Statement of Work to Master Services Agreement

Dated: March 1, 2021

This Statement of Work ("**SOW**") is entered into by and between The Toronto-Dominion Bank ("**TD**") and **Markit On Demand, Inc.** ("**Supplier**"), as of the date referenced above ("**SOW Effective Date**") pursuant to the Master Services Agreement by and between TD and Supplier, dated as of May 1, 2013 (the "**Agreement**").

This SOW is subject to the terms and conditions of the Agreement, including subsequent amendments, and is made a part thereof. All capitalized terms used in this SOW, unless otherwise defined herein, shall have the same meaning as set forth in the Agreement.

1.   **Services and Deliverables**

Supplier shall perform the Services and provide the Deliverables in accordance with the requirements set forth in the Agreement, the Specifications set forth in Appendix A to this SOW.

The Software and Systems licensed for TD's use and access in connection with the Services and Deliverables include the Software and Systems set forth in Appendix A to this SOW.

2.   **Term**

The Term of this SOW and Supplier's execution of its obligations hereunder, will begin on the SOW Effective Date and will continue for a period of 24 months after the SOW Effective Date. Notwithstanding the foregoing, the Term of this SOW will end no later than the end of the Term of the Agreement and may be terminated prior to its expiration in accordance with Section 10.1 of the Agreement.

3.   **Locations**

The Services will be performed at the Supplier Facilities as set forth below:

Purpose	Address
Primary Facility **Design and Development services** [Specify TD Data located at the Facility: Licensed 3rd Partydata]	Main Office, all functions 5775 Flatiron Pkwy, Boulder, CO 80301 Application Development and Incident Management Candor TechSpace, Sector 62, Tower 6, Plot No. 02, Block-B, Noida, India Application Development Ambience Corporate Tower II, Ambience Island, Plot No. 3 9th Level - Units 1 & 2, Gurgaon, Village Nathupur, Tehsil, India

The Supplier Facilities include the facilities of the Significant Subcontracts as specified in Section 8 of this SOW.

4.   **Fees**

In full consideration of Supplier's performance of its obligations hereunder, TD shall pay Supplier Fees in the amounts specified in Exhibit 6 of the Agreement.

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5.   **Invoicing and Payment**

In accordance with Section 3.4(1)(a) of the Agreement, Supplier will invoice TD on a monthly basis for Fees and Expenses, if any, incurred in the preceding calendar month.

Supplier shall itemize such invoices, and TD shall pay such invoices, in accordance with Sections 3.4 and 3.5 of the Agreement.

TD shall not be responsible for payment of any Fees or Expenses in excess of the amounts set forth in this SOW nor for any other charges not expressly stated herein, unless otherwise mutually agreed upon signing of an additional Change Order.

6.   **Contacts / Key Personnel**

In accordance with Section 14.4 of the Agreement, the contact information for TD and Supplier (including Key Personnel of Supplier) is set forth below.

For TD:

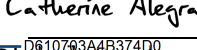| Personnel – Role/Function	Name / Contact Information
Product Manager	**Phil Clarkin** **Philip.Clarkin@td.com** 416-308-3190
Vendor Manager	Allan Lam Allan.Lam@td.com 416-858-8129

For Supplier:

Key Personnel – Role/Function	Name / Contact Information
Contract Manager	Lauren Blanchet lauren.blanchet@ihsmarkit.com 518-542-0988
Supplier Emergency Contact (Primary)	Tier 1 Support mod-noc@ihsmarkit.com 303-417-9999 ext. 8

The parties have executed this SOW by their authorized representatives below. This SOW is in effect as of the SOW Effective Date even if the signatures below are made after that date.

The Toronto-Dominion Bank

By:

Title: VP Wealth Business

Name: Richard T Wilks

Date: 3/8/2021

Markit On Demand, Inc.

By: Catherine Alegra

Title: Global Head – Markit Digital

Name: Catherine Alegra

Date: 3/8/2021

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Appendix A to Statement of Work
Specifications

1. **Description of Services and Deliverables**

    1. Mobile First Design: Explore a mobile-first design experience
        a. Scope
            i. What the user experience should be with a mobile-first initiative
            ii. Prioritizing of the 300+ pages, identifying candidates for consolidation
            iii. Effective user journeys
            iv. Site architecture
            v. Site navigation
            vi. Where and how site can be modernized
        b. Deliverables
            i. User Journey Overview
            ii. Simplified Architecture Proposal
            iii. Mobile-responsive Markets Overview (or mutually agreed upon substitute of similar scope)
                1. 1 round of wireframes
                2. 2 rounds of visual designs
            iv. Mobile-responsive Stock Overview pages (or mutually agreed upon substitute of similar scope)
                1. 1 round of wireframes
                2. 2 rounds of visual designs

