

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
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 at \$25.00	On Jul 31 every 5 years thereafter at \$25.00	On Jan 31 every 5 years thereafter at \$25.00
Coupons/dividends				
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
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 ¹⁾	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 Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	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
26	If convertible, conversion rate	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 further details	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 further details	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 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	If write-down, full or partial	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	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	Non-compliant transitioned features	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.

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

Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series 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				
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	\$200	\$150
9	Par value of instrument	\$350MM	\$200MM	\$150MM
10	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
15	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 at \$25.00	On Oct 31 every 5 years thereafter at \$25.00	October 31, 2021 at \$25.75 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	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 ¹⁾	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 Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	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
26	If convertible, conversion rate	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 further details	Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory	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	If write-down, full or partial	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	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	Non-compliant transitioned features	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.

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

Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series 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 at \$25.00	On Oct 31 every 5 years thereafter at \$25.00	On Oct 31 every 5 years thereafter at \$25.00
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	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ¹⁾	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 Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	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
26	If convertible, conversion rate	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	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	Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory	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	If write-down, full or partial	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	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	Non-compliant transitioned features	No	No	No
37	If yes, specify non-compliant features	N/A	N/A	N/A

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

Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series 18	5-Year Rate Reset Preferred Shares, Series 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	\$400	\$350
9	Par value of instrument	\$350MM	\$400MM	\$350MM
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	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
15	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 at \$25.00	On Oct 31 every 5 years thereafter at \$25.00	On Apr 30 every 5 years thereafter 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	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ¹⁾	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 Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	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
26	If convertible, conversion rate	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 further details	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 further details	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 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	If write-down, full or partial	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	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	Non-compliant transitioned features	No	No	No
37	If yes, specify non-compliant features	N/A	N/A	N/A

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

Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series 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
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
Regulatory treatment		
4	Transitional Basel III rules	Additional Tier 1
5	Post-transitional Basel III rules	Eligible
6	Eligible at solo/group/group&solo	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$450
9	Par value of instrument	\$450MM
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
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible ¹⁾	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event
26	If convertible, conversion rate	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	If convertible, mandatory or optional conversion	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank
30	Write-down feature	No
31	If write-down, write-down trigger (s)	NA
32	If write-down, full or partial	NA
33	If write-down, permanent or temporary	NA
34	If temporary write-down, description of write-down mechanism	NA
34a	Type of subordination	
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	N/A

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