

TD BANK EUROPE LIMITED

2012 Remuneration Disclosure



Remuneration Governance and Policies

Oversight of remuneration at TD Bank Group ("TD") globally is a key function of the Human Resources Committee ("TD HRC") of the Board of Directors. Additional oversight of remuneration for the London operations of TD Securities (Toronto-Dominion Bank London Branch, TD Bank Europe Limited (TDBEL) and TD Securities Limited (TDSL)) is provided by the European Remuneration Committee ("ERC") whose mandate includes ensuring alignment with regulatory requirements in the United Kingdom.

TD Bank Group Human Resources Committee

The TD HRC is the committee of the TD Bank Group Board of Directors that is responsible for overseeing TD's remuneration programs including remuneration (base salary, bonus, and equity remuneration), pension, benefits, and perquisites on a global basis. In addition, the TD HRC is responsible for overseeing talent management and succession planning for the senior-most executives of the bank, as well as setting objectives and evaluating the performance of the Chief Executive Officer (CEO) of the bank.

Committee Composition

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

European Remuneration Committee "ERC"

The ERC is the committee of the London Supervisory Committee ("LSC") of TD Securities (London) that has been authorized by the LSC to play a critical role in the oversight of remuneration.

The ERC is responsible for overseeing remuneration policies and programs for employees of TD Securities in London, UK, including TD Bank Europe Limited (TDBEL), and TD Securities Limited (TDSL) and for ensuring alignment with the requirements of the applicable regulatory authority including the promotion of effective risk management. As part of the oversight responsibilities, the ERC is responsible for identifying Code Staff, for reviewing and approving the individual remuneration packages for all Code Staff, and for reviewing and approving the aggregate incentive awards for all employees.

The Committee met twice during 2012.

Committee Composition

The ERC is composed of at least three members, two of whom (including the Chairman) are independent of the day to day management and oversight of activities. No individual is involved in decisions relating to his or her own remuneration.

Code Staff

In identifying Code Staff, all staff that could have a material impact on TDS London's risk profile were considered. The final list was determined by the ERC after assessing a number of factors including role, accountabilities, impact on risk, compensation, and size and composition of team.

As a result of this process, the following groups of employees have been identified as meeting the FSA's criteria for Code Staff:

- Senior Management
- Heads of Control Functions
- Heads of Business lines
- Material Risk takers

Each year, the ERC reviews and approves the individuals identified as Code Staff, based on the criteria established by the FSA.

Link Between Remuneration and Performance

Remuneration is made up of fixed pay (ie salary and benefits) and variable or incentive pay (annual and long-term incentives). Fixed pay is typically aligned with the market for similar roles at similar sized companies.

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

Under all incentive plans, the TD HRC and the ERC have the ability to make no awards in the event of poor performance, significant risk related issues, or other unusual circumstances. To facilitate appropriate risk adjustments to incentive plans, the TD Chief Risk Officer presents an annual Enterprise Risk Appetite Scorecard to a joint session of the TD Risk and HR Committees. The HRC considers this information when approving global incentive pools, and the ERC is advised of the Scorecard results for consideration when determining annual awards for TDS (London). In addition, input is provided by the risk and control function heads in London to the ERC for consideration regarding compensation decisions for individuals.

Variable incentive is delivered in two pieces – annual incentives and long-term incentives. Generally, the more senior or more highly paid the employee, the greater the portion of remuneration is delivered in long-term or deferred remuneration. Long-term incentives are used to align employees with shareholders over the long term, and the ultimate value realized is based on performance over time.

Long-term incentives are delivered through a number of different plans including a Deferred Cash Plan, a Restricted Share Unit Plan, a Performance Share Unit Plan, and a Stock Option Plan. The majority of the plans vest at the end of a minimum of three years, and include an additional 6 month retention period for Code Staff. The Deferred Cash and Share Unit Plans also include a risk adjustment of up to -20% that can be made at maturity prior to awards being paid out, based on consideration of risk outcomes during the deferral period.

Design and structure of remuneration including criteria used for performance measurement, risk adjustment, deferral policy and vesting criteria

All Code Staff receive either a salary plus incentive (executives/staff) or fees (non-executives). TD ensures that fixed remuneration is sufficient to maintain an appropriate balance between fixed and variable remuneration components.

Annual incentive awards for Code Staff are delivered through the Executive Compensation Plan (ECP), the Performance Compensation Plan (PCP) or the Employee Incentive Plan (EIP).

Details regarding the criteria used for performance measurement, risk adjustment, the deferral policy and vesting criteria can be found in the TD Annual Management Proxy Circular found at the following site: http://www.td.com/document/PDF/Proxy_E.pdf

Executive Compensation Plan

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

The key metrics used to determine the business performance factor include Net Income After Tax and Customer Experience results for the bank and for business segments as applicable. In addition, relative performance is evaluated against a peer group of companies on a series of measures that are determined by the TD HRC on an annual basis. The final business performance factor is subject to a discretionary risk adjustment that is approved by the TD HRC after considering performance against the bank's risk appetite.

To protect against conflict of interest, for executives in control functions, NIAT and Customer Experience results are based on TD performance, not on the performance of TD Securities or TD Securities (London).

Individual awards are based on evaluation of a number of factors including individual performance against objectives, leadership, potential, and consideration of a scorecard of governance, control and risk management behaviours and can be higher or lower than their variable remuneration target multiplied by their applicable business performance factor (funds available). The sum of individual awards should not exceed the aggregate funds available under the plan on a global basis.

Performance Compensation Plan

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

The aggregate pool is determined based on contribution to profit, aggregate enterprise and TD Securities performance, and a discretionary risk adjustment that is approved by the TD HRC after considering performance against the bank's risk appetite.

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

Senior business leaders are responsible for allocating their portion of the approved pool to the individual employees within their business. Individual award decisions are discretionary and there are no formulae or explicit guidelines for making award decisions. Factors considered include, but are not limited to the following: individual and business performance, teamwork, risk management, market environment, market levels of remuneration, and potential future contribution to the firm. To ensure appropriate consideration of non-financial performance measures, each employee is evaluated on a scorecard of governance, control and risk management measures in conjunction with the determination of the annual award.

Employee Incentive Plan

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

To protect against conflict of interest, for employees in control functions, NIAT and Customer Experience results are based on TD performance, not on the performance of TD Securities or TD Securities (London).

Individual awards are based on evaluation of a number of factors including individual performance against objectives and consideration of a scorecard which assesses governance, control and risk management behaviours. Awards to individual employees may be higher or lower than their funds available (i.e., their variable remuneration target x their applicable business performance factor x their applicable individual performance multiplier). However, the sum of individual awards should not exceed the aggregate funds available under the plan.

Annually, the ERC reviews and approves the aggregate ECP, PCP and EIP awards, ensuring they are aligned with and support the current and future financial status of TD Securities (London).

Aggregate Remuneration Awarded to Code Staff

The aggregate remuneration awarded to Code Staff and aligned Code Staff in TDBEL (including base salaries) is £4.0 million

	TDBEL
Code Staff	18
Fixed Remuneration	£1.8mm
Variable Remuneration	£2.3mm
Aggregate Remuneration	£4.0mm

Support functions Code Staff are also included in other TD Securities UK businesses

Note: Due to the size of the Code Staff population, and data protection issues, we are disclosing the remuneration under one heading and not differentiating between Senior Managers and other Code Staff.