



TD Bank Group Investor Presentation

Q4 2016

Caution Regarding Forward-Looking Statements



From time to time, the Bank (as defined in this document) makes written and/or oral forward-looking statements, including in this document, in other filings with Canadian regulators or the United States (U.S.) Securities and Exchange Commission (SEC), and in other communications. In addition, representatives of the Bank may make forward-looking statements orally to analysts, investors, the media and others. All such statements are made pursuant to the "safe harbour" provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in this document, including in the Management's Discussion and Analysis ("2016 MD&A") under the heading "Economic Summary and Outlook", for each business segment under headings "Business Outlook and Focus for 2017", and in other statements regarding the Bank's objectives and priorities for 2017 and beyond and strategies to achieve them, the regulatory environment in which the Bank operates, and the Bank's anticipated financial performance. Forward-looking statements are typically identified by words such as "will", "should", "believe", "expect", "anticipate", "intend", "estimate", "plan", "may", and "could".

By their very nature, these forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the physical, financial, economic, political, and regulatory environments, such risks and uncertainties – many of which are beyond the Bank's control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause, individually or in the aggregate, such differences include: credit, market (including equity, commodity, foreign exchange, and interest rate), liquidity, operational (including technology and infrastructure), reputational, insurance, strategic, regulatory, legal, environmental, capital adequacy, and other risks. Examples of such risk factors include the general business and economic conditions in the regions in which the Bank operates; the ability of the Bank to execute on key priorities, including the successful completion of acquisitions and dispositions, business retention plans, and strategic plans, and to attract, develop and retain key executives; disruptions in or attacks (including cyber-attacks) on the Bank's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behaviour to which the Bank is exposed; the failure of third parties to comply with their obligations to the Bank or its affiliates, including relating to the care and control of information; the impact of new and changes to, or application of, current laws and regulations, including without limitation tax laws, risk-based capital guidelines and liquidity regulatory guidance; the overall difficult litigation environment, including in the U.S.; increased competition, including through internet and mobile banking and non-traditional competitors; changes to the Bank's credit ratings; changes in currency and interest rates (including the possibility of negative interest rates); increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies, and methods used by the Bank; existing and potential international debt crises; and the occurrence of natural and unnatural catastrophic events and claims resulting from such events. The Bank cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank's results. For more detailed information, please refer to the "Risk Factors and Management" section of the 2016 MD&A, as may be updated in subsequently filed quarterly reports to shareholders and news releases (as applicable) related to any transactions or events discussed under the heading "Significant Events" in the relevant MD&A, which applicable releases may be found on www.td.com. All such factors should be considered carefully, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, when making decisions with respect to the Bank and the Bank cautions readers not to place undue reliance on the Bank's forward-looking statements.

Material economic assumptions underlying the forward-looking statements contained in this document are set out in the 2016 MD&A under the headings "Economic Summary and Outlook", and for each business segment, "Business Outlook and Focus for 2017", each as may be updated in subsequently filed quarterly reports to shareholders.

Any forward-looking statements contained in this document represent the views of management only as of the date hereof and are presented for the purpose of assisting the Bank's shareholders and analysts in understanding the Bank's financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake 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.

TD Bank Group – Key Themes



1 Top 10 North American Bank

6th largest bank
by Total Assets¹
6th largest bank
by Market Cap¹

2 Proven Performance

Delivering
top tier long
term shareholder
returns²

3 Strong Balance Sheet and Capital Position

Highly rated
by major credit
rating agencies

4 Focus on Growth Opportunities

Targeting **7-10%**
adjusted EPS
growth over the
medium term³

1. See slide 6.
2. See slide 12.
3. See slide 4, footnote 3, for definition of adjusted results.

TD Snapshot



Our Businesses

Canadian Retail

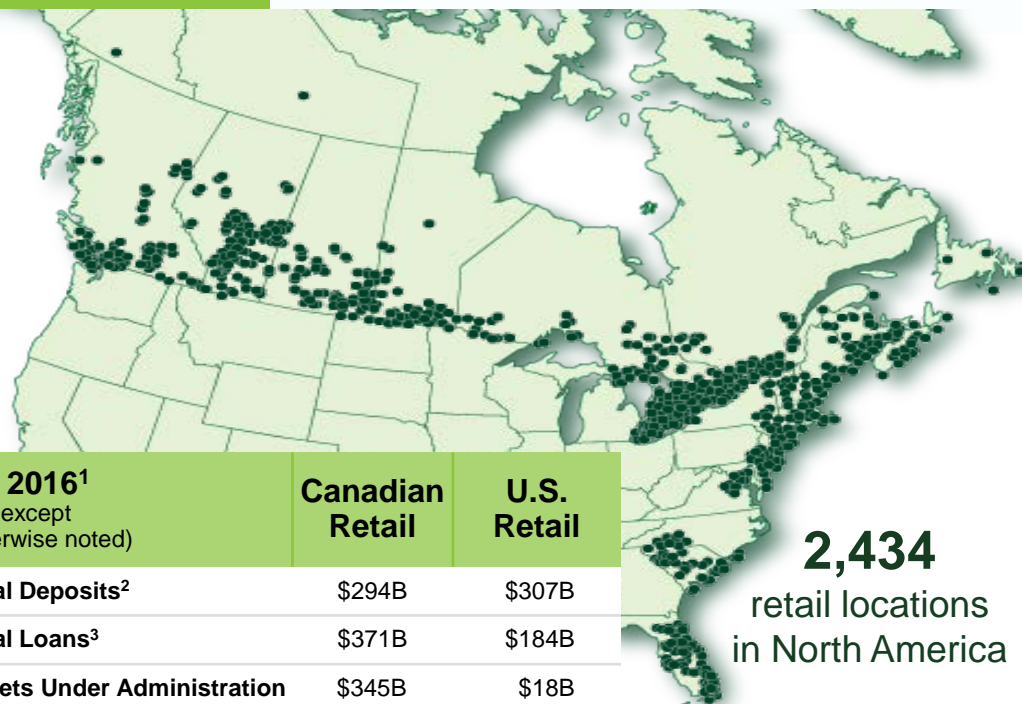
- Personal banking, credit cards and auto finance
- Small business and commercial banking
- Direct investing, advice-based wealth businesses, and asset management
- Property, casualty, life and health insurance

U.S. Retail

- Personal banking, credit cards and auto finance
- Small business and commercial banking
- Corporate and specialty banking
- Wealth private client services
- Strategic relationship with TD Ameritrade

Wholesale Banking

- Research, investment banking and capital market services
- Global transaction banking
- Presence in key global financial centres including New York, London and Singapore



2,434
retail locations
in North America

Q4 2016 ¹ (C\$ except otherwise noted)	Canadian Retail	U.S. Retail
Total Deposits²	\$294B	\$307B
Total Loans³	\$371B	\$184B
Assets Under Administration	\$345B	\$18B
Assets Under Management	\$268B	\$85B
Earnings⁴	\$6.0B	\$3.0B
Customers	~13MM	~9MM
Employees⁵	39,149	26,103

TD is a Top 10 North American bank⁶

1. Q4/16 is the period from August 1 to October 31, 2016.

2. Total Deposits based on total of average personal and business deposits during Q4/16. U.S. Retail deposits include TD Ameritrade Insured Deposit Accounts (IDAs), Canadian Retail deposits include personal, business and wealth deposits.

3. Total Loans based on total of average personal and business loans during Q4/16.

4. For trailing four quarters ended Q4/16.

5. Average number of full-time equivalent staff in these segments during Q4/16.

6. See slide 6.

To be the Better Bank

North America

- Top 10 Bank in North America¹
- One of only a few banks globally to be rated Aa1 by Moody's²
- Leverage platform and brand for growth
- Strong employment brand

Retail Earnings Focus

- Leader in customer service and convenience
- Over 80% of adjusted earnings from retail^{3,4}
- Strong organic growth engine
- Better return for risk undertaken⁵

Franchise Businesses

- Repeatable and growing earnings stream
- Focus on customer-driven products
- Operating a franchise dealer of the future
- Consistently reinvest in our competitive advantages

Risk Discipline

- Only take risks we understand
- Systematically eliminate tail risk
- Robust capital and liquidity management
- Culture and policies aligned with risk philosophy

Simple strategy, consistent focus

1. See slide 6.

2. For long term debt (deposits) of The Toronto-Dominion Bank, as at October 31, 2016. Credit ratings are not recommendations

to purchase, sell, or hold a financial obligation inasmuch as they do not comment on market price or suitability for a particular investor. Ratings are subject to revision or withdrawal at any time by the rating organization.

