The Toronto-Dominion Bank

CORPORATE GOVERNANCE GUIDELINE

OBJECTIVE

The Board of Directors (the "Board") and the management of The Toronto-Dominion Bank (the "Bank") are committed to leadership in corporate governance. This guideline provides an overview of our corporate governance policies, principles and practices (collectively our "governance systems") which enable us to responsibly advance the long-term interests of our shareholders and other relevant stakeholders.

The Board fulfils its role directly and through Committees to which it delegates certain responsibilities. The Board and its Committees are focused on the continued review and improvement of our governance systems to be sure they meet or exceed evolving regulatory and market environments in which the Bank operates.

This guideline has been approved by the Board and is subject to further refinement or changes as the Board may find necessary or desirable for the Bank.

ROLE OF THE BOARD AND MANAGEMENT

The business of the Bank is conducted by its employees and officers, under the direction of the Chief Executive Officer (the "CEO") and the oversight of the Board. The Board is elected by the shareholders to oversee management with a view to responsibly advancing the long-term interests of the Bank for the benefit of the shareholders while addressing the concerns of other relevant stakeholders and interested parties, including our employees, customers, debt holders, regulators and communities, The Board's main responsibilities are set out in its Charter as follows:

We provide the supervision necessary for:

1. **Approval of Strategy and Major Policy Decisions of the Bank** – we must understand and approve the Bank's business objectives, be kept current on its progress towards those objectives, and be part of and approve any major strategy and policy decisions
2. **Approval of the Bank's Enterprise Risk Appetite Statement** – we must be satisfied that there is a framework in place so that the Bank only takes risks in accordance with its Board-approved Risk Appetite and Enterprise Risk Framework; and we must approve the Risk Appetite Statement and monitor the Bank's risk profile and performance.
3. **Evaluation, Compensation, Talent Development and Succession –** we must be satisfied that there are processes in place to identify, attract, evaluate, develop and retain the right people to enable the Bank to meet its strategic ambitions and safeguard its unique and inclusive culture; and we must also monitor and evaluate individuals in key management roles, and be satisfied that they are appropriately compensated for contribution to the Bank's long-term success
4. **Oversight of the Management of Capital, Liquidity, Risks and Internal Controls–** we must be satisfied that policies are in place to enable the Bank to maintain sufficient capital and liquidity and to protect the Bank's assets and reputation, and we must also be

satisfied that our risk culture, compensation policies and practices, and control functions enable the Bank to operate within the confines of its Risk Appetite

5. **Disclosure of Reliable and Timely Information to Investors –** we must be satisfied that the Bank is providing its investors with accurate and balanced information in a timely manner
6. **Effective Board Governance** – we must function effectively as a Board in order to meet our stewardship responsibilities; our Board needs to be comprised of strong members with the appropriate skills, experience, and the right information

OUR BOARD OF DIRECTORS

Director Independence

The Board believes that it needs to be able to operate independently of management in order to be effective. Therefore, a large majority of the Board should be independent at all times, and each Committee should be composed entirely of independent directors. In order to be considered independent, a director must not have any direct or indirect relationships with the Bank that would make the director personally beholden to the Bank and consequently interfere with the exercise of the director's independent judgment.

The Board has adopted a Director Independence Policy and delegated responsibility to the Corporate Governance Committee for (i) recommending to the Board independence criteria for directors, and (ii) evaluating the independence of directors annually and as needed for director or committee appointments during the year.

Other Directorships and Board Interlocks Policy

In addition to maintaining their independence, directors must be able to devote sufficient time to their responsibilities to TD. Board members are restricted from serving on other boards without prior advance notice to and approval from the Chair of the Corporate Governance Committee of his or her intention to accept an invitation to serve on the board of directors of any public company board or any company in the financial services sector. Other than as members of the Board of the Bank, no more than two board members may sit on the same public company board without the consent of the Corporate Governance Committee. In addition, no member of the Audit Committee may serve on more than three public company audit committees without the consent of the Corporate Governance Committee and the Board.

