Disclosure Template of Main Features	TD Capital Trust III Securities - Series 2008	9.523% TD Capital Trust IV Notes - Series 1 due June 30, 2108
1 Issuer	TD Capital Trust III	TD Capital Trust IV
2 Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	87239B AA 3	87239G AA 2
3 Governing law(s) of the instrument	Province of Ontario and Canada	Province of Ontario and Canada
Regulatory treatment		
4 Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5 Post-transitional Basel III rules	Ineligible	Ineligible
6 Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7 Instrument type (types to be specified by jurisdiction)	Innovative Tier 1	Innovative Tier 1
8 Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$993	\$496
9 Par value of instrument	\$1,000	\$1,000
10 Accounting classification	Non-controlling interest in consolidated subsidiary	Liability - amortised cost
11 Original date of issuance	September 17, 2008	January 26, 2009
12 Perpetual or dated	Perpetual	Dated
13 Original maturity date	NA	June 30, 2108
14 Issuer call subject to prior supervisory approval	Yes	Yes
Optional call date, contingent call dates and redemption amount	On Dec 31, 2013 at the greater of (i) par and (ii) the Canada Yield Price	On or after Jun 30, 2014, on any day that is not an Interest Payment
Optional call date, contingent call dates and redemption amount	Prior to Dec 31, 2013, on the occurrence of a Tax Event or a Capital	Date, at the greater of (i) par and (ii) the Canada Yield Price
15	Disqualification Event, at the greater of (i) par and (ii) the Canada Yield Price	On the occurrence of a Regulatory Event or a Tax Event at par
Subsequent call dates, if applicable	On any distribution date after Dec 31, 2013 but prior to Dec 31, 2018 at the greater of (i) par and (ii) the Canada Yield Price	On Jun 30, 2019 and every five years thereafter until Jun 30, 2104 (an "Interest Reset Date") at par
16	On Dec 31, 2018 and on any distribution date thereafter at par	
Coupons/dividends		
17 Fixed or floating dividend/coupon	Fixed to floating	Fixed
18 Coupon rate and any related index	7.243%	9.523%
19 Existence of a dividend stopper	Yes	Yes
20 Fully discretionary, partially discretionary or mandatory	Fully discretionary	Mandatory
21 Existence of a step up or other incentive to redeem	Yes	Yes
22 Noncumulative or cumulative	Non-cumulative	Cumulative
23 Convertible or non-convertible ⁽¹⁾	Convertible	Convertible
24 If convertible, conversion trigger (s)	Automatic Exchange if:	Automatic Exchange if:
	(i) a winding up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5% or a risk-based Total Capital ratio of less than 5% or a risk-based Total Capital ratio of less than 5% (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board editional jucidity and the Bank less the superintendent directs the Bank to increase its capital or provide additional jucidity and the Bank elso the caxhange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein	(i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein
25 If convertible, fully or partially	Fully	Fully
26 If convertible, conversion rate	Into 40 newly issued preferred shares of the Bank	Into 40 newly issued preferred shares of the Bank
27 If convertible, mandatory or optional conversion		
	Mandatory	Mandatory
28 If convertible, specify instrument type convertible into	Additional Tier 1	Additional Tier 1
28 If convertible, specify instrument type convertible into	Additional Tier 1	Additional Tier 1
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature	Additional Tier 1 The Toronto-Dominion Bank	Additional Tier 1 The Toronto-Dominion Bank
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s)	Additional Tier 1 The Toronto-Dominion Bank No	Additional Tier 1 The Toronto-Dominion Bank No
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s) 32 If write-down, full or partial	Additional Tier 1 The Toronto-Dominion Bank No NA NA	Additional Tier 1 The Toronto-Dominion Bank No NA NA
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s) 32 If write-down, full or partial 33 If write-down, permanent or temporary	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s) 32 If write-down, full or partial 33 If write-down, permanent or temporary 34 If temporary write-down, description of write-down mechanism	Additional Tier 1 The Toronto-Dominion Bank No NA NA	Additional Tier 1 The Toronto-Dominion Bank No NA NA
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s) 32 If write-down, full or partial 33 If write-down, permanent or temporary 34 If temporary write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA NA	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s) 32 If write-down, full or partial 33 If write-down, permanent or temporary 34 If write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type 35 immediately senior to instrument)	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA Subordinated Debt (See Subordinated Debt Main Features Template)	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA NA Subordinated Debt (See Subordinated Debt Main Features Template)
28 If convertible, specify instrument type convertible into 29 If convertible, specify issuer of instrument it converts into 30 Write-down feature 31 If write-down, write-down trigger (s) 32 If write-down, full or partial 33 If write-down, permanent or temporary 34 If temporary write-down, description of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA NA	Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of

loss-absorbing instrument (i.e. common shares).