3. The Bank prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), the current generally accepted accounting principles (GAAP), and refers to results prepared in accordance with IFRS as the "reported" results. The Bank also utilizes non-GAAP financial measures to arrive at "adjusted" results (i.e. reported results excluding "items of note", net of income taxes) to assess each of its businesses and measure overall Bank performance. Please see "How the Bank Reports" in the Fourth Quarter Earnings News Release and MD&A for further explanation and a reconciliation of the Bank's non-GAAP measures to reported basis results.

4. Retail includes Canadian Retail and U.S. Retail segments. See slide 7 for more detail.

5. Return on risk-weighted assets (RWA) is calculated as net income available to common shareholders divided by average RWA. As compared to North American Peers (RY, BNS, CM, BMO, C, BAC, JPM, WFC, PNC and USB). For Canadian peers, based on Q4/16 results ended October 31, 2016. For U.S. Peers, based on Q3/16 results ended September 30, 2016.

Competing in Attractive Markets



Country Statistics



- 10th largest economy
- Nominal GDP of C\$1.5 trillion
- Population of 36 million

Canadian Banking System

- One of the soundest banking systems in the world¹
- Market leadership position held by the “Big 5” Canadian Banks
- Canadian chartered banks account for more than 74% of the residential mortgage market²
- Mortgage lenders have recourse to both borrower and property in most provinces

TD's Canadian Businesses

- Network of 1,156 branches and 2,851 ATMs⁶
- Composite market share of 21%
- Ranked #1 or #2 in market share for most retail products
- Comprehensive wealth offering with significant opportunity to deepen customer relationships
- Top three investment dealer status in Canada

Country Statistics



- World's largest economy
- Nominal GDP of US\$18.6 trillion
- Population of 322 million

U.S. Banking System

- Over 9,000+ banks with market leadership position held by a few large banks
- The 5 largest banks have assets > 50% of the U.S. economy
- Mortgage lenders have limited recourse in most jurisdictions

TD's U.S. Businesses

- Network of 1,278 stores and 2,075 ATMs⁶
- Operations in 4 of the top 10 metropolitan statistical areas and 7 of the 10 wealthiest states³
- US\$1.9 trillion deposits market⁴
- Access to nearly 82 million people within TD's footprint⁵
- Expanding U.S. Wholesale franchise with presence in New York and Houston

Significant growth opportunities within TD's footprint

1. World Economic Forum, Global Competitiveness Reports 2008-2016.
2. Includes securitizations. As per Canada Mortgage and Housing Corporation (CMHC).
3. State wealth based on current Market Median Household Income.
4. Deposits capped at \$500MM in every county within TD's U.S. banking footprint based on 2016 FDIC Summary of Deposits.
5. Market Population in each of the metropolitan statistical areas within TD's U.S. banking footprint.
6. Total ATMs excludes mobile and TD Branded ATMs.

TD in North America



Q4 2016 C\$ except otherwise noted		Canadian Ranking ³	North American Ranking ⁴
Total assets	\$1,177B	2 nd	6 th
Total deposits	\$774B	1 st	5 th
Market capitalization	\$113B	2 nd	6 th
Reported net income (<i>trailing four quarters</i>)	\$8.5B	2 nd	6 th
Adjusted net income¹ (<i>trailing four quarters</i>)	\$9.3B	n/a	n/a
Common Equity Tier 1 capital ratio²	10.4%	4 th	8 th
Average number of full-time equivalent staff	82,975	2 nd	6 th

TD is a Top 10 North American bank

1. See slide 4, footnote 3, for definition of adjusted results. Fiscal 2016 items of note: Amortization of intangibles of \$246 million after tax, a gain of \$6 million after tax due to the change in fair value of derivatives hedging the reclassified available-for-sale securities portfolio and the impairment of goodwill, non-financial assets, and other charges of \$116 million after tax.
 2. See slide 21, footnote 1.
 3. Canadian Peers – defined as other 4 big banks (RY, BMO, BNS and CM). Based on Q4/16 results ended October 31, 2016.
 4. North American Peers – defined as Canadian Peers and U.S. Peers. U.S. Peers – defined as Money Center Banks (C, BAC, JPM) and Top 3 Super-Regional Banks (WFC, PNC, USB). For U.S. Peers, based on Q3/16 results ended September 30, 2016.

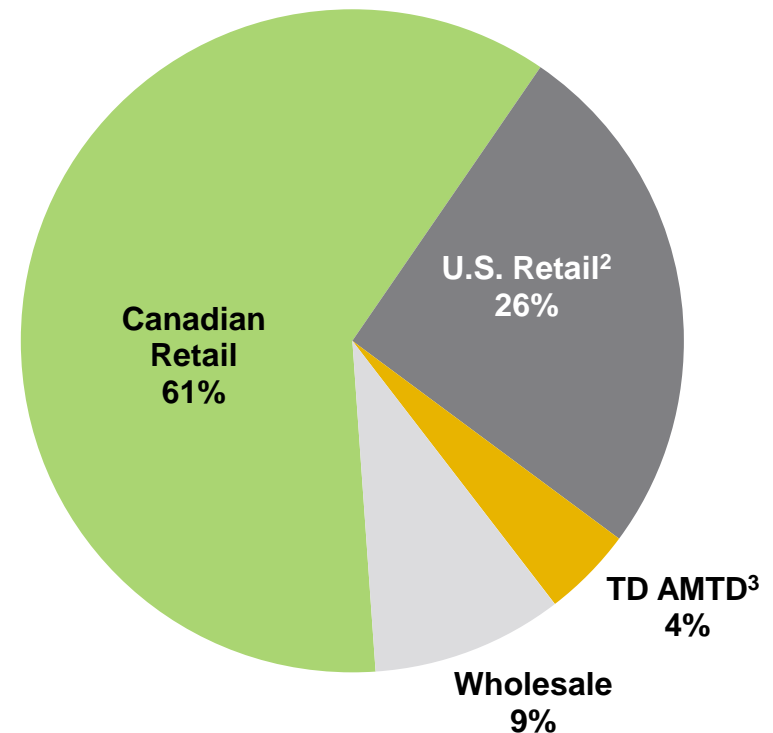
Composition of Earnings



Three key business lines

- **Canadian Retail** robust retail banking platform in Canada with proven performance
- **U.S. Retail** top 10 bank⁴ in the U.S. with significant organic growth opportunities
- **Wholesale Banking** North American dealer focused on client-driven franchise businesses

2016 Reported Earnings Mix¹



Building great franchises and delivering value

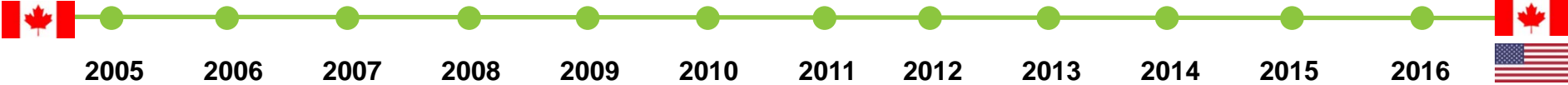
1. For the purpose of calculating contribution by each business segment, earnings from the Corporate segment are excluded.
2. For financial reporting purposes, TD Ameritrade is part of the U.S. Retail business segment, but it is shown separately here for illustrative purposes.
3. TD had a reported investment in TD Ameritrade of 42.38% as at October 31, 2016 (October 31, 2015 – 41.54%).
4. See slide 27, footnote 1.

Strategic Evolution of TD



Increasing Retail Focus

Acquired 51% of Banknorth
 TD Waterhouse USA / Ameritrade transaction
 Privatized TD Banknorth
 Acquired Commerce Bank
 Commerce Bank integration
 Acquired Riverside & TSFG
 Acquired Chrysler Financial and MBNA credit card portfolio
 Acquired Target credit card portfolio & Epoch; and announced agreement with Aimia and CIBC
 Became primary issuer of Aeroplan Visa; acquired ~50% of CIBC's Aeroplan portfolio
 Completed strategic credit card relationship with Nordstrom
 Announced agreement to acquire Scottrade Bank³



Exited select businesses
 (structured products, non-franchise credit,
 proprietary trading)

Partnering with TD Bank, America's Most Convenient Bank to expand U.S. franchise

Achieved Primary Dealer status in the U.S.¹

 Participated in largest Canadian IPO in 14 years and one of the largest bond placements in Canadian history²

Expanded product offering to U.S. clients and grew our energy sector presence in Houston
 Announced agreement to acquire Albert Fried & Company, a New York-based broker-dealer³

From Traditional Dealer To Franchise Dealer

Lower-risk retail focused bank with a franchise dealer

1. Primary dealers serve as trading counterparties of the New York Fed in its implementation of monetary policy. For more information please visit <https://www.newyorkfed.org/>
 2. Nalcor Energy Muskrat Falls Project (C\$5 billion bond placement) and PrairieSky Royalty (C\$1.7 billion initial public offering). Please see "Business Highlights" in the Wholesale Banking Business Segment Analysis of the Bank's 2014 Annual Report.
 3. Acquisition is subject to the satisfaction of closing conditions, including obtaining regulatory approvals.

