

Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series S	Floating Rate Preferred Shares, Series T	5-Year Rate Reset Preferred Shares, Series Y
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 60 9	891145 72 4	891145 70 8
3	Governing law(s) of the instrument	Canada	Canada	Canada
<i>Regulatory treatment</i>				
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Ineligible	Ineligible	Ineligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$134	\$115	\$136
9	Par value of instrument	\$25	\$25	\$25
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	June 11, 2008	July 31, 2013	July 16, 2008
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	Jul 31, 2013 at \$25.00	On or after Jul 31, 2013 at \$25.50	Oct 31, 2013 at \$25.00
16	Subsequent call dates, if applicable	On Jul 31 every 5 years thereafter at \$25.00	On Jul 31, 2018 and on Jul 31 every 5 years thereafter at \$25.00	On Oct 31 every 5 years thereafter at \$25.00
<i>Coupons/dividends</i>				
17	Fixed or floating dividend/coupon *	Fixed	Floating	Fixed
18	Coupon rate and any related index *	3.371%	90 day Treasury Bill Rate + 1.60%, Reset Quarterly	3.5595%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Non-convertible	Non-convertible	Non-convertible
24	If convertible, conversion trigger (s)			
		NA	NA	NA
25	If convertible, fully or partially	NA	NA	NA
26	If convertible, conversion rate	NA	NA	NA
27	If convertible, mandatory or optional conversion	NA	NA	NA
28	If convertible, specify instrument type convertible into			
29	If convertible, specify issuer of instrument it converts into	NA	NA	NA
30	Write-down feature	No	No	No
31	If write-down, write-down trigger (s)	NA	NA	NA
32	If write-down, full or partial	NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	Yes	Yes	Yes
37	If yes, specify non-compliant features	Not NVCC compliant	Not NVCC compliant	Not NVCC compliant

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).
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The information contained in this document is up to date as of December 3, 2015

Disclosure Template of Main Features		Floating Rate Preferred Shares, Series Z	5-Year Rate Reset Preferred Shares, Series 1	5-Year Rate Reset Preferred Shares, Series 3
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 71 6	891145 69 0	891145 67 4
3	Governing law(s) of the instrument	Canada	Canada	Canada
<i>Regulatory treatment</i>				
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Ineligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$112	\$500	\$500
9	Par value of instrument	\$25	\$25	\$25
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	October 31, 2013	June 4, 2014	July 31, 2014
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13	Original maturity date	NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	On or after Oct 31, 2013 at \$25.50	Oct 31, 2019 at \$25.00	Jul 31, 2019 at \$25.00
16	Subsequent call dates, if applicable	On Oct 31, 2018 and on Oct 31 every 5 years thereafter at \$25.00	On Oct 31 every 5 years thereafter at \$25.00	On Jul 31 every 5 years thereafter at \$25.00
<i>Coupons/dividends</i>				
17	Fixed or floating dividend/coupon *	Floating	Fixed	Fixed
18	Coupon rate and any related index *	90 day Treasury Bill Rate + 1.68%, Reset Quarterly	3.90%	3.80%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Non-convertible	Convertible	Convertible
24	If convertible, conversion trigger (s)	NA	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	NA	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
26	If convertible, conversion rate	NA	Upon the occurrence of a Trigger Event, each outstanding Series 1 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Series 3 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27	If convertible, mandatory or optional conversion	NA	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	NA	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	NA	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	Write-down feature	No	No	No
31	If write-down, write-down trigger (s)	NA	NA	NA
32	If write-down, full or partial	NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	Yes	No	No
37	If yes, specify non-compliant features	Not NVCC compliant	N/A	N/A

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Some of TD's outstanding preferred shares are convertible into different series of preferred shares

Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series 5	5-Year Rate Reset Preferred Shares, Series 7
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 65 8	891145 63 3
3	Governing law(s) of the instrument	Canada	Canada
<i>Regulatory treatment</i>			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$500	\$350
9	Par value of instrument	\$25	\$25
10	Accounting classification	Shareholders' equity	Shareholders' equity
11	Original date of issuance	December 16, 2014	March 10, 2015
12	Perpetual or dated	Perpetual	Perpetual
13	Original maturity date	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	Jan 31, 2020 at \$25.00	July 31, 2020 at \$25.00
16	Subsequent call dates, if applicable	On Jan 31 every 5 years thereafter at \$25.00	On Jul 31 every 5 years thereafter at \$25.00
<i>Coupons/dividends</i>			
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	3.75%	3.60%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ¹⁾	Convertible	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
26	If convertible, conversion rate	Upon the occurrence of a Trigger Event, each outstanding Series 5 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Series 7 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	Write-down feature	No	No
31	If write-down, write-down trigger (s)	NA	NA
32	If write-down, full or partial	NA	NA
33	If write-down, permanent or temporary	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	No	No
37	If yes, specify non-compliant features	N/A	N/A

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Disclosure Template of Main Features		5-Year Rate Reset Preferred Shares, Series 9	Non-Cumulative Fixed Rate Preferred Shares, Series 11
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 61 7	891145 58 3
3	Governing law(s) of the instrument	Canada	Canada
<i>Regulatory treatment</i>			
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$200	\$150
9	Par value of instrument	\$25	\$25
10	Accounting classification	Shareholders' equity	Shareholders' equity
11	Original date of issuance	April 24, 2015	July 21, 2015
12	Perpetual or dated	Perpetual	Perpetual
13	Original maturity date	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	October 31, 2020 at \$25.00	October 31, 2020 at \$26.00
16	Subsequent call dates, if applicable	On Oct 31 every 5 years thereafter at \$25.00	October 31, 2021 at \$25.75 October 31, 2022 at \$25.50 October 31, 2023 at \$25.25 October 31, 2024 and thereafter at \$25.00
<i>Coupons/dividends</i>			
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	3.70%	4.90%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible
24	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
26	If convertible, conversion rate	Upon the occurrence of a Trigger Event, each outstanding Series 9 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Series 11 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	Write-down feature	No	No
31	If write-down, write-down trigger (s)	NA	NA
32	If write-down, full or partial	NA	NA
33	If write-down, permanent or temporary	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Subordinated Debt (see Subordinated Debt Main Features Template)
36	Non-compliant transitioned features	No	No
37	If yes, specify non-compliant features	N/A	N/A

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