Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(c)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material under §240.14a-12

COWEN INC.
(Name of Registrant as Specified In Its Charter)

THE TORONTO-DOMINION BANK
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee paid previously with preliminary materials.

☒ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
On August 2, 2022, (i) The Toronto-Dominion Bank ("TD") and Cowen Inc. ("Cowen") issued a joint press release regarding the proposed acquisition of Cowen by TD and (ii) TD provided supplemental information regarding the proposed acquisition in connection with presentations to its analysts and investors. The text of the press release and the investor presentation are as follows:
TD to Expand its U.S. Investment Banking Business and Capabilities with Acquisition of Cowen Inc.

Acquisition will create an integrated North American dealer, significantly accelerating TD Securities’ U.S. growth strategy

TORONTO and NEW YORK, August 2, 2022 – TD Bank Group (“TD”) (TSX: TD) and (NYSE: TD) and Cowen Inc. (“Cowen”) (NASDAQ: COWN) today announced a definitive agreement for TD to acquire Cowen in an all-cash transaction valued at US$1.3 billion, or US$39 for each share of Cowen common stock. Through this transaction, TD Securities will accelerate its long-term growth strategy in the United States by acquiring a high-quality and rapidly growing investment bank with outstanding talent and highly complementary products and services.

“Cowen is a leading independent dealer with a premier U.S. equities business and a strong, diversified investment bank that, when combined with TD Securities, will allow us to accelerate our strategic U.S. growth plans,” said Bharat Masrani, Group President and CEO, TD Bank Group. “Most importantly, the acquisition will provide new capabilities and increased depth in key business lines to meet our clients’ needs and will allow us to leverage our combined expertise, talent, and integrated offerings across a much larger client base.”

With this acquisition, TD Securities will benefit from the addition of Cowen’s 1,700 talented colleagues and its exceptional leadership team. Once the transaction closes, Jeffrey Solomon, Chair & CEO of Cowen, will join the senior leadership of TD Securities, reporting to Riaz Ahmed, President and CEO, TD Securities and Group Head, Wholesale Banking, TD Bank Group. To leverage the strength of Cowen’s brand, post-closing, parts of the combined business will be known as TD Cowen, a division of TD Securities, and will be headed by Mr. Solomon.

“At Cowen our success comes from striving to outperform in all we do by exceeding expectations and providing innovative solutions to, and partnering with, our clients. Taking this step will make us even stronger and more effective in serving their growing needs,” said Mr. Solomon. “The strategic decisions and focused investments that we have made over the last few years have positioned Cowen for this exciting next chapter of our growth. I look forward to having our exceptional talent and valued clients join the TD family. We plan to do great things together because we are aligned with our cultural values of vision, empathy, sustainability, and tenacious teamwork.”

“Together, we will have more than 6,500 professionals in 40 cities across the globe, extending our reach into new industry coverage areas and building even deeper, long-term client relationships,” added Mr. Ahmed. “I look forward to welcoming Jeff and his team to TD Securities and to the fantastic opportunities for growth we will create together.”
TD Securities and Cowen – A Leading Full-Service Investment Bank

The combined firms’ pro-forma global revenues will increase by more than a third to approximately C$6.8 billion\(^1\) with added advisory, capital markets, equity execution and industry-leading research capabilities and broadened expertise in key growth sectors. Following the closing of the transaction, TD Securities’ existing depth and breadth in global market research capabilities will benefit from Cowen’s complementary and highly diverse equity research franchise, which is positioned among the top 10 research platforms in the U.S. by both stocks under coverage and number of publishing analysts\(^2\) and includes considerable expertise in Environmental, Social and Governance research. Furthermore, TD Securities’ balance sheet and capital markets expertise are expected to bring immediate benefits to Cowen’s existing client base.

Transaction Highlights

The transaction is expected to be modestly accretive to TD’s 2023E adjusted EPS on a fully-synergized basis\(^3\) and generate approximately 14% adjusted return on invested capital on a fully-synergized run rate basis.\(^4\) The purchase price represents a 1.7 times multiple of Cowen’s tangible book value as of March 31, 2022 and a 8.1 times multiple of Cowen’s 2023E earnings.\(^5\) TD expects to achieve US$300-350 million in revenue synergies by year three. TD expects to incur total pre-tax integration and retention costs of approximately US$450 million over three years.

