

Highlights from Q4 2013



Key Themes

- Adjusted net income^{1,2} of \$1.8B, up 4% YoY, adjusted EPS³ of \$1.90, up 4% YoY
- Strong Q4 Retail results with a softer Wholesale quarter
- Record Cdn & U.S. P&C and Wealth adjusted earnings in FY13 offset by Insurance challenges
- Announced stock dividend with 2-for-1 stock split effect in January 2014

Financial Results

Adjusted Retail earnings⁴ : \$1,752MM, up 19% YoY

- CAD P&C⁴: \$948MM, up 14% YoY
- Wealth & Insurance: \$405MM, up 38% YoY
- U.S. P&C: US\$384MM, up 7% YoY

Wholesale earnings: \$122MM, down 61% YoY

Volume, Expense, Credit & Capital

Solid loan and deposit volume growth in Canada and the U.S.

- *CAD P&C*: Loans 5% YoY – RESL 4%, Business 12%
Deposits 4% – Personal 2%, Business 8%
- *US P&C*: Loans 10% YoY ex. Target – Personal 14%,
Business 8%. Deposits 11% - Personal 8%, Business
7%, TD Ameritrade 17%

FY core expense up 4% versus 3% target

- Partly due to litigation and Wealth variable costs

Strong Q4 credit performance, adjusted PCL down 23% YoY

- Canadian P&C loss rates remain historically low,
continued improvement in the U.S. P&C portfolio

Basel III Common Equity Tier 1 ratio of 9.0% up 10 bps QoQ

Business Outlook

CAD P&C *2013 Annual MD&A Page 23*

- Earnings growth rate expected to moderate, retail loan growth rate generally in line with 2013 levels, business lending to remain strong, modest downward pressure on margins in 2014, tightly manage expense growth

U.S. P&C *2013 Annual MD&A Page 30*

- A challenging year ahead with expected modest growth in adjusted earnings characterized by a higher net interest margin offset by lower levels of security gains and higher levels of PCL. Expense growth to moderate while continuing to invest in growth and regulatory compliance. Loan growth will likely slow due to lower levels of mortgage refinancing

Items of Interest

2-for-1 Stock Dividend *Earnings News Release Page 2*

- Shareholders of record as at the close of business on January 23, 2014 are entitled to the stock dividend

Share Buyback *2013 Annual MD&A Page 58*

- Repurchased 9 million shares in FY 2013 for a total amount of \$780.2 million

Segment Results

Canadian P&C *Earnings News Release Page 11*

Good volume growth, expense control and strong credit performance

- Revenue increased 3% YoY
- NIM was down 2 bps QoQ on lower deposit margins
- Adjusted expenses⁵ remained relatively flat YoY as volume growth and investments in business were largely offset by productivity initiatives
- Adjusted operating leverage⁵ of 250 bps
- Personal banking PCL down \$66MM YoY

Wealth & Insurance *Earnings News Release Page 13*

Strong results for Wealth; improved quarter for Insurance

- Wealth earnings up 26% YoY driven by higher fee-based revenue, the addition of Epoch and higher trading volumes
- Insurance earnings up 50% YoY attributable to good premium growth
- Higher current year claims partly offset by lower unfavourable prior years' claims development and lower cost of weather-related events
- Expenses increased YoY primarily due to Epoch and higher variable compensation

U.S. P&C *Earnings News Release Page 15*

A strong quarter in a challenging environment

- Earnings increase YoY driven by the Target acquisition, strong organic growth, and improvement in credit quality
- NIM up 9 bps QoQ due to favourable impact from Target and higher long term rates
- Lower security gains (US\$15MM vs. US\$118MM in Q3/13)
- Higher expenses due to Target and investments in growth

Wholesale *Earnings News Release Page 17*

Strong fundamentals

- Lower securities gains and higher expenses partially offset by higher trading-related revenues
- Expenses up 13% attributable to litigation matters partially offset by lower operating costs

Corporate *Earnings News Release Page 18*

- Adjusted net income⁶ of -\$53MM, decreased YoY due to lower gains from treasury and hedging activities partially offset by positive tax items
- Corporate expenses declined as a result of lower project and initiative costs

Total Bank and Segment P&L (\$MM¹)

Total Bank

	Q4/13	Q3/13	Q4/12
Retail⁴	\$ 1,752	1,449	1,477
Wholesale	122	147	309
Corporate	(53)	(8)	(29)
Adjusted Net Income	\$ 1,821	1,588	1,757
<i>Reported Net Income</i>	1,622	1,527	1,597

CAD P&C

	Q4/13	Q3/13	Q4/12
Revenue	\$ 2,831	2,821	2,749
PCL	224	216	306
Expenses (adjusted) ⁵	1,316	1,248	1,310
Net Income (adjusted)	\$ 948	997	831
<i>Reported Net Income</i>	914	973	806

