UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.
20549

FORM 40-F

[Check one]

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **October 31, 2024** Commission File Number **1-14446**

THE TORONTO-DOMINION BANK
(Exact name of Registrant as specified in its charter)

Canada
(Province or other jurisdiction of incorporation or organization)

6029
(Primary Standard Industrial Classification Code Number (if applicable))

13-5640479
(I.R.S. Employer Identification Number (if applicable))

c/o General Counsel's Office
P.O. Box 1
Toronto-Dominion Centre
Toronto, Ontario M5K 1A2
(416) 308-6963
(Address and telephone number of Registrant's principal executive offices)

Glenn Gibson, The Toronto-Dominion Bank
One Vanderbilt Avenue
New York, NY
10017
(212) 827-7000
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	**TD**	**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not Applicable
(Title of Class)

For annual reports, indicate by check mark the information filed with this form:

☒ Annual information form ☒ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Common Shares	1,750,271,719
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 1 (Non-Viability Contingent Capital)	20,000,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 5 (Non-Viability Contingent Capital)	20,000,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 7 (Non-Viability Contingent Capital)	14,000,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 9 (Non-Viability Contingent Capital)	8,000,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 16 (Non-Viability Contingent Capital)	14,000,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 18 (Non-Viability Contingent Capital)	14,000,000
Class A First Preferred Shares, Series 26 (Non-Viability Contingent Capital)*	1,750,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 27	850,000
Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 28	800,000
Class A First Preferred Shares, Series 29 (Non-Viability Contingent Capital)*	1,500,000
Class A First Preferred Shares, Series 30 (Non-Viability Contingent Capital)*	1,750,000
Class A First Preferred Shares, Series 31 (Non-Viability Contingent Capital)*	750,000

* In connection with the issuance of: (i) Limited Recourse Capital Notes NVCC, Series 1, the Registrant issued CAD$1,750 million of Class A First Preferred Shares, Series 26 (Series 26 Preferred Shares) at a price of CAD$1,000 per Series 26 Preferred Share; (ii) Limited Recourse Capital Notes NVCC, Series 2, the Registrant issued CAD$1,500 million of Class A First Preferred Shares, Series 29 (Series 29 Preferred Shares) at a price of CAD$1,000 per Series 29 Preferred Share; (iii) Limited Recourse Capital Notes NVCC, Series 3, the Registrant issued USD$1,750 million of Class A First Preferred Shares, Series 30 (Series 30 Preferred Shares) at a price of USD$1,000 per Series 30 Preferred Share; and (iv) Limited Recourse Capital Notes NVCC, Series 4, the Registrant issued USD$750 million of Class A First Preferred Shares, Series 31 (Series 31 Preferred Shares) at a price of USD$1,000 per Series 31 Preferred Share. The Series 26 Preferred Shares, Series 29 Preferred Shares, Series 30 Preferred Shares and Series 31 Preferred Shares were issued to a trust to be held as limited recourse trust assets in connection with the Limited Recourse Capital Note structure. The Series 26 Preferred Shares, Series 29 Preferred Shares, Series 30 Preferred Shares and Series 31 Preferred Shares are eliminated on the Registrant's consolidated financial statements.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Ac during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the Registrant is an emerging growth company, as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the Registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

☒

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

☐

Auditor Name: Ernst & Young LLP *Auditor Location:* Toronto, Canada *Auditor Firm ID:* 1263

Disclosure Controls and Procedures

The disclosure provided under the heading *Accounting Standards and Policies – Controls and Procedures – Disclosure Controls and Procedures* included in Exhibit 99.2: Management's Discussion and Analysis is incorporated by reference herein.

Management's Annual Report on Internal Control Over Financial Reporting

The disclosure provided under the heading *Accounting Standards and Policies – Controls and Procedures - Management's Report on Internal Control Over Financial Reporting* included in Exhibit 99.2: Management's Discussion and Analysis is incorporated by reference herein.

Attestation Report of the Registered Public Accounting Firm

The disclosure provided under the heading *Report of Independent Registered Public Accounting Firm To the Shareholders and the Board of Directors of The Toronto-Dominion Bank – Opinion on Internal Control over Financial Reporting* included in Exhibit 99.3: 2024 Annual Financial Statements is incorporated by reference herein.

Changes in Internal Control Over Financial Reporting

The disclosure provided under the heading *Accounting Standards and Policies – Controls and Procedures - Changes in Internal Control Over Financial Reporting* included in Exhibit 99.2: Management's Discussion and Analysis is incorporated by reference herein.

Audit Committee Financial Expert

The disclosure provided under the heading *Directors and Executive Officers - Audit Committee* included in Exhibit 99.1: Annual Information Form dated December 4, 2024 is incorporated by reference herein.

Code of Ethics

The Registrant has adopted the *Code of Conduct and Ethics for Employees and Directors* (the "Code") as its code of ethics applicable to all its employees and directors, including the Registrant's Group President and Chief Executive Officer, Group Head and Chief Financial Officer, and Senior Vice President, Finance, Controller and Chief Accountant. The Registrant posts the Code on its website at www.td.com and also undertakes to provide a copy of the Code to any person without charge upon request. Such request may be made by mail, telephone or e-mail to:

The Toronto-Dominion Bank
TD Shareholder Relations
P.O. Box 1, Toronto-Dominion Centre
Toronto, Ontario, Canada M5K 1A2
Telephone: 1-866-756-8936
E-mail: tdshinfo@td.com

On February 6, 2024, an amended version of the Code was filed with the SEC on Form 6-K and made available on the Registrant's website.

The key amendments made to the Code at that time included: a) Introduction and Summary section revisions were made to add language confirming that nothing in the Code is intended to prevent or limit employees from exercising any protected rights under applicable law, b) Applying the Code, Step 4 Evaluate the Options and Make a Decision was updated to add an additional consideration of escalating a matter or engaging an appropriate partner, c) 2B Gifts and Entertainment revisions were made to align to the Anti-Bribery and Anti-Corruption Policy, and additional language added to clarify that all employees, regardless of jurisdiction are strictly prohibited from accepting any gift card, of any value, at any time, d) 2F Irregular Business Conduct, Anti-Competitive Behaviour, language has been added to address new competition law requirements regarding terms of employment and solicitation of employees, e) 2F Irregular Business Conduct, Tied Selling, the concept of "taking advantage of" has been added alongside the current prohibitions against coercing or imposing undue pressure on customers, f) 2K Cooperating with Audits, Reviews, and Investigations added the obligation that cooperation extends to authorized external reviews, as well as internal reviews, g) 3A Managing Conflicts of Interest, Introduction of Conflicts to Interest, language added to clarify to employees they may bring potential conflicts directly to the attention of Compliance not just when directed to do so by a Manager. In addition to these changes, certain other editorial, technical, administrative, and non-substantive amendments were made to the Code.

No waivers from the provisions of the Code were granted in the fiscal year ended October 31, 2024 to the Registrant's Group President and Chief Executive Officer, Group Head and Chief Financial Officer, and Senior Vice President, Finance, Controller and Chief Accountant.

Principal Accountant Fees and Services

The disclosure regarding Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees provided under the heading *Directors and Executive Officers - Pre-Approval Policies and Shareholders' Auditor Service Fees* included in Exhibit 99.1: Annual Information Form dated December 4, 2024 is incorporated by reference herein.

Pre-Approval Policy for Audit and Non-Audit Services

The disclosure provided under the heading *Directors and Executive Officers - Pre-Approval Policies and Shareholders' Auditor Service Fees* included in Exhibit 99.1: Annual Information Form dated December 4, 2024 is incorporated by reference herein.

During the fiscal year ended October 31, 2024, the waiver of pre-approval provisions set forth in the applicable rules of the SEC were not utilized for any services related to Audit-Related Fees, Tax Fees or All Other Fees and the Audit Committee did not approve any such fees subject to the waiver of pre-approval provisions.

Hours Expended on Audit Attributed to Persons Other than the Principal Accountant's Employees

Not Applicable

Off-balance Sheet Arrangements

The disclosure provided under the heading *Group Financial Condition – Securitization and Off-Balance Sheet Arrangements* included in Exhibit 99.2: Management's Discussion and Analysis is incorporated by reference herein.

Contractual and Other Obligations

The disclosure provided in Table 58: *Remaining Contractual Maturity* included in Exhibit 99.2: Management's Discussion and Analysis is incorporated by reference herein.

Identification of the Audit Committee

The disclosure provided under the heading *Directors and Executive Officers - Audit Committee* included in Exhibit 99.1: Annual Information Form dated December 4, 2024 identifying the Registrant's Audit Committee is incorporated by reference herein.

Mine Safety Disclosure

Not Applicable

Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not Applicable

Recovery of Erroneously Awarded Compensation.

Not Applicable

Undertaking

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

Comparison of New York Stock Exchange Corporate Governance Rules

A comparison of NYSE Corporate Governance Rules required to be followed by U.S. Domestic Issuers under the NYSE's listing standards and the Corporate Governance practices of The Toronto-Dominion Bank (disclosure required by section 303A.11 of the NYSE Company Manual) is available on the Corporate Governance section of the Registrant's website at www.td.com/governance .

Signatures

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant:	THE TORONTO-DOMINION BANK
By:	*/s/ Kelvin Tran*
Name:	Kelvin Tran
Title:	Group Head and Chief Financial Officer
Date:	December 5, 2024

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F
ANNUAL REPORT PURSUANT TO
SECTION 13(a) or 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

THE TORONTO-DOMINION BANK

EXHIBITS

INDEX TO EXHIBITS

No.	Exhibits
97	Incentive Compensation Clawback Policy
99.1	Annual Information Form dated December 4, 2024
99.2	Management's Discussion and Analysis
99.3	2024 Annual Financial Statements
99.4	Industry Guide 3 – Return on Assets, Dividend Payouts, and Equity to Assets Ratios
99.5	Code of Ethics
99.6	Consent of Independent Registered Public Accounting Firm
99.7	Certification Pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002
99.8	Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002
101	The following financial information from The Toronto-Dominion Bank's Annual Report on Form 40-F for the year ended October 31, 2024 formatted in Inline XBRL: (i) Consolidated Balance Sheet as at October 31, 2024 and 2023; (ii) Consolidated Statements of Income, Comprehensive Income, Changes in Equity, and Cash Flows for the years then ended October 31, 2024; and (iii) Notes to Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Exhibit 97

Incentive Compensation Clawback Policy

The Incentive Compensation Clawback Policy is incorporated by reference to Exhibit 97 to the Annual Report on Form 40-F filed on November 30, 2023



The Toronto-Dominion Bank

ANNUAL INFORMATION FORM

December 4, 2024

Documents Incorporated by Reference

Portions of this Annual Information Form ("AIF") are disclosed in the annual consolidated financial statements (the "Annual Financial Statements") and management's discussion and analysis of the Bank (as defined below) for the year ended October 31, 2024 (the "2024 MD&A") and are incorporated by reference into this AIF.

	Page Reference in AIF	Page / Incorporated by Reference from Annual Financial Statements	Page / Incorporated by Reference From 2024 MD&A
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APPENDIX "A" – Intercorporate Relationships
APPENDIX "B" – Description of Ratings
APPENDIX "C" – Audit Committee Charter

Unless otherwise specified, this AIF presents information as at October 31, 2024.

Caution Regarding Forward-Looking Statements

From time to time, the Bank (as defined in this document) makes written and/or oral forward-looking statements, including in this document, in other filings with Canadian regulators or the United States (U.S.) Securities and Exchange Commission (SEC), and in other communications. In addition, representatives of the Bank may make forward-looking statements orally to analysts, investors, the media, and others. All such statements are made pursuant to the "safe harbour" provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in this document, the Management's Discussion and Analysis ("2024 MD&A") in the Bank's 2024 Annual Report under the heading "Economic Summary and Outlook", under the headings "Key Priorities for 2025" and "Operating Environment and Outlook" for the Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking segments, and under the heading "2024 Accomplishments and Focus for 2025" for the Corporate segment, and in other statements regarding the Bank's objectives and priorities for 2025 and beyond and strategies to achieve them, the regulatory environment in which the Bank operates, and the Bank's anticipated financial performance.

Forward-looking statements are typically identified by words such as "will", "would", "should", "believe", "expect", "anticipate", "intend", "estimate", "plan", "goal", "target", "may", and "could". By their very nature, these forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the physical, financial, economic, political, and regulatory environments, such risks and uncertainties – many of which are beyond the Bank's control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements.

Risk factors that could cause, individually or in the aggregate, such differences include: strategic, credit, market (including equity, commodity, foreign exchange, interest rate, and credit spreads), operational (including technology, cyber security, process, systems, data, third-party, fraud, infrastructure, insider and conduct), model, insurance, liquidity, capital adequacy, legal and regulatory compliance (including financial crime), reputational, environmental and social, and other risks.

Examples of such risk factors include general business and economic conditions in the regions in which the Bank operates (including the economic, financial, and other impacts of pandemics); geopolitical risk; inflation, interest rates and recession uncertainty; regulatory oversight and compliance risk; risks associated with the Bank's ability to satisfy the terms of the global resolution of the civil and criminal investigations into the Bank's U.S. BSA/AML program; the impact of the global resolution of the civil and criminal investigations into the Bank's U.S. BSA/AML program on the Bank's businesses, operations, financial condition, and reputation; the ability of the Bank to execute on long-term strategies, shorter-term key strategic priorities, including the successful completion of acquisitions and dispositions and integration of acquisitions, the ability of the Bank to achieve its financial or strategic objectives with respect to its investments, business retention plans, and other strategic plans; the risk of large declines in the value of Bank's Schwab equity investment and corresponding impact on TD's market value; technology and cyber security risk (including cyber-attacks, data security breaches or technology failures) on the Bank's technologies, systems and networks, those of the Bank's customers (including their own devices), and third parties providing services to the Bank; data risk; model risk; fraud activity; insider risk; conduct risk; the failure of third parties to comply with their obligations to the Bank or its affiliates, including relating to the care and control of information, and other risks arising from the Bank's use of third-parties; the impact of new and changes to, or application of, current laws, rules and regulations, including without limitation consumer protection laws and regulations, tax laws, capital guidelines and liquidity regulatory guidance; increased competition from incumbents and new entrants (including Fintechs and big technology competitors); shifts in consumer attitudes and disruptive technology; environmental and social risk (including climate-related risk); exposure related to litigation and regulatory matters; ability of the Bank to attract, develop, and retain key talent; changes in foreign exchange rates, interest rates, credit spreads and equity prices; downgrade, suspension or withdrawal of ratings assigned by any rating agency, the value and market price of the Bank's common shares and other securities may

be impacted by market conditions and other factors; the interconnectivity of Financial Institutions including existing and potential international debt crises; increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies, and methods used by the Bank; and the occurrence of natural and unnatural catastrophic events and claims resulting from such events.

The Bank cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank's results. For more detailed information, please refer to the "Risk Factors and Management" section of the 2024 MD&A, as may be updated in subsequently filed quarterly reports to shareholders and news releases (as applicable) related to any events or transactions discussed under the heading "Significant Events" or "Significant and Subsequent Events" in the relevant MD&A, which applicable releases may be found on www.td.com.

All such factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, should be considered carefully when making decisions with respect to the Bank. The Bank cautions readers not to place undue reliance on the Bank's forward-looking statements. Material economic assumptions underlying the forward-looking statements contained in this document are set out in the 2024 MD&A under the heading "Economic Summary and Outlook", under the headings "Key Priorities for 2025" and "Operating Environment and Outlook" and "Significant Events" for the Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking segments, and under the heading "2024 Accomplishments and Focus for 2025" for the Corporate segment, each as may be updated in subsequently filed quarterly reports to shareholders.

Any forward-looking statements contained in this document represent the views of management only as of the date hereof and are presented for the purpose of assisting the Bank's shareholders and analysts in understanding the Bank's financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group ("TD" or the "Bank"). The Toronto-Dominion Bank, a Schedule 1 chartered bank subject to the provisions of the *Bank Act* (Canada) (the "Bank Act"), was formed on February 1, 1955 through the amalgamation of The Bank of Toronto (chartered in 1855) and The Dominion Bank (chartered in 1869). The Bank's head office is located at Toronto-Dominion Centre, P.O. Box 1, King Street West and Bay Street, Toronto, Ontario, M5K 1A2.

Intercorporate Relationships

Information about the intercorporate relationships among the Bank and its principal subsidiaries is provided in Appendix "A" to this AIF.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

On October 6, 2020, The Charles Schwab Corporation ("Schwab") completed its acquisition of TD Ameritrade Holding Corporation ("TD Ameritrade"), of which the Bank was a major shareholder (the "Schwab transaction"). Upon closing, the Bank exchanged its approximate 43% ownership in TD Ameritrade for an approximate 13.5% stake in Schwab, consisting of 9.9% voting common shares and the remainder in non-voting common shares, convertible into voting common shares upon transfer to a third party. On August 1, 2022, the Bank sold 28.4 million non-voting common shares of Schwab, which

reduced the Bank's ownership interest in Schwab to approximately 12.0%. On August 21, 2024, the Bank sold 40,500,000 voting common shares of Schwab, which reduced the Bank's ownership interest in Schwab to approximately 10.1%.

In addition, on November 25, 2019, the Bank and Schwab entered into an insured deposit account agreement (the "2019 Schwab IDA Agreement"), which became effective upon closing of the Schwab transaction and had an initial expiration date of July 1, 2031. On May 4, 2023, the Bank and Schwab entered into an amended insured deposit account agreement, which replaces the 2019 Schwab IDA Agreement and extends the initial expiration date by three years to July 1, 2034.

On February 28, 2022, the Bank and First Horizon Corporation ("First Horizon") announced a definitive agreement (the "Merger Agreement") for the Bank to acquire First Horizon. On May 4, 2023, the Bank and First Horizon announced their mutual decision to terminate the Merger Agreement and the Bank made a $306 million (US$225 million) cash payment to First Horizon in connection with such termination.

On March 1, 2023, the Bank completed its acquisition of Cowen Inc. ("Cowen"), advancing the Wholesale Banking segment's long-term growth strategy in the U.S. and adding complementary products and services to the Bank's existing businesses.

On October 10, 2024, following active cooperation and engagement with authorities and regulators, the Bank reached a resolution with respect to previously disclosed investigations related to its U.S. Bank Secrecy Act ("BSA") and Anti-Money Laundering ("AML") compliance programs. The Bank and certain of its U.S. subsidiaries consented to orders with the Office of the Comptroller of the Currency ("OCC"), the Federal Reserve Board ("FRB"), and the Financial Crimes Enforcement Network (FinCEN) and entered into plea agreements with the Department of Justice ("DOJ"), Criminal Division, Money Laundering and Asset Recovery Section and the United States Attorney's Office for the District of New Jersey (collectively, the "Global Resolution"). Details of the Global Resolution include: (i) a total payment of US$3.088 billion (C$4.233 billion), all which was provisioned during the 2024 fiscal year; (ii) TD Bank, N.A. ("TDBNA") pleading guilty to one count of conspiring to fail to maintain an adequate AML program, fail to file accurate currency transaction reports ("CTRs") and launder money and TD Bank US Holding Company ("TDBUSH") pleading guilty to two counts of failing to maintain an adequate AML program and failing to file accurate CTRs; (iii) requirements to remediate the Bank's U.S. BSA/AML program, broadly aligned to its existing remediation program, which requirements the Bank has begun to address; (iv) a requirement to prioritize the funding and staffing of the remediation, which includes Board certifications for dividend distributions from certain of the Bank's U.S. subsidiaries to the Bank; (v) formal oversight of the U.S. BSA/AML remediation through an independent compliance monitorship; (vi) a prohibition against the average combined total assets of TD's two U.S. banking subsidiaries (TD Bank, N.A. and TD Bank USA, N.A.) (collectively, the "U.S. Bank") exceeding US$434 billion (representing the combined total assets of the U.S. Bank as at September 30, 2024), and if the U.S. Bank does not achieve compliance with all actionable articles in the OCC consent orders (and for each successive year that the U.S. Bank remains non-compliant), the OCC may require the U.S. Bank to further reduce total consolidated assets by up to 7%; (vii) the U.S. Bank being subject to OCC supervisory approval processes for any additions of new bank products, services, markets, and stores prior to the OCC's acceptance of the U.S. Bank's improved AML policies and procedures, to ensure the AML risk of new initiatives is appropriately considered and mitigated; (viii) requirements for the Bank and TD Group U.S. Holdings, LLC to retain a third party to assess the effectiveness of the corporate governance and U.S. management structure and composition to adequately oversee U.S. operations; and (ix) requirements to comply with the terms of the plea agreements with the DOJ during a five-year term of probation (which could be extended as a result of the Bank failing to complete the compliance undertakings, failing to cooperate or to report alleged misconduct as required, or committing additional crimes); (x) an ongoing obligation to cooperate with DOJ investigations; and (xi) an ongoing obligation to report evidence or allegations of violations by the Bank, its affiliates, or their employees that may be a violation of U.S. federal law. The Bank is focused on remediating its U.S. BSA/AML program to meet the requirements of the Global Resolution. Additional information about the Global Resolution can be found under "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" on pages 4 to 9 of the 2024 MD&A, which is incorporated by reference.