The transaction, which has been approved by the boards of directors of TD and Cowen, is expected to close in the first calendar quarter of 2023, and is subject to customary closing conditions, including approvals from Cowen’s stockholders and certain U.S., Canadian, and foreign regulatory authorities, including the Office of the Superintendent of Financial Institutions (OSFI), the Financial Industry Regulatory Authority (FINRA), and under the Hart-Scott-Rodino (HSR) Act.

\(^1\) TD Securities twelve-month period ended April 30, 2022; Cowen twelve-month period ended March 31, 2022, using an exchange rate of US$1.00 = C$1.28; Cowen figure only includes Economic Proceeds for the Investment Banking and Brokerage segments. Economic Proceeds is a non-GAAP financial measure used by Cowen. Please see Cowen’s 2021 Annual Report and Q1 2022 Earnings Release for a reconciliation of reported results to adjusted results. Non-GAAP financial measures and ratios used in this press release are not defined terms under IFRS (for TD Bank) or under U.S. GAAP (for Cowen) and, therefore, may not be comparable to similar terms used by other issuers.

\(^2\) Top 10 in the U.S. in stocks under coverage (excluding Keefe, Bruyette & Woods Inc. from Stifel’s stock count) and number of publishing analysts, based on Starmine as of December 2, 2021.

\(^3\) Calculated on the basis of the median analyst consensus estimate of Cowen’s Economic Income (US$102 million and US$156 million, for 2022E and 2023E, respectively) as of August 1, 2022 and assumes expected synergies are fully realized and reflects the expected impact of the sale of Schwab shares based on the median analyst consensus estimate of Schwab’s adjusted EPS (US$3.92 per share and US$4.83 per share, for 2022E and 2023E, respectively). Consensus estimates are calendarized for TD fiscal year ending October 31, 2023. Adjusted EPS is a non-GAAP financial measure. Economic Income is a non-GAAP financial measure used by Cowen.

\(^4\) Calculated on the basis of the median analyst consensus estimate of Cowen’s Economic Income (US$156 million for 2023E) and assumes expected synergies are fully realized.

\(^5\) Cowen’s 2023E earnings based on the median analyst consensus estimate of Cowen’s Economic Income of US$156 million for the fiscal year ending December 31, 2023.
To provide the capital required for the transaction, TD has sold 28.4 million non-voting common shares\(^6\) of The Charles Schwab Corporation ("Schwab") for proceeds of approximately US$1.9 billion, reducing TD’s ownership interest from approximately 13.4% to 12.0%. When combined with this share sale, the acquisition of Cowen is expected to be neutral to TD’s Common Equity Tier 1 ratio which is expected to be comfortably above 11% at closing, pro forma for the closing of TD’s acquisition of First Horizon Corporation.\(^7\)

TD’s strategy with respect to its investment in Schwab has not changed and it has no current intention to divest additional shares.

Advisors

Perella Weinberg Partners LP served as financial advisor, and Simpson Thacher & Bartlett LLP and Torys LLP served as legal advisors to TD. Ardea Partners and Perkins Advisors LLC served as financial advisors, and Cravath, Swaine & Moore LLP served as legal advisor to Cowen.

Conference call and supplemental information

TD will host a conference call on August 2, 2022 at 8:30 a.m. ET. Presentation materials will be available on the TD website at www.td.com/investor in advance of the call. A listen-only telephone line will be available at 416-641-6150 or 1-866-696-5894 (toll free) and the passcode is 2727354#.

The audio webcast will be archived at www.td.com/investor. Replay of the teleconference will be available from 5:00 p.m. ET on August 2, 2022, until 11:59 p.m. ET on August 17, 2022 by calling 905-694-9451 or 1-800-408-3053 (toll free) and the passcode is 8313844#.

