

Remuneration Disclosure

For the Fiscal Year Ended October 31, 2022

Introduction

The following document outlines the remuneration practices for TD Global Finance, Ireland (TDGF).

Remuneration Governance and Policies

Oversight of remuneration at TD Bank Group (“TD”) globally is a key function of the Human Resources Committee (“TD HRC”) of the Board of Directors. Additional regional oversight of remuneration for employees of TD Securities in Europe and Asia-Pacific is provided by the International Remuneration Committee (“IRC”), with local oversight of remuneration for employees of TDGF provided by the TDGF Corporate Governance Committee (CGC) of the TDGF Board of Directors (composed of independent non-executive directors and the non-executive director).

The following provides an overview of the TD HRC, the IRC and the CGC.

TD Bank Group Human Resources Committee

The TD HRC is the committee of the TD Bank Group Board of Directors that is responsible for overseeing TD’s total rewards programs including remuneration (i.e., variable incentives, including deferred remuneration), retirement (including defined benefit pension plans and defined contribution plans) and benefits programs on a global basis. In addition, the TD HRC oversees the bank’s talent management and succession planning process for the senior-most executives of the bank, as well as reviewing and recommending objectives and evaluating the performance of the Chief Executive Officer (CEO) of the bank.

Committee Composition

In keeping with governance best practices, the TD HRC is composed entirely of independent directors who are knowledgeable about issues related to human resources, leadership, talent management, remuneration, governance and risk management. To assist in executing its responsibilities, the TD HRC hires an independent remuneration advisor who reports solely to the TD HRC and does not provide any services to management.

International Remuneration Committee

The IRC is the sub-committee of the Europe and Asia-Pacific Supervisory Committee (“EAPSC”) that has been authorised to play a critical role in the oversight of remuneration. The EAPSC acts as the governing body for the TD Securities entities in Europe and Asia-Pacific, and as the representative of the shareholder for the Europe and Asia-Pacific subsidiaries.

The IRC is responsible for providing effective oversight of remuneration policy and practices, and ensuring that remuneration processes and practices:

- Are aligned with the business and compensation strategy;
- Are consistent with risk strategy;
- Are compliant with regulatory expectations and best practices; and
- Enable TD Securities entities in the Europe and Asia-Pacific regions to attract, retain, and motivate high performing personnel, to create sustainable value for shareholders over the long term.

The IRC met three times in 2022.

Committee Composition

The IRC is composed of at least three members, all of whom are independent of the day-to-day management and oversight of activities. No individual is involved in decisions relating to his or her own remuneration.

The Committee may engage external advisors for independent advice and counsel. In fiscal 2022, the Committee did not engage any external advisors.

Corporate Governance Committee

The Corporate Governance Committee (“CGC”) is the Committee of the TDGF Board of Directors that has been authorised to play a critical role in the oversight of nomination and remuneration for TDGF.

The Committee has responsibility for providing effective oversight of remuneration policy and practices, ensuring that remuneration and compensation processes and practices:

- Are developed for business and support and control functions;
- Are aligned with the business and compensation strategy;
- Are compliant with regulatory expectations and best practices; and,
- Enable TDGF to attract, retain, and motivate high performing personnel, to create sustainable value for shareholders over the long term, taking into account the interests of other long-term stakeholders.

As part of the oversight responsibilities, the CGC is responsible for reviewing and approving: the Remuneration Policy; the listing of TDGF Material Risk Takers; individual remuneration for TDGF Material Risk Takers, and the aggregate incentive awards for TDGF employees.

The CGC met three times in 2022.

Committee Composition

Membership of the CGC is composed of non-executive and independent non-executive directors, with the majority being independent. The directors' skill set covers a wide spectrum including Governance, Risk, Finance, Legal, Compliance, Operations, Audit and Front Office.

The Committee may engage external advisors for independent advice and counsel. In fiscal 2022, the Committee did not engage any external advisors.

