Executive Mandate – Group President and Chief Executive Officer, TD Bank Group

1. Role, Business and Reporting Lines

The Group President and Chief Executive Officer (CEO) is responsible for the successful performance of TD Bank Group (TD or the Bank) and is accountable for the overall leadership and management of TD in advancing and achieving its strategic objectives.

This position is appointed by the Board of Directors and serves on the Board as required by the Bank Act (Canada).

This role reports to the TD Bank Group Board of Directors.

2. Individual Role Accountabilities

As TD's most senior executive leader, the CEO is expected to exemplify the highest personal and professional standards, acting with integrity, honesty, diligence and in good faith for the best interests of the Bank, embodying the TD Leadership Principles as a role model for others, and actively fostering a culture of inclusion.

The CEO is expected to avoid situations involving perceived, potential, or actual conflicts of interest and comply with applicable policies of the Bank, including the Disclosure Policy and the Code of Conduct and Ethics.

The CEO is responsible for fostering a culture of integrity throughout TD and setting the tone for the standards and principles that determine how the Bank is to conduct its businesses. The CEO works with business and functional leaders in all areas of the organization to promote a culture of ethical business conduct throughout TD and to establish standards and oversight structures that are reasonably designed to promote integrity and deter wrongdoing.

The CEO furthers TD's vision by developing, communicating, adhering to and promoting strategic practices that guide TD's activities. This includes:

- Establishing a framework and processes to develop and communicate TD's long-term strategic direction including enterprise risk appetite;
- Leading TD's strategy setting and related activities that advance the Bank's strategic objectives;
- Representing TD both internally and externally, developing and maintaining relationships with major clients and regulators, and with the Senior Executive Team (SET) comprised of the Bank's most senior executives, supporting a positive, public profile for the TD franchise;
- Aligning business value creation with long term sustainability goals.
- Establishing an Executive Committee structure in consultation with the Chief Risk Officer (CRO) to support senior management oversight of enterprise risk;
- Building and maintaining a culture of risk management and control, supported by an effective governance structure, processes and sound infrastructure to meet TD's legislative or regulatory compliance obligations and achieving a strategic balance of risk and return;
- Establishing a framework and processes to assess the impact of mergers and acquisitions on the overall TD enterprise;
- Participating in senior management succession planning and executive performance assessments.

Oversight of Business Operations and Financial Performance
The CEO is responsible for the financial performance and the successful management of the Bank.

The CEO is responsible for:

- Overseeing the establishment of the framework within which clients are provided legendary experiences and within which their information is kept private and confidential;
- Overseeing the management of the proprietary investments of the Bank;
- Overseeing the effectiveness of the Bank's financial structure and monitoring and determining the Bank's present and future capital requirements;
- Working closely with the CRO to oversee the proactive identification, management and mitigation of the various risks of the Bank, both current and emerging, all in a manner consistent with Bank objectives and shareholder and other stakeholder interests.

The CEO ensures that TD is positioned to evolve as a North American (and, as determined, global), integrated, client-focused financial institution in alignment with the Bank's stated business strategies.

The CEO oversees and supports the ongoing development of a diverse, capable, engaged workforce, and an extraordinary workplace that provides the capacity and capability to execute against its business strategy.

The CEO convenes the SET which meets on a regular basis to discuss matters relating to the overall strategic and operational management of TD. The CEO delegates to these senior executives the matters set out in their respective mandates.

Interaction with the Board of Directors
The CEO supports the effectiveness of the Board of Directors by providing the Board with sound advice on the organizational structure, objectives, strategies, plans and major policies of the Bank.

The CEO makes recommendations to the Board and provides relevant data and context to support the Board in reaching informed decisions.

The CEO supports the Board's supervisory role by providing relevant, accurate and timely information on the operations, controls, policies and procedures of the Bank. The CEO also facilitates effective oversight by fostering and participating in candid and robust Board discussions.

Transparency
The CEO is responsible for keeping the Board, regulators, and other stakeholders informed of the business and affairs of the Bank. The CEO is responsible for upholding the Bank's commitment to providing timely, accurate and balanced disclosure of all material information about TD in accordance with the Bank's Disclosure Policy.

The CEO is the Bank's ambassador. The CEO represents the Bank to its external stakeholders, including customers, communities, shareholders, the investment community, the media, regulators and the public.

Strategy
The CEO recommends for approval by the Board the strategic plans of the Bank. The CEO establishes priorities in terms of corporate objectives and long-term strategies and approves corporate milestones.

The CEO establishes the strategic framework for the allocation of the Bank’s financial and human capital. The CEO also establishes the strategic framework for acquisitions, mergers, divestitures, and the entry/exit of any business.

The CEO is responsible for protecting the Bank's assets and developing strategic plans and policies that promote growth in long-term shareholder value. The CEO ensures that the Bank's overall strategy, organizational structure, supporting management processes, and the allocation of financial and human capital are integrated effectively to meet corporate goals and objectives.

The CEO is responsible for the sustainability of the business model and its operations, including consideration of external and environmental factors that could impact TD and for the recognition of TD's role as a member of the communities in which it operates, as it relates to TD's governance, environmental impacts, and social practices, and its impact on the wellbeing of its constituents.