About TD Bank Group

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group ("TD" or the “Bank”). TD is the fifth largest bank in North America by assets and serves more than 26 million customers in three key businesses operating in a number of locations in financial centres around the globe: Canadian Retail, including TD Canada Trust, TD Auto Finance Canada, TD Wealth (Canada), TD Direct Investing, and TD Insurance; U.S. Retail, including TD Bank, America’s Most Convenient Bank®, TD Auto Finance U.S., TD Wealth (U.S.), and an investment in The Charles Schwab Corporation; and Wholesale Banking, including TD Securities. TD also ranks among the world’s leading online financial services firms, with more than 15 million active online and mobile customers. TD had CDN$1.8 trillion in assets on April 30, 2022. The Toronto-Dominion Bank trades under the symbol “TD” on the Toronto and New York Stock Exchanges.

\(^6\) Non-voting common shares automatically convert into shares of Schwab voting common stock upon transfer to a third party.

\(^7\) Based on TD’s and Cowen’s estimated balance sheets including transaction related impacts.
About Cowen Inc.

Cowen Inc. ("Cowen") is a diversified financial services firm that provides investment banking, research, sales and trading, prime brokerage, outsourced trading, global clearing, and commission management services. Cowen also has an investment management division which offers actively managed alternative investment products. Founded in 1918, Cowen is headquartered in New York and has offices worldwide.

Caution Regarding Forward-Looking Information

This communication contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and applicable Canadian securities legislation, with respect to Cowen Inc. ("Cowen") and The Toronto-Dominion Bank’s (“TD Bank”) beliefs, plans, goals, expectations, and estimates. Forward-looking statements are not a representation of historical information, but instead pertain to future operations, strategies, financial results or other developments. The words “believe,” “expect,” “anticipate,” “intend,” “target,” “plan,” “estimate,” “should,” “likely,” “will,” “going forward,” and other expressions that indicate future events and trends identify forward-looking statements.

Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, many of which are beyond the control of Cowen and TD Bank, and many of which, with respect to future business decisions and actions, are subject to change and which could cause actual results to differ materially from those contemplated or implied by forward-looking statements or historical performance. Examples of uncertainties and contingencies include factors previously disclosed in Cowen’s and TD Bank’s respective reports filed with the U.S. Securities and Exchange Commission (the “SEC”), and TD Bank’s other filings with Canadian regulators, as well as the following factors, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between Cowen and TD Bank; the outcome of any legal proceedings that may be instituted against Cowen or TD Bank, including potential litigation that may be instituted against Cowen or its directors or officers related to the proposed transaction or the definitive merger agreement between Cowen and TD Bank to the proposed transaction; the timing and completion of the transaction, including the possibility that the proposed transaction will not close when expected or at all because required regulatory, shareholder or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all, or are obtained subject to conditions that are not anticipated; interloper risk; the risk that any announcements relating to the proposed combination could have adverse effects on the market price of the common stock of either or both parties to the combination; the possibility that the anticipated benefits of the transaction will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies, or as a result of economic and competitive factors in the areas where Cowen and TD Bank do business; certain restrictions during the pendency of the merger that may impact the parties’ ability to pursue certain business opportunities or strategic transactions; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, diversion of management’s attention from ongoing business operations and opportunities; failing to retain key talent of Cowen after the announcement or completion of the transaction; reputational risk and potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction; Cowen and TD Bank success in executing their respective business plans and strategies and managing the risks involved; currency and interest rate fluctuations; success of
hedging activities; material adverse changes in economic and industry conditions, including the availability of short and long-term financing; general competitive, economic, political and market conditions, including difficult market conditions, market disruptions and volatility; the inability to sustain revenue and earnings growth; inflation; the impact, extent and timing of technological changes; capital management activities; the Office of the Superintendent of Financial Institution’s and other regulators’ legislative and regulatory actions and reforms; the pandemic created by the outbreak of COVID-19 and its variants, and resulting effects on economic conditions, restrictions imposed by public health authorities or governments, fiscal and monetary policy responses by governments and financial institutions, and disruptions to global supply chains; and other factors that may affect future results of Cowen and TD Bank.

