

# SCHEDULE A

## CORPORATE GOVERNANCE

### POLICIES AND PRACTICES

The bank's board and management are committed to sound corporate governance practices that contribute to the effective management of the bank and to achieving the bank's strategic and operational plans, goals and objectives.

The board's corporate governance policies, principles and practices, which are reviewed regularly by the corporate governance committee, focus on the board's responsibilities to the bank's shareholders and other relevant stakeholders and on creating long-term shareholder value. The board's governance framework includes the charters and key practices of the board and its committees and the Corporate Governance Guideline (available at [www.td.com/governance](http://www.td.com/governance)). The bank's corporate governance policies and practices comply with the Canadian Securities Administrators' National Policy 58-201 *Corporate Governance Guidelines* (CSA Guidelines), the rules of the TSX, and OSFI's Corporate Governance Guideline.

Although they do not all directly apply to the bank, these policies, principles and practices also take into account rules of the New York Stock Exchange (NYSE) and the U.S. Securities and Exchange Commission.

Visit the bank's website for additional governance information, including:

- Code of Conduct and Ethics (the Code)
- Corporate Governance Guideline
- Board Diversity Policy
- Disclosure Policy
- Director Independence Policy
- Proxy Access Policy
- Majority Voting Policy
- Position Description for Directors
- Position Description for the Group President and CEO
- Charters of the Board and its Committees, the Board Chair and the Chairs of Committees

### BOARD OF DIRECTORS

The bank's board is independent. Of the 15 nominees proposed for election, 14 (93%) are "independent" under the bank's Director Independence Policy ([www.td.com/governance/other\\_policies.jsp](http://www.td.com/governance/other_policies.jsp)) and the CSA Guidelines and are not "affiliated" under the Bank Act.

#### Director Independence

To be effective, the board must operate independently of management. All but one of the bank's directors and all committee members are independent. Bharat B. Masrani, Group President and CEO, TD Bank Group, is the only director not considered to be "independent" under the Director Independence Policy or the CSA Guidelines and is "affiliated" under the Bank Act because of his position. Each audit committee member meets additional independence criteria under the Director Independence Policy and applicable law.

The board has adopted a Director Independence Policy and delegated responsibility to the corporate governance committee for recommending director independence criteria and evaluating director independence at least annually and as needed for director appointments during the year.

Detailed information on all director nominees proposed for election this year is provided in the "Director Nominees" section of this circular.

#### How the Board Determines Independence

The board has a robust annual process to evaluate director independence. Directors must complete detailed annual questionnaires about, and provide information relevant to, their individual circumstances. To determine whether a director has a "material relationship" with the bank that would compromise their independence, the corporate governance committee considers all relevant facts and circumstances, including any relationship a director may have with the bank, and any relationships that persons or organizations the director is related to (such as a spouse or an entity that employs the director in an executive capacity) may have, and considers whether, as a result of such relationship(s), the director could reasonably be expected to be objective about management's recommendations and performance. The corporate governance committee particularly scrutinizes any outsourcing, consulting, legal, accounting and financial services relationships.

The corporate governance committee considers the director independence standards that incorporate the definition of affiliated persons under the Bank Act and definitions of independence from the Canadian Securities Administrators. While not required to do so, the corporate governance committee also considers the director independence standards that apply to NYSE-listed U.S. domestic issuers. Except for Mr. Masrani, all director nominees would be considered independent under these NYSE standards if they applied to the bank.

In addition to the Director Independence Policy, the board has implemented the following policies and practices:

- the board and each committee can meet independently of management at any time. Time to do so is provided on each board and committee meeting agenda. During fiscal 2023, 50 in-camera sessions were held;
- the board and each committee can engage their own independent advisors to provide expert advice at the expense of the bank;
- the non-management directors must annually appoint a strong, independent board chair with a clear mandate to provide leadership for the independent directors; and
- the non-management directors must acquire, within five years of first being elected or appointed to the board, equity ownership in the bank with a value equivalent to at least six times their respective annual cash retainers.

### 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 their intention to accept an invitation to serve on the board of directors of any public company 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. The only board interlock is between Ayman Antoun and Alan MacGibbon, who are both directors of CAE Inc. as set out below:

Company Name	Director
CAE Inc.	Ayman Antoun
	Alan MacGibbon

One of the nominees proposed for election, Bharat Masrani, is a member of the board of directors of The Charles Schwab Corporation (“Schwab”). In connection with Schwab’s acquisition of TD Ameritrade Holding Corporation on October 6, 2020, the bank and Schwab entered into a stockholders’ agreement under which the bank has the right to two seats on Schwab’s board of directors depending on its ownership interest in Schwab and subject to the bank meeting certain conditions, which seats are currently held by Mr. Masrani and the bank’s retiring Board Chair, Brian Levitt.

### Board Chair

The Board Chair is Alan MacGibbon. Mr. MacGibbon has been the Board Chair since February 1, 2024. Shareholders may communicate directly with the Board Chair by email c/o TD Shareholder Relations at [tdshinfo@td.com](mailto:tdshinfo@td.com).

The Board Chair is responsible for facilitating the functioning of the board independently of management and for maintaining and enhancing the quality of the bank’s corporate governance. The Board Chair’s key responsibilities are set out in the bank’s Charter of the Board Chair ([www.td.com/governance/charters.jsp](http://www.td.com/governance/charters.jsp)). The chair:

- must be independent and appointed annually by the non-management directors;
- chairs meetings of the board (including in-camera sessions) and all annual and special meetings of shareholders;
- consistent with the bank’s shareholder engagement policies, meets with shareholders, regulators and other interested parties on matters core to the board’s mandate, and attends public events on behalf of the bank;
- is also the chair of the corporate governance committee and a member of the human resources committee;

- meets regularly with other directors and senior management to monitor the health of relationships among directors and between the board and senior management; and
- maintains a channel of open communication with the bank's key Canadian regulators, independent of management, to engender trust and confidence in the quality of the board's governance and oversight of the bank. In 2023, the then Board Chair met, alone or with one or more of the Committee Chairs, nine times with representatives of the bank's key Canadian regulators. The Board Chair's and Committee Chairs' involvement in these meetings includes preparation as well as attendance and spans all of the bank's various businesses and the jurisdictions in which they are carried out.

For more information about the bank's Board Chair, Mr. MacGibbon, see the "Director Nominees" section of this circular or the bank's website at <https://www.td.com/ca/en/about-td/corporate-profile/chairman-of-the-board>.

## Shareholders' Meetings

The Board Chair is responsible for chairing and is available to answer questions at the bank's annual shareholders' meetings. Directors are expected to attend annual shareholders' meetings. Last year, all of the director nominees then standing for election attended the bank's hybrid annual shareholders' meeting in person in Toronto.

## BOARD MANDATE

Shareholders elect the board to oversee management with a view to responsibly advancing the long-term interests of the Bank for the benefit of the shareholders while addressing, where appropriate, the concerns of other relevant stakeholders and interested parties, including the bank's employees, customers, debt holders, regulators and communities.

The board's responsibilities are set out in its charter and include the following:

- supervision of the management of the business and affairs of the bank;
- approval of the bank's strategy and major policy decisions — the board must understand and approve the bank's strategy, business objectives, be kept current on progress towards those objectives and be part of and approve any major strategy and policy decisions;
- approval of the bank's enterprise risk appetite statement — the board must be satisfied that there is a framework in place so that the bank only takes risks in accordance with its risk appetite and enterprise risk framework (and the board must approve the enterprise risk appetite statement and monitor the bank's risk profile and performance);
- evaluation, compensation, talent development and succession — the board 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 the board 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;
- oversight of the management of capital, liquidity, risks, and internal controls — the board 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 the board must also be satisfied that the bank's risk culture, compensation policies and practices and control functions enable the bank to operate within the confines of its board-approved risk appetite statement;
- disclosure of reliable and timely information to investors — the board must be satisfied that the bank is providing its investors with accurate and balanced information in a timely manner; and
- effective board governance — the directors must function effectively as a board in order to meet its stewardship responsibilities; the board needs to be comprised of strong members with the appropriate skills and experience, and the right information.

The board's charter is incorporated by reference into this circular and has been filed with securities regulators on [www.sedarplus.ca](http://www.sedarplus.ca) and [www.sec.gov](http://www.sec.gov) and is available at [www.td.com/governance/charters.jsp](http://www.td.com/governance/charters.jsp). In addition, shareholders may promptly obtain a free copy of the board's charter by contacting TD Shareholder Relations (contact information is provided on page 117 of this circular).

