

CHARTER
AD HOC REMEDIATION COMMITTEE
THE TORONTO-DOMINION BANK

In this Charter, “Bank” means The Toronto-Dominion Bank on a consolidated basis.

1. Main Responsibilities

The Remediation Committee (the “Committee”) is appointed by the Board of the Bank to oversee compliance by the Bank and its subsidiaries with the requirements set forth in regulatory enforcement-related orders and agreements on an enterprise-wide basis.

2. Composition and Independence, Experience and Authority

The Committee shall consist of at least three members of the Board of Directors of the Bank.

No member of the Committee may be an officer or retired officer of the Bank. Every member of the Committee shall be independent of the Bank within the meaning of applicable laws, rules and regulations and any other relevant considerations as determined by the Board of Directors, and in accordance with the Bank’s Director Independence Policy.

The members of the Committee shall be appointed by the Board and shall serve until their successor is duly appointed, unless the member resigns, is removed, or ceases to be a Director. A Chair will be appointed by the Board upon recommendation of the Corporate Governance Committee, failing which the members of the Committee may designate a Chair by majority vote. The Committee may from time-to-time delegate to its Chair certain powers or responsibilities that the Committee itself may have hereunder.

To facilitate communication, the Committee shall have representation from the Audit, Human Resources, and Risk Committees of the Board.

3. Meetings and Operations

The Committee shall meet at least eight times annually, or more frequently depending on relevant developments and circumstances. The Committee shall receive reports from the following, as required, regarding the status of the remediation activities being undertaken:

- Head of the U.S. Remediation Office
- EVP, Non-Financial Risk Management
- Head of TDBG Risk Transformation Office
- U.S. BSA/AML Officer
- U.S. Chief Compliance Officer
- U.S. Head of Human Resources
- U.S. Treasurer
- Chief Financial Officer of TD Bank, America's Most Convenient Bank
- U.S. Head of Audit

The Committee may also receive reports from any other members of management, including the TDBG Chief Risk Officer, Chief Financial Officer, Chief Auditor and Chief Human Resources Officer, considered necessary by the Committee, to:

- Provide information and insight as to the Bank's compliance with all enforcement commitments, progress on the required remediations and implementation of identified improvements across the enterprise; and
- Report on how transformation activities are being informed by remediation work across all jurisdictions.

The Committee Chair shall direct that an agenda be prepared in advance of each meeting. If the Committee Chair is not present, the members of the Committee may designate an acting Chair for that meeting by majority vote of the Committee membership present.

Meetings shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to properly discharge its responsibilities.

At each meeting, the members should meet for some part without any member of management present for deliberation. In fulfilling the responsibilities set out in this Charter, the Committee may access any officer, employee or agent of the Bank for the purpose of fulfilling its responsibilities. The Committee may also obtain advice and assistance from other advisors as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Bank for such independent advisor in its sole discretion without seeking Board approval.

The Bank shall provide appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Chair shall establish and maintain a communication channel to facilitate the timely escalation to the Board of the Bank of issues the Chair considers important in the circumstances.

All decisions of the Committee shall require the affirmative vote of a majority of the Committee members in attendance at the meeting.

The Office of the Corporate Secretary of the Bank shall provide support to the Committee.

4. Responsibilities

The Committee shall have the following additional responsibilities and powers:

- Monitor, oversee and assess, through management reports to the Committee, the Bank's compliance with the provisions of all enforcement related orders including progress against milestones and other targets;
- Review and recommend for approval by the Board of the Bank, all actions necessary for the compliance of items specifically assigned in the aforementioned enforcement orders and agreements to the Board of the Bank;
- Receive regular reports from management detailing the form and manner of all actions taken by the management across the first, second, and third lines of defense, in response to the enforcement requirements and commitments;
- Make regular reports to the Board of the Bank on the Committee's activities and its assessment of management's progress in addressing the enforcement related requirements;
- Review and assess whether the remediation teams have sufficient financial and managerial resources, processes, personnel, technology, and control systems to implement and sustain the remediation activities necessary to address the enforcement-related requirements;
- Oversee and challenge, through management reports to the Committee, the timely progress, implementation and sustainability of required remediation activities, as well as the transition to business-as-usual from an enterprise perspective, including oversight of the sustainable implementation of transformation initiatives and improvements in each applicable business and corporate segment;
- Periodically meet, on behalf of the Board of the Bank, with the Monitor(s) appointed pursuant to the FinCEN consent order and DOJ plea agreements, respectively, to assess alignment between management's reports and the Monitor(s) expectations and to gain insight from the Monitor(s) on the Bank's status;

- Perform any other duties or responsibilities expressly delegated to the Committee by the Board of the Bank from time to time;
- Review and assess the adequacy of this Charter at least annually and submitting this Charter to the Board for approval;
- Conduct an annual evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate; and
- Maintain minutes or other records of meetings and activities of the Committee.

5. Dissolution

The Committee will continue until such time as the Board, on the recommendation of the Committee and approval by the Corporate Governance Committee, concludes that dedicated oversight of the remediation requirements is no longer needed.

Approved by the Corporate Governance Committee of the Bank on December 3, 2024

Approved by the Board of Directors of the Bank on December 5, 2024

Endorsed by the Remediation Committee on January 9, 2025 and thereafter, on May 12, 2025, to endorse enhancements to the Charter

Approved by the Board of Directors of the Bank on May 21, 2025