	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 1	5-Year Rate Reset Preferred Shares, Series 3	5-Year Rate Reset Preferred Shares, Series 5
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 69 0	891145 67 4	891145 65 8
3	Governing law(s) of the instrument	Canada	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
ou	Regulatory treatment			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$499	\$499	\$499
9	Par value of instrument	\$500MM	\$500MM	\$500MM
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	June 4, 2014	July 31, 2014	December 16, 2014
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	Oct 31, 2019 at \$25.00	Jul 31, 2019 at \$25.00	Jan 31, 2020 at \$25.00
16	Subsequent call dates, if applicable	On Oct 31 every 5 years thereafter	On Jul 31 every 5 years thereafter	On Jan 31 every 5 years thereafter
1		at \$25.00	at \$25.00	at \$25.00
F	Coupons/dividends			
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
	The of housing and ona boupon			
18	Coupon rate and any related index *	3.90%	3.80%	3.75%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible <sup>(1)</sup>	Convertible	Convertible	Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or a gency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
		Upon the occurrence of a Trigger Event, each outstanding Series 1 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 3 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 5 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	further details	further details	further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	Write-down feature	No	No	No
31	If write-down, write-down trigger (s)	NA	NA	NA
32		NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA	NA
34a				
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36		No	No	No
		N/A	N/A	N/A
	Holders of preferred shares are entitled to receive dividends as and when declared     when both a both and the state of the state		1 -	

<sup>1)</sup> The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares). Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 7	5-Year Rate Reset Preferred Shares, Series 9	Non-Cumulative Fixed Rate Preferred Shares, Series 11
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 63 3	891145 61 7	891145 58 3
3	Governing law(s) of the instrument	Canada	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
	Regulatory treatment Transitional Basel III rules		A 11/1-1 1991 A	
4		Additional Tier 1	Additional Tier 1	Additional Tier 1
5		Eligible	Eligible	Eligible Solo and Group
6	Eligible at solo/group/group&solo	Solo and Group Preferred shares	Solo and Group Preferred shares	Preferred shares
8		\$350	\$200	\$150
9	Par value of instrument	\$350 \$350MM	\$200MM	\$150MM
	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	March 10, 2015	April 24, 2015	July 21, 2015
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
	Optional call date, contingent call dates and redemption amount	July 31, 2020 at \$25.00	October 31, 2020 at \$25.00	October 31, 2020 at \$26.00
16	Subsequent call dates, if applicable	On Jul 31 every 5 years thereafter	On Oct 31 every 5 years thereafter	October 31, 2021 at \$25.75
		at \$25.00	at \$25.00	October 31, 2022 at \$25.50 October 31, 2023 at \$25.25 October 31, 2024 and thereafter at \$25.00
	Coupons/dividends			
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
18	Coupon rate and any related index *	3.60%	3.70%	4.90%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21		No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible <sup>(1)</sup>	Convertible	Convertible	Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
		Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	further details	further details	further details
27		Mandatory	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares	Common Shares
29		The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30		No	No	No
31		NA	NA	NA
32		NA	NA	NA
33		NA	NA	NA
34		NA	NA	NA
34a	Type of subordination			
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36		No	No	No
37	If yes, specify non-compliant features	N/A	N/A	N/A
	* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions			

<sup>1)</sup> The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares). Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 12	5-Year Rate Reset Preferred Shares, Series 14	5-Year Rate Reset Preferred Shares, Series 16
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 57 5	891160 66 5	891160 64 0
3	Governing law(s) of the instrument	Canada	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
	Regulatory treatment			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$699	\$999	\$350
9	Par value of instrument	\$700MM	\$1,000MM	\$350MM
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	January 14, 2016	September 8, 2016	July 14, 2017
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	April 30, 2021 at \$25.00	October 31, 2021 at \$25.00	October 31, 2022 at \$25.00
16	Subsequent call dates, if applicable	On Apr 30 every 5 years thereafter	On Oct 31 every 5 years thereafter	On Oct 31 every 5 years thereafter
		at \$25.00	at \$25.00	at \$25.00
$\vdash$				
	Coupons/dividends			
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
18	Coupon rate and any related index *	5.50%	4.85%	4.50%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No Non-cumulative	No
22	Noncumulative or cumulative	Non-cumulative		Non-cumulative
23	Convertible or non-convertible <sup>(1)</sup>	Convertible	Convertible	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the
		Superintendent is of the opinion that the Bank has ceased, or is about	Superintendent is of the opinion that the Bank has ceased, or is about	Superintendent is of the opinion that the Bank has ceased, or is about
		to cease, to be viable and that, after the conversion of all contingent	to cease, to be viable and that, after the conversion of all contingent	to cease, to be viable and that, after the conversion of all contingent
		instruments and taking into account any other factors or	instruments and taking into account any other factors or	instruments and taking into account any other factors or
		circumstances that are considered relevant or appropriate, it is	circumstances that are considered relevant or appropriate, it is	circumstances that are considered relevant or appropriate, it is
		reasonably likely that the viability of the Bank will be restored or	reasonably likely that the viability of the Bank will be restored or	reasonably likely that the viability of the Bank will be restored or
			reasonably likely that the viability of the ballik will be restored of	
		maintained; or 2) the federal or a provincial government in Canada	maintained; or 2) the federal or a provincial government in Canada	maintained; or 2) the federal or a provincial government in Canada
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a	publicly announces that the Bank has accepted or agreed to accept a
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been
25	If convertible fully or partially	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government to roplitical subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event
25	If convertible, fully or partially	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16
25	If convertible, fully or partially	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event. Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16
		maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
26 27	If convertible, conversion rate If convertible, mandatory or optional conversion	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory
26 27 28	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No
26 27 28 29	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s)	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier X Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No
26 27 28 29 30	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No
26 27 28 29 30 31 32 33	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s)	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank Na NA NA	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank NA NA	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA
26 27 28 29 30 31 32	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank NA NA	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA
26 27 28 29 30 31 32 33	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, full or partial If write-down, util or partial If write-down, description of write-down mechanism Type of subordination	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank Na NA NA	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank NA NA	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA
26 27 28 29 30 31 32 33 34 34a	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination Position in subordination hierarchy in liquidation (specify instrument type	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier X Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank Na NA NA NA	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA
26 27 28 29 30 31 32 33 34 34a 35	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) If write-down, write-down trigger (s) If write-down, util or partial If write-down, dull or partial If write-down, util or partial If wri	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank NA NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronte-Dominion Bank NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier X Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)
26 27 28 29 30 31 32 33 34 34a 35 36	If convertible, conversion rate If convertible, mandatory or optional conversion If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into Write-down feature If write-down, full or partial If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) Non-compliant transitioned features	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template) No	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Mutiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template) No	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template) No
26 27 28 29 30 31 32 33 34 34a 35 36	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) If write-down, write-down trigger (s) If write-down, util or partial If write-down, dull or partial If write-down, util or partial If wri	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 12 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank Na NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)	maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 14 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronte-Dominion Bank NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template)	publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable. Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier X Share Value) / Conversion Price. Refer to prospectus for further details Mandatory Common Shares The Toronto-Dominion Bank No NA NA NA NA Subordinated Debt (see Subordinated Debt Main Features Template).