Risk Management Framework



Our Risk Appetite

**We take risks required to build our business,
but only if those risks:**

- Fit our business strategy and can be understood and managed
- Do not expose the enterprise to any significant single loss events; we don't "bet the bank" on any single acquisition, business or product
- Do not risk harming the TD brand

Proactive and disciplined risk management practices

TD Bank Group – Key Themes



1 Top 10 North American Bank

6th largest bank
by Total Assets¹
6th largest bank
by Market Cap¹

2 Proven Performance

Delivering
top tier long
term shareholder
returns²

3 Strong Balance Sheet and Capital Position

Highly rated
by major credit
rating agencies

4 Focus on Growth Opportunities

Targeting **7-10%**
adjusted EPS
growth over the
medium term³

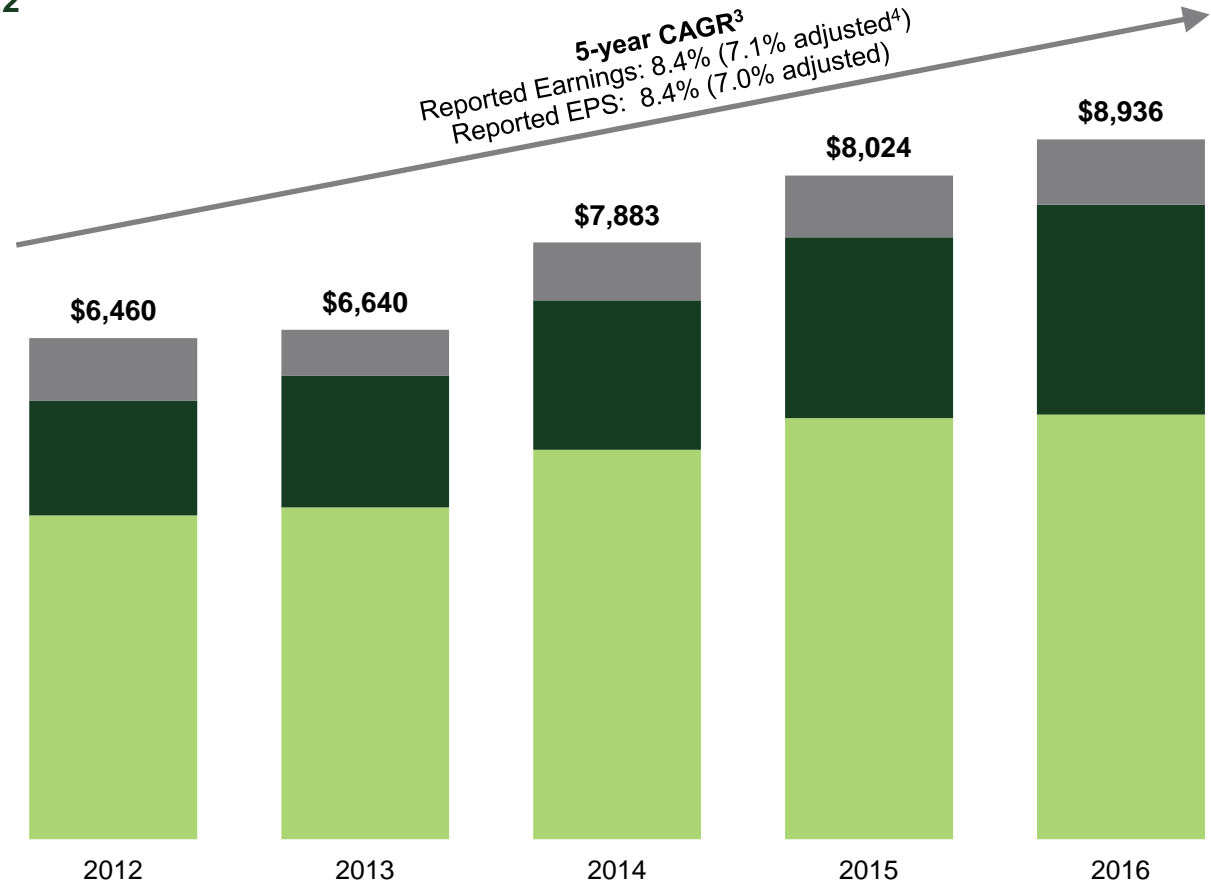
1. See slide 6.
2. See slide 12.
3. See slide 4, footnote 3, for definition of adjusted results.

Stable Earnings Growth



Reported Earnings^{1,2} (C\$MM)

- Wholesale Banking
- U.S. Retail
- Canadian Retail



Targeting 7-10% adjusted EPS growth⁴ over the medium term

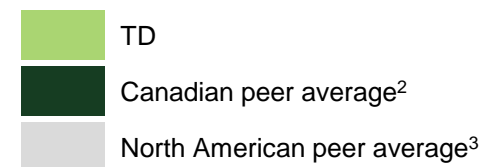
1. For the purpose of calculating contribution by each business segment, earnings from the Corporate segment are excluded.
 2. Effective Q1 2014, retail segments were realigned into Canadian Retail and U.S. Retail. For details of the retail segments, see slides 3 and 7. The segment realignment along with implementation of new IFRS standard and amendments, and impact of the stock dividend announced on December 5, 2013 were applied retroactively to 2012 and 2013 results.
 3. Compound annual growth rate for the five-year period ended October 31, 2016.
 4. See slide 4 footnote 3 for definition of adjusted results.

Solid Total Shareholder Returns



Total Shareholder Return¹

Compounded Annual Growth Rates (CAGR)



Delivering top tier long-term shareholder returns

1. TSR is calculated based on share price movement and dividends reinvested over the trailing one-, three-, five- and ten-year periods as of October 31, 2016. Source: Bloomberg.

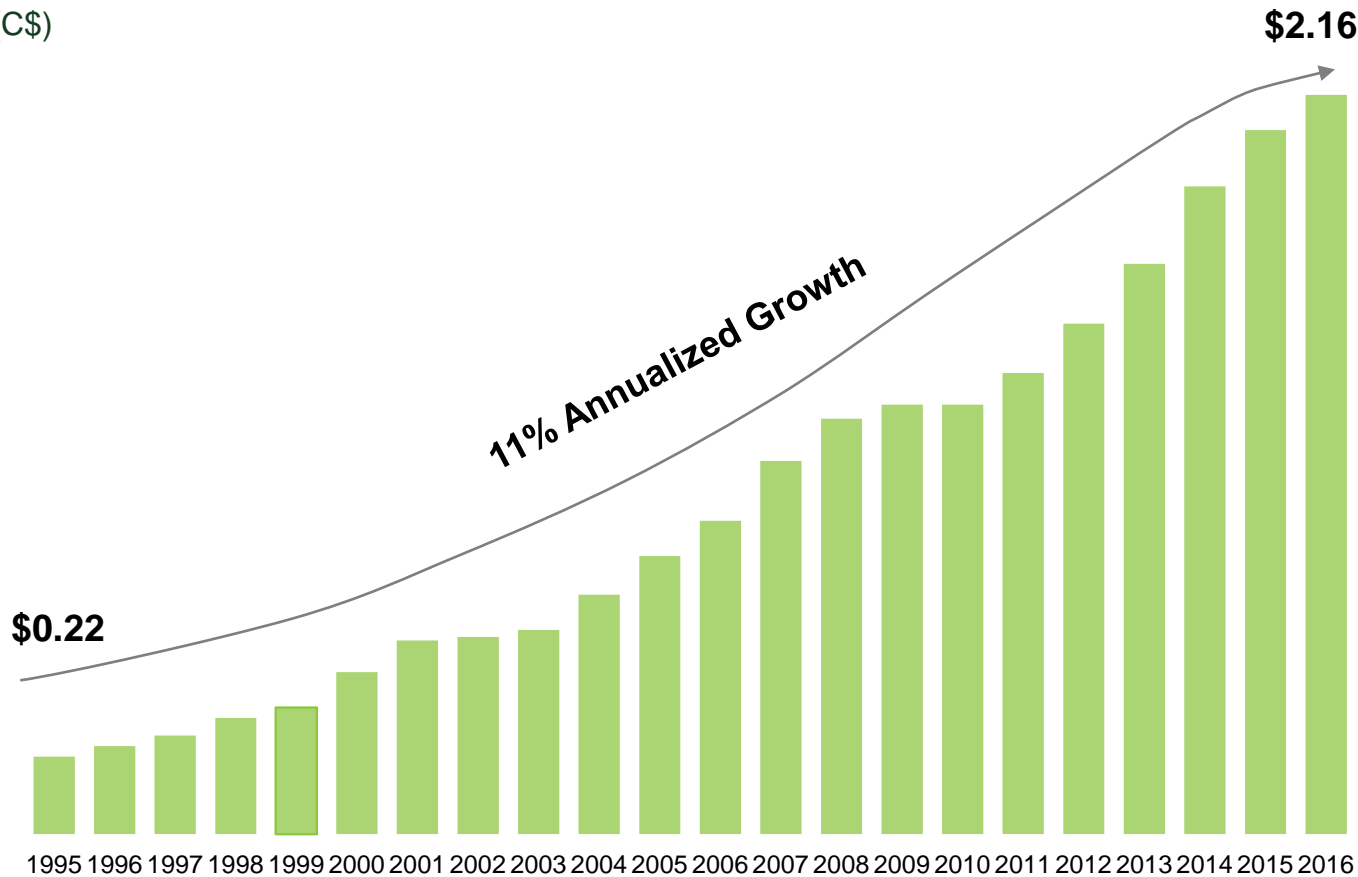
2. Canadian Peers – defined as other 4 big banks (RY, BMO, BNS and CM).