The bank's employees and officers execute the bank's strategy under the direction of the CEO and the oversight of the board. The Bank Act requires certain important matters to be brought before the board. The board has also reserved certain other key decisions to itself. Under its charter, the board is responsible for the establishment and maintenance of policies and procedures which are effective in supporting its oversight of

management and internal controls. The board has also put in place formal policies for approving material capital allocation decisions, including material business acquisitions, investments and divestitures and major outsourcing projects. In addition, the board has complete authority over the approval of certain other transactions out of the ordinary course of business and for approving the bank's financial statements prior to release to shareholders.

## **Strategic Planning**

The board approves the strategy and business objectives of the bank and oversees their execution. This oversight includes reviewing and approving all major strategy and policy recommendations, including the bank's annual strategic plan, annual financial plan (including the capital, liquidity and funding plans), and major capital expenditures, and monitoring adequate levels of capital and liquidity. At least annually, the board reviews the strategic plan of each business segment, considering factors including the competitive landscape, opportunities for growth and key performance metrics. The board assesses the bank's major opportunities and the risk impact of strategic decisions being contemplated, including considering whether they are within the board-approved enterprise risk appetite established for the bank and its individual business units. In addition to reviewing and discussing the bank's strategy at regular board meetings, the board annually participates in a two-day board strategy meeting.

The bank's strategy is to be the number one Canadian Retail and Canadian Business Bank, a leading Wealth and Insurance provider in Canada with market-leading Direct Investing and Small Business Insurance franchises, a leading U.S. Bank, and a North American investment bank with global reach, while holding the number one investment dealer position in Canada.

## **Risk Management**

The board oversees the bank's risk culture and approves and oversees significant risk frameworks and policies designed to protect the assets of the bank and its continuing viability. The board also oversees the identification and monitoring of the principal risks affecting the bank's businesses, and satisfies itself that appropriate policies, procedures and practices are in place for the effective and independent management of these risks in accordance with the bank's enterprise risk framework. The board is supported in its discharge of this responsibility by its risk committee which, among other responsibilities, reviews and recommends to the board for approval the bank's enterprise risk appetite statement and satisfies itself that the bank has appropriate strategies, frameworks and policies in place to manage its current and emerging risks. In addition, the risk committee has been delegated authority to oversee the bank's crisis management, recovery and resolution plans in accordance with applicable regulatory guidelines. See the "Managing Risk" section of the bank's 2023 MD&A for a list of the major risk categories identified and the structures and processes in place to manage them.

## **Cybersecurity**

Cybersecurity is a formal component of the bank's overall risk management framework. As part of its risk management responsibilities described above, the board regularly reviews the bank's cybersecurity program and receives annual cybersecurity program updates from the bank's Chief Information Security Officer, as well as annual and quarterly platforms and technology updates. The board is supported in the discharge of its responsibilities by the risk committee, which oversees cybersecurity and technology risks, including the bank's cybersecurity program and the bank's capability to identify threats, protect critical assets, detect anomalies, and respond to and recover from cyber events. The risk committee also oversees business crisis and continuity management and the insider risk program, each of which is important to mitigating inherent cyber risks. Annually, the risk committee (jointly with the audit committee) receives a technology and cybersecurity program update from the bank's three lines of defence. The risk committee also receives annual presentations from each business line on their key business risks and challenges, which include, where applicable, an overview of technology risks as they relate to strategic goals and the associated mitigants in place.

## **Capital and Liquidity Oversight**

The board oversees the bank's capital adequacy and management, including by annually reviewing and approving the bank's Capital Adequacy Risk Management Policy and the capital limits therein. As part of this responsibility, the board is responsible for declaring dividends and approving the issuances, redemptions or repurchases of all capital, if appropriate and permitted by applicable laws and regulations. The board also oversees the implementation of the bank's liquidity frameworks and policies and annually reviews the bank's liquidity and funding plans.

## **Purpose and Environmental and Social Matters**

TD's purpose is to enrich the lives of its customers, communities and colleagues. This statement of purpose animates and is reflected in the bank's strategy, Risk Appetite Framework, culture and operating policies and

procedures. The board's oversight of the bank's strategy occurs continuously throughout the year and includes overseeing how management pursues the responsible advancement of the long-term interests of shareholders while addressing the concerns of other relevant stakeholders and interested parties, including the bank's employees, customers, debt holders, regulators and communities.

The board continues to oversee environmental and social risk, including climate risk (collectively, "E&S risk"), as among the top and emerging risks for the bank, and oversees the assessment and management of potential impacts on the bank's business strategies and financial performance. The board is supported in this work by the risk committee, which provides a forum for analysis of enterprise risk trends and current and emerging risks, including E&S risk, and conducts regular reviews of TD's enterprise risk dashboard, which includes E&S risk. Senior management provides the board with annual updates on the bank's sustainability strategy, including as it relates to climate and disclosure, in addition to regular updates on other relevant sustainability matters such as climate-related targets and goals. At least annually, senior management also provides regular updates to the risk committee on environmental and social risk management, including climate-related risks and potential social impacts across major risk categories.

The corporate governance committee is responsible for overseeing the bank's alignment with its purpose and the bank's performance and reporting on corporate responsibility for environmental and social matters, including climate. The committee receives annual updates from senior management on the bank's sustainability strategy, including as it relates to climate, in addition to quarterly updates on matters such as the bank's sustainability and climate reporting and performance and international trends and standards in corporate disclosure of sustainability matters. The board also is assisted by the human resources committee, which reviews the bank's diversity, equity and inclusion strategy and initiatives; actions related to colleague health, safety and well-being; and compensation-related activities, including the impact of ESG on SET compensation. The bank's environmental, social and governance reporting is available at [www.td.com/seg](http://www.td.com/seg).

## **Succession Planning and Talent Management**

At TD, the cornerstone of our talent management agenda is the Talent Review program, which focuses on the assessment and development of senior talent as well as succession planning for senior and key roles within the organization. This enterprise program provides insight into the capability and depth of our leadership bench, and the health of succession plans across senior roles.

The human resources committee provides oversight of succession planning, including the review and approval of the succession plans for senior officer positions and heads of control functions. As part of this responsibility, the human resources committee reviews plans for the development of senior officers of the bank and reviews and confirms, at least annually, the organizational structure of the senior management positions of the bank. In addition, the human resources committee conducts ongoing reviews of the CEO succession plan and recommends such plan to the board for approval.

Over the course of the year, the board reviews and discusses succession plans for the CEO, senior executive positions and the heads of control functions to satisfy itself that the senior leadership team is identifying potential succession candidates, monitoring development plans for those identified candidates and fostering management depth by rigorously assessing candidates for other senior positions. The board takes a systematic approach to interacting with senior leaders who are high potential, newly appointed, and representative of key talent segments and critical functional capabilities.

TD's talent management practices enable a constant view of leadership strength for various time horizons and in unplanned situations, with consideration to versatility and diversity. Building an effective pipeline of capable resources through the implementation of regular talent reviews and focused executive development plans supports both individual development and the achievement of business strategies.

## **Communication**

The corporate governance committee must satisfy itself that the bank communicates effectively — both proactively and responsively — with shareholders and other key stakeholders (such as employees, customers, regulators and communities). The bank's Disclosure Policy ([www.td.com/governance/other\\_policies.jsp](http://www.td.com/governance/other_policies.jsp)) describes the bank's commitment and obligations regarding the timely, accurate and balanced disclosure of all material information to a broad audience. The corporate governance committee periodically reviews the Disclosure Policy and annually receives a report from management, including members of the disclosure committee, on the policy, on the design and operation of related disclosure controls and procedures, and on any disclosure issues that may have arisen in the past year.

The board or appropriate committees also review and/or approve key disclosure documents, such as the bank's quarterly and annual MD&A and financial statements, annual report, annual information form, and management proxy circular.

## Measures for Receiving Stakeholder Feedback

Shareholders may provide feedback to the bank through a number of avenues, including via email, telephone, mail and at events such as the annual shareholders' meeting. The chief financial officer, the Head of Investor Relations and other officers meet regularly with investment analysts and institutional investors, in Canada and internationally. The bank also receives feedback through meetings with shareholders, including with those shareholders that are interested in the bank's approach to executive compensation, corporate governance, long-term strategic positioning and corporate responsibility for environmental and social matters.