Board Chair

The Board Chair is responsible for facilitating the functioning of the Board independently of management and for maintaining and enhancing the quality of the Board's and the Bank's governance. The Chair’s main responsibilities are set out in the Charter of the Board Chair. The Board Chair must be independent and must be appointed annually by the non-management directors of the Board. The Board Chair chairs meetings of the Board (including in-camera sessions) and meetings of the Bank's shareholders. The Board Chair is also the Chair of the Corporate Governance Committee and a member of the Human Resources Committee.

Board Size and Other Board Composition Considerations

Board Size

The Board is required to have a minimum of 12 directors. The exact size of the Board is set by directors' resolution prior to each annual shareholders' meeting on the recommendation of the Corporate Governance Committee. The Board size may be changed by the Board from time to time between annual shareholders' meetings. In considering Board size, the Board balances the competing goals of keeping the Board to a size which facilitates effective discussions, while at the same time offering appropriate representation to meet the competency and diversity needs of the Board and its Committees in the context of the Bank's business and operating environment.

Composition of the Board and Recruiting New Directors

Approach and Process

The Board strives to be constituted of directors with the right mix of experience, expertise and diverse perspectives to enable the Board to carry out its wide-ranging responsibilities.

The Corporate Governance Committee recommends to the Board for approval criteria for composition of the Board, regularly assesses the Board's succession and renewal plans in light of such criteria, and satisfies itself that the directors of the Bank, taken as a whole, have the competencies relevant to the opportunities, risks, ethical culture and long-term strategy of the Bank. In identifying individuals qualified to become candidates, the Committee invites suggestions from other directors and management, and it often engages independent consultants to help in these tasks. The chair leads the process and the CEO is included with a number of directors in the interview process. The Bank maintains an evergreen list of potential director candidates. The Corporate Governance Committee regularly considers potential candidates even when the Board does not have an immediate vacancy.

New director candidates should normally be able to serve for up to 10 years. The Corporate Governance Committee satisfies itself that prospective candidates fully understand the Board and its Committees and the contributions expected of individual directors. The Corporate Governance Committee assesses the personal attributes, competencies and experience of each candidate to determine that he or she will be able to make an effective contribution to the work of the board. Upon the recommendation of the Corporate Governance Committee, the Board annually recommends the director nominees to shareholders and the shareholders can vote separately on each nominee at the annual shareholders' meeting.

Competencies

The Board should be composed of members with a broad spectrum of competencies (e.g., skills, educational backgrounds, experience and expertise from a range of industry sectors and geographies) that reflect the nature and scope of the Bank's business. When identifying and considering qualified candidates for the Board, the Corporate Governance Committee considers diversity criteria as set out in the Bank's Board Diversity Policy. The Corporate Governance Committee uses a skills/experience matrix to assess the collective skill and experience profile of the director nominees it recommends to the board taking into consideration the Bank's strategy, opportunities, risk profile and overall operations. Factors that form part of the consideration and review of the competencies of potential candidates are more particularly set out in the Key Areas of Expertise / Experience matrix, which is disclosed in the Bank's annual management proxy circular.

Other Considerations

All directors must meet the qualifications set out in the Bank's Position Description for Directors. This includes meeting the highest ethical and fiduciary standards, applying sound judgment to help make wise decisions, being knowledgeable, inquisitive and ready to engage in constructive challenge about the issues facing the Bank, and displaying a commitment through attendance at, preparation for, and participation in Board and Committee meetings. Non-management directors should also strive to meet the standards for independence from management established pursuant to the Bank's Director Independence Policy.

