



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), collectively defined herein as “TD Securities London”) is provided by the International Remuneration Committee (“IRC”) 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 (i.e., variable incentives, including deferred 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 for 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, talent management, remuneration, governance and risk management. To assist in executing its responsibilities, the TD HRC hires an independent remuneration advisor who reports solely to the TD HRC and does not provide any services to management.

International Remuneration Committee “IRC”

The IRC is the committee of the London Supervisory Committee (“LSC”) that has been authorized to play a critical role in the oversight of remuneration. The LSC is the senior management committee responsible for the implementation of strategies and business objectives for TD Securities Europe and Asia-Pacific.

The IRC is responsible for overseeing remuneration policies and programs for employees of TD Securities London 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 IRC 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 IRC met three times in 2015.



Committee Composition

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

The Committee may engage external advisors for independent advice and counsel. In fiscal 2015, the Committee did not engage any external advisors.

Code Staff

In identifying Code Staff, all employees that could have a material impact on TD Securities London's risk profile are considered. The final list is determined by the IRC after assessing a number of factors including role, accountabilities, impact on risk, remuneration, and size and composition of team.

The process for identifying Code Staff also incorporates the qualitative and quantitative criteria for identifying material risk takers, as published by the European Banking Authority (EBA) in June 2014.

As a result, the following groups of employees have been identified as meeting the EBA and the PRA's criteria for Code Staff:

- Senior Management
- Heads of Control Functions
- Heads of Business Lines
- Material Risk Takers (*as defined by the EBA*)

Each year, the IRC reviews and approves the individuals identified as Code Staff.

Link Between Remuneration and Performance

Remuneration consists of fixed pay (i.e. salary), variable incentive pay (non-deferred and deferred incentives) and benefits. Fixed pay is typically aligned with the market for similar roles at similar sized companies.

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



Variable incentive is delivered in two parts – non-deferred incentives and deferred incentives. Generally, the more senior or more highly paid the employee, the greater the portion of variable remuneration that is delivered as deferred remuneration. Deferred incentives (share based) are used to align employees with shareholders over the long term, and the ultimate value realized is based on performance over time.

Deferred 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 share-based plans include an additional 6 month retention period for Code Staff. To ensure that remuneration is aligned with risks over the medium term, at maturity, all deferred remuneration plans (Deferred Cash, Restricted Share Units / Performance Share Units and Stock Options) are subject to a discretionary reduction to the value of outstanding awards in certain unusual circumstances (as defined by the PRA) during the deferral period (described further below under 'Risk Adjustments').

Malus Adjustments

Under all incentive plans, the IRC and the TD HRC have the ability to reduce or cancel awards in the event of poor performance, significant risk related issues, or other unusual circumstances, such as:

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

To facilitate appropriate risk adjustments to incentive plans, the TD Chief Risk Officer presents an annual Enterprise Risk Appetite Scorecard to a joint session of the TD HRC and the TD Risk Committee of the TD Board of Directors. This process allows the TD HRC to appropriately consider risk when determining global incentive pools, and to ensure that remuneration is appropriately linked to the bank's risk adjusted performance. The IRC is advised of the Scorecard results for consideration when determining annual awards for TD Securities London. In addition, there is a risk and control process, whereby risk events are identified and documented (with input from risk and control function heads) and then individual performance and remuneration impacts are considered. The IRC reviews the results from the risk and control process and approves any adjustments to individual remuneration for TD Securities London employees.



Clawback

For Code Staff at TD Securities London, all variable incentive awards (both non-deferred and deferred incentives) made on or after January 1, 2015 are subject to clawback for a period of 7 years from the award date.

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

All Code Staff employees receive a base salary plus variable incentive. TD ensures that fixed remuneration is sufficient to maintain an appropriate balance between fixed and variable remuneration components. All Code Staff are subject to the Capital Requirements Directive IV bonus cap, whereby variable remuneration cannot exceed 100% of fixed compensation.

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 TD's annual Management Proxy Circular found at the following site:

<http://www.td.com/document/PDF/investor/2015/td-investor-2015-Proxy-EN.pdf>

Executive Compensation Plan

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

The key metrics used to determine the business performance factor include Net Income After Tax (NIAT), 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, NIAT and Customer Experience results for executives in control functions are based on TD's enterprise performance, not on the performance of TD Securities or TD Securities London.

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

Performance Compensation Plan

Annual incentive awards for front office employees, and other employees who directly support revenue generating positions, are delivered through the 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. Similar to those of the Executive Compensation Plan, the key metrics under the plan include NIAT 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, NIAT and Customer Experience results for employees in control functions are based on TD's enterprise performance, not on the performance of TD Securities or TD Securities London.

Individual awards are based on an 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 IRC 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.

Remuneration Awarded to Code Staff

For the year-ended October 31, 2015, 1 Code Staff is employed by TD Bank Europe Limited. To preserve employee confidentiality and data protection, remuneration data is not disclosed.

Table 1 – Aggregate Remuneration

	Total
Number of Code Staff ¹	1
2015 Remuneration (in £mm)	n/a

Note

¹ Reflects Code Staff as at October 31, 2015.



Table 2 - Remuneration - Fixed and Variable Amounts

<i>(in £mm)</i>	Senior Management / Other Code Staff
Number of Code Staff ¹	1
Fixed Compensation	
Salary	n/a
Variable Compensation Awards	n/a

Notes

¹ Reflects Code Staff as at October 31, 2015