Shareholders may contact TD Shareholders Relations at [tdshinfo@td.com](mailto:tdshinfo@td.com) and may also communicate directly with the bank's independent directors through the Board Chair (contact information is provided on page 117 of this circular or visit [www.td.com/investor-relations/lir-homepage/contact.jsp](http://www.td.com/investor-relations/lir-homepage/contact.jsp)). In addition to any timely reporting, the corporate governance committee receives an annual report on shareholder feedback on an enterprise-wide basis from management, with a primary focus on retail shareholders.

The bank is committed to proactive, open and responsive communications with shareholders and other interested parties. The bank 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. As part of that commitment to shareholder engagement and subject to the Board Chair's approval and guidance, the bank's directors periodically extend invitations to, and respond to invitations from, certain shareholders and governance stakeholders to meet to discuss the bank's approach to executive compensation, ESG matters, long-term strategic positioning and other areas of interest to shareholders core to the board's mandate. In addition, shareholders are annually provided with an opportunity to vote for or against an advisory resolution on the bank's approach to executive compensation disclosed in the "Report of the Human Resources Committee" and "Approach to Executive Compensation" sections of this circular. The board and its human resources committee will take the results of this advisory vote into account, when considering compensation policies, procedures and decisions. Management and the corporate governance committee also carefully consider shareholder proposals received by the bank, as well as feedback and communications from recognized governance groups in Canada, and provide regular opportunities for shareholders to communicate with management and the board. The corporate governance committee also receives reports on the results of the annual meeting of shareholders and considers commentary provided by shareholders about their voting decisions. All of these inputs guide governance considerations.

## Internal Controls and Management Information Systems

The board oversees, and monitors the integrity and effectiveness of, the bank's internal controls and management information systems. The board also oversees adherence to applicable legal, audit, compliance, regulatory, accounting and reporting requirements. Through this process, the board also satisfies itself that the bank's financial reporting and financial control systems are designed and operating appropriately. Management's report on internal control over financial reporting and related information is available under the heading "Accounting Standards and Policies — Controls and Procedures" in the bank's 2023 MD&A.

The bank maintains a program for raising conduct and ethics concerns, which provides employees and members of the public worldwide with open and effective communication channels to report complaints or concerns regarding accounting, internal accounting controls or auditing matters and other ethical, legal or regulatory matters. This program includes an anonymous reporting channel, the TD Conduct and Ethics Hotline, through which any individual worldwide can raise a concern to TD. The audit committee monitors reports regarding accounting, internal accounting controls and auditing matters. A description of the program including the Conduct and Ethics Hotline is available at <https://www.td.com/ca/en/about-td/corporate-profile/td-conduct-and-ethics-hotline>.

## POSITION DESCRIPTIONS

The corporate governance committee annually reviews the board-approved written Position Description for Directors, Charter of the Board Chair, and Charter for Committee Chairs and recommends amendments if required. These documents are available at [www.td.com/governance/charters.jsp](http://www.td.com/governance/charters.jsp). The human resources committee also annually reviews and approves a written Position Description for the Group President and CEO. In addition, the human resources committee reviews the mandates applicable for all senior leadership roles (rank of or equivalent to group head or higher and other key positions as determined from time to time).

## ORIENTATION AND CONTINUING EDUCATION

### Orientation

The corporate governance committee oversees the implementation and monitors the effectiveness of an orientation program for new directors.

The bank's director orientation program is comprised of several components, including:

1. Each new director receives a set of orientation reference materials tailored to their unique background, experience and expected committee responsibilities. Reference materials include, among other things: the bank's key governance policies and guidelines; information about board and director evaluation processes; board and committee charters; board and relevant committee minutes for the previous year; and business and strategic materials;
2. Each new director participates in comprehensive education sessions at which the CEO or other members of the 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, internal audit, human capital management, information technology, marketing/digital, environmental, social and governance matters, the regulatory environment, directors' responsibilities, and other significant issues and key risks the bank faces;
3. New directors meet with the CEO and the Board Chair and the chair of each committee the director is joining; and
4. New directors are assigned a "mentor" director for the director's first year to answer questions and provide contextual information to better understand materials, presentations and processes.

### Continuing Education

The corporate governance committee oversees continuing education for directors and is a resource for ongoing education about directors' duties and responsibilities.

All directors are expected to continuously deepen their knowledge of the business of the bank, relevant trends in business and industry, and the regulatory environment in which the bank and its subsidiaries operate. Presentations are regularly made to the board on different aspects of the bank's operations, and periodically on topical areas, to assist directors in fulfilling their responsibilities. In addition to training and education for the full board, there is specialized training for committees as required or desirable. These educational presentations are made by management and in some cases by external presenters.

Directors are canvassed on specific topics, emerging trends and best practices relevant to the board as a whole or to a specific committee that they would like to learn more about. All non-management board members are expected to participate in sufficient continuing education to be effective in their roles.

The continuing education program for directors provided by the bank includes:

- in-depth sessions ("deep dives") as well as an annual two-day board strategy meeting on different business, economic, enterprise and regulatory topics. Each deep dive includes an element of general education as context for the discussions (e.g., the industry, competitors, trends, and risks/opportunities);
- optional director orientation sessions for directors in their second year of service;
- complete access to management to become and remain informed about the bank's businesses and for any other purposes that may help them fulfill their responsibilities;
- informal board/executive interaction sessions for directors to meet additional members of senior management and the bank's next generation talent;
- enrollment in events and access to publications to enhance their knowledge of directors' responsibilities and current governance trends;
- regular presentations on different aspects of the bank's operations;
- periodic presentations and reports summarizing significant regulatory and market developments;
- opportunities to visit various operational sites;
- access to regularly updated learning and development materials on the board portal, curated against five areas of focus: economic and competitive landscape; strategy and business model; technology and innovation; legal and regulatory; and risk; and
- reimbursement of expenses for external education sessions as applicable, which they are encouraged to attend.

**DIRECTOR EDUCATION SESSIONS — FISCAL 2023**

<b>Date</b>	<b>Sessions 2023</b>	<b>Attendance</b>
<b>Regularly</b>	Integration Updates – TD Cowen Environmental, Social and Governance (“ESG”) Matters Strategy and Corporate Development Updates Economic Updates Key Business Risks and Challenges People Strategy Updates Internal Controls Updates Enterprise Regulatory Compliance Management Updates	Board / Committees Board / Committees Board Board Risk HRC Audit Audit
<b>Q1</b>	ESG Strategy Update IFRS 17 Update Financial Consumer Protection Framework Implementation Update ESG — Financed Emissions Targets Fair Pay Update	Board Audit CGC  CGC HRC
<b>Q2</b>	Implications of U.S. Bank Failures ESG — Responsible Resource Use Financial Consumer Agency of Canada AML Technology Update Credit Risk Update Fraud Risk Management Climate Risk Management Update Technology and Cybersecurity Risk Diversity and Inclusion Update Next Evolution of Work Update	Board Board Audit Audit Risk Risk Risk/Audit Risk/Audit HRC HRC
<b>Q3</b>	Talent and Workplace Strategy Outlook Responsible Artificial Intelligence and ChatGPT Interest Rate Risk Management Insider Risk Management Update Model Risk and Artificial Intelligence Update Market and Liquidity Risk Review Benchmark Rate Reform Culture Framework Update	Board Board Board Risk Risk Risk Risk Risk HRC
<b>Q4</b>	Contact Center Update Marketing Strategy Payments Strategy Platforms and Technology Update Annual Cybersecurity Program Update Anti-Financial Crimes Regulatory Environment Emerging Audit Topics Data Governance Update AML Program Enhancements Risk and Control Event Identification Framework Balance Sheet Management Update Operational Resilience Talent Updates	Board Board Board Board Board Board Audit Risk/Audit Risk/Audit Risk Risk Risk HRC

**ETHICAL BUSINESS CONDUCT**

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 the bank’s business goals is critical to its success, equally important is the way these goals are achieved. The board believes the bank’s success is based on a culture of integrity which starts with the “tone at the top”. As set out in its charter, the board relies on and holds Senior Management accountable for implementing and enforcing the board-approved policies, setting the tone at the top as it relates to integrity and culture, status, incentives, talent, and communicating and reinforcing the compliance culture throughout the bank. The board expects the highest level of personal and professional integrity from the CEO, other executive officers and all employees.



