Annual and Special Meeting of
Common Shareholders
April 18, 2024

To the Shareholders of The Toronto-Dominion Bank

Welcome to the Annual and Special Meeting of Common Shareholders of The Toronto-Dominion Bank. The directors and officers of the bank appreciate your interest and participation.

In order not to disturb the flow of the meeting, we request that you turn off your phones and other personal communication devices.

The meeting will be conducted in English and French with simultaneous translation available by means of headsets that were available as you entered the meeting room. English and French transcription will be available on the screens in the room.

Only common shareholders of The Toronto-Dominion Bank or their duly appointed proxyholders may vote at the meeting.

Shareholders who have returned completed proxies do not need to vote again at the meeting. Their proxies will be exercised in accordance with their instructions. If you have any questions, please speak to one of the scrutineers at the registration desk.

Guidelines for Shareholder Participation

To ensure that all shareholders and their proxyholders have an opportunity to speak, we ask each speaker to observe the following guidelines:

- Please keep your questions and comments brief and to the subject under discussion during that portion of the meeting.
- Please ask only one question each time that you are recognized.
- If you have additional questions or comments and there is sufficient time, you will be recognized again after we have heard from others who are waiting to speak.
- During the period for shareholders' questions (Item 13 on the Agenda), you may ask questions or make comments of general interest to all present concerning the bank's business.

Shareholders may ask questions or pose comments in either English or French. If you would like to ask a question or pose a comment, please go to the microphone nearest to you. Attendants will provide any assistance that you need. Please observe the same guidelines in making motions. Finally, please note that the Board Chair is responsible for the orderly conduct of the meeting and we ask that everyone please be respectful of the proceedings.

Agenda

1. **Land Acknowledgement**
2. **Call to Order, Chair's Welcome, and Other Preliminary Matters**
3. **Remarks from Alan MacGibbon, Board Chair**
4. **Remarks from Bharat Masrani, Group President and Chief Executive Officer**
5. **Annual Financial Statements and Auditor's Report**
6. **Election of Directors**
7. **Appointment of Auditor**
8. **Advisory Vote on Approach to Executive Compensation**
9. **Amendments to By-law No. 1 relating to (a) the aggregate remuneration of directors and (b) the minimum number of directors**
10. **Other amendments to By-law No. 1**
11. **Shareholder Proposals**
12. **Announcement of Voting Results and Conclusion of Formal Business**
13. **Shareholders' Questions**
14. **Closing Comments and Termination of Meeting**

Simultaneous Translation

The headsets that were available as you entered the meeting room will allow you to monitor English or French simultaneous translation during the meeting. You can access English on Channel 10 and French on Channel 02.

The headsets will not work outside of these premises. Please leave them on your seat or in one of the designated bins when you exit the meeting room.

SHAREHOLDER PROPOSALS

The following nine proposals have been made by holders of common shares of the bank for consideration at the meeting. The board of directors opposes these proposals for the reasons set out after each of them.

Proposal 1 was submitted by Vancity Investment Management Ltd. (Vancity), of 100 183 Terminal Avenue, Vancouver, BC V6A 4G2.

Proposal 2 was submitted jointly by Vancity of 100 183 Terminal Avenue, Vancouver, BC V6A 4G2, Investors for Paris Compliance, representing the Salal Foundation, of 185-911 Yates St, Suite 561, Victoria, BC, V8V 4Y9, Green Funds of 114 State St #200, Boston, MA 02109, United States, AP Pension of Østbanegade 135, 2100 København Ø, Denmark, and Nomura Asset Management U.K. Limited of 1 Angel Ln, London EC4R 3AB, United Kingdom.

Proposals 3 to 5 were submitted by Mouvement d'éducation et de défense des actionnaires (MÉDAC) of 82 Sherbrooke Street West, Montreal, Quebec H2X 1X3. The proposals were submitted in French and translated into English by the bank.

Proposal 6 was submitted by InvestNow Inc., on behalf of Gina Pappano, Executive Director of InvestNow and a shareholder of the bank, of 7 Shannon Street, Toronto, Ontario.

Proposals 7 and 8 were submitted by shareholder, Jacques Paquet of 916-1779, rue Careau Québec (Québec) G1M 0C9.

Proposal 9 was submitted by shareholder, Josée Des Croisselles of 916-1779, rue Careau Québec (Québec) G1M 0C9.

Proposal 1:

CEO to Median Employee Pay Ratio

Be it resolved

The Board of Directors undertake a review of executive compensation levels in relation to the entire workforce and, at reasonable cost and omitting proprietary information, publicly disclose the CEO-compensation-to-median-employee-pay-ratio on an annual basis.

Supporting Statement

Job action by United Auto Workers and Hollywood talent illustrates the employee unrest impacting many industries and underscores the discrepancy between corporate profits and increased executive pay compared to workers' trailing wages. Exacerbating this unrest is stagnant wage growth combined with rising inflation, particularly impacting necessities like housing, energy, and food(1).

Sluggish wage growth trailing inflation for average employees is in stark contrast to executive compensation, where realized wages have continued to exceed inflation and diverge from the rest of the workforce. This data is widely available, and this growing gap is undisputed.