Assumptions about Cowen and TD Bank’s current and expected financial performance (including balance sheet, income statement and regulatory capital figures), expected capital availability for the proposed transaction, expected closing date of the proposed transaction, expected synergies (and timing to achieve), integration and restructuring costs, assumed purchase price accounting (including fair value marks), costs of financing, foreign exchange rates, and future regulatory capital requirements, including the Office of the Superintendent of Financial Institutions’ announced Basel III reforms effective in the second quarter of fiscal 2023, were considered by TD Bank in estimating its expected return on invested capital, adjusted EPS accretion and/or TD Bank’s expected regulatory capital ratios. Examples of material assumptions made by TD Bank in the forward-looking statements, including TD Bank’s expectations regarding the costs and financial impact of the transaction, include assumptions regarding Cowen’s future net income, transaction costs, transaction process, timeline to close and/or integrate the acquisition, expected synergies, expected value of certain lines of business in the event of a divestiture, future TD Bank capitalization, tax rate, currency conversion rate, and financial results. Assumptions about TD Bank’s integration plan, the efficiency and duration of integration and the alignment of organizational responsibilities were material factors TD Bank considered in estimating integration costs.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. Additional factors that could cause results to differ materially from those contemplated by forward-looking statements can be found in Cowen’s Annual Report on Form 10-K for the year ended December 31, 2021, and in its subsequent Quarterly Reports on Form 10-Q filed with the SEC and available in the “Investor Relations” section of Cowen’s website, under the heading “SEC Filings” and in other documents Cowen files with the SEC, and in TD Bank’s Annual Report on Form 10-K for the year ended October 31, 2021 filed with the SEC and available in the “Investor Relations” section of TD Bank’s website, www.td.com, and in other documents TD Bank files with the SEC (available at www.sec.gov) and applicable securities regulators in Canada (available at www.sedar.com). All such factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, should be considered carefully when making decisions with respect to Cowen and TD Bank.

Any forward-looking statements contained in this document represent the views of Cowen and TD Bank only as of the date hereof and are presented for the purpose of assisting their respective shareholders and analysts in understanding the terms of the transaction and Cowen’s and TD Bank’s objectives and assumptions and may not be appropriate for other purposes. Neither Cowen nor TD Bank undertakes to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.
Important Other Information

In connection with the proposed transaction, Cowen intends to file relevant materials with the SEC, including a proxy statement on Schedule 14A.

This communication does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval. SHAREHOLDERS OF COWEN ARE URGED TO READ, WHEN AVAILABLE, ALL RELEVANT DOCUMENTS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) FILED WITH THE SEC, INCLUDING COWEN’S PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT COWEN AND THE PROPOSED TRANSACTION.

Investors and shareholders of Cowen will be able to obtain a free copy of the proxy statement as well as other relevant documents filed with the SEC without charge at the SEC’s website (http://www.sec.gov). Copies of the proxy statement and the filings with the SEC that will be incorporated by reference in the proxy statement can also be obtained, without charge, by directing a request to Owen Littman at Owen.Littman@cowen.com.

Participants in the Solicitation

TD Bank and Cowen and certain of its directors, executive officers and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Information regarding Cowen’s directors and executive officers is available in the proxy statement for its 2021 annual meeting of shareholders, which was filed with the SEC on May 17, 2022, and certain of its Current Reports on Form 8-K. Other information regarding the participants in the solicitation of proxies in respect of the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC. Free copies of these documents, when available, may be obtained as described in the preceding paragraph.

For further information contact:

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TD Bank Group
TD to Acquire Cowen
August 2, 2022
Caution Regarding Forward-Looking Statements & Non-GAAP Financial Measures