The board and its committees oversee the culture of integrity or “tone at the top” established by the CEO and Senior Management and adopted and reinforced throughout the bank, including compliance with the bank’s policies and procedures for ethical personal, business and market conduct. These policies and procedures include the Code, the Culture Framework, the Conduct Risk Management Policy, and the Anti-Bribery and Anti-Corruption Policy. The corporate governance committee receives regular reports from management discussing the various policies and governance structures that support this important oversight function.

The corporate governance committee keeps abreast of the latest regulatory requirements, global emerging trends and guidance in corporate governance, and updates the board on corporate governance issues, as necessary. The corporate governance committee also oversees the status and effectiveness of the bank’s conduct risk management program, including receiving reports on any potential conduct risk trends, and provides regular updates to the board.

## **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 has been filed with securities regulators on [www.sedarplus.ca](http://www.sedarplus.ca) and [www.sec.gov](http://www.sec.gov), and is also available to shareholders at [www.td.com/governance/other\\_policies.jsp](http://www.td.com/governance/other_policies.jsp) or by contacting TD Shareholder Relations via the contact information on page 117 of this circular.

The Code establishes the standards that govern the way directors and employees deal with each other, as well as with 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. All directors 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.

The corporate governance committee annually reviews the Code and oversees compliance with the Code, including approving, where appropriate, any waiver from the Code to be granted for the benefit of any director or executive officer of the bank. In fiscal 2023, there were no such waivers sought or granted. Compliance with the Code is monitored by management on an ongoing basis and material issues arising under the Code are reported to the corporate governance committee by the human resources department or the conduct risk team. An annual report is submitted by the chief human resources officer to the corporate governance committee on the attestation process confirming the completion of Code training and attestation activities. Employees are required to report any suspected violations of the Code immediately to TD and various internal reporting channels are outlined in the Code under “Reporting Violations”. The human resources committee receives a report annually on the impact of risk and control related events, including Code violations on individual compensation and continuing employment of executives. Employees who may be uncomfortable using these internal channels can report possible violations anonymously through the TD Conduct and Ethics Hotline as described under “Internal Controls and Management Information Systems” above in this Schedule A. The audit committee oversees that concerns or complaints relating to questionable accounting, internal accounting controls or auditing matters are resolved in a satisfactory manner.

## **Insider Trading Policies**

Safeguards are in place to monitor personal trading of executive officers and other officers and employees in key positions for insider trading. This monitoring is conducted by trained and experienced compliance officers who have access to records of the bank trading accounts in which these individuals hold securities. All officers and employees covered by the bank’s insider trading policies are required to disclose trading accounts to the bank and ensure that such accounts are maintained in-house or at an approved financial institution. In addition, covered officers and employees (including the named executive officers listed in the Summary Compensation Table under the “2023 Performance and Compensation” section of this circular) are required to pre-clear any securities trade with the bank’s compliance department and are subject to periods when trading is restricted. Reporting insiders, as required by law, must file insider reports via the internet-based System for Electronic Disclosure by Insiders (SEDI).

## **Director Conflict of Interest**

Directors may not be eligible to stand for election if they have a potential or actual conflict of interest that is incompatible with service as a director. In addition to their annual questionnaires to determine independence (discussed above), directors have an ongoing obligation to provide the bank with complete information on all entities in which they have a material interest, so that any potential conflicts can be identified. In general, each director is individually responsible for reporting any potential or actual conflict of interest between them and the bank to the corporate governance committee, and for providing the committee with any additional information it may request. The committee will determine an appropriate course of action with respect to any such director. Where a director’s potential or actual 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 the conflict. Should a conflict become incompatible with service as a director, the director must offer their resignation.

## **BOARD COMPOSITION, DIRECTOR NOMINATIONS AND BOARD RENEWAL**

### **Board Size**

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 adequate representation to meet the competency and diversity needs of board and committee work in the context of the bank's business and operating environment.

The board is required to have at least seven directors under the Bank Act<sup>(1)</sup>. 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.

### **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 board balances the need for a fresh perspective with the broad experience needed to oversee a complex, multi-national banking enterprise.

The corporate governance committee recommends to the board for approval criteria for the 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, culture and ethics, 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. 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.

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 they 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, who may vote separately on each nominee at the annual shareholders' meeting. The nominees identified in the "Director Nominees" section of this circular were recommended to the board by the corporate governance committee.

In addition to other avenues for sourcing potential board candidates, from time to time the bank receives and considers unsolicited nominations. Such nominations should be addressed to the Board Chair at the address provided in the "Shareholder Inquiries" section of this circular. The Chair will bring to the attention of the corporate governance committee any unsolicited nominations that, in the Chair's opinion, merit consideration by the committee.

### **Competencies and Skills/Experience Matrix**

The board is 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. All of the directors have significant expertise in executive leadership, and governance.

(1) If shareholders do not ratify a proposed by-law amendment relating to the minimum number of directors, the minimum number of directors will be 12. See page 11 of the management proxy circular for details of the proposed by-law amendment.

The corporate governance committee uses the following 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:

- Executive Leadership in a large, complex organization
- Financial Services
- Insurance
- Risk Management
- Talent Management & Executive Compensation
- Audit/Accounting
- Capital Markets/Treasury
- Environmental, Social and Governance
- Government/Public Affairs
- Legal/Regulatory
- Marketing/Digital/Data
- Technology Management and Information Security
- Operational Excellence

On an annual basis, the corporate governance committee reviews the matrix to confirm that it continues to reflect the most relevant skill and experience competencies that the board needs to address its many responsibilities and long-term strategy of the bank. Directors annually self-assess their skills and experiences against the above listed competencies required by the board to discharge its responsibilities.

Each director nominee's key competencies are listed in the charts under the "Director Nominees" section of this circular.

## Diversity

The board recognizes and embraces the benefits of diversity in its membership as a competitive advantage, which is in keeping with the bank's commitment to diversity, equity and inclusion at all levels of the bank's workforce.

As set out in the bank's Board Diversity Policy, when identifying qualified candidates for the board, the CGC considers diversity criteria reflecting the communities TD serves and in which it operates, including diversity in skills, regional and industry experience, gender, age, race, cultural background and other attributes, while recognizing that the board is comprised of a limited number of individuals. The CGC also may engage recruitment firms to identify a diverse range of potential candidates. As well, the board's annual self-evaluation process includes an assessment of the board's mix of members, skills, experience, diversity and other characteristics. The board has established a goal<sup>(2)</sup> that women and men each comprise at least 30% to 40% of the board's directors. This year, women comprise 47% (7 of 15) of all director nominees. In addition, 67% (10 of 15) of all director nominees voluntarily self-identified as a visible minority<sup>(3)</sup>, an Indigenous person<sup>(4)</sup>, 2SLGBTQ+<sup>(5)</sup>, or a person with a disability<sup>(6)</sup>. This includes 40% (6 of 15) who self-identified as a visible minority or an Indigenous person.

The bank also sets goals for representation of women and other diverse groups at the bank's senior management levels. Each business within the bank monitors its respective progress against these goals on at least a quarterly basis. In 2021, the bank introduced a goal to reach 45% representation of women in roles titled vice president and above in Canada by 2025. In 2020, the bank also introduced a goal to increase combined Black, Indigenous and minority representation across executive roles titled vice president and above in North America to 25% by 2025, with specific focus on efforts to increase Black and Indigenous representation. To further these goals, the bank invests significant resources in diversity and talent initiatives to support the development and advancement of its employees. As of October 31, 2023, women comprised 41.6% of all roles titled vice president and above in Canada, and 30.8% (4 of 13) of SET members. The bank is also on track to deliver on its broader goal to achieve 25% Black, Indigenous and minority representation in VP+ executive roles across North America by 2025. As of October 31, 2023, combined Black, Indigenous and minority representation at these levels was at 24.3%. Additional information about TD's diversity, equity and inclusion activities and progress will be included in the bank's 2023 Sustainability Report, scheduled for release in March 2024.

## 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.

(2) The bank's representation goals are aspirational. All nomination, appointment, hiring and other employment decisions are made on a non-discriminatory basis, consistent with applicable laws.

(3) "Visible minority" is defined as non-Caucasian in race or non-white in colour, other than an Indigenous person.

(4) "Indigenous person" is defined as First Nations, Inuit, Métis, American Indian, Alaska Native, Native Hawaiian or other.

(5) "2SLGBTQ+" is defined as a member of the Two Spirit, Lesbian, Gay, Bisexual, Transgender, Queer, Plus community.

(6) "Person with a disability" is defined as a person having a long-term or recurring visible or invisible physical, mental, sensory, psychiatric or learning impairment, including impairment resulting from, or related to hearing, seeing, vocal, mobility, agility, pain, neurological, memory, developmental, psychological or addiction.