Remuneration Policy

The CGC annually reviews and approves the Remuneration Policy for TDGF, which includes a summary of the remuneration policies, procedures, and related governance processes that are applicable to TDGF employees, and in alignment with the Europe Banking Authority's ("EBA") Guidelines on Sound Remuneration Policies. In the past year, key changes to the Remuneration Policy included increasing minimum deferral requirements applicable to Material Risk Takers from three years to four years, in alignment with the Capital Requirements Directive V ("CRD V") requirements. In addition, changes to the clawback requirements for TDGF Material Risk Takers were amended to align with the minimum requirements set out in the EBA's Guidelines on Sound Remuneration Policies. The TDGF Remuneration Policy was last approved by the CGC in November 2022.

Material Risk Takers

Employees that can have a material impact on TD Global Finance's risk profile are identified as Material Risk Takers. As part of that process, employees are assessed against the qualitative and quantitative criteria set out in the EBA's Regulatory Technical Standards for identifying material risk takers, which came into legislative effect in June 2021.

The process and criteria for identifying TDGF Material Risk Takers is outlined in the Material Risk Taker Identification Document which is presented annually to the CGC for review and approval.

To ensure Material Risk Takers are appropriately identified, the CGC reviews and approves the listing of Material Risk Takers at least on an annual basis.

Design and Structure of Remuneration for Material Risk Takers

Remuneration for Material Risk Takers consists of fixed pay, variable incentive pay (non-deferred and deferred incentives), and pension and benefits.

All Material Risk Takers are subject to a bonus cap, whereby variable remuneration cannot exceed 100% of fixed remuneration.

Elements of Remuneration

TD ensures that fixed remuneration (e.g., base salary) is sufficient to maintain an appropriate balance between fixed and variable remuneration.

All variable incentive pay is dependent on the achievement of financial and non-financial measures at the bank, segment, team and individual level (additional details on the metrics in the different incentive plans is provided further below). All variable incentive pay includes consideration of adherence to effective risk management at both the plan and individual level.

Variable incentive pay is delivered in two parts – non-deferred incentives and deferred incentives. Variable incentive pay awarded to Material Risk Takers is structured to align with regulatory requirements.

For the 2022 performance year, the following will generally apply to variable remuneration awarded to Material Risk Takers in accordance with the regulations:

- At least 40% of a Material Risk Taker's variable remuneration will be deferred over a minimum period of four years.
- Non-deferred variable remuneration will be delivered 50% in cash and 50% in share-based awards (e.g., Restricted Share Units), which are subject to a 12-month retention period.
- Deferred variable remuneration will be delivered 50% in deferred cash and 50% in share-based awards (e.g., Restricted Share Units), subject to a 12-month retention period.

Deferral Requirements by Material Risk Taker Category

MRT Category	Minimum Deferral & Vesting Criteria	Post-Vest Retention Period
MRT – Senior Management Ireland Management Committee and revenue generating Managing Directors	Five year deferral, with pro-rata vesting (20% per year)	12-months
MRT – Other All other TDGF Material Risk Takers	Four year deferral, with pro-rata vesting (25% per year)	12-months

Deferred incentives are delivered through a number of different plans including a Restricted Share Unit Plan and a Deferred Cash Plan. Due to regulations which prohibit the accrual or payment of dividend equivalents on unvested share-based awards, the number of deferred share units awarded under the Restricted Share Unit plan to Material Risk Takers is determined by applying a discount factor to the share price at grant (e.g., the closing price of TD common shares on the TSX on the trading day immediately preceding the grant date) to reflect the absence of dividend equivalents throughout the deferral period.

To ensure that remuneration is aligned with risks over the medium term, at maturity, all deferred remuneration awards (e.g., Restricted Share Units and Deferred Cash) are subject to a discretionary reduction to the value of outstanding awards in unusual circumstances prior to payout, based on consideration of risk outcomes during the deferral period.

Details regarding performance measurement, risk adjustment, and deferred remuneration can be found in TD's annual Management Proxy Circular found at the following site: td.com/document/PDF/investor/2022/E-2022-Proxy-Circular.pdf.