The CEO is responsible for providing the Board of Directors with an opportunity to review and approve all material or significant business acquisitions and investments, in accordance with the Bank’s Policy for Approval of Material Business Acquisitions, Investments and Divestitures.

People Leadership and Building for the Future
The CEO ensures that the long-term strategies of the organization are articulated, and that resource allocations and business efforts ultimately align, while maintaining a balanced focus on the short-term needs and objectives of the organization.

The CEO approves the overall corporate structure under which major accountabilities and functions are assigned and organized.

With Human Resources Committee approval, the CEO selects, develops, evaluates, and rewards key senior executive officers to foster:

- A culture of diversity and ethical business conduct and accountability throughout TD;
- A high level of management productivity and long-term shareholder value; and
- The best use of individual and group capabilities.

The CEO is responsible for identifying a potential successor or successors who can today and in the future be able to fill the position of CEO and other key senior executive positions. Recommendations are to be reviewed with the Human Resources Committee and the Board on an annual basis.

3. General Management and Risk Accountabilities

Senior enterprise leaders are expected to demonstrate high personal and professional standards, act with integrity, honesty, diligence and in good faith for the best interests of TD, role-model the TD Framework, and are accountable for enabling the culture through decisions and leadership behaviours exercised day to day.

Senior leaders are expected to promote a culture of integrity and ethical business conduct, avoid situations involving perceived, potential, or actual conflicts of interest and comply with applicable policies of the Bank, including the Disclosure Policy and the Code of Conduct and Ethics.

Senior leaders are responsible to:

- Develop the business or function's strategy and operating plans to ensure responsible, sustainable growth and achieve goals aligned to TD's enterprise strategic plans and priorities;
- Ensure end-to-end execution within area of responsibility remain in compliance with internal policies and external requirements, and consistently deliver expected product, service, process, and risk outcomes;
- Foster a culture of accountability and continuous improvement focused on delivering on commitments and remediating any gaps or errors with speed and impact;
- Consider the clients in every decision, develop and maintain key client relationships and/or deliver legendary client service, products and/or support for the portfolio/function managed:
    - Offer seamless and connected experiences;
    - Create value by developing and providing solutions with respect to clients' needs; and
    - Deliver relevant, trusted advice;
- Align business value creation with long term environmental, social, and governance goals;
- Advance TD's People Strategies to attract, retain, develop and engage a highly qualified and diverse human resource base to achieve business objectives, create a unique and inclusive employee experience and establish leadership development and succession plans for leadership continuity;
- Leverage TD's operating model for efficiency and effectiveness; partner and collaborate effectively with other TD leaders to provide integrated strategies and tactics, and effective governance, including:
    - Protect TD's assets and develop strategic plans and policies to promote growth in shareholder value. Establish and execute strategies with respect to the optimal allocation of financial and human capital, and manage within the requirements of the financial plan;
    - Operate in context of segment and enterprise-wide parameters, engaging partner groups, and legal entity leaders (as applicable) in development and delivery of business plans and deliverables;
    - Be accountable for performance and development activities for direct report team, engaging laterally where needed (e.g., cross-border activities); and
- Represent the TD franchise both internally and externally ensuring a positive brand and public profile.

Risk Accountabilities:
Senior leaders are accountable to support and foster TD's desired risk culture and behaviours by ensuring that operations within the area of responsibility are in compliance with applicable internal TD policies and external regulations, laws, and guidelines (including but not limited to, financial controls, segregation of duties, transaction approvals, cyber alertness, third party risk assessments, anti-money laundering and anti-terrorism, economic sanctions, anti-bribery and corruption processes, and physical control of assets).

Senior leaders are expected to operate within TD's Enterprise Risk Framework and the Risk Appetite, including but not limited to [1]:

- Set the "tone at the top" in support of a strong risk culture across the business / function;
- Manage activities so that they are within TD's Risk Appetite and risk management policies;
- Promote a strong governance and control environment with periodic assessment against leading practices;

- Identify, assess and communicate all material risks, including current, emerging, and non-traditional risks, and factor risk-based return and segment risk appetite into all plans, strategies and business decisions, under both normal and stress conditions;
- Measure, monitor, escalate, self-identify and report on material risk and control issues including reporting, monitoring and escalation of risk appetite measures;
- Design, implement and maintain appropriate governance processes and effective internal controls, operating within applicable decision authority frameworks and delegated responsibilities;
- Provide guidance and training to direct report teams on governance, risk and control strategies, processes, and measures within the business / function;
- Contribute to the development, maintenance and operation of a recovery and resolution plan for business / portfolio activities, consistent with TD's overall recovery and resolution plan responsibilities;
- Comply with risk-based approval processes (including risk acceptance processes) for all new products, activities, processes and systems;
- Establish and communicate enterprise governance, risk and control strategies, frameworks, policies and practices, and provide oversight and independent 2nd Line challenge to the business through an effective objective assessment. [2]

Where senior leaders are responsible for enterprise policy, they are expected to establish, sustain and monitor adherence in accordance with TD standards and practices ensuring that policies are implemented throughout the enterprise as applicable, policy adherence is monitored, and policies are reviewed and updated regularly.

Note:

[1] Where applicable, to roles in 3rd Line Control Function (e.g., Internal Audit) due to requirements on Internal Audit function to maintain independence from Management.
[2] Applicable only to roles within 2nd Line Control Functions.

This mandate was revised on October 24, 2025.