While companies with lower levels of unionization are less exposed to direct labour action, they are still exposed to similar financial impacts. This is often felt through increased employee turnover, absenteeism, and lowered employee morale. For instance, research has shown that a burnt-out employee can incur a cost equivalent to over 30% of their salary and that replacing an existing employee can cost up to 400% of their annual salary(2).

To effectively implement strategies that increase company value, senior executives need engaged employees to execute their vision. Many studies show that social comparison is a powerful factor in human interaction and employee satisfaction is heavily dependent on perceived fairness in compensation(3).

The perception that only executives benefit from company growth and that the average worker is not fairly compensated for their individual contribution is demotivating for employees. The CEO-compensation-to-median-employee-pay-ratio is a useful mechanism to evaluate and assess wage distributions within a company. When pay differentials are closely monitored and managed, employees are more likely to be highly engaged and productive.

(1) https://www.forbes.com/sites/annefield/2022/05/23/ceo-worker-pay-gap-widens-and-employees-arent-happy-about-it/?sh=3ac80050142c
(2) https://www.joinpavilion.com/blog/the-real-cost-of-burnout; https://www.simplybenefits.ca/blog/employee-retention-what-is-the-true-cost-of-losing-an-employee
(3) https://www.psychologytoday.com/ca/blog/work-smarter-not-harder/202303/the-executive-worker-pay-gap-isnt-without-consequences

Say-on-pay vote results have very little to do with a company's management of pay differentials. Shareholders are lacking information on how exposed TD Bank is to human capital risks associated with skewed compensation distributions. Vancity filed this proposal last year and received 12.9% support. MEDAC previously filed a similar proposal with TD Bank, indicating there is demand for this information.

As a financial institution, TD Bank is heavily dependent on human capital to drive growth and in turn, shareholder value. The CEO-compensation-to-median-employee-pay-ratio provides a simple cost-effective way for TD Bank to communicate how the company manages pay differentials. Scotiabank provides this ratio and the Global Reporting Initiative, which TD Bank already utilizes, offers a well-recognized method to calculate this through indicator 2-21.

The aim of this disclosure is not to limit executive compensation but to ensure that shareholders have the appropriate information to evaluate TD Bank's management of human capital risks. Disclosing and tracking the ratio will allow TD Bank to better manage employee engagement and morale, talent recruitment and retention and mitigate the increasing financial and reputational risk associated with growing pay differentials.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The HRC has previously considered vertical pay comparisons and the utility of incorporating a vertical pay ratio into its compensation decision-making and oversight of the bank's people strategy and management of human capital more broadly. The HRC has concluded — and continues to believe — that ratio results can vary significantly based on the business mix, employee base and geographies of operations of a particular organization, making it a problematic measure that would not be appropriate or meaningful for compensation decision-making. Furthermore, disclosure of the ratio would not contribute to a shareholder's ability to assess the bank's approach to compensation and would not improve the bank's existing disclosure about compensation, the HRC's practices, or employee engagement.

The HRC is responsible for supporting the board in ensuring that the bank's compensation policies at all levels of the organization are designed and administered to provide market-competitive compensation aligned with shareholder interests, incorporating business and individual performance as well as incenting behaviour consistent with the bank's risk appetite and Code of Conduct and Ethics. As part of this mandate, the HRC sets the bank's executive compensation strategy with a view to attracting, retaining and motivating high-performing executives to create sustainable value for shareholders over the long term. The HRC is also accountable for certain aspects of employee total rewards, including overseeing material employee incentive plans, and pension and benefits related programs, both of which are important parts of the total rewards offering for all employees. The HRC also monitors compensation outcomes to achieve alignment in approach between executives and non-executive employees, as described more fully under the "Approach to Employee Total Rewards" section of this circular.

The board and senior management recognize that the performance and engagement of all the bank's employees will continue to be a key determinant of the bank's competitive position. The HRC monitors employee engagement in the annual TD Pulse employee survey and has embedded employee engagement as one of the ESG factors considered when determining compensation for the CEO and members of the Senior Executive Team. Employee engagement results have consistently exceeded the top quartile benchmark.

For the foregoing reasons, the board of directors recommends that shareholders vote against the proposal.

Proposal 2:

Disclose Transition Activities

Resolved: Shareholders request that TD disclose transition activities that describe how it will align its financing with its 2030 sectoral emissions reduction targets, including specific measures and policies to be implemented, reductions to be achieved by such planned measures and policies, and timelines for implementation and associated emission reductions.

Supporting Statement:

This is the second year filing this proposal. Last year, 28.9% of shareholders broke with management — 23.5% voting for and 5.4% abstaining.

The core of the proposal is that TD continues to be vague regarding what actions it intends to take, or how its day-to-day business practices will change to meet its 2030 emissions reduction targets. Clearly articulated transition activities are increasingly urgent in light of the fact that TD had the largest jump of any global bank in its fossil fuel financing between 2021 and 2022, adding US$7.3 billion (34%) for a total of US$29 billion[1].

Since last filing, the bank continues to do a fair job of measuring its financed emissions and describing its climate governance processes. It has also set interim emissions reduction targets for its most carbon-intensive portfolios. But, we are yet to hear what it will actually do differently at the deal level and in client engagement to drive down its climate transition risk and increase exposure to climate opportunities.