DESCRIPTION OF THE BUSINESS

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group ("TD" or the "Bank"). TD is the sixth largest bank in North America by assets and serves over 27.9 million customers in four key businesses operating in a number of locations in financial centres around the globe: Canadian Personal and Commercial Banking, including TD Canada Trust and TD Auto Finance Canada; U.S. Retail, including TD Bank, America's Most Convenient Bank®, TD Auto Finance U.S., TD Wealth (U.S.), and an investment in The Charles Schwab Corporation; Wealth Management and Insurance, including TD Wealth (Canada), TD Direct Investing, and TD Insurance; and Wholesale Banking, including TD Securities and TD Cowen. TD also ranks among the world's leading online financial services firms, with more than 17 million active online and mobile customers. TD had $2.06 trillion in assets on October 31, 2024. The Toronto-Dominion Bank trades under the symbol "TD" on the Toronto and New York Stock Exchanges.

Descriptions of TD's significant business segments and related information are provided on pages 14 to 15 and 21 to 39 of the 2024 MD&A, which are incorporated by reference.

Investment in The Charles Schwab Corporation

See "General Development of the Business" above for additional information regarding the Bank's ownership in Schwab.

The Bank owned an approximate 10.1% stake in Schwab as at October 31, 2024 consisting of approximately 7.5% in voting common shares and the remainder in non-voting common shares of Schwab.

Schwab is a leading provider of financial services. Through its subsidiaries, Schwab provides a full range of wealth management, securities brokerage, banking, asset management, custody, and financial advisory services to individual investors and independent investment advisors. Schwab is a U.S. publicly-traded company and its common stock is listed on The New York Stock Exchange.

The Bank and Schwab are party to a stockholder agreement (the "Stockholder Agreement"), which became effective upon closing of the Schwab transaction. Under the Stockholder Agreement: (i) subject to meeting certain conditions, the Bank has two seats on Schwab's Board of Directors, which seats are currently held by Mr. Bharat Masrani and Mr. Brian Levitt, (ii) the TD Bank Group is not permitted to own more than 9.9% voting common shares of Schwab, and (iii) the Bank is subject to customary standstill restrictions and, subject to certain exceptions, transfer restrictions.

Average Number of Employees

TD had an average of 101,759 full-time equivalent employees for fiscal 2024.

Social and Environmental Policies

The Bank publishes a Sustainability Report outlining the Bank's social and environmental policies and strategies. This report and other related information is available on the Bank's website. Additional information about the Bank's social and environmental policies can be found under "Environmental and Social Risk" on pages 102 to 104 of the 2024 MD&A, which is incorporated by reference.

Risk Factors

The Bank considers it critical to regularly assess its operating environment and highlight top and emerging risks, which are risks with a potential to have a material effect on the Bank and where the attention of senior leaders is focused due to the potential magnitude or immediacy of their impact. An explanation of the types of risks facing the Bank and its businesses and the ways in which the Bank

manages them can be found under the heading “Risk Factors and Management” on pages 61 to 104 of the 2024 MD&A, which is incorporated by reference.

DIVIDENDS

Dividends per Share for the Bank (October 31st year-end) [1]

Type of Shares	2024	2023	2022
Common Shares	4.08	3.84	$3.56
Class A First Preferred Shares (Non-Viability Contingent Capital) [1]			
Series 1[2]	$1.24	$0.92	$0.92
Series 3[3]	-	$0.92	$0.92
Series 5	$0.97	$0.97	$0.97
Series 7	$0.80	$0.80	$0.80
Series 9	$0.81	$0.81	$0.81
Series 16	$1.58	$1.58	$1.13
Series 18[4]	$1.44	$1.31	$1.18
Series 20[5]	-	$1.19	$1.19
Series 22[6]	-	$1.30	$1.30
Series 24[7]	-	$1.28	$1.28
Series 26[8]	-	-	-
Series 27[9]	$57.50	$57.50	$32.85
Series 28[9]	$72.32	$72.32	$19.42
Series 29[10]	-	-	-
Series 30[11]	-	-	-
Series 31[12]	-	-	-

Notes:

1 Except as noted, dividends are payable quarterly on last day of January, April, July and October in each year, in an amount per share per annum determined by multiplying the Annual Fixed Dividend Rate (as defined within each Prospectus Supplement) applicable to such Subsequent FixedRate Period by $25.00.

2 On October 16, 2024, the Bank announced that none of its 20 million Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares, Series 1 (Non-Viability Contingent Capital (NVCC)) (the "Series 1 Shares") will be converted on October 31, 2024 into Non-Cumulative Floating Rate Class A First Preferred Shares, Series 2 (NVCC) (the "Series 2 Shares") of TD. As had been previously announced on October 1, 2024, the dividend rate for the Series 1 Shares for the 5-year period from and including October 31, 2024 to but excluding October 31, 2029, if declared, is payable at a per annum rate of 4.97%.

3 On July 31, 2024, the Bank redeemed all of its 20,000,000 outstanding Non-Cumulative Class A First Preferred Shares, Series 3 (NVCC).

4 On April 18, 2023, the Bank announced that none of its 14 million Non-Cumulative 5-Year Rate Reset Preferred Shares NVCC, Series 18 ("Series 18 Shares") would be converted on April 30, 2023 into Non-Cumulative Floating Rate Preferred Shares NVCC, Series 19. As had been previously announced on March 31, 2023, the dividend rate for the Series 18 Shares for the 5-year period from and including April 30, 2023 to but excluding April 30, 2028, if declared, is payable at a per annum rate of 5.747%.

5 On October 31, 2023, the Bank redeemed all of its 16,000,000 outstanding Non-Cumulative Class A First Preferred Shares, Series 20 (NVCC).

6 On April 30, 2024, the Bank redeemed all of its 14,000,000 outstanding Non-Cumulative Class A First Preferred Shares, Series 22 (NVCC).

7 On July 31, 2024, the Bank redeemed all of its 18,000,000 outstanding Non-Cumulative Class A First Preferred Shares, Series 24 (NVCC)

8 The Class A First Preferred Shares, Series 26 (NVCC) (the "Series 26 Shares") were issued on July 29, 2021 to the Limited Recourse Trust, in connection with the issuance of limited recourse capital notes. Until revoked, the trustee of the Limited Recourse Trust has waived its right to receive any and all dividends on the Series 26 Shares. Until such waiver is revoked by the trustee of the Limited Recourse Trust, no dividends are expected to be declared or paid on the Series 26 Shares.

9 Dividends are payable semi-annually on April 30 and October 31 in each year, in an amount per share per annum determined by multiplying the Annual Fixed Dividend Rate (as defined within the Prospectus Supplement) applicable to such Subsequent Fixed Rate Period by $1,000.00.

10 The Class A First Preferred Shares, Series 29 (NVCC) (the "Series 29 Shares") were issued on September 14, 2022 to a Limited Recourse Trust, in connection with the issuance of limited recourse capital notes. Until revoked, the trustee of the Limited Recourse Trust has waived its right to receive any and all dividends on the Series 29 Shares. Until such waiver is revoked by the trustee of the Limited Recourse Trust, no dividends are expected to be declared or paid on the Series 29 Shares.

11 The Class A First Preferred Shares, Series 30 (NVCC) (the "Series 30 Shares") were issued on October 17, 2022 to a Limited Recourse Trust, in connection with the issuance of limited recourse capital notes. Until revoked, the trustee of the Limited Recourse Trust has waived its right to receive any and all dividends on the Series 30 Shares. Until such waiver is revoked by the trustee of the Limited Recourse Trust, no dividends are expected to be declared or paid on the Series 30 Shares.

12 The Class A First Preferred Shares, Series 31 (NVCC) (the "Series 31 Shares") were issued on June 28, 2024 to a Limited Recourse Trust (defined below), in connection with the issuance of limited recourse capital notes. Until revoked, the trustee of the Limited Recourse Trust has waived its right to receive any and all dividends on the Series 31 Shares. Until such waiver is revoked by the trustee of the Limited Recourse Trust, no dividends are expected to be declared or paid on the Series 31 Shares.

Dividend Restrictions

The Bank is prohibited by the Bank Act from declaring dividends on its preferred or common shares if there are reasonable grounds for believing that the Bank is, or the payment would cause the Bank to be, in contravention of the capital adequacy and liquidity regulations of the Bank Act or directions of OSFI. In addition, the ability to pay dividends on common shares without the approval of the holders of the outstanding preferred shares is restricted unless all dividends on the preferred shares have been declared and paid or set apart for payment.

CAPITAL STRUCTURE

The following summarizes certain provisions of the Bank's common shares, preferred shares and other capital instruments qualifying as Additional Tier 1 Capital ("AT1") under OSFI's Capital Adequacy Requirements guideline, including limited recourse capital notes and perpetual notes. This summary is qualified in its entirety by the Bank's by-laws and the actual terms and conditions of such securities. For more information on the Bank's capital structure, see pages 52 to 59 of the 2024 MD&A and Notes 19 and 20 of the 2024 Annual Financial Statements. The Bank incorporates those pages and Notes by reference.

In accordance with capital adequacy requirements adopted by the Office of the Superintendent of Financial Institutions (Canada) ("OSFI"), in order to qualify as Tier 1 or Tier 2 Capital under Basel III, non-common capital instruments issued by the Bank after January 1, 2013, including Preferred Shares (as defined below) and Perpetual Notes (defined below), must include a non-viability contingent capital feature (the "NVCC Provisions"), under which they could be converted into a variable number of common shares of the Bank upon the occurrence of a Trigger Event. A Trigger Event is currently defined in OSFI's Capital Adequacy Requirements Guideline as an event where OSFI determines that the Bank is, or is about to become, non-viable and that after conversion of all non-common capital instruments and consideration of any other relevant factors or circumstances, the viability of the Bank is expected to be restored, or if the Bank has accepted or agreed to accept a capital injection or equivalent support from a federal or provincial government of Canada without which the Bank would have been determined by OSFI to be non-viable.

Common Shares

The authorized common share capital of the Bank consists of an unlimited number of common shares without nominal or par value.

Voting Rights

Subject to the restrictions set out under “Constraints” below, holders of common shares are entitled to vote at all meetings of the shareholders of the Bank, except meetings at which only holders of a specified class or series of shares are entitled to vote.

Dividend Rights

The holders of common shares are entitled to receive dividends as and when declared by the Board, subject to the preference of the holders of the Preferred Shares of the Bank.

Rights on Liquidation

After payment to the holders of the Preferred Shares of the Bank of the amount or amounts to which they may be entitled, and after payment of all outstanding debts, the holders of common shares are entitled to receive the remaining property of the Bank upon the liquidation, dissolution or winding-up thereof.

Preferred Shares

The Bank is authorized to issue an unlimited number of Class A First Preferred Shares (the "Preferred Shares"), without nominal or par value.

The Preferred Shares of the Bank may be issued from time to time, in one or more series, with such rights, privileges, restrictions and conditions as the Board may determine.

Priority

The Preferred Shares of each series rank on a parity with every other series of Preferred Shares, and all Preferred Shares rank prior to the common shares and to any other shares of the Bank ranking junior to the Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Bank, provided that a Trigger Event has not occurred as contemplated under the NVCC Provisions applicable to a series of Preferred Shares. In the event of a Trigger Event occurring under the NVCC Provisions, the existing priority of the Preferred Shares of the affected series will not be relevant as all Preferred Shares of such series will be converted into common shares of the Bank and, upon conversion, will rank on a parity with all other common shares of the Bank.

Voting Rights

There are no voting rights attached to the Preferred Shares except to the extent provided in any series or by the *Bank Act*. The Bank may not, without the prior approval of the holders of the Preferred Shares, create or issue (i) any shares ranking in priority to or on a parity with the Preferred Shares, or (ii) any

additional series of Preferred Shares, unless at the date of such creation or issuance all cumulative dividends and any declared and unpaid non-cumulative dividends have been paid or set apart for payment in respect of each series of Preferred Shares then issued and outstanding.

Approval of amendments to the provisions of the Preferred Shares as a class may be given in writing by the holders of all the outstanding Preferred Shares or by a resolution carried by an affirmative vote of at least two-thirds of the votes cast at a meeting at which the holders of a majority of the then outstanding Preferred Shares are present or represented by proxy or, if no quorum is present at such meeting, at an adjourned meeting at which the shareholders then present or represented by proxy may transact the business for which the meeting was originally called.

Rights on Liquidation

In the event of the liquidation, dissoluti on or winding-up of the Bank, provided that a Trigger Event has not occurred as contemplated under the NVCC Provisions applicable to a series of Preferred Shares, before any amounts are paid to or any assets distributed among the holders of the common shares or shares of any other class of the Bank ranking junior to the Preferred Shares, the holder of a Preferred Share of a series will be entitled to receive, to the extent provided for with respect to such Preferred Shares by the conditions attaching to such series: (i) an amount equal to the amount paid up thereon; (ii) such premium, if any, as has been provided for with respect to the Preferred Shares of such series; and (iii) all unpaid cumulative dividends, if any, on such Preferred Shares and, in the case of non-cumulative Preferred Shares, all declared and unpaid non-cumulative dividends. After payment to the holders of the Preferred Shares of the amounts so payable to them, they will not be entitled to share in any further distribution of the property or assets of the Bank.

Limited Recourse Capital Notes

The Bank has issued limited recourse capital notes ("LRCNs") with recourse limited to assets held in a trust consolidated by the Bank (the "Limited Recourse Trust"). The Limited Recourse Trust's assets consist of Class A First Preferred Shares of the Bank, each series of which is issued concurrently with the applicable series of LRCNs (the "LRCN Preferred Shares"). In the event of (i) non-payment of interest on LRCNs following any interest payment date, (ii) non-payment of the redemption price in case of a redemption of the LRCNs, (iii) non-payment of principal plus accrued and unpaid interest at the maturity of the LRCNs, (iv) an event of default on the LRCNs, or (v) a Trigger Event, the recourse of each LRCN holder will be limited to that holder's pro rata share of the Limited Recourse Trust's assets.

Voting Rights

The holders of LRCNs are not entitled to any voting rights, nor are they entitled to receive notice of or to attend any meeting of the shareholders of the Bank.

Rights on Liquidation

The LRCNs, by virtue of the recourse to the LRCN Preferred Shares, include standard NVCC Provisions necessary for them to qualify as Additional Tier 1 Capital under OSFI's Capital Adequacy Requirements guideline. NVCC Provisions require the conversion of the instrument into a variable number of common shares upon the occurrence of a Trigger Event. In such an event, each LRCN Preferred Share held in the Limited Recourse Trust will automatically and immediately be converted into a variable number of common shares which will be delivered to LRCN holders in satisfaction of the principal amount of, and accrued and unpaid interest on, the LRCNs. The number of common shares issued will be determined based on the conversion formula set out in the terms of the respective series of LRCN Preferred Shares. The LRCNs are compound instruments with both equity and liability features as payments of interest and principal in cash are made at the Bank's discretion. Non-payment of interest and principal in cash does not constitute an event of default but will trigger the delivery of each LRCN Preferred Shares.

Perpetual Notes

The Bank has issued subordinated notes ("Perpetual Notes") that are issued without a scheduled maturity or redemption date. Interest on the Perpetual Notes is due and payable only if it is not cancelled. The Bank has the sole and absolute discretion to cancel interest. Such cancelled interest cannot be claimed against the Bank, will not constitute an event of default and holders have no rights to receive any additional interest or compensation as a result of such cancellation. In the event of non-payment of interest in full following such payment date, the Bank will not (a) declare dividends on the common shares or preferred shares or (b) subject to certain exceptions, redeem any common shares or preferred shares, in each case until the Bank pays interest in full on the Perpetual Notes.

Voting Rights

The holders of Perpetual Notes are not entitled to any voting rights, nor are they entitled to receive notice of or to attend any meeting of the shareholders of the Bank.

Rights on Liquidation

The Perpetual Notes include standard NVCC Provisions necessary for them to qualify as Additional Tier 1 Capital under OSFI's Capital Adequacy Requirements guideline. NVCC Provisions require the conversion of the instrument into a variable number of common shares upon the occurrence of a Trigger Event. In such an event, each Perpetual Note will automatically and immediately be converted into a variable number of common shares which will be delivered to Perpetual Note holders in satisfaction of the principal amount of, and accrued and unpaid interest on, the Perpetual Notes. The number of common shares issued will be determined based on the conversion formula set out in the terms of the respective series of Perpetual Notes. The Perpetual Notes are compound instruments with both equity and liability features as payments of interest and principal in cash are made at the Bank's discretion. Non-payment of interest and principal does not constitute an event of default but the Bank's failure to pay interest in full when due will impact the Bank's ability to pay dividends on, or redeem, its common shares and preferred shares, as described under "Perpetual Notes" above.

Constraints

There are no constraints imposed on the ownership of securities of a bank, including the Bank, to ensure that a bank has a required level of Canadian ownership. However, the Bank Act contains restrictions on the issue, transfer, acquisition, beneficial ownership and voting of all shares of a bank. For example, no person can be a major shareholder of a bank if the bank has equity of $12 billion or more. A person is a major shareholder of a bank where:

(i) the aggregate of the shares of any class of voting shares beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 20% of the outstanding shares of that class of voting shares; or

(ii) the aggregate of the shares of any class of non-voting shares beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 30% of the outstanding shares of that class of non-voting shares.

No person can have a significant interest in any class of shares of a bank, including the Bank, unless the person first receives the approval of the Minister of Finance (Canada).

For purposes of the Bank Act, a person has a significant interest in a class of shares of a bank where the aggregate of any shares of the class beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person exceeds 10% of all of the outstanding shares of that class of shares of such bank.

The Bank Act also prohibits the registration of a transfer or issue of any share of a bank to, and the exercise in person or by proxy of any voting rights attached to any share of a bank that is beneficially

owned by, Her Majesty in right of Canada or of a province or any agent or agency of Her Majesty in either of those rights, or to the government of a foreign country or any political subdivision thereof, or any agent or agency of a foreign government. Despite this restriction, the Minister of Finance of Canada may approve the issue of shares of a bank, including the Bank, to an agent that is an "eligible agent", which is defined as an agent or agency of Her Majesty in right of Canada or of a province or an agent or agency of a government of a foreign country or any political subdivision of a foreign country: (i) whose mandate is publicly available; (ii) that controls the assets of an investment fund in a manner intended to maximize long-term risk-adjusted returns and Her Majesty in right of Canada or of a province or an agent or agency of a government of a foreign country or any political subdivision of a foreign country contributes to the fund or the fund is established to provide compensation, hospitalization, medical care, annuities, pensions or similar benefits to natural persons; and (iii) whose decisions with respect to the assets of the fund referred to in (ii) are not influenced in any significant way by Her Majesty in right of Canada or of the province or the government of the foreign country or the political subdivision. The application for this approval would be made jointly by a bank, including the Bank, and the eligible agent.

Ratings

Credit ratings are important to the Bank's borrowing costs and ability to raise funds. Rating downgrades could potentially result in higher financing costs and increased collateral pledging requirements for the Bank and reduced access to capital markets. Rating downgrades may also affect the Bank's ability to enter into normal course derivative transactions. The Bank regularly reviews the level of increased collateral that would be required in the event of rating downgrades and holds liquid assets to cover additional collateral required in the event of certain downgrades in the Bank's senior long-term credit ratings. Additional information relating to credit ratings is provided under the heading "Liquidity Risk" in the "Managing Risk" section starting on page 89 of the 2024 MD&A and under the heading "Downgrade, Suspension or Withdrawal of Ratings Assigned by Any Rating Agency" in the "Risk Factors and Management" section on page 69 of the MD&A.

