

## Directors' Statement

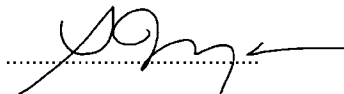
No. **01455450**

### **TORONTO DOMINION HOLDINGS (U.K.) LIMITED (the "Company")**

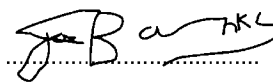
We, being all the directors of the Company, hereby confirm for the purposes of section 644(5) of the Companies Act 2006 (the "**Act**") that:

- (a) the solvency statement made by the directors of the Company on 9 May 2022, a copy of which is attached (the "**Solvency Statement**"), was made not more than 15 days prior to the date of the passing of the special resolution by the sole member of the Company in respect of the reduction of share capital of the Company under section 641 of the Act; and
- (a) the Solvency Statement was provided to the sole member of the Company in accordance with section 642(2) of the Act.

Signed by:



Stephen Joyce



Joseph Banks

Date: 9 May 2022