    2. Mobile First MVP Phase 1: Develop the two most highly trafficked pages to explore and define mobile-first integration requirements from both TD and Supplier prior to beginning work for the entire Markets & Research site
        c. Scope
            i. Supplier will develop the mobile-first Market Overview and Stock Overview pages (or mutually agreed upon substitutes of similar scope) based on the designs created from the Mobile First Design exercise. For clarity, supplementary tabs on these pages will not be included in MVP Phase 1.
            ii. Pages to have three (3) breakpoints (desktop, mobile, tablet)
            iii. User authentication using SAML or OAuth
            iv. TD will continue using iFrame framework
        d. Deliverables
            i. User integration of two (2) mobile-ready pages
            ii. Markets Overview page (or mutually agreed upon substitute of similar scope)
            iii. Stocks Overview page (or mutually agreed upon substitute of similar scope)

    3. Mobile First Phase 2: Full mobile-ready Markets & Research site, as mutually agreed upon

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Additional Support Related Services

4. Real Time Quote Log: Daily processing and monthly reporting on real-time quotes across Markets & Research site and components, delivered to TD Waterhouse to be rolled up and reported to the exchanges.
5. Production Support: Address day-to-day operating issues via Tier I support.
6. Single Point-of-Contact for Vendors: Communication to third-party Vendors for questions and operational functions not hosted by Supplier, including escalation to Morningstar, Recognia and Refinitiv
7. Custom Administration Tool: Support for admin tool to enable report uploads, Mutual Fund buy lists and research reports (uploaded by TDSI and ARC) hosted by Supplier
8. Premium Report Processing: Support for automated processing of premium reports uploaded by TD's PAIR. Includes production support to investigate and remove reports uploaded in error.
9. News Integration: Processing and integration of multiple news feeds (including MarketWire, CNW Group) to support Market Overview, Stock and Industry specific news.
10. Project Management: Provide project management and multi-project coordination over Supplier projects for multiple TD groups.
11. Secure Site Access: Support multiple security protocols for required B2B authentication
12. Omniture tagging: Support Omniture tagging across Markets & Research and Mobile pages for TD Waterhouse internal analytics requirements.
13. Usage Reporting: Supplier will provide its standard reporting package when the Services are running in production.

2. **Acceptance Criteria**

The Services and Deliverables shall be subject to final signoff by TD prior to TD acceptance of the Service and Deliverables.

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3. WebBroker – Markit Digital (MD) SSO with SAML Token

The diagram below represents SSO execution flow. The architecture is subject to review by TD Enterprise Architecture group (GTAC) and Security team (TRMIS).