Forward-Looking Statements

This communication contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, (the "Exchange Act") and Section 21E of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Canadian securities laws. This communication includes forward-looking statements regarding, among other things, the proposed transaction and the anticipated effects of the proposed transaction on Cowen and TD Bank. Factors that could cause actual results to differ materially from forward-looking statements include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the right of either of the parties to terminate the definitive agreement of merger between Cowen and TD Bank; the receipt of any required regulatory approvals, consents or other governmental or third-party approvals; the availability of and cost of sources of financing; the prevailing economic, political and regulatory conditions in the United States and Canada, and in other countries in which the parties or their respective subsidiaries operate; the ability of Cowen to sell or refinance its existing mortgage loan portfolio in the ordinary course of business and in accordance with its business plan; the availability, terms and conditions of any required financings, including the terms and conditions of any debt financing; the ability of Cowen to satisfy any conditions to closing, including, but not limited to, obtaining any necessary regulatory approvals; the ability to consummation of the proposed transaction; the ability of Cowen to retain and motivate its key personnel; the risk that any transactions, whether planned or unplanned, may result in the diversion of management’s attention from ongoing business operations and opportunities; the risk that the integration of Cowen and TD Bank will be more costly or time-consuming than expected, or will not produce the expected benefits and synergies, or will disrupt existing relationships with third parties; the ability of each party to enforce its rights under the definitive agreement of merger; the ability of Cowen to realize the anticipated benefits of the proposed transaction and any future business opportunities; the ability to maintain key relationships with customers; and the ability to retain and motivate employees in the post-transaction period. In connection with the proposed transaction, TD Bank will file a registration statement on Form S-4 and a proxy statement with the SEC, and Cowen will file a preliminary prospectus with the SEC, which will contain important information about the Cowen and TD Bank merger and the proposed transaction. Shareholders and prospective investors are urged to read TD Bank’s registration statement, proxy statement and other documents that will be filed with the SEC, because they will contain important information about Cowen and TD Bank and the proposed transaction. Cowen’s and TD Bank’s Annual Reports on Form 10-K for the year ended December 31, 2021, and Cowen’s and TD Bank’s Quarterly Reports on Form 10-Q for the quarter ended September 30, 2022, any subsequent amendments or supplements thereto, and the definitive agreement of merger, are available on the SEC’s website, www.sec.gov. Shareholders and prospective investors are urged to read the definitive agreement of merger and these filings carefully. Any forward-looking statements speak only as of the date hereof. Cowen and TD Bank expressly disclaim any obligation to update or revise any forward-looking statements for any reason, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures

TD Bank’s results and measures in this document are presented as International Financial Reporting Standards (IFRS) basis and on an U.S. Generally Accepted Accounting Principles (U.S. GAAP) basis for Cowen. TD Bank refers to results, proposes in certain instances between IFRS and U.S. GAAP as the "reported" results, non-GAAP financial measures and ratios used in this presentation, such as "economic income" and "economic profit," are not intended to substitute for IFRS or U.S. GAAP measures of performance. The guidance is presented on a "pro forma," "subject to" or "as if" basis, and the actual results may be different from the guidance. Certain measures may not be comparable to similar measures used by other companies or used in the financial reports of Cowen or TD Bank, and may not be comparable across industries due to differences in operating structures, capital structures and applicable accounting standards. In addition, some of these financial measures may not be presented in any financial statements, and may not be comparable to similar financial measures presented by other companies. To the extent that the financial measures presented in this document are based on actual or projected results, and are expected that the methodology/applicability analysis to estimate these metrics would be consistent with TD Bank’s methodology. For illustrative purposes, an example of TD Bank’s reconciliation is available in Sedar at www.sedar.com.

Important Other Information

In connection with the proposed transaction, Cowen intends to file materials related to the merger, including a proxy statement on Schedule 14A. This communication does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of a vote or approval. SHAREHOLDERS OF COWEN, INC. ARE URGED TO READ, WHEN AVAILABLE, ALL RELEVANT DOCUMENTS FILED BY COWEN AND TD BANK WITH THE SEC, INCLUDING COWEN’S PROXY STATEMENT, COWEN’S SCHEDULE 14A, AND TD BANK’S PROSPECTUS SUPPLEMENT, WHICH WILL BE MADE AVAILABLE FREE OF CHARGE AT WWW.SEDAR.COM FOR CANADIAN INVESTORS. SHAREHOLDERS ARE ENCOURAGED TO REVIEW THE PROXY STATEMENT AND THE MATERIALS THEY RECEIVE IN CONNECTION WITH THE PROPOSED TRANSACTION CAREFULLY AND TO MAKE THEIR OWN DECISIONS ABOUT JOINING IN THE PROPOSED TRANSACTION.