As at October 31, 2024, TD had the following solicited ratings from the rating agencies listed below:

		Rating	Rank*
Moody's Investor Service	Legacy Senior Debt [1]	Aa3	4 of 21
	Senior Debt [2]	A2	6 of 21
	Short Term Debt	P-1	1 of 4
	Legacy Subordinated Debt (non-NVCC)	A3	7 of 21
	Tier 2 Subordinated Debt (NVCC)	A3 (hyb)	7 of 21
	AT1 Perpetual Debt – NVCC	Baa2 (hyb)	9 of 21
	Limited Recourse Capital Notes – NVCC	Baa2 (hyb)	9 of 21
	Preferred Shares – NVCC	Baa2 (hyb)	9 of 21
	Outlook	Stable	

		Rating	Rank*
Standard & Poor's	Legacy Senior Debt [1]	A+	5 of 22
	Senior Debt [2]	A-	7 of 22
	Short Term Debt	A-1	2 of 8
	Legacy Subordinated Debt (non-NVCC)	A-	7 of 22
	Tier 2 Subordinated Debt (NVCC)	BBB+	8 of 22
	AT1 Perpetual Debt – NVCC	BBB-	10 of 22
	Limited Recourse Capital Notes – NVCC	BBB-	10 of 22
	Preferred Shares – NVCC	BBB-	10 of 22
	Outlook	Stable	

		Rating	Rank*
Fitch	Legacy Senior Debt [1]	AA	3 of 23
	Senior Debt [2]	AA-	4 of 23
	Short Term Debt	F1+	1 of 8
	Legacy Subordinated Debt (non-NVCC)	A	6 of 23
	Tier 2 Subordinated Debt (NVCC)	A	6 of 23
	AT1 Perpetual Debt – NVCC	BBB+	8 of 23
	Limited Recourse Capital Notes – NVCC	BBB+	8 of 23
	Preferred Shares – NVCC	BBB+	8 of 23
	Outlook	Negative	

		Rating	Rank*
DBRS Morningstar	Legacy Senior Debt [1]	AA (high)	2 of 23
	Senior Debt [2]	AA	3 of 23
	Short Term Debt	R-1 (high)	1 of 11
	Legacy Subordinated Debt (non-NVCC)	AA (low)	4 of 23
	Tier 2 Subordinated Debt (NVCC)	A	6 of 23
	AT1 Perpetual Debt – NVCC	–	–
	Limited Recourse Capital Notes – NVCC	A (low)	7 of 23
	Preferred Shares – NVCC	Pfd-2 (high)	4 of 17
	Outlook	Negative (Long Term); Stable (Short Term)	

* Relative rank of each rating within the rating agency's overall classification system.

Notes:

1. Includes: (a) Senior debt issued prior to September 23, 2018; and (b) Senior debt issued on or after September 23, 2018 which is excluded from the bank recapitalization "bail-in" regime.
2. Subject to conversion under the bank recapitalization "bail-in" regime.

Credit ratings are not recommendations to purchase, sell or hold a financial obligation in as much as they do not comment on market price or suitability for a particular investor. Ratings are subject to revision or withdrawal at any time by the rating agency. Credit ratings and outlooks provided by the rating agencies reflect their views and are subject to change from time to time, based on a number of factors, including the Bank's financial strength, capital adequacy, competitive position, asset quality, business mix, corporate governance and risk management, the level and quality of our earnings and liquidity, as well as factors not entirely within the Bank's control, including the methodologies used by the rating agencies and conditions affecting the overall financial services industry.

As is common practice, the Bank has made payments in the ordinary course to the rating agencies listed above in connection with the assignment of ratings on the securities of the Bank. In addition, the Bank has made customary payments in respect of certain other services provided to the Bank by the applicable rating agencies during the last two years.

A definition of the categories of each rating as at October 31, 2024 has been obtained from the respective rating agency's website and is outlined in Appendix B, and a more detailed explanation may be obtained from the applicable rating agency. We note that the definition of the ratings categories for the respective rating agencies are provided solely in order to satisfy requirements of Canadian law and do not constitute an endorsement by the Bank of the ratings categories or of the application by the respective rating agencies of their criteria and analyses.

MARKET FOR SECURITIES OF THE BANK

The Bank's common shares are listed on the Toronto Stock Exchange (TSX) and the New York Stock Exchange under the trading symbol "TD". Except for the Class A First Preferred Shares, Series 26 (NVCC), the Class A First Preferred Shares, Series 29 (NVCC), the Class A First Preferred Shares, Series 30 (NVCC), the Class A First Preferred Shares, Series 31 (NVCC), the Non-Cumulative 5-Year Fixed Rate Reset Preferred Shares, Series 27, and the Non-Cumulative 5-Year Fixed Rate Reset Preferred Shares, Series 28 which are not listed on an exchange, the Bank's Preferred Shares are listed on the TSX.

Trading Price and Volume

Trading price and volume of the Bank's outstanding securities on the TSX in the past year is set out in the tables below:

COMMON SHARES												
	Nov. 2023	**Dec. 2023**	**Jan. 2024**	**Feb. 2024**	**Mar. 2024**	**Apr. 2024**	**May 2024**	**Jun. 2024**	**Jul. 2024**	**Aug. 2024**	**Sept. 2024**	**Oct. 2024**
High ($)	78.17	82.74	86.07	81.83	81.82	81.86	81.59	76.60	75.68	81.45	80.79	86.10
Low ($)	77.14	81.69	85.05	80.70	80.68	81.31	80.75	74.89	74.71	80.22	79.90	84.67
Vol.('000)	6,243	4,963	21,299	3,548	3,515	12,387	5,304	4,599	19,587	4,137	2,616	11,345

PREFERRED SHARES												
	Nov. 2023	**Dec. 2023**	**Jan. 2024**	**Feb. 2024**	**Mar. 2024**	**Apr. 2024**	**May 2024**	**Jun. 2024**	**Jul. 2024**	**Aug. 2024**	**Sept. 2024**	**Oct. 2024**
Series 1												
High ($)	16.44	18.42	18.14	20.20	21.86	23.07	23.69	23.39	24.06	24.24	24.32	22.70
Low ($)	16.18	18.24	17.91	20.01	21.86	22.95	23.49	23.34	23.99	24.21	24.27	22.62
Vol.('000)	21	7	15	6	-	13	57	42	95	40	21	14
Series 5												
High ($)	16.31	17.56	17.49	19.49	20.07	21.71	23.07	22.49	23.56	23.99	23.80	22.70
Low ($)	15.74	17.52	17.41	19.31	19.83	21.61	22.96	22.36	23.51	23.90	23.75	22.56
Vol.('000)	10	2	4	67	5	4	126	80	5	5	12	13
Series 7												
High ($)	16.54	18.43	-	20.03	20.55	21.90	23.35	22.86	-	23.91	23.70	23.66
Low ($)	16.31	18.34	-	19.98	20.47	21.90	23.27	22.85	-	23.50	23.70	23.64
Vol.('000)	6	3	-	16	3	-	23	1	-	2	-	3
Series 9												
High ($)	16.76	18.81	-	20.22	20.60	-	23.20	-	23.59	23.90	23.48	-
Low ($)	16.63	18.49	-	20.07	20.45	-	23.06	-	23.59	23.55	23.46	-
Vol.('000)	7	1	-	59	3	-	80	-	-	5	2	-
Series 16												
High ($)	22.06	22.90	23.20	29.98	23.34	23.85	24.44	24.90	24.77	25.55	-	25.61
Low ($)	21.23	22.80	23.15	23.79	23.31	23.76	24.14	24.77	24.51	25.47	-	25.61
Vol.('000)	55	2	6	19	2	16	30	2	1	9	-	1
Series 18												
High ($)	19.19	21.09	21.13	21.31	21.37	22.29	23.09	24.08	24.01	24.62	24.95	24.81
Low ($)	18.45	20.71	21.12	21.09	21.07	22.28	22.73	23.86	24.01	24.40	24.85	24.74
Vol.('000)	6	12	3	215	3	4	32	4	-	29	3	5

Prior Sales

In the most recently completed financial year, the Bank issued the following shares that are not listed or quoted on a marketplace:

	Issue Price	Number of Securities Issued	Date of Issue
Class A First Preferred Shares, Series 31 (NVCC)	US$1,000	750,000	June 28, 2024

The above preferred shares were issued in connection with the issuance of limited recourse capital notes. For further information on the Bank's issuance of limited recourse capital notes and the associated preferred shares, please see Note 19 of the Annual Financial Statements for the year ended October 31, 2024, which notes are incorporated by reference in this AIF.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

In connection with each issuance of LRCNs, the Bank also concurrently issues Preferred Shares (see "Limited Resource Capital Notes" for additional information). Each LRCN Preferred Share Series is held in the Limited Recourse Trust. Pursuant to the Amended and Restated Declaration of Trust for the Limited Recourse Trust and the share provisions for each LRCN Preferred Share Series, the Trustee of the Limited Recourse Trust will only deliver the LRCN Preferred Shares to holders of LRCNs under certain prescribed circumstances.

Securities Subject to Contractual Restriction on Transfer as at October 31, 2024

Designation of Class	Number of Securities that are Subject to a Contractual Restriction on Transfer [1]	Percentage of Class
Class A First Preferred Shares, Series 26 (NVCC)	1,750,000	100%
Class A First Preferred Shares, Series 29 (NVCC)	1,500,000	100%
Class A First Preferred Shares, Series 30 (NVCC)	1,750,000	100%
Class A First Preferred Shares, Series 31 (NVCC)	750,000	100%

[1] The contractual restriction on transfer will remain in place for so long as such shares are held in the Limited Recourse Trust.

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Board Committees of the Bank

The following table sets forth, as at December 4, 2024, the directors of the Bank, their present principal occupation and business, municipality of residence and the date each became a director of the Bank.

Director Name Principal Occupation & Municipality of Residence	Director Since
Ayman Antoun Corporate Director, and former President, IBM Americas Oakville, Ontario, Canada	April 2024
Cherie L. Brant Partner, Borden Ladner Gervais LLP Tyendinaga Mohawk Territory, Ontario, Canada	August 2021
Amy W. Brinkley Consultant, AWB Consulting, LLC Charlotte, North Carolina, U.S.A.	September 2010
Raymond Chun[1] Chief Operating Officer The Toronto-Dominion Bank Toronto, Ontario, Canada	November 2024
Brian C. Ferguson Corporate Director, and former President & Chief Executive Officer, Cenovus Energy Inc. Calgary, Alberta, Canada	March 2015
Colleen A. Goggins Corporate Director, and retired Worldwide Chairman, Consumer Group, Johnson & Johnson Princeton, New Jersey, U.S.A.	March 2012
Alan N. MacGibbon Board Chair, The Toronto -Dominion Bank Mississauga, Ontario, Canada	April 2014
John B. MacIntyre Corporate Director, and Partner Emeritus, Birch Hill Equity Partners Toronto, Ontario, Canada	August 2023
Karen E. Maidment Corporate Director, and former Chief Financial and Administrative Officer, BMO Financial Group Cambridge, Ontario, Canada	September 2011
Keith G. Martell Corporate Director, and former President & Chief Executive Officer, First Nations Bank of Canada Eagle Ridge, Saskatchewan, Canada	August 2023

Bharat B. Masrani Group President and Chief Executive Officer, The Toronto-Dominion Bank Toronto, Ontario, Canada	April 2014
Claude Mongeau Corporate Director, and former President and Chief Executive Officer, Canadian National Railway Company Montreal, Quebec, Canada	March 2015
S. Jane Rowe Corporate Director, and former Vice Chair, Investments, Ontario Teachers' Pension Plan Board Toronto, Ontario, Canada	April 2020
Nancy G. Tower Corporate Director, and former President & Chief Executive Officer, Tampa Electric Company Halifax, Nova Scotia, Canada	June 2022
Ajay K. Virmani Executive Chairman, Cargojet Inc. Oakville, Ontario, Canada	August 2022
Mary A. Winston Corporate Director, and former public-company Chief Financial Officer Charlotte, North Carolina, U.S.A.	August 2022

Notes:

1. Mr. Chun will become Group President and Chief Executive Officer of the Bank, on April 10, 2025, at the Bank's next Annual Meeting of Shareholders.

Except as disclosed below, all directors have had the same principal occupation for the past five years.

Prior to commencing his current role as Chief Operating Officer TD Bank Group on November 1, 2024, Mr. Chun was Group Head, Canadian Personal Banking, TD Bank Group from December 11, 2023 to October 31, 2024, Group Head, Wealth Management and TD Insurance, TD Bank Group from January 1, 2022 to December 10, 2023, Executive Vice President, Direct Investing, Business Architecture and Delivery, TD Wealth from June 14, 2021 to December 31, 2021, and Executive Vice President, President and CEO, TD Insurance from May 23, 2019 to June 13, 2021.

Mr. MacIntyre was a Partner at Birch Hill Equity Partners prior to December 1, 2024.

Mr. Martell was former Director, President and Chief Executive Officer of First Nations Bank of Canada prior to May 2023 and continued in an advisory role until July 30, 2023.

Ms. Rowe was Vice Chair, Investments of the Ontario Teachers' Pension Plan Board ("Ontario Teachers") prior to August 1, 2023. Ms. Rowe was Executive Managing Director and head of the Equities department of Ontario Teachers' prior to October 1, 2020.

Ms. Tower was President and Chief Executive Officer of Tampa Electric Company prior to May 2021.

Each director will hold office until the next annual meeting of shareholders of the Bank, which is scheduled for April 10, 2025. More detailed information concerning the nominees proposed for election as directors, as well as those not standing for re-election, will be provided in the management proxy circular of the Bank.

The following table sets forth the Committees of the Bank's Board, the members of each Committee as at December 4, 2024 and each Committee's key responsibilities.

Committee	Members	Key Responsibilities
Corporate Governance Committee	Alan N. MacGibbon (Chair) Amy W. Brinkley Claude Mongeau Nancy G. Tower	**Responsibility for corporate governance of the Bank:** ● Identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of shareholders and recommend candidates to fill vacancies on the Board that occur between meetings of the shareholders; ● Develop and recommend to the Board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at the Bank; ● Satisfy itself that the Bank communicates effectively, both proactively and responsively, with its shareholders, other interested parties and the public; ● Oversee the Bank's alignment with its purpose and its strategy, performance and reporting on corporate responsibility for sustainability matters; ● Oversee subsidiary governance for the Bank enterprise-wide; ● Provide oversight of enterprise -wide conduct risk and act as the conduct review committee for the Bank and certain of its Canadian subsidiaries that are federally-regulated financial institutions; ● Oversee the establishment and maintenance of policies in respect of the Bank's compliance with the consumer protection provisions of the Financial Consumer Protection Framework (FCPF); and ● Oversee the evaluation of the Board and Committees.

Human Resources Committee	Claude Mongeau (Chair) Amy W. Brinkley John B. MacIntyre Alan N. MacGibbon Karen E. Maidment	**Responsibility for management's performance evaluation, compensation and succession planning:** ● Discharge, and assist the Board in discharging, the responsibility of the Board relating to leadership, human capital management and compensation, as set out in the Committee's charter; ● Set corporate goals and objectives for the CEO, and regularly measure the CEO's performance against these goals and objectives; ● Recommend compensation for the CEO to the Board for approval, and review and approve compensation for certain senior officers; ● Monitor the Bank's compensation strategy, plans, policies and practices for alignment to the Financial Stability Board Principles for Sound Compensation Practices and Implementation Standards, including the appropriate consideration of risk; ● Oversee a robust talent planning and development process, including review and approval of the succession plans for the senior officer positions and heads of control functions; ● Review and recommend the CEO succession plan to the Board for approval; ● Produce a report on compensation, which is published in the Bank's annual proxy circular, and review, as appropriate, any other related major public disclosures concerning compensation; and ● Oversee the strategy, design and management of the Bank's employee pension, retirement savings and benefit plans.
Risk Committee	Amy W. Brinkley (Chair) Ayman Antoun Cherie L. Brant Colleen A. Goggins Karen E. Maidment Keith G. Martell Nancy G. Tower Ajay K. Virmani	**Supervising the management of risk of the Bank:** ● Approve the Enterprise Risk Framework ("ERF") and related risk category frameworks and policies that establish the appropriate approval levels for decisions and other measures to manage risk to which the Bank is exposed; ● Review and recommend the Bank's Enterprise Risk Appetite Statement for approval by the Board and oversee the Bank's major risks as set out in the ERF; ● Review the Bank's risk profile and performance against Risk Appetite; and ● Provide a forum for "big-picture" analysis of an enterprise view of risk including consideration of trends, and current and emerging risks.

Audit Committee	Nancy G. Tower* (Chair) Ayman Antoun Brian C. Ferguson* Keith G. Martell* S. Jane Rowe* Mary A. Winston*	**Supervising the quality and integrity of the Bank's financial reporting and compliance requirements:** ● Oversee reliable, accurate and clear financial reporting to shareholders; ● Oversee the effectiveness of internal controls, including internal controls over financial reporting; ● Recommend to the Board the appointment of the shareholders' auditor for approval by the shareholders and the compensation and terms of engagement of the shareholders' auditor for approval by the Board; ● Oversee the work of the shareholders' auditor, including requiring the shareholders' auditor to report directly to the Committee; ● Review reports from the shareholders' auditor, chief financial officer, chief auditor, chief compliance officer, and chief anti-money laundering officer, and evaluate the effectiveness and independence of each; ● Oversee the establishment and maintenance of policies and programs reasonably designed to achieve and maintain the Bank's compliance with the laws and regulations that apply to it; and ● Act as the Audit Committee for certain subsidiaries of the Bank that are federally regulated financial institutions.

**Designated Audit Committee Financial Expert*

Audit Committee

The Audit Committee of the Board of Directors of the Bank operates under a written charter that sets out its responsibilities and composition requirements. A copy of the charter is attached to this AIF as Appendix "C". The Committee charter requires all members to be financially literate or be willing and able to acquire the necessary knowledge quickly. "Financially literate" means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Bank's financial statements.

In addition, the Committee charter contains independence requirements applicable to each member and each member currently meets those requirements. Specifically, the charter provides that no member of the Committee may be an officer or retired officer of the Bank and every member shall be independent of the Bank within the meaning of all applicable laws, rules and regulations, including those particularly applicable to Audit Committee members and any other relevant consideration as determined by the Board, including the Bank's Director Independence Policy (a copy of which is available on the Bank's website at www.td.com).

As indicated in the table above, the members of the Committee are: Nancy G. Tower (Chair), Ayman Antoun, Brian C. Ferguson, Keith G. Martell, S. Jane Rowe, and Mary A. Winston. The members of the Audit Committee bring significant skills and experience to their responsibilities, including academic and professional experience in accounting, business and finance. The Board has determined that each of Messrs. Ferguson, and Martell and Mses. Rowe, Tower and Winston has the attributes of an Audit Committee Financial Expert as defined in the U.S. Sarbanes-Oxley Act; all Committee members are financially literate and independent under the applicable listing standards of the New York Stock Exchange, the Committee charter, the Bank's Director Independence Policy and the corporate governance guidelines of the Canadian Securities Administrators.

The following sets out the education and experience of each director relevant to the performance of his or her duties as a member of the Committee:

Ayman Antoun is a Corporate Director. He is the former President of IBM Americas, a multinational technology corporation which includes Canada, the United States and Latin America. He is also a Board member of TD's U.S. Retail Banking subsidiaries. Mr. Antoun also serves on the Board of CAE Inc. and is a member of their Audit Committee. Mr. Antoun holds a Bachelor of Science, Electrical Engineering with Computer Science Minor from the University of Waterloo.

Brian C. Ferguson is a Corporate Director. He is the former President & Chief Executive Officer of Cenovus Energy Inc. Prior to leading Cenovus Energy Inc., Mr. Ferguson was the Executive Vice-President and Chief Financial Officer of Encana Corporation. Mr. Ferguson holds an undergraduate degree in commerce from the University of Alberta and is a Fellow of Chartered Professional Accountants Alberta. Mr. Ferguson is one of the Bank's Audit Committee Financial Experts.