The information contained in this document is up to date as of May 25, 2017

	Disclosure Template of Main Features	10.00% TD Capital Trust IV Notes - Series 2 due June 30, 2108	6.631% TD Capital Trust IV Notes - Series 3 due June 30, 2108
1	Issuer	TD Capital Trust IV	TD Capital Trust IV
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	87239G AB 0	87239G AC 8
3	Governing law(s) of the instrument	Province of Ontario and Canada	Province of Ontario and Canada
	Regulatory treatment		
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Ineligible	Ineligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Innovative Tier 1	Innovative Tier 1
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$405	\$676
9	Par value of instrument	\$1,000	\$1,000
10	Accounting classification	Liability - amortised cost	Liability - amortised cost
11	Original date of issuance	January 26, 2009	September 15, 2009
12	Perpetual or dated	Dated	Dated
13	Original maturity date	June 30, 2108	June 30, 2108
14	Issuer call subject to prior supervisory approval	Yes	Yes
	Optional call date, contingent call dates and redemption amount	On or after Jun 30, 2014, on any day that is not an Interest Payment Date, at the greater of (i) par and (ii) the Canada Yield Price	On or after Dec 31, 2014, on any day that is not an Interest Payment Date, at the greater of (i) par and (ii) the Canada Yield Price
15		On the occurrence of a Regulatory Event or a Tax Event at par	On the occurrence of a Regulatory Event or a Tax Event at par
16	Subsequent call dates, if applicable	On Jun 30, 2039 and every five years thereafter until Jun 30, 2104 (an "Interest Reset Date") at par	On Jun 30, 2021 and every five years thereafter until Jun 30, 2106 (an "Interest Reset Date") at par
10	Coupons/dividends		
17	Fixed or floating dividend/coupon	Fixed	Fixed
18		10.000%	6.631%
10	Coupon rate and any related index	10.000 /8	
	Coupon rate and any related index Existence of a dividend stopper	Yes	Yes
19	Existence of a dividend stopper		
19 20	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory	Yes	Yes
19 20 21	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem	Yes Mandatory	Yes Mandatory
19 20 21 22	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative	Yes Mandatory Yes Cumulative	Yes Mandatory Yes Cumulative
19 20 21	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾	Yes Mandatory Yes	Yes Mandatory Yes
19 20 21 22 23 24	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s)	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank leak to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein
19 20 21 22 23 24 24	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully
19 20 21 22 23 24 24 25 26	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, fully or partially If convertible, conversion rate	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent fully Into 40 newly issued preferred shares of the Bank	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tiel T Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 5.0%; (v) the Board of Directors advises the Superintendent that the Bank has a risk-based Total Capital ratio of less than 8.0%; (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank
19 20 21 22 23 24 24 25 26 27	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate If convertible, conversion rate If convertible, mandatory or optional conversion	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iv) the Superintendent has taken control of the Bank or its asset (iii) the Superintendent has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Mandatory
19 20 21 22 23 24 24 25 26 27 28	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s)	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1	Yes Mandatory Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Baard of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank leaks to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1
19 20 21 22 23 24 24 24 25 26 27 28 29	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate If convertible, conversion rate If convertible, mandatory or optional conversion	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory	Yes Mandatory Yes Cumulative Convertible Automatic Exchange If: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (i) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Bank does the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Bank does the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 8.0%; (v) the Bank does the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 8.0%; (v) the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank The Toronto-Dominion Bank
19 20 21 22 23 24 24 25 26 27 27 27 28 29 30	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s)	Yes Mandatory Yes Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Board of Directors advises the Superintendent that the Bank has a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No
19 20 21 22 23 24 24 24 25 26 27 28 29	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, fully or partially If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, escify issuer of instrument it converts into	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent that be Bank to increase its capital or provide additional liquidity and the Bank elots to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank	Yes Mandatory Yes Cumulative Convertible Automatic Exchange If: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (i) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Bank does the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (v) the Bank does the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 8.0%; (v) the Bank does the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 8.0%; (v) the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank The Toronto-Dominion Bank
19 20 21 22 23 24 24 24 24 25 26 27 28 29 30 31 32	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, fully or partially 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	Yes Mandatory Yes Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Bank or its sasters the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Bank does not comply with such directs the Bank to increase its capital or provide additional liquidity and the Bank least to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA NA
19 20 21 22 23 24 24 25 26 27 27 28 29 30 31	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, fully or partially 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, write-down trigger (s)	Yes Mandatory Yes Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its asset is capital ratio of less than 5.0% or or sink-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA Na
19 20 21 22 23 24 24 24 24 25 26 27 28 29 30 31 32	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s)	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Bank or its sasters the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Bank does not comply with such directs the Bank to increase its capital or provide additional liquidity and the Bank lest to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank NA NA NA
19 20 21 22 23 24 24 25 26 27 28 29 30 31 32 33	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, conversion trigger (s) If convertible, fully or partially 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, to partial If write-down, permanent or temporary	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 5.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 5.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA NA	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Maddatory Additional Tier 1 The Toronto-Dominion Bank No NA NA
19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion trigger (s) If convertible, specify instrument type convertible into If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down, write-down trigger (s) If write-down, permanent or temporary If write-down, permanent or temporary If write-down hierarchy in liquidation (specify instrument type	Yes Mandatory Yes Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Goard of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Bank does not comply with such directs to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA NA NA	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent has taken control of the Bank or its assets; (iv) the Bard of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA NA
19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory Existence of a step up or other incentive to redeem Noncumulative or cumulative Convertible or non-convertible ⁽¹⁾ If convertible, conversion trigger (s) If convertible, fully or partially If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify instrument to convert into Write-down feature If write-down, full or partial If write-down, permanent or temporary If temporary write-down discription of write-down mechanism Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Bank does not comply with such directs to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent Within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA NA Subordinated Debt (See Subordinated Debt Main Features Template)	Yes Mandatory Yes Cumulative Convertible Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent the task to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein Fully Into 40 newly issued preferred shares of the Bank Mandatory Additional Tier 1 The Toronto-Dominion Bank No NA NA NA NA NA NA NA

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of

loss-absorbing instrument (i.e. common shares).

The information contained in this document is up to date as of May 25, 2017