Annual incentive awards for Material Risk Takers are delivered through the Executive Compensation Plan (“ECP”), the Performance Compensation Plan (“PCP”) or the Employee Incentive Plan (“EIP”).

Executive Compensation Plan

Under the ECP, each executive has an individual remuneration target. At year-end, the aggregate pool of funds available to award as incentive remuneration is equal to the sum of the individual targets multiplied by a business performance factor.

For fiscal 2022, the key metrics used to determine the business performance factor include Net Income After Tax (“NIAT”), and Customer Experience and Return on Tangible Common Equity (“RoTCE”) for the bank and for business segments as applicable. In addition, relative performance is evaluated against a peer group of companies on a comprehensive scorecard of financial and shareholder measures. The final business performance factor is subject to a discretionary risk adjustment that is approved by the TD HRC after considering performance against the bank's risk appetite.

To protect against conflict of interest, NIAT, Customer Experience and RoTCE results for executives in control functions are based on TD's enterprise performance, not on the performance of TD Securities or TDGF.

Individual awards are based on an evaluation of a number of factors including individual performance against objectives, leadership, future potential, and an evaluation against a standard set of accountabilities regarding risk and control behaviours. Performance for TDGF executives also considers a Risk and Control Scorecard of governance, control, and risk management behaviours in the determination of their annual incentive award. In addition, all Material Risk Takers have non-financial performance objectives that are considered as part of their year-end performance assessment in conjunction with the Risk and Control Scorecard.

Individual awards can be higher or lower than their variable remuneration target multiplied by their applicable business performance factor (funds available). The sum of individual awards should not exceed the aggregate funds available under the plan on a global basis.

Performance Compensation Plan

Annual incentive awards for front office employees and other employees who directly support revenue generating positions are delivered through the PCP for which there is one global pool.

The PCP plan is a fully discretionary incentive plan, under which aggregate funding is allocated to individual participants after considering performance during the year, including any risk, control or other applicable conduct issues.

The aggregate pool is determined based on adjusted contribution to profit with modifiers based on TD's enterprise performance (based on the Executive Compensation Plan Corporate multiplier) and TD Securities Scorecard performance. The pool is also subject to a risk adjustment that is approved by the TD HRC after considering performance against the bank's risk appetite, as well as other discretionary adjustments (as approved by the TD HRC).

The approved global pool is allocated to senior business leaders by the President and CEO of TD Securities at his discretion. Factors considered when allocating the pool include, but are not limited to, the following: business performance, strategic initiatives, risk management, and market levels of remuneration.

Senior business leaders are responsible for allocating their portion of the approved pool to the individual employees within their business. Individual award decisions are determined as a total remuneration award. They are discretionary and there are no formulae or explicit guidelines for making award decisions. Factors considered include, but are not limited to, the following: individual and business performance, teamwork, risk management, market environment, market levels of remuneration, and potential future contribution to the firm. To ensure appropriate consideration of non-financial performance,

performance for PCP participants considers a Risk and Control Scorecard of governance, control, and risk management behaviours in the determination of their annual incentive award. In addition, all Material Risk Takers have non-financial performance objectives that are considered as part of their year-end performance assessment in conjunction with the Risk and Control Scorecard.

Employee Incentive Plan

Annual incentive awards for TD employees in support and control functions are delivered through the Employee Incentive Plan. Under the Employee Incentive Plan each individual has an incentive target which is multiplied by a business performance factor as well as an individual performance factor. Similar to those of the Executive Compensation Plan, the key metrics under the plan include NIAT and Legendary Experience results for the bank and for business segments, as applicable. The Employee Incentive Plan also includes a discretionary adjustment to account for risk or other factors.

To protect against conflict of interest, NIAT and Legendary Experience results for employees in control functions are based on TD's enterprise performance, not on the performance of TD Securities or TDGF.