Keith G. Martell is a Corporate Director. Mr. Martell is the former Director, President and Chief Executive Officer of First Nations Bank of Canada ("FNBC"). Prior to joining FNBC, Mr. Martell spent 10 years with the Chartered Accounting firm KPMG, then served as the Executive Director of Finance and Fiscal Relations for the Federation of Sovereign Indigenous Nations from 1995 to 2000. Mr. Martell currently sits on the Board of Nutrien Ltd and USask Properties Investment Inc. Mr. Martell holds a Bachelor of Commerce and an Honorary Doctor of Laws from the University of Saskatchewan and is a Fellow of the Institute of Chartered Professional Accountants (FCPA, FCA) and a Certified Aboriginal Financial Manager (CAFM). Mr. Martell is one of the Bank's Audit Committee Financial Experts.

S. Jane Rowe is a Corporate Director. Ms. Rowe is the former Vice Chair, Investments, Ontario Teachers and was formerly the Executive Managing Director, Equities, Ontario Teachers. Prior to joining Ontario Teachers in 2010, Ms. Rowe held several senior executive management roles at Scotiabank during her

tenure. Ms. Rowe previously served as Chair of the Audit Committee of Sierra Wireless. Ms. Rowe holds an undergraduate degree in commerce from the Memorial University of Newfoundland and a master's degree in business administration from the Schulich School of Business, York University. Ms. Rowe is one of the Bank's Audit Committee Financial Experts.

Nancy G. Tower is Chair of the Bank's Audit Committee. Ms. Tower is a Corporate Director. She is the former President and Chief Executive Officer of Tampa Electric Company, which is a U.S. subsidiary of Emera Inc. Ms. Tower held a number of senior roles at Emera Inc. and its subsidiaries, including as Chief Corporate Development Officer, Chief Financial Officer, and Chief Executive Officer of Emera Newfoundland and Labrador. Ms. Tower also serves as a member of the Audit Committee of AltaGas Ltd. Ms. Tower holds a Bachelor of Commerce from Dalhousie University in Halifax, Nova Scotia and is a Chartered Professional Accountant, a Chartered Accountant, and a Fellow of the Chartered Professional Accountants of Nova Scotia. Ms. Tower is one of the Bank's Audit Committee Financial Experts.

Mary A. Winston is a Corporate Director and former public-company Chief Financial Officer of Family Dollar Stores, Inc., Giant Eagle, Inc. and Scholastic Corp., and while serving as a board member, was also interim CEO of Bed Bath and Beyond Inc. Ms. Winston serves as the Chair of the Audit Committees of TD Group U.S. Holdings LLC, TD Bank U.S. Holding Company, TD Bank, N.A., TD Bank USA, N.A. She is the Chair of the Audit Committees of Acuity Brands Inc. (through January 2025) and Chipotle Mexican Grill Inc, and sits on the board of Northrup Grumman. Ms. Winston previously served as the Chair of the Audit Committee of Dover Corp. from 2008 to 2018. Ms. Winston holds a Bachelor's Degree in Accounting from the University of Wisconsin, an MBA from Northwestern University's Kellogg School of Management, and is a Certified Public Accountant. Ms. Winston is one of the Bank's Audit Committee Financial Experts.

Additional Information Regarding the Audit Committee and Shareholders' Auditor

The Audit Committee oversees the financial reporting process at the Bank, including the work of the shareholder's independent external auditor, currently Ernst & Young LLP ("EY"). EY is responsible for planning and carrying out, in accordance with professional standards, an audit of the Bank's annual financial statements and reviews of the Bank's quarterly financial statements.

The Audit Committee is responsible for the annual recommendation of the appointment and oversight of the shareholders' independent external auditor. The Audit Committee assesses the performance and qualification of the shareholders' auditor and submits its recommendation for appointment, or reappointment, to the Board for recommendation to the shareholders. The shareholders' auditor is then appointed by the shareholders, who vote on this matter at the Annual General Meeting.

At least annually, the Audit Committee evaluates the performance, qualifications, skills, resources (amount and type), and independence of the shareholders' auditor, including the lead partner, in order to support the Board in reaching its recommendation to appoint the shareholders' auditor. This annual evaluation includes an assessment of audit quality and service considerations such as: auditor independence, objectivity and professional skepticism; quality of the engagement team; monitoring of the partner rotation timing; and quality of the communication and service provided by the shareholders' auditor. In the evaluation, the Audit Committee considers the nature and extent of communications received from the shareholders' auditor during the year, the responses from management and the Audit Committee to an annual questionnaire regarding the performance of, and interactions with, the shareholders' auditor.

EY was appointed as the shareholders' independent external auditor for the year ended October 31, 2024, in accordance with the Bank Act and the recommendation by the Audit Committee and has been the Bank's sole independent external auditor beginning with the year ended October 31, 2006. Prior to 2006, EY acted as joint auditors of the Bank.

Executive Officers of the Bank

As at December 4, 2024, the following individuals are executive officers of the Bank:

Executive Officer	Principal Occupation	Municipality of Residence
Ajai K. Bambawale	Group Head and Chief Risk Officer, TD Bank Group	Toronto, Ontario, Canada
Melanie Burns	Executive Vice President and Chief Human Resources Officer	Toronto, Ontario, Canada
Raymond Chun[1]	Chief Operating Officer, TD Bank Group	Oakville, Ontario, Canada
Paul Clark	Senior Executive Vice President, Wealth Management	Toronto, Ontario, Canada
Barbara Hooper	Group Head, Canadian Business Banking, TD Bank Group	Etobicoke, Ontario, Canada
Gregory Keeley	Senior Executive Vice President, Platforms and Technology	Fairfield, Connecticut, U.S.A.
Jane Langford	Executive Vice President and General Counsel	Toronto, Ontario, Canada
Bharat B. Masrani[2]	Group President and Chief Executive Officer, TD Bank Group	Toronto, Ontario, Canada
Sona Mehta	Group Head, Canadian Personal Banking, TD Bank Group	Brampton, Ontario, Canada
M. Christine Morris	Senior Executive Vice President, Transformation, Enablement and Customer Experience	Etobicoke, Ontario, Canada
Anita O'Dell[3]	Senior Vice President and Chief Auditor	Anderson, South Carolina, U.S.A.
Leovigildo Salom	Group Head US Retail, TD Bank Group and President and CEO, TD Bank, America's Most Convenient Bank®	Miami, Florida, U.S.A.
Kelvin Tran	Group Head and Chief Financial Officer, TD Bank Group	Markham, Ontario, Canada
Tim Wiggan	Group Head, Wholesale Banking and President and CEO of TD Securities	Toronto, Ontario, Canada

Notes:

1. Mr. Chun will become Group President and Chief Executive Officer of the Bank, on April 10, 2025, at the Bank's next Annual Meeting of Shareholders.
2. Mr. Masrani will retire on April 10, 2025.
3. As of December 9, 2024, Ms. O'Dell will move into an advisory role at the Bank and will continue to serve in that role until she retires on May 31, 2025. Michelle Myers will be appointed as Global Chief Auditor effective December 9, 2024.

Except as disclosed below, all executive officers have had the same principal occupation for the past five years.

Prior to commencing her current role as Executive Vice President and Chief Human Resources Officer on May 1, 2024, Ms. Burns was Executive Vice President and Deputy Chief Human Resources Officer from

June 5, 2023 to April 30, 2024, and Senior Vice President, Human Resources, Talent from June 13, 2011 to June 4, 2023.

Prior to commencing his current role as Chief Operating Officer, TD Bank Group on November 1, 2024, Mr. Chun was Group Head, Canadian Personal Banking, TD Bank Group from December 11, 2023 to October 31, 2024, Group Head, Wealth Management and TD Insurance, TD Bank Group from January 1, 2022 to December 10, 2023, Executive Vice President, Direct Investing, Business Architecture and Delivery, TD Wealth from June 14, 2021 to December 31, 2021, and Executive Vice President, President and CEO, TD Insurance from May 23, 2019 to June 13, 2021.

Prior to commencing his current role as Senior Executive Vice President, Wealth Management on November 1, 2024, Mr. Clark was Executive Vice President, Wealth Advice from June 14, 2021 to October 31, 2024, and Executive Vice President, Direct Investing, TD Wealth from July 1, 2019 to June 13, 2021.

Prior to commencing her current role as Group Head, Canadian Business Banking, TD Bank Group, on May 1, 2023, Ms. Hooper was Senior Executive Vice President, Treasury and Enterprise Strategy from September 1, 2021 to April 30, 2023, and Executive Vice President, Treasury and Corporate Development from January 23, 2017 to August 31, 2021.

Prior to commencing his current role as Senior Executive Vice President, Platforms and Technology on January 1, 2022, Mr. Keeley was Executive Vice President and Chief Information Officer from April 1, 2021 to December 31, 2021 and Senior Vice President and Head of Enterprise Operational Excellence from August 1, 2018 to March 31, 2021.

Prior to commencing her current role as Executive Vice President and General Counsel on May 1, 2022, Ms. Langford was Senior Vice President, Legal, Corporate from March 1, 2018 to April 30, 2022.

Prior to commencing her current role as Group Head, Canadian Personal Banking, TD Bank Group on November 1, 2024, Ms. Mehta was Executive Vice President, Real Estate Secured Lending, Everyday Banking, Savings and Investing, Canadian Personal Banking from November 20, 2023 to October 31, 2024, Senior Vice President, Everyday Banking, Savings and Investing from May 9, 2022 to November 19, 2023, Senior Vice President, Claims, Fraud, Litigation and Vendor Management, TD Insurance from February 10, 2020 to May 8, 2022, and Vice President, Risk Management from September 5, 2017 to February 9, 2020.

Prior to starting her current role as Senior Executive Vice President, Transformation, Enablement and Customer Experience on September 1, 2021, Ms. Morris was Executive Vice President and Chief Operating Officer, Canadian Personal Banking from April 1, 2020 to August 31, 2021, and Executive Vice President, Lending Solutions, Canadian Personal Banking from September 16, 2019 to March 31, 2020.

Prior to commencing her current role as Senior Vice President and Chief Auditor on March 29, 2021, Ms. O'Dell was Senior Vice President and Chief Auditor, TD Bank America's Most Convenient Bank from March 2, 2017 to March 28, 2021.

Prior to commencing his current role as Group Head US Retail, TD Bank Group and President and CEO, America's Most Convenient Bank, on January 1, 2022, Mr. Salom was Group Head, Wealth Management and TD Insurance, TD Bank Group from November 1, 2017 to December 31, 2021.

Prior to commencing his current role as Group Head and Chief Financial Officer on March 2, 2023, Mr. Tran was Senior Executive Vice President and Chief Financial Officer from September 1, 2021 to March 1, 2023, Executive Vice President, Enterprise Finance from May 27, 2021 until August 31, 2021, Senior Vice President, TD Bank Group and Chief Financial Officer, TD Bank, America's Most Convenient Bank® from August 1, 2019 to May 26, 2021.

Prior to commencing his current role as Group Head, Wholesale Banking and President and CEO of TD Securities on November 1, 2024, Mr. Wiggan was Group Head, Wealth Management and Insurance, TD Bank Group from December 11, 2023 to October 31, 2024, Executive Vice President, Vice Chair and Co-Head of Global Investment Banking, TD Securities from March 1, 2023 to December 10, 2023, Executive Vice President, Vice Chair and Co-Head Global Markets, TD Securities from March 3, 2022 to February 28, 2023, Senior Vice President, Executive Managing Director and Co-Head Global Markets, TD Securities from January 2, 2022 to March 2, 2022, and Senior Vice President and Executive Managing Director, Global Equities and Commodities from November 1, 2016 to January 1, 2022.

Shareholdings of Directors and Executive Officers

To the knowledge of the Bank, as at October 31, 2024, the directors and executive officers of the Bank as a group beneficially owned, directly or indirectly, or exercised control or direction over an aggregate of 2,234,206.58 of the Bank's common shares, representing approximately 0.13 % of the Bank's issued and outstanding common shares on that date.

Additional Disclosure for Directors and Executive Officers

To the best of our knowledge, having made due inquiry, the Bank confirms that, as at December 4, 2024, except as set out below:

(i) no director or executive officer of the Bank is, or was within the last ten years, a director or officer of a company (including the Bank) that:

  (a) was subject to an order (including a cease trade order or an order similar to a cease trade or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer;

  (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

  (c) within a year of the person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

(ii) in the last ten years, no director or executive officer of the Bank has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer; and

(iii) no director or executive officer of the Bank has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Ms. Goggins was, prior to June 14, 2016, a director of Valeant Pharmaceuticals International, Inc. ("Valeant"). Management cease trade orders were issued for directors and officers of Valeant by the Autorité des marchés financiers (Quebec) while Ms. Goggins was a director of Valeant. These orders were effective from March 31, 2016 to April 29, 2016, and from May 17, 2016 to June 8, 2016.

Mr. MacIntyre was a director of 2180811 Ontario Limited ("2180811"), the sole general partner of RHB Group LP ("RHB"). On January 17, 2017, RHB and 2180811 were deemed to have filed an assignment of bankruptcy under the Bankruptcy and Insolvency Act. RHB and 2180811 were majority owned by Birch Hill Equity Partners, where Mr. MacIntyre is employed.

Pre-Approval Policies and Shareholders' Auditor Service Fees

The Bank's Audit Committee has implemented a policy restricting the services that may be performed by the shareholders' independent external auditor. The policy provides detailed guidance to management as to the specific services that are eligible for Audit Committee pre-approval. By law, the shareholders' auditor may not provide certain services to the Bank or its subsidiaries.

The types of services to be performed by the shareholders' auditor, together with the maximum amount of fees that may be paid for such services, must be annually pre-approved by the Audit Committee pursuant to the policy. The policy also provides that the Audit Committee will, on a quarterly basis, receive a year-to-date report of fees paid or payable to the shareholders' auditor for services performed, as well as details of any proposed engagements for consideration and, if necessary pre-approval, by the Audit Committee. In making its determination regarding the services to be performed by the shareholders' auditor, the Audit Committee considers compliance with applicable legal and regulatory requirements and guidance, and with the policy, as well as whether the provision of the services could negatively impact auditor independence. This includes considering whether the provision of the services would place the auditor in a position to audit its own work, place the auditor in an advocacy role on behalf of the Bank, or result in the auditor acting in the role of the Bank's management.

Fees paid to EY, the Bank's current shareholders' independent external auditor, by category of fee for services provided during the two most recently completed fiscal years are detailed in the table below.

	Fees paid to Ernst & Young LLP	
(thousands of Canadian dollars)	**2024**	**2023**
Audit Fees[1]	$45,580	$43,085
Audit-related fees[2]	3,893	5,724
Tax fees[3]	815	1,067
All Other fees[4]	25	150
Total Bank and Subsidiaries	**$50,313**	**$50,026**
Investment Funds[5]		
– Public Funds	2,849	2,643
– Private Funds	3,571	4,749
Total Investment Funds	**$6,420**	**$7,392**
Total Fees	**$56,733**	**$57,418**

Notes:

1. Audit fees are fees for the professional services in connection with the audit of the Bank's financial statements including the audit of internal control over financial reporting, the audit of its subsidiaries, and other services that are normally provided by the shareholders' auditor in connection with statutory and regulatory filings or engagements.
2. Audit-related fees are fees for assurance and related services that are performed by the shareholders' auditor. These services include: employee benefit plan audits; audit of charitable organizations; audit services for certain special purpose entities administered by the Bank; accounting and tax consultation in connection with mergers, acquisitions, divestitures and restructurings; application and general controls reviews; interpretation of accounting, tax and reporting standards; assurance services or specified procedures that are not required by statute or regulation; reports on control procedures at a service organization; translation of financial statements and reports in connection with the audit or review; and information technology advisory services.
3. Tax fees comprise general tax planning and advice related to mergers and acquisitions and financing structures; electronic and paper-based tax knowledge publications; income and commodity tax compliance and advisory services; and transfer pricing services and customs and duties issues.
4. All other fees include fees for benchmark studies; regulatory advisory services; and performance and process improvement services.
5. Includes fees for professional services provided by EY for certain investment funds managed by subsidiaries of the Bank. The fees mainly relate to audit services; $566 thousand (2023 – $630 thousand) relates to tax and other services. In addition to

other administrative costs, the subsidiaries are responsible for the auditors' fees for professional services rendered in connections with the annual audits, statutory and regulatory filings, and other services for the investment funds, in return for a fixed administration fee. For certain funds, these feesare paid directly by the funds.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

A description of material legal proceedings and regulatory matters to which the Bank is a party is set out under the heading “Legal and Regulatory Matters” in Note 27 of the Annual Financial Statements for the year ended October 31, 2024, which note is incorporated by reference in this AIF.

On October 10, 2024, the Bank announced that, following active cooperation and engagement with authorities and regulators, it had reached a resolution of investigations related to its U.S. BSA/AML compliance programs. The Bank and certain of its U.S. subsidiaries have consented to orders with the OCC, the FRB, and FinCEN and entered into plea agreements with the DOJ, Criminal Division, Money Laundering and Asset Recovery Section and the United States Attorney’s Office for the District of New Jersey. More information is provided in the "General Development of the Business" section of this AIF.

During fiscal 2024, Financial Transactions and Reports Analysis Centre of Canada ("FINTRAC") undertook a compliance examination of certain aspects of the Bank’s AML program in Canada. FINTRAC imposed an administrative monetary penalty of $9.2 million and issued five violations: (i) FINTRAC found that TD failed to file suspicious transaction reports (STRs) in 20 of the cases it had reviewed and (ii) FINTRAC issued four inter-related violations that primarily stemmed from the Bank’s failure to properly identify (i.e., assess and document) its full population of high-risk customers. More information is provided under "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" on pages 4 to 9 of the 2024 MD&A.

From time to time, in the ordinary course of business, the Bank and its subsidiaries are assessed fees or fines by securities regulatory authorities [1] in relation to administrative matters, including late filings or reporting, which may be considered penalties or sanctions pursuant to securities legislation, but which are not, individually or in the aggregate, material to the Bank. In addition, the Bank and its subsidiaries are subject to numerous regulatory authorities around the world, and fees, administrative penalties, settlement agreements and sanctions may be categorized differently by each regulator.

[1]National Instrument 14-101 defines “securities legislation” as Canadian provincial and territorial securities legislation, and “securities regulatory authority” as Canadian provincial and territorial securities regulatory authorities.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the best of our knowledge, the Bank confirms that, as at December 4, 2024, there were no directors or executive officers of the Bank, nor any associate or affiliate of a director or executive officer of the Bank, with a material interest in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Bank.

TRANSFER AGENTS AND REGISTRARS

Transfer Agent

TSX Trust Company
301-100 Adelaide Street West,
Toronto, ON M5H 4H1
Telephone: 416-682-3860 or toll-free at 1-800-387-0825 (Canada and U.S. only)
Fax: 1-888-249-6189
Email: shareholderinquiries@tmx.com
Website: www.tsxtrust.com

Co-transfer Agent and Registrar

Computershare
P.O. Box 43006
Providence, RI 02940-3006
or
150 Royall Street
Canton, MA 02021

Telephone: 1-866-233-4836
TDD for hearing impaired: 1-800-231-5469
Shareholders outside of U.S.: 201-680-6578
TDD shareholders outside of U.S.: 201-680-6610
Website: www.computershare.com/investor

INTERESTS OF EXPERTS

The Consolidated Financial Statements of the Bank for the year ended October 31, 2024 filed under National Instrument 51-102 – Continuous Disclosure Obligations, portions of which are incorporated by reference in this AIF, have been audited by Ernst & Young LLP, Chartered Professional Accountants, Licensed Public Accountants, Toronto, Ontario. Ernst & Young LLP is the external auditor who prepared the Report of Independent Registered Public Accounting Firm – Opinion on the Consolidated Financial Statements, and Report of Independent Registered Public Accounting Firm – Opinion on Internal Control over Financial Reporting. Ernst & Young LLP is independent with respect to the Bank within the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario. Ernst & Young LLP is also independent with respect to the Bank within the meaning of the U.S. federal securities laws and the applicable rules and regulations thereunder adopted by the U.S. Securities and Exchange Commission and the Public Company Accounting Oversight Board.

