



THE TORONTO-DOMINION BANK

INDEPENDENT BOARD CHAIR MANDATE

In this Mandate, "Bank" means The Toronto-Dominion Bank on a consolidated basis.

Part I: Main Responsibilities

- 1.1 Manage the affairs of the Board, with the objective that the Board properly organized, functions effectively and fulfills its obligations and responsibilities;
 - 1.2 Facilitate the functioning of the Board independently of management and maintain and enhance the quality of the Board's governance and that of the Bank;
 - 1.3 Interact regularly with the Chief Executive Officer on governance and performance issues including providing feedback of other Board members;
 - 1.4 Act as a 'sounding board' for the Chief Executive Officer;
 - 1.5 Lead the Board in the execution of its responsibilities to shareholders and other key stakeholders;
 - 1.6 Lead the interaction between the Board and the Bank's regulators and maintain a channel of open communication with regulators independent of management.
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Part II: Selection and Independence

- 2.1 The Board Chair must be independent of the Bank within the meaning of applicable laws, rules and regulations and any other relevant considerations as determined by the Board, including the Bank's Director Independence Policy.
- 2.2 The Board Chair will be appointed by the independent directors of the Board annually. The Board Chair also has a standing invitation to attend all Committee meetings.

Part III: Specific Duties and Responsibilities

Among other things, the Board Chair has the following duties and responsibilities:

3.1 Board Management

- 3.1.1 Chair meetings of the Board of Directors;
- 3.1.2 Set the tone for the meetings and facilitate open discussions that are inclusive and robust;
- 3.1.3 In conjunction with the Chief Executive Officer and Corporate Secretary of the Bank, develop and approve the schedule of Board meetings and the agendas for Board meetings;
- 3.1.4 Ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns;
- 3.1.5 Facilitate a candid and full discussion of all key matters that come before the Board;
- 3.1.6 Ensure that any material matter arising is appropriately addressed at a subsequent meeting of the Board;
- 3.1.7 In conjunction with the Chief Executive Officer, provide leadership to the Board in overseeing strategy and supervising management's progress against achieving the Bank's strategic goals;
- 3.1.8 Coordinate the activities of the Board with Committee Chairs;
- 3.1.9 Monitor the work of Board Committees to see that delegated functions are carried out and reported to the Board on a regular basis;
- 3.1.10 At each meeting of the Board, conduct sessions without members of management and non-independent directors present and report the results of such sessions to the Chief Executive Officer as appropriate;
- 3.1.11 In conjunction with the Chief Executive Officer and Corporate Secretary of the Bank, oversee the provision of adequate and timely information and notice of meetings to the Board.

3.2 Board Independence and Governance

- 3.2.1 Be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the adoption of 'best practices' where appropriate to maintain a leadership level of governance practices at the Bank;
- 3.2.2 In conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and management;
- 3.2.3 Meet proactively with all Board members and seek their feedback on management performance, Board and Committee effectiveness and other matters;
- 3.2.4 In conjunction with the Corporate Governance Committee, assess performance of directors collectively and individually and, where applicable, provide individual performance feedback to Board members;
- 3.2.5 In accordance with guidance from the Corporate Governance Committee, approach potential candidates for Board membership;
- 3.2.6 Provide feedback and input to the Committee Chairs on governance and other matters;
- 3.2.7 Ensure that the Office of the Superintendent of Financial Institutions ("OSFI") is notified on a timely basis of any potential changes to the membership of the Board.

3.3 Interaction with Chief Executive Officer and Management

- 3.3.1 Interact with the Chief Executive Officer on governance, performance and other issues;
- 3.3.2 Provide feedback to the Chief Executive Officer and act as a sounding board with respect to strategies, accountability, relationships and other issues;
- 3.3.3 Without inhibiting direct interaction between other members of the Board and management, provide management with a point of contact for the Board;
- 3.3.4 In conjunction with the Chair of the Human Resources Committee, conduct the annual performance appraisal session of the Chief Executive Officer and communicate additional feedback as required;
- 3.3.5 Frequently interact with the General Counsel of the Bank and Corporate Secretary of the Board on Board governance and other issues.

3.4 Interaction with Regulators

- 3.4.1 Lead the interaction between the Board and the Bank's regulators (including its primary regulator, OSFI), including by meeting regularly with those regulators;
- 3.4.2 Maintain a channel of open communication with regulators independent of management, to promote mutual trust and confidence in the quality of the Board's governance and oversight of the Bank.

3.5 Relations with Shareholders and Other Key Stakeholders

- 3.5.1 Provide leadership to the Board in the execution of its responsibilities to shareholders;
- 3.5.2 Chair all annual and special meetings of the shareholders;
- 3.5.3 In conjunction with management, respond to shareholder and other stakeholder concerns regarding governance issues or other Board related issues. In this regard, shareholders and other stakeholders may communicate with the independent directors through the Board Chair (instructions for which are publicly available through appropriate disclosure mechanisms, such as the Bank's proxy circular, annual report and/or website) and the Board Chair will relay to the independent directors any communication received from a shareholder expressing that intent;
- 3.5.4 Consistent with the Bank's shareholder engagement policies, meet with shareholders and other interested stakeholders on matters core to the Board's mandate and, where appropriate, attend public events on behalf of the Bank.

3.6 Interaction with Lead Independent Director of TD U.S. Entities and Subsidiary Board Chairs

- 3.6.1 Maintain an effective relationship with, and meet at least annually with the following:
 - a. The "Lead Independent Director" of the TD U.S. Entities to enable timely and transparent communication of relevant information. "TD U.S. Entity" means any of TD Group US Holdings LLC, its subsidiary TD Bank US Holding Company ("TDBUSH") or TDBUSH's subsidiaries TD Bank, N.A. and TD Bank USA, N.A. (and any successors thereto);
 - b. The subsidiary Board Chair of other Category 1 in-scope subsidiaries to discuss the business, operations and governance of the subsidiary,

material developments which are relevant to the oversight responsibilities of the Board and enhancement of governance processes.

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