



# Investor Overview Presentation

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December 2012

# Caution regarding forward-looking statements



From time to time, the Bank makes written and/or oral forward-looking statements, including in this presentation, in other filings with Canadian regulators or the U.S. Securities and Exchange Commission, and in other communications. In addition, representatives of the Bank may make forward-looking statements orally to analysts, investors, the media and others. All such statements are made pursuant to the “safe harbour” provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in this presentation, the Bank’s 2012 Management’s Discussion and Analysis (“MD&A”) under the headings “Economic Summary and Outlook” and, for each business segment, “Business Outlook and Focus for 2013” and in other statements regarding the Bank’s objectives and priorities for 2013 and beyond and strategies to achieve them, and the Bank’s anticipated financial performance. Forward-looking statements are typically identified by words such as “will”, “should”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “may”, and “could”.

By their very nature, these statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the financial, economic, political and regulatory environments, such risks and uncertainties – many of which are beyond the Bank’s control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause such differences include: credit, market (including equity, commodity, foreign exchange, and interest rate), liquidity, operational (including technology), reputational, insurance, strategic, regulatory, legal, environmental, capital adequacy, and other risks, all of which are discussed in the 2012 MD&A. Examples of such risk factors include the impact of recent U.S. legislative developments, as discussed under “Significant Events in 2012” in the 2012 MD&A; changes to and new interpretations of capital and liquidity guidelines and reporting instructions; increased funding costs for credit due to market illiquidity and competition for funding; the failure of third parties to comply with their obligations to the Bank or its affiliates relating to the care and control of information and disruptions in the Bank’s information technology, internet, network access or other voice or data communications systems or services; and the overall difficult litigation environment, including in the United States. We caution that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank’s results. For more detailed information, please see the “Risk Factors and Management” section of the 2012 MD&A. All such factors should be considered carefully, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, when making decisions with respect to the Bank and we caution readers not to place undue reliance on the Bank’s forward-looking statements.

Material economic assumptions underlying the forward-looking statements contained in this presentation are set out in the 2012 MD&A under the headings “Economic Summary and Outlook” and, for each business segment, “Business Outlook and Focus for 2013”, as updated in subsequently filed quarterly Reports to Shareholders.

Any forward-looking statements contained in this presentation represent the views of management only as of the date hereof and are presented for the purpose of assisting the Bank’s shareholders and analysts in understanding the Bank’s financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.

## TD Bank Group

- **Overview**
- Key Businesses
- Economic Update
- Appendix

# Key Takeaways

## Simple Strategy, Consistent Focus



### Building the Better Bank

#### North America

- Top 10 Bank in North America<sup>1</sup>
- One of the few banks in the world rated Aaa by Moody's<sup>2</sup>
- Leverage platform and brand for growth
- Strong employment brand

#### Retail Earnings Focus

- Leader in customer service and convenience
- Over 80% of adjusted earnings from retail<sup>3,4</sup>
- Strong organic growth engine
- Better return for risk undertaken<sup>5</sup>

#### Franchise Businesses

- Repeatable and growing earnings stream
- Focus on customer-driven products
- Operating a franchise dealer of the future
- Consistently reinvest in our competitive advantages

#### Risk Discipline

- Only take risks we understand
- Systematically eliminate tail risk
- Robust capital and liquidity management
- Culture and policies aligned with risk philosophy

1. See slide # 4.

2. For long term debt (deposits) of The Toronto-Dominion Bank, as at October 31, 2012. Credit ratings are not recommendations to purchase, sell, or hold a financial obligation inasmuch as they do not comment on market price or suitability for a particular investor. Ratings are subject to revision or withdrawal at any time by the rating organization.

3. Based on Q4/12 adjusted earnings. Effective November 1, 2011, the Bank prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), the current generally accepted accounting principles (GAAP), and refers to results prepared in accordance with IFRS as the "reported" results. The Bank also utilizes non-GAAP financial measures referred to as "adjusted" results (i.e. reported results excluding "items of note", net of income taxes) to assess each of its businesses and measure overall Bank performance. Please see "How the Bank Reports" in the 4<sup>th</sup> Quarter 2012 Press Release for further explanation.

4. Retail includes Canadian Personal and Commercial Banking, Wealth and Insurance, and U.S. Personal and Commercial Banking segments. Please see slide 6 for more detail.

5. Based on Q4/12 return on risk-weighted assets, calculated as adjusted net income available to common shareholders divided by average RWA. See slide #9 for details. See note #3 for definition of adjusted results.

# TD Bank Group

## A Top 10 Bank in North America



Q4 2012 <sup>1</sup> (In CAD Billions)		Compared to:	
		Canadian Peers <sup>7</sup>	North American Peers <sup>2,8</sup>
<b>Total Assets</b>	\$811B	2 <sup>nd</sup>	6 <sup>th</sup>
<b>Total Deposits</b>	\$488B	2 <sup>nd</sup>	6 <sup>th</sup>
<b>Market Cap (as of October 31, 2012)</b>	\$74B	2 <sup>nd</sup>	6 <sup>th</sup>
<b>Adj. Net Income<sup>3</sup> (Trailing 4 Quarters)</b>	\$7.1B	2 <sup>nd</sup>	6 <sup>th</sup>
<i>Rpt. Net Income (Trailing 4 Quarters)</i>	<i>\$6.5B</i>	<i>n/a</i>	<i>n/a</i>
<b>Adj. Retail Earnings<sup>4</sup> (Trailing 4 Quarters)</b>	\$6.2B	1 <sup>st</sup>	3 <sup>rd</sup>
<b>Tier 1 Capital Ratio</b>	12.6%	5 <sup>th</sup>	7 <sup>th</sup>
<b>Avg. # of Full-Time Equivalent Staff<sup>5</sup></b>	79,000	2 <sup>nd</sup>	6 <sup>th</sup>
<b>Moody's Rating<sup>6</sup></b>	Aaa	n/a	n/a

1. Q4/12 is the period from August 1, 2012 to October 31, 2012.

2. Balance sheet metrics are converted to U.S. dollars at an exchange rate of 1.00100 USD/CAD (as at October 31, 2012).

Income statement metrics are converted to U.S. dollars at the average quarterly exchange rate of USD/CAD 1.01432 for Q4/12, USD/CAD 0.98301 for Q3/12, USD/CAD 1.00569 for Q2/12 and USD/CAD 0.97947 for Q1/12.

3. Based on adjusted results as defined on slide #3.

4. Based on adjusted results and retail earnings as defined on slide #3.

5. Average number of full-time equivalent staff for Q4/12.

6. See slide # 3 footnote # 2.

7. Canadian Peers – includes other 4 big banks (RY, BMO, BNS and CM) adjusted on a comparable basis to exclude identified non-underlying items. Based on Q4/12 results ended October 31, 2012.

8. North American Peers – includes Canadian Peers and U.S. Peers. U.S. Peers – includes Money Center Banks (C, BAC, JPM) and Top 3 Super-Regional Banks (WFC, PNC, USB). Adjusted on a comparable basis to exclude identified non-underlying items. For U.S. Peers, based on their Q3/12 results ended September 30, 2012.

**TD is top 10 in North America**

# Q4 2012 Highlights



## Key Themes

- Solid adjusted<sup>1</sup> EPS growth of 5% YoY
- Strong performances from all segments
- Volume growth was good in Canadian businesses and remains strong in the U.S.

## Net Income \$MM

(Adjusted, where applicable)<sup>1</sup>

	Q4/12	QoQ	YoY
<b>Retail<sup>2</sup></b>	\$ 1,477	-8%	6%
<b>Wholesale</b>	309	72%	10%
<b>Corporate</b>	(29)	-197%	93%
<b>Adjusted Net Income</b>	\$ 1,757	-3%	6%
<i>Reported Net Income</i>	1,597	-6%	1%
<b>Adjusted EPS (diluted)</b>	\$ 1.83	-4%	5%
<i>Reported EPS (diluted)</i>	1.66	-7%	-1%
<b>Tier 1 Capital Ratio</b>	12.6%		

## Dividend per Common Share



■ = Announced dividend increase

**Good quarter and a strong finish to 2012**

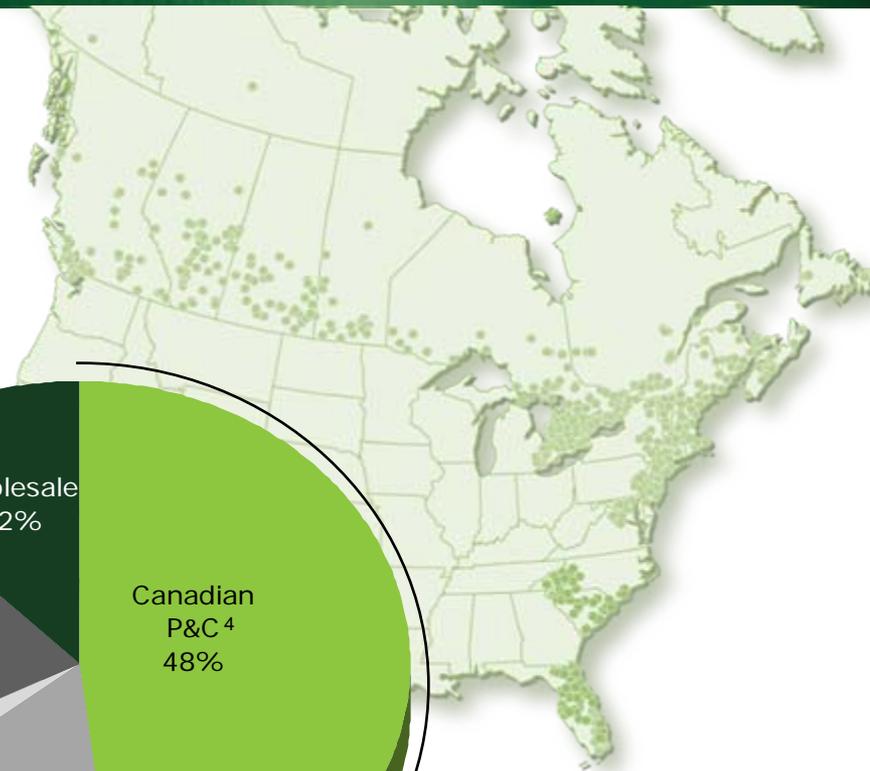
1. Adjusted results are defined in footnote 3 on slide 3. For information on reported basis results, see the Bank's reports to shareholders/earnings releases for the relevant quarters.  
 2. Retail includes Canadian Personal and Commercial Banking, Wealth and Insurance, and U.S. Personal and Commercial Banking segments.