MATERIAL CONTRACTS

Except as set forth below, the Bank has not entered into any material contracts, other than those contracts entered into in the ordinary course of business, within the last financial year.

A plea agreement was entered into on October 10, 2024 between the Department of Justice, Criminal Division, Money Laundering and Asset Recovery Section, the United States Attorney's Office for the District of New Jersey and TD Bank, N.A., pursuant to which TD Bank, N.A. plead guilty to one count of conspiring to fail to maintain an adequate AML program, fail to file accurate currency transaction reports ("CTRs") and launder money.

A plea agreement was entered into on October 10, 2024 between the Department of Justice, Criminal Division, Money Laundering and Asset Recovery Section, the United States Attorney's Office for the District of New Jersey and TD Bank US Holding Company (TDBUSH), pursuant to which TDBUSH plead guilty to two counts of failing to maintain an adequate AML program and failing to file accurate CTRs.

The above plea agreements were filed as "material contracts" in accordance with the Bank's regulatory obligations under securities laws and at the request of the Ontario Securities Commission ("OSC"), as part of ongoing continuous disclosure review by OSC Corporate Finance.

Additional information about the Global Resolution can be found under "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" on pages 4 to 9 of the 2024 MD&A, which is incorporated by reference.

The Bank's material contracts are available under the Bank's issuer profile on SEDAR+ at www.sedarplus.ca

ADDITIONAL INFORMATION

Additional information concerning the Bank may be found on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Bank's securities and options to purchase securities, in each case if applicable, is contained in the Bank's management proxy circular for its most recent annual meeting of shareholders that involved the election of directors. Additional financial information is provided in the Bank's comparative financial statements and management's discussion and analysis for its most recently completed financial year, which at the date hereof was the year ended October 31, 2024.

Under certain Canadian bank resolution powers that came into effect on September 23, 2018 (the "bail-in regime"), the Canada Deposit Insurance Corporation ("CDIC") may, in circumstances where the Bank has ceased, or is about to cease, to be viable, assume temporary control or ownership of the Bank and may be granted broad powers by one or more orders of the Governor in Council (Canada), including the power to sell or dispose of all or a part of the assets of the Bank, and the power to carry out or cause the Bank to carry out a transaction or a series of transactions the purpose of which is to restructure the business of the Bank. The expressed objectives of the bail-in regime include reducing government and taxpayer exposure in the unlikely event of a failure of a bank designated by OSFI as a domestic systemically important bank ("D-SIB"), reducing the likelihood of such a failure by increasing market discipline and reinforcing that bank shareholders and creditors are responsible for the D-SIBs' risks and not taxpayers, and preserving financial stability by empowering the CDIC to quickly restore a failed D-SIB to viability and allow it to remain open and operating, even where the D-SIB has experienced severe losses. For a description of Canadian bank resolution powers and the consequent risk factors attaching to certain liabilities of the Bank, reference is made to https://www.td.com/investor-relations/ir-homepage/regulatory-disclosures/main-features-of-capital-instruments/main-features-of-capital-instruments.jsp.

Appendix "A"

Intercorporate Relationships

The following is a list of the directly or indirectly held significant subsidiaries.

SIGNIFICANT SUBSIDIARIES[1]

(millions of Canadian dollars)

		October 31, 2024
North America	**Address of Head or Principal Office**[2]	**Carrying value of shares owned by the Bank**[3]
Meloche Monnex Inc.	Montreal, Québec	$ 2,753
Security National Insurance Company	Montreal, Québec	
Primmum Insurance Company	Toronto, Ontario	
TD Direct Insurance Inc.	Toronto, Ontario	
TD General Insurance Company	Toronto, Ontario	
TD Home and Auto Insurance Company	Toronto, Ontario	
TD Wealth Holdings Canada Limited	Toronto, Ontario	10,367
TD Asset Management Inc.	Toronto, Ontario	
GMI Servicing Inc.	Winnipeg, Manitoba	
TD Waterhouse Private Investment Counsel Inc.	Toronto, Ontario	
TD Waterhouse Canada Inc.	Toronto, Ontario	
TD Auto Finance (Canada) Inc.	Toronto, Ontario	4,287
TD Group US Holdings LLC	Wilmington, Delaware	81,374
Toronto Dominion Holdings (U.S.A.), Inc.	New York, New York	
Cowen Inc.	New York, New York	
Cowen Structured Holdings LLC	New York, New York	
Cowen Structured Holdings Inc.	New York, New York	
ATM Execution LLC	New York, New York	
RCG LV Pearl, LLC	New York, New York	
Cowen Financial Products LLC	New York, New York	
Cowen Holdings, Inc.	New York, New York	
Cowen and Company, LLC	New York, New York	
Cowen CV Acquisition LLC	New York, New York	
Cowen Execution Holdco LLC	New York, New York	
Westminster Research Associates LLC	New York, New York	
RCG Insurance Company	New York, New York	
TD Prime Services LLC	New York, New York	
TD Securities Automated Trading LLC	Chicago, Illinois	
TD Securities (USA) LLC	New York, New York	
Toronto Dominion (Texas) LLC	New York, New York	
Toronto Dominion (New York) LLC	New York, New York	
Toronto Dominion Investments, Inc.	New York, New York	
TD Bank US Holding Company	Cherry Hill, New Jersey	
Epoch Investment Partners, Inc.	New York, New York	
TD Bank USA, National Association	Cherry Hill, New Jersey	
TD Bank, National Association	Cherry Hill, New Jersey	
TD Equipment Finance, Inc.	Mt. Laurel, New Jersey	
TD Private Client Wealth LLC	New York, New York	
TD Public Finance LLC	New York, New York	
TD Wealth Management Services Inc.	Mt. Laurel, New Jersey	
TD Investment Services Inc.	Toronto, Ontario	56
TD Life Insurance Company	Toronto, Ontario	163
TD Mortgage Corporation	Toronto, Ontario	13,231
TD Pacific Mortgage Corporation	Vancouver, British Columbia	
The Canada Trust Company	Toronto, Ontario	
TD Securities Inc.	Toronto, Ontario	3,213
TD Vermillion Holdings Limited	Toronto, Ontario	23,714
TD Financial International Ltd.	Hamilton, Bermuda	
TD Reinsurance (Barbados) Inc.	St. James, Barbados	
International		
Cowen Malta Holdings Limited	Birkirkara, Malta	27
Cowen Insurance Company Ltd	Birkirkara, Malta	
Ramius Enterprise Luxembourg Holdco S.à.r.l.	Luxembourg, Luxembourg	247
Cowen Reinsurance S.A.	Luxembourg, Luxembourg	
TD Ireland Unlimited Company	Dublin, Ireland	2,805
TD Global Finance Unlimited Company	Dublin, Ireland	
TD Securities (Japan) Co. Ltd.	Tokyo, Japan	13
Toronto Dominion Australia Limited	Sydney, Australia	104
TD Bank Europe Limited	London, England	1,407
Toronto Dominion International Pte. Ltd.	Singapore, Singapore	6,812
Cowen Execution Services Limited	London, England	
Toronto Dominion (South East Asia) Limited	Singapore, Singapore	1,643

[1] Unless otherwise noted, The Toronto-Dominion Bank, either directly or through its subsidiaries, owns 100% of the entity and/or 100% of any issued and outstanding voting securities and non-voting securities of the entities listed.

[2] Each subsidiary is incorporated or organized in the country in which its head or principal office is located.

[3] Carrying amounts are prepared for purposes of meeting the disclosure requirements of Section 308 (3)(a)(ii) of the *Bank Act (Canada)*. Intercompany transactions may be included herein which are eliminated for consolidated financial reporting purposes.

Appendix "B"

Description of Ratings

Description of ratings, as disclosed by Moody's Investors Service on its public website

Ratings assigned on Moody's global long-term and short-term rating scales are forward-looking opinions of the relative credit risks of financial obligations issued by non-financial corporates, financial institutions, structured finance vehicles, project finance vehicles, and public sector entities. Moody's defines credit risk as the risk that an entity may not meet its contractual financial obligations as they come due and any estimated financial loss in the event of default or impairment. The contractual financial obligations addressed by Moody's ratings are those that call for, without regard to enforceability, the payment of an ascertainable amount, which may vary based upon standard sources of variation (e.g., floating interest rates), by an ascertainable date. Moody's rating addresses the issuer's ability to obtain cash sufficient to service the obligation, and its willingness to pay. Moody's ratings do not address non- standard sources of variation in the amount of the principal obligation (e.g., equity indexed), absent an express statement to the contrary in a press release accompanying an initial rating. Long-term ratings are assigned to issuers or obligations with an original maturity of eleven months or more and reflect both on the likelihood of a default or impairment on contractual financial obligations and the expected financial loss suffered in the event of default or impairment. Short-term ratings are assigned to obligations with an original maturity of thirteen months or less and reflect both on the likelihood of a default or impairment on contractual financial obligations and the expected financial loss suffered in the event of default or impairment. Moody's issues ratings at the issuer level and instrument level on both the long-term scale and the short-term scale. Typically, ratings are made publicly available although private and unpublished ratings may also be assigned.

Moody's differentiates structured finance ratings from fundamental ratings (i.e., ratings on nonfinancial corporate, financial institution, and public sector entities) on the global long-term scale by adding (sf) to all structured finance ratings. The addition of (sf) to structured finance ratings should eliminate any presumption that such ratings and fundamental ratings at the same letter grade level will behave the same. The (sf) indicator for structured finance security ratings indicates that otherwise similarly rated structured finance and fundamental securities may have different risk characteristics. Through its current methodologies, however, Moody's aspires to achieve broad expected equivalence in structured finance and fundamental rating performance when measured over a long period of time.

Moody's assigns ratings to long-term and short-term financial obligations. Long-term ratings are assigned to issuers or obligations with an original maturity of eleven months or more and reflect both on the likelihood of a default on contractually promised payments and the expected financial loss suffered in the event of default. Short-term ratings are assigned to obligations with an original maturity of thirteen months or less and reflect both on the likelihood of a default on contractually promised payments and the expected financial loss suffered in the event of default. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from 'Aa' through 'Caa'. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. Additionally, a '(hyb)' indicator is appended to all ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms.

A global long-term rating of 'Aa' reflects obligations that are judged to be of high quality and are subject to very low credit risk. Obligations rated 'A' are judged to be upper-medium grade and are subject to low credit risk. Obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Global short-term ratings of 'P-1' (Prime-1) reflect a superior ability to repay short-term obligations.

A Moody's rating outlook is an opinion regarding the likely rating direction over the medium term. Rating outlooks fall into four categories: 'Positive' (POS), 'Negative' (NEG), 'Stable' (STA), and 'Developing' (DEV). Outlooks may be assigned at the issuer level or at the rating level. Where there is an outlook at

the issuer level and the issuer has multiple ratings with differing outlooks, an “(m)” modifier to indicate multiple will be displayed and Moody’s press releases will describe and provide the rationale for these differences. A designation of 'RUR' (Rating(s) Under Review) is typically used when an issuer has one or more ratings under review, which overrides the outlook designation. A designation of 'RWR' (Rating(s) Withdrawn) indicates that an issuer has no active ratings to which an outlook is applicable. Rating outlooks are not assigned to all rated entities. In some cases, this will be indicated by the display 'NOO' (No Outlook).

A 'Stable' outlook indicates a low likelihood of a rating change over the medium term. A 'Negative', 'Positive' or 'Developing' outlook indicates a higher likelihood of a rating change over the medium term. A rating committee that assigns an outlook of 'Stable', 'Negative', 'Positive', or 'Developing' to an issuer’s rating is also indicating its belief that the issuer’s credit profile is consistent with the relevant rating level at that point in time.

Description of ratings, as disclosed by S&P Global Ratings on its public website

An S&P Global Ratings issue credit rating is a forward-looking opinion about the creditworthiness of an obligor with respect to a specific financial obligation, a specific class of financial obligations, or a specific financial program (including ratings on medium-term note programs and commercial paper programs). It takes into consideration the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and takes into account the currency in which the obligation is denominated. The opinion reflects S&P Global Ratings' view of the obligor's capacity and willingness to meet its financial commitments as they come due, and this opinion may assess terms, such as collateral security and subordination, which could affect ultimate payment in the event of default.

Issue credit ratings can be either long-term or short-term. Short-term issue credit ratings are generally assigned to those obligations considered short-term in the relevant market, typically with an original maturity of no more than 365 days. Short-term issue credit ratings are also used to indicate the creditworthiness of an obligor with respect to put features on long-term obligations. We would typically assign a long-term issue credit rating to an obligation with an original maturity of greater than 365 days. However, the ratings we assign to certain instruments may diverge from these guidelines based on market practices.

Issue credit ratings are based, in varying degrees, on S&P Global Ratings' analysis of the following considerations:

- The likelihood of payment--the capacity and willingness of the obligor to meet its financial commitments on an obligation in accordance with the terms of the obligation;
- The nature and provisions of the financial obligation, and the promise we impute; and
- The protection afforded by, and relative position of, the financial obligation in the event of a bankruptcy, reorganization, or other arrangement under the laws of bankruptcy and other laws affecting creditors' rights.

An issue rating is an assessment of default risk but may incorporate an assessment of relative seniority or ultimate recovery in the event of default. Junior obligations are typically rated lower than senior obligations, to reflect lower priority in bankruptcy, as noted above. (Such differentiation may apply when an entity has both senior and subordinated obligations, secured and unsecured obligations, or operating company and holding company obligations.)

A long-term obligation rated 'AA’ differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitments on the obligation is very strong. A long-term obligation rated ‘A’ is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. A long-term obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The

ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

A short-term obligation rated 'A-1' is rated in the highest category by S&P Global Ratings. The obligor's capacity to meet its financial commitments on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments on these obligations is extremely strong.

The S&P Global Ratings Canadian preferred share rating scale serves issuers, investors, and intermediaries in the Canadian financial markets by expressing preferred share ratings (determined in accordance with global rating criteria) in terms of rating symbols that have been actively used in the Canadian market over a number of years. An S&P Global Ratings preferred share rating on the Canadian scale is a forward-looking opinion about the creditworthiness of an obligor with respect to a specific preferred share obligation issued in the Canadian market relative to preferred shares issued by other issuers in the Canadian market. There is a direct correspondence between the specific ratings assigned on the Canadian preferred share scale and the various rating levels on the global debt rating scale of S&P Global Ratings. The Canadian scale rating is fully determined by the applicable global scale rating, and there are no additional analytical criteria associated with the determination of ratings on the Canadian scale. S&P Global Ratings' practice is to present ratings on an issuer's preferred shares on both the global rating scale and on the Canadian national scale when listing the ratings for a particular issuer. A Canadian National preferred share rating of 'P-2' corresponds to global scale preferred share rating of 'BBB'.

An S&P Global Ratings outlook assesses the potential direction of a long-term credit rating over the intermediate term, which is generally up to two years for investment grade and generally up to one year for speculative grade. In determining a rating outlook, consideration is given to any changes in economic and/or fundamental business conditions. A 'Stable' rating outlook indicates that a rating is not likely to change.

Description of ratings, as disclosed by Fitch on its public website

Fitch Ratings publishes credit ratings that are forward-looking opinions on the relative ability of an entity or obligation to meet financial commitments. Issuer Default Ratings (IDRs) are assigned to corporations, sovereign entities, and financial institutions, such as banks, leasing companies and insurers, and public finance entities (local and regional governments). Issue level ratings are also assigned and often include an expectation of recovery, which may be notched above or below the issuer-level rating. Issue ratings are assigned to secured and unsecured debt securities, loans, preferred stock and other instruments, Structured finance ratings are issue ratings to securities backed by receivables or other financial assets that consider the obligations' relative vulnerability to default.

Credit ratings are indications of the likelihood of repayment in accordance with the terms of the issuance. In limited cases, Fitch may include additional considerations (i.e. rate to a higher or lower standard than that implied in the obligation's documentation). Fitch's credit rating scale for issuers and issues is expressed using the categories 'AAA' to 'BBB' (investment grade) and 'BB' to 'D' (speculative grade) with an additional +/– for 'AA' through 'CCC' levels, indicating relative differences of probability of default or recovery for issues. The terms "investment grade" and "speculative grade" are market conventions and do not imply any recommendation or endorsement of a specific security for investment purposes. Investment-grade categories indicate relatively low to moderate credit risk, while ratings in the speculative categories signal either a higher level of credit risk or that a default already occurred.

Credit ratings are also designated as 'long-term' or 'short-term' with different scales used. Long-term ratings use the noted 'AAA' to 'D' scale. Fitch's rating analysis considers the long-term rating horizon, and therefore considers both near-term and long-term key rating drivers. Short-term ratings scale is 'F1+'

through ‘F3’, ‘B’, ‘C’ and ‘D/RD’. The ‘D’ and ‘RD’ ratings are used for both long-term and short-term ratings.

Ratings of individual securities or financial obligations of a corporate issuer address relative vulnerability to default on an ordinal scale. In addition, for financial obligations in corporate finance, a measure of recovery given default on that liability is also included in the rating assessment. This notably applies to covered bonds ratings, which incorporate both an indication of the probability of default and of the recovery given a default of this debt instrument. On the contrary, Ratings of debtor-in-possession (DIP) obligations incorporate the expectation of full repayment. The relationship between the issuer scale and obligation scale assumes a generic historical average recovery. Individual obligations can be assigned ratings higher, lower, or the same as that entity’s issuer rating or IDR, based on their relative ranking, relative vulnerability to default or based on explicit Recovery Ratings. As a result, individual obligations of entities, such as corporations, are assigned ratings higher, lower, or the same as that entity’s issuer rating or IDR, except DIP obligation ratings that are not based off an IDR. At the lower end of the ratings scale, Fitch publishes explicit Recovery Ratings in many cases to complement issuer and obligation ratings.
'AA' (Very High Credit Quality) ratings denote expectations of very low credit risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. ‘A’ (High Credit Quality) ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. ‘BBB’ (Good Credit Quality) ratings indicate that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.

A short-term issuer or obligation rating is based in all cases on the short-term vulnerability to default of the rated entity and relates to the capacity to meet financial obligations in accordance with the documentation governing the relevant obligation. Short-term deposit ratings may be adjusted for loss severity. Short-Term Ratings are assigned to obligations whose initial maturity is viewed as “short term” based on market convention (a long-term rating can also be used to rate an issue with short maturity). Typically, this means up to 13 months for corporate, sovereign, and structured obligations and up to 36 months for obligations in U.S. public finance markets. F1 (Highest Short-Term Credit Quality) Indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.

Outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached or been sustained the level that would cause a rating action, but which may do so if such trends continue. A Positive Rating Outlook indicates an upward trend on the rating scale. Conversely, a Negative Rating Outlook signals a negative trend on the rating scale. Positive or Negative Rating Outlooks do not imply that a rating change is inevitable, and similarly, ratings with Stable Outlooks can be raised or lowered without a prior revision to the Outlook. Occasionally, where the fundamental trend has strong, conflicting elements of both positive and negative, the Rating Outlook may be described as “Evolving.”

Description of ratings, as disclosed by DBRS Morningstar on its public website

The DBRS Morningstar long-term credit ratings provide opinions on risk of default. DBRS Morningstar considers risk of default to be the risk that an issuer will fail to satisfy the financial obligations in accordance with the terms under which a long-term obligation has been issued. Credit ratings are based on quantitative and qualitative considerations relevant to the issuer, and the relative ranking of claims. All rating categories from AA to CCC contain the subcategories (high) and (low). The absence of either a (high) or (low) designation indicates the credit rating is in the middle of the category. A long-term rating of 'AA' is of superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from 'AAA' only to a small degree. Unlikely to be significantly vulnerable to future events. A long-term rating of 'A' is of good credit quality. The capacity for the payment of financial

obligations is substantial, but of lesser credit quality than 'AA'. May be vulnerable to future events, but qualifying negative factors are considered manageable.

The DBRS Morningstar short-term debt rating scale provides an opinion on the risk that an issuer will not meet its short-term financial obligations in a timely manner. Ratings are based on quantitative and qualitative considerations relevant to the issuer and the relative ranking of claims. The 'R-1' and 'R-2' rating categories are further denoted by the subcategories '(high)', '(middle)', and '(low)'. A short-term debt rating of 'R-1' '(high)' is the highest credit quality. The capacity for the payment of short-term financial obligations as they fall due is exceptionally high. Unlikely to be adversely affected by future events.