In addition to other avenues for sourcing potential Board candidates, from time to time the Bank receives unsolicited nominations which are considered on their merits by the Corporate Governance Committee. As well as its own consideration of candidates to recommend for appointment and election to the Board, the Corporate Governance Committee may also engage specialized recruitment firms to identify candidates with particular competencies and personal attributes, including the diversity criteria indicated in the Bank's Board Diversity Policy.

Pursuant to the *Bank Act* (Canada), at the time of each director's election or appointment, a majority of the directors must be resident Canadians (being a Canadian citizen ordinarily resident in Canada). The directors shall not transact business at a meeting of directors unless a majority of the directors present are resident Canadians (except if a resident Canadian director unable to be present approves the business transacted at the meeting; and there would have been present the required proportion of resident Canadian directors had that director been present at the meeting). Each director must also meet all *Bank Act* (Canada) director qualification requirements.

Proxy Access Policy

Under the Bank's proxy access policy, qualifying shareholders may submit one or more director nominations to be included in the Bank's proxy circular and form of proxy and ballot for the annual shareholders' meeting. The key elements of this policy are that: (a) nominating shareholder(s) must collectively meet an ownership threshold of 5% of the common shares of the Bank; (b) common shares equal to the minimum ownership threshold must have been held by the nominating shareholder, or each member of the group, continuously for at least three years and the nominating shareholder(s) must have full voting and economic rights in the shares; (c) the nominating shareholder group may not be larger than 20 shareholders, with funds under common management generally counting as one shareholder; and (d) the number of proxy access nominees in the proxy circular for a shareholders' meeting may not exceed 20% of the Board's size.

The Bank will include the names of the person(s) nominated by shareholders in its proxy circular in a manner that clearly sets out the choices available to shareholders and the Board's recommendations. The names of the proxy access nominees will also be included in the Bank's form of proxy and ballot, on the same or next page as the nominees recommended by the Board, separated and labeled with the Board's recommendation. In addition, the Bank will include a statement by the nominating shareholder(s) in the proxy circular in support of the election of the proxy access nominees of up to 500 words, plus biographical information about the proxy access nominees required to be included in the proxy circular.

Election of Directors and Majority Voting Policy

If a director nominee in an uncontested election receives, from the common shares voted at the meeting in person or by proxy, a greater number of shares withheld than shares voted in favour of his or her election (i.e., the nominee is not elected by at least a majority of 50% + 1 vote), he or she must immediately tender his or her resignation to the Board Chair. The Corporate Governance Committee and the Board will expeditiously consider the director’s offer to resign. The Board will accept the resignation offer unless there are exceptional circumstances, and the resignation will take effect as soon as the Board accepts it. The Board must make its final determination within 90 days of the relevant shareholders' meeting and promptly announce that decision (including, if applicable, the reasons for rejecting the resignation) through a news release, a copy of which will be provided to the Toronto Stock Exchange. Any director who tenders his or her resignation pursuant to this policy will not participate in any deliberations on the resignation offer by the Corporate Governance Committee or the Board.

In the event any director fails to tender his or her resignation in accordance with this policy, the Board will not re-nominate the director. The Board is not limited in any action it may take if a director’s resignation is accepted, including appointing a new director to fill the vacancy. This policy does not apply to a contested election of directors; that is, where the number of nominees, including proxy access nominees, exceeds the number of directors to be elected.

Director Conflict of Interest

Directors are not eligible for election if they have a potential or actual conflict of interest that is incompatible with service as a director.

Directors have an ongoing obligation to provide the Bank with complete and up to date information on all entities in which they have a material interest, and any changes to the major business or strategy of other public company or financial services sector boards they sit on, so that any conflicts they may have regarding these entities can be identified.