3. North American Peers – defined as Canadian and U.S. Peers. U.S. Peers – defined as Money Center Banks (C, BAC, JPM) and Top 3 Super-Regional Banks (WFC, PNC, USB).

Strong, Consistent Dividend History



Dividends Per Share (C\$)



Q1/16:
Announced \$0.04
dividend increase

**Dividend
yield:**
3.7%¹

Q3/12:
Increased target
payout range to
40%-50%²

Dividend has grown over time

1. Dividend yield based on dividend declared per share for Q4/16 divided by average of high and low common share prices for the period.
2. In Q3/12, the Bank's target payout range was changed to 40-50% of adjusted earnings (see slide 4, footnote 3 for the definition of adjusted results).

Q4 2016 Highlights



Total Bank Reported Results (YoY)

EPS up 25% (7% adjusted¹)

Revenue up 9%

- Adjusted revenue up 6% ex FX and acquisitions²

Expenses down 1%

- Adjusted expenses up 5% ex FX and acquisitions²

Segment Reported Results (YoY)

Canadian Retail earnings stable

U.S. Retail earnings up 18% (9% adjusted)

Wholesale earnings up 21%

Financial Highlights C\$MM

Reported	Q4/16	Q3/16	Q4/15
Revenue	8,745	8,701	8,047
PCL	548	556	509
Expenses	4,848	4,640	4,911
Net Income	2,303	2,358	1,839
Diluted EPS (\$)	1.20	1.24	0.96

Adjusted ¹	Q4/16	Q3/16	Q4/15
Net Income	2,347	2,416	2,177
Diluted EPS (\$)	1.22	1.27	1.14

Segment Earnings C\$MM

Q4/16	Reported	Adjusted
Retail³	2,203	2,203
<i>Canadian Retail</i>	1,502	1,502
<i>U.S. Retail</i>	701	701
Wholesale	238	238
Corporate	(138)	(94)

1. See slide 4, footnote 3, for definition of adjusted results. Items of note: Q4 2016 – Amortization of intangibles of \$60 million after tax (3 cents per share) and a gain of \$16 million after tax (1 cent per share) due to the change in fair value of derivatives hedging the reclassified available-for-sale securities portfolio; Q3 2016 – Amortization of intangibles of \$58 million after tax (3 cents per share); Q4 2015 – Amortization of intangibles of \$65 million after tax (3 cents per share), restructuring charges of \$243 million after tax (13 cents per share), a charge of \$51 million after tax (3 cents per share) related to the acquisition of Nordstrom's U.S. credit card portfolio, and a gain of \$21 million after tax (1 cent per share) due to the change in fair value of derivatives hedging the reclassified available-for-sale securities portfolio.

2. Adjusted revenues were \$8,096MM and \$8,726MM in Q4 2015 and Q4 2016, respectively. Adjusted expenses were \$4,480MM and \$4,784MM in Q4 2015 and Q4 2016, respectively.

3. See slide 4, footnote 4, for definition of Retail.

Q4 2016 Segment Results Highlights



Canadian Retail

- Net income of \$1.5 billion, an increase of \$6 million, reflecting revenue growth and lower insurance claims, largely offset by margin compression, higher non-interest expenses, the impact of a higher tax rate and increased PCL
- PCL up 2% QoQ
- Expenses up 5% YoY reflecting business growth, higher investment in technology and higher employee-related expenses including revenue-based variable expenses in wealth, partially offset by productivity savings

U.S. Retail

- In U.S. Dollar terms, U.S. Retail reported net income up 19% YoY (9% adjusted¹), reflecting higher volumes, good credit quality, and strong operating leverage
- PCL up 12% QoQ reflecting seasonal increases in the auto and credit card portfolios
- Reported expenses up 4% YoY (5% adjusted) primarily due to business initiatives including store optimization, volume growth, investments in front-line employees and additional charges by the FDIC², partially offset by productivity savings

Wholesale Banking

- Net income up 21% YoY
- Revenue up 11% YoY, higher origination activity in debt and equity capital markets and higher fixed income trading, partially offset by lower equity trading and advisory fees
- Expenses up 11% YoY

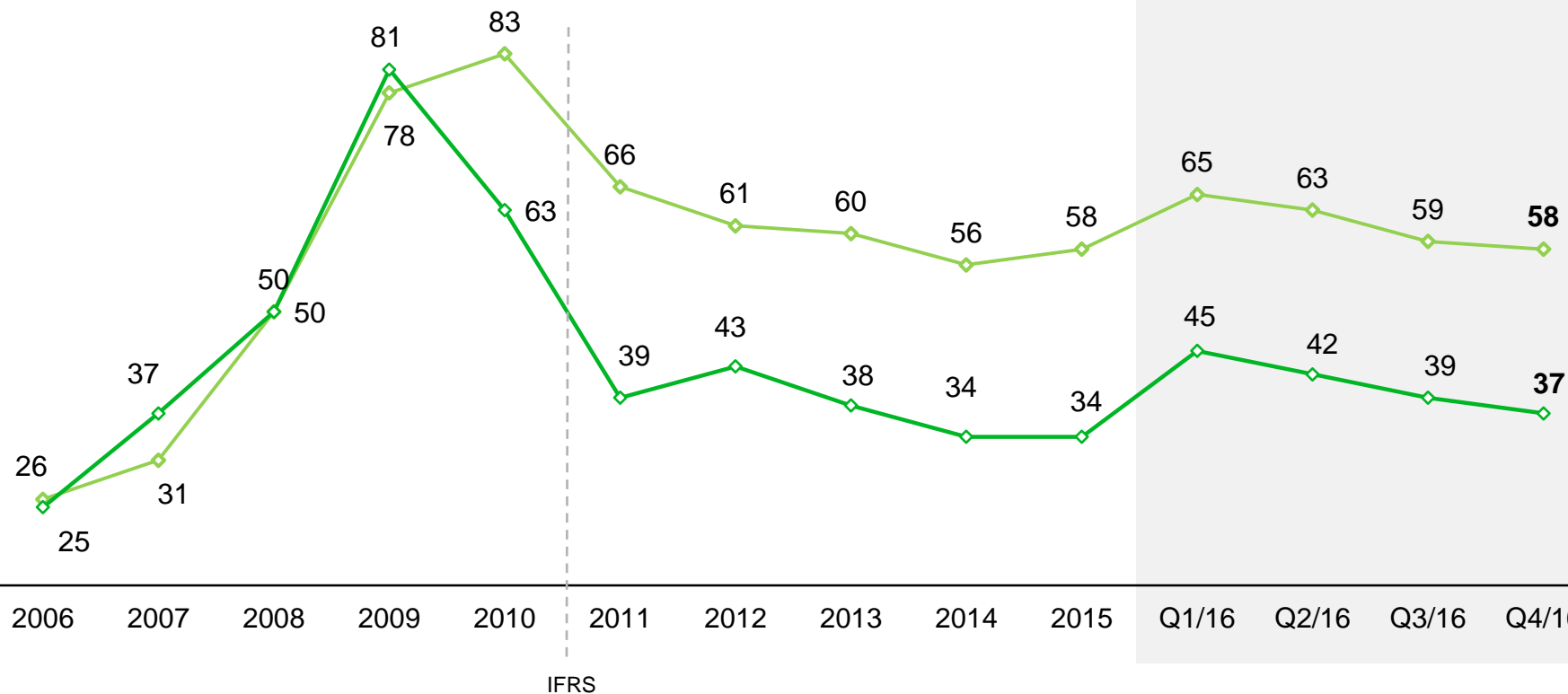
1. See slide 4, footnote 3, for definition of adjusted results.