Individual awards are based on an evaluation of a number of factors including individual performance against objectives. To ensure appropriate consideration of non-financial performance measures, performance for employees also considers a Risk and Control Scorecard of governance, control and risk management behaviours in the determination of their annual incentive award. In addition, all Material Risk Takers have non-financial performance objectives that are considered as part of their year-end performance assessment in conjunction with the Risk and Control Scorecard.

Awards to individual employees may be higher or lower than their funds available (i.e., their variable remuneration target x their applicable business performance factor x their applicable individual performance multiplier). However, the sum of individual awards should not exceed the aggregate funds available under the plan.

Annually, the CGC reviews and approves the aggregate ECP, PCP and EIP awards, ensuring they are aligned with and support the current and future financial status and risk outcomes of TDGF.

Link Between Remuneration and Performance

Risk Adjustments

Risk Adjustments to Variable Incentive Pools

Under all incentive plans, the IRC, the CGC and the TD HRC have the ability to reduce or cancel awards in the event of poor performance, significant risk related issues, or other unusual circumstances. To facilitate appropriate risk adjustments to incentive plans, the TD Chief Risk Officer presents an annual Enterprise Risk Appetite Scorecard to a joint session of the TD HRC and the TD Risk Committee of the TD Board of Directors. This process allows the TD HRC to appropriately consider risk when determining global incentive pools, and to ensure that remuneration is appropriately linked to the bank's risk adjusted performance.

As there is no formal regional bonus pool for TDGF, the CGC reviews regional aggregate incentive awards for TDGF employees. In doing so, the CGC reviews a summary of the global plan outcomes for PCP, ECP and EIP, including a summary of the plan metric results and impact to the overall pool, as well as the outcome of the risk adjustment and/or discretionary adjustments made to the global pool calculations. This ensures the CGC is informed of the factors and considerations taken into account to determine the overall global pool (for PCP) and final business performance factors (for ECP and EIP).

In their review of regional aggregate incentive awards, the CGC also reviews the financial results for the fiscal year. This is accompanied by a risk commentary by the CRO, TDGF who assesses whether the business operated within the Risk Appetite for the region. This overall approach ensures that aggregate incentive awards are aligned with and support the current and future financial status and risk outcomes of TDGF.

Individual Risk Adjustments

Performance for all TD Securities employees considers a scorecard of governance, control, and risk management behaviours as part of the performance assessment process. In addition, TD Bank titled executives are evaluated against a standard set of accountabilities regarding risk and control behaviours. Individual risk assessments are considered when year-end performance and remuneration decisions are made.

Local risk events are reviewed and discussed at the TDGF Conduct Risk Committee ("**CRC**"). In addition, there is an enterprise-wide risk and control process, whereby material risk and control events are identified and documented (with input from risk and control function heads) and then individual performance and remuneration impacts are considered. The CGC reviews the results from the risk and control process and approves any adjustments to individual remuneration for TDGF employees.

Misconduct and Compliance with Code of Conduct and Ethics

All employees are expected to act ethically and with integrity, and in a manner consistent with the bank's risk appetite. All variable incentive awards are subject to compliance with the Code of Conduct and Ethics and may be adjusted (including reduction, forfeiture or clawback as appropriate) in the event of misconduct, actions taken that are outside of the bank's risk appetite or other unusual circumstances as appropriate. Adjustments can be made to in-year remuneration, outstanding deferred compensation or awards paid.

Malus Adjustments

All deferred remuneration plans are subject to a discretionary reduction to the value of outstanding awards in unusual circumstances prior to payout.

For TDGF employees, the following criteria is used to identify situations that require further investigation to consider whether a reduction is warranted:

- The firm or the business unit suffers a material downturn in its financial performance;
- There is reasonable evidence of employee misbehaviour or material error; or,
- The firm or the relevant business unit suffers a material failure of risk management.

The criteria include situations where the employee participated in or was responsible for conduct which resulted in significant losses to the firm; and/or, failed to meet appropriate standards of fitness and propriety.

Discretionary malus adjustments to deferred remuneration will only be made after consideration of all applicable facts and circumstances, in alignment with the TDGF Malus and Clawback policy.

The CGC reviews and approves all malus adjustments for TDGF employees.