Indeed, the September 2023 investor-led Transition Pathway Initiative's global bank assessments found TD's transition activities to be lacking, scoring TD at just 4% for its Decarbonization Strategy and 33% for the Climate Solutions category[2]. I4PC's 2023 Canadian Net Zero Report Card also highlights TD's ongoing transition plan gaps[3].

Meanwhile, net-zero transition guidance continues to grow. Guidance was published by the IIGCC (June 2023)[4] and UK Transition Taskforce (Nov. 2023)[5]. Both build on GFANZ guidance[6]. Each outlines the need for banks to establish lending criteria that align with a 1.5 degree scenario and clearly defined climate solutions financing policies, among other things.

This past year we have seen other Canadian banks announce some specific transition activities. National Bank set a target to increase its renewable energy lending faster than its fossil fuel lending; CIBC began quantitatively reporting on its assessment of client transition plans; BMO established a $350 million sustainability solutions fund (vs. vague "sustainable finance" targets like TD's Sustainable and Decarbonization Financing) and aligned its lobby policy with the Paris Agreement.

Globally, G-SIB peer banks are progressing faster. For example, HSBC committed not to finance new oil and gas fields (Dec. 2022). BNP Paribas will no longer arrange bond deals for issuers intending to use proceeds to finance new fossil-fuel exploration and production (June 2023).

By the time of TD's 2024 AGM it will have been 3.5 years since TD made its net zero commitment, with less than 6 years remaining to hit its 2030 targets. Without greater clarity regarding what actions TD will implement, investors are concerned that TD's transition risk continues to grow.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The bank already discloses a transition plan — its Climate Action Plan — which describes the bank's approach to managing climate-related risks and opportunities as well as the transition activities the bank is undertaking to help achieve its 2030 sectoral financed emissions reduction targets. These activities include enhancements to the bank's risk policies and procedures to further integrate consideration of climate-related risks, including impacts of transactions on the bank's financed emissions, and leveraging the bank's growing suite of climate-related products and services to support our clients and the broader economy in decarbonization, including through the TD Securities ESG Solutions group and the bank's $500 billion Sustainable and Decarbonization Finance Target.

TD's transition plan is informed by several industry-leading transition plan frameworks and largely follows the guidance set forth by the Glasgow Financial Alliance on Net Zero (GFANZ) to the extent reasonable with currently available

(1) www.bankingonclimatechaos.org/wp-content/uploads/2023/08/BOCC_2023_vF.pdf
(2) www.transitionpathwayinitiative.org/banks/toronto-dominion-td
(3) https://www.investorsforparis.com/wp-content/uploads/2023/07/I4PC_Banks-report-card-2023.pdf (at 13)
(4) https://139838633.fs1.hubspotusercontent-eu1.net/hubfs/139838633/Past%20resource%20uploads/IIGCC-Net-Zero-Standard-for-Banks-June-2023.pdf
(5) https://transitiontaskforce.net/disclosure-framework/
(6) www.td.com/content/dam/tdcom/canada/about-td/pdf/td-investor-2023-proxy-en.pdf (at 90)

information. TD's 2023 Climate Action Plan Report describes the bank's transition activities to date, using the best available data and methodologies and including all the disclosure categories recommended by GFANZ, namely, implementation, engagement, metrics and targets, and governance. The bank's transition plan continues to evolve through engagement in industry forums on net zero, work with clients on decarbonization, and consideration of new guidance as it becomes available.

For the foregoing reasons, the board of directors recommends that shareholders vote against the proposal.

Proposal 3:

Incentive Compensation for All Employees against ESG Objectives

It is proposed that the board of directors consider introducing a new approach to incentive compensation, with the objective of linking a portion of compensation of all employees to the performance of the organization against its key ESG objectives.

Argument

In April 2022, Mastercard's CEO, Michael Miebach, announced that the company was expanding its incentive compensation program to achieve ESG objectives to all employees[1]*. Referring to the implementation of such a program among executives in the previous year, he mentioned that this compensation strategy had made it possible to meet and exceed the objectives set. He added:*

> *"Each and every one of us shares the responsibility to uphold our ESG commitments […] That's why we're extending that model to our annual corporate score and all employees globally, taking our shared accountability and progress to the next level*[2]*."*

Like him, we believe that achieving many ESG objectives is not just the responsibility of senior management, but of all employees who, in their day-to-day work, can make a significant contribution to achieving the organization's priority objectives, exceeding them and suggesting innovative ways of achieving them more quickly. For Mastercard's CEO, this new employee-inclusive compensation strategy has led him to bring forward the achievement of carbon neutrality from 2050 to 2040[3]*.*

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The bank's current approach to the consideration of ESG-related objectives in compensation decisions and performance evaluations is appropriate, and effectively supports the achievement of the Bank's ESG objectives.

Since 2021, TD has incorporated consideration of ESG objectives into the determination of the business performance factor for the CEO and members of the senior executive team. For 2024, this has been expanded to include executives at the levels of Senior Vice President and above. With that, all members of management who are in a position to make decisions with respect to policies with ESG impact have ESG metrics included in their incentive compensation plan. For other employees, individual performance objectives, which affect compensation outcomes, are aligned with the bank's ESG objectives as appropriate for the role. The proposal is unduly prescriptive in that it seeks to dictate compensation structures for all employees of the bank without regard to their roles.