It is the responsibility of each director to submit a report to the Corporate Governance Committee whenever there is a potential or actual conflict of interest between him or her and the Bank. Reports should also be made where a member of management of the Bank feels compelled to bring an issue to the attention of a director or the Corporate Governance

Committee. The issue, details of the situation and nature and extent of the interest must be declared and disclosed in reasonable detail along with any other relevant information. The Chair of the Corporate Governance Committee (or, where the situation involves such Chair, another Corporate Governance Committee member appointed by the Chair) will lead the Corporate Governance Committee in a review and discussion of the report. The Corporate Governance Committee may require from the director any additional information it deems appropriate. After reasonable analysis of the report, the Corporate Governance Committee will determine an appropriate course of action for the director.

Where a director's conflict of interest is manageable (for example, by the director being absent for certain deliberations of the Board), the director may be eligible for election and the Corporate Governance Committee will monitor such conflict. Should a conflict become incompatible with service as a director, the director will be required to offer his or her resignation. In doing so, the director will follow the procedures under "Resignation of Non-Management Directors" below.

Director Attendance and Commitment

Directors must be committed to attendance at Board and Committee meetings, and to full preparation for and participation in such meetings. If a director attends fewer than 75% of Board and Committee meetings during a fiscal year, the Corporate Governance Committee will inquire into the situation and take steps to work with the director to improve attendance. Attendance will also be taken into consideration in the nomination process. Each director must devote sufficient time to carrying out his or her duties effectively and also commits to serve on the Board for an extended period of time if elected (see "Director Tenure" below).

DIRECTOR TENURE

Normal Term

Each director's term shall expire at the close of the first annual shareholders' meeting held after his or her election or appointment, as applicable.

Term Limits

The Board's term limits, combined with director independence assessments and the Board evaluation process, assist the Board in identifying effective and independent-minded directors to nominate for election and in conducting succession planning which balances the goal of bringing new perspectives and diversity to the Board with an appropriate degree of continuity and adequate opportunity for the transition of board roles and responsibilities. Board members do not have guaranteed tenure. Each director shall (except as otherwise provided in this Guideline) serve on the Board in accordance with the following term limits:

1. Subject to receiving solid annual performance assessments and being annually re-elected by shareholders, directors may serve on the Board for up to 10 years. On the recommendation of the Corporate Governance Committee, the Board may extend that limit by up to a further five years.

2. The Board, upon the recommendation of the Corporate Governance Committee, may waive the term limits for the directors, the Board Chair and the Committee Chairs if it is in the best interest of the Bank to do so.
3. In addition, the Board Chair may serve a five-year term after initial appointment as Chair of the Board, regardless of number of years served as a director.
4. Pursuant to the *Bank Act* (Canada), the CEO of the Bank serves on the Board so long as he or she holds such office.

Disqualification

A director ceases to hold office when he or she becomes disqualified or ineligible to hold office under the *Bank Act* (Canada) or is removed by the shareholders.

Resignation of Non-Management Directors

Each non-management director must forthwith notify the Board Chair upon any material change in his or her status or circumstances. The Corporate Governance Committee will determine whether it would be appropriate under such circumstances for any such director's Board membership to continue. The Chair of the Corporate Governance Committee must communicate the Committee's determination to the Board. Examples of such material change would be:

- a significant change in job responsibility, occupation or employment, including retirement;
- a potential or actual conflict of interest arises that is incompatible with service as a director;
- a mental or physical impairment rendering the director unable to perform his or her duties as a director effectively;
- any loan from the Bank to the director becoming not in good standing;
- becoming the subject of a charge under a criminal or quasi criminal statute in Canada or elsewhere;
- becoming the subject of investigation into conduct involving illegal or immoral activity by a duly constituted branch, agency or commission of the federal or a provincial government of Canada or elsewhere; or
- engaging in conduct or activity that could reasonably be construed as likely to materially adversely impact the status or reputation of the Bank.

If the Committee determines that a director’s Board membership would not continue to be appropriate in the circumstances, the Board must approve the Committee's determination. If the Board does so, the director must immediately tender his or her resignation to the Board Chair. In the event any such director fails to tender his or her resignation, the Board will not re-nominate the director. The Board is not limited in any action it may take upon accepting such director’s resignation, including appointing a new director to fill the vacancy.

