

COMMITTEE	MEMBERS*	KEY RESPONSIBILITIES
Corporate Governance Committee	Brian M. Levitt (Chair) Amy W. Brinkley Karen E. Maidment Alan N. MacGibbon	Responsibility for corporate governance of TD: <ul style="list-style-type: none"> • Identify individuals qualified to become Board members, recommend to the Board the director nominees for the next annual meeting of shareholders and recommend candidates to fill vacancies on the Board that occur between meetings of the shareholders. • Develop and recommend to the Board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at TD. • Satisfy itself that the Bank communicates effectively, both proactively and responsively, with its shareholders, other interested parties and the public. • Oversee the Bank's alignment with its purpose and its strategy, performance and reporting on corporate responsibility for environmental and social matters; • Provide oversight of enterprise-wide conduct risk and act as the conduct review committee for the Bank and certain of its Canadian subsidiaries that are federally regulated financial institutions. • Oversee the evaluation of the Board and Committees.
Human Resources Committee	Karen E. Maidment (Chair) Amy W. Brinkley David E. Kepler Brian M. Levitt Nadir H. Mohamed	Responsible for management's performance evaluation, compensation and succession planning: <ul style="list-style-type: none"> • Discharge, and assist the Board in discharging, the responsibility of the Board relating to leadership, human capital management and compensation, as set out in this committee's charter. • Set corporate goals and objectives for the CEO, and regularly measure the CEO's performance against these goals and objectives. • Recommend compensation for the CEO to the Board for approval, and review and approve compensation for certain senior officers. • Monitor TD's compensation strategy, plans, policies and practices for alignment to the Financial Stability Board Principles for Sound Compensation Practices and Implementation Standards, including the appropriate consideration of risk. • Oversee a robust talent planning and development process, including review and approval of the succession plans for the senior officer positions and heads of control functions. • Review and recommend the CEO succession plan to the Board of Directors for approval. • Produce a report on compensation which is published in TD's annual proxy circular, and review, as appropriate, any other related major public disclosures concerning compensation. • Oversee the strategy, design and management of TD's employee pension, retirement savings and benefit plans.

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Risk Committee	Amy W. Brinkley (Chair) Cherie L. Brant Colleen A. Goggins David E. Kepler Alan N. MacGibbon Karen E. Maidment	Supervising the management of risk of TD: <ul style="list-style-type: none"> • Approve the Enterprise Risk Framework (ERF) and related risk category frameworks and policies that establish the appropriate approval levels for decisions and other measures to manage risk to which TD is exposed. • Review and recommend TD's Enterprise Risk Appetite Statement for approval by the Board and oversee TD's major risks as set out in the ERF. • Review TD's risk profile and performance against Risk Appetite. • Provide a forum for "big-picture" analysis of an enterprise view of risk, including consideration of trends, and current and emerging risks.
Audit Committee	Alan N. MacGibbon (Chair) Brian C. Ferguson Jean-René Halde Claude Mongeau S. Jane Rowe	Supervising the quality and integrity of TD's financial reporting and compliance requirements: <ul style="list-style-type: none"> • Oversee reliable, accurate and clear financial reporting to shareholders. • Oversee the effectiveness of internal controls including internal controls over financial reporting. • Directly responsible for the selection, compensation, retention and oversight of the work of the shareholders' auditor – the shareholders' auditor reports directly to this committee. • Receive reports from the shareholders' auditor, chief financial officer, chief auditor, chief compliance officer, and chief anti-money laundering officer, and evaluate the effectiveness and independence of each. • Oversee the establishment and maintenance of policies and programs reasonably designed to achieve and maintain TD's compliance with the laws and regulations that apply to it. • Act as the Audit Committee for certain subsidiaries of TD that are federally regulated financial institutions.

**as of April 14, 2022*