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.

The ownership threshold of 5% of common shares of the bank that is contained in the bank's proxy access policy is the minimum threshold currently permitted by the Bank Act. The bank will revisit this 5% threshold with a view to reducing it to 3% if and when the Bank Act is amended to permit such lower threshold.

## Assessments

The board annually evaluates the effectiveness of the board and its chair, its committees and their chairs, individual directors, and the CEO.

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 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' functioning and effectiveness. To provide a 360° view, in the case of the assessment of the board, the Board Chair and the CEO, senior executive management members are asked to participate in the feedback process. The chart below outlines the feedback process.

Annual Assessments	Participants	Process
Board Feedback	All directors and select executives	<ul style="list-style-type: none"> <li>Participants complete a comprehensive feedback survey on board effectiveness and performance.</li> <li>Feedback is sought on a variety of matters, including what the board could do differently, what the board's priorities should be in the coming year, execution of the bank's strategy, oversight of the bank's risk appetite, and overall effectiveness of communications between the board and senior management.</li> <li>Responses are submitted to an independent consultant on a confidential basis. The consultant consolidates and reviews the results with the Board Chair to identify key themes and possible actions.</li> <li>The Board Chair leads a discussion with the corporate governance committee to review the feedback report prepared by the independent consultant and propose board priorities for the coming year to address any development opportunities highlighted by the survey results.</li> <li>The Board Chair then leads a discussion with the board on the results and proposed priorities of the board for the coming year, including whether any changes to the structure or composition of the board or its committees may be appropriate. The board priorities for the coming year are then approved by the board.</li> </ul>
Individual Director Feedback	All directors	<ul style="list-style-type: none"> <li>The Board Chair has one-on-one discussions with each director.</li> <li>The Board Chair first meets with each director to obtain self-assessment input and to receive feedback about the performance and any development needs of the board, its committees and other directors.</li> <li>The Board Chair then meets with each director to provide individual feedback.</li> </ul>
Committees and Committee Chairs Feedback	All committee members	<ul style="list-style-type: none"> <li>Participants complete an assessment survey on the effectiveness and performance of the committees on which they sit and the chairs of those committees.</li> <li>Responses are submitted to the independent consultant on a confidential basis. The consultant consolidates and reviews the results with each Committee Chair.</li> </ul>

Annual Assessments	Participants	Process
		<ul style="list-style-type: none"> <li>Each committee holds an effectiveness self-assessment session to share views and sets objectives to respond to any development opportunities identified in the survey results, and then reviews the results and committee-approved objectives with the board. The senior executive(s) supporting each committee are invited to participate in a portion of the session.</li> </ul>
Board Chair Feedback	All directors and select executives	<ul style="list-style-type: none"> <li>As part of a comprehensive board feedback survey, participants are asked to assess and comment on the Board Chair's performance.</li> <li>Responses are submitted to the independent consultant on a confidential basis. The consultant consolidates and reviews the results with the chair of the human resources committee to identify key themes and possible objectives for the coming year.</li> <li>The chair of the human resources committee leads an in-camera discussion with the board (with the Board Chair absent) and meets with the Board Chair to provide feedback and develop objectives for the coming year.</li> <li>These objectives are reviewed and recommended by the corporate governance committee and approved by the board.</li> </ul>
Chief Executive Officer Feedback	All directors and select executives	<ul style="list-style-type: none"> <li>As part of the annual board feedback survey, participants are asked to assess and comment on the CEO's performance. To aid in this assessment, all directors receive a copy of the CEO's self-assessment of performance against the corporate goals and objectives agreed to by the CEO and the board at the beginning of the year.</li> <li>Responses are submitted to the independent consultant on a confidential basis. The consultant consolidates and reviews the results with the Board Chair and the chair of the human resources committee to identify key themes and possible objectives for the coming year.</li> <li>The Board Chair, together with the chair of the human resources committee, leads an in-camera discussion of the results with the human resources committee and then with the board (with the CEO absent), and meets with the CEO to provide feedback.</li> <li>The CEO's corporate goals and objectives, which include performance indicators and key milestones relevant to the CEO's compensation, are reviewed and recommended by the human resources committee and approved by the board.</li> </ul>

Throughout the year, the corporate governance committee monitors the implementation of the action plans addressing the board priorities and each committee monitors its own activities to address the development opportunities it has identified through the assessment. The corporate governance committee also monitors the implementation of action plans by the Board Chair and the board's committees in light of their respective objectives. Input from the board feedback process is also taken into account when considering the director nominees to be recommended for election at the annual shareholders' meeting.

The corporate governance committee identifies any recurring themes across committees and oversees the continued improvement in board and committee processes for agenda time management, presentations and continuing education opportunities.

### Term Limits Policy

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.

The bank's Corporate Governance Guideline provides that directors may serve on the board for up to 10 years, subject to receiving solid annual performance assessments and being annually re-elected by shareholders. On the recommendation of the corporate governance committee, the board may extend that limit by up to a further five years. The board may also, on recommendation of the corporate governance committee, 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. In addition, the Board Chair may serve a five-year term after initial appointment as Board Chair, regardless of the number of years served as a director. Pursuant to the Bank Act, the CEO of the bank is required to serve on the board for so long as they hold such office.

## Other Considerations

All directors are expected to meet the highest ethical and fiduciary standards, apply sound judgment, be knowledgeable, inquisitive and ready to engage in constructive challenge about the issues facing the bank, and be committed to the board and the bank.

The composition of the board must meet Bank Act residence and affiliation requirements and all directors must meet the qualifications for directors set out in the Position Description for Directors ([www.td.com/governance/charters.jsp](http://www.td.com/governance/charters.jsp)). Non-management directors are expected to meet the standards for independence from management established pursuant to the Director Independence Policy.

The corporate governance committee also considers each nominee's ability to make a contribution to the board, including whether they can devote sufficient time and resources to their duties as a board member. 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 the fiscal year, the corporate governance committee will inquire into the situation and take steps to work with the director to improve attendance. Attendance is taken into consideration in the nomination process.

## Election of Directors and Majority Voting Policy

The bank's Majority Voting Policy states that, if a director nominee in an uncontested election receives from the common shares voted at the meeting or by proxy a greater number of shares withheld than shares voted in favour of their election (i.e., the nominee is not elected by at least a majority of 50% + 1 vote), they must immediately tender their 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. Any director who tenders their resignation pursuant to this policy will not participate in any deliberations on the resignation offer by the corporate governance committee or board. In the event any director fails to tender their 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.

## COMPENSATION GOVERNANCE

### Director Compensation

The corporate governance committee reviews director compensation to satisfy itself that it is appropriate within the market and aligns directors' and shareholders' interests. The board determines the amount and form of director compensation based on the corporate governance committee's recommendation. Further information on director compensation can be found in the "Director Compensation" section of this circular.

### Executive Compensation

The objective of the bank's executive compensation strategy is to attract, retain and motivate high-performing executives to create sustainable value over the long-term. The bank's executive compensation program is overseen by the board and its human resources committee and is fully described in the "Approach to Executive Compensation" section of this circular.

The human resources committee, with the benefit of advice from its independent advisor, Hugessen Consulting Inc., reviews and approves, or recommends to the board for approval, the salary, annual cash incentive, and equity compensation awards for certain executive officers. These include the named executive officers listed in the Summary Compensation Table in the "2023 Performance and Compensation" section of this circular, other members of the senior executive team, heads of control functions, and the 50 highest-paid employees across the bank. The human resources committee also approves aggregate compensation awards under all executive compensation and equity plans, and has oversight accountability for all material employee compensation plans. The human resources committee also reviewed the executive compensation disclosure in this circular before it was approved by the board. The bank has adopted certain policies and processes that align with best practices such that risk is appropriately considered in compensation plans, including:

- at year end, the CRO presents an enterprise risk appetite scorecard to the risk and human resources committees to allow for appropriate consideration of risk when determining the amount of compensation to be awarded and whether any adjustments to maturing deferred compensation are appropriate;
- any material changes to the plan design for material compensation plans must be reviewed and endorsed by a challenge committee and subsequently by the CRO to confirm that the design does not create an incentive for risk-taking beyond the bank's risk appetite;
- all bank executives and all TD Securities employees are evaluated on governance, control, and risk management behaviours as part of the annual performance assessment process. Results from this assessment are considered when year-end performance and compensation decisions are made;
- the human resources committee has discretion to reduce annual incentive awards (including cash and equity based incentives) to zero under all executive plans;
- the human resources committee has discretion to reduce or cancel unvested deferred compensation;
- a comprehensive clawback feature that can be triggered by misconduct, a restatement of financial results, or a material error is included in all executive compensation plans; in addition, all equity awards granted after December 1, 2017 are subject to expanded clawback provisions that allow for clawback in the event of misconduct, and a new incentive compensation clawback policy was implemented in October 2023 in compliance with the New York Stock Exchange Listed Company Manual;
- a significant portion of compensation for all executives is awarded as equity which vests after a minimum of three years; and
- share ownership requirements including post-retirement holding requirements for the most senior executives, including two years post-retirement for the CEO and one year for the other named executive officers.

