



### Your vote matters - here's how to vote!

You may vote online or by phone instead of mailing this card.



Votes submitted electronically must be received by April 14, 2026 at 09:30 A.M. (Eastern).

#### Online

Go to [www.investorvote.com/TDM](http://www.investorvote.com/TDM) or scan the QR code – login details are located in the shaded bar below.



#### Phone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



Save paper, time and money! Sign up for electronic delivery at [www.investorvote.com/TDM](http://www.investorvote.com/TDM)

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



## Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**Proposals – The Directors recommend Shareholders Vote FOR the election of each director, FOR the appointment of the auditor, FOR in an advisory capacity, the approach to executive compensation disclosed in the Management Proxy Circular, FOR the first amendment to the 2000 Stock Incentive Plan and FOR the second amendment to the 2000 Stock Incentive Plan.**



#### 1. Election of Directors:

	For	Withhold		For	Withhold		For	Withhold		For	Withhold
01 - Ayman Antoun	<input type="checkbox"/>	<input type="checkbox"/>	02 - Ana Arsov	<input type="checkbox"/>	<input type="checkbox"/>	03 - Cherie L. Brant	<input type="checkbox"/>	<input type="checkbox"/>	04 - Raymond Chun	<input type="checkbox"/>	<input type="checkbox"/>
05 - Elio R. Luongo	<input type="checkbox"/>	<input type="checkbox"/>	06 - John B. MacIntyre	<input type="checkbox"/>	<input type="checkbox"/>	07 - Keith G. Martell	<input type="checkbox"/>	<input type="checkbox"/>	08 - Nathalie M. Palladitcheff	<input type="checkbox"/>	<input type="checkbox"/>
09 - Frank J. Pearn	<input type="checkbox"/>	<input type="checkbox"/>	10 - S. Jane Rowe	<input type="checkbox"/>	<input type="checkbox"/>	11 - Nancy G. Tower	<input type="checkbox"/>	<input type="checkbox"/>	12 - Ajay K. Virmani	<input type="checkbox"/>	<input type="checkbox"/>
13 - Mary A. Winston	<input type="checkbox"/>	<input type="checkbox"/>	14 - Paul C. Wirth	<input type="checkbox"/>	<input type="checkbox"/>						

#### 2. Appointment of Auditor named in the Management Proxy Circular

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

#### 3. Approach to executive compensation disclosed in the Report of the Human Resources Committee and Approach to Executive Compensation sections of the Management Proxy Circular \* Item 3 is an advisory vote \*

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

#### 4. First Amendment to the 2000 Stock Incentive Plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

#### 5. Second Amendment to the 2000 Stock Incentive Plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

### The Board of Directors recommend a vote AGAINST the Shareholder Proposals.

	For	Against	Abstain												
6 - Shareholder Proposal 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 - Shareholder Proposal 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 - Shareholder Proposal 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 - Shareholder Proposal 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 - Shareholder Proposal 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 - Shareholder Proposal 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 - Shareholder Proposal 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 - Shareholder Proposal 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 - Shareholder Proposal 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												

The Shareholder Proposals are set out in the accompanying Management Proxy Circular.

