

Disclosure Template of Main Features		10.00% TD Capital Trust IV Notes - Series 2 due June 30, 2108
1	Issuer	TD Capital Trust IV
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	87239G AB 0
3	Governing law(s) of the instrument	Province of Ontario and 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
<i>Regulatory treatment</i>		
4	Transitional Basel III rules	Additional Tier 1
5	Post-transitional Basel III rules	Ineligible
6	Eligible at solo/group/group&solo	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Innovative Tier 1
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	Liability - amortised cost
11	Original date of issuance	January 26, 2009
12	Perpetual or dated	Dated
13	Original maturity date	June 30, 2108
14	Issuer call subject to prior supervisory approval	Yes
	Optional call date, contingent call dates and redemption amount	TD CaTs IV - Series 2 will be redeemed on November 1, 2021; at a price of \$1,000 per \$1,000 principal amount plus the accrued and unpaid interest payable
15	Subsequent call dates, if applicable	On Jun 30, 2039 and every five years thereafter until Jun 30, 2104 (an "Interest Reset Date") at par
16		
<i>Coupons/dividends</i>		
17	Fixed or floating dividend/coupon	Fixed
18	Coupon rate and any related index	10.000%
19	Existence of a dividend stopper	Yes
20	Fully discretionary, partially discretionary or mandatory	Mandatory
21	Existence of a step up or other incentive to redeem	Yes
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible
24	If convertible, conversion trigger (s)	Automatic Exchange if: (i) a winding-up order is filed by the Attorney General of Canada or is granted by a court; (ii) the Superintendent has taken control of the Bank or its assets; (iii) the Superintendent is of the opinion that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; (iv) the Board of Directors advises the Superintendent that the Bank has a risk-based Tier 1 Capital ratio of less than 5.0% or a risk-based Total Capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified therein
25	If convertible, fully or partially	Fully
26	If convertible, conversion rate	Into 40 newly issued preferred shares of the Bank
27	If convertible, mandatory or optional conversion	Mandatory
28	If convertible, specify instrument type convertible into	Additional Tier 1
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	Yes
37	If yes, specify non-compliant features	Not NVCC compliant; incentive to redeem

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).