For the foregoing reasons, the board of directors recommends that shareholders vote against the proposal.

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(1) *Sharing accountability and success: Why we're linking employee compensation to ESG goals*, **Michæl Miebach** (CEO), Mastercard, 19-04-2022 https://www.mastercard.com/news/perspectives/2022/esg-goals-and-employee-compensation/

(2) *Mastercard ties ESG to all employee pay*, **Rick Spence**, Corporate Knights, 01-06-2022 https://www.corporateknights.com/leadership/mastercard-ties-esg-to-all-employee-pay/

(3) *Mastercard to link all employee bonuses to ESG goals*, Reuters, 19-04-2022 https://www.reuters.com/business/finance/mastercard-link-all-employee-bonuses-esg-goals-2022-04-19/

Proposal 4:

Public Disclosure of Non-Confidential Information, Country-by-Country Reporting, Compensation Ratios and Tax Havens

It is proposed that the bank disclose annually, to the general public, the non-confidential information relating to its Country-by-Country Reporting for the purposes of detailed and meaningful calculation of compensation ratios, including broken down by jurisdiction, and for the purposes of contributing to the effort to combat tax havens, including in terms of transparency.

Argument

On several occasions over the years, the bank received shareholder proposals from MÉDAC — and now from Vancity — requesting the calculation and disclosure of the compensation ratio. Despite the substantial number of votes received in support of these proposals, the bank still does not disclose its overall compensation ratio, as has been mandatory for some time now in the United States, and as many companies here in Canada already do.

A number of arguments have, of course, been put forward against the publication of such a ratio. Also, despite the fact that the compensation ratio should be published for all employees in accordance with the Global Reporting Initiative (GRI) standards[1], public disclosure of non-confidential data under the "Country-by-Country Reporting" — Action 13[2] of the OECD/G20 Inclusive Framework[3] on BEPS (Base Erosion and Profit Shifting[4]), an international initiative to which the government is a signatory — would enable the calculation of significant remuneration ratios that would allow the overall remuneration ratio to be better interpreted by enriching the description of the context.

Moreover, the disclosure of such non-confidential data to the general public — as is otherwise the case in several other countries, including Europe — would be an exercise of transparency, goodwill and good faith that would directly fuel efforts to fight tax evasion, tax avoidance, "tax havens" and other "laws of convenience".

For all these reasons, the bank must make public on an annual basis the non-confidential data contained in its Country-by-Country Reporting.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The bank is committed to working transparently and cooperatively with tax authorities and publicly discloses its approach to tax governance, which can be accessed here: https://www.td.com/content/dam/tdcom/canada/about-td/pdf/esg/2023-tax-governance-en.pdf. As noted in that disclosure, 95% of the taxes the bank paid in its 2023 fiscal year were in Canada and the U.S.

The bank already plans to comply with the EU public Country-by-Country Reporting Directive after applicable legislation comes into effect in the EU member states where the bank operates. The bank expects that its first required disclosures under the Directive will be in respect of its fiscal year beginning November 1, 2024. The bank will also comply with applicable country-by-country reporting legislation as it is passed in the other jurisdictions in which the bank operates.

CEO-to-employee pay ratios are not currently part of country-by-country requirements. The bank does not track or use these ratios and does not believe they would provide meaningful information to shareholders in terms of understanding the bank's pay practices or operations in various jurisdictions, for tax purposes or any other purpose.

Please see the response to Proposal 1 above for additional information on the bank's position on the CEO-to-median-employee pay ratio.

For the foregoing reasons, the board of directors recommends that shareholders vote against the proposal.

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(1) Disclosure 2-21, Annual Total Compensation Ratio, *Consolidated Set of Standards, Global Reporting Initiative (GRI)* — Report **a.** the Ratio; **b.** the Percentage Increase; and: **c.** the ***"Contextual Information Necessary to Understand the Data"*** (Our underlining, bold and italics**.)** https://www.globalreporting.org/pdf.ashx?id=22118
(2) Action 13 — Country-by-Country Reporting https://www.oecd.org/tax/beps/beps-actions/action13/
(3) Inclusive Framework on Base Erosion and Profit Shifting https://www.oecd.org/tax/beps/.
(4) What is BEPS?, OECD https://www.oecd.org/tax/beps/about/

Proposal 5:

Advisory Vote on Environmental Policies

It is proposed that the bank hold an annual advisory vote on its environmental and climate objectives and action plan.

Argument

According to an online survey conducted by Léger Marketing and the Association for Canadian Studies for The Canadian Press in October 2022, 70% of Canadians are concerned or very concerned about climate change. The high percentage of votes in favor of our shareholder proposal last year reflects this concern in the country. This vote surely reflects the concern of the company's shareholders about the scope of its environmental initiatives. The recent forest fires and floods of the past year are far from alleviating these concerns, and it is safe to assume that they will become even more acute.

