



Role of the HRC, Approach to Executive Compensation and TD Culture Standard

March 2026

Agenda



- Role of the Human Resources Committee (HRC)
- Approach to Executive Compensation
 - Evaluating Business Performance
 - CEO and Other NEO Compensation
 - 2026 Executive Compensation Plan Changes
- TD Culture Standard

Role of the HRC



- Committee consists entirely of independent directors, including the Chair of the Board
- In addition to compensation and total rewards, Committee provides oversight of people strategy, succession planning and critical human resources practices

Total Rewards

- CEO, Senior Executive Team and heads of control functions compensation decisions
- Design of executive and other material employee incentive plans (~65% of the bank's total incentive spend)
- Retirement, wellness and benefit programs

Talent Management

- CEO objectives and performance evaluation
- Succession planning for CEO and Senior Executive Team
- Development, capability and talent planning

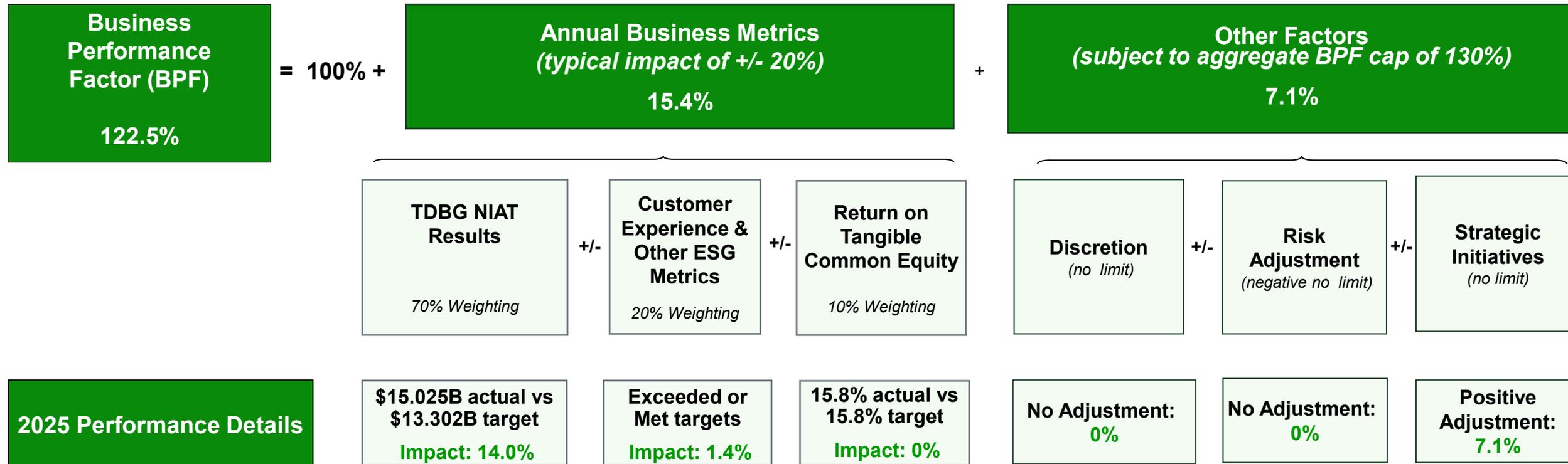
People Strategy

- People strategy and related human capital initiatives to meet the strategic ambitions of the bank
- Culture
- People Risk
- Diversity and Inclusion
- Employee Engagement

2025 Compensation: Evaluating Business Performance



2025 Executive Compensation Plan (ECP) Framework & Results



- In 2025, the BPF continued to be determined primarily on internal measures, and relative performance was temporarily paused when determining the BPF.
- The committee considered the specific metrics covered by the plan, as well as a variety of other factors and perspectives to assess the impact of Strategic Initiatives. These included:
 - Gain on the sale of the bank's investment in Schwab
 - Strategic review and Investor Day
 - The bank's commitment to regulatory excellence and the status of U.S. AML remediation
 - Outperforming Total Shareholder Return (TSR) relative to Canadian bank peers
- After assessing these factors, the committee determined that the results of the Strategic Initiatives metric would be +7.1%, for a final BPF of **122.5%**

CEO and Other NEO Compensation



Raymond Chun

- Mr. Chun's 2025 total direct compensation target was \$11,375,000, reflecting the portion of year as COO and the portion of the year as CEO.
- Incentive compensation was equal to Mr. Chun's incentive target multiplied by the BPF of 122.5%, being the same BPF as that applicable to the SET as a whole.
- The board approved total direct compensation for Mr. Chun of \$13,675,000 for fiscal 2025.
- The human resources committee recommended, and the board approved, an increase in the total direct compensation target to \$14,000,000 for fiscal 2026.