Participants in the transaction

TD Bank, Cowen and certain of their directors, officers and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Information regarding Cowen’s directors, officers and employees participating in the solicitation, and the beneficial ownership of their shares of Cowen’s common stock, will be set forth in the joint proxy statement/prospectus that will be filed with the SEC. Copies of these documents, when available, may be obtained free of charge on Cowen’s website, www.cowen.com.
Strategic Expansion of TD Securities' U.S. Capabilities & Scale Accelerates Growth

- Combination with Cowen positions TD Securities as an integrated dealer with strong presence in corporate & investment banking and global markets
- Full suite of products and services allows TD Securities to compete more effectively and accelerates growth across the dealer
- In order to leverage the strength of Cowen’s brand, parts of the combined business will be known as TD Cowen, a division of TD Securities, which will be led by Jeffrey Solomon

Cowen is a Premier U.S. Equities and Research Platform

- Leading independent equities brokerage with broad client coverage and offerings
- Best-in-class U.S. equity sales, trading and execution capability with growing non-U.S. execution business
- Top 10 investment research platform is one of the largest and most diverse in the industry, covering 985 securities representing 40% of the S&P 500, supported by ESG, policy and thematic research

Adds Scale and Industry Expertise in U.S. Capital Markets and M&A Advisory

- Adds a strong, diversified investment banking business and deep relationships with corporate and middle-market financial sponsor clients across important growth sectors
- Brings strong equity capital markets, M&A and overall financing advisory expertise

Financially Attractive and Enhances Long-Term Growth

- Expected to generate approximately 14% adjusted ROIC on a fully-synergized run rate basis
- Cowen has grown revenue by over 25% on an annualized basis over the past decade, resulting in a platform with substantial earnings power that, on a pro forma basis, is expected to increase TD Securities’ revenue by over a third
- Enhances TD Securities’ growth and further diversifies and accelerates TD’s long-term earnings growth

Strong Cultural Alignment and Shared Growth Aspirations

- Teams share a strong commitment to customers, communities and colleagues, supported by a disciplined risk culture
- TD Securities and Cowen leadership teams are aligned on a shared vision for the future of the combined organization, and have a track record of driving growth and successfully integrating acquisitions

Source: Company filings, S&P Global Market Intelligence

1. Cowen's number of securities covered as of June 30, 2022. Top 10 in the U.S. in stocks under coverage (excluding Kwik, Agresta & McInnes Inc. from S&P's stock counts) and number of publishing analysts based on Bloomberg as of December 2, 2021
2. Calculated on the basis of the median analyst consensus estimate of Cowen's Economic Income (US$166 million for 2022) and assumes expected synergies are fully realized. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11
3. Cowen's twelve-month periods ended March 31, 2021 – March 30, 2022. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11
4. TD’s twelve-month period ended April 30, 2022. Cowen’s twelve-month period ended March 31, 2022. Cowen figures include only Economic Provisions for the Investment Banking and Brokerage segments. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11
# Acquisition of Cowen Creates a Leading Integrated North American Dealer

<table>
<thead>
<tr>
<th>New Capabilities</th>
<th>TD Securities</th>
<th>TD Securities</th>
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<tbody>
<tr>
<td>Equity Capital Markets</td>
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<td>Equity Sales, Trading &amp; Execution</td>
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<td>Equity Research</td>
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<tr>
<td>Increased Depth</td>
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<td>Leveraged Finance &amp; Private Capital</td>
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<td>Global Transaction Banking</td>
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### Creates Expanded Wholesale Platform with Significant Global Growth Potential

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<thead>
<tr>
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<th>TD Securities</th>
<th>COWEN</th>
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<tbody>
<tr>
<td><strong>Global Revenue</strong></td>
<td>C$4.8 Billion</td>
<td>C$2.0 Billion$^{2,3}$</td>
<td>C$6.8 Billion$^3$</td>
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<td>40$^4$</td>
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<td>~1,700</td>
<td>More than 6,500</td>
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</tr>
</tbody>
</table>