A recent report by Oxfam Québec[1] *on the carbon footprint of Canadian bank portfolios across the country calls on shareholders to be more demanding about the efforts devoted to it. One of the observations made in the report is worth noting:*

> *"not only have none of Canada's major [banks] committed to withdrawing from the fossil fuel sector in the short or medium term, but they all persist in presenting themselves as participants in the energy transition and sustainable financing aimed at either decarbonizing the processes of extraction, transformation and/or use of fossil fuels or supporting diversification of the "green" asset portfolios of companies in the sector, particularly in the areas of green technologies and renewable energy".*

This report even calls their initiatives as relatively unambitious:

> *"the total C$850 billion pledged by BMO, RBC, Scotiabank, CIBC and TD for 2020-2030, while not inconsiderable, will ultimately represent only two-thirds of their previously committed fossil fuel assets between 2016 and 2020 alone, which were in excess of C$1.3 trillion."*

We have little time left to clean up our environment and leave future generations a better place to live. That's why it's important for shareholders to be able to express their opinion on the scope of the actions our organizations wish to take over the next few years, and to stimulate greater proactivity.

In France, a draft legislation[2] *concerning say on climate would require all publicly listed companies to submit their "climate and sustainability" strategy to their shareholders every three years or in the event of a material change.*

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

Following last year's meeting of shareholders, at which this same proposal was presented for the second year in a row, the bank reached out to a number of shareholders that had voted in favour of the proposal to understand their perspectives. Having considered the feedback from shareholders, for similar reasons as given last year, the board continues to be of the view that shareholders should vote against this proposal.

Environmental risks and opportunities are among the significant inputs to corporate strategy. In approving the bank's strategy, the board considers a broad range of inputs from a range of stakeholders, which includes shareholders, customers, analysts, regulators, rating agencies and NGOs with a particular interest in various aspects of the bank's ESG strategies and performance. During this process, the board is exposed to relevant information pertaining to the bank's financial and competitive position and prospects. The volume, complexity and competitive sensitivity of this information is such that it is not practical to make public disclosure of all of it. Accordingly, the board believes that it would not be possible, as a practical matter, to provide shareholders with sufficient information to enable them to make an informed decision on an advisory resolution as suggested in the proposal. Even if such information could be made available to shareholders, absent a menu of choices to be considered, such a vote would not result in an actionable consensus on the part of shareholders for consideration by the board.

Potential drawbacks associated with advisory votes on climate transition plans have also been recognized by the United Nations-supported Principles for Responsible Investment, which, in its February 2022 "Climate Transition Plan Votes: Investor Briefing" and again in its December 2022 "Climate Transition Plan Votes: Investor Update," concluded that the benefits of climate transition plan votes as a mechanism to drive comprehensive climate action seem to be outweighed by the risks and potential unintended consequences of such votes.

The foregoing considerations are particularly relevant to the bank, with its hundreds of thousands of domestic and foreign, institutional and individual shareholders. It is no doubt in recognition of these complexities that the legal

(1) A Closer Look at the Carbon Footprint of Canadian Bank Portfolios, Hubert Rioux, Institut de recherche en économie contemporaine (IRÉC), 2022 https://oxfam.qc.ca/wp-content/uploads/2022-canada-banks-carbon-footprint-report.pdf

(2) *Projet de loi relatif à l'industrie verte* https://www.vie-publique.fr/loi/289323-industrie-verte-decarbonation-projet-de-loi

framework for the governance of the bank vests in the board of directors the exclusive power and full accountability for the approval of the bank's corporate strategy. The framework also recognizes the necessary dynamism of strategy setting and execution, which is not a once-a-year exercise. Under this framework, recourse for shareholders who are dissatisfied with the bank's overall strategy or performance is provided through shareholders' annual vote on the election of directors.

For the foregoing reasons, the board of directors recommends that shareholders vote against the proposal.

Proposal 6:

Report on Impact of Oil and Gas Divestment

RESOLVED: That Toronto-Dominion Bank ("TD") commission and issue a report disclosing the Bank's exposure to oil and gas divestment and to qualify and quantify the impacts of divestment from the Canadian oil and gas sector on shareholder value and other relevant economic analysis should TD continue on the path toward currently established Net Zero objectives.

Supporting Statement

Attacks on the oil and gas sector are coming from all fronts. Celebrities, internet influencers, radical activist shareholders, ideologically driven financial alliances and well-funded non-profit organizations are all calling for "divestment" and promoting elimination of the Canadian oil and gas sector in the next 25 years. We are calling on TD to commission a report that would provide data and analysis on the impact on revenue projections, profit, share price, and the impact on the Canadian economy overall, as the bank adopts policies or guidelines aimed at suppressing Canada's oil and gas sector through a divestment policy.

The banking sector has a critical role to play in Canada's economy and prosperity. The oil and gas sector also has a critical role to play in Canada's economy and prosperity. The world will continue to use fossil fuels throughout this century, including beyond 2050 notwithstanding current Net Zero aspirations. If the oil and gas the world needs is not supplied by Canadian energy companies it will be supplied by authoritarian regimes in poorly regulated, undemocratic countries that are less responsible and less environmentally friendly. The banks cannot permit themselves to be part of a scheme designed to strangle a sector that is of vital importance, not only to our own citizens, but to the democratic world.

Financing the Canadian oil and gas sector is essential for the functioning of the economy, for jobs, for innovation, and for global emission reductions.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The proposal is based on an incorrect premise: it incorrectly implies that the steps taken by the bank to respond to climate change and support its clients through the transition to a low-carbon economy amount to the bank adopting a divestment policy aimed at suppressing Canada's oil and gas sector.

