

**ANNUAL INFORMATION FORM**



**THE TORONTO-DOMINION BANK**

**Toronto-Dominion Centre**

**Toronto, Ontario, Canada**

**M5K 1A2**

**February 28, 2000**

## **Distribution Notice**

When this form is provided to security holders or other interested parties, it must be accompanied by copies of all the documents incorporated into it by reference.

Portions of the Annual Information Form ("AIF") are disclosed in the following documents and are incorporated by reference into the AIF:

- (i) Annual Report to Shareholders for the year ended October 31, 1999 ("1999 Annual Report"); and
- (ii) Management Proxy Circular dated as of January 25, 2000 ("Proxy Circular").

	<u>Annual Information Form</u>	<u>Page Reference</u>	
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		<u>Annual Report</u>	<u>Proxy Circular</u>
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## **FINANCIAL DATA:**

Except as otherwise noted, all information is given at, or for the fiscal year ended, October 31, 1999. Amounts are expressed in Canadian dollars. Financial information is presented in accordance with accounting principles generally accepted in Canada, including the accounting requirements of the Superintendent of Financial Institutions (Canada).

## **INCORPORATION**

### **Subsidiaries**

Each subsidiary is incorporated in the country in which its head office is located.

## **GENERAL DEVELOPMENT OF THE BUSINESS**

As at October 31, 1999, The Toronto-Dominion Bank, also known as "TD Bank" or "TD", and collectively with its subsidiaries referred to as "TD Bank Financial Group" (the "**Bank**") was the largest Canadian bank in terms of market capitalization. From 1994 to 1999, the Bank's assets have grown about 16.7% annually to a total of \$214.4 billion at the end of fiscal 1999.

Over the years, the Bank has reshaped and expanded its products, services and businesses to better serve its customers. Branches have been transformed from transaction centres to sales, service and advice centres. In the past three years, Canadian branch banking convenience has been increased with the expansion of in-store branches in leading retailers including Wal-Mart and Sobeys.

Concurrently, electronic banking through TD Access has continued to expand to offer customers access to retail products and services through TD Access Telephone Banking, The Green Machine automated banking machine network, TD Access Web Banking and access to INTERAC Direct Payment. This past year, the Bank introduced TD Access Web Genie, a personalized messaging service for customers and offered seamless cross-border web banking services through its wholly-owned subsidiary, TD Waterhouse Bank, N.A.

On August 3, 1999, the Bank announced that it had entered into a binding agreement with British American Tobacco p.l.c. pursuant to which the Bank made a takeover bid for all of the outstanding common shares of CT Financial Services Inc. ("Canada Trust"). Canada Trust is one of Canada's most successful and respected retail financial services organizations. On February 1, 2000, the Bank acquired Canada Trust and is integrating Canada Trust with the Bank's retail operations, creating an industry leading retail operation under the name TD Canada Trust.

Over the last few years, the Bank has completed a number of acquisitions, in particular in the discount brokerage industry, to help develop or expand its business. This past year, the Bank consolidated its global discount brokerage operations - in the United States, Canada, the United Kingdom, Australia and Hong Kong, to create TD Waterhouse Group, Inc. ("TD Waterhouse").

In July 1999, TD Waterhouse completed an initial public offering of common stock in Canada, the United States and internationally for total gross proceeds of approximately \$1.5 billion. As a result of the offering, the Bank holds, directly or indirectly, approximately 88.5% of the outstanding shares of common stock of TD Waterhouse. TD Waterhouse is poised for further growth and expansion in the coming year with approvals to trade local securities in Hong Kong, a new office in Japan, a joint venture to offer online financial services in Japan, a joint venture to explore online brokerage opportunities in India and the purchase of YorkSHARE Limited, a U.K. discount broker.

### **Competition**

The Bank is subject to intense competition in all aspects and areas of its business from banks and other domestic and foreign financial institutions and from non-financial institutions, including retail stores that maintain their own personal credit programs and governmental agencies that make available loans to certain borrowers. Competition has increased in recent years in many areas in which the Bank operates, in substantial part because other types of financial institutions and other entities have begun to engage in activities traditionally engaged in only by banks. Many of these competitors are not subject to regulation as extensive as that under the *Bank Act* (Canada) and, thus, may have competitive advantages over the Bank in certain respects.

### **Shareholdings of Management**

As of the date of the Bank's most recent fiscal year end, the directors and insiders, which includes senior officers, of the Bank as a group beneficially owned, directly or indirectly, or exercised control or direction over, less than one percent of the outstanding common shares of the Bank.

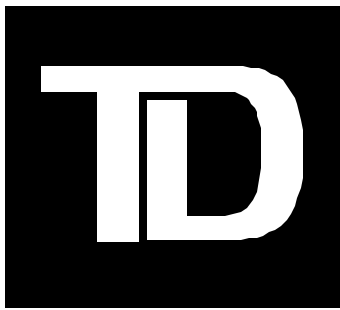
## **Forwarding-Looking Statements**

This report may contain forward-looking statements, including statements regarding the business and anticipated financial performance of the Bank. These statements are subject to a number of risks and uncertainties that may cause actual results to differ materially from those contemplated by the forward-looking statements. Some of the factors that could cause such differences include legislative or regulatory developments, competition, technological change, global capital market activity, changes in government monetary and economic policies, changes in prevailing interest rates, inflation levels and general economic conditions in geographic areas where the Bank operates. These differences between the forward-looking statements and actual results could also be caused by risks relating to the acquisition of CT Financial Services Inc., which are described in TD's Report on Form 6-K, filed with the U.S. Securities and Exchange Commission on August 3, 1999 and TD's Material Change Report, filed with the Ontario Securities Commission on August 3, 1999.

## **ADDITIONAL INFORMATION**

The Bank will provide to any person or company upon request to the Executive Vice President, General Counsel and Secretary of the Bank at the head office of the Bank: (a) when the securities of the Bank are in the course of distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a proposed distribution of its securities, (i) one copy of the Bank's Annual Information Form, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the Annual Information Form, (ii) one copy of the comparative financial statements of the Bank for its most recently completed financial year, together with the accompanying report of the auditors, and one copy of any interim financial statements of the Bank issued subsequent to the financial statements for its most recently completed financial year, (iii) one copy of the Proxy Circular of the Bank in respect of its most recent annual meeting of shareholders that involved the election of directors, and (iv) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under (i) to (iii) above; or (b) at any other time, one copy of any documents referred to in (a)(i), (ii) and (iii) above, provided the Bank may require the payment of a reasonable charge if the request is made by a person or company who is not a security holder of the Bank.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the issuer's securities, options to purchase securities and interests of insiders in material transactions, is contained in the Proxy Circular. Additional financial information is provided in the Bank's comparative financial statements for its year ended October 31, 1999, as contained in the 1999 Annual Report.



**BANK**