Source: Company filings

Notes:
1. TD twelve-month period ended April 30, 2022; Cowen twelve-month period ended March 31, 2022
2. Reflects exchange rate of USD 0.00 = C$1.28 as of August 1, 2022
3. Cowen figure includes only Economic Principle for the Investment Banking and Brokerage segments. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11
4. Excludes overlap
5. Represents the office Managing Directors and above
... Allowing the Combined Organization to Better Serve its Clients

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<th>Equities</th>
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</thead>
</table>
| ■ Adds Cowen’s U.S. equities capabilities to TD Securities’ global sales, trading and execution platform  
■ Strength of combined algorithmic trading operation creates top-tier offering across multiple venues  
■ Accelerates growth of combined prime services business | ■ Creates a North American research leader, with approximately 1,300 companies under coverage, supported by strong ESG, policy and thematic research  
■ Cowen’s research footprint creates new areas of growth and potential to deepen relationship with TD Securities’ client base | ■ Creates integrated equity capital markets platform to support issuers across borders and markets  
■ Increases opportunity for equity, leveraged finance and debt capital markets revenue from expanded corporate and financial sponsor coverage | ■ Combined platform offers broader industry sector expertise with extensive cross-border advisory capabilities  
■ Broadens suite of services to support important corporate and financial sponsor client base  
■ Cowen’s growing European presence extends TD Securities’ reach in the region | ■ Leverages TD’s strong balance sheet and transaction banking capabilities to support Cowen’s extensive client base  
■ Private credit advisory solution broadens TD Securities’ product offering and increases opportunities to support clients of TD Bank, America’s Most Convenient Bank® | ■ Grows client base for TD Securities’ global fixed income, currency and commodity offerings  
■ Cowen’s client base gains access to an expanded range of products and services to support their growth |
Shared Vision for Culture and Talent Will Drive Success of Combined Organization

**TD Framework**
- Execute
- Own
- Innovate
- Think Customer
- Develop

**Cowen’s Core Values**
- Vision
- Empathy
- Sustainability
- Tenacious Teamwork

**Culture**
- TD Securities and Cowen are purpose-driven and forward-focused
- Organizations share a winning culture of teamwork and entrepreneurialism
- Collaborative spirit will drive combined organization to serve client needs

**Talent**
- Combined TD Securities and the new TD Cowen have a wealth of talent at all levels to support future growth
- Diverse and inclusive culture will create a space for employees to thrive
## Transaction Summary

### Purchase Price and Consideration
- US$39.00 per common share / US$1.3 billion in aggregate
- 100% cash consideration
- Represents 1.7x Cowen tangible book value and 8.1x Cowen 2023E earnings of US$156 million

### Sources of Capital and Financial Impact
- Transaction expected to be CET1 capital neutral when combined with the sale of 28.4 million non-voting common shares of The Charles Schwab Corporation ("Schwab") for aggregate proceeds of approximately US$1.9 billion. CET1 ratio expected to comfortably exceed 11% at closing.
- Expected to be modestly accretive to 2023E adjusted EPS on a fully-synergized basis.
- Expected to generate approximately 14% adjusted ROIC on a fully-synergized run rate basis.

### Synergies and Integration
- Substantial estimated revenue synergies of US$300 million - US$350 million, adding approximately US$100 million in net income by year three.
- Organizational structure and integrated client coverage model will be in place at closing, with systems integration following thereafter.
- Pre-tax integration and retention costs are estimated to be US$450 million over three years.
- Transaction is not expected to have an impact on cost or timing of pending acquisition of First Horizon.

### Regulatory Approvals and Timing
- Subject to customary closing conditions, including approvals from Cowen’s shareholders and certain U.S., Canadian and foreign regulatory authorities, including the Office of the Superintendent of Financial Institutions (OSFI), the Financial Industry Regulatory Authority (FINRA) and under the Hart-Scott-Rodino (HSR) Act.
- Anticipated closing in the first calendar quarter of 2023.

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**Source:** Company filings, S&P Global Market Intelligence

**Note:** Market data as of August 1, 2022; reflects exchange rate of US$1.00 = C$1.28

1. Cowen tangible book value as of March 31, 2022; Cowen 2023E earnings based on the median analyst consensus estimate of Cowen’s Economic Income for 2023E as of August 1, 2022. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11.

