	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series S	Floating Rate Preferred Shares, Series T	5-Year Rate Reset Preferred Shares, Series Y	Floating Rate Preferred Shares, Series Z
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 60 9	891145 72 4	891145 70 8	891145 71 6
3	Governing law(s) of the instrument	Canada	Canada	Canada	Canada
	Regulatory treatment				
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Ineligible	Ineligible	Ineligible	Ineligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares		Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$134		\$137	\$112
9	Par value of instrument	\$25		\$25	\$25
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	June 11, 2008		July 16, 2008	October 31, 2013
12	Perpetual or dated	Perpetual		Perpetual	Perpetual
13	Original maturity date	NA		NA	NA NA
14		Yes	Yes	Yes	Yes
	Issuer call subject to prior supervisory approval				
15	Optional call date, contingent call dates and redemption amount	Jul 31, 2013 at \$25.00		Oct 31, 2013 at \$25.00	On or after Oct 31, 2013 at \$25.50
16	Subsequent call dates, if applicable	On Jul 31 every 5 years thereafter at \$25.00		On Oct 31 every 5 years thereafter at \$25.00	On Oct 31, 2018 and on Oct 31 every 5 years thereafter at \$25.00
	Coupons/dividends				
17	Fixed or floating dividend/coupon *	Fixed	Floating	Fixed	Floating
17	Fixed of floating dividend/coupon	i ixed	90 day Treasury Bill Rate + 1.60%, Reset	i ixeu	90 day Treasury Bill Rate + 1.68%, Reset
18	Coupon rate and any related index *	3.371%	Quarterly	3.5595%	Quarterly
19	Existence of a dividend stopper	Yes	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No	No No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23					
24	Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s)	Non-convertible NA	Non-convertible NA	Non-convertible NA	Non-convertible NA
25	If convertible, fully or partially	NA NA	NA NA	N A	NA NA
26	If convertible, conversion rate	NA	NA	NA .	NA
26 27	If convertible, conversion rate If convertible, mandatory or optional conversion		NA		
26 27 28	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into	NA NA	NA NA	NA NA	NA NA
26 27 28 29	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into	NA NA	NA NA	NA NA	NA NA
26 27 28 29 30	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature	NA NA NA NA NO	NA NA NA NA NO	NA NA NA NO	NA NA NA NO
26 27 28 29 30 31	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s)	NA NA NA NO NO	NA NA NA NO NO	NA NA NA No No	NA NA NA NO NO
26 27 28 29 30 31 32	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, tull or partial	NA NA NA NO NA NA	NA NA NA NO NA NA	NA NA NA No NA NA	NA NA NA NO NA NA
26 27 28 29 30 31 32 33	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, permanent or temporary	NA NA NA NO NA NA NA	NA NA NO NO NA NA NA	NA NA NA No NA NA NA	NA NA NO NO NA NA NA
26 27 28 29 30 31 32	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism	NA NA NA NO NA NA NA	NA NA NA NO NA NA NA NA NA NA NA	NA NA NA NO NO NA NA NA NA	NA NA NA NO NO NO NA NA NA NA
26 27 28 29 30 31 32 33 34	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	NA NA NA NO NA NA NA	NA N	NA NA NA No NA NA NA	NA MA
26 27 28 29 30 31 32 33 34 35 36	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, tull or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type	NA N	NA N	NA NA NA NO NA NA NA NA NA NA NA NA Subordinated Debt (see Subordinated Debt	NA Subordinated Debt (see Subordinated Debt

^{*} Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).
 Some of TD's outstanding preferred shares are convertible into different series of preferred shares.

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 1	5-Year Rate Reset Preferred Shares, Series 3	5-Year Rate Reset Preferred Shares, Series 5
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2		891145 69 0	891145 67 4	891145 65 8
3	Governing law(s) of the instrument	Canada	Canada	Canada
	Regulatory treatment			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5		Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$500	\$500	\$500
9		\$25	\$25	\$25
10		Shareholders' equity	Shareholders' equity	Shareholders' equity
11		June 4, 2014	July 31, 2014	December 16, 2014
12		Perpetual	Perpetual	Perpetual
13		NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	Oct 31, 2019 at \$25.00	Jul 31, 2019 at \$25.00	Jan 31, 2020 at \$25.00
16	Subsequent call dates, if applicable	On Oct 31 every 5 years thereafter	On Jul 31 every 5 years thereafter	On Jan 31 every 5 years thereafter
1		at \$25.00	at \$25.00	at \$25.00
1				
	Coupons/dividends			
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
18	Coupon rate and any related index *	3.90%	3.80%	3.75%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
1		Upon the occurrence of a Trigger Event, each outstanding Series 1	Upon the occurrence of a Trigger Event, each outstanding Series 3	Upon the occurrence of a Trigger Event, each outstanding Series 5
1		Share will be converted into a number of common shares equal to	Share will be converted into a number of common shares equal to	Share will be converted into a number of common shares equal to
	If any antible conversion rate	(Multiplier x Share Value) / Conversion Price. Refer to prospectus for	(Multiplier x Share Value) / Conversion Price. Refer to prospectus for	(Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26 27		further details Mandatory	further details Mandatory	further details Mandatory
28 29		Common Shares The Toronto-Dominion Bank	Common Shares The Toronto-Dominion Bank	Common Shares The Toronto-Dominion Bank
30		No	No	No
31		INA	NA	NA
31		INA	NA NA	NA NA
33		INA NA	NA	INA
33		INA INA	NA NA	INA INA
34	If temporary write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type	ING.	INA	ING.
35	immediately senior to instrument)		Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36		No	No	No
37	If yes, specify non-compliant features	N/A	N/A	N/A