Bharat Masrani

- Mr. Masrani's target compensation was pro-rated for the period he served in the role as Group President and CEO (November 1, 2024 to February 1, 2025).
- There was no incentive compensation approved for Mr. Masrani.
- Mr. Masrani remained available to the bank in an advisory capacity until July 31, 2025. During this transition, he provided continuity on the bank's critical U.S. AML remediation effort and in his advisory role, he received a fee of \$500,000 per month.

Other NEO Compensation

- Compensation increased year-over-year due to the lower BPF of 75% in 2024 compared to the BPF of 122.5% in 2025.
- Targeted compensation programs were developed to support the retention of critical resources and talent. This resulted in some one-time awards to recognize performance and significant achievements for some NEOs.

2026 Executive Compensation Plan Changes



ECP Plan Framework – Aligned to renewed strategy

Business Performance Factor (BPF) (Capped at 130%)

= 100% +

Annual Business Metrics
(Impact of +/- 20%)

+/-

Other Factors
(Subject to aggregate BPF cap of 130%)

TDBG NIAT
Results

50% Weighting

+/-

Return on Equity
(ROE)¹

25% Weighting

+/-

Customer
Experience &
Other ESG
Metrics

25% Weighting

+/-

Discretion

(no limit)

+/-

Risk
Adjustment

(negative no limit)

+/-

Relative
Performance &
Strategic
Objectives

+/- 20%

Decreased
weighting from
70% to 50%

Internal ROE
replaced relative
ROTCE;
Increased
weighting from
10% to 25%

Increased
weighting from
20% to 25%

Expanded to full
executive population

Strategic Objectives
expanded to full
executive population

Decreased Financial weighting
from 80% to 75%

Pay Mix / Equity Vehicle Mix

- The Pay Mix for executives will be adjusted.
 - Increasing proportion delivered in variable cash incentive with slightly lower portion deferred as equity
- A new equity vehicle mix will be introduced for senior executives.
 - Reducing stock options and introducing RSUs
 - PSUs continue to represent majority of equity

PSU Performance Factor

- The PSU performance factor will incorporate an internal ROE metric in addition to relative TSR.
- Performance factor range will increase to 50% to 150% (current range is 75% to 125%).
- A quantifiable zero-performance condition will also be introduced.

1. Adjusted ROE assessed against internal target for enterprise and by business segment.



The TD Way

■ Purpose

Reimagine what banking can be

for our clients, colleagues and communities.

■ Promise

**Remarkably human.
Refreshingly simple.**

■ Who we are

Build deep client relationships

Execute brilliantly

Simplify and deliver faster

Do the right thing – own it, raise it, know it

Win together

■ How we lead

Take accountability

Be courageous

Disciplined execution with speed

Live inclusion

Hire and develop the best

TD Culture Standard (formerly the TD Culture Framework)



The Culture Standard defines the behaviours and expectations that shape how we work and lead for colleagues and people leaders. By establishing a single, enterprise-wide reference point, the Standard ensures that our culture is well understood and reinforced at all levels of the organization.

The Former Culture Framework

The previous Culture Framework established helped guide us, but over time, became increasingly complex and difficult to operationalize.

It was structured around eight culture pillars with language and positioning that made it difficult for colleagues to understand what was most important and how it translated to day-to-day behaviours.

As a result, the ability to consistently measure and reinforce culture at scale was limited.



New Culture Standard Updates:

Alignment to the TD Way



Ensures a single, integrated view of how our strategy, culture and expectations for all colleagues and people leaders tie together.

Simplified document structure and language



Highlights "Who We Are" and "How We Lead" principles, making our culture easier to understand, apply and embed across the bank.

Positions risk as a core component to TD culture



Reinforces that strong risk management, sound judgment and accountability are critical to everyday actions and decision-making.

Explicitly states how we support and reinforce our culture



Outlines how HR, Risk, Communications and other partners support, reinforce and sustain culture through their specific activities.

We have simplified and refreshed our previous "TD Culture Framework" to align directly with our refreshed culture, replacing it with an improved "TD Culture Standard" that reduces complexity and strengthens how we support, reinforce and sustain culture across the bank.