A Shareholder has the right to appoint a person other than those designated below to represent the Shareholder at the Meeting by inserting the name of such other person in the space provided below. In addition, to enable your chosen proxyholder to participate and vote virtually at the Meeting, YOUR PROXYHOLDER MUST contact TSX Trust Company at 1-866-751-6315 or 416-682-3860 or by visiting <https://www.tsxtrust.com/control-number-request> by 3:00 p.m. (Eastern) on April 14, 2026 to obtain a control number to attend the meeting. This control number will allow your proxyholder to log in to and vote at the meeting. Without a control number your proxyholder will only be able to log in to the meeting as a guest and will not be able to vote. Subject to the provisions of the Bank Act (Canada), the shares represented by this Proxy will be voted FOR or AGAINST, or WITHHELD or ABSTAINED from voting, in accordance with the instructions given herein. If a Shareholder specifies a choice with respect to any matter to be acted on, the Shareholder's shares will be voted accordingly. If no choice is specified, this Proxy confers authority to the proxyholder to vote as he or she feels fit in respect of each matter set forth in this Proxy and to vote in his or her discretion in respect of any amendments or variations to the matters listed in this Proxy or other matters that may properly come before the Meeting and any adjournment(s) or postponement(s) thereof. Unless otherwise specified, the proxyholders designated by management in this Proxy intend to vote FOR the election of each director, FOR the appointment of the auditor, FOR in an advisory capacity, the approach to executive compensation disclosed in the Management Proxy Circular, FOR the first amendment to the 2000 Stock Incentive Plan and FOR the second amendment to the 2000 Stock Incentive Plan, and AGAINST each of the shareholder proposals set out in Items 6 through 14 on the reverse side. This Form of Proxy should be read in conjunction with the Management Proxy Circular.

This Proxy is solicited on behalf of management of The Toronto-Dominion Bank.

PLEASE COMPLETE AND RETURN IN THE ENVELOPE PROVIDED. You may also vote by Internet at [www.investorvote.com/TDM](http://www.investorvote.com/TDM).

**\*\*REQUEST FOR QUARTERLY REPORTS**

The Toronto-Dominion Bank's Quarterly Reports to Shareholders are available at [www.td.com/investor](http://www.td.com/investor) on the day they are released, but if you wish to receive a hard copy of quarterly reports for the next year by mail, please mark the box below. If you do not mark the box and return this form, you will NOT receive a hard copy of these reports by mail.

**\*\*ANNUAL REPORT WAIVER**

Mark the box below if you do NOT want to receive a hard copy of the Annual Report containing the Annual Financial Statements and accompanying Management's Discussion and Analysis. If you do not mark the box, you will continue to receive a hard copy of the Annual Report by mail.

Shares cannot be voted if they are held in contravention of the Bank Act (Canada). Restrictions on ownership are described in the Management Proxy Circular.



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**Proxy – THE TORONTO-DOMINION BANK**



**FORM OF PROXY - COMMON SHARES**

**Annual Meeting of Common Shareholders – April 16, 2026**

The undersigned holder of common shares of THE TORONTO-DOMINION BANK hereby appoints JOHN B. MACINTYRE, Board Chair of The Toronto-Dominion Bank, or failing him, RAYMOND CHUN, Group President and Chief Executive Officer of The Toronto-Dominion Bank, or instead of either of them, \_\_\_\_\_ as proxyholder of the undersigned, with full power of substitution, to attend, vote and otherwise act for and in the name of and on behalf of the undersigned in respect of all matters that may come before the Annual Meeting of Common Shareholders of The Toronto-Dominion Bank that will be held in-person on Thursday, April 16, 2026 at 9:30 a.m. (Eastern) at the Design Exchange, TD Centre, 234 Bay Street, Toronto, Ontario and virtually. Details for the webcast will be found here: [www.td.com/annual-meeting/2026](http://www.td.com/annual-meeting/2026)

The said proxyholder is hereby specifically directed to vote, for or against, to withhold from voting or abstain from voting as indicated on the reverse side:

If a Shareholder marks the "ABSTAIN" box, the Shareholder is directing its proxyholder to ABSTAIN from voting FOR or AGAINST that item. An abstention will be counted as present for quorum purposes but will not be counted as a vote cast in determining whether the requisite majority of votes cast has approved the proposal. The number of abstentions will be tabulated in the voting results.

- \*\*Request for Quarterly Reports** (See above for details)
- \*\*Annual Report Waiver** (See above for details)

**B Non-Voting Items**

Change of Address – Please print new address below.

Comments – Please print your comments below.

**C Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.**

Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. Note: A space has been designated for a date. If it is not dated in the space, this Proxy is deemed to bear the date on which it was mailed to the Shareholder.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