## Our Businesses

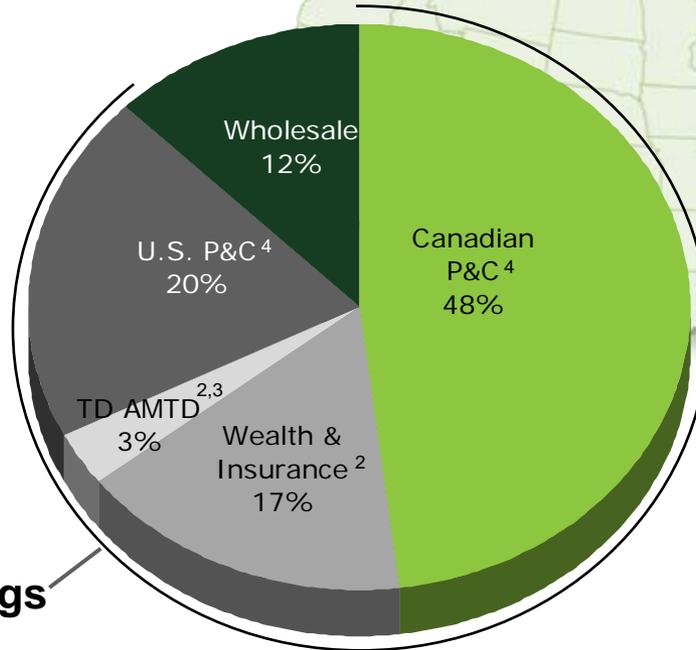
- Canadian Personal & Commercial
- Wealth & Insurance
- U.S. Personal & Commercial
- Wholesale Banking

## Our Results

- Adjusted Earnings<sup>1</sup> 2012 of C\$7.1B, up 10% YoY
- Adjusted Diluted EPS<sup>1</sup> 2012 of \$7.42, up 8% YoY



Retail Earnings



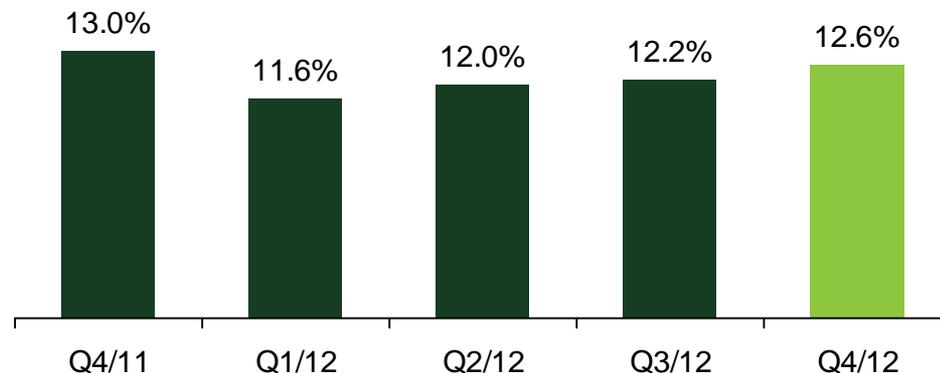
**2012 Total Retail Adj. Earnings<sup>1</sup> = 88%**

1. See footnote #3 on slide #3 for definition of adjusted results.  
 2. "Wealth and Insurance" and "TD Ameritrade" make up the Wealth and Insurance business segment.  
 3. TD had a reported investment in TD Ameritrade of 45.37% as at October 31, 2012.  
 4. "P&C" refers to Personal and Commercial banking.

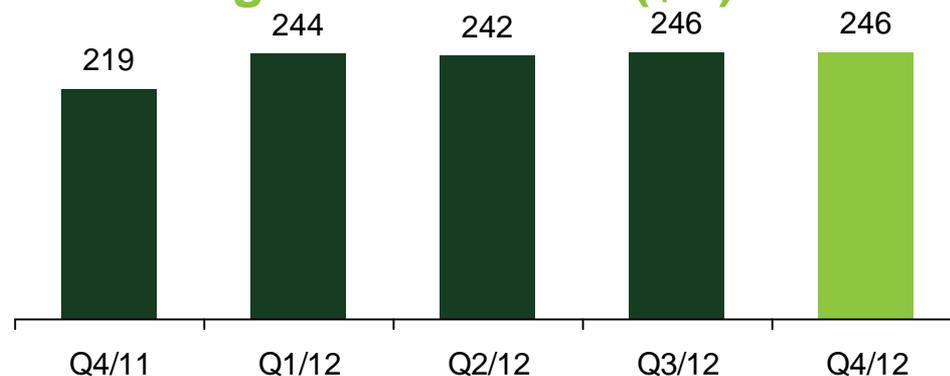
## Highlights

- Tier 1 capital ratio improved QoQ due to strong organic capital growth
- Remain well-positioned for evolving regulatory environment
- Pro forma Basel III ratio of 8.2% at Oct 31, 2012

## Tier 1 Capital Ratio<sup>1,2</sup>



## Risk Weighted Assets<sup>1,2</sup> (\$B)



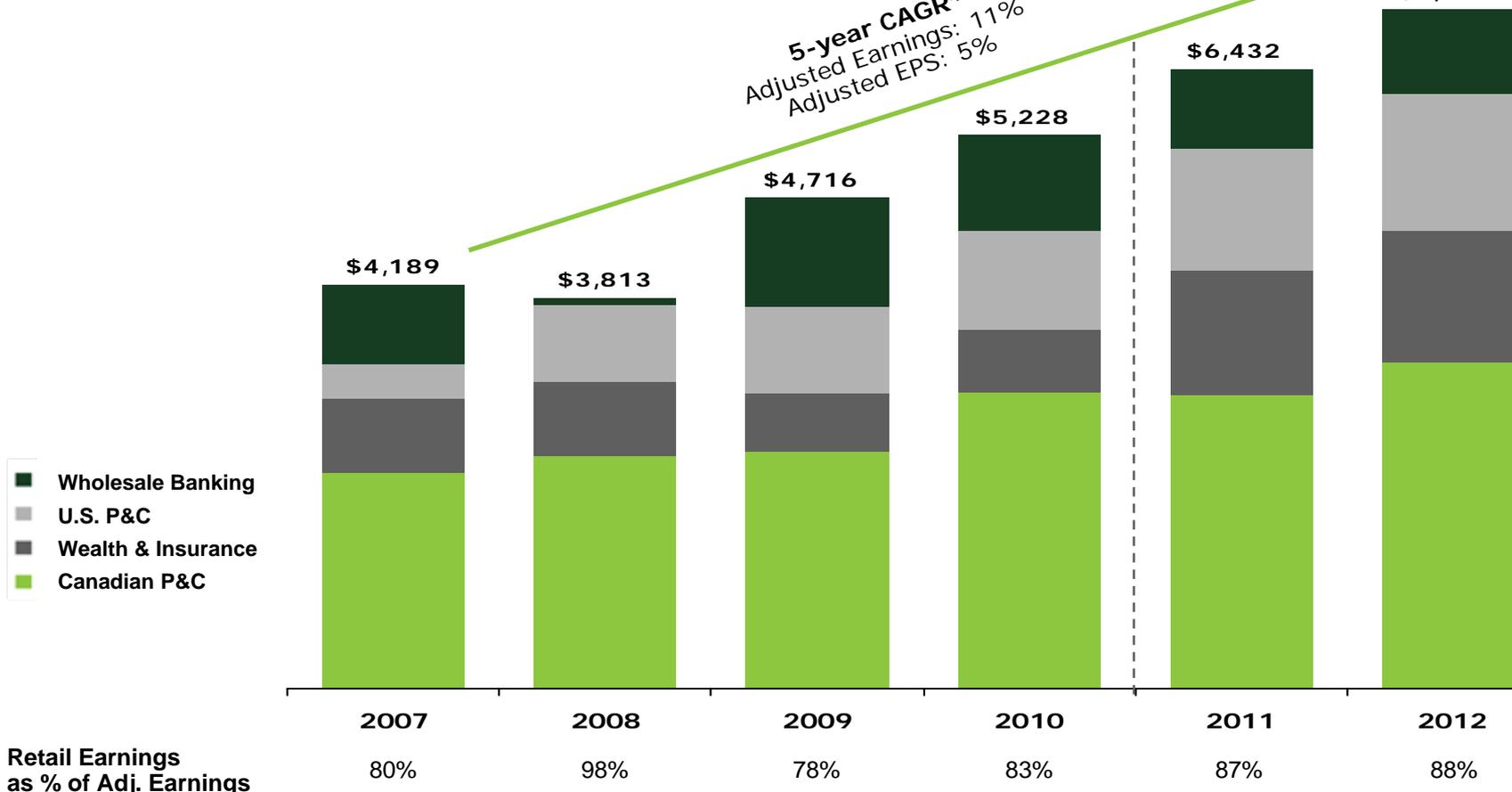
# Simple Strategy, Consistent Focus, Superior Execution



## Adjusted Earnings<sup>1,2,3</sup>

(C\$MM)

5-year CAGR<sup>4</sup>  
Adjusted Earnings: 11%  
Adjusted EPS: 5%



Retail Earnings  
as % of Adj. Earnings

1. See slide #3 footnote #3 for definition of adjusted results. The graphical representation of the adjusted results on the chart do not include the adjusted results of the Corporate segment. Also see the Canadian P&C, Wealth and Insurance, U.S. P&C, Wholesale segment discussions in the Business Segment Analysis section in the 2006-2011 Annual Reports. See explanation of how the Bank reports starting on pg. 5 the 4<sup>th</sup> Quarter 2012 Earnings News Release for a reconciliation of the Bank's non-GAAP measures to reported basis (IFRS) results. See also on pg. 158 and 159 of the 2011 Annual Report for a reconciliation for 10 years ending FY11.