2. Federal Deposit Insurance Corporation

Strong Credit Quality



GIL and PCL Ratios (bps)



—◇— Gross Impaired Loans / Gross Loans and Acceptances (bps)

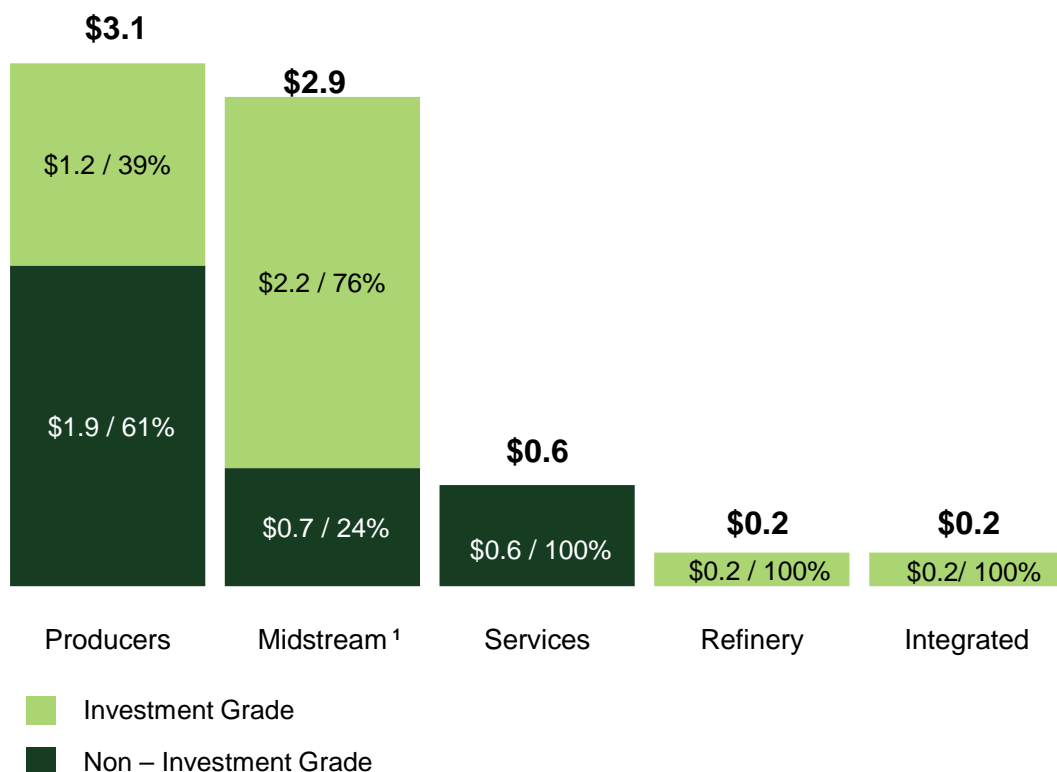
—◇— Provision for Credit Losses / Average Net Loans and Acceptances (bps)

Credit quality remains strong

Oil and Gas Exposure



Corporate and Commercial Outstandings by Sector (C\$B):



Highlights

- Oil and Gas Producers and Services outstandings reduced \$400MM representing less than 1% of total gross loans and acceptances
- 65% of undrawn Oil & Gas exposure is investment grade
- Excluding Real Estate Secured Lending, Consumer Lending and Small Business Banking exposure in the impacted provinces² represents 2% of total gross loans and acceptances

1. Midstream includes pipelines, transportation and storage.

2. Oil and Gas impacted Provinces include Alberta, Saskatchewan and Newfoundland and Labrador.

TD Bank Group – Key Themes



1 Top 10 North American Bank

6th largest bank
by Total Assets¹
6th largest bank
by Market Cap¹

2 Proven Performance

Delivering
top tier long
term shareholder
returns²

3 Strong Balance Sheet and Capital Position

Highly rated
by major credit
rating agencies

4 Focus on Growth Opportunities

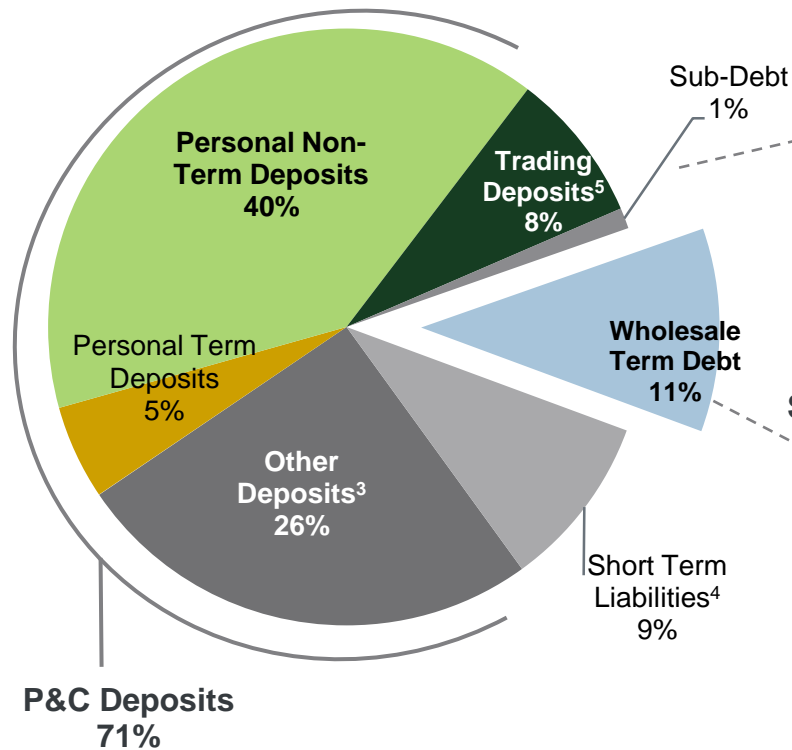
Targeting **7-10%**
adjusted EPS
growth over the
medium term³

1. See slide 6.
2. See slide 12.
3. See slide 4, footnote 3, for definition of adjusted results.

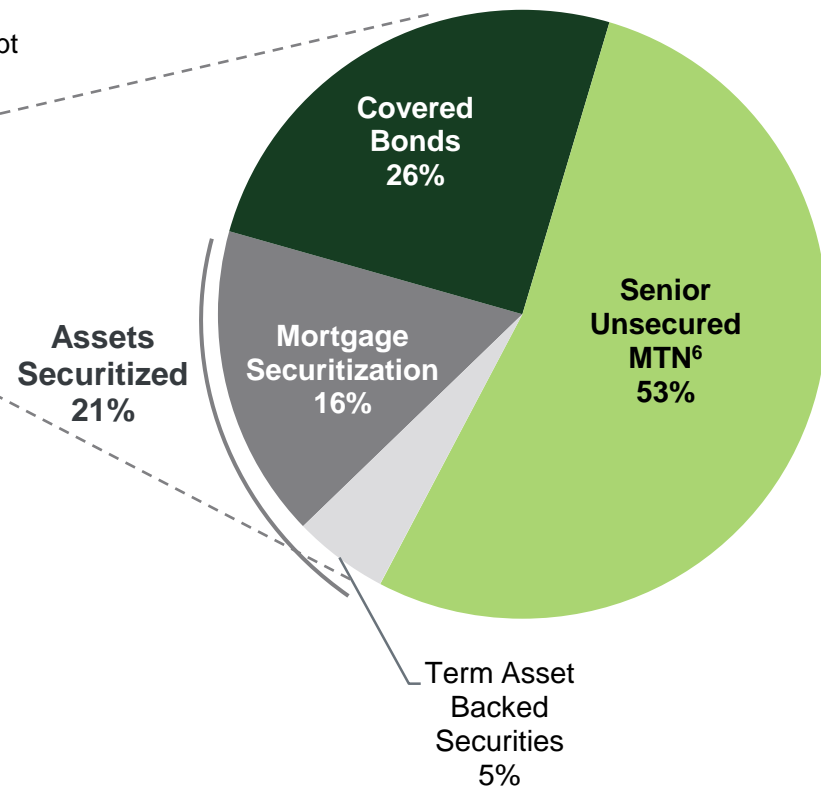
Attractive Balance Sheet Composition¹



Funding Mix²



Wholesale Term Debt



Personal and commercial deposits are primary sources of funds

1. As of October 31, 2016.
 2. Excludes certain liabilities which do not create funding which are: acceptances, trading derivatives, other liabilities, wholesale mortgage aggregation business, non-controlling interest and certain equity capital: common equity and other capital instruments.
 3. Bank, Business & Government Deposits less covered bonds and senior MTN notes.
 4. Obligations related to securities sold short and sold under repurchase agreements.
 5. Consists primarily of bearer deposit notes, certificates of deposit and commercial paper.
 6. Includes certain private placement notes.