The DBRS Morningstar preferred share rating scale reflects an opinion on the risk that an issuer will not fulfil its obligations with respect to both dividend and principal commitments in respect of preferred shares issued in the Canadian securities market in accordance with the terms under which the relevant preferred shares have been issued. Every DBRS Morningstar rating using the preferred share rating scale is based on quantitative and qualitative considerations relevant to the issuing entity. Each rating category may be denoted by the subcategories 'high' and 'low'. The absence of either a 'high' or 'low' designation indicates the rating is in the middle of the category. Preferred shares issued in the Canadian securities markets are rated using the preferred share rating scale and preferred shares issued outside of the Canadian securities markets are rated using the long-term obligations scale. Because preferred share dividends are only payable when approved, the non-payment of a preferred share dividend does not necessarily result in a 'D'. DBRS Morningstar may also use 'SD' (Selective Default) in cases where only some securities are affected, such as in the case of a “distressed exchange”. Preferred shares rated 'Pfd-2' are generally of good credit quality. Protection of dividends and principal is still substantial, but earnings, the balance sheet and coverage ratios are not as strong as 'Pfd-1' rated companies. Generally, 'Pfd-2' ratings correspond with issuers with an 'A' category or higher reference point.

Appendix "C"

AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF THE TORONTO-DOMINION BANK

CHARTER

In this Charter, "Bank" means The Toronto-Dominion Bank on a consolidated basis.

Main Responsibilities:

- overseeing reliable, accurate and clear financial reporting to shareholders
- overseeing the effectiveness of internal controls, including internal control over financial reporting
- recommending to the Board the appointment of the shareholders' auditor for approval by the shareholders and the compensation and terms of engagement of the shareholders' auditor for approval by the Board
- overseeing the work of the shareholders' auditor, including requiring the shareholders' auditor to report directly to the Committee
- reviewing reports from the shareholders' auditor, chief financial officer, chief auditor, chief compliance officer, and chief anti-money laundering officer, and evaluating the effectiveness and independence of each
- overseeing the establishment and maintenance of policies and programs reasonably designed to achieve and maintain the Bank's compliance with the laws and regulations that apply to it
- acting as the audit committee for certain subsidiaries of the Bank that are federally regulated financial institutions

Independence is Key:

- the Committee is composed entirely of independent directors
- the Committee meets without management present at each Committee meeting
- the Committee has the authority to engage independent advisors, paid for by the Bank, to help it make the best possible decisions on the financial reporting, accounting policies and practices, disclosure practices, compliance, and effectiveness of internal controls of the Bank

Composition and Independence, Financial Literacy and Authority

The Committee shall be composed of members of the Board of Directors in such number as is determined by the Board with regard to the by-laws of the Bank, applicable laws, rules and regulations, and any other relevant considerations, subject to a minimum requirement of three directors.

No member of the Committee may be an officer or retired officer of the Bank. Every member of the Committee shall be independent of the Bank within the meaning of all applicable laws, rules and regulations including those particularly applicable to audit committee members and any other relevant consideration as determined by the Board of Directors, including the Bank's Director Independence Policy. No member of the Committee may serve on more than three public company audit committees (including the Bank) without the consent of the Corporate Governance Committee and the Board.

The members of the Committee shall be appointed by the Board and shall serve until their successor is duly appointed, unless the member resigns, is removed, or ceases to be a director. A Chair will be appointed by the Board upon recommendation of the Corporate Governance Committee, failing which the members of the Committee may designate a Chair by majority vote. The Committee may from time to time delegate to its Chair certain powers or responsibilities that the Committee itself may have hereunder,

and if the Chair exercises such powers and responsibilities, the Chair shall report to the Committee with respect to their actions.

In addition to the qualities set out in the Position Description for Directors, all members of the Committee should be financially literate or be willing and able to acquire the necessary knowledge quickly. Financially literate means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Bank's financial statements. At least one member of the Committee shall have a background in accounting or related financial management experience which would include any experience or background that results in the individual's financial sophistication, including being or having been an auditor, a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

In fulfilling the responsibilities set out in this Charter, the Committee has the authority to conduct any investigation it deems appropriate to, and access any officer, employee or agent of the Bank for the purpose of fulfilling its responsibilities, including the shareholders' auditor.

The Committee may obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Bank for such independent counsel or outside advisor in its sole discretion without seeking Board approval.

Committee members will enhance their familiarity with financial, accounting and other areas relevant to their responsibilities by participating in educational sessions or other opportunities for development.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate or as the mandate requires. The Committee shall meet with the shareholders' auditor and management quarterly to review the Bank's financial statements consistent with the section entitled "Financial Reporting" below. The Committee shall dedicate a portion of each of its regularly scheduled quarterly meetings to meeting separately with each of the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the Chief Auditor, the Chief Risk Officer, the Chief Compliance Officer, the Chief Anti-Money Laundering Officer, and the shareholders' auditor and to meeting on its own without members of management or the shareholders' auditor present. Any member of the Committee may make a request to the Chair for a Committee meeting or any part thereof to be held without management present. At each Committee meeting, the Committee shall meet on its own without members of management.

To facilitate open communication between this Committee and the Risk Committee, and where the Chair of the Risk Committee is not a member of this Committee, the Chair of the Risk Committee shall have a standing invitation to attend each meeting of this Committee at his or her discretion as a non-voting observer and receive the materials for each such meeting. In addition, this Committee shall meet with the Risk Committee at least two times annually to discuss topics relevant to both Committees.

The Committee may invite to its meetings any director, member of management of the Bank or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Specific Duties and Responsibilities

Financial Reporting

The Committee is responsible for the oversight of reliable, accurate and clear financial reporting to shareholders, including reviewing and discussing the Bank's annual and interim consolidated financial statements and management's discussion and analysis ("MD&A") and reviewing the shareholders' auditor opinion on the annual financial statements and on the Bank's internal control over financial reporting, prior to approval by the Board and release to the public, and reviewing, as appropriate, releases to the public of significant material non-public financial information of the Bank. Such review of the financial reports of the Bank shall include, when appropriate but at least annually, discussion with management, the Internal Audit Division and the shareholders' auditor of significant issues regarding accounting principles,

practices, financial statement, and MD&A disclosures, including non-GAAP and other financial measures (e.g., Items of Note), and significant management estimates and judgments.

The Committee reviews earnings news releases and satisfies itself that adequate procedures are in place for the review of the Bank's public disclosure of financial information extracted or derived from the Bank's financial statements, other than the public disclosure in the Bank's annual and interim consolidated financial statements and MD&A and must periodically assess the adequacy of those procedures.

Financial Reporting Process

The Committee supports the Board in its oversight of the financial reporting process of the Bank including by:

- working with management, the shareholders' auditor and the Internal Audit Division to review the integrity of the Bank's financial reporting processes;
- reviewing the process relating to and the certifications of the Chief Executive Officer and the Chief Financial Officer on the integrity of the Bank's quarterly and annual consolidated financial statements and such other periodic disclosure documents required by regulators or that may be required by law;
- reviewing sustainability disclosures required to be included in financial reporting, including any such disclosures relating to climate-related matters;
- considering the key accounting policies of the Bank and reviewing in appropriate detail the basis for significant estimates and judgments including but not limited to actuarial reserves, allowances for loan losses and other valuation allowances and discussing such matters with management and/or the shareholders' auditor;
- keeping abreast of trends and best practices in financial reporting including considering, as they arise, topical issues and their application to the Bank;
- reviewing with management and the shareholders' auditor significant accounting principles and policies and all critical accounting policies and practices used and any significant audit adjustments made;
- considering and approving, if appropriate, substantive changes to the Bank's accounting and financial reporting policies as suggested by management, the shareholders' auditor, or the Internal Audit Division;
- establishing regular systems of reporting to the Committee by each of management, the shareholders' auditor and the Internal Audit Division regarding any significant judgments made in management's preparation of the financial statements and any significant difficulties encountered during the course of the review or audit, including any restrictions on the scope of work or access to required information; and
- reviewing tax and tax planning matters that are material to the financial statements.

The Committee's Role in the Financial Reporting Process

The Committee oversees the financial reporting process at the Bank and reviews quarterly reporting regarding the process undertaken by management. The Committee approves the scope and terms of the audit engagement and reviews the results of the review by the shareholders' auditor. The shareholders' auditor is responsible for planning and carrying out, in accordance with professional standards, an audit of the Bank's annual financial statements and reviews of the Bank's quarterly financial information. Management is responsible for the Bank's financial reporting process which includes the preparation, presentation and integrity of the Bank's financial statements and maintenance of appropriate accounting and financial reporting principles and policies, and internal controls and procedures designed to verify compliance with accounting standards and applicable laws and regulations.

Internal Controls

The shareholders' auditor is also responsible for planning and carrying out, in accordance with professional standards, an audit of the Bank's internal control over financial reporting. Management is responsible for devising and maintaining effective internal control over financial reporting and for its assessment of the effectiveness of such internal control.

The Committee is responsible for overseeing the internal control framework and monitoring its effectiveness including by:

- reviewing management's reports related to the establishment and maintenance of an adequate and effective internal control system and processes (including controls related to the prevention, identification and detection of fraud) that are designed to provide assurance in areas including reporting (financial, operational and risk), efficiency and effectiveness of operations and safeguarding assets, monitoring compliance with laws, regulations and guidance, and internal policies, including compliance with section 404 of the U.S. Sarbanes-Oxley Act and similar rules of the Canadian Securities Administrators;
    - as part of this review, the Committee shall consider and discuss with management whether any deficiencies identified may be classified as a significant deficiency or material weakness;
- meeting with management, the Chief Auditor and the shareholders' auditor to assess the adequacy and effectiveness of the Bank's internal controls, including internal control over financial reporting and controls related to the prevention, identification and detection of fraud;
- overseeing the adequacy of governance structures and control processes for all financial instruments that are measured at fair value for financial reporting purposes;
- reviewing reports from the Risk Committee as considered necessary or desirable with respect to any issues relating to internal control policies and the effectiveness of related procedures considered by that Committee in the course of undertaking its responsibilities; and
- reviewing reporting by the Bank to its shareholders regarding internal control over financial reporting.

Internal Audit Division

The Committee oversees the Internal Audit Division of the Bank and any aspects of the internal audit function that are outsourced to a third party. The Committee satisfies itself that the Internal Audit Division is sufficiently independent to perform its responsibilities. In addition, the Committee:

- discusses with the Chief Auditor and senior management the authority, roles and responsibilities for the Internal Audit Division and, at least annually, reviews and approves its charter and the Chief Auditor's mandate and independence attestation;
- reviews and discusses with the Chief Auditor internal audit priorities and the annual audit plan (including the risk assessment methodology) and approves the audit plan and any significant changes thereto and while satisfying itself that the plan is appropriate, risk-based and addresses all the relevant activities and significant risks over a measurable cycle;
- reviews and approves the annual financial budget, resource plan and performance objectives, and reviews significant updates;
- reviews the Global Internal Audit Policy;
- confirms the appointment and dismissal of the Chief Auditor;
- annually conveys its view of the performance of the Chief Auditor to the Chief Executive Officer as input into the compensation approval process;

- at least annually assesses the effectiveness and operational adequacy of the Internal Audit Division;
- reviews the results of the independent quality assurance review report on the Internal Audit Division conducted on a five-year cycle, including information on the qualifications and independence of the assessor(s) and any potential conflict of interest;
- periodically reviewing the results of a benchmarking of the Internal Audit Division conducted with the assistance of an independent third party;
- reviews and discuss regular reports prepared by the Chief Auditor, including internal control over financial reporting and all other information outlined in regulatory guidance, together with management's response and follow-up on outstanding findings, and proactively consider thematic findings across the Bank;
- provides a forum for the Chief Auditor to have unfettered access to the Committee to raise any non-conformance with the Audit Code of Ethics or the standards of the Institute of Internal Auditors that impacts the overall scope or operation of the Internal Audit Division, organizational or industry issues or issues with respect to the relationship and interaction between the Internal Audit Division, management, the shareholders' auditor and/or regulators; and
- oversees remediation of deficiencies identified by supervisory authorities related to the Internal Audit Division within an appropriate time frame and to review reports on progress of necessary corrective actions.

Oversight of Shareholders' Auditor

The Committee annually reviews and evaluates the performance, qualifications, skills, resources (amount and type), independence and professional skepticism of the shareholders' auditor and recommend to the Board for recommendation to the shareholders, the appointment of the shareholders' auditor. The Committee be responsible for approving the auditor's remuneration a satisfies itself that the level of audit fees is commensurate with the scope of work to obtain a quality audit. The Committee also makes recommendations to the Board for approval regarding, if appropriate, termination of the shareholders' auditor. The shareholders' auditor shall be accountable to the Committee and the entire Board, as representatives of the shareholders, for its review of the financial statements and controls of the Bank. In addition, the Committee:

- reviews and approves the annual audit plans and engagement letters of the shareholders' auditor and satisfy itself that the plans are appropriate, risk-based and address all the relevant activities over a measurable cycle;
- at least annually, reviews the shareholders' auditor's processes for assuring the quality of their audit services including ensuring their independence and any other matters that may affect the audit firm's ability to serve as shareholders' auditor;
- discusses those matters that are required to be communicated by the shareholders' auditor to the Committee in accordance with the standards established by the Chartered Professional Accountants of Canada and the Public Company Accounting Oversight Board ("PCAOB") and the requirements of the *Bank Act* (Canada) and of the Bank's regulators, including its primary regulator OSFI, as such matters are applicable to the Bank from time to time;
- reviews with the shareholders' auditor any issues that may be brought forward by it, including any audit problems or difficulties, such as restrictions on its audit activities or access to requested information, and management's responses;
- requests management to take the necessary corrective actions to address any findings and recommendations of the shareholders' auditor in a timely manner;

- reviews with the shareholders' auditor concerns, if any, about the quality, not just acceptability, of the Bank's accounting principles and policies as applied in its financial reporting;
- provides a forum for management and the internal and/or shareholders' auditor to raise issues regarding their relationship and interaction. To the extent disagreements regarding financial reporting are not resolved, be responsible for the resolution of such disagreements between management and the internal and/or shareholders' auditor;
- at least annually, reviews and evaluates the qualifications, performance and independence of the lead, and other key senior partners of the shareholders' auditor, monitor the rotation timing and, as required upon rotation of the lead and other key senior partners, assess the qualifications of the shareholders' auditor's proposed new lead and other key senior partners and obtain confirmation from the shareholders' auditor of compliance with the requirements for the qualifications for auditors pursuant to the *Bank Act* (Canada), and guidance by other applicable regulators;
- at least every five years, conducts a periodic comprehensive review of the shareholders' auditor; and
- annually reviews and discusses the Canadian Public Accountability Board's ("CPAB") and PCAOB's public reports with the shareholders' auditor and, as necessary, discuss any CPAB and/or PCAOB findings specific to the inspection of the Bank's audit.

Independence of Shareholders' Auditor

The Committee monitors and assesses the independence of the shareholders' auditor through various mechanisms, including by:

- reviewing and approving (or recommending to the Board for approval) the audit engagement terms and fees and other legally permissible services to be performed by the shareholders' auditor for the Bank, with such approval to be given either specifically or pursuant to pre-approval procedures adopted by the Committee;
- reviewing from the shareholders' auditor, at least annually, a formal written statement confirming independence and delineating all relationships between the shareholders' auditor and the Bank consistent with the rules of professional conduct of the Canadian provincial chartered accountants' institutes or other regulatory bodies, as applicable;
- reviewing and discussing with the Board and the shareholders' auditor, annually and otherwise as necessary, any relationships or services between the shareholders' auditor and the Bank or any factors that may impact the objectivity and independence of the shareholders' auditor;
- reviewing, approving and monitoring policies and procedures for the employment of past or present partners, or employees of the shareholders' auditor as required by applicable laws; and
- reviewing, approving and monitoring other policies and procedures put in place to facilitate auditor independence, such as the criteria for tendering the shareholders' auditor contract and the rotation of members of the audit engagement team, as applicable.

Finance Department

The Committee oversees the Finance Department of the Bank, including by:

- reviewing and approving the mandate of the Finance Department and the mandate of the Chief Financial Officer at least annually;
- reviewing and approving, at least annually, the Finance Department strategic priorities, budget and resource plan, including reviewing reports from management on resource adequacy;
- annually assessing the effectiveness of the Finance Department;

- periodically reviewing the results of a benchmarking of the Finance Department conducted with the assistance of an independent third party;
- annually conveying its view of the performance of the Chief Financial Officer to the Chief Executive Officer as input into the compensation approval process;
- confirming the appointment and dismissal of the Chief Financial Officer; and
- providing a forum for the Chief Financial Officer to have unfettered access to the Committee to raise any financial reporting issues or issues with respect to the relationship and interaction among the Finance Department, management, the shareholders' auditor and/or regulators.

Compliance

The Committee oversees the establishment and maintenance of policies and programs reasonably designed to achieve and maintain the Bank's compliance with the laws and regulations that apply to it, including by:

- establishing and maintaining procedures in accordance with regulatory requirements for the receipt, retention and treatment of confidential, anonymous submissions of concerns regarding questionable accounting, internal accounting controls or auditing matters, and reviewing reports on such complaints and submissions as required under the applicable policy; and
- reviewing professional pronouncements and changes to key regulatory requirements relating to accounting rules to the extent they apply to the financial reporting process of the Bank.

Global Compliance Department

The Committee shall oversee the Global Compliance Department of the Bank and the execution of its mandate and shall satisfy itself that the Global Compliance Department is sufficiently independent to perform its responsibilities. In addition, the Committee shall:

- review and approve its annual plan, including its budget, resources and strategic priorities, and any significant changes to the annual plan;
- annually review and approve the mandate of the Global Compliance Department and the mandate of the Chief Compliance Officer;
- at least annually assess the effectiveness of the Global Compliance Department;
- periodically review the results of a benchmarking of the Global Compliance Department conducted with the assistance of an independent third party;
- confirm the appointment and dismissal of the Chief Compliance Officer;
- annually convey its view of the performance of the Chief Compliance Officer to the Chief Executive Officer as input into the compensation approval process;
- review with management the Bank's compliance with applicable regulatory requirements and the Regulatory Compliance Management ("RCM") Program;
- regularly review and discuss reports prepared by the Chief Compliance Officer for the Committee, including with regard to reports by regulators and supervisory authorities related to the Global Compliance Department, the Bank's RCM program or the Bank's compliance with applicable laws and regulations and follow-up on any outstanding issues including proactive consideration of whether deficiencies in one area may be present in other areas;
- at least annually review the assessment by the Chief Compliance Officer on the adequacy of, adherence to and effectiveness of the Bank's day-to-day RCM controls, as well as the Opinion of

the Chief Compliance Officer as to whether the RCM Program and controls are sufficiently robust to achieve compliance with the applicable enterprise-wide regulatory requirements; and

- provide a forum for the Chief Compliance Officer to have unfettered access to the Committee. to raise any compliance issues or concerns with respect to the relationship and interaction among the Global Compliance Department, management and/or regulators.

Financial Crime Risk Management ("FCRM"))

The Committee shall oversee and monitor the establishment, maintenance and ongoing effectiveness of the Anti-Money Laundering ("AML") / Anti-Terrorist Financing ("ATF") / Economic Sanctions / Anti-Bribery and Anti-Corruption Program ("FCRM Program") that is designed so that the Bank is in compliance with the laws and regulations that apply to it as well as its own policies, including:

- reviewing with management the Bank's compliance with applicable regulatory requirements;
- reviewing an annual report from the Chief Anti-Money Laundering Officer regarding the assessment of the effectiveness of the FCRM Program, and following up with management on the status of recommendations and suggestions, as appropriate; and
- reviewing the opinion of the Chief Auditor on the effectiveness of the FCRM Program (including the AML) every two years and following up with management on the status of recommendations and suggestions, as appropriate.