^{*} Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

The information contained in this document is up to date as of December 1, 2016

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).
Some of TD's outstanding preferred shares are convertible into different series of preferred shares.

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 7	5-Year Rate Reset Preferred Shares, Series 9	Non-Cumulative Fixed Rate Preferred Shares, Series 11
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 63 3	891145 61 7	891145 58 3
3	Governing law(s) of the instrument	Canada	Canada	Canada
	Regulatory treatment			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$349	\$200	\$150
9	Par value of instrument	\$25	\$25	\$25
	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	March 10, 2015	April 24, 2015	July 21, 2015
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
	Optional call date, contingent call dates and redemption amount	July 31, 2020 at \$25.00	October 31, 2020 at \$25.00	October 31, 2020 at \$26.00
16	Subsequent call dates, if applicable	On Jul 31 every 5 years thereafter	On Oct 31 every 5 years thereafter	October 31, 2021 at \$25.75
		at \$25.00	at \$25.00	October 31, 2022 at \$25.50
				October 31, 2023 at \$25.25
ш				October 31, 2024 and thereafter at \$25.00
ш	Coupons/dividends			
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
18	Coupon rate and any related index *	3.60%	3.70%	4.90%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event
24	If convertible, conversion trigger (s) If convertible, fully or partially	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or oplitical subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
25 26	If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
24 25 26 27	If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate If convertible, mandatory or optional conversion	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event. Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event. Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory
24 25 26 27 28	If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or opilitical subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (fultibiler x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares
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24 25 26 27 28 29 30 31 32 33 34 35	If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)
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^{*} Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

The information contained in this document is up to date as of December 1, 2016

The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).
 Some of TD's outstanding preferred shares are convertible into different series of preferred shares.

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 12	5-Year Rate Reset Preferred Shares, Series 14
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 57 5	891160 66 5
3	Governing law(s) of the instrument	Canada	Canada
	Pagulatan, traatment		
_	Regulatory treatment	Additional Ties 4	Additional Tips 4
5	Transitional Basel III rules Post-transitional Basel III rules	Additional Tier 1 Eligible	Additional Tier 1 Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$699	\$999
9	Par value of instrument	\$25	\$25
10	Accounting classification	Shareholders' equity	Shareholders' equity
11	Original date of issuance	January 14, 2016	September 8, 2016
12	Perpetual or dated	Perpetual	Perpetual
13	Original maturity date	NA	NA NA
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	April 30, 2021 at \$25.00	October 31, 2021 at \$25.00
16	Subsequent call dates, if applicable	On Apr 30 every 5 years thereafter	On Oct 31 every 5 years thereafter
	oubodaon our dutos, i approuble	at \$25.00	at \$25.00
			·
	Coupons/dividends		
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	5.50%	4.85%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible
24	If convertible, conversion trigger (s)	a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
		Upon the occurrence of a Trigger Event, each outstanding Series 12	Upon the occurrence of a Trigger Event, each outstanding Series 12
		Share will be converted into a number of common shares equal to	Share will be converted into a number of common shares equal to
	Managed the consequences		(Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	further details Mandatory	further details Mandatory
27	If convertible, mandatory or optional conversion	Common Shares	Common Shares
28 29	If convertible, specify instrument type convertible into	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	If convertible, specify issuer of instrument it converts into Write-down feature	No	No
31	If write-down, write-down trigger (s)	INA	NA NA
32	If write-down, write-down trigger (s) If write-down, full or partial	INA	NA NA
33	If write-down, full or partial If write-down, permanent or temporary	NA NA	NA NA
34	If temporary write-down, permanent or temporary If temporary write-down, description of write-down mechanism	INA	NA NA
34	Position in subordination hierarchy in liquidation (specify instrument type	I W S	1973
35	immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	No	No
37	If yes, specify non-compliant features	IN/A	N/A
31	ii yes, specify non-compliant reatures	14// (TW/

^{*} Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

The information contained in this document is up to date as of December 1, 2016

The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).
 Some of TD's outstanding preferred shares are convertible into different series of