Resignation of Management Directors

Any executive officer of the Bank who serves on the Board must offer his or her resignation as a director to the Board Chair upon resignation, retirement or removal as an executive officer of the Bank. To assist with the orderly transition of executive functions, the Board will, upon the recommendation of the Corporate Governance Committee, determine whether it would be appropriate under the circumstances for such director's Board membership to continue for a further period of up to six months. In exceptional circumstances, the Board may, taking into account any recommendation of the Corporate Governance Committee, extend such director's Board membership for up to a further 18 months (for a maximum total term of two years post-resignation or retirement).

FUNCTIONS OF THE BOARD

Board Operations

The Board meets more frequently than the four times per year required by the *Bank Act* (Canada), as scheduled by the Board Chair in conjunction with the CEO and the Corporate Secretary. For regularly scheduled meetings, an agenda and other documents for consideration are provided to all directors about one week in advance. For special meetings of the Board, best efforts are made to distribute materials to the directors as far in advance as practicable. Supplemental materials may be provided to directors at, or prior to, the commencement of each meeting. The Board Chair, in conjunction with the CEO and Corporate Secretary, is responsible for setting the agenda for each Board meeting.

The Board may conduct all or part of any meeting in the absence of management, and the Board includes such a session on the agenda for each meeting. In the event the Board is constituted with one or more non-management non-independent directors, any independent director may request the non-management non-independent directors to be excluded from any such session, and the Board will conduct at least one such session a year in the absence of management and the non-management non-independent directors.

Committee Composition

The Board currently has four Committees: the Corporate Governance Committee, the Human Resources Committee, the Risk Committee, and the Audit Committee. Each Committee operates under a written Charter that sets out its responsibilities and composition requirements.

Each Committee should be comprised entirely of independent directors under the Bank's Director Independence Policy or as provided in their respective charters. A majority of Audit Committee members must be unaffiliated with the Bank pursuant to the *Bank Act* (Canada).

The Board approves the composition of each Committee, on the recommendation of the Corporate Governance Committee, and has the power to remove Committee members. Each Committee is composed of directors of the Bank who satisfy all applicable regulatory requirements in respect of such Committee.

In determining membership on Committees, the Corporate Governance Committee constitutes each committee with directors with the right mix of experience, expertise and diverse perspectives to enable the Committee to carry out its responsibilities.

Subject to applicable regulatory requirements and the Charter of each Committee, any independent Board member may act as an alternate for an absent Committee member. In cases of necessary absences, to ensure that a quorum is always available for a particular Committee meeting, the Corporate Secretary will solicit alternates from among the Board.

Committee Operations

Each Committee meets a minimum number of times per year, as set out in their respective Charters. The Chair of each Committee, in conjunction with the senior business executive assigned by the CEO to assist the Committee, and the Corporate Secretary, sets Committee meeting agendas and effectively conducts the administrative affairs of the Committee, including reviewing the information provided to the Committee to confirm it is appropriately detailed to allow for preparation for meaningful discussion and decision-making at Committee meetings. For regularly scheduled meetings, an agenda and supporting materials for consideration are provided to all Committee members about one week in advance. For special meetings of Committees, best efforts are made to distribute materials to the Committee members as far in advance as practicable. Supplemental materials may be provided to Committee members at, or prior to the commencement of each meeting.

Each Committee may conduct all or part of any meeting in the absence of management, and each Committee includes such sessions on its meeting agendas.

Each Committee may invite to its meetings any director, member of management of the Bank or such other persons as it deems appropriate in order to carry out its responsibilities.

Each Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. Additionally, agendas and supporting materials for all Committees are available on the board portal for perusal by non-member directors.