2. The Bank transitioned from Canadian Generally Accepted Accounting Principles (GAAP) to International Reporting Standards (IFRS) effective November 1, 2011. As a result of this transition, balances presented in the graph above are based on Canadian GAAP for 2008 to 2010 and based on IFRS for 2011 to 2012. For details on the Bank's transition from Canadian GAAP to IFRS please see Note 40 of the 2012 Financial Statements and Notes.

3. Effective July 4, 2011, executive responsibilities for TD Insurance were moved from Group Head CAD P&C Segment to Group Head Wealth Segment. Results are updated to the future reporting format for segment reporting purposes effective Q1 2012. These changes were applied retroactively to 2011 for comparative purposes.

4. As a result of the Bank's transition to IFRS as described above, the calculation of the Compounded Annual Growth Rate (CAGR) includes balances based on Canadian GAAP from 2008 to 2010 and balances based on IFRS from 2011 to 2012

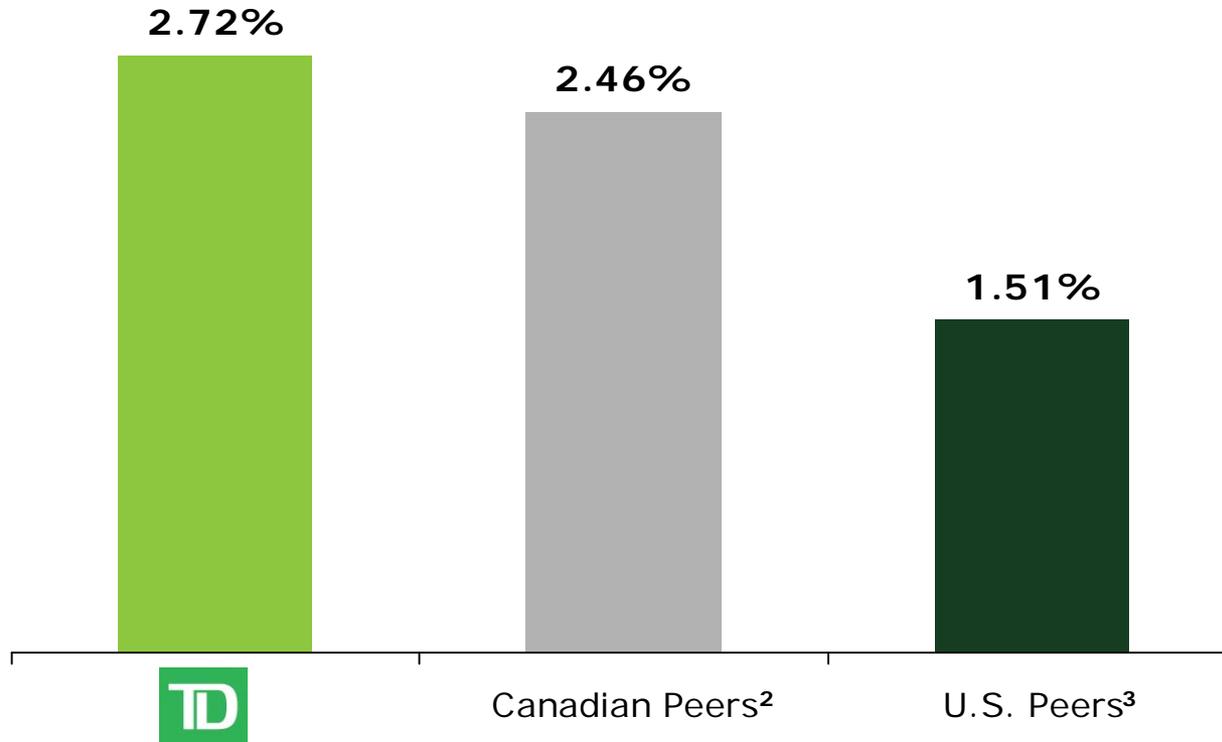
**Solid growth and return across businesses**

# Strong Focus on Risk-Return



## Adjusted Return on Risk-Weighted Assets<sup>1</sup>

Q4 2012



**Better return for risk undertaken**

1. As a result of the transition to IFRS as described on slide 8, footnote 2, the calculation of risk-weighted assets is based on IFRS for 2012, adjusted on a comparable basis to exclude identified non-underlying items. Return on risk-weighted assets is adjusted net income available to common shareholders divided by average RWA. Adjusted results are defined on slide 3, footnote 3.

2. Canadian Peers – includes other big 4 banks (RY, BMO, BNS, and CM). Based on Q4/12 results ended on October 31, 2012.

3. U.S. Peers – includes Money Center Banks (C, BAC, JPM) and Top 3 Super-Regional Banks (WFC, PNC, USB). Based on Q3/12 results ending September 30, 2012.

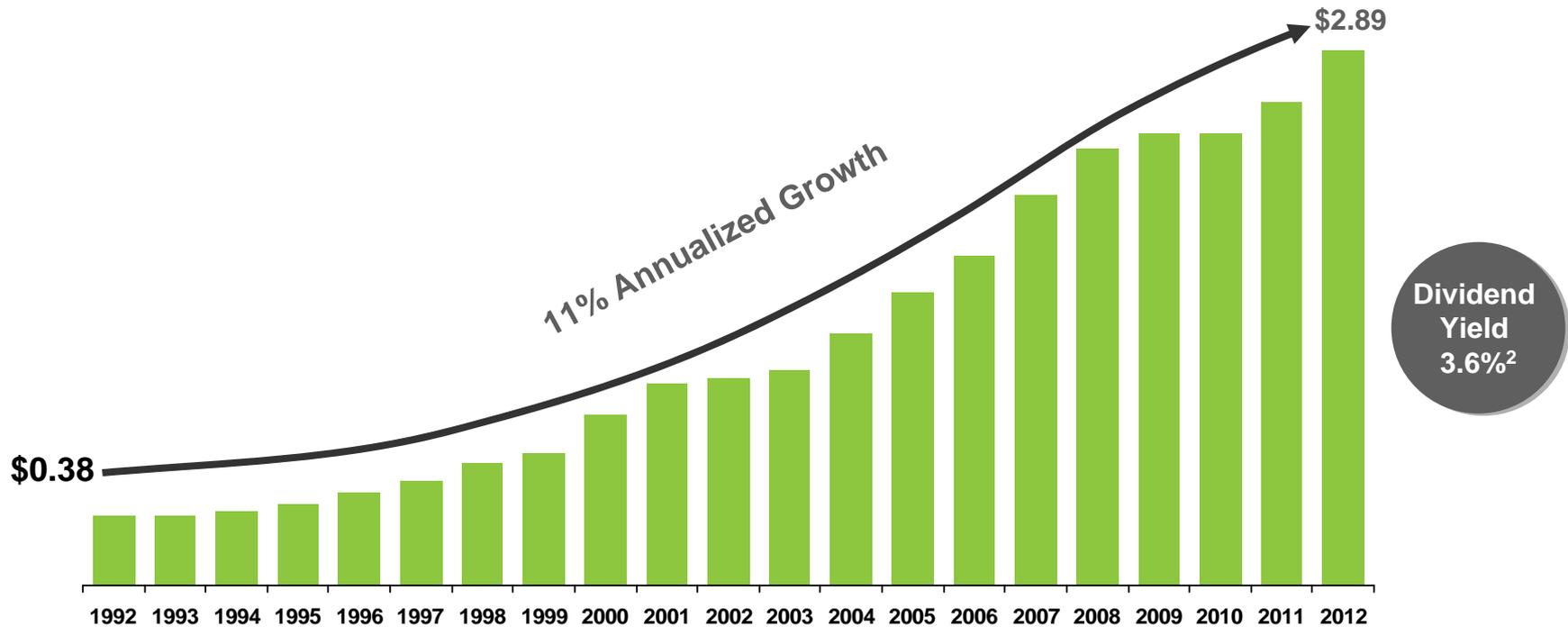
# Strong, Consistent Dividend History



## Dividends Per Share

(C\$)

Q3/12 Announced \$0.05 dividend increase<sup>1</sup>  
Target payout range increased to 40-50%



Growing dividends over time

1. Paid in October 2012.  
2. Dividend yield based on dividend per share paid for trailing four quarters (ending Q4/12) divided by average of high and low common share prices on the TSX for the period.



## Building the Better Bank

North America

Retail Earnings Focus

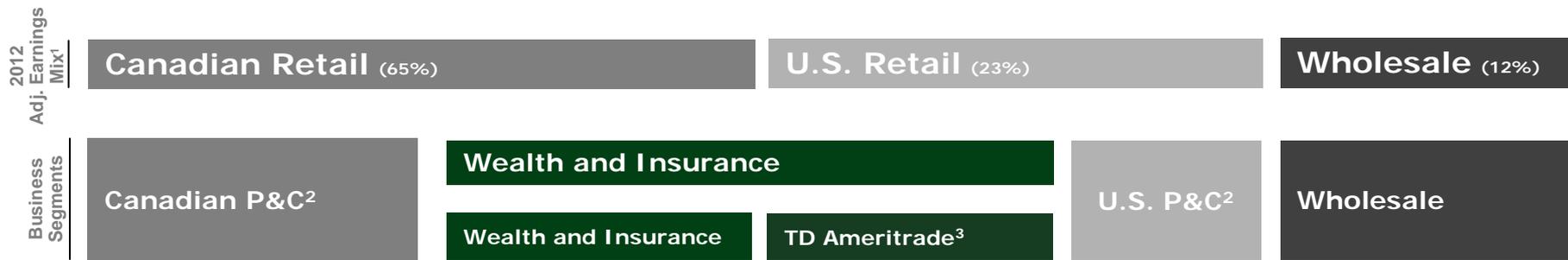
Franchise Businesses

Risk Discipline

## TD Bank Group

- Overview
- **Key Businesses**
- Economic Update
- Appendix

# Key Businesses At a Glance



Sub-Brands

TD Canada Trust TD Commercial Banking TD Auto Finance	TD Waterhouse TD Asset Management TD Wealth TD Insurance <sup>4</sup>	TD Ameritrade <sup>3</sup>	TD Bank TD Auto Finance	TD Securities
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2006-2012<sup>5</sup>



2005-2012<sup>6</sup>



2009-2011<sup>7</sup>

**Recognized leader in service and convenience**

1. For the purpose of calculating contribution by each business segment, adjusted earnings from the Corporate segment is excluded. For a definition of adjusted results, see footnote #3 on slide 3.  
 2. "P&C" refers to Personal and Commercial Banking.  
 3. TD had a reported investment in TD Ameritrade of 45.37% as at October 31, 2012.  
 4. Effective July 4, 2011, executive responsibilities for TD Insurance were moved from Group Head CAD P&C Segment to Group Head Wealth Segment. Results will be updated to the future reporting format for segment reporting purposes effective Q1 2012. These changes will be applied retroactively to 2011.  
 5. TD Canada Trust ranked highest in Customer Satisfaction from 2006 to 2012 inclusively.  
 6. TD Canada Trust awarded Customer Service Excellence from 2005 to 2012 inclusively.  
 7. Best Bank in North America from 2009 to 2011.