Gross Lending Portfolio



Balances

	Q4/16
Canadian Retail Portfolio	\$ 372.2
Personal	\$ 309.1
Residential Mortgages	189.0
Home Equity Lines of Credit (HELOC)	65.0
Indirect Auto	20.6
Unsecured Lines of Credit	9.5
Credit Cards	18.2
Other Personal	6.8
Commercial Banking (including Small Business Banking)	\$ 63.1
U.S. Retail Portfolio (all amounts in US\$)	US\$ 141.6
Personal	US\$ 62.3
Residential Mortgages	20.6
Home Equity Lines of Credit (HELOC) ¹	9.8
Indirect Auto	21.2
Credit Cards	10.2
Other Personal	0.5
Commercial Banking	US\$ 79.3
Non-residential Real Estate	16.0
Residential Real Estate	5.0
Commercial & Industrial (C&I)	58.3
FX on U.S. Personal & Commercial Portfolio	\$ 48.3
U.S. Retail Portfolio (C\$)	\$ 189.9
Wholesale Portfolio²	\$ 39.5
Other³	\$ 2.0
Total	\$ 603.6

Highlights

Canadian Portfolio

- Real estate secured lending gross loans outstanding up 4% YoY
 - C\$254 billion portfolio (50% insured)
 - Uninsured residential mortgage current LTV⁴ of 58%
- Personal lending up 4% YoY
- Business loans and acceptances up 10% YoY

U.S. Portfolio

- Excluding the acquisition in the strategic cards portfolio, loan volumes increased 9% YoY
- Personal loans increased 4% YoY
- Business loans increased 14% YoY

1. U.S. HELOC includes Home Equity Lines of Credit and Home Equity Loans

2. Wholesale portfolio includes corporate lending and other Wholesale gross loans and acceptances

3. Other includes Corporate Segment Loans.

4. Current LTV is the combination of each individual mortgage LTV weighted by the mortgage balance

Note: Some amounts may not total due to rounding.

Excludes Debt securities classified as loans

Capital & Liquidity



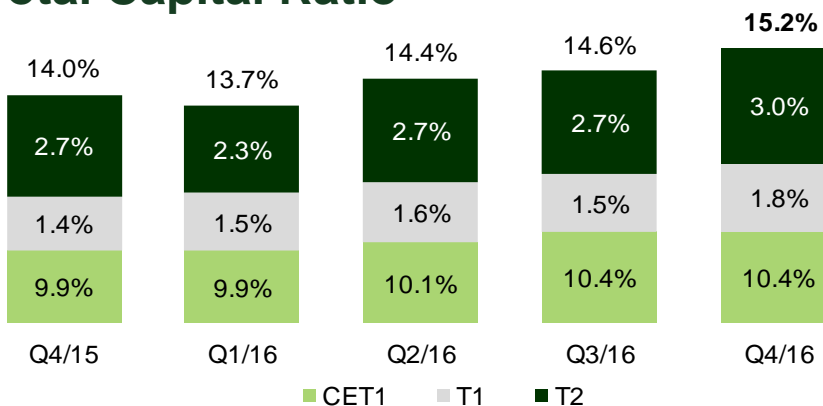
Highlights

- Common Equity Tier 1 ratio of 10.4%
- Leverage ratio of 4.0%
- Liquidity coverage ratio of 130%
- Tier 1 and Total Capital ratios for Q4 2016 were 12.2% and 15.2%, respectively

Common Equity Tier 1¹

Q3 2016 CET1 Ratio	10.4%
Internal capital generation	31 bps
RWA increase and other	(24) bps
Actuarial loss on employee pension plans	(4) bps
Q4 2016 CET1 Ratio	10.4%

Total Capital Ratio¹



1. Amounts are calculated in accordance with the Basel III regulatory framework, excluding Credit Valuation Adjustment (CVA) capital in accordance with OSFI guidance and are presented based on the "all-in" methodology. The CVA capital charge is phased in over a five year period based on an approach whereby a CVA capital charge of 64% applies in 2015 and 2016, 72% in 2017, 80% in 2018 and 100% in 2019.

TD Credit Ratings



Issuer Ratings¹

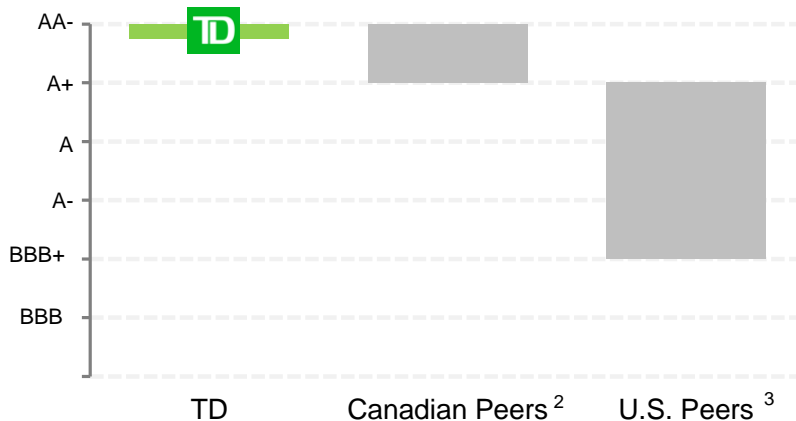
	Moody's	S&P	DBRS
Ratings	Aa1	AA-	AA
Outlook	Negative	Stable	Negative

Accolades

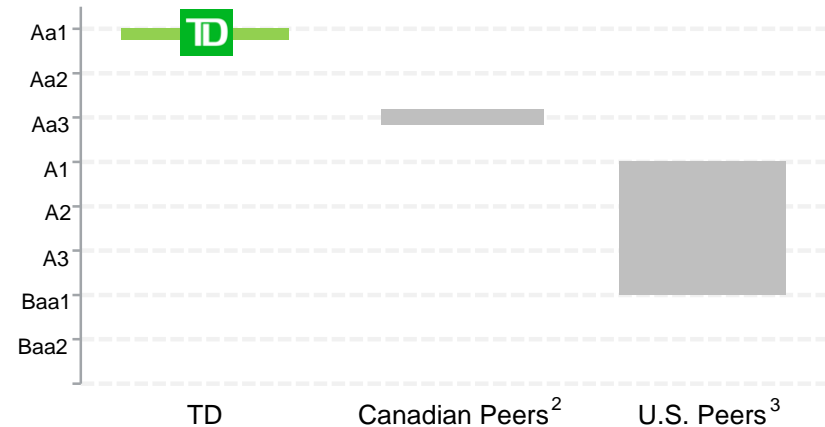
- **“Safest Bank in North America & One of the World’s 50 Safest Banks”**
– *Global Finance Magazine*
- **“Best Bank in Canada”**
– *Euromoney Magazine*

Ratings vs. Peer Group

S&P Long-Term Debt Rating



Moody's Long-Term Debt Rating



1. See footnote 2 on slide 4 for more information on credit ratings.

2. In the context of long-term debt ratings, Canadian peers defined as RY, BNS, BMO and CM.

3. In the context of long-term debt ratings, U.S. peers defined as BAC, BBT, C, CITZ, JPM, MTB, PNC, STI, USB and WFC.

TD Bank Group – Key Themes



1 Top 10 North American Bank

6th largest bank by Total Assets¹
6th largest bank by Market Cap¹

2 Proven Performance

*Delivering **top tier** long term shareholder returns²*

3 Strong Balance Sheet and Capital Position

Highly rated by major credit rating agencies

4 Focus on Growth Opportunities

*Targeting **7-10%** adjusted EPS growth over the medium term³*

1. See slide 6.
2. See slide 12.
3. See slide 4, footnote 3, for definition of adjusted results.

Canadian Retail



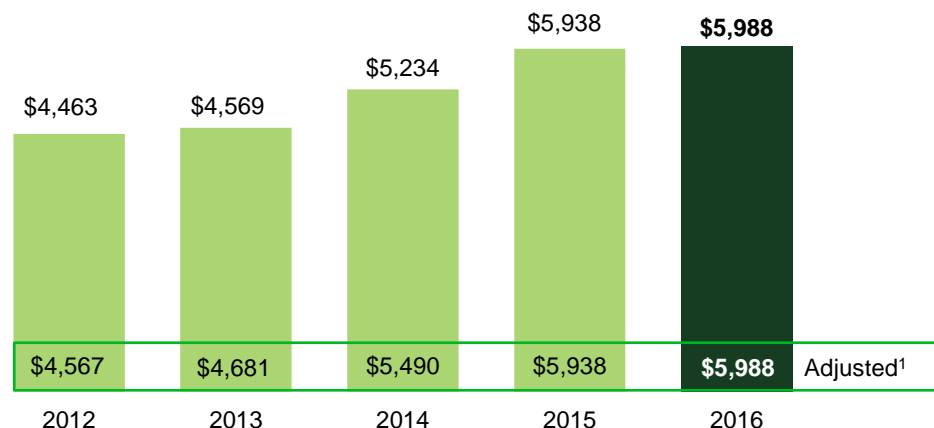
Consistent Strategy

How we compete

- Legendary customer service and convenience
- Relentless commitment to operational excellence
- The power of One TD
- Winning culture and team

Mid-single digit adjusted earnings growth¹ target over the medium term

Reported Net Income (C\$MM)



Q4 2016 Highlights

Total Deposits²	C\$294B	Employees⁴	39,149
Total Loans²	C\$371B	Customers	~13MM
Assets Under Administration	C\$345B	Mobile Users⁵	3.5MM
Assets Under Management	C\$268B	Branches	1,156
Gross Insurance Premiums³	C\$4.0B	ATMs⁵	2,851
Earnings³	C\$6.0B		

1. See slide 4, footnote 3 for definition of adjusted results. There were no items of note in the trailing four quarters ending Q4/16.