<sup>1)</sup> The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares). Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 18	5-Year Rate Reset Preferred Shares, Series 20	5-Year Rate Reset Preferred Shares, Series 22
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891160 62 4	891160 59 0	891160 57 4
3	Governing law(s) of the instrument	Canada	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
	Regulatory treatment			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$350 \$350MM	\$400 \$400MM	\$350 \$350MM
9	Par value of instrument Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
10	Original date of issuance	March 14, 2018	September 13, 2018	January 28, 2019
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
14	Optional call date, contingent call dates and redemption amount	April 30, 2023 at \$25.00	October 31, 2023 at \$25.00	April 30, 2024 at \$25.00
16	Subsequent call dates, if applicable	On Apr 30 every 5 years thereafter	On Oct 31 every 5 years thereafter	On Apr 30 every 5 years thereafter
1.0		at \$25.00	at \$25.00	at \$25.00
	Coupons/dividends			
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
18	Coupon rate and any related index *	4.70%	4.75%	5.20%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No
22 23	Noncumulative or cumulative Convertible or non-convertible <sup>(1)</sup>	Non-cumulative Convertible	Non-cumulative Convertible	Non-cumulative Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advased, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agenet or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
		Upon the occurrence of a Trigger Event, each outstanding Series 18 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 20 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 22 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	further details	further details	further details
27 28	If convertible, mandatory or optional conversion	Mandatory Common Shares	Mandatory Common Shares	Mandatory Common Shares
28	If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	If convertible, specify issuer of instrument it converts into	No	I ne Toronto-Dominion Bank	No
30	If write-down, write-down trigger (s)	NA	NA	NA
32	If write-down, write-down trigger (s)	NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA
33	If temporary write-down, description of write-down mechanism	NA	NA	NA
34a	Type of subordination			
<u>, a</u>	Position in subordination hierarchy in liquidation (specify instrument type			
35	immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	No	No	No
		N/A	N/A	N/A
	* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions			

<sup>1)</sup> The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares). Some of TD's outstanding preferred shares are convertible into different series of preferred shares

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 24
1	Issuer	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891160 54 1
3	Governing law(s) of the instrument	Canada
	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved	NA
3a	(for other TLAC-eligible instruments governed by foreign law)	
	Regulatory treatment	
4	Transitional Basel III rules	Additional Tier 1
5	Post-transitional Basel III rules	Eligible
6	Eligible at solo/group/group&solo	Solo and Group Preferred shares
8	Instrument type (types to be specified by jurisdiction) Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$450
9	Par value of instrument	\$450 \$450MM
9 10	Accounting classification	Shareholders' equity
11	Original date of issuance	June 4, 2019
12	Perpetual or dated	Perpetual
13	Original maturity date	NA
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	July 31, 2024 at \$25.00
16	Subsequent call dates, if applicable	On Jul 31 every 5 years thereafter
		at \$25.00
	Coupons/dividends	
17	Fixed or floating dividend/coupon *	Fixed
18	Coupon rate and any related index *	5.10%
19	Existence of a dividend stopper	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary
21	Existence of a step up or other incentive to redeem	No Non-cumulative
22 23	Noncumulative or cumulative Convertible or non-convertible <sup>(1)</sup>	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opnion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25 26	If convertible, fully or partially	Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 24 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27 28	If convertible, mandatory or optional conversion	Mandatory Common Shares
	If convertible, specify instrument type convertible into	
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank
29 30	If convertible, specify issuer of instrument it converts into Write-down feature	No
29 30 31	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s)	No NA
29 30 31 32	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial	No NA NA
29 30 31 32 33	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary	No NA
29 30 31 32 33 34	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism	No NA NA NA
29 30 31 32 33	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination	No NA NA NA
29 30 31 32 33 34	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, full or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism	No NA NA NA
29 30 31 32 33 34 34a	If convertible, specify issuer of instrument it converts into Write-down feature If write-down, write-down trigger (s) If write-down, Juli or partial If write-down, permanent or temporary If temporary write-down, description of write-down mechanism Type of subordination Position in subordination hierarchy in liquidation (specify instrument type	No NA NA NA NA

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

<sup>1)</sup> The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares). Some of TD's outstanding preferred shares are convertible into different series of preferred shares