

HOW TO VOTE YOUR SHARES

Registered shareholder: You are a registered shareholder if your name appears on your common share certificate or if you hold your common shares through the Direct Registration System (DRS) in the United States.

Beneficial shareholder: You are a beneficial shareholder if your common shares are held in the name of an intermediary, such as a bank, trust company, securities broker or trustee, and therefore do not have the names registered in your own name.

REGISTERED SHAREHOLDER

OPTION 1

Vote by proxy before the virtual meeting

You must follow the instructions on the form of proxy that you received and return it using one of the following methods:

By Internet :

If you hold a share certificate, go to the following website : www.astvotemyproxy.com and vote using the control number located on your form of proxy

If you hold your shares via the DRS, go to the following website: www.investorvote.com/TDM and vote using the control number located on your form of proxy. Voting will be available until April 1, 2020 at 9:30 a.m. (EDT)

By Email :

If you hold a share certificate, you can vote by email by completing, signing and dating the proxy, and then scanning and emailing both sides to proxyvote@astfinancial.com

If you hold your shares via the DRS, email voting is not available.

By Fax :

If you hold a share certificate, you can vote by completing, signing and dating (on the back) the form of proxy and forwarding it by fax to 416-368-2502 or 1-866-781-3111 (toll-free in Canada and the United States).

If you hold your shares via the DRS, fax voting is not available.

By Mail :

Using the envelope provided, send the duly completed, signed and dated (on the back) proxy form by mail.

BENEFICIAL SHAREHOLDER

OPTION 1

Vote before the virtual meeting using the voting instruction form

You must follow the instructions on the voting instruction form you received and return it using one of the following methods:

By Internet :

Go to the following website : www.proxyvote.com and vote using the unique control number located on your voting instruction form.

By Fax :

Send the duly completed, signed and dated voting instruction form by fax to 905-507-7793 or 514-281-8911.

By Mail :

Using the envelope provided, send the duly completed, signed and dated (on the back) voting instruction form by mail.

To be valid, your proxy form must be received by AST
no later than 9:30 a.m. (EDT) on April 1, 2020.

By Phone :

Call 1-800-474-7493 (for service in English) or 1-800-474-7501 (for service in French) and vote using the unique control number located on your voting instruction form.

Your intermediary must receive your instructions one business day before the proxy deposit date, which is **April 1, 2020 at 9:30 a.m. (EDT)**. Refer to the instructions on your Voting Instruction Form.

REGISTERED SHAREHOLDER

OPTION 2

Vote online at the virtual meeting

If you wish to exercise your online voting rights during the virtual meeting, please follow the steps below. The link will be available one hour before the start of meeting.

Note: Make sure you have your control number found on your proxy form that you will have previously received

1. Go to: <https://www.td.com/investor-relations/ir-homepage/annual-meetings/2020/index.jsp>
2. Click on the webcast link.
3. Select "Shareholder" under the "Relationship to Bank" tab on the webcast registration page and complete the form. Once you are logged in, click the "Vote" tab located on the menu bar (top, right) and a separate browser window will open. Register to vote by entering your control number (located on your form of proxy) as a username and the following password: td2020 (case sensitive).

BENEFICIAL SHAREHOLDER

OPTION 2

Vote online at the virtual meeting

If you wish to exercise your online voting rights during the virtual meeting, you must follow the steps below:

Step 1 :

- insert your name as proxyholder in the space provided for this purpose on the voting instruction form that you received;
- do not otherwise complete the section of the form on voting rights, as your vote will be taken at the Meeting; and
- return the form following the instructions received from your financial institution and indicated therein **no later than 9:30 a.m. (EDT) on March 31, 2020.**

Step 2 :

- **Contact AST** at 1-866-751-6315 or (212) 235-5754 by 9:00 a.m. (EDT) on April 2, 2020 to obtain a control number to attend the meeting. Telephone lines close at 6:30 p.m. (EDT) and open at 8:30 a.m. (EDT). Alternatively, please email plee@astfinancial.com to obtain a control number.