SAML SSO token – is a token generated by TD CSSP service and would contain mandatory attributes and an attribute required by MD backend (user-tier) to issue MD access token.
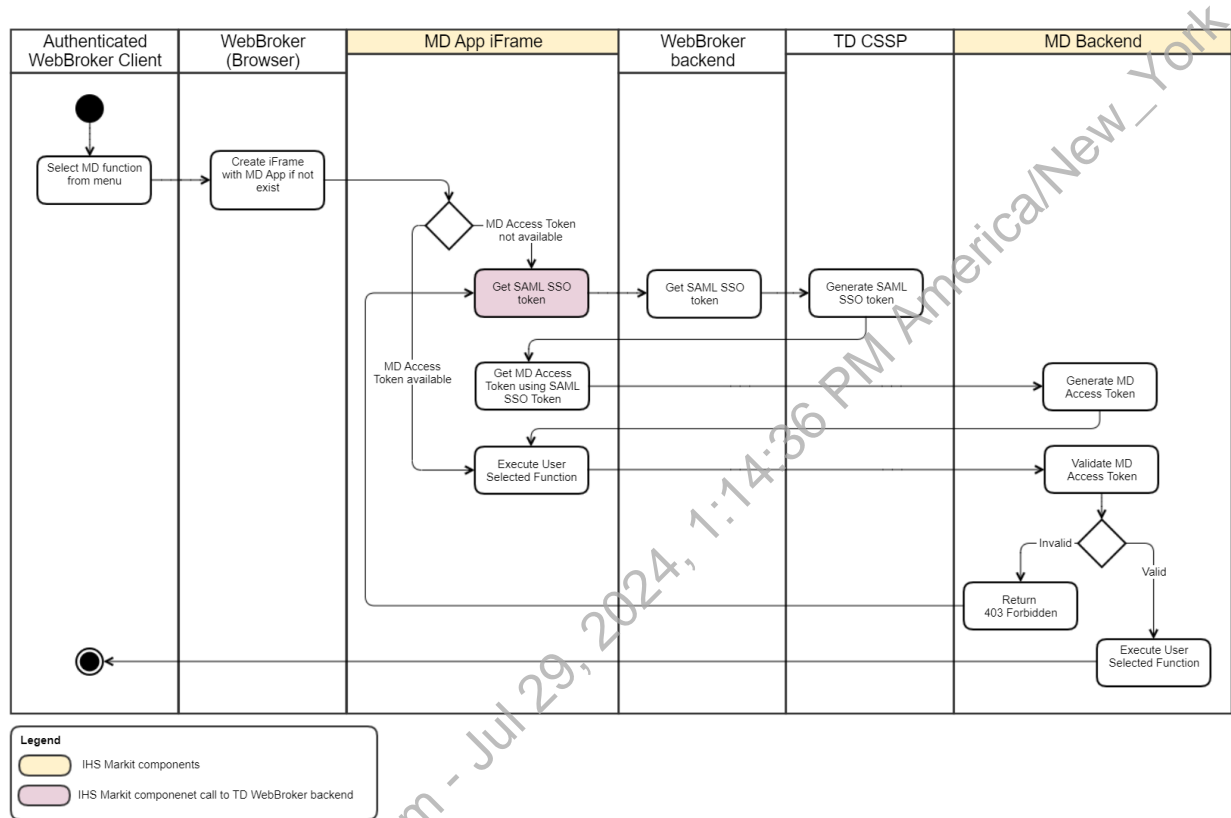
Preliminary SAML token:

```xml
<?xml version="1.0" encoding="UTF-8"?>
<saml:Assertion xmlns:saml="urn:oasis:names:tc:SAML:2.0:assertion"
ID="Hhf8Cu3iwTKmDmLAihMWArIEYps" IssueInstant="2020-10-22T18:03:44.204Z" Version="2.0">
   <saml:Issuer>
        <!-- TBD: Issuer -->
        </saml:Issuer>
   <ds:Signature xmlns:ds="http://www.w3.org/2000/09/xmldsig#">
    <ds:SignedInfo>
       <ds:CanonicalizationMethod Algorithm="http://www.w3.org/2001/10/xml-exc-c14n#"/>
       <ds:SignatureMethod Algorithm="http://www.w3.org/2001/04/xmldsig-more#rsa-sha256"/>
       <ds:Reference URI="#Hhf8Cu3iwTKmDmLAihMWArIEYps">
         <ds:Transforms>
           <ds:Transform Algorithm="http://www.w3.org/2000/09/xmldsig#enveloped-signature"/>
           <ds:Transform Algorithm="http://www.w3.org/2001/10/xml-exc-c14n#"/>
```

```
            </ds:Transforms>
            <ds:DigestMethod Algorithm="http://www.w3.org/2001/04/xmlenc#sha256"/>
            <ds:DigestValue></ds:DigestValue>
        </ds:Reference>
      </ds:SignedInfo>
      <ds:SignatureValue>
                                        <!-- signature here -->
      </ds:SignatureValue>
      <ds:KeyInfo>
        <ds:X509Data>
                                            <ds:X509Certificate>
                                                <!-- certificate here -->
                                            </ds:X509Certificate>
        </ds:X509Data>
      </ds:KeyInfo>
    </ds:Signature>
    <saml:Subject>
      <saml:NameID Format="urn:oasis:names:tc:SAML:1.1:nameid-
format:unspecified">3150684E4X6EWR5X</saml:NameID>
      <saml:SubjectConfirmation Method="urn:oasis:names:tc:SAML:2.0:cm:bearer"/>
    </saml:Subject>
    <saml:Conditions NotBefore="2020-10-22T17:58:44.204Z" NotOnOrAfter="2020-10-
22T18:33:44.204Z">
      <saml:AudienceRestriction>
        <saml:Audience>http://www.financial.com</saml:Audience>
      </saml:AudienceRestriction>
    </saml:Conditions>
    <saml:AuthnStatement AuthnInstant="2020-10-22T18:03:44.203Z"
SessionIndex="Hhf8Cu3iwTKmDmLAihMWArIEYps">
      <saml:AuthnContext>

<saml:AuthnContextClassRef>urn:oasis:names:tc:SAML:2.0:ac:classes:unspecified</saml:AuthnContextC
lassRef>
      </saml:AuthnContext>
    </saml:AuthnStatement>
    <saml:AttributeStatement>
                        <saml:Attribute Name="system|user-tier"
NameFormat="urn:oasis:names:tc:SAML:2.0:attrname-format:basic">
                            <saml:AttributeValue xmlns:xs="http://www.w3.org/2001/XMLSchema"
xmlns:xsi="http://www.w3.org/2001/XMLSchema-instance"
xsi:type="xs:string">realtime</saml:AttributeValue>
                        </saml:Attribute>
                        <!-- potential other attributes -->
    </saml:AttributeStatement>
</saml:Assertion>
```