## Key Businesses

### ■ Personal Banking

- Retail operations provide a full range of financial products and services.
- Approximately 13 million personal and small business customers.
- 1,168 branches across Canada.
- 2,811 automated teller machines.
- Multiple channels: branch, ATMs, telephone, internet, mobile.

### ■ Commercial Banking

- Serves the needs of medium to large-sized Canadian businesses.
- Provides broad range of products and services to meet their financing, investment, cash management, international trade, and day-to-day banking needs.

As at Q4 2012	In C\$
<b>Total Assets</b>	\$285B
<b>Total Deposits<sup>1</sup></b>	\$219B
<b>Total Loans<sup>2</sup></b>	\$300B
<b>Adjusted Earnings<sup>3</sup></b>	\$3.4B
<b>Employees<sup>4</sup></b>	28,449

1. Total Deposits based on total of average personal and business deposits during Q4/12.

2. Total Loans based on total of average personal and business loans during Q4/12.

3. For trailing four quarters ending Q4/12. See slide #3 footnote #3 for definition of adjusted results. Also see starting on pg.5 of the 4<sup>th</sup> Quarter 2012 Earnings News Release for an explanation of how the Bank reports and a reconciliation of the Bank's non-GAAP measures to reported basis (IFRS) results. See also on pages 158 and 159 of the 2011 Annual Report for a reconciliation for 10 years ending FY11.

4. Average number of full-time equivalent staff during Q4/12.

# Canadian Personal and Commercial Banking

## Key Messages



- **Lead in customer service and convenience**
  - Rated #1 by J.D. Power<sup>1</sup> and Ipsos<sup>2</sup> (formerly Synovate), year after year
  - On average 45% longer branch hours than peers<sup>3</sup>
  
- **Integrated product offerings**
  - #1 or #2 market share in most retail products<sup>4</sup>
  - Client referrals and product offerings from across TD family
  
- **Relentless focus on operational excellence**
  - Best-in-class operational efficiency
  - Customer experience embedded in process and technology
  - Disciplined approach, grow revenues faster than expenses
  
- **Consistently reinvesting for the long-term**
  - TD opened approximately 1 out of every 3 new branches<sup>5</sup>
  - Continue to build on our momentum of higher growth businesses

**Robust retail banking foundation in Canada**

1. Highest in customer satisfaction 7 years in a row – J.D. Power and Associates survey from 2006 – 2012.

2. Rated #1 among Canada's five major banks for "Overall quality of customer service" by independent market research firm Ipsos (formerly Synovate) from 2005 – 2012.

3. As at Q4/12 which ended on October 31, 2012. Canadian Peers – includes other 4 big banks (RY, BNS, BMO and CM).

4. Source: Canadian Banking Association (Canada), as at September 30, 2012.

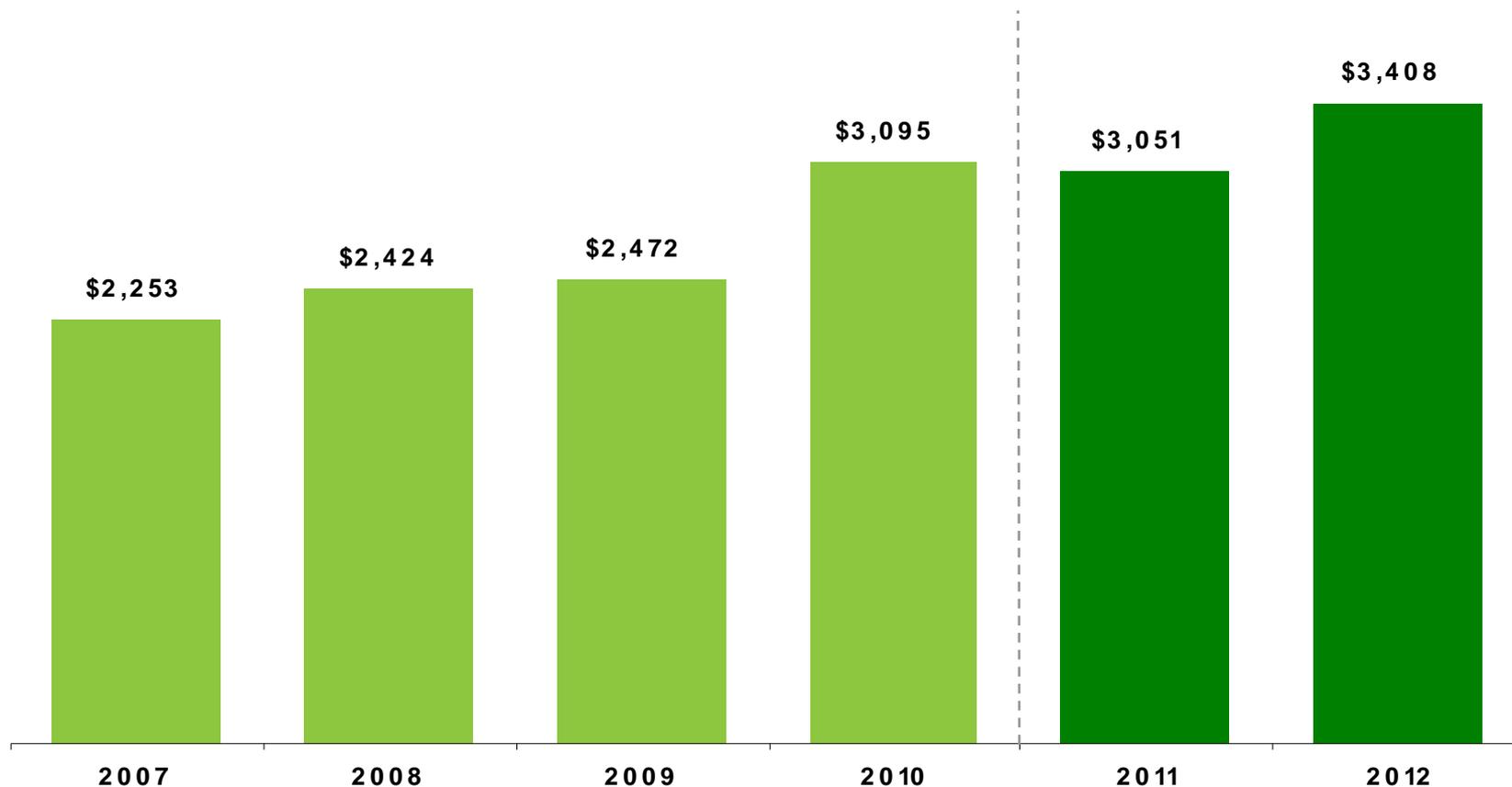
5. Branches opened by TD vs. Canadian peers from Q1 2008 to Q4 2012.

# Canadian Personal and Commercial Banking Performance



## Adjusted Earnings<sup>1,2,3</sup>

(C\$MM)



1. See slide #3 footnote #3 for definition of adjusted results. Also see starting on pg.5 of the 4<sup>th</sup> Quarter 2012 Earnings News Release for an explanation of how the Bank reports and a reconciliation of the Bank's non-GAAP measures to reported basis (IFRS) results. See also on pages 158 and 159 of the 2011 Annual Report for a reconciliation for 10 years ending FY11.

2. The Bank transitioned from Canadian Generally Accepted Accounting Principles (GAAP) to International Reporting Standards (IFRS) effective November 1, 2011. As a result of this transition, balances presented in the graph above are based on Canadian GAAP for 2008 to 2010 and based on IFRS for 2011 to 2012. For details on the Bank's transition from Canadian GAAP to IFRS please see Note 40 of the 2012 Financial Statements and Notes.

3. Effective July 4, 2011, executive responsibilities for TD Insurance were moved from Group Head CAD P&C Segment to Group Head Wealth Segment. Results are updated to the future reporting format for segment reporting purposes effective Q1 2012. These changes were applied retroactively to 2011 for comparative purposes.

# Wealth and Insurance Overview



## Key Businesses

- **Direct Investing**
  - Canada
  - U.S. – 45.37% reported equity investment in TD Ameritrade<sup>1</sup>
  - Europe - U.K., Ireland and Luxembourg
  
- **Advice-Based Wealth Businesses**
  - Canada
    - Financial Planning
    - Private Investment Advice
    - Private Client Group
  - U.S.
    - Private Client Services
  
- **Asset Management**
  - Canada
    - Retail mutual funds
    - Institutional asset management
  
- **Insurance**
  - Canada
    - Home, automobile, life and health insurance
    - Credit protection coverage on TD Canada Trust lending products
  - U.S.
    - Home, automobile, life and health insurance
    - Business property and casualty

As at Q4 2012	In C\$
<b>AUA<sup>2</sup></b>	\$258B
<b>AUM<sup>3</sup></b>	\$207B
<b>Insurance Gross Originated Premiums<sup>4</sup></b>	\$3.6B
<b>Earnings<sup>5</sup></b>	\$1.4B
<b>Employees<sup>6</sup></b>	11,839

1. As at October 31, 2012

2. Assets under administration as at the end of Q4/12 represents Wealth only.

3. Assets under management as at the end of Q4/12 represents Wealth only.

4. For trailing four quarters ending Q4/12.

5. For trailing four quarters ending Q4/12. Includes earnings of TD Ameritrade.

6. Average number of full-time equivalent staff during Q4/12 represents Wealth and Insurance but excludes TD Ameritrade.

# Wealth and Insurance

## Key Messages



### ■ **Leading market positions**

- #1 Online brokerage in Canada<sup>1</sup>
- #1 Execution-only brokerage in the U.K.<sup>2</sup>
- #1 Institutional Asset Management<sup>1</sup>
- #1 Private Investment Counsel<sup>3</sup>
- #1 Direct writer of home & auto insurance in Canada<sup>4</sup>
- #1 Affinity home and auto insurance<sup>4</sup>