Information on the human resources committee's independent advisor can be found in the "Independent Advisors" section of the "Report of the Human Resources Committee".

### **CEO Compensation**

The board annually assesses the CEO's performance against pre-defined corporate goals and objectives. With the benefit of advice from its independent advisor, the human resources committee recommends the CEO's salary, annual cash incentive and equity compensation to the board for approval. The CEO's evaluation includes the results of a comprehensive 360° assessment process that incorporates feedback from all board and SET members. The assessment includes consideration of performance against the goals and short- and medium-term objectives agreed to by Mr. Masrani and the board at the beginning of the year, as well as performance of the bank on a scorecard of key performance metrics, including financial, operational, customer experience, risk, colleague and environmental, social and governance objectives. For a detailed analysis of the CEO's compensation in fiscal 2023, see the "CEO Compensation" section of this circular.

## BOARD COMMITTEES

The board has four committees: audit, corporate governance, human resources, and risk. More information on these committees can be found above in “Report of the Human Resources Committee” and below in the “Reports of the Board of Directors and Committees” sections of this Schedule A.

The board fulfills its role directly and through committees to which it delegates certain responsibilities. The composition requirements for each of the board’s committees are set out in their respective charters. The board approves the composition of each committee on the recommendation of the corporate governance committee, and can remove members. In recommending 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. Each independent director should serve on at least one committee each year. The corporate governance committee is composed of the Board Chair and the chairs of the audit committee, risk committee and human resources committee. Each committee may conduct all or part of any meeting in the absence of management. Each committee includes such in-camera sessions on its meeting agendas. For example, the audit committee meets on its own as well as separately with each of the CEO, chief financial officer, general counsel, chief auditor, chief risk officer, chief compliance officer, chief anti-money laundering officer and shareholders’ auditor at each of its regularly scheduled quarterly meetings.

Each committee reviews its charters annually to satisfy itself that it is operating effectively. Each committee establishes annual objectives as a focus for its core responsibilities and activities and to help prioritize the committee’s time and effort throughout the year. The committees measure progress against their objectives throughout the year. The charter for each committee is available at [www.td.com/governance/charters.jsp](http://www.td.com/governance/charters.jsp).

## REPORTS OF THE BOARD OF DIRECTORS AND COMMITTEES

The board and its committees regularly review the bank’s governance policies and procedures to be sure they meet or exceed evolving regulatory and market expectations. The reports of the board and its committees below are all as at October 31, 2023.

### REPORT OF THE BOARD OF DIRECTORS

The board’s activities are conducted in accordance with the responsibilities set out in the board’s charter (see “Board Mandate” in this Schedule A for details). The board is satisfied that it has fulfilled its responsibilities in fiscal 2023.

#### Strategy

- Reviewed, provided input on and approved the bank’s 2024 integrated plan, including the long-term strategic plan and the financial, capital and liquidity plans, in keeping with the bank’s purpose.
- Evaluated the top and emerging risks, including regulatory risk, fraud risk and competitive, economic and geopolitical dynamics, and the programs implemented to address them.
- Evaluated organic and acquisition growth opportunities, strategic opportunities, and emerging capabilities as well as investments in, and implementation of, platforms and technologies to deliver customer experience leadership across digital, branch/store and all other distribution channels, to support the bank’s long-term strategy.
- Reviewed the bank’s digital, technology and cybersecurity programs, including the use of the cloud.
- Considered the implications of the evolving regulatory environment for each segment strategy, as well as the workplace and operating environment, changes in consumer behaviour and expectations, and the competitive landscape.
- Reviewed progress related to the bank’s ESG strategies, priorities and programs, including with respect to the bank’s introduction of its new Sustainable & Decarbonization Finance Target.
- Monitored the bank’s inorganic growth strategy and initiatives, including the integration of TD Cowen (formerly Cowen Inc.) to accelerate the bank’s long-term growth strategy.
- Received an education session and updates on the key benefits of, and controls surrounding, responsible artificial intelligence (AI) and ChatGPT.
- Regularly engaged management in constructive dialogue regarding the impact strategic decisions could have on the bank’s growth and long-term value, and provided appropriate challenge and guidance to management.



<b>Risk Management</b>	<ul style="list-style-type: none"> <li>• Upon the recommendation of the risk committee, approved the bank’s risk appetite statement and monitored adherence.</li> <li>• Reviewed the bank’s enterprise-wide stress testing program and its output, including predicted impact of the stress scenarios on the bank’s capital and earnings.</li> <li>• Reviewed the bank’s cybersecurity program, including threat readiness and resilience, and toured the bank’s Fusion Center to monitor the bank’s multi-layered defence program to respond to potential cyber-attacks.</li> <li>• Considered the implications of U.S. bank failures, including market reaction, potential credit impacts and enhancements in the bank’s risk and control practices and governance structures.</li> <li>• Received regular reporting from the audit and risk committees on the bank’s enhancements to its Bank Secrecy Act/anti-money laundering compliance program.</li> <li>• Received regular reporting from the corporate governance committee on oversight of the bank’s conduct risk program.</li> </ul>
<b>Succession Planning and Talent Development</b>	<ul style="list-style-type: none"> <li>• Reviewed the bank’s ongoing succession planning and talent management strategy overall and development plans for key leadership roles.</li> <li>• Received updates on the bank’s enterprise culture oversight program.</li> <li>• Reviewed reports on colleague engagement and development, including updates on the bank’s people strategy.</li> </ul>
<b>Financial Reporting</b>	<ul style="list-style-type: none"> <li>• On the recommendation of the audit committee, approved the bank’s interim and annual consolidated financial statements, management’s discussion and analysis, and the earnings news releases on quarterly and annual results.</li> </ul>
<b>Operations</b>	<ul style="list-style-type: none"> <li>• Considered the risks facing the bank’s various businesses and regularly evaluated plans and progress to address critical operational risks with management.</li> <li>• Received regular reporting from the bank’s chief risk officer and executive leaders on the bank’s enhancements to its risk and control processes.</li> <li>• Focused on the continued progress of initiatives to reduce costs and manage expenses in a sustainable manner and to achieve enhanced customer experiences and greater operational and project delivery excellence.</li> </ul>
<b>Board Succession</b>	<ul style="list-style-type: none"> <li>• On the recommendation of the corporate governance committee, appointed Mr. Alan MacGibbon as board chair effective February 1, 2024. The board also appointed Mr. John MacIntyre, Chairman of Birch Hill Equity Partners, and Mr. Keith Martell, former president and chief executive officer of First Nations Bank of Canada (“FNBC”) to the board of directors. Further details are included in the “Report of the Corporate Governance Committee” in this circular.</li> </ul>

The reports of the board’s committees, outlining their key charter responsibilities and highlighting their key activities and accomplishments for fiscal 2023, are provided in this circular. Detailed disclosure of the bank’s corporate governance policies and practices are set out above in this Schedule A. Additional information relating to corporate governance at the bank is also available at [www.td.com/governance](http://www.td.com/governance).

# REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

## Committee Members (at fiscal year-end)

Brian M. Levitt (chair); Amy W. Brinkley; Karen E. Maidment; and Alan N. MacGibbon

### Independence

The committee is composed entirely of independent directors

### Meetings

7 during fiscal 2023

### Performance

The committee reviewed its charter and is satisfied that it has fulfilled its responsibilities for fiscal 2023

## Responsibilities

The corporate governance committee, chaired by the Board Chair, is responsible for fostering a healthy governance culture at the bank and for developing and enhancing the bank's corporate governance practices and standards. The committee's main responsibilities, as set out in its charter, include:

- identifying individuals qualified to become board members and recommending to the board the director nominees for the next annual shareholders' meeting and recommending candidates to fill vacancies on the board that occur between meetings of the shareholders;
- developing and recommending to the board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at the bank;
- satisfying itself that the bank communicates effectively, both proactively and responsively, with its shareholders, other interested parties and the public;
- overseeing the bank's alignment with its purpose and its strategy, performance and reporting on corporate responsibility for environmental and social matters;
- providing oversight of enterprise-wide conduct risk and enterprise-wide complaints, and acting as the conduct review committee of the bank and certain of its Canadian subsidiaries that are federally-regulated financial institutions;
- 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); and
- overseeing the evaluation of the board and committees.