2. Total Deposits based on total of average personal, business and wealth deposits during Q4/16. Total Loans based on total of average personal and business loans during Q4/16.

3. For trailing four quarters ending Q4/16.

4. Average number of full-time equivalent staff during Q4/16.

5. Active mobile users are defined as TD customers who have logged in using the Canadian mobile or tablet apps (applications) within the last 90 days. Total ATMs excludes Mobile and TD Branded ATMs.

Canadian Retail



Personal Banking

- #1 or #2 market share in most retail products¹
- On average 45% longer branch hours than peers² with 431 branches offering Sunday banking
- Mobile banking leadership in Canada with the highest number of mobile unique visitors accessing financial services³

Business Banking

- #2 in Business Banking deposit and loan market share¹
- Customized Commercial Banking and Floor Plan Financing solutions delivered through 50 branches
- Over 500 dedicated Small Business Bankers in Retail branches

Credit Cards

- #1 card issuer in Canada measured by outstanding card loan balances
- Dual card issuer of high value brands, including suite of TD Aeroplan Visa, TD First Class Visa and MBNA cards
- North American operational scale and professional expertise

Wealth

- Market leadership in direct investing by asset, trades, and revenue market share¹
- #1 Pension Fund Manager for the 6th consecutive year⁴
- Leverage world class retail bank to accelerate growth in our advice businesses

Insurance

- Personal lines products in Canada, including Home & Auto, Life & Health, Creditor and Travel insurance
- Largest direct distribution insurer⁵ and leader in the affinity market⁵ in Canada

Robust retail banking foundation in Canada with proven performance

1. Sources: CBA, OSFI, Investor Economics for Direct Investing and IFIC as at May 2016 Market Share Summary (internally produced report).

2. As at October 31, 2016. Canadian Peers are defined as RY, BNS, BMO and CM.

3. Comscore reporting as of October 31, 2016. TD had the highest number of mobile unique visitors accessing financial services over the past 3 months, over the full year-to-date, and over the fourth quarter of 2016.

4. Based on assets as of June 30, 2016 (Source: 2016 Top 40 Money Managers Report by Benefits Canada).

5. Based on Gross Written Premiums for Property and Casualty business. Ranks based on data available from OSFI, Insurers, Insurance Bureau of Canada and Provincial Regulators, as at December 31, 2015.

U.S. Retail



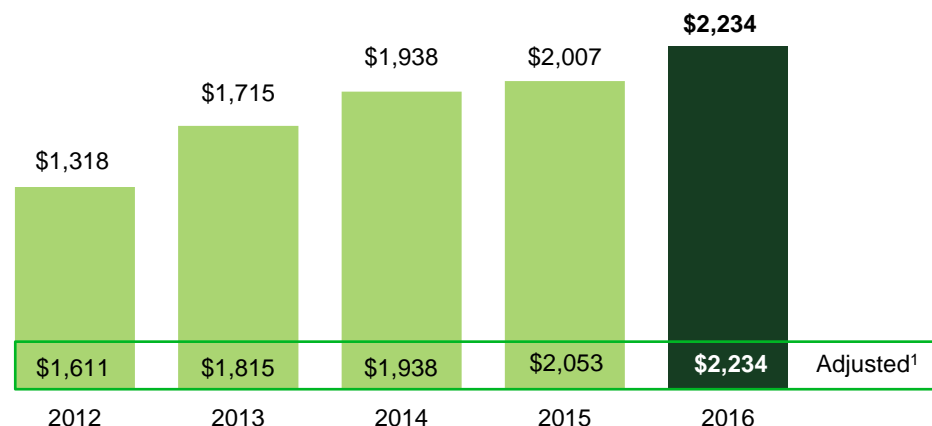
Consistent Strategy

How we compete

- Legendary service and convenience
- Grow and deepen customer relationships
- Differentiated brand as the “human” bank
- Productivity initiatives that enhance both the employee and customer experience
- Conservative risk appetite
- Unique employee culture

Expecting earnings growth in the absence of rate increases

Reported Net Income (US\$MM)



Q4 2016 Highlights

	C\$	US\$		
Total Deposits²	\$307B	\$234B	Employees⁴	26,103
Total Loans²	\$184B	\$140B	Customers	~9MM
Assets Under Administration	\$18B	\$13B	Mobile Users⁵	2.3MM
Assets Under Management	\$85B	\$63B	Stores	1,278
Earnings³	\$3.0B	\$2.2B	ATMs⁵	2,075

1. See slide 4, footnote 3 for definition of adjusted results. There were no items of note in the trailing four quarters ending Q4/16.

2. Total Deposits based on total of average personal deposits, business deposits and TD Ameritrade Insured Deposit Accounts (IDAs) during Q4/16. Total Loans based on total of average personal and business loans during Q4/16.

3. For trailing four quarters ending Q4/16.

4. Average number of full-time equivalent staff during Q4/16.

5. Active mobile users are defined as TD customers who have logged in using the U.S. mobile app (application) within the last 90 days. Total ATMs excludes Mobile and TD Branded ATMs.

U.S. Retail



Personal & Commercial Banking

- Top 10 bank¹ with ~9MM customers, operating retail stores in 15 states and the District of Columbia
- Open longer than the competition, including Sunday banking in most markets
- #3 market share in NYC² and targeting top 5 market share in all of our major markets, with significant opportunity to target key customer segments and deepen customer relationships
- Solid commercial growth opportunities across our Maine-to-Florida footprint
- “Highest in Customer Satisfaction with Retail Banking in Florida”³ by J.D. Power

Credit Cards

- Private label and co-brand credit card offering for U.S. customers of regional and nationwide retail partners, including Target and Nordstrom
- Issuer of TD branded credit cards for retail and small business franchise customers
- North American operational scale and professional expertise

Auto Lending

- Prime indirect lending to dealers across the country
- Comprehensive banking solutions for our dealers, including floor plan, commercial banking and wealth management across the TD Bank footprint
- Focused on strategic dealer partnerships where our value proposition best aligns with dealers’ needs and priorities

Wealth

- Building U.S. wealth capability in the high net worth and private banking space
- Acquired in 2013, Epoch Investment Partners expands overall product capabilities in the U.S. and Canada

TD Ameritrade

- Strategic relationship drives mutually beneficial customer referrals and growth
- Market leadership in trading in the U.S.⁴
- Named the Best Online Broker for Novices for the 5th consecutive year and the Best for Long-term Investing for the 4th consecutive year in Barron’s 2016 Online Broker Survey⁵
- Announced agreement to acquire Scottrade⁶

Top 10 bank in the U.S. with significant growth opportunities

1. Based on total deposits as of June 30, 2016. Source: SNL Financial, Largest Banks and Thrifts in the U.S. by total deposits.

2. Ranked 3rd based on both deposits capped at \$500MM and active branch count in New York City’s five boroughs, as of June 30, 2016 (Source: SNL Financial).

3. TD Bank, N.A. received the highest numerical score among retail banks in Florida in the J.D. Power 2016 Retail Banking Satisfaction Study, based on 76,233 responses from 10 banks, measuring opinions of consumers with their primary banking provider, surveyed April 2015-February 2016. Your experiences may vary. Visit www.jdpower.com.

4. Internally estimated daily average revenue client trades (DARTS) based on last twelve months publicly available reports for E*TRADE Financial and Charles Schwab as of September 30, 2016.

5. TD Ameritrade was evaluated against 15 others in the 2016 Barron’s Online Broker Review, March 19, 2016. The firm was ranked 1st in the categories “Best for Long-Term Investing” and “Best for Novices.” TD Ameritrade was also awarded the highest star ratings (4.5) in “Best for Options Traders” (shared with 2 others) and (4) in “Best for In-Person Service” (shared with 4 others). Also received 4 stars in “Best for Frequent Traders”. Star ratings are out of a possible 5. Barron’s is a trademark of Dow Jones. L.P. All rights reserved.

6. Acquisition is subject to the satisfaction of closing conditions, including obtaining regulatory approvals.

Wholesale Banking



Consistent Strategy

How we compete

Canada

- Be a top-ranked integrated investment dealer
- Fully aligned with TD Bank Group partners
- Provide superior advice and execution

U.S.