### ■ **Leveraging TD retail / commercial client base**

- Strong referral model with leading retail bank
- Competing on client experience, TD brand, and direct distribution
- Focusing on unique client segments to service their specific financial needs

### ■ **Strategic relationship with TD Ameritrade**

- #1 in online trades per day in the U.S.<sup>5</sup>
- Strong momentum with asset gathering strategy
- Opportunities for mutually beneficial customer referral and growth

1. Market share is based on Investor Economics, as of December 2011.

2. Source: Compeer based on daily average retail trades as at September 2011.

3. Investor Economics, Share of Wallet, October 2011.

4. Source: TD Insurance Market Watch Report.

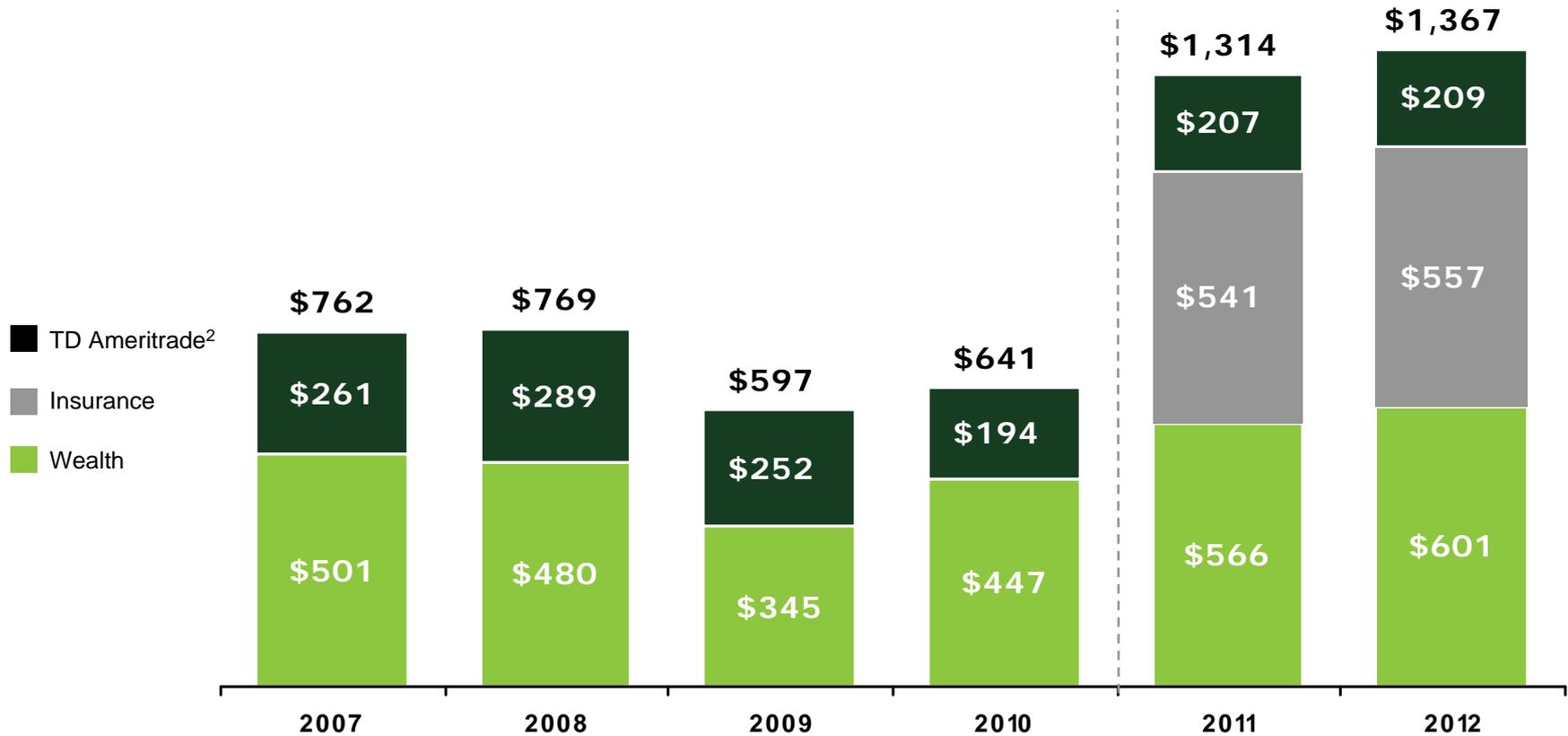
5. Internally estimated daily average revenue trades (DARTS) based on last twelve months of publicly available reports for E\*Trade Financial and Charles Schwab.

# Wealth and Insurance Performance



## Earnings<sup>1,2</sup>

(C\$MM)



1. The Bank transitioned from Canadian Generally Accepted Accounting Principles (GAAP) to International Reporting Standards (IFRS) effective November 1, 2011. As a result of this transition, balances presented in the graph above are based on Canadian GAAP for 2008 to 2010 and based on IFRS for 2011 to 2012. For details on the Bank's transition from Canadian GAAP to IFRS please see Note 40 of the 2012 Financial Statements and Notes.

2. Effective July 4, 2011, executive responsibilities for TD Insurance were moved from Group Head CAD P&C Segment to Group Head Wealth Segment. Results are updated to the future reporting format for segment reporting purposes effective Q1 2012. These changes were applied retroactively to 2011 for comparative purposes.

3. Investment in TD Ameritrade consists of the Bank's reported investment in TD Ameritrade from Q2/06 to current, and TD Waterhouse U.S.A. in prior quarters.

# U.S. Personal and Commercial Banking Overview



## Key Businesses

### ■ Personal Banking

- 1,315 stores
- More than 1,900 ATMs
- 24/7 live customer support
- Approximately 8 million customers

### ■ Commercial Banking

- Offers a broad range of products and services to meet customers' financing, investment, cash management, international trade, and day-to-day banking needs

As at Q4 2012	In C\$
<b>Total Assets</b>	\$209B
<b>Total Deposits<sup>1</sup></b>	\$170B
<b>Total Loans<sup>2</sup></b>	\$89B
<b>Adjusted Earnings<sup>3</sup></b>	\$1.4B
<b>Employees<sup>4</sup></b>	25,304

1. Total Deposits based on total of average personal, business deposits and TD Ameritrade Insured Deposit Account (IDAs) during Q4/12.

2. Total Loans based on total of average personal and business loans during Q4/12.

3. For trailing four quarters ending Q4/12. See slide #3 for definition of adjusted results. Also see starting on pg.5 of the 4<sup>th</sup> Quarter 2012 Earnings News Release for an explanation of how the Bank reports and a reconciliation of the Bank's non-GAAP measures to reported basis (IFRS) results. See also on pages 158 and 159 of the 2011 Annual Report for a reconciliation for 10 years ending FY11.

4. Average number of full-time equivalent staff during Q4/12.

# U.S. Personal and Commercial Banking

## Key Messages



- **Lead in customer service and convenience**
  - Open longer hours than the competition including Sunday banking in most markets
  - Recognized by Bloomberg Markets as one of “The World’s Strongest Banks 2012”<sup>1</sup>
  - 24/7/365 live customer contact center support
  
- **Significant scale and enviable footprint**
  - Operating retail stores in 15 states and the District of Columbia
  - Located in 5 of the top 10 U.S. metropolitan statistical areas and 7 of the 10 wealthiest states
  - Opened 41 stores in F2012
  
- **Disciplined credit culture**
  - In-footprint lending
  - Conservative products
  - Distribution through proprietary channels, not brokers
  
- **Continued organic growth and de novo expansion**
  - 30+ new stores planned for F2013
  - Continue to take market share in core retail banking
  - Significant cross-sell opportunities: wealth management, insurance, corporate banking

**TD is a Top 10 bank<sup>2</sup> in the U.S.**

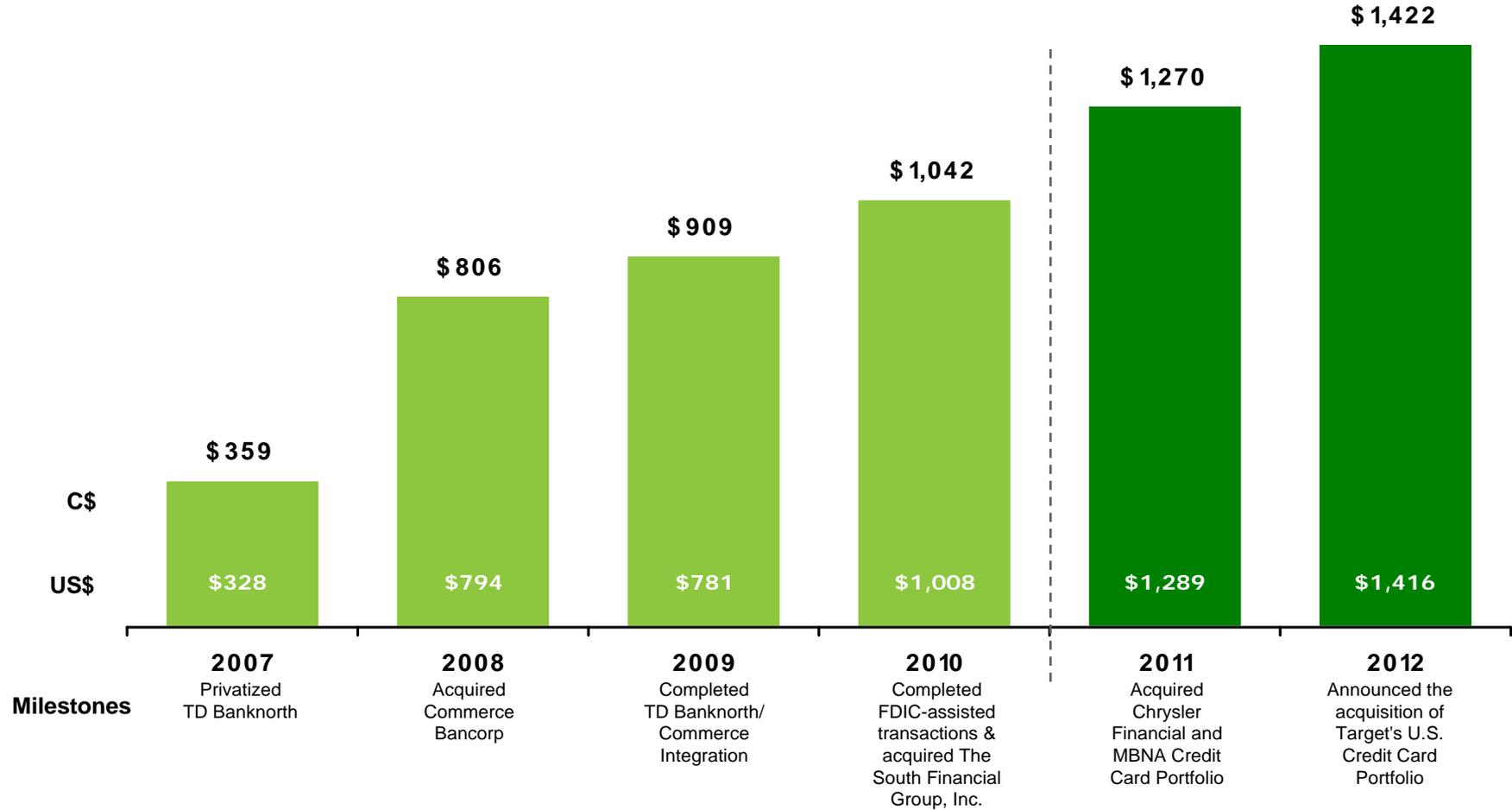
1. TD ranked #4  
2. Based on results defined on slide #4.

