

## Introduction

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

## Remuneration Governance and Policies

Oversight of remuneration at TD Bank Group (“TD”) globally is a key function of the Human Resources Committee (“TD HRC”) of the Board of Directors. Additional regional oversight of remuneration for employees of TD Securities in Europe and Asia-Pacific is provided by the International Remuneration Committee (“IRC”), with local oversight of remuneration for employees of TDGF provided by a subset of the TDGF Board (the independent non-executive directors and non-executive director). Beginning in fiscal 2020, the TDGF Corporate Governance Committee (“CGC”) of the TDGF Board of Directors (composed of independent non-executive directors and the non-executive director) will provide the local oversight.

As the CGC was not constituted in fiscal 2019, references to accountabilities that will be conducted by the CGC were conducted by a subset of the TDGF Board (the independent non-executive directors and non-executive director) in respect of fiscal 2019.

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

## TD Bank Group Human Resources Committee

The TD HRC is the committee of the TD Bank Group Board of Directors that is responsible for overseeing TD’s total rewards programs including remuneration (i.e., variable incentives, including deferred remuneration), pension, benefits, and perquisites on a global basis. In addition, the TD HRC is responsible for overseeing the talent management strategy 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 Europe and Asia-Pacific Supervisory Committee (“EAPSC”) that has been authorized to play a critical role in the oversight of remuneration. The EAPSC acts as the governing body for the TD Securities entities in Europe and Asia-Pacific, and as the representative of the shareholder for the Europe and Asia-Pacific subsidiaries.

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

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

The IRC met three times in 2019.

### 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 2019, the Committee did not engage any external advisors.

## Corporate Governance Committee

The Corporate Governance Committee (“CGC”) is the Committee of the TDGF Board of Directors that has been authorized to play a critical role in the oversight of nomination and remuneration for TDGF. The Committee will be constituted in fiscal 2020.

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

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

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

### Committee Composition

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

The Committee may engage external advisors for independent advice and counsel.

## Remuneration Policy

In fiscal 2019, a separate and distinct Remuneration Policy was developed for TDGF to reflect the recent growth in the Ireland business. The Remuneration Policy document includes remuneration policies, procedures, and related governance processes that are applicable and specific to TDGF employees, and in alignment with the EBA's Guidelines on Sound Remuneration Policies. Previously, the remuneration plans and policies applicable to TDGF employees was included in a Remuneration Policy for all TD Securities Europe employees however this has been made standalone to comply with local regulatory requirements. The TDGF Remuneration Policy was last approved by the independent non-executive directors and the non-executive director of the TDGF Board of Directors in November 2019.

## Material Risk Takers

Employees that can have a material impact on TD Global Finance's risk profile are identified as Material Risk Takers. As part of that process, employees are assessed against the EBA's qualitative and quantitative criteria for identifying material risk takers, which came into legislative effect in June 2014.

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

To ensure Material Risk Takers are appropriately identified, the CGC reviews and approves the listing of MRTs, at least on an annual basis, or as necessary to approve changes. The independent non-executive directors and the non-executive director of the TDGF Board of Directors reviewed and approved the listing of TDGF Material Risk Takers for fiscal 2019.

## Design and Structure of Remuneration for Material Risk Takers

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

All Material Risk Takers are subject to the Capital Requirement Directive IV bonus cap, whereby variable remuneration cannot exceed 100% of fixed remuneration.

## Elements of Remuneration

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

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

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

For the 2019 performance year, the following will generally apply to variable remuneration awarded to Material Risk Takers in accordance with the regulations:

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

## Deferral Requirements by Material Risk Taker Category

MRT Category	Minimum Deferral & Vesting Criteria	Post-Vest Retention Period
<b>MRT – Senior Manager</b> Ireland Management Committee and revenue generating Managing Directors	Five year deferral, with vesting no faster than on a pro-rata basis	12-months
<b>MRT – Other</b> All other TDGF Material Risk Takers	Three year deferral, with vesting no faster than on a pro-rata basis	12-months

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

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

Details regarding performance measurement, risk adjustment, and deferred remuneration can be found in TD's annual Management Proxy Circular found at the following site: [www.td.com/document/PDF/investor/2019/E-2019-Proxy-Circular.pdf](http://www.td.com/document/PDF/investor/2019/E-2019-Proxy-Circular.pdf)

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

## Executive Compensation Plan

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

For fiscal 2019, the key metrics used to determine the business performance factor include Net Income After Tax (“NIAT”), and Customer Experience and Return on Tangible Common Equity (“RoTCE”) for the bank and for business segments as applicable. In addition, relative performance is evaluated against a peer group of companies on a comprehensive scorecard of financial and shareholder measures. The final business performance factor is subject to a discretionary risk adjustment that is approved by the TD HRC after considering performance against the bank's risk appetite.