- Growing our US\$ product suite across Corporate, Government and Institutional clients
- Build the U.S. franchise with our North American clients and in partnership with TD Bank, America's Most Convenient Bank

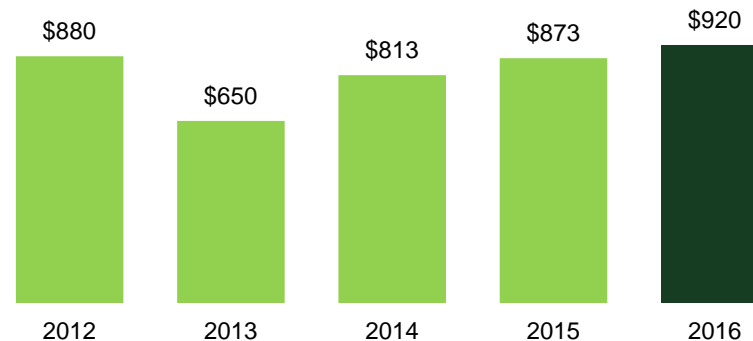
Outside North America

- Be a focused player in franchise/client-driven businesses in targeted markets (e.g. Supranational, Sovereign and Agencies, fixed income, foreign exchange)

Top 3 in⁴

- ✓ Equity Underwriting
- ✓ Corporate Debt Underwriting⁵
- ✓ Government Debt Underwriting⁵

Net Income (C\$MM)



Q4 2016 Highlights

Gross Drawn ¹	C\$21B
Trading-related Income ²	C\$1.6B
Earnings ²	C\$920MM
Employees ³	3,893

A client-focused wholesale franchise

1. Includes gross loans and bankers' acceptances, excluding letters of credit, cash collateral, credit default swaps (CDS), and reserves for the corporate lending business.

2. For trailing four quarters ending Q4/16.

3. Average number of full-time equivalent staff during Q4/16.

4. Rankings reflect TD Securities' position among Canadian peers related to deals in Canada for calendar year-to-date September 30, 2016. Source: Bloomberg.

5. Excludes self-led domestic bank deals and credit card deals. Bonus credit to lead.

Wholesale Banking



Focus on client-driven franchise businesses

- Diversified business mix with a North American focus
- Presence in key global financial centres
- Extend our client-focused franchise business through superior advice and execution

A North American dealer aligned with our TD partners

- Focus on integrating the strength of the TD brand and alignment with our enterprise partners

Solid returns without going out the risk curve

- Disciplined and proactive risk management by focusing on franchise clients, counterparties, and products
- Delivered strong business results while exiting proprietary-type businesses

Well positioned for growth

- Grow organically by developing new product and service areas and deepening client relationships
- Be a top ranked integrated investment dealer in Canada by increasing our origination footprint and competitive advantage with Canadian clients¹
- Expand the U.S. franchise by growing our service offerings to North American clients and partnering with U.S. retail

A client-focused wholesale franchise

1. Ranked #1 in Equity Options Block Trading and #2 in Equity Block Trading (Block trades by value on all Canadian exchanges. Source: IRESS); #1 in Equity Underwriting (Source: Bloomberg); #2 in Government Debt and Corporate Debt Underwriting (Excludes self-led domestic bank deals and credit card deals. Bonus credit to lead. Source: Bloomberg); #3 in Canadian Syndicated Loans (Deal volume awarded proportionately to the Lead Arrangers. Based on a rolling twelve month basis. Source: Bloomberg). All rankings are for calendar year-to-date September 30, 2016 unless otherwise noted. Rankings reflect TD Securities' position among Canadian peers.

Omni Comfort and Convenience

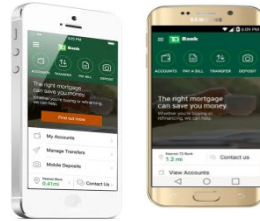


Consistent Strategy

How we compete

- Customer-centricity allows customers to choose how, when and where they bank
- An Omni experience is an interaction between a customer and the entire organization; it seamlessly spans products, devices, channels and/or borders in order to meet or exceed customer expectations across all moments of contact
- Our North American structure leverages technology and capabilities to drive customer adoption and innovation for our Canadian and U.S. Retail businesses

Digital Enhancements



Completely redesigned TD Bank app for iOS and Android devices with more than 20 new features, including improved navigation and self-service options, greater money movement flexibility and a secured messaging capability.

(U.S.)



TD Live Chat



Text us at TDHELP



TD for Me is a feature of the Canadian TD app that acts as a digital concierge to bring customers information about TD's local events, offers, tips, and reminders, to help our customers get more value out of their everyday.

(Canada)

TD Live Chat gives customers the option to connect online with banking specialists. Available in English and French

(Canada)

First major bank in Canada to offer customer service support via text message

(Canada)

Bank, trade and make payments from almost anywhere with the TD app

(Canada)

Make small purchases with a tap of your Android™ smartphone¹ using TD Mobile Payment, and check your account balance at a glance with Quick Access on your Apple Watch™²

1. TM Android is a trade-mark of Google Inc.

2. Apple, the Apple logo and the Apple Watch are trademarks of Apple Inc., registered in the U.S. and other countries.

Note: Selected Android mobile devices are eligible for TD Mobile Payment.

Corporate & Social Responsibility



Highlights

- Ranked 54th on the **Global 100 Most Sustainable Corporations in the World** by Corporate Knights
- Included on the **Dow Jones Sustainability World Index**
- Named to the **Climate Disclosure Leadership Index** – the highest ranking Canadian financial institution by CDP
- Among the best places to work for LGBT equality in the U.S. with a perfect score on **Human Rights Campaign's Equality Index** for 7th straight year
- TD Bank, America's Most Convenient Bank, named among the **Top 50 Companies for Diversity** by Diversity Inc. for the 3rd year in a row
- Named **Best Green Bank – North America 2015** by U.K. based capital Finance International
- **Donated C\$92.5 million in 2015** to not-for-profit groups in Canada, the U.S., the U.K., and Asia Pacific

- TD Friends of the Environment Foundation celebrates 25 years with over **C\$76 million in funds disbursed** in support of more than 24,000 local environmental projects
- More than **235,000 trees planted through TD Tree Days**, TD's flagship volunteer program – with 50,000 more to be planted in 2016
- In 2014, TD was the **first commercial bank in Canada to issue a \$500 million green bond** to support the low-carbon economy
- TD Securities continues to support the green bond market by underwriting climate bonds as part of syndicated deals:
 - C\$1 billion issued by the European Investment Bank
 - C\$750 million bond for the Government of Ontario
 - US\$700 million bond for International Finance Corporation
- TD Asset Management is a **signatory to United Nations Principles for Responsible Investment**
- TD Insurance is a **signatory to United Nations Principles for Sustainable Insurance**
- **Recognized by sustainability indices:**
 - Dow Jones Sustainability Index (World and North American Index)
 - Ethibel Sustainability Index Global
 - Jantzi Social Index
 - FTSE4Good Index
 - MSCI Global Sustainability Indexes
 - Nasdaq OMX CRD Global Sustainability Index
 - STOXX ESG Leaders Indices
 - Euronext Vigeo, World 120 index



Making positive impacts on customers, workplace, environment, and community

A Principled Approach



Leadership Profile

- **Make an Impact and Value Speed**
- **Build for the Future**
- **Inspire the Will to Win**
- **Act Decisively while Working Effectively in Teams**
- **Live Transparency and Respect Different Views**
- **Show Excellent Judgment**
- **Demonstrate Unwavering Integrity**

Guiding Principles

- **Deliver Legendary Customer Experiences**
- **Be an Extraordinary Place to Work**
- **Operate with Excellence**
- **Understand Our Business**
- **Take Only Risks We Understand and Can Manage**
- **Enhance Our Brand**
- **Increase Shareholder Value**

Living TD principles to be The Better Bank

TD Model Has Proven Its Resilience



Simple Strategy Consistent Focus

- Lead with service and convenience
- Leverage TD brand across all segments
- Continue to invest while driving efficiencies
- Focus on organic growth

Headwinds

Slowing loan growth in Canada

Low interest rate environment

Demanding regulatory environment

Vision: To be The Better Bank

- Best Bank in Canada¹
- One of Canada's most valuable brands²
- One of Canada's Most Responsible Companies³

Targeting 7-10% adjusted EPS growth⁴ over the medium term

1. By Euromoney Magazine in 2016.
2. By Brand Finance in 2016.
3. By Macleans magazine and Sustainalytics in 2015.
4. See slide 4, footnote 3 for definition of adjusted results.

Investor Relations Contacts



Phone:

416-308-9030
or 1-866-486-4826

Email:

tdir@td.com

Website:

www.td.com/investor





TD Bank Group Investor Presentation

Q4 2016