# U.S. Personal and Commercial Banking Performance



## Adjusted Earnings<sup>1,2</sup>

(\$MM)



1. See slide #3 footnote #3 for definition of adjusted results. Also see starting on pg.5 of the 4<sup>th</sup> Quarter 2012 Earnings News Release for an explanation of how the Bank reports and a reconciliation of the Bank's non-GAAP measures to reported basis (IFRS) results. See also on pages 158 and 159 of the 2011 Annual Report for a reconciliation for 10 years ending FY11.

2. The Bank transitioned from Canadian Generally Accepted Accounting Principles (GAAP) to International Reporting Standards (IFRS) effective November 1, 2011. As a result of this transition, balances presented in the graph above are based on Canadian GAAP for 2008 to 2010 and based on IFRS for 2011 to 2012. For details on the Bank's transition from Canadian GAAP to IFRS please see Note 40 of the 2012 Financial Statements and Notes.

## Key Businesses

### ■ Investment Banking

- Advisory, underwriting, hedging and corporate lending

### ■ Equities

- Trading, underwriting, hedging, execution services, and research

### ■ Rates and Foreign Exchange

- Trading, underwriting, hedging, commodities, execution services, trade finance, and cash management services

As at Q4 2012	In C\$
<b>Risk Weighted Assets</b>	\$43B
<b>Earnings<sup>1</sup></b>	\$880MM
<b>Employees<sup>2</sup></b>	3,545

1. For trailing four quarters ending Q4/12. Adjusted results as defined on slide # 3.

2. Average number of full-time equivalent staff during Q4/12.

# Wholesale Banking

## Key Messages



- **Focus on client-driven franchise businesses**
  - Focused on flow businesses with a presence in key global financial centres
  - Evolved the business model by strategically repositioning the dealer to concentrate on core-client driven activities (eg: exited global structured products before the financial crisis)
  
- **Integrated North American dealer**
  - Focus on integrating the strength of TD brand and partnering with our retail franchises
  
- **Solid returns without going out the risk curve**
  - Disciplined and proactive risk management
  - Delivered strong business results while repositioning the dealer
  
- **Well positioned for growth**
  - Build on position as top 3 dealer in Canada<sup>1</sup>
  - Grow U.S. fixed income, global foreign exchange and commodities & precious metal businesses

**A client centric wholesale franchise**

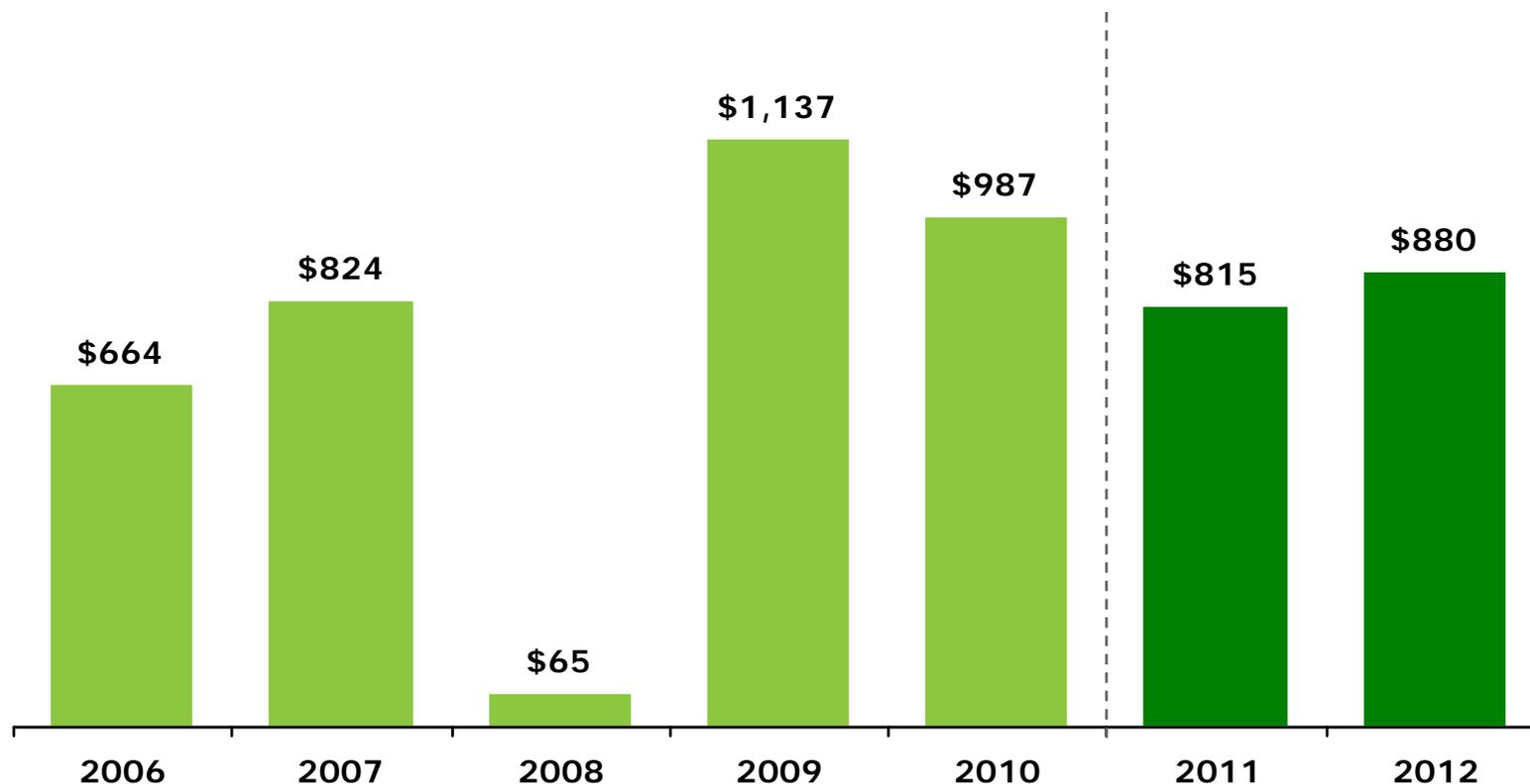
1. Ranked # 1 Block Trader on TSX (Source TSX 2011); Ranked # 1 Equity Underwriter (Source Thomson Financial 2011); Ranked # 2 Lead Arranger of Canadian Syndicated Loans, Canadian Loan Syndication, Corporate Debt Underwriting (Source Bloomberg 2011); Ranked # 2 Completed M&A Advisor (Source Thomson Financial 2011); Ranked # 3 Government Debt Underwriting (Bloomberg 2011); Ranked # 3 Announced M&A Advisor (Source Thomson Financial 2011); Named Top-Rated Prime Banker in Canada (Source Global Custodian Survey 2008 – 2011)

# Wholesale Banking Performance



## Adjusted Earnings<sup>1,2</sup>

(\$MM)



1. See slide #3 footnote #3 for definition of adjusted results. Also see the Wholesale segment discussion in the Business Segment Analysis section in the 2002-2011 Annual Reports. Also see starting on pg.5 of the 4<sup>th</sup> Quarter 2012 Earnings News Release for an explanation of how the Bank reports and a reconciliation of the Bank's non-GAAP measures to reported basis (IFRS) results. See also on pages 158 and 159 of the 2011 Annual Report for a reconciliation for 10 years ending FY11.

2. The Bank transitioned from Canadian Generally Accepted Accounting Principles (GAAP) to International Reporting Standards (IFRS) effective November 1, 2011. As a result of this transition, balances presented in the graph above are based on Canadian GAAP for 2008 to 2010 and based on IFRS for 2011 to 2012. For details on the Bank's transition from Canadian GAAP to IFRS please see Note 40 of the 2012 Financial Statements and Notes.

