	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 1	5-Year Rate Reset Preferred Shares, Series 7
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145690	891145633
3	Governing law(s) of the instrument	Canada	Canada
	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is	NA	NA
3a	achieved (for other TLAC-eligible instruments governed by foreign law)		
	Regulatory treatment		
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date	\$500	\$347.92
9	Par value of instrument	\$500MM	\$350MM
10	Accounting classification	Shareholders' equity	Shareholders' equity
11	Original date of issuance	June 4, 2014	March 10, 2015
12		Perpetual	Perpetual
13	Original maturity date	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	Oct 31, 2024 at \$25.00	July 31, 2025 at \$25.00
16		On Oct 31 every 5 years thereafter	On Jul 31 every 5 years thereafter
		at \$25.00	at \$25.00
	Coupons/dividends		
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	3.662%	3.201%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
		Upon the occurrence of a Trigger Event, each outstanding Series 1 Share will be	Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to
26	If convertible, conversion rate	converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	(Multiplier x Share Value) / Conversion Price. Refer to prospectus fo further details
26 27			
	If convertible, conversion rate	Conversion Price. Refer to prospectus for further details	further details
27	If convertible, conversion rate If convertible, mandatory or optional conversion	Conversion Price. Refer to prospectus for further details Mandatory	further details Mandatory
27 28	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into	Conversion Price. Refer to prospectus for further details Mandatory Common Shares	further details Mandatory Common Shares
27 28 29	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No	further details Mandatory Common Shares The Toronto-Dominion Bank
27 28 29 30	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s)	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No	further details Mandatory Common Shares The Toronto-Dominion Bank No
27 28 29 30 31	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down, feature If write-down, full or partial	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA	further details Mandatory Common Shares The Toronto-Dominion Bank No NA
27 28 29 30 31 32	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA	further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA
27 28 29 30 31 32 33	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA	further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA
27 28 29 30 31 32 33 34	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA	further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA
27 28 29 30 31 32 33 34	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down description of write-down mechanism Type of subordination	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA NA	further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA NA
27 28 29 30 31 32 33 34 34a	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA	further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features

by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).

Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 9	5-Year Rate Reset Preferred Shares, Series 16
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145617	891160640
3	Governing law(s) of the instrument	Canada	Canada
		NA	NA
3a	achieved (for other TLAC-eligible instruments governed by foreign law)		
	Regulatory treatment		
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date		\$349.86
9	Par value of instrument	\$200MM	\$350MM
10	Accounting classification	Shareholders' equity	Shareholders' equity
11	Original date of issuance	April 24, 2015	July 14, 2017
12		Perpetual	Perpetual
13	Original maturity date	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	October 31, 2025 at \$25.00	October 31, 2027 at \$25.00
16	Subsequent call dates, if applicable	On Oct 31 every 5 years thereafter	On Oct 31 every 5 years thereafter
		at \$25.00	at \$25.00
	Coupons/dividends		
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	3.242%	6.30%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
26	If convertible, conversion rate	Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	Write-down feature	No	No
24		NA	NA
31		NA	NA
32	If write-down, full or partial		
	If write-down, permanent or temporary	NA	NA
32 33 34	If write-down, permanent or temporary If temporary write-down, description of write-down mechanism	NA NA	NA NA
32 33	If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination		
32 33 34 34a	If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination Position in subordination hierarchy in liquidation (specify instrument type	NA	NA
32 33 34 34a 35	If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	NA Subordinated Debt (see Subordinated Debt Main Features Template)	NA Subordinated Debt (see Subordinated Debt Main Features Template)
32 33 34 34a	If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) Non-compliant transitioned features	NA	NA

by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).

Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 18	5-Year Rate Reset Preferred Shares, Series 27
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891160624	89117F4G1
3	Governing law(s) of the instrument	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA
	Regulatory treatment		
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date	\$350 \$350MM	\$849.92 \$850MM
9 10	Par value of instrument Accounting classification	Shareholders' equity	Shareholders' equity
10	Original date of issuance	April 30, 2023	April 4, 2022
12	Perpetual or dated	Perpetual	Perpetual
12	Original maturity date	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	April 30, 2023 at \$25.00	October 31, 2027 at \$1,000.00
16	Subsequent call dates, if applicable	On Apr 30 every 5 years thereafter	During Oct 1 to Oct 31 every 5 years thereafter
		at \$25.00	at \$1,000.00
	Coupons/dividends		
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	4.70%	5.75%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23 24	Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s)	Convertible Trigger Event (contractual approach): 1) the Superintendent	Convertible Trigger Event (contractual approach): 1) the Superintendent
		publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 18 Share will be converted into a number of common shares equal	Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 27 Share will be converted into a number of common shares equal
		to (Multiplier x Share Value) / Conversion Price. Refer to	to (Multiplier x Share Value) / Conversion Price. Refer to
26	If convertible, conversion rate	prospectus for further details	prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28 29	If convertible, specify instrument type convertible into	Common Shares The Toronto-Dominion Bank	Common Shares The Toronto-Dominion Bank
29 30	If convertible, specify issuer of instrument it converts into Write-down feature	No	No
30	If write-down, write-down trigger (s)	NA	NA
31	If write-down, full or partial	NA	NA
33	If write-down, permanent or temporary	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA
34a	Type of subordination		
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36 37	Non-compliant transitioned features If yes, specify non-compliant features * Holders of profereral shares are entitled to receive dividends as and when declared	No N/A	No N/A

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).

Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 28
1	Issuer	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	89117GHH3
3	Governing law(s) of the instrument	Canada
	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is	NA
3a	achieved (for other TLAC-eligible instruments governed by foreign law)	
	Regulatory treatment	
4	Transitional Basel III rules	Additional Tier 1
5	Post-transitional Basel III rules	Eligible
6	Eligible at solo/group/group&solo	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date	\$799.54
9	Par value of instrument	\$800MM
10	Accounting classification	Shareholders' equity
11	Original date of issuance	July 25, 2022
12	Perpetual or dated	Perpetual
13	Original maturity date	NA
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	October 31, 2027 at \$1,000.00
16	Subsequent call dates, if applicable	During Oct 1 to Oct 31 every 5 years thereafter
10		at \$1,000.00
	Coupons/dividends	at \$1,000.00
		Fixed
17	Fixed or floating dividend/coupon *	
18	Coupon rate and any related index *	7.23%
19	Existence of a dividend stopper	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary
21	Existence of a step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23 24	Convertible or non-convertible ⁽¹⁾	Convertible
	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 28 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to
26	If convertible, conversion rate	prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank
30	Write-down feature	No
31	If write-down, write-down trigger (s)	NA
32	If write-down, full or partial	NA
33	If write-down, permanent or temporary	NA
34	If temporary write-down, description of write-down mechanism	NA
34a	Type of subordination	1
	Position in subordination hierarchy in liquidation (specify instrument type	Subordinated Debt (see Subordinated Debt Main Features
	immediately senior to instrument)	Template)
35		
35 36	Non-compliant transitioned features	No

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).

Some of TD's outstanding preferred shares are convertible into different series of preferred shares