Since TD has not adopted a policy of divestment from the oil and gas sector, it is unnecessary and not in the best interest of the bank to commission or issue the report contemplated in this proposal. The bank recognizes the importance of the energy industry to the Canadian economy and has adopted and made public its Climate Action Plan, which supports the financing of responsible conventional energy programs and projects as well as responsible client initiatives in furtherance of the transition to a low-carbon economy. Moreover, since 2020, the bank has been providing its clients with trusted advice and financing through TD Securities' ESG Solutions group, which was created to advise clients, including those in the oil and gas sector, as they work to achieve their transition goals. For more information on TD's Climate Action Plan, see our 2023 Climate Action Plan Report.

For the foregoing reasons, the board of directors recommends that shareholders vote against this proposal.

Proposal 7:

Annex to Annual Report on All Out-of-court Settlements

It is proposed that TD include in an appendix to its annual report all out-of-court settlements entered into during the year. Each settlement should be listed in detail, including the case and the amount.

Statement:

The list of out-of-court settlements will enable shareholders and the public to better judge the quality of the decisions made by TD's senior executives. It will also put pressure on decision-makers to ensure that decisions are made for the good of employees, shareholders and the public, and in accordance with the laws and regulations governing Canadian financial institutions.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

In the ordinary course of business, similar to other large financial institutions, the bank and its subsidiaries are involved in various litigation proceedings or disputes. The bank routinely enters into settlement agreements in order to bring proceedings to an efficient conclusion, to reduce ongoing costs of defending proceedings, and to avoid uncertainty in the outcome. The other party to the settlement agreement may be motivated to reach a settlement for similar reasons. As a result, the terms of settlement are often subject to mutual obligations to keep the settlement and its terms confidential, which this proposal would make impossible.

Settlements of proceedings which may be material to the bank are already summarized in the notes to the bank's financial statements. Disclosure of all settlements, including non-material settlements, would not provide useful information to shareholders and would compromise the bank's ability to enter into settlements, which could increase the bank's risks and costs in defending proceedings.

For the foregoing reasons, the board of directors recommends that shareholders vote against this proposal.

Proposal 8:

Committee of 5 Persons to Consider All Out-of-court Settlements

It is proposed that a committee of 5 persons be established to approve any out-of-court settlement. This committee should include 1 non-executive active employee, 1 retired employee, 2 shareholder representatives and 1 customer or public representative.

Statement:

This committee will ensure that signed out-of-court settlement comply with TD's objectives and code of ethics, as well as with the laws and regulations governing Canadian institutions. It will also put pressure on decision-makers to ensure that decisions are made for the good of employees, shareholders and the public, and in accordance with the laws and regulations governing financial institutions.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The proposal is unduly prescriptive in that it purports to constrain the authority of the board under the Bank Act to oversee the management of the business and affairs of the bank. Furthermore, absent an amendment to the Bank Act, it is doubtful that the implementation of the proposal by the board would be consistent with the board's fiduciary duty and duty of care.

Directors and officers of the bank are subject to obligations under the Bank Act and at common law to act honestly and in good faith with a view to the best interests of the bank and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Moreover, the bank's Code of Conduct and Ethics requires every employee and director to assess every business decision and every action on behalf of the organization in light of whether it is right, legal, fair and within the bank's risk appetite. Without these safeguards, there can be no assurance that decisions made by such a committee would align with the bank's strategy or address the concerns identified in the proposal.

For the foregoing reasons, the board of directors recommends that shareholders vote against this proposal.

Proposal 9:

Providing All Employees with the Same Amount of Social Benefits

It is proposed that TD grant all its employees the same amount of benefit credits. Currently, one employee alone and one employee + 1 person receive less than employees + 2 or more persons in benefit credits.

Statement:

Under section 11 (7)(d) of the Canadian Human Rights Act, R.S.C., 1985, c. H-6: wages mean any form of remuneration payable for work performed by an individual and includes employer contributions to pension funds or plans, long-term disability plans and all forms of health insurance plans. This section clearly indicates that these benefit credits are wages.

Section 3(1) Proscribed Discrimination of the same Act in states: For all purposes of this Act, the prohibited grounds of discrimination are race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability and conviction for an offence for which a pardon has been granted or in respect of which a record suspension has been ordered.

This is clearly wage discrimination based on family status. As a result, thousands of employees face this discrimination, which can only be corrected by increasing the benefit credits of those who receive less. Failure to correct the situation could expose TD to a class action.

THE BOARD OF DIRECTORS RECOMMENDS VOTING AGAINST THE PROPOSAL FOR THE FOLLOWING REASONS:

The proposal is based on an incorrect premise — that TD's benefits program does not comply with applicable law. The proposal is also unduly prescriptive in that it purports to dictate the design of the bank's benefits program.

The bank provides its employees with competitive benefits and wellness plans that have been designed to comply with all applicable laws, including the Canadian Human Rights Act and its regulations, which permit certain differences in providing benefits to employees. The bank's benefits program is also consistent with TD's Culture of Care — our philosophy on supporting all colleagues and their families — in that it recognizes that colleagues with families have relatively higher medical expenses.