The committee meets regularly without management present, and separately with the general counsel and with the chief compliance officer.

## 2023 Highlights

The committee reviewed a number of initiatives to carry out its mandate and further improve the bank's governance practices and standards, including:

### Oversight of Board Effectiveness

- Monitored the effective operation of the board and its committees, including the allocation of activities between committees.
- Reviewed the effectiveness of management reports to the board and committees and continued to enhance reporting to allow more time for meaningful discussion at meetings.
- Conducted the annual assessment of the board, its committees and their chairs, and of individual directors.

### Board and Committee Composition

- Continued to develop Board succession and candidate pipeline.
- In 2023, the committee extensively reviewed issues related to near- and long-term succession planning for the board and the roles of the board chair and committee chairs. Of note, the committee recommended that the board appoint Mr. Alan MacGibbon as board chair. His appointment became effective February 1, 2024. As Board Chair, Mr. MacGibbon also became the chair of the corporate governance committee. The committee recommended Ms. Nancy Tower to succeed Mr. MacGibbon as Chair of the Audit Committee. Ms. Tower's appointment became effective December 1, 2023 after serving alongside Mr. MacGibbon since June 2022. The committee also recommended that Mr. Claude Mongeau become Chair of the Human Resources Committee to succeed Ms. Karen Maidment, who will reach her Chair term limit following the bank's annual meeting on April 18, 2024.

**Board and  
Committee  
Composition  
(continued)**

- During the 2023 fiscal year, the committee recommended that the board appoint John MacIntyre, Chairman of Birch Hill Equity Partners, and Mr. Martell, former president and chief executive officer of First Nations Bank of Canada (“FNBC”) as new directors. For further information about the competencies and personal attributes of Mr. MacIntyre and Mr. Martell, see the “Director Nominees” section of this circular.
- Oversaw a comprehensive director orientation process for the bank’s new directors and received a report on the effectiveness of the director continuing education program.
- Reviewed the director skills/experience matrix to satisfy itself that it continues to reflect the most relevant skills, experiences and competencies.

**Purpose and  
Environmental,  
Social and  
Governance  
Matters**

- Received updates on the bank’s ESG strategy, reporting and performance.
- Received updates on setting and operationalizing the bank’s social strategy and progress on net-zero targets and related disclosures.
- Monitored stakeholder feedback, evolving industry standards and governance developments.
- Reviewed an annual calendar of proposed ESG-related presentations for the board and its committees.

**Shareholder  
Engagement**

- Oversaw engagement by directors and management with shareholders on a range of topics, including ESG-related matters.

**Governance  
Developments**

- Received reports on evolving regulatory practices, legislative changes and industry developments that may impact the bank’s own governance practices.

**Oversight of  
Conduct Risk,  
Ethical Behaviour  
and Enterprise  
Complaints**

- Received regular reports from Enterprise Conduct Risk including a review of conduct risk metrics, founded Code breaches, and conduct risk complaints.
- Received regular reports from Enterprise Customer Experience and Insights, including the Senior Customer Complaints Office, on the bank’s customer complaints, operational metrics and related action plans.
- Received regular reports from the bank’s chief compliance officer, including on the bank’s compliance with the FCPF and the bank’s complaint-handling procedures.
- Received updates on the implementation of the FCPF.

**Regulatory  
Requirements  
and Supervisory  
Expectations for  
Boards of Directors**

- Monitored that the committees of the board meet the oversight expectations of the bank’s regulators and supervisory authorities.

**Subsidiary  
Governance**

- Reviewed the linkages between the bank’s board and the boards of directors of the bank’s U.S. bank holding companies and the bank’s U.S. banking subsidiaries, including management’s report on the effectiveness of the subsidiary governance control framework.
- Received management’s report on global regulatory developments and legislative changes as well as internal corporate reorganizations impacting the bank’s subsidiaries.

## REPORT OF THE AUDIT COMMITTEE

### Committee Members (at fiscal year-end)

Alan N. MacGibbon\* (chair); Brian C. Ferguson\*; Keith G. Martell\*; S. Jane Rowe\*; Nancy G. Tower\*; and Mary A. Winston\* (\*audit committee financial experts)

#### Independence

The committee is composed entirely of independent directors

#### Meetings

9 during fiscal 2023, including 2 joint sessions with the risk committee (the shareholders’ auditor attended all meetings)

#### Performance

The committee reviewed its charter and is satisfied that it has fulfilled its responsibilities for fiscal 2023

## Responsibilities

The audit committee is responsible for supervising the quality and integrity of the bank's financial reporting, which includes overseeing the integrity of the bank's financial controls and the effectiveness of the internal and external audit functions, compliance and anti-money laundering. Members of the committee are expected to be financially literate or willing and able to acquire knowledge quickly, and at least one member must be an audit committee financial expert, as defined in applicable regulatory requirements. The committee's main responsibilities, as set out in its charter, include:

- overseeing reliable, accurate and clear financial reporting to shareholders;
- overseeing the effectiveness of internal controls, including internal control over financial reporting;
- being directly responsible for the selection, compensation, retention and oversight of the work of the shareholders' auditor — the shareholders' auditor reports directly to the committee;
- receiving reports from the shareholders' auditor, chief financial officer, chief auditor, chief compliance officer, and chief anti-money laundering officer, and evaluating the effectiveness and independence of each;
- overseeing the establishment and maintenance of policies and programs reasonably designed to achieve and maintain the bank's compliance with the laws and regulations that apply to it; and
- acting as the audit committee for certain subsidiaries of the bank that are federally-regulated financial institutions.

The committee meets regularly without members of management present, and separately with each of the shareholders' auditor, the chief executive officer, the chief financial officer, the chief risk officer, the general counsel, the chief auditor, the chief compliance officer, and the chief anti-money laundering officer.

## 2023 Highlights

In carrying out its responsibilities, the committee particularly focused on the following initiatives:

### Oversight of Internal Controls

- Reviewed information with respect to key controls over financial reporting, testing of internal controls over financial reporting and the results thereof, and monitored key internal control issues, the associated risks, and the status of corrective actions. Areas of particular focus included:
  - Allowance and provision for credit losses
  - Fair value measurement of derivatives
  - Valuation of provision for unpaid claims
  - Measurement of provision for uncertain tax positions
  - Goodwill impairment assessments
- Received regular updates from the finance function on key controls and processes to satisfy itself that financial reporting is reliable and accurate.
- Reviewed the opinion of the chief compliance officer on the adequacy of, adherence to, and effectiveness of enterprise-wide regulatory compliance management controls.
- Reviewed and approved Finance's financial plan, including strategic priorities.
- Reviewed and approved the annual internal audit plan, including the audit scope and related resourcing, and the risk assessment methodology to satisfy itself that the plan is appropriate, risk-based and is aligned with the risk profile of the bank and stakeholder expectations.
- Received regular updates from the bank's chief auditor on the status of audits, effectiveness, optimization and sustainability of key controls, and regulatory findings including those related to top and emerging risks, and enterprise-wide themes.
- Received regular updates from the shareholders' auditor on the status of their review and reporting relating to the effectiveness of the bank's internal control over financial reporting.

## **Oversight of Shareholders' Auditor**

- Oversaw the work of the shareholders' auditor, including review of audit plans, associated fees and their work related to areas of significant audit risk in accounts or disclosures that are material to the consolidated financial statements and involve especially challenging, subjective or complex judgments, including those related to the particular areas of focus for internal controls oversight as noted above.
- Conducted an annual and periodic review of the shareholders' auditor, including in respect of: the auditor's independence and objectivity; quality of the engagement team and of its communications and interactions with the auditor; and quality of service provided. The committee concluded that the results of the annual and periodic review of the shareholders' auditor were satisfactory.
- Received updates on the action plans resulting from the annual and periodic review, including updates on the audit quality indicators incorporated into the 2023 auditor assessment report.
- Reviewed and approved the shareholders' auditor.
- Reviewed the annual independence report of the shareholders' auditor and recommended to the board for recommendation to the shareholders the appointment of the shareholders' auditor.
- Reviewed the 2023 Canadian Public Accountability Board (CPAB) Interim Inspections results.
- Pre-approved all engagements with the shareholders' auditor (including any audit and non-audit services).
- Reviewed updates from the shareholders' auditor on auditing and regulatory developments globally affecting auditors and their impact on the bank, including the shareholders' auditor's governance standards in audit quality.