Clawback

For Material Risk Takers at TDGF, variable incentive awards are subject to the following clawback requirements.

TDGF (Ireland) Clawback Requirements

MRT Category	Non-Deferred Incentive	Deferred Incentive
Senior Management ¹	1-year	6-years
All Other MRTs	1-year	5-years

For Material Risk Takers at TDGF, clawback is considered where there is evidence of employee misbehaviour, misconduct or material error; and/or, material failure of risk management. The criteria include situations where the employee participated in or was responsible for conduct which resulted in significant losses to the firm; and/or, failed to meet appropriate standards of fitness and propriety.

Clawback of previously awarded incentive awards will only be made after consideration of all applicable facts and circumstances, in alignment with the TDGF Malus and Clawback policy.

For employees who are not Material Risk Takers, all variable compensation awards made under ECP and PCP are subject to clawback in the event of a material misrepresentation resulting in the restatement of financial results, or in the event of a material error. In those circumstances, clawback may be applied to some or all of any variable remuneration awarded or paid within a 36 month look-back period.

In addition, the TD HRC, the IRC and the CGC have the discretion to apply clawback to any award, granted or paid, in the event of employee conduct constituting cause for discipline or dismissal, including, but not limited to:

- Breaching the TD Code of Conduct and Ethics;
- Breaching employment or post-employment duties or obligations to TD;
- Any behaviour that could have a negative impact on the reputation, market performance or financial performance of TD.

In situations above, the TD HRC, the IRC and the CGC have the discretion to apply clawback to some or all variable remuneration awarded or paid to groups of individuals or to specific individuals as appropriate after a comprehensive investigation of the circumstances.

The CGC reviews and approves all clawback adjustments for TDGF employees.

¹ Ireland Management Committee and revenue generating Managing Directors.

Remuneration Awarded to Material Risk Takers

The following tables summarise the total remuneration awarded to TDGF Material Risk Taker employees in respect of the performance year ending October 31, 2022.

Table 1 – Aggregate Remuneration

	Total
Number of Material Risk Takers ¹	24
2022 Remuneration (in €MM) ²	8.7

Table 2 – Fixed and Variable Remuneration

The figures in the table below are split into “Senior Management” and “Other MRTs” according to the following definitions:

- **Senior Management:** includes Ireland Management Committee and revenue generating Managing Directors.
- **Other MRTs:** other employees whose activities have a material impact on the risk profile of the firm.

(in €MM)	Senior Management	Other MRTs
Number of Material Risk Takers¹	13	11
Fixed Remuneration²	3.7	2.0
Variable Remuneration	2.1	0.9
Total Remuneration	5.8	2.9

Table 3 – Deferred Remuneration³

The following table summarises deferred remuneration outstanding, awarded and paid to those employees identified as Material Risk Takers (effective October 31, 2022) during fiscal 2022.

as at October 31, 2022 (in €MM)	Senior Management	Other MRTs
Unvested		
Deferred Cash	0.9	0.2
Deferred Share-based	2.0	0.3
Vested		
Deferred Cash	-	-
Deferred Share-based	0.1	0.1
Awarded in 2022 (Nov. 1, 2021 to Oct. 31, 2022)		
Deferred Cash	0.5	0.1
Deferred Share-based	0.6	0.2
Paid in 2022 (Nov. 1, 2021 to Oct. 31, 2022)		
Deferred Cash	0.2	0.1
Deferred Share-based	0.8	0.1

Table 4 – Guaranteed, Sign-on and Severance Payments in 2022

In fiscal 2022, no Material Risk Taker was awarded a future guaranteed incentive award or sign-on award.

There were no severance awards made to Material Risk Takers in fiscal 2022.

¹ Reflects Material Risk Takers as at October 31, 2022.

² Remuneration converted into Euro based on October 2022 FX rates published on the European Banking Authority website.

³ Outstanding deferred remuneration is valued as at October 31, 2022 using the closing share price of TD on the Toronto Stock Exchange of C\$87.19.