Note: If you omit one of these two steps, you will not receive the information necessary to vote at the meeting.

Step 3 :

- Please follow the steps below on the day of the meeting. The link will be available one hour before the start of the meeting.

Note: Make sure you have your control number received from AST

1. Go to: <https://www.td.com/investor-relations/ir-homepage/annual-meetings/2020/index.jsp>
2. Click on the webcast link.
3. Select "Proxyholder" under "Relationship to Bank" tab on the webcast registration page and complete the form. Once you are logged in, click the "Vote" tab located on the menu bar (top, right) and a separate browser window will open. Register to vote by entering your control number received from AST as a username and the following password: td2020 (case sensitive).

REGISTERED SHAREHOLDER

OPTION 3

By proxyholder at the virtual meeting

If you wish to appoint a proxy to represent you and vote online at the virtual meeting, you must follow the following steps:

Step 1 :

- Appoint your proxyholder by entering their name in the space provided for this purpose on the proxy form that you have received.
- Return the proxy form at the latest, **March 31, 2020 at 9:30 a.m. (EDT)** using one of the methods mentioned in Option 1.

Step 2 :

- Register your proxyholder by going to www.astvotemyproxy.com at the latest, by **April 1, 2020, at 9:30 a.m. (EDT)**.
- **Your proxyholder must contact AST** at 1-866-751-6315 or (212) 235-5754 by 9:00 a.m. (EDT) on April 2, 2020 to obtain a control number to attend the meeting. Telephone lines close at 6:30 p.m. (EDT) and open at 8:30 a.m. (EDT). Alternatively, please email plee@astfinancial.com to obtain a control number.

Note: If you omit one of these two steps, your proxyholder will not receive the information necessary to vote at the meeting.

Step 3 :

- Your proxyholder must follow the steps below on the day of the meeting. The link will be available one hour before the start of the meeting.

Note: Your proxyholder must have the control number received from AST

1. Go to: <https://www.td.com/investor-relations/ir-homepage/annual-meetings/2020/index.jsp>
2. Click on the webcast link
3. Select "Proxyholder" under the "Relationship to Bank" on the webcast registration page and complete the form. Once you are logged in, click the "Vote" tab located on the menu bar (top, right) and a separate browser window will open. Register to vote by entering the control number received from AST as a username and the following password: td2020 (case sensitive).

BENEFICIAL SHAREHOLDER

OPTION 3

By proxyholder (other than yourself) at the virtual meeting

If you wish to appoint a proxy to represent you and vote online at the virtual meeting, you must follow the following steps:

Step 1 :

- Appoint your proxyholder by entering their name in the space provided for this purpose on the voting instruction form that you received;
- do not otherwise complete the section of the form on voting rights, as your vote will be taken at the Meeting; and
- return the form following the instructions from your financial institution or indicated therein **no later than 9:30 a.m. (EDT) on March 31, 2020**.

Step 2 :

- **Contact AST** at 1-866-751-6315 or (212) 235-5754 by 9:00 a.m. (EDT) on April 2, 2020 to obtain a control number to attend the meeting. Telephone lines close at 6:30 p.m. (EDT) and open at 8:30 a.m. (EDT). Alternatively, please email plee@astfinancial.com to obtain a control number.

Note: If you omit one of these two steps, your proxyholder will not receive the information necessary to vote at the meeting.

Step 3 :

- Your proxyholder must follow the steps below on the day of the meeting. The link will be available one hour before the start of the meeting.

Note: Your proxyholder must have the control number received from AST

1. Go to: <https://www.td.com/investor-relations/ir-homepage/annual-meetings/2020/index.jsp>
2. Click on the webcast link.
3. Select "Proxyholder" under "Relationship to Bank" on the webcast registration page and complete the form. Once you are logged in, click the "Vote" tab located on the menu bar (top, right) and a separate browser window will open. Register to vote by entering the control number received from AST as a username and the following password: td2020 (case sensitive).