## **Finance and IFRS, Financial Reporting**

- Oversaw the bank's annual and quarterly financial reporting process, including the bank's reporting under IFRS.
- Received regular updates from the finance function on the bank's significant accounting policies, significant qualitative and quantitative judgments in accounting policies and estimates, and significant changes to financial statement disclosures, including those related to the particular areas of focus for internal controls oversight as noted above.
- Received updates on the internal controls and financial reporting relating to the acquisition of TD Cowen (formerly Cowen Inc.).
- Received updates on various financial reporting matters and accounting changes, including progress updates on the implementation of IFRS 17 ("Insurance Contracts").
- Received regular updates from the General Counsel and Head of Tax on regulatory, legal and tax matters.

## **Compliance**

- Received updates on consumer protection compliance, including applicable regulatory developments.
- Reviewed information with respect to compliance testing and monitoring matters, regulatory examinations, and ongoing regulatory updates.
- Received regular updates regarding enhancements to the bank's Regulatory Compliance Management program.
- Received regular updates from the bank's chief compliance officer and compliance unit executives on the effectiveness of key regulatory compliance management controls, top and emerging risks, and key regulatory issues.
- Provided effective challenge on the approach and methodology of assessing compliance department effectiveness and reviewed and approved the compliance department's annual plan.

**Anti-Money  
Laundering/  
Terrorist Financing**

- Oversaw the execution and ongoing effectiveness of the anti-money laundering/anti-terrorist financing/economic sanctions/anti-bribery and anti-corruption program (AML program), including the related risk assessment.
- Reviewed and approved the bank's AML department annual plan, including the bank's AML strategic priorities.
- Received regular updates on the status of key initiatives (including those focused on data capabilities), operational performance and effectiveness, top and emerging risks and regulatory developments.
- Received updates from the bank's chief anti-money laundering officer and key executives on the bank's enhancements to its U.S. Bank Secrecy Act/anti-money laundering compliance program and the status of key projects to enhance the effectiveness of control environment procedures.
- Jointly with the Risk Committee, received an education session from an external speaker on the current anti-financial crime regulatory landscape.

**Resource and  
Talent Management**

- Reviewed succession plans, performance goals and assessments of effectiveness of the Chief Financial Officer, Chief Auditor, Chief Compliance Officer and Chief Anti-Money Laundering Officer.
- Conducted and reviewed assessments of the effectiveness of the Finance, Internal Audit, Compliance and AML functions.

**Legal & Regulatory  
Compliance**

- Reviewed significant litigation and regulatory enforcement matters with the General Counsel.

For further information on the audit committee, see the discussion under the heading "Pre-Approval Policies and Shareholders' Auditor Service Fees" in the bank's 2023 annual information form ([www.sedarplus.ca](http://www.sedarplus.ca) or [www.td.com/investor/other.jsp](http://www.td.com/investor/other.jsp)).

# REPORT OF THE RISK COMMITTEE

## Committee Members (at fiscal year-end)

Amy W. Brinkley (chair); Cherie L. Brant; Colleen A. Goggins; David E. Kepler; Karen E. Maidment; Keith G. Martell; Nancy G. Tower; and Ajay K. Virmani

### Independence

The committee is composed entirely of independent directors

### Meetings

9 during fiscal 2023 (including 2 joint sessions with the audit committee, 1 joint session with the human resources committee)

### Performance

The committee reviewed its charter and is satisfied that it has fulfilled its responsibilities for fiscal 2023

## Responsibilities

The risk committee is responsible for overseeing the management of the bank's risk profile and approving enterprise-wide risk management frameworks and policies that support compliance with the bank's risk appetite and reinforce the bank's risk culture. The committee's main responsibilities, as set out in its charter, include:

- approving the Enterprise Risk Framework (ERF) and related risk category frameworks and policies that establish the appropriate approval levels for decisions and other measures to manage risk to which the bank is exposed;
- reviewing and recommending the bank's Enterprise Risk Appetite Statement for approval by the board;
- overseeing the bank's major risks as set out in the ERF;
- reviewing the bank's risk profile and performance against its Risk Appetite; and
- providing a forum for analysis of an enterprise view of risk including consideration of trends, and current and emerging risks.

The committee meets regularly without members of management present, and separately with each of the chief executive officer and the chief risk officer without other members of management present. The committee, together with the full board of directors, remain focused on providing strategic counsel and fostering substantive dialogue with management on risk matters.

## 2023 Highlights

In carrying out its responsibilities, the committee particularly focused on the following initiatives:

### Enterprise Risk Framework and Risk Appetite Process

- Reviewed and approved the bank's ERF, which continues to further integrate TD's risk appetite statement across the enterprise, and enhance the bank's risk culture and organizational understanding of how the bank views risk, its risk tolerances and escalation requirements.
- Reviewed and provided input throughout the year on the updates and proposed enhancements to the bank's risk appetite statement prior to recommending the revised risk appetite statement to the board for approval.
- Reviewed Risk Management's assessment of the bank's risk performance against its risk appetite statement as a key consideration in the decision-making process for senior management compensation.
- Oversaw the further enhancement of risk frameworks for several of the bank's major risk categories.

## **Governance, Risk and Control**

- Engaged in comprehensive presentations on cybersecurity, including updates on the evolving threat landscape, the impacts of current geopolitical events, enhancements to controls and third-party cyber risk management.
- Reviewed management updates on technology; fraud risk; insider risk; market and liquidity risk; model risk and artificial intelligence (AI), including risks and controls with respect to generative AI; environmental, social and governance risks, including climate change; operational risk; people/talent risk; anti-money laundering risk; and third-party risk.
- Received updates on the integration risk and governance structures relating to the acquisition of TD Cowen (formerly Cowen Inc.).
- Reviewed and approved the bank's recovery and resolution plans and received reporting on related testing activities.
- Received reports and engaged in discussions with executives from each of the bank's primary business segments covering the businesses' growth strategies, and management's oversight of key risks, challenges, and mitigating actions.
- Reviewed and approved the delegation of risk and credit limits to management.
- Received reports on the bank's operational resilience programs.

## **Emerging Risks**

- Reviewed emerging risk updates in enterprise risk dashboard reporting and discussed, among other things, excessive inflation, rising interest rates and recession risk, operational resilience, geopolitical risks and strategic risks of the evolving landscape.
- Received an education session from an external speaker on the current anti-financial crime regulatory landscape, including emerging trends, and related risk governance practices.

## **Risk Culture**

- Continued focus on ensuring the bank supports a culture which promotes accountability, escalating and promptly resolving issues, learning from past experiences, and encouraging open communication and transparency on all aspects of risk taking.

## **Risk Management Activities**

- Reviewed presentations on risk management activities, including reports on compliance with risk management policies and limits; regulatory updates; the results of enterprise stress testing to identify and assess bank-specific risks, inform risk tolerances and support strategic decisions; and an in-depth review of the bank's credit portfolio, including a review of the impact of inflation and recession risk.
- Received management presentations on issues of specific relevance, such as environmental and social risk, operational resilience, Basel III reforms, regulatory compliance and conduct risk, data management and data governance risk, fraud risk, third-party risk, and risk and control event identification.
- Received comprehensive credit risk updates, including asset concentration limits, commercial real estate, recession readiness, and current market events.
- Received progress updates on significant enterprise projects, initiatives and related risk assessment processes.
- Oversaw Treasury and Balance Sheet Management, trading and non-trading market risk, liquidity risk, and related activities.
- Jointly with the Audit Committee, received an update on the bank's enhancements to its Bank Secrecy Act/Anti-Money Laundering compliance program.
- Assessed the effectiveness of Risk Management and the adequacy of its annual budget and resource plan, and approved its mandate.
- Assessed the effectiveness of the chief risk officer and approved his mandate.

## **Risk Management Reports**

- Reviewed the quarterly enterprise risk dashboards, which include reporting on the bank's top and emerging risks and performance against its risk appetite.
- Received updates on the management of and significant exposures relating to the bank's major risk categories, and other topical updates.