

1) Please provide your ESG-related policies.

Please refer to the attached, "TD Asset Management's Sustainable Investing Approach".

2) Are sustainable investing and ESG factors integrated into your investment process and portfolio management decisions? If yes, please provide details.

Yes.

In acting in the best financial interest of the accounts we manage, we take a long-term view of environmental, social and corporate governance (ESG) factors. We believe that relevant ESG factors provide a more robust view of risks and opportunities facing the companies in which we invest. For actively managed accounts, we integrate into our investment decision-making process the ESG factors we consider most relevant for the particular mandate. We believe this integration helps produce risk-adjusted returns that are more sustainable for our clients.

Some key factor examples include;

- Environmental - energy, fuel, water and chemical usage
- Social – diversity & inclusion, employee and stakeholder engagement, health & safety, working conditions and supply chain
- Governance - leadership, internal controls/policies, accounting standards and compliance

Although we augment our work with information from third parties, we consider conducting our own research a key part of the process. We are committed to being actively engaged investors: our sector analysts regularly meet with company management teams and discuss applicable ESG issues, goals and emerging trends. The findings are included in internal write-ups and research reports. We also maintain a database of sector-specific and thematic ESG research.

All TDAM research reports must include an ESG commentary/analysis.

We have recently staffed a dedicated ESG Research & Engagement team that will work alongside and support the various investment teams with ESG research, integration and active ownership efforts. This team also ensures to have consistency in our ESG approach across all asset classes and that we are fully representing the various ownership positions that we may have across strategies. TDAM has a dedicated ESG Engagement Committee overseeing our overall ESG strategy, integration & implementation. This Committee is led by business leaders from departments including portfolio management, investment research, risk management, legal and external distribution, which strives to ensure the sustainable investment policy is well implemented across the TDAM platform, and that our ESG strategy is clearly communicated across the business. Members of the committee also collect feedback through engagement with clients and consultants, combining it with industry trends and academic research to influence the business' research and investment agenda.

3) a) Are you a signatory to the UNPRI?

Yes.

b) If you are signatory to other coalitions, please list them.

TDAM actively participates in collaborative engagements with other stakeholders on ESG related issues, including but not limited to:

- PRI
- Canadian Coalition for Good Governance (CCGG)
- Investor Stewardship Group (ISG)
- Carbon Disclosure Project (CDP)
- Climate Action 100+
- Responsible Investment Association (RIA)
- Global Real Estate Sustainability Benchmark (GRESB)
- Member of International Corporate Governance Network (ICGN)

Engagement, individual and collaborative, is a very important part of our ESG integration. TDAM believes that engaging with companies and collaborating with other institutional investors is more effective and constructive than divestment, because we can use our influence to encourage changes in corporate practices. Therefore, we participate in initiatives that make collective action easier, including: PRI Fracking, Carbon Disclosure Project (CDP) Climate Change, CDP Water, CDP Forests, CDP Carbon Action and the CCGG.

Our firm also subscribes to and engages in all Corporate Responsibility initiatives of our parent company, The Toronto-Dominion Bank (TD), which includes initiatives such as UNEP-FI (United Nations Environmental Programme – Finance Initiative).

c) Indicate any other international standards, industry guidelines, reporting frameworks, or initiatives that guide your responsible investing practices.

Please refer to our response to question 3 b) above.

4) Please describe how ESG oversight and integration responsibilities are structured at your firm, including the process for escalation of key ESG issues. How do you obtain ESG information/data (e.g. public information, third party research, reports and statements from the company, direct engagement with the company)?

We have a dedicated ESG Engagement Committee that oversees TDAM's overall ESG strategy, integration and implementation. The TDAM ESG Engagement Committee is led by business leaders from departments including portfolio management, investment research, risk management, legal and external distribution. The committee strives to ensure the sustainable investment policy is well implemented across the TDAM platform, and that our ESG strategy is clearly communicated across the business. Members of the committee also collect feedback through engagement with clients and consultants, combining it with industry trends and academic research to influence the business' research and investment agenda.

We have recently staffed a dedicated ESG Research and Engagement team that will work alongside and support the various investment teams with ESG research, ESG integration and active ownership efforts. This team works to ensure that we have consistency in our ESG approach across all asset classes and that we are fully representing the various ownership positions that we may have across strategies.

TDAM has partnered with Sustainalytics, a third-party external provider, as its official environmental, social and corporate governance data provider to augment our ESG analysis and research.

We perform internal research and utilize Sustainalytics to report and monitor various ESG metrics.

Although we augment our work with information from third parties, we consider conducting our own research a key part of the process. We are committed to being actively engaged investors: our sector analysts regularly meet with company management teams and discuss applicable ESG issues, goals and emerging trends. The findings are included in internal write-ups and research reports. We also maintain a database of sector-specific and thematic ESG research.

All TDAM research reports must include an ESG commentary/analysis.