## TD Bank Group

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# Canada's Relative Strengths



- **One of the world's most competitive economies<sup>1</sup>**
- **Soundest banking system in the world<sup>1</sup>**
- **Robust economic fundamentals relative to G7 economies**
- **Canadian housing market has held up well**
  - More prudent regulatory environment will ensure excesses unwind moderately
- **Unemployment rate remained below prior recessionary peaks**
- **One of the strongest fiscal positions among G-7 industrialized countries**
  - Relatively low projected deficits and debt

## ■ **Strong retail and commercial banks**

- Conservative lending standards
- All major wholesale dealers owned by Canadian banks, with stable retail earnings base to absorb any wholesale write-offs

## ■ **Responsive government and central bank**

- Proactive policies and programs to ensure adequate liquidity in the system
- Updated mortgage rules moderate the market and protect consumers

## ■ **Judicious regulatory system**

- Principles-based regime, rather than rules-based
- One single regulator for all major banks
- Conservative capital rules, requirements above world standards
- Capital requirements based on risk-weighted assets

**The world's soundest banking system<sup>1</sup>**

# Canadian Mortgage Market is Different from the U.S.



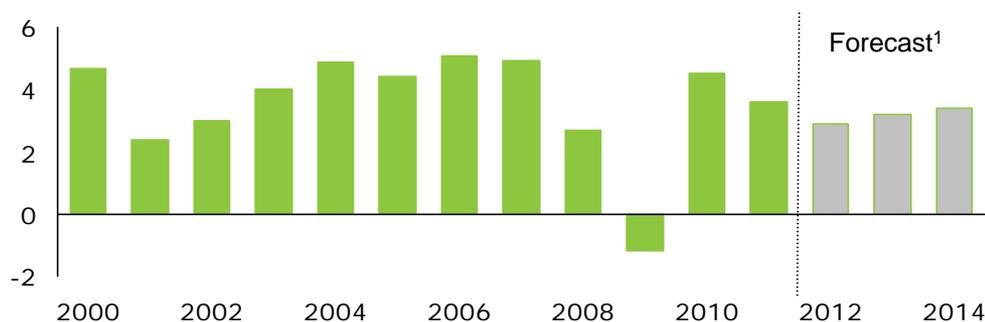
	Canada	U.S.
<b>Product</b>	<ul style="list-style-type: none"> <li>Conservative product offerings: fixed or variable interest rate option</li> </ul>	<ul style="list-style-type: none"> <li>Outstanding mortgages include earlier exotic products (interest only, options ARMs)</li> </ul>
	<ul style="list-style-type: none"> <li>All mortgages are now qualified using the 5 year benchmark rate if the term is 5 years or less</li> <li>Refinances are not permitted above 80% LTV. HELOCs are restricted to 65% LTV on the re-advanceable portion</li> </ul>	<ul style="list-style-type: none"> <li>Borrowers often qualified using discounted teaser rates → payment shock on expiry (underwriting standards have since been tightened)</li> </ul>
	<ul style="list-style-type: none"> <li>2% of the mortgage credit outstanding estimated to be non-prime</li> </ul>	<ul style="list-style-type: none"> <li>10% of mortgage credit outstanding estimated to be non-prime</li> </ul>
<b>Underwriting</b>	<ul style="list-style-type: none"> <li>Terms usually 5 years or less, renewable at maturity</li> </ul>	<ul style="list-style-type: none"> <li>30 year term most common</li> </ul>
	<ul style="list-style-type: none"> <li>Maximum amortization of 30 years on conventional mortgages and 25 years on high ratio insured mortgages</li> </ul>	<ul style="list-style-type: none"> <li>Amortization usually 30 years, can be up to 50 years</li> </ul>
	<ul style="list-style-type: none"> <li>Mortgage insurance mandatory if LTV over 80%, covers full loan amount</li> </ul>	<ul style="list-style-type: none"> <li>Mortgage insurance often used to cover portion of LTV over 80%</li> </ul>
<b>Regulation and Taxation</b>	<ul style="list-style-type: none"> <li>Mortgage interest not tax deductible</li> </ul>	<ul style="list-style-type: none"> <li>Mortgage interest is tax deductible, creating an incentive to borrow</li> </ul>
	<ul style="list-style-type: none"> <li>Lenders have recourse to both borrower and property in most provinces</li> </ul>	<ul style="list-style-type: none"> <li>Lenders have limited recourse in most jurisdictions</li> </ul>
<b>Sales Channel</b>	<ul style="list-style-type: none"> <li>External broker channel originated up to 30%</li> </ul>	<ul style="list-style-type: none"> <li>External broker channel originated up to 70% at peak, now less than 30%</li> </ul>

- **2013 will be another year of moderate growth for Canada and the U.S.**
  - Uncertainty over government policies continue to linger in the U.S. and Europe
  
- **Canadian economy still tightly linked to U.S. fortunes – stronger U.S. growth helps Canada's prospects**
  - Domestic demand will be restrained by high household debt burdens
  
- **U.S. economy remains a mix of good news and bad news**
  - Residential real estate will make a positive contribution to growth in 2013
  - Fiscal consolidation is coming, and will likely weigh on growth over the next few years

**Expect modest growth**

## World Real GDP Growth<sup>1</sup>

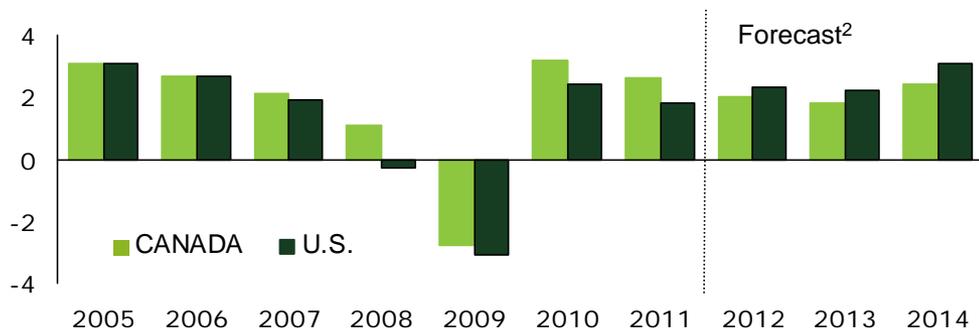
Y/Y % Change



- Global economic growth will moderately increase next year
- Fiscal consolidation in the U.S. and weak global growth means North American economy to expand at a modest pace

## North American Real GDP Growth<sup>2</sup>

(%)

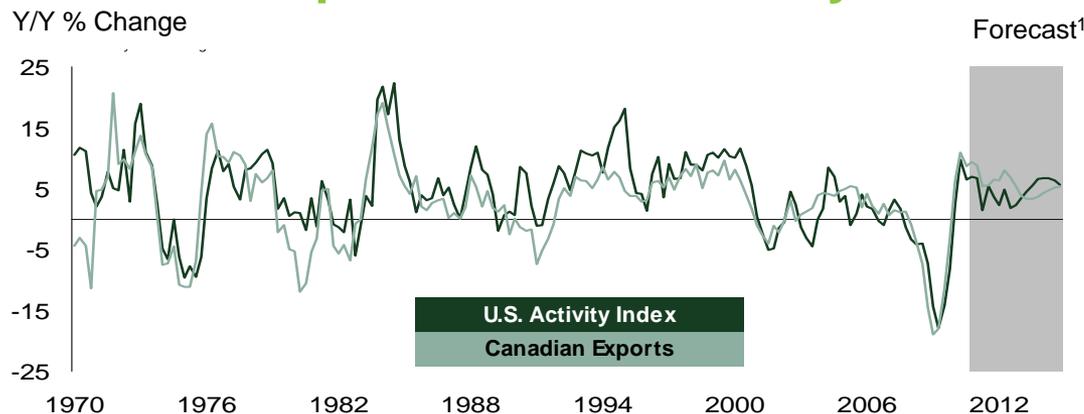


- U.S. growth to outpace Canada on average over the next few years

Modest growth in store for North American economy

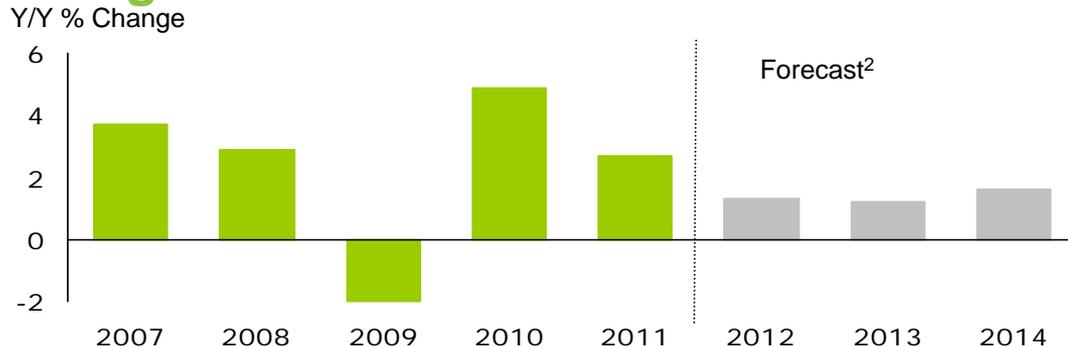
1. Forecast by TD Economics as at November 2012. Source: IMF, TD Economics.  
 2. Forecast by TD Economics as of November 2012. Source: Bureau of Economic Analysis, Statistics Canada.

## Canadian Export and U.S. Activity Index<sup>1</sup>



- Canadian economy still tightly linked to U.S. fortunes, and better U.S. growth in medium term to help Canada's prospects
- Only modest support from domestic demand, as the housing market slows and high household debt restrains spending

## Change in Domestic Demand<sup>2</sup>

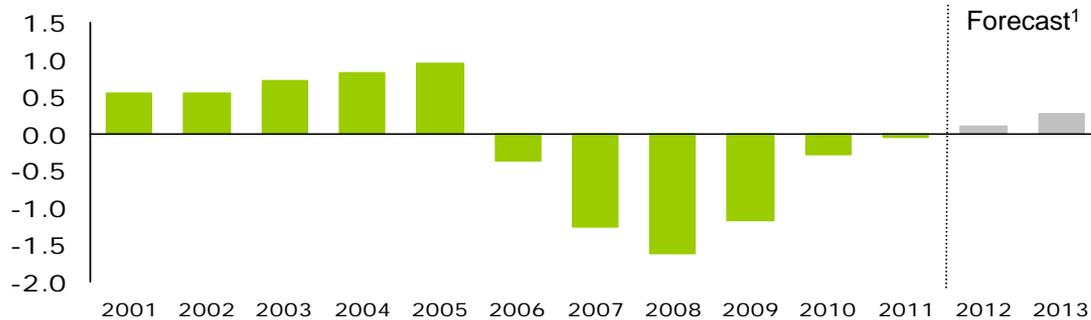


Canadian economy to be supported by U.S. growth and domestic demand

1. Forecast by TD Economics as of November 2012. Source: Bureau of Economic Analysis, Statistics Canada, Federal Reserve, Bank of Canada.  
 2. Source: Haver, TD Economics. Forecast by TD Economics as at November 2012.