Employees with more than one dependant are entitled to more benefits credits under the program than an employee with no dependant or only one dependant. The additional benefits credits available to employees with two or more dependants merely recognize that employees with more dependants generally have higher aggregate benefits cost. If removed, as requested in the proposal, such employees would have less flexibility with respect to allocation of benefits credits relative to employees with no dependants or only one dependant.

For the foregoing reasons, the board of directors recommends that shareholders vote against the proposal.

Withdrawn Shareholder Proposals

MÉDAC submitted additional proposals (Proposals A, B, C and D below) that it withdrew after discussions with the bank. These proposals were submitted in French and translated into English by the bank. MÉDAC requested that the bank include the text of these proposals and the bank's responses thereto in the circular.

Proposal A:

Disclosure of Languages Spoken by Executives

It is proposed that the languages spoken by executives be disclosed in the management proxy circular.

Argument

In 2023, we filed a shareholder proposal requesting the disclosure of the languages spoken by the directors of some 20 public companies. Following discussions, almost all of these companies — including the 7 major banks — agreed to disclose the information. This new proposal is aimed at disclosing the same information about executives, at the very least the "named executive officers[(1)]".

In recent years, a number of public controversies over language have tarnished the reputation of major public companies with respect to their social responsibility and their interpretation of their duties and obligations regarding diversity, inherent in our societies. Language is at the heart of our democratic institutions and is a fundamental attribute of the community. Such situations, harmful in every respect, must be avoided. To this end — and for several other reasons — it is appropriate for all interested parties (stakeholders) to know, through formal and official disclosure, the languages spoken by the company's executives. Obviously, by "spoken" we mean a level of language sufficient to enable its

(1) As defined, among other things and without limitation, in *Regulation 51-102 respecting Continuous Disclosure Obligations.*

widespread use in all spheres of activity, whether corporate or individual; a level of language sufficient to enable each executive to fulfill their duties and function fully and completely in relation to their teams, the shareholders and all parties

THE BANK'S RESPONSE TO THIS PROPOSAL:

To help meet the diverse needs of our customers, TD provides customer service and communications in many languages, including more than 60 different languages within our branch network in Canada. Following discussions with the proponent about this proposal, the bank has agreed to include information about the languages spoken by its senior executive team, as a whole, in the "Strengthening Diversity, Equity and Inclusion" section of this circular on page 31. For privacy reasons, this information is provided in the aggregate. The bank thanks MÉDAC for its engagement on this matter.

Proposal B:

Societal Dividend and Better Value Sharing

It is proposed that the board of directors consider the creation of a societal contribution whereby a certain percentage of the company's profits would be devoted to supporting ESG causes, notably the environment and inequality.

Argument

Given the scale of the climate crisis and the growing inequalities, we are proposing the creation of a new kind of dividend aimed at broadening the sharing of value created by the organization towards projects with high social and environmental added value.

Taking the example of Crédit Mutuel (France) and MAIF (Mutuelle d'assurance pour les instituteurs de France)(1)*, the sums thus identified could be devoted to the ecological, climate and social transition. For example, these sums could be used to take stakes in businesses that do not necessarily have an immediate profitability objective, but have a positive impact on the environment and inclusion, such as investments in energy-efficiency improvements or the creation of bicycle garages in cities, in support of customers and future customers most exposed to climatic events and the most economically vulnerable, in the granting of zero-interest loans for energy renovation to customers on modest incomes, and so on.*

THE BANK'S RESPONSE TO THIS PROPOSAL:

Consistent with the bank's purpose to enrich the lives of its customers, colleagues and communities, TD makes significant contributions to a range of environmental and social causes through the bank's corporate citizenship platform, the TD Ready Commitment. TD is a signatory of the Imagine Canada Caring Company Program for companies that give back at least 1% of pre-tax profits to community investment. TD has met or exceeded this target since the launch of the TD Ready Commitment in 2018, through which the bank is targeting $1 billion CAD by 2030 toward community giving under four areas: financial security, better health, connected communities and vibrant planet. On an annual basis, the bank reports on the progress made and key initiatives that have been supported through the TD Ready Commitment. For more information on the TD Ready Commitment, see our 2023 TD Ready Commitment Report. The bank thanks MÉDAC for its engagement on this matter.

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(1) Crédit Mutuel et la Maif vont allouer une part de leurs profits à des projets sociétaux, ID Info durable, 2023-01-26 *https://www.linfodurable.fr/investir-durable/en-bref/climat-credit-mutuel-et-maif-vont-allouer-une-part-de-leurs-profits- 36180*

Proposal C:

Reasonable Certification of ESG Reports

It is proposed that the board of directors undertake to file, within the next three years, an ESG report with reasonable certification and not with only limited or no certification at all.

Argument

Like many investors, we read the ESG reports produced by our Canadian banks, hoping to find accurate, reliable and complete information. Although a number of them use auditing firms to provide limited assurance of the quality of the information presented, we believe it would be appropriate for the Bank to revise the level of certification of its report in order to avoid the criticism of greenwashing that is increasingly being heard. According to a recent PWC report[1]*, "In Canada, only 8% of companies in our analysis subject their sustainability reporting to the same level of reasonable assurance as their financial statements". According to the experts who prepared this report, "Limited assurance is a good first step. But it's only an interim measure in the eyes of regulators and investors. Our Global Investor Survey 2022 explored the factors that increase confidence in assessing the accuracy of an organization's sustainability reporting. Nearly three-quarters (73%) of investors in Canadian companies say reasonable assurance helps. By contrast, only 46% feel the same way about limited assurance — underscoring the importance of preparing for reasonable assurance and producing investor-grade ESG reporting".*

We believe that a reasonable certification every three years would help reassure all stakeholders about the quality of the information disclosed.