The Chair of each Committee reports to the Board following each Committee meeting on material matters arising at such meeting and any significant matters that arise between Board meetings. Minutes of each Committee meeting are made available to the whole Board. In addition, each Committee annually reviews its Charter to satisfy itself that the Charter meets or exceeds its responsibilities. Each Committee establishes annual objectives or key goals, including future educational presentations, as a focus for its core responsibilities and activities and to assist in prioritizing its time and effort throughout the year, and conducts an annual evaluation to assess its contribution and effectiveness in fulfilling its mandate. Each Committee also measures progress in addressing its objectives throughout the year.

Pursuant to its Charter, each Committee has the authority to conduct any investigation and access any officer, employee or agent of the Bank appropriate to fulfilling its responsibilities. Each Committee has the authority to engage independent advisors and/or external speakers, paid for by the Bank, to provide expert advice and opinions.

Committee Chairs

The main responsibilities of the Chair of each Committee are set out in the Charter for Committee Chairs and in each Committee's respective Charter. Every Committee Chair must be independent.

The Corporate Governance Committee, pursuant to its Charter, is chaired by the Board Chair. The Chairs of the Audit Committee, Risk Committee and Human Resources Committee are appointed by the Board upon the recommendation of the Corporate Governance Committee. The members of each such Committee may designate their Chair by majority vote if the Board does not make such appointment. In considering Committee composition, the Corporate Governance Committee regularly reviews Committee Chair succession.

The term of the Chairs of the Audit Committee, Human Resources Committee and Risk Committee shall be up to five years. Upon the recommendation of the Corporate Governance Committee, acceptance by the incumbent Committee Chair, and agreement by the Board, the term of any such Committee Chair may be extended for an additional period of up to three years (plus such additional period to allow for an orderly transition of Chair duties, typically following the annual shareholders' meeting closest to the end of such three-year period).

DIRECTOR ORIENTATION AND EDUCATION

Directors are provided with orientation when newly elected and thereafter with continuing education opportunities, including visits to operational sites and unfettered access to management. At the orientation sessions, the CEO or other members of the Bank’s executive management team present and answer questions on how the Bank is managed, its business and control functions, strategic direction, capital and liquidity management, finance, human capital management, information technology, marketing/digital, environmental, social and governance matters, the regulatory environment, directors’ responsibilities, and other significant issues or key risks the Bank faces. New directors also meet with the CEO, the Board Chair, and the Chair(s) of the Committee(s) the director has been appointed to. All new directors receive tailored orientation materials.

The Corporate Governance Committee oversees continuing education for directors and serves as a resource for ongoing education about directors’ duties and responsibilities. Directors have complete access to the Bank’s management in order to become and remain informed about the business of the Bank, including the regulatory environment in which the Bank operates, and for any other purposes that may be helpful to the Board and its Committees in fulfilling their responsibilities. Presentations are regularly made to the Board and its Committees on different aspects of the Bank’s operations, and periodically made on topical areas to assist directors in fulfilling their responsibilities. In addition, directors have access to regularly updated learning and development materials on the board portal.

DIRECTOR COMPENSATION

The Corporate Governance Committee is responsible for reviewing director compensation periodically and satisfying itself that it is competitive in the marketplace and aligns directors' and shareholders' interests. The Board determines the adequacy and form of director compensation based on the recommendation of the Corporate Governance Committee. Non-management directors, including the Board Chair, are expected to acquire common shares or equivalents of the Bank with a value equivalent to at least six times their respective annual cash retainer. Directors have five years from their respective first election date to meet the share ownership requirement. A minimum of 60% of the annual fees (excluding any equity grant) payable to a director must be received in the form of deferred share units or common shares until the share ownership requirement has been met. Directors who are also management of the Bank are not compensated in their capacity as directors and are subject to separate, higher share ownership requirements.