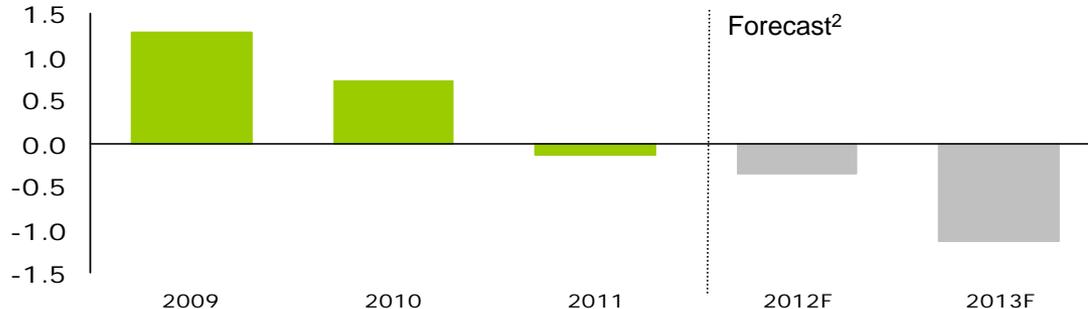
## Residential Real Estate

Contribution to real GDP growth<sup>1</sup> (YY % Change)



## Federal Fiscal Stimulus/Drag<sup>2</sup>

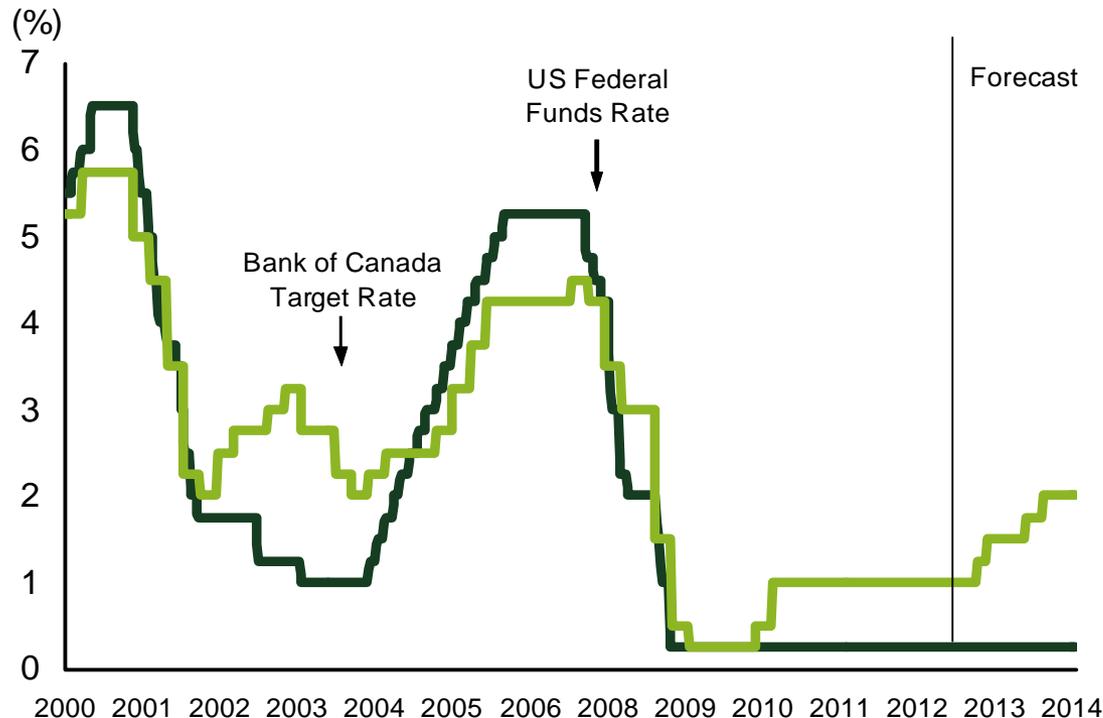
Impact on Real GDP Growth



- The depressed housing market has seriously hampered the U.S. recovery thus far, but signs point to housing making a positive contribution to growth this year. As the housing recovery strengthens, this support will build in the years ahead.
- However, significant fiscal restraint is coming, and will likely weigh on growth over the next few years.

U.S. Economy – Good News & Bad News

## Interest Rates, Canada and U.S.<sup>1</sup>



- Modest outlook and risks to the global economy mean North American central banks are set to leave monetary policy at exceptionally accommodative levels for a while
- This should help underpin continued recovery in North America

Interest rates to remain lower for longer

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# Gross Lending Portfolio Includes B/As



## Balances

(C\$B unless otherwise noted)

	Q3/12	Q4/12
<b>Canadian Personal &amp; Commercial Portfolio</b>	<b>\$ 295.8</b>	<b>\$ 299.8</b>
<b>Personal</b>	<b>\$ 255.0</b>	<b>\$ 258.1</b>
Residential Mortgages	150.9	154.3
Home Equity Lines of Credit (HELOC)	64.3	64.2
Indirect Auto	14.0	14.0
Unsecured Lines of Credit	8.4	8.5
Credit Cards	14.3	14.2
Other Personal	3.1	2.9
<b>Commercial Banking (including Small Business Banking)</b>	<b>\$ 40.8</b>	<b>\$ 41.7</b>
<b>U.S. Personal &amp; Commercial Portfolio (all amounts in US\$)</b>	<b>US\$ 83.8</b>	<b>US\$ 87.4</b>
<b>Personal</b>	<b>US\$ 40.2</b>	<b>US\$ 42.5</b>
Residential Mortgages	16.1	17.3
Home Equity Lines of Credit (HELOC) <sup>1</sup>	10.0	10.1
Indirect Auto	12.6	13.5
Credit Cards	1.1	1.1
Other Personal	0.4	0.5
<b>Commercial Banking</b>	<b>US\$ 43.6</b>	<b>US\$ 44.9</b>
Non-residential Real Estate	9.9	9.9
Residential Real Estate	3.0	3.0
Commercial & Industrial (C&I)	30.7	32.0
<b>FX on U.S. Personal &amp; Commercial Portfolio</b>	<b>\$ 0.2</b>	<b>(\$ 0.1)</b>
<b>U.S. Personal &amp; Commercial Portfolio (C\$)</b>	<b>\$ 84.0</b>	<b>\$ 87.3</b>
<b>Acquired Credit-Impaired Loans<sup>2</sup></b>	<b>\$ 4.3</b>	<b>\$ 3.8</b>
<b>Wholesale Portfolio<sup>3</sup></b>	<b>\$ 23.5</b>	<b>\$ 19.5</b>
<b>Other<sup>4</sup></b>	<b>\$ 4.2</b>	<b>\$ 3.3</b>
<b>Total</b>	<b>\$ 411.8</b>	<b>\$ 413.7</b>

1. U.S. HELOC includes Home Equity Lines of Credit and Home Equity Loans

2. Acquired Credit-Impaired Loans include the acquired credit-impaired loans from South Financial, Chrysler Financial, MBNA, and acquired loans from the FDIC-assisted acquisition

3. Wholesale portfolio includes corporate lending and other Wholesale gross loans and acceptances

4. Other includes Wealth Management and Corporate Segment

Note: Some amounts may not total due to rounding

Excludes Debt securities classified as loans

(In %)	GILs / Gross Loans + Bas	Allowance for Credit Losses / GILs	NCOs / Avg Loans + BAs
 <sup>1</sup>	0.61	95.9	0.09
<b>Cdn Peer Avg<sup>1</sup></b>	0.85	85.6	0.33
<b>U.S. Peer Avg<sup>2</sup></b>	4.04	69.47	1.43

**Well-positioned loan portfolio**

1. Results are as of Q4/12 which ended on October 31, 2012. Canadian Peers include other 4 big banks (RY, BMO, BNS and CM).

2. Results are as of Q3/12 which ended on September 30, 2012. U.S. Peers include Money Center Banks (C, BAC, JPM) and Top 3 Super-Regional Banks (WFC, PNC, USB);

## Ratings<sup>1</sup>

Moody's	S&P	Fitch	DBRS
Aaa	AA-	AA-	AA

**Strong credit ratings**

# Managing Environmental, Social, Governance Risks & Opportunities



## ■ Awards

- Named as one of Canada's "Most Responsible Companies" by Macleans magazine and Sustainalytics (2011 and 2012)
- Named as one of the "Best 50 Corporate Citizens in Canada" by Corporate Knights (2011 and 2012)

## ■ Recognized by sustainability indices

- Dow Jones Sustainability Index North America
- Jantzi Social Index
- Nasdaq OMX CRD Global Sustainability Index
- Ethibel Sustainability Index Global
- Transparency and disclosure in reporting demonstrated by a B+ level GRI rating

## ■ The environment

- One of the world's top 500 corporate environmental leader (Newsweek 2012)
- One of Canada's top 20 organizations in terms of our approach to greenhouse gas emissions and disclosure (2012 CDP Canada 200 Carbon Disclosure Leadership Index)
- First North American based bank to become carbon neutral (as of Feb.18<sup>th</sup>, 2010)
- By 2015 we intend to reduce our paper consumption by at least 20%
- New Program, named TD Forests, will reduce paper consumption and increase protected forest areas
- TD became the first bank in Canada to finance renewables for retail and commercial through Ontario's Feed in Tariff Program
- Responsible lending through Environment and Social Risk Credit Management Policy and Equator Principles
- TD Asset Management is a signatory to United Nations Principles for Responsible Investment
- Sustainable Investment Policy applicable to all asset management investments
- New Environment Policy introduced in 2010
- TD named one of Canada's Greenest Employers for the second year in a row by Mediacorp Canada Inc

## ■ Employee and Diversity

- One of 50 Best Employers in Canada and one of Top 30 Green Employers<sup>1</sup>
- Diversity Leadership Council, led by senior executives, embed diversity into business plans

## ■ Community

- Donated more than C\$65 million in 2012 to not-for-profit groups in Canada, the U.S., and U.K.
- TD Friends of the Environment Foundation celebrates 22 years

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**Grand Prix for Best Overall  
Investor Relations: Large Cap**

**Best Investor Relations by  
Sector: Financial Services**

**Best Investment  
Community Meetings**

**Best Investor Relations  
by a CEO: Large Cap**

**Best Investor Relations  
by a CFO: Large Cap**

**Best Corporate Governance**