FCRM Department

The Committee shall oversee the FCRM Department of the Bank and the execution of its mandate and shall satisfy itself that the FCRM Department is sufficiently independent to perform its responsibilities. In addition, the Committee shall:

- review and approve the FCRM Department's annual plan, including its budget, resources and strategic priorities, and any significant changes to the annual plan;
- consider and approve the AML Program Framework, including the Enterprise AML/ATF and Enterprise Sanctions policies;
- at least annually assess the effectiveness of the FCRM Department;
- review the results of an independent effectiveness review of the FCRM Program (including AML) conducted periodically;
- periodically review the results of a benchmarking of the FCRM Department conducted with the assistance of an independent third party;
- annually review and approve the mandate of the FCRM Department and the mandate of the Chief Anti-Money Laundering Officer;
- confirm the appointment and dismissal of the Chief Anti -Money Laundering Officer;
- annually convey its view of the performance of the Chief Anti-Money Laundering Officer to the Chief Executive Officer as input into the compensation approval process;
- regularly review and discuss reports prepared by the Chief Anti-Money Laundering Officer for the Committee, including with regard to reports by supervisory authorities related to the FCRM Program, on the Bank's compliance with applicable laws and regulations and on the design and operation of the FCRM Program, the adequacy of resources (people, systems and budget), and any recommendations thereto, and follow-up on any outstanding issues including proactive consideration of whether deficiencies in one area may be present in other areas; and

- provide a forum for the Chief Anti-Money Laundering Officer to have unfettered access to the Committee to raise any compliance issues or concerns with respect to the relationship and interaction among the FCRM Department, management and/or regulators.

General

The Committee shall have the following additional general duties and responsibilities:

- acting as the audit committee for certain Canadian subsidiaries of the Bank that are federally-regulated financial institutions, including meeting on an annual basis, without management present, with the appointed actuaries of the applicable subsidiaries of the Bank that are federally-regulated financial institutions;
- reviewing with the Bank's General Counsel any legal matter arising from litigation, asserted claims or regulatory non-compliance that could have a material impact on the Bank's financial condition and provide a forum for the General Counsel to have unfettered access to the Committee to raise any legal issues;
- provide a forum for the Chief Risk Officer to have unfettered access to the Committee to raise any compliance issues;
- performing such other functions and tasks as may be mandated by regulatory requirements applicable to audit committees or delegated by the Board;
- conducting an annual evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate;
- review and assess the adequacy of this Charter at least annually and submit this Charter to the Corporate Governance Committee for review and recommendation to the Board for approval; noting that changes considered administrative by the Chair of the Committee and the Board Chair can be reviewed and approved by the Corporate Governance Committee throughout the year and aggregated once per year for review and concurrence by the Board;
- maintaining minutes or other records of meetings and activities of the Committee; and
- the Committee Chair will report to the Board on recommendations and material matters arising at Committee meetings and any significant matters that arise between Board meetings and shall report as required to the Risk Committee on issues of relevance to it.

Posted: December 2024

Management's Discussion and Analysis

This Management's Discussion and Analysis (MD&A) is presented to enable readers to assess material changes in the financial condition and operating results of TD Bank Group ("TD" or the "Bank") for the year ended October 31, 2024, compared with the corresponding period in the prior year. This MD&A should be read in conjunction with the audited Consolidated Financial Statements and related Notes for the year ended October 31, 2024. This MD&A is dated December 4, 2024. Unless otherwise indicated, all amounts are expressed in Canadian dollars and have been primarily derived from the Bank's annual Consolidated Financial Statements prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Note that certain comparative amounts have been revised to conform with the presentation adopted in the current period.

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Additional information relating to the Bank, including the Bank's Annual Information Form, is available on the Bank's website at http://www.td.com, on SEDAR+ at http://www.sedar.com and on the U.S. Securities and Exchange Commission's website at http://www.sec.gov (EDGAR filers section).

Caution Regarding Forward-Looking Statements

From time to time, the Bank (as defined in this document) makes written and/or oral forward-looking statements, including in this document, in other filings with Canadian regulators or the United States (U.S.) Securities and Exchange Commission (SEC), and in other communications. In addition, representatives of the Bank may make forward-looking statements orally to analysts, investors, the media, and others. All such statements are made pursuant to the "safe harbour" provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in this document, the Management's Discussion and Analysis ("2024 MD&A") in the Bank's 2024 Annual Report under the heading "Economic Summary and Outlook", under the headings "Key Priorities for 2025" and "Operating Environment and Outlook" for the Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking segments, and under the heading "2024 Accomplishments and Focus for 2025" for the Corporate segment, and in other statements regarding the Bank's objectives and priorities for 2025 and beyond and strategies to achieve them, the regulatory environment in which the Bank operates, and the Bank's anticipated financial performance.

Forward-looking statements are typically identified by words such as "will", "would", "should", "believe", "expect", "anticipate", "intend", "estimate", "plan", "goal", "target", "may", and "could". By their very nature, these forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the physical, financial, economic, political, and regulatory environments, such risks and uncertainties – many of which are beyond the Bank's control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements.

Risk factors that could cause, individually or in the aggregate, such differences include: strategic, credit, market (including equity, commodity, foreign exchange, interest rate, and credit spreads), operational (including technology, cyber security, process, systems, data, third-party, fraud, infrastructure, insider and conduct), model, insurance, liquidity, capital adequacy, legal and regulatory compliance (including financial crime), reputational, environmental and social, and other risks. Examples of such risk factors include general business and economic conditions in the regions in which the Bank operates (including the economic, financial, and other impacts of pandemics); geopolitical risk; inflation, interest rates and recession uncertainty; regulatory oversight and compliance risk; risks associated with the Bank's ability to satisfy the terms of the global resolution of the civil and criminal investigations into the Bank's U.S. BSA/AML program; the impact of the global resolution of the civil and criminal investigations into the Bank's U.S. BSA/AML program on the Bank's businesses, operations, financial condition, and reputation; the ability of the Bank to execute on long-term strategies, shorter-term key strategic priorities, including the successful completion of acquisitions and dispositions and integration of acquisitions, the ability of the Bank to achieve its financial or strategic objectives with respect to its investments, business retention plans, and other strategic plans; the risk of large declines in the value of Bank's Schwab equity investment and corresponding impact on TD's market value; technology and cyber security risk (including cyber-attacks, data security breaches or technology failures) on the Bank's technologies, systems and networks, those of the Bank's customers (including their own devices), and third parties providing services to the Bank; data risk; model risk; fraud activity; insider risk; conduct risk; the failure of third parties to comply with their obligations to the Bank or its affiliates, including relating to the care and control of information, and other risks arising from the Bank's use of third-parties; the impact of new and changes to, or application of, current laws, rules and regulations, including without limitation consumer protection laws and regulations, tax laws, capital guidelines and liquidity regulatory guidance; increased competition from incumbents and new entrants (including Fintechs and big technology competitors); shifts in consumer attitudes and disruptive technology; environmental and social risk (including climate-related risk); exposure related to litigation and regulatory matters; ability of the Bank to attract, develop, and retain key talent; changes in foreign exchange rates, interest rates, credit spreads and equity prices; downgrade, suspension or withdrawal of ratings assigned by any rating agency, the value and market price of the Bank's common shares and other securities may be impacted by market conditions and other factors; the interconnectivity of Financial Institutions including existing and potential international debt crises; increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies, and methods used by the Bank; and the occurrence of natural and unnatural catastrophic events and claims resulting from such events.

The Bank cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank's results. For more detailed information, please refer to the "Risk Factors and Management" section of the 2024 MD&A, as may be updated in subsequently filed quarterly reports to shareholders and news releases (as applicable) related to any events or transactions discussed under the headings "Significant Events" or "Significant and Subsequent Events" in the relevant MD&A, which applicable releases may be found on www.td.com.

All such factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, should be considered carefully when making decisions with respect to the Bank. The Bank cautions readers not to place undue reliance on the Bank's forward-looking statements. Material economic assumptions underlying the forward-looking statements contained in this document are set out in the 2024 MD&A under the headings "Economic Summary and Outlook" and "Significant Events", under the headings "Key Priorities for 2025" and "Operating Environment and Outlook" for the Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking segments, and under the heading "2024 Accomplishments and Focus for 2025" for the Corporate segment, each as may be updated in subsequently filed quarterly reports to shareholders.

Any forward-looking statements contained in this document represent the views of management only as of the date hereof and are presented for the purpose of assisting the Bank's shareholders and analysts in understanding the Bank's financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.

This document was reviewed by the Bank's Audit Committee and was approved by the Bank's Board of Directors, on the Audit Committee's recommendation, prior to its release.

TABLE 1: FINANCIAL HIGHLIGHTS				
(millions of Canadian dollars, except where noted)		**2024**		2023
Results of operations				
Total revenue – reported[1]	**$**	**57,223**	$	50,690
Total revenue – adjusted[1,2]		**56,789**		52,037
Provision for (recovery of) credit losses		**4,253**		2,933
Insurance service expenses (ISE)[1]		**6,647**		5,014
Non-interest expenses – reported[1]		**35,493**		29,855
Non-interest expenses – adjusted[1,2]		**29,148**		26,517
Net income – reported[1]		**8,842**		10,634
Net income – adjusted[1,2]		**14,277**		14,995
Financial positions (billions of Canadian dollars)				
Total loans net of allowance for loan losses	**$**	**949.5**	$	895.9
Total assets[1]		**2,061.8**		1,955.1
Total deposits		**1,268.7**		1,198.2
Total equity		**115.2**		112.1
Total risk-weighted assets (RWA)[3]		**630.9**		571.2
Financial ratios				
Return on common equity (ROE) – reported[1,4]		**8.2 %**		9.9 %
Return on common equity – adjusted[1,2]		**13.6**		14.2
Return on tangible common equity (ROTCE)[1,2,4]		**11.2**		13.4
Return on tangible common equity – adjusted[1,2]		**18.0**		18.7
Efficiency ratio – reported[1,4]		**62.0**		58.9
Efficiency ratio – adjusted, net of ISE[1,2,4,5]		**58.1**		56.4
Provision for (recovery of) credit losses as a % of net average loans and acceptances		**0.46**		0.34
Common share information – reported (Canadian dollars)				
Per share earnings[1]				
Basic	**$**	**4.73**	$	5.53
Diluted		**4.72**		5.52
Dividends per share		**4.08**		3.84
Book value per share[4]		**59.59**		56.56
Closing share price[6]		**76.97**		77.46
Shares outstanding (millions)				
Average basic		**1,758.8**		1,822.5
Average diluted		**1,760.0**		1,824.4
End of period		**1,750.1**		1,790.7
Market capitalization (billions of Canadian dollars)	**$**	**134.7**	$	138.7
Dividend yield[4]		**5.1 %**		4.6 %
Dividend payout ratio[4]		**86.1**		69.3
Price-earnings ratio[1,4]		**16.3**		14.0
Total shareholder return (1 year)[4]		**4.5**		(6.9)
Common share information – adjusted (Canadian dollars)[1,2]				
Per share earnings[1]				
Basic	**$**	**7.82**	$	7.92
Diluted		**7.81**		7.91
Dividend payout ratio		**52.1 %**		48.4 %
Price-earnings ratio[1]		**9.9**		9.8
Capital ratios[3]				
Common Equity Tier 1 Capital ratio		**13.1 %**		14.4 %
Tier 1 Capital ratio		**14.8**		16.2
Total Capital ratio		**16.8**		18.1
Leverage ratio		**4.2**		4.4
Total Loss Absorbing Capacity (TLAC) ratio		**28.7**		32.7
TLAC Leverage ratio		**8.1**		8.9

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17, *Insurance Contracts* (IFRS 17). Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[2] The Toronto-Dominion Bank ("TD" or the "Bank") prepares its Consolidated Financial Statements in accordance with IFRS, the current Generally Accepted Accounting Principles (GAAP), and refers to results prepared in accordance with IFRS as the "reported" results. The Bank also utilizes non-GAAP financial measures such as "adjusted" results and non-GAAP ratios to assess each of its businesses and to measure overall Bank performance. To arrive at adjusted results, the Bank adjusts reported results for "items of note". Refer to the "Financial Results Overview" section of this document for further explanation, a list of the items of note, and a reconciliation of adjusted to reported results. Non-GAAP financial measures and ratios used in this document are not defined terms under IFRS and, therefore, may not be comparable to similar terms used by other issuers.

[3] These measures have been included in this document in accordance with the Office of the Superintendent of Financial Institutions Canada's (OSFI's) Capital Adequacy Requirements (CAR), Leverage Requirements, and TLAC guidelines. Refer to the "Capital Position" section of this document for further details.

[4] For additional information about this metric, refer to the Glossary of this document.

[5] Efficiency ratio – adjusted, net of ISE is calculated by dividing adjusted non-interest expenses by adjusted total revenue, net of ISE. Adjusted total revenue, net of ISE – 2024: $50,142 million, 2023: $47,023 million. Effective fiscal 2024, the composition of this non-GAAP ratio and the comparative amounts have been revised.

[6] Toronto Stock Exchange (TSX) closing market price.

SIGNIFICANT EVENTS

a) Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program

On October 10, 2024, following active cooperation and engagement with authorities and regulators, the Bank reached a resolution with respect to previously disclosed investigations related to its U.S. Bank Secrecy Act (BSA) and AntiMoney Laundering (AML) compliance programs. The Bank and certain of its U.S. subsidiaries consented to orders with the Office of the Comptroller of the Currency (OCC), the Federal Reserve Board (FRB), and the Financial Crimes Enforcement Network (FinCEN) and entered into plea agreements with the Department of Justice (DOJ), Criminal Division, Money Laundering and Asset Recovery Section and the United States Attorney's Office for the District of New Jersey (collectively, the "Global Resolution"). Details of the Global Resolution include: (i) a total payment of US$3.088 billion (C$4.233 billion), all of which was provisioned during the 2024 fiscal year; (ii) TD Bank, N.A. (TDBNA) pleading guilty to one count of conspiring to fail to maintain an adequate AML program, fail to file accurate currency transaction reports (CTRs) and launder money and TD Bank US Holding Company (TDBUSH) pleading guilty to two counts of failing to maintain an adequate AML program and failing to file accurate CTRs; (iii) requirements to remediate the Bank's U.S. BSA/AML program, broadly aligned to its existing remediation program, which requirements the Bank has begun to address; (iv) a requirement to prioritize the funding and staffing of the remediation, which includes Board certifications for dividend distributions from certain of the Bank's U.S. subsidiaries to the Bank; (v) formal oversight of the U.S. BSA/AML remediation through an independent compliance monitorship; (vi) a prohibition against the average combined total assets of TD's two U.S. banking subsidiaries (TD Bank, N.A. and TD Bank USA, N.A.) (collectively, the "U.S. Bank") exceeding US$434 billion (representing the combined total assets of the U.S. Bank as at September 30, 2024) (the "Asset Limitation"), and if the U.S. Bank does not achieve compliance with all actionable articles in the OCC consent orders (and for each successive year that the U.S. Bank remains non-compliant), the OCC may require the U.S. Bank to further reduce total consolidated assets by up to 7%; (vii) the U.S. Bank being subject to OCC supervisory approval processes for any additions of new bank products, services, markets, and stores prior to the OCC's acceptance of the U.S. Bank's improved AML policies and procedures, to ensure the AML risk of new initiatives is appropriately considered and mitigated; (viii) requirements for the Bank and TD Group U.S. Holdings, LLC (TDGUS) to retain a third party to assess the effectiveness of the corporate governance and U.S. management structure and composition to adequately oversee U.S. operations; and (ix) requirements to comply with the terms of the plea agreements with the DOJ during a five-year term of probation (which could be extended as a result of the Bank failing to complete the compliance undertakings, failing to cooperate or to report alleged misconduct as required, or committing additional crimes); (x) an ongoing obligation to cooperate with DOJ investigations; and (xi) an ongoing obligation to report evidence or allegations of violations by the Bank, its affiliates, or their employees that may be a violation of U.S. federal law.

Refer to "Key Terms of the Global Resolution" below for additional information about the terms of the orders and plea agreements.

Key Terms of the Global Resolution

Order/Agreement	Key Requirements
Plea Agreements between the DOJ and TDBUSH and TDBNA dated October 10, 2024	• TDBUSH plead guilty to BSA/AML program violations (31 U.S.C. § 5318(h) and 5322) and currency transaction report violations (31 U.S.C. § 5313 and 5324). • TDBNA plead guilty to conspiracy (18 U.S.C. § 371) with three objects: BSA/AML program violations (31 U.S.C. § 5318(h)) and 5322), currency transaction report violations (31 U.S.C. § 5313 and 5324), and money laundering (18 U.S.C. § 1956(a)(2)(B)(i)). • Monetary Penalty: fine of US$1,434,013,478.40 (US$1,428,513,478.40 after crediting) for TDBUSH and a fine of US$500,000 and a forfeiture of US$452,432,302 (US$328,932,302 after crediting) for TDBNA. • Term of Probation: Five-year term of probation. • Remediation requirements: - Independent Compliance Monitor. Retain an independent compliance monitor for a period of three years to oversee the Bank's compliance remediation and enhancement. - BSA/AML Compliance Obligations. Continue to implement and enhance its AML compliance program such that, at minimum, it meets the requirements as set forth in Attachment C to the Plea Agreements, which lays out compliance commitments, including with respect to tone from the top; policies, procedures, and internal controls; transaction monitoring and reporting; oversight and independence; insider risk; training; internal reporting; employee discipline; monitoring, testing, and audit; and address any deficiencies in its AML compliance program as specified in the Plea Agreements. • Cooperation: Cooperate with the DOJ in any investigation or prosecution relating to the conduct, individuals, and entities described in the Plea Agreements and the Statement of Facts attached to the Plea Agreements, as well as any other conduct, individuals, and entities under investigation by the DOJ at any time during the length of the Agreements' obligations. • Disclosure: To the extent that the Bank learns of any evidence or allegation of conduct by the Bank, its affiliates, or their employees that may be a violation of U.S. federal law, promptly report to the DOJ any such evidence or allegation. • Sale/Merger/Transfer: Any change in corporate form, including a sale, merger, or transfer of business operations that are material to the Bank's consolidated operations, or to the operations of any subsidiaries, branches, or affiliates involved in the conduct described in the Statement of Facts, as they exist as of the date of the Agreements, whether such transaction is structured as a sale, asset sale, merger, transfer, or other change in corporate form, the Bank must include in any such contract a provision binding the purchaser, or any successor in interest thereto, to the obligations described in the Agreements, and the other party to the contract must agree in writing to the terms and obligations to the Agreements; meet other requirements prior to any such change in corporate form, including a sale, merger, or transfer of business operations, as specified in the Agreements. • Breach of Agreements: The following would constitute a breach of the Agreements: (a) any felony under U.S. federal law; (b) providing deliberately false, incomplete, or misleading information to the DOJ; (c) failing to cooperate with the DOJ; (d) failing to implement a compliance program as set forth in the Plea Agreements and Attachment C to the Plea Agreements and complete the monitorship as set forth in the Plea Agreements and Attachment D to the Plea Agreements; (e) committing any acts that, had they occurred within the jurisdictional reach of the United States, would be a violation of federal money laundering laws or the Bank Secrecy Act; or (f) otherwise failing specifically to perform or to fulfill completely each of the obligations under the Agreements. In the event of a breach of the Agreements, the Bank will be subject to prosecution for any federal criminal violation of which the DOJ is aware, including the charges to which the Bank pleaded guilty. • Non-Contradiction: The Bank will not make any public statement, in litigation or otherwise, contradicting its acceptance of responsibility or the facts described in the Information or Statement of Facts. The Bank will seek preclearance from the DOJ before issuing any affirmative public statement in connection with the resolutions, including via press release, press conference remarks, or a scripted statement to investors. • Acknowledgement by the Bank and TDGUS of the Agreements by TDBNA and TDBUSH and agreement to undertake the cooperation commitments outlined in the Agreements and ensure that TDBNA and TDBUSH comply with all terms of the Agreements.