5) What channels do you use to communicate ESG-related information to clients and/or the public? Do you produce thought leadership (written reports and publications)? If so, is the information available to the public? Please provide links, if applicable.

Yes. TDAM also reports its' ESG involvement publicly, including publishing our PRI Transparency report, Proxy Practices and Sustainable Investing Policy. Please refer to the website link below:

<https://www.td.com/ca/en/asset-management/institutional/about-us/sustainable-investing/>

6) Do you have periodic reviews of your ESG process/approach to assess its effectiveness? What are the results? What would cause you to disregard ESG issues in your investment/analysis decisions?

The Sustainable Investing Approach is reviewed and approved annually by the CIO and the ESG Engagement Committee.

We have a dedicated ESG Engagement Committee that oversees our overall ESG strategy, integration and implementation. The TDAM ESG Engagement Committee is led by business

leaders from departments including portfolio management, investment research, risk management, legal and external distribution. The committee strives to ensure the sustainable investment policy is well implemented across the TDAM platform, and that our ESG strategy is clearly communicated across the business. Members of the committee also collect feedback through engagement with clients and consultants, combining it with industry trends and academic research to influence the business' research and investment agenda.

CLIMATE

7) Describe how you identify, assess, and manage climate-related risks.

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

8) Describe the climate-related risks and opportunities you have identified over the short, medium, and long term.

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9) Describe the resilience of your investment strategy, taking into consideration different climate-related scenarios.

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

10) Do you track the carbon footprint of portfolio holdings?

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

If yes, please describe the methodology and metrics used, and whether you have a set target for reducing the portfolio's footprint

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

11) What are your firm's emissions? Please demonstrate how/whether you are taking steps to reduce these scenarios?

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DIVERSITY

12) Please provide the composition of your senior leadership team and board of directors, including women and visible minorities. How do you encourage diversity of perspectives and experience?*

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

PROXY VOTING

13) What proportion of the time do you vote with or against management on shareholder resolutions, board appointments, and auditor appointments? What proportion of the time do you vote with or against management on ESG issues? How does this break down for climate, diversity, and remuneration issues?*

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

14) What proportion of all independent ESG shareholder resolutions do you support?*

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15) What proportion of remuneration packages do you vote in favour of? In your view, is the current level of executive remuneration too high, too low, or about right? How is this view reflected in your voting record on remuneration?*

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16) Have you ever co-filed an ESG-related shareholder resolution? If so, how many and with what frequency?*

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17) Have you ever voted against a director for explicitly ESG-related reasons? If so, why? If not, would you consider doing so in the future?*

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ENGAGEMENT

18) How many companies do you engage with? What proportion of your engagements focus on environmental and social issues? What are your engagement goals? Are these goals outcome/action-based (e.g. decreases in emissions or increases in number of women on the board) or means-based (reporting on emissions or number of women on the board)?*

There were 191 total engagements during 2020, across multiple sectors.

TDAM has a dedicated ESG Engagement Committee. The TDAM ESG Engagement Committee has a particular focus to promote better alignment of CEO pay and shareholder performance, as well as encourage board diversity to include at least 30% and/or three women. These goals are outcome/action based.

19) What is your policy around the escalation of engagement; how and why might this happen and what is the ultimate tool you might use (e.g. voting against board re-election, etc.)?*

While an ESG questionnaire satisfactory to Queen's has been provided by TDAM, TDAM prefers not to make some internal information available for public disclosure.

Disclosures

The information contained herein has been provided by TD Asset Management Inc. and is for information purposes only. The information has been drawn from sources believed to be reliable. Graphs and charts are used for illustrative purposes only and do not reflect future values or future performance of any investment. The information does not provide financial, legal, tax or investment advice. Particular investment, tax, or trading strategies should be evaluated relative to each individual's objectives and risk tolerance.

All products contain risk. Important information about the pooled fund trusts is contained in their offering circular, which we encourage you to read before investing. Please obtain a copy. The indicated rates of return are the historical annual compounded total returns of the funds including changes in unit value and reinvestment of all distributions. Yields, investment returns and unit values will fluctuate for all funds. All performance data represent past returns and are not necessarily indicative of future performance. Pooled Fund units are not deposits as defined by the Canada Deposit Insurance Corporation or any other government deposit insurer and are not guaranteed by The Toronto-Dominion Bank. Mutual fund strategies and current holdings are subject to change. TD *Emerald* Funds are managed by TD Asset Management Inc.

Commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. Please read the fund facts and prospectus, which contain detailed investment information, before investing. The indicated rates of return are the historical annual compounded total returns for the period indicated including changes in unit value and reinvestment of all distributions and do not take into account sales, redemption, distribution or optional charges or income taxes payable by any unitholder that would have reduced returns. Mutual funds are not guaranteed or insured, their values change frequently and past performance may not be repeated.

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