

AD HOC REMEDIATION COMMITTEE CHARTER

In this Charter, “Bank” means The Toronto-Dominion Bank on a consolidated basis.

Main Responsibilities:

The Remediation Committee (the “Committee”) is appointed by the Board of the Bank to oversee compliance by the Bank and its subsidiaries with the requirements set forth in regulatory enforcement related orders and agreements.

Composition and Independence, Experience and Authority

The Committee shall consist of at least three members of the Board of directors of the Bank.

No member of the Committee may be an officer or retired officer of the Bank. Every member of the Committee shall be independent of the Bank within the meaning of applicable laws, rules and regulations and any other relevant considerations as determined by the Board of Directors, including the Bank’s Director Independence Policy.

The members of the Committee shall be appointed by the Board and shall serve until their successor is duly appointed, unless the member resigns, is removed, or ceases to be a director. A Chair will be appointed by the Board upon recommendation of the Corporate Governance Committee, failing which the members of the Committee may designate a Chair by majority vote. The Committee may from time-to-time delegate to its Chair certain powers or responsibilities that the Committee itself may have hereunder.

To facilitate communication, the Committee shall have representation from the Audit, HR, and Risk Committees of the Bank.

Meetings and Operations

The Committee shall meet bi-monthly, or more frequently depending on relevant developments and circumstances.

At each meeting, the Committee shall receive reports from the Head of the US Remediation Office, the US BSA/AML Officer, the US Chief Compliance Officer, the US Head of HR, US Treasurer, the Chief Financial Officer of America's Most Convenient Bank and the US Head of Audit regarding the status of the remediation activities being undertaken. The Committee may also receive reports from any other members of management, including the TDBG Chief Risk Officer, Chief Financial Officer, Chief Auditor and Chief Human Resources Officer, considered necessary by the Committee, to provide information and insight as to the Bank's compliance with all enforcement commitments and progress on the required remediations.

The Committee Chair shall direct that an agenda be prepared in advance of each meeting. If the Committee Chair is not present, the members of the Committee may designate an acting Chair for that meeting by majority vote of the Committee membership present.

Meetings shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge its responsibilities properly.

At each meeting, the Members should meet for some part without any member of management present for deliberation.

The Bank shall provide appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Chair shall establish and maintain a communication channel to facilitate the timely escalation to the Board of the Bank of issues the Chair considers important under the circumstances.

All decisions of the Committee shall require the affirmative vote of a majority of the Committee members in attendance at the meeting.

The Office of the Corporate Secretary of the Bank shall provide support to the Committee.

Responsibilities:

The Committee shall have the following responsibilities and powers:

- To monitor, oversee and assess, through management reports to the Committee, the Bank's compliance with the provisions of all enforcement related orders including progress against milestones and other targets;
- To review and recommend for approval by the Board of the Bank, all actions necessary for the compliance of items specifically assigned in the aforementioned enforcement orders and agreements to the Board of the Bank;
- To receive regular reports from management detailing the form and manner of all actions taken by the management across the first, second, and third lines of defense, in response to the enforcement requirements and commitments;
- To make regular reports to the Board of the Bank on the Committee's activities and its assessment of management's progress in addressing the enforcement related requirements;
- To review and assess whether the remediation teams have sufficient financial and managerial resources, processes, personnel, technology, and control systems to implement and sustain the remediation activities necessary to address the enforcement-related requirements.
- To periodically meet, on behalf of the Board of the Bank, with the Monitor(s) appointed pursuant to the FinCEN consent order and DOJ plea agreements, respectively, to assess alignment between management's reports and the Monitor(s) expectations and to gain insight from the Monitor on the Bank's status;

- To perform any other duties or responsibilities expressly delegated to the Committee by the Board of the Bank from time to time.
- To conduct an annual evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate; and
- To maintain minutes or other records of meetings and activities of the Committee.

Dissolution

The Committee will continue until such time as the Board, on recommendation of the Committee and approval by the Corporate Governance Committee, concludes that dedicated oversight of the remediation requirements is no longer needed.

Approved by the CGC of the Bank on December 3, 2024;

Approved by the Board of Directors of the Bank on December 5, 2024

Endorsed by the Remediation Committee on January 9, 2025