

Disclosure Template of Main Features		Common Shares
1	Issuer	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891160 50 9
3	Governing law(s) of the instrument	Canada
<i>Regulatory treatment</i>		
4	Transitional Basel III rules	Common Equity Tier 1
5	Post-transitional Basel III rules	Common Equity Tier 1
6	Eligible at solo/group/group&solo	Group & Solo
7	Instrument type (types to be specified by jurisdiction)	Common shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$20,245
9	Par value of instrument	NA
10	Accounting classification	Shareholders' equity
11	Original date of issuance	NA
12	Perpetual or dated	Perpetual
13	Original maturity date	NA
14	Issuer call subject to prior supervisory approval	No
15	Optional call date, contingent call dates and redemption amount	NA
16	Subsequent call dates, if applicable	NA
<i>Coupons/dividends</i>		
17	Fixed or floating dividend/coupon *	Floating
18	Coupon rate and any related index *	\$0.47 per share
19	Existence of a dividend stopper	No
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary
21	Existence of a step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible <sup>(1)</sup>	Non-convertible
24	If convertible, conversion trigger (s)	NA
25	If convertible, fully or partially	NA
26	If convertible, conversion rate	NA
27	If convertible, mandatory or optional conversion	NA
28	If convertible, specify instrument type convertible into	
29	If convertible, specify issuer of instrument it converts into	NA
30	Write-down feature	No
31	If write-down, write-down trigger (s)	NA
32	If write-down, full or partial	NA
33	If write-down, permanent or temporary	NA
34	If temporary write-down, description of write-down mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Preferred Shares (see Preferred Shares Main Features Template)
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA

\* Holders of common shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.  
The information contained in this document is up to date as of December 3, 2015