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

Individual awards are based on an evaluation of a number of factors including individual performance against objectives, leadership, future potential, and an evaluation against a standard set of accountabilities regarding risk and control behaviours. 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 PCP plan is a fully discretionary incentive plan, under which aggregate funding is allocated to individual participants after considering performance during the year, including any risk, control or other applicable conduct issues.

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

The approved global pool is allocated to senior business leaders by the 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.

Senior business leaders are responsible for allocating their portion of the approved pool to the individual employees within their business. Individual award decisions are determined as a total remuneration award. They are discretionary and there are no formulae or explicit guidelines for making award decisions. Factors considered include, but are not limited to, the following: individual and business performance, teamwork, risk management, market environment, market levels of remuneration, and potential future contribution to the firm. To ensure appropriate consideration of non-financial performance 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 Legendary Experience results for the bank and for business segments, as applicable. The Employee Incentive Plan also includes a discretionary adjustment to account for risk or other factors.

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

Individual awards are based on an evaluation of a number of factors including individual performance against objectives 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 CGC reviews and approves the aggregate ECP, PCP and EIP awards, ensuring they are aligned with and support the current and future financial status of TDGF.

## Link Between Remuneration and Performance

### Risk Adjustments

#### Risk Adjustments to Variable Incentive Pools

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

## Individual Risk Adjustments

All TD Securities employees are evaluated on a scorecard of governance, control, and risk management behaviours as part of the performance assessment process. In addition, TD Bank titled executives are evaluated against a standard set of accountabilities regarding risk and control behaviours

Results on the TD Securities scorecards and standard executive risk and control accountabilities are considered when year-end performance and remuneration decisions are made. In addition, there is an enterprise-wide risk and control process, whereby material risk and control events are identified and documented (with input from risk and control function heads) and then individual performance and remuneration impacts are considered. The CGC reviews the results from the risk and control process and approves any adjustments to individual remuneration for TDGF employees. As the CGC was not constituted in fiscal 2019, the independent non-executive directors and the non-executive director of the TDGF Board of Directors reviewed and approved potential individual risk adjustments for fiscal 2019.

## Misconduct and Compliance with Code of Conduct and Ethics

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

## Malus Adjustments

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

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

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

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

## Clawback

For Material Risk Takers at TDGF, all variable incentive awards (both non-deferred and deferred incentives) made on or after December 1, 2019 are subject to clawback for a period of 7 years from the award date.

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

## Remuneration Awarded to Material Risk Takers

The following tables summarise the total remuneration awarded to TDGF Material Risk Taker employees in respect of the performance year ending October 31, 2019.

**Table 1 – Aggregate Remuneration**

	<b>Total</b>
Number of Material Risk Takers <sup>1</sup>	7
2019 Remuneration (in €MM) <sup>2</sup>	1.0

<sup>1</sup> Reflects Material Risk Takers as at October 31, 2019.

<sup>2</sup> Remuneration converted into Euro based on October 2019 FX rates published on the European Banking Authority website.

**Table 2 – Remuneration: Fixed and Variable Remuneration**

To preserve employee confidentiality and data protection, the remuneration for “Senior Management” and “Other Material Risk Takers (MRTs)” is combined in the table below.

	<b>Senior Management &amp; Other MRTs</b>
Number of Material Risk Takers <sup>1</sup>	7
Fixed Remuneration (in €MM) <sup>2</sup>	0.7
Variable Remuneration (in €MM) <sup>2</sup>	0.3
<b>Total Remuneration (in €MM)<sup>2</sup></b>	<b>1.0</b>

<sup>1</sup> Reflects Material Risk Takers as at October 31, 2019.

<sup>2</sup> Remuneration converted into Euro based on October 2019 FX rates published on the European Banking Authority website.

**Table 3 – Deferred Remuneration**

As at October 31, 2019, two Material Risk Takers had deferred remuneration outstanding. To preserve confidentiality of the individuals, the value of deferred remuneration will not be disclosed.

**Table 4 – Guaranteed, Sign-on and Severance Payments in 2019**

In fiscal 2019, two Material Risk Takers received sign-on awards. To preserve confidentiality of the individuals, the total value of the sign-on awards will not be disclosed.

No Material Risk Taker received a future guaranteed incentive award in fiscal 2019.

No Material Risk Taker received a severance award in fiscal 2019.