BOARD FEEDBACK PROCESS

The Board annually evaluates the effectiveness of the Board and its Chair, the Committees and their Chairs, and individual directors (both peer and self-evaluation). The Corporate Governance Committee is responsible for establishing an effective evaluation process and engages the expertise of an independent consultant to assist in the design of the feedback surveys and to facilitate the review and consultation process. The annual evaluation of the Board Chair is led by the Chair of the Human Resources Committee. The Board's approach to the feedback process is meant to be constructive and to assist the Corporate Governance Committee in determining whether the right programs are in place for continuously improving directors' skills and Board functioning and effectiveness.

CEO POSITION DESCRIPTION AND EVALUATION

The Human Resources Committee annually reviews and approves the CEO's Position Description and recommends to the Board for its approval the corporate goals and objectives for which the CEO is responsible (which include all performance indicators and key milestones relevant to the CEO's compensation). The Board and Human Resources Committee monitor the CEO's performance relative to these goals and objectives. The Human Resources Committee is also responsible for evaluating the CEO's performance at least annually. The Board Chair leads the formal evaluation process. The Board Chair, together with the Chair of the Human Resources Committee, leads a discussion of the results with the Human Resources Committee and then with the Board (with the CEO absent). Subsequently, the Board Chair and the Chair of the Human Resources Committee together meet with the CEO to provide feedback.

SUCCESSION PLANNING

The Board and Human Resources Committee are responsible for succession planning for the senior leadership of the Bank and for overseeing the Bank's people strategy. This includes identifying potential succession candidates for the CEO, at least annually reviewing and approving the succession plans for senior executive positions and the heads of key control functions, being satisfied that the senior leadership team is identifying potential succession candidates for other key executive roles, monitoring development plans for those identified, and fostering management depth by rigorously assessing candidates for other senior positions.

ESTABLISH AND MONITOR STANDARDS OF BUSINESS CONDUCT AND ETHICAL BEHAVIOUR

As a responsible business enterprise and corporate citizen, the Bank is committed to conducting its affairs to the highest standards of ethics, integrity, honesty, fairness and professionalism. While reaching business goals is critical to the Bank's success, equally important is how the Bank achieves them. The Bank's Board-approved Code of Conduct and Ethics (the "Code") applies at all levels of the organization, from major decisions made by the Board to day-to-day business transactions.

The Code establishes the standards that govern the way employees and directors deal with each other, the Bank's shareholders, customers, governments, regulators, suppliers, competitors, the media and the public at large. Within this framework, all directors, officers and employees are expected to exercise good judgment and be accountable for their actions. The Anti-Bribery and Anti-Corruption Policy supplements the Code's anti-corruption principles and standards and the Bank's Culture Framework defines culture and the mechanisms used to achieve and monitor the desired culture. The Corporate Governance Committee oversees updates to the Conduct Risk Management Policy which establishes the requirements for managing conduct risk across the enterprise to reinforce proper business conduct and market conduct practices and also helps to promote a culture of integrity at the Bank. In addition, the Corporate Governance Committee is responsible for overseeing the establishment and maintenance of policies in respect of the Bank's compliance with the consumer protection provisions of the Financial Consumer Protection Framework (FCPF). All directors, officers and employees are required to review and complete training on the contents of the Code and attest to their ongoing compliance with the Code annually.

CORPORATE RESPONSIBILITY FOR ENVIRONMENTAL AND SOCIAL MATTERS

The Corporate Governance Committee oversees the Bank's global corporate citizenship framework and reviews and assesses the Bank's strategy, performance and reporting on environmental, social and governance matters. Each year the Corporate Governance Committee reviews the Bank's key disclosures on the Environmental, Social and Governance Report and receives periodic updates on environmental and social trends, best practices and the Bank's relative performance.

In addition, management reports periodically to the Risk Committee on the Bank's approach to environmental and social risk management, including climate-related risks. The Board also is assisted by the Human Resources Committee, which is responsible for satisfying itself that the Bank's compensation strategies are internally aligned and consistent with the sustainable achievement of the Bank's business objectives.