2. Non-voting common shares automatically convert into voting common shares upon transfer to third party.

3. Based on TD’s and Cowen’s estimated balance sheets including transaction related impacts and assuming that the transaction closes after the acquisition of First Horizon Corporation ("First Horizon").

4. Calculated on the basis of the median analyst consensus estimate of Cowen’s Economic Income as of August 1, 2022 (US$181 million and US$196 million, for 2022 and 2023, respectively) and assumes expected synergies are fully realized and reflects expected impact of the sale of Schwab shares based on the median analyst consensus estimate of Schwab’s adjusted EPS as of August 1, 2022 (US$1.95 per share and US$4.83 per share, for 2022 and 2023, respectively). Consensus estimates are calendarized for TD fiscal year ending October 31, 2022. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11.

5. Calculated on the basis of the median analyst consensus estimate of Cowen’s Economic Income (US$106 million for 2022) and assumes expected synergies are fully realized. Adjusted results are non-GAAP and defined on page 2. For further information, please see the Glossary on page 11.
TD to Acquire Cowen

Positions TD Securities as an Integrated Dealer with Full Suite of Cross-Border Capabilities

Cowen is a Premier U.S. Equities and Research Platform

Adds Scale and Industry Expertise in U.S. Capital Markets and M&A Advisory

Financially Attractive and Enhances Long-Term Growth

Strong Cultural Alignment and Shared Growth Aspirations
Glossary of Financial Terms

- **Adjusted Results**: The forward-looking estimated adjusted results presented in this document are based on median analyst consensus estimates of TD Bank’s, Cowen’s and Schwab’s future adjusted results, and we caution that the methodology applied by analysts to estimate those results may not be consistent with TD Bank’s methodology. For illustrative purposes, an example of TD Bank’s reconciliation of reported results to adjusted results is available in TD Bank’s Q2 2022 MD&A.

- **Common Equity Tier 1 (CET1) Capital**: This is a primary Basel III capital measure comprised mainly of common equity, retained earnings and qualifying noncontrolling interest in subsidiaries. Regulatory deductions made to arrive at the CET1 Capital include goodwill and intangibles, unconsolidated investments in banking, financial, and insurance entities, deferred tax assets, defined benefit pension fund assets, and shortfalls in allowances.

- **Common Equity Tier 1 (CET1) Capital Ratio**: CET1 Capital ratio represents the predominant measure of capital adequacy under Basel III and equals CET1 Capital divided by RWA. This measure has been calculated in accordance with OSFI’s Capital Adequacy Requirements guidelines.

- **Economic Income**: Economic Income is a non GAAP financial measure calculated by making the following income statement adjustments to net income (loss) attributable to Cowen common stockholders: (i) US GAAP income tax expense (benefit), (ii) amortization of discount premium on debt, (iii) goodwill and/or other impairment, (iv) debt extinguishment gain (loss) and/or accelerated debt costs, (v) bargain purchase gain, (vi) contingent liability adjustments, (vii) acquisition related amounts, and (viii) preferred stock dividends, then deducting economic income tax expense and preferred stock dividends.

- **Economic Proceeds**: A non GAAP financial measure calculated as Revenues and Other Income (Loss) minus (i) underwriting expenses, (ii) reimbursable client expenses, (iii) securities financing interest expense, (iv) fund start-up costs, distribution and other fees, (v) certain equity method investments, (vi) carried interest, (vii) proprietary trading gains and losses, (viii) insurance related activities expenses, and (ix) facilitation trading gains and losses (loss) attributable to Cowen common stockholders.

- **Return on Invested Capital (ROIC)**: A non-GAAP performance measure calculated by dividing adjusted net income attributable to common shareholders by the average invested capital, which includes the required Common Equity Tier 1 (CET1) capital on risk weighted assets plus goodwill and transaction-related intangibles, net of associated deferred tax liabilities.

- **Risk-Weighted Assets (RWA)**: Assets calculated by applying a regulatory risk-weight factor to on and off-balance sheet exposures. The risk-weight factors are established by the OSFI to convert on and off-balance sheet exposures to a comparable risk level.