> *"A practitioner can provide two types of assurance engagements: a reasonable assurance engagement or a limited assurance engagement.*
>
> *The nature, timing and extent of procedures performed in a limited assurance engagement is limited compared with that necessary in a reasonable assurance engagement, but is still planned to obtain a level of assurance that is, in the practitioner's professional judgment, meaningful*[2]*."*

THE BANK'S RESPONSE TO THIS PROPOSAL:

Currently, TD is not required by applicable law or disclosure standards to seek either limited assurance or reasonable assurance over its ESG disclosures. Nevertheless, for more than a decade, the bank has been voluntarily engaging its auditor, Ernst & Young LLP (EY), to perform assurance procedures over certain ESG information included in the bank's annual sustainability reports and to publicly issue assurance reports thereon. Certain of these assurance engagements have been performed at the reasonable assurance level. We expect that legislative or regulatory requirements will evolve to include reasonable assurance standards in the next 5-8 years as regulators assess feasibility, and TD will comply with applicable legal or regulatory requirements in this regard. TD also intends to meet or exceed North American banking industry practice with respect to ESG reporting. The bank thanks MÉDAC for its engagement on this matter.

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(1) Why Canadian companies need to prepare for ESG assurance, PWC https://www.pwc.com/ca/en/today-s-issues/ environmental-social-and-governance/net-zero/preparing-for-esg-assurance.html

(2) *Sustainability Assurance Alert: A CPA's Role in Third-Party Assurance Over Sustainability Information,* Alert, July 2021, CPA Canada https://www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/standards-other-than-cas/publications/sustainability-assurance-alert-third-party-assurance

Proposal D:

Annual Meetings of Shareholders in Person

It is proposed that the annual meetings of the Corporation be held in person, and that virtual meetings be added as a complement to, but not a substitute for, in-person meetings.

Argument

Since 2020, when annual meetings began to be held in virtual mode due to the health restrictions related to COVID-19, we have made numerous criticisms of the way these meetings are run[1]*.*

The OECD's Principles of Corporate Governance state:

> *"[…] due care is required to ensure that remote meetings do not decrease the possibility for shareholders to engage with and ask questions to boards and management in comparison to physical meetings. Some jurisdictions have issued guidance to facilitate the conduct of remote meetings, including for handling shareholder questions, responses and their disclosure, with the objective of ensuring transparent consideration of questions by boards and management, including how questions are collected, combined, answered and disclosed. Such guidance may also address how to deal with technological disruptions that may impede virtual access to meetings*[2]*."*

Virtual meetings provide for gains that we recognize upfront, but they should not be used as a substitute for in person meetings. Like Teachers[3]*, we believe that annual meetings of shareholders should be held in person, with the possibility of adding virtual meetings (in hybrid format, as all banks did in 2023), without replacing in person meetings. It is understood that all Shareholders shall have the same rights, regardless of whether they participate in person or remotely. This position is supported by a number of organizations, including the Canadian Coalition for Good Governance (CCGG)*[4] *and many major institutional investors.*

THE BANK'S RESPONSE TO THIS PROPOSAL:

The bank already holds its annual meetings in person while enabling virtual participation, which affords shareholders an equal opportunity to participate at the bank's annual meetings, regardless of where they reside and without incurring the time or cost of travel.

While the COVID pandemic required that the bank hold its 2020 and 2021 annual meetings exclusively virtually, the bank believes that providing the option of in-person participation is beneficial, and has no intention to revert to virtual-only meetings except in exceptional circumstances.

Following discussions with the proponent, the proponent withdrew this proposal. The bank thanks MÉDAC for its engagement on this matter.

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(1) *Assemblées annuelles : dérive virtuelle, le MÉDAC, 09-05-2023 https://medac.qc.ca/2098/*

(2) *Recommendation of the Council on Principles of Corporate Governance*, OECD Legal Instruments, OECD/LEGAL/0413, adopted on 07-07-2015, amended on 07-06-2023 https://legalinstruments.oecd.org/en/instruments/OECD-LEGAL-0413

(3) *Good Governance is Good Business — 2023 Proxy Voting Guidelines,* Ontario Teachers' Pension Plan *(Teachers')* https://www.otpp.com/content/dam/otpp/documents/OTPP%20Proxy%20Voting%20Guidelines%202023%20EN.pdf

(4) *Virtual-only shareholder meetings are an unsatisfactory substitute for in-person shareholder meetings because they risk undermining the ability of shareholders to hold management accountable.", Say no to virtual-only shareholder meetings — they let companies duck accountability,* Catherine McCall*, The Globe and Mail, May 21, 2023 https://www.theglobeandmail.com/business/commentary/article-say-no-to-virtual-only-shareholder-meetings-they-let- companies-duck/*