The Board receives periodic reports on environmental and social matters affecting the Bank and, more generally, oversees the Bank's strategic direction and the implementation of an effective risk management culture.

COMMUNICATION POLICY AND MEASURES FOR RECEIVING FEEDBACK

The Corporate Governance Committee must satisfy itself that the Bank communicates effectively, both proactively and responsively, with its shareholders, other interested parties and the public. The Bank maintains a Disclosure Policy that sets out the Bank's commitment to providing timely, accurate and balanced disclosure to the public of all material information about the Bank. The Committee oversees that there are clear channels and regular opportunities for shareholders and their representatives, analysts, the media and others to communicate with the Bank or the Board. The Chief Financial Officer, the Head of Investor Relations and other officers meet regularly with investment analysts and institutional investors.

The Bank also recognizes the importance of engagement of directors with shareholders on areas core to the Board's mandate and has developed an internal guideline to support such engagement. Subject to the Board Chair's approval and guidance, the Bank's directors periodically extend and respond to invitations to certain shareholders and governance stakeholders to meet to discuss the Bank's approach to executive compensation, environmental, social, and governance matters, long-term strategic positioning and other areas of interest to shareholders core to the Board's mandate. Annually, the Committee receives a report on shareholder feedback on an enterprise-wide basis. The Committee carefully reviews shareholder proposals received by the Bank, monitors discussions that may occur with proposers about their proposals and recommends to the Board of Directors responses for inclusion in the Bank's management proxy circular. The Committee also receives reports on the results of the annual meeting of shareholders and considers commentary provided by shareholders about their voting decisions.

The Audit Committee's responsibilities include establishing procedures in accordance with regulatory requirements for the confidential and anonymous submissions of concerns about accounting, internal accounting controls or auditing matters and monitoring reports and complaints on such submissions. TD's Conduct and Ethics Hotline provides an open and effective communication channel for employees and members of the public worldwide to report complaints regarding accounting, internal accounting controls or auditing matters and other ethical, legal or regulatory matters. The whistleblower program strives to ensure that individuals feel comfortable and secure and have no fear of reprisal when reporting complaints, in good faith, which they reasonably believe to be valid.

Shareholders may communicate directly with the independent directors via the Board Chair, by mail to Board Chair, The Toronto-Dominion Bank, P.O. Box 1, Toronto-Dominion Centre, Toronto, Ontario M5K 1A2 or by email c/o TD Shareholder Relations at tdshinfo@td.com. The Chair's Charter stipulates that he will relay to the independent directors any communication received from a shareholder expressing that intent.

Shareholder Advisory Vote on the Approach to Executive Compensation

Each year, shareholders have the opportunity to vote, in an advisory capacity, for or against a resolution on the approach to executive compensation as disclosed in the management proxy circular. While the advisory vote is non-binding, the Human Resources Committee and the Board of Directors will take the results of the vote into account, when considering compensation policies, procedures and decisions. In addition, the Bank is committed to ensuring that it communicates effectively and responsively with shareholders, other interested parties and the public and, as part of that commitment, the Bank's directors periodically engage shareholders and governance stakeholders directly to discuss the approach to executive compensation.

The disclosure about executive compensation contained in the management proxy circular must be complete, clear and understandable. The Bank continuously reviews its executive compensation disclosure to be certain that it meets or exceeds regulatory requirements and best practice.

If a significant number of the shares represented in person or by proxy at a shareholders' meeting are voted against the advisory resolution, the Board Chair will oversee a process to better understand opposing shareholders' specific concerns. The Human Resources Committee will then review the approach to executive compensation in the context of shareholders' specific concerns and may make recommendations to the Board of Directors. Following the review by the Human Resources Committee, the Bank will aim to disclose a summary of the process undertaken and an explanation of any resulting changes to executive compensation within six months of the shareholders' meeting and, in any case, not later than in the management proxy circular relating to the subsequent annual shareholders' meeting.

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