Wealth and Insurance

	Q4/13	Q3/13	Q4/12
Revenue	\$ 1,834	1,730	1,651
Insurance claims and related expenses ⁷	711	1,140	688
Expenses	730	711	676
Net Income, Wealth	\$ 187	181	148
Net Income, Insurance	\$ 141	(243)	94
Net Income, TD Ameritrade	\$ 77	69	51
Total Net Income	405	7	293

U.S. P&C (in US\$MM)

	Q4/13	Q3/13	Q4/12
Revenue (adjusted)⁸	\$ 1,829	1,909	1,545
PCL (adjusted)⁹	177	217	202
Expenses (adjusted)¹⁰	1,206	1,170	934
Net Income (adjusted)	\$ 384	432	358
Net Income (adjusted) (C\$)	\$ 399	445	353
<i>Reported Net Income</i>	355	432	321
<i>Reported Net Income (C\$)</i>	369	445	316

Wholesale

	Q4/13	Q3/13	Q4/12
Revenue	\$ 602	563	725
PCL	5	23	8
Expenses	422	351	374
Net Income	\$ 122	147	309

Corporate

	Q4/13	Q3/13	Q4/12
Net Corporate Expenses	\$ (140)	(118)	(191)
Other	60	84	136
Non-Controlling Interests	27	26	26
Net Income (adjusted)	\$ (53)	(8)	(29)
<i>Reported Net Income</i>	(188)	(45)	(127)

Caution Regarding Forward-Looking Statements

From time to time, the Bank makes written and/or oral forward-looking statements, including in this document, 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 document, the Bank's 2013 MD&A under the headings "Economic Summary and Outlook", for each business segment "Business Outlook and Focus for 2014" and in other statements regarding the Bank's objectives and priorities for 2014 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 forward-looking 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 physical, 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. Examples of such risk factors include the general business and economic conditions in the regions in which the Bank operates; disruptions in or attacks (including cyber attacks) on the Bank's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud to which the Bank is exposed; the failure of third parties to comply with their obligations to the Bank or its affiliates relating to the care and control of information; the impact of recent legislative and regulatory developments; the overall difficult litigation environment, including in the United States; changes to the Bank's credit ratings; changes in currency and interest rates; increased funding costs for credit due to market illiquidity and competition for funding; and the occurrence of natural and unnatural catastrophic events and claims resulting from such events. 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 2013 MD&A, as may be updated in subsequently filed quarterly reports to shareholders and news releases (as applicable) related to any transactions discussed under the heading "Significant Events" in the relevant MD&A, which applicable releases may be found on www.td.com. 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 document are set out in the 2013 MD&A under the headings "Economic Summary and Outlook", and for each business segment, "Business Outlook and Focus for 2014", each as updated in subsequently filed quarterly reports to shareholders.

Any forward-looking statements contained in this document 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.

Footnotes and Important Disclosures

[1] 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 to arrive at "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. Adjusted net income, adjusted earnings per share (EPS) and related terms used in this presentation are not defined terms under GAAP and, therefore, may not be comparable to similar terms used by other issuers. See "How the Bank Reports" in the Bank's Fourth Quarter 2013 Earnings News Release and MD&A (td.com/investor) for further explanation, reported basis results, a list of the items of note, and a reconciliation of non-GAAP measures. [2] Reported net income for Q4 2013 was \$1,622 million, down 2% YoY. [3] Reported EPS for Q4 2013 was \$1.68, down 1% YoY. [4] Reported retail earnings for Q4 2013 were \$1,688 million, up 19% YoY. Adjusted results defined in footnote 1. [5] Reported CAD P&C operating leverage was 157 bps. Reported CAD P&C expenses were (\$ millions) 1,362, 1,281 and 1,343 for Q4 2013, Q3 2013, and Q4 2012 respectively. Adjusted results defined in footnote 1. [6] Reported Corporate net income for Q4 2013 was -\$188 million. [7] Effective Q4 2013, Insurance revenue and Insurance claims and related expenses are presented on a gross basis on the Consolidated Statement of Income. Comparative amounts have been reclassified to conform with the current period presentation. [8] Reported U.S. P&C revenue was (US\$ millions) 1,829, 1,909, and 1,544 for Q4 2013, Q3 2013, and Q4 2012 respectively. [9] Reported U.S. P&C PCL was (US\$ millions) 177, 217, and 257 for Q4 2013, Q3 2013, and Q4 2012 respectively. [10] Reported U.S. P&C expenses were (US\$ millions) 1,234, 1,170, and 941 for Q4 2013, Q3 2013, and Q4 2012 respectively.