Order/Agreement	Key Requirements
FinCEN Consent Order involving TDBNA and TDBUSA	• BSA/AML program violations (31 U.S.C. § 5318 (h)(1) and 31 C.F.R. § 1020.210(a)), suspicious activity report violations (31 U.S.C. § 5318(g) and 31 C.F.R. § 1020.320), and currency transaction report violations (31 U.S.C. § 5313 and 31 C.F.R. § 1010.311) • BSA/AML program violations (31 U.S.C. § 5318 (h)(1) and 31 C.F.R. § 1020.210(a)), suspicious activity report violations (31 U.S.C. § 5318(g) and 31 C.F.R. § 1020.320), and currency transaction report violations (31 U.S.C. § 5313 and 31 C.F.R. § 1010.311) • Monetary Penalty: US$1.3 billion (requiring a payment of US$757 million after crediting) • Remediation Requirements: - Independent Compliance Monitor. The Order requires the Bank to retain an independent compliance monitor for a period of 4 years, which will be required to undertake various reviews and issue reports as outlined in the Order. - Suspicious activity report (SAR) Lookback. The Order recognized that the Bank has retained an independent third party to conduct a lookback review, which will be overseen by the independent compliance monitor. Within 150 days from the engagement of the monitor, the SAR lookback consultant must deliver to FinCEN and the monitor a report summarizing the proposed scope and methodology of the review. Within 18 months from the date of the SAR lookback report, the SAR lookback consultant must deliver a detailed report that summarizes the findings of its review. - BSA/AML Program Review. The Order requires the Bank to retain an independent third party to conduct a review of the effectiveness of its BSA/AML program, similar to the review required by the FRB and OCC. Within 60 days from the engagement of the monitor, the monitor must propose an AML program consultant or elect to serve as the consultant. Within 90 days from the engagement of the consultant, the consultant must deliver to FinCEN a report summarizing the proposed scope and methodology of the review. Within 60 days from the end of the consultant's review, but no later than one year from the date of its engagement, the consultant must submit to FinCEN a final written report. - Accountability Review. The Order requires the independent compliance monitor to assess the accountability review work that the Bank has conducted concerning the involvement of personnel in the conduct described in the Order. Within 120 days from the engagement of the monitor, the monitor must deliver to FinCEN a report summarizing the proposed scope and methodology of the review. Within 60 days from the end of the monitor's review, but no later than one year from the date of its engagement, the monitor must submit to FinCEN a final written report. - Data Governance Review. The Order requires the independent compliance monitor to oversee a data governance review, which will involve an assessment of the Bank's data governance framework. Within 120 days from the engagement of the monitor, the monitor must deliver to FinCEN a report summarizing the proposed scope and methodology of the review. Within 60 days from the end of the monitor's review, but no later than one year from the date of its engagement, the monitor must submit to FinCEN a final written report. • Cooperation: The Order requires the Bank to cooperate with FinCEN in all matters within the scope of or related to the resolution. • Non-Contradiction: The Order requires the Bank not to make any public statement that contradicts the admissions or acceptance of responsibility or any terms of the Order.
OCC Consent Orders involving TDBNA and TDBUSA	• BSA/AML program violation (12 C.F.R. § 21.21), suspicious activity report violations (12 C.F.R. § 21.11), currency transaction report violations (31 C.F.R. § 1010.312), customer due diligence violation (31 C.F.R. § 1020.210(a)(2)(v)) and recklessly engaging in unsafe or unsound practices related to the Bank's BSA/AML Compliance Program. • Monetary Penalty: US$450 million. • The Orders will remain in effect until amended, suspended, waived, or terminated, in writing by the OCC. • Remediation Requirements (dates listed below may be extended by written approval from the OCC): - Compliance Committee. Appoint, within 15 days of the Order's effective date, a Compliance Committee to monitor and oversee the TDBNA's and TDBUSA's compliance with the Orders. - BSA/AML Action Plan. Submit a written plan, within 150 days of the Order's effective date, detailing the remedial actions necessary to achieve and sustain compliance with the BSA, its implementing regulations, and specified articles of the Orders, and to address all BSA/AML deficiencies, violations, and corrective actions (the "BSA/AML Action Plan"). Adopt and implement the BSA/AML Action Plan and provide progress reports. - BSA/AML Program Assessment and Remediation. Retain, within 60 days of the Order's effective date or as otherwise specified in the BSA/AML Action Plan, an independent third-party consultant to conduct an end-to-end review and assessment of their BSA/AML Program and draft a written report documenting its findings and recommendations, to be submitted to the boards of directors (Boards) of TDBNA and TDBUSA, and the OCC, at the same time. Effectively remediate any identified gaps and deficiencies. - New Products, Services, Branches, and Markets. Submit, within 150 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, to the OCC for review and prior written determination of no supervisory objection, improved policies and procedures for evaluating the BSA/AML risks posed by adding a new product or service and ensuring the Bank has adequate controls to mitigate such risks, prohibits TDBNA and TDBUSA from adding new products or services until they receive a determination of no supervisory objection to the improved policies and procedures. After receiving no supervisory objection to the policies and procedures, the Orders prohibit TDBNA and TDBUSA from adding any new medium or high BSA/AML risk product or service without, among other requirements, a prior determination of no supervisory objection. Prohibition from opening a new branch or entering a new market without first receiving no supervisory objection. - BSA Officer and Staffing. Maintain a qualified BSA Officer vested with sufficient independence, authority, stature, and resources, and requires the Boards to ensure that TDBNA and TDBUSA have sufficient managers and staff with the appropriate skills, expertise, and with the requisite authority, to support the BSA Officer and BSA/AML program. Following the Independent Consultant review, ensure there is an annual review of the adequacy of the Bank's BSA Officer and staff, with the determinations finalized in writing, to be submitted to the OCC, and the Boards are responsible for ensuring any necessary changes are implemented. Ensure that the BSA Officer and staff have sufficient training, authority, resources, and skill, that management has the necessary knowledge to oversee the Bank's compliance with the BSA, that information systems are effective, and that there are clear lines of authority and responsibility for the BSA/AML compliance function and staff, including giving the BSA Officer the ultimate accountability for and authority over all the U.S. BSA/AML Program components. - BSA/AML Training. Implement, within 120 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, an effective BSA/AML Training Program that meets certain minimum requirements, as detailed in the Orders.

Order/Agreement	Key Requirements
OCC Consent Orders involving TDBNA and TDBUSA	- BSA/AML Internal Controls. Develop and implement, within 120 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, an effective Internal Controls Program to identify and control the risks associated with money laundering and terrorist financing and other illicit financial activity, and to achieve and maintain compliance with the BSA. The Internal Controls Program must meet certain minimum requirements, as detailed in the Orders. - Customer Due Diligence and Risk Identification. Develop and implement, within 120 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, an effective customer due diligence (CDD) program to ensure appropriate collection and analysis of customer information when opening new accounts, when renewing or modifying existing accounts for customers, and when the Bank obtains event-driven information indicating that it would be prudent to obtain updated information and maintain accurate customer risk profiles. The CDD Program must meet certain minimum requirements, as detailed in the Orders. - Suspicious Activity Identification, Evaluation, and Reporting. Develop and implement, within 120 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, an effective suspicious activity monitoring and reporting program to ensure the timely and appropriate identification, review, and disposition of unusual activity, and the filing of SARs. The Suspicious Activity Review Program must meet certain minimum requirements, as detailed in the Orders. - BSA/AML Independent Testing. Develop and implement, within 120 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, an effective BSA/AML independent testing program to test the Bank's compliance with the BSA, relative to its risk profile, and the overall adequacy of the Bank's BSA/AML Program. The BSA/AML Audit Program must meet certain minimum requirements as detailed in the Orders. Develop risk assessment and planning processes that clearly document AML risk, and for management to require reporting on no less than a quarterly basis of all deficiencies in BSA/AML processes and controls identified through the BSA/AML Audit Program to the Bank's Board or BSA/AML Audit Committee, and to senior management, after which the Boards or BSA/AML Audit Committee must ensure that management takes prompt action to remediate the cited deficiencies and validates corrective action. - Suspicious Activity Review Lookback. Retain, within 60 days of the Order's effective date, or as otherwise specified in the BSA/AML Action Plan, an independent third-party consultant to conduct a review and provide a written report on the Bank's suspicious activity monitoring, investigation, decisioning, and reporting. The OCC has discretion to expand the scope of the look-back after its review of the report. - Accountability for Employees Involved in Misconduct. TDBNA and TDBUSA are prohibited from retaining, now or in the future, any individual as an officer, employee, agent, consultant, or contractor who participated in, was subject to formal discipline, or was separated or terminated in connection with the underlying conduct described in the Orders, and TDBNA and TDBUSA are required to submit, within 30 days of the Order's effective date, to the OCC policies, procedures, and reporting requirements for ensuring compliance with the accountability requirements. The Orders also require the HR senior executive officers of TDBNA and TDBUSA to submit, on a quarterly basis, compliance with the accountability requirements. - General Board Requirements. Ensure timely adoption and implementation of all corrective actions required by the Orders, verification of adherence to the corrective actions, and ensure the corrective actions are effective in addressing the deficiencies that led to the Orders. ● Limits on Growth. TDBNA and TDBUSA may not take any action that would cause the average of the Bank's total consolidated assets for the current calendar quarter and the immediately preceding calendar quarter to exceed the total consolidated assets reported as of September 30, 2024. If TDBNA and TDBUSA do not meet the deadline for compliance with all actionable articles in the Orders, the OCC may require TDBNA and TDBUSA to reduce their total consolidated assets by up to 7% from their total consolidated assets as reported as of the most recent quarter, and for each year TDBNA and TDBUSA continue to be in noncompliance with the Orders, the OCC may require further reductions up to 7% from their total consolidated assets as reported as of the most recent calendar quarter. The Deputy Comptroller of the OCC may, at their discretion, temporarily suspend the asset limit in light of unusual circumstances at TDBNA or TDBUSA. ● Prioritization of Expenditure on Remediation. Prior to declaring or paying dividends, engaging in share repurchases, or making any other capital distribution, the Boards of TDBNA and TDBUSA must certify in writing to the OCC that the Bank has allocated appropriate resources and staffing for the remediation required by the Orders.

Order/Agreement	Key Requirements
Federal Reserve Cease & Desist Order with TD Bank, TD Group US Holdings LLC (TDGUS) and TDBUSH	• Issued pursuant to 12 U.S.C. § 1818(b) and (i)(2) • Monetary Penalty: US$123.5 million. • The Order will remain in effect until stayed, modified, terminated, or suspended in writing by the FRB. • Remediation Requirements (dates listed below may be extended by written approval from the FRB): - Board Oversight. Submit to the FRB, within 90 days of the Order's effective date, a written plan to oversee the matters identified in the Order. - Corporate Governance and Management Review. Retain, within 30 days of the Order's effective date, an independent third party to assess the effectiveness of the corporate governance, board and U.S. management structure, and staffing needs at TD Bank, TDGUS, and TDBUSH and draft a written report of findings and recommendations, which will be provided to the FRB and to the Office of the Superintendent of Financial Institutions (OSFI) at the same time it is provided to the Boards of TD Bank and TDGUS. Submit to the FRB and OSFI a written board oversight plan that is designed to address the findings and recommendations in the report and that describes the actions the Boards of TD Bank and TDGUS will take to strengthen the management and corporate governance structure of TD Bank, TDGUS, and TDBUSH. - U.S. Remediation Office: Submit, within 90 days of the Order's effective date, a written plan to establish a Remediation Office in the United States to operate under the oversight of the Boards. The Remediation Office will be responsible for several undertakings pursuant to the Order. - U.S. Law Compliance Program. Submit, within 60 days of the Order's effective date, a compliance program (U.S. Law Compliance Program) to the FRB, including a timeline for implementation. The U.S. Law Compliance Program related obligations include, among other requirements, the relocation to the U.S. the part of the TD Bank, TDGUS, and TDBUSH compliance function that is responsible for establishing and maintaining compliance with the applicable BSA/AML requirements by the branches, affiliates, and global business lines of TD Bank, TDGUS, and TDBUSH. - BSA/AML Compliance Review. Retain, within 30 days of the Order's effective date, an independent third party to conduct a review of the BSA/AML compliance elements of the U.S. Law Compliance Program. The independent third party will be responsible for preparing a written report of findings and recommendations, which will be provided to the FRB at the same time it is provided to the Boards. TD Bank, TDGUS, and TDBUSH must submit a written plan that is designed to fully address the findings and recommendations in the report and that describes the actions that will be taken to strengthen compliance with the applicable BSA/AML requirements. - Resource Allocation for Remediation. Prior to TDGUS or TDBUSH declaring or paying dividends, engaging in share repurchases, or making any other capital distribution, the Boards must certify to the FRB that the appropriate resources and staffing have been allocated to remediation, as required by the Order. - Accountability for Employees Involved in Misconduct. TD Bank, TDGUS, and TDBUSH are prohibited from retaining, now or in the future, any individual as an officer, employee, agent, consultant, or contractor who participated in, was subject to formal discipline, or was separated or terminated in connection with the underlying described in the Order. - Ongoing Reporting. Submit quarterly progress reports detailing the form and manner of actions taken to comply with the Order, a timetable and schedule to implement specific remedial actions to be taken, and the results thereof. Pursuant to the Order, the written OCC progress reports will be sent to the FRB.

Remediation of U.S. BSA/AML Program

As described in the DOJ Statement of Facts, between January 2014 and October 2023, the U.S. Bank's BSA/AML Program had long-term, pervasive, and systemic deficiencies and the U.S. Bank (a) failed to substantively update, and severely limited the types of activity screened through, the transaction monitoring system, and (b) failed to adequately train employees who served as the first line of defense against money laundering. TDBNA's failure to effectively manage its employee risk also contributed to insider misconduct. In addition, as noted in the OCC Consent Order, deficiencies in the U.S. Bank's BSA/AML Program included deficiencies related to: internal controls and risk management practices; risk assessments; customer due diligence; customer risk ratings; suspicious activity identification, evaluation, and reporting; governance; staffing; independent testing; and training, among others. There was a systemic breakdown in the policies, procedures, and processes to identify and report suspicious activity.

The Bank is focused on remediating its U.S. BSA/AML program to meet the requirements of the Global Resolution, and it has organized its remediation efforts consistent with the requirements of the Global Resolution. The redesign of the U.S. BSA/AML program is focused on improvements to capabilities across five core pillars, namely: (i) People and Talent, (ii) Governance and Structure, (iii) Policy and Risk Assessment, (iv) Process and Control, and (v) Data and Technology.

Progress to date on the remediation includes:

(i) People and Talent: The Bank has overhauled its U.S. BSA/AML program resourcing across all three lines of defence. The Bank has established a dedicated and expanded U.S. Financial Crime Risk Management leadership team and structure, with emphasis on specific experience and subject matter expertise, including the appointment of the BSA Officer as required by the OCC order. The Bank has also created and hired new resources across the first line of defence with years of risk management and control experience, particularly in Financial Crime areas. The Internal Audit function has also been further developed to include resources with specialized testing experience in the domain as well as specific to remediation validation work.

(ii) Governance and Structure: The Bank has strengthened its oversight structure and accountability across all three lines of defence, including the risk management and audit functions, and has established a dedicated committee at the U.S. boards (the "U.S. Compliance Committee") as well as a dedicated committee of the Bank's Board of Directors (the "Remediation Committee") for remediation oversight. In addition, the Bank has established an executive U.S. Remediation Office, which will be responsible for overseeing the execution of the remediation program and engaging with the U.S. regulators in relation to the actions required to be taken by the Bank under the Global Resolution. The Bank also anticipates that the monitorship will be appointed in fiscal 2025[1].

(iii) Policy and Risk Assessment: The Bank has introduced new standards with the goal of enhancing capabilities to measure financial crime risk more effectively. Specifically, new risk limits have been designed and implemented, and changes to certain risk assessment processes were introduced to help highlight specific products and areas of specific risk.

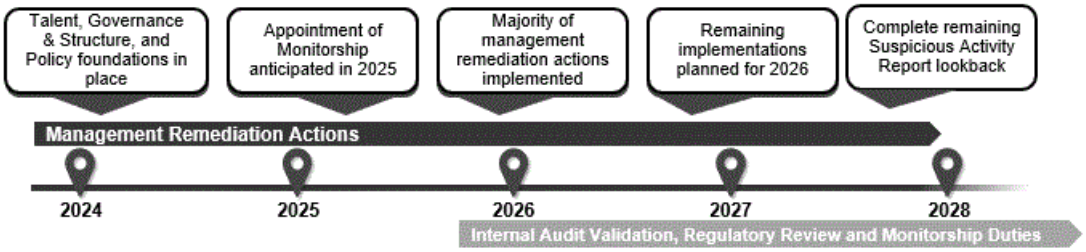
(iv) Process and Control: The Bank has enhanced customer onboarding procedures for cash intensive clients. In addition, the Bank has added additional transactions to the Bank's monitoring system and added new scenarios to help increase the detection of potentially suspicious activity across its products

[1] Under the terms of the plea agreements and consent orders, the selection of the monitor will be made by the DOJ and FinCEN. Accordingly, the timing of the appointment of the monitorship is not entirely within the Bank's control.

and services. The Bank has also implemented rolebased targeted training and enhanced Bank-wide general training to reinforce understanding and accountability.

(v) Data and Technology: The Bank has deployed new data-driven technology solutions and has deployed the first phases of an enhanced transaction monitoring platform. The new system has an enhanced data model and new capabilities to modernize and manage the Bank's detection proficiency into the future. Advanced analytics have been introduced to improve the speed of investigation activities, and to do proactive modeling of current risks that impact the Bank.

With the talent, governance, structure, and policy foundations in place, the Bank expects to have the majority of its management remediation actions implemented in calendar 2025, with additional management actions planned for calendar 2026. In addition, sustainability and testing activities are planned for calendar 2026 and calendar 2027. The Bank is also targeting to have the Suspicious Activity Report lookback to be completed in 2027 per the FinCEN Consent Order. All management remediation actions will be subject to validation by the Bank's internal audit function, followed by the review and acceptance by the appointed monitor, demonstrated sustainability, and, ultimately, the review and approval of the Bank's U.S. banking regulators and the DOJ. The following graph illustrates the Bank's expected remediation plan and progress.



The Bank's remediation timeline is based on the Bank's current plans, as well as assumptions related to the duration of planning activities, including the completion of external benchmarking and lookback reviews. The Bank's ability to meet its planned remediation milestones assumes that the Bank will be able to successfully execute against its U.S. BSA/AML remediation program plan, which is subject to inherent risks and uncertainties including the Bank's ability to attract and retain key employees, the ability of third parties to deliver on their contractual obligations, and the successful development and implementation of required technology solutions. Furthermore, the execution of the U.S. BSA/AML remediation plan, including these planned milestones, will not be entirely within the Bank's control including because of (i) the requirement to obtain regulatory approval or non-objection before proceeding with various steps, and (ii) the requirement for the various deliverables to be acceptable to the regulators and/or the monitors. For additional information on the risks associated with the remediation of the Bank's U.S. BSA/AML program, see "Risk Factors That May Affect Future Results – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program".

For information about estimated U.S. BSA/AML remediation and governance and control expenses for the 2025 fiscal year, see the "Key Priorities for 2025" section of the U.S. Retail segment; for additional information about the Bank's AML governance framework, see the "Managing Risk" section; and for information about the risks associated with the remediation of the Bank's U.S. BSA/AML program, see the "Risk Factors That May Affect Future Results – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" section.

Assessment and Strengthening of the Bank's Enterprise AML Program

The Bank is undertaking several improvements to the Bank's enterprise-wide AML/Anti-Terrorist Financing and Sanctions Programs ("Enterprise AML Program"). These improvements are made in the context of the Bank's 2023 annual assessment of its Enterprise AML Program, which was rated unsatisfactory as of October 31, 2023. The depth and severity of U.S. BSA/AML program deficiencies contributed to the effectiveness rating of the Enterprise AML Program. Moreover, during fiscal 2024, Financial Transactions and Reports Analysis Centre of Canada (FINTRAC) undertook a compliance examination of certain aspects of the Bank's AML program in Canada. FINTRAC imposed an administrative monetary penalty of $9.2 million and issued five violations: (i) FINTRAC found that TD failed to file suspicious transaction reports (STRs) in 20 of the cases it had reviewed and (ii) FINTRAC issued four inter-related violations that primarily stemmed from the Bank's failure to properly identify (i.e., assess and document) its full population of high-risk customers. Based on the Bank's work to date, the Bank (a) has not identified issues to the same extent in Canada, Europe or Asia as in the U.S., and (b) has not experienced the same severe AML-related events in Canada, Europe or Asia as those experienced in the U.S. However, the Bank has concluded that most of the pervasive AML related issues in the U.S. are, to a varying extent, also applicable to certain aspects of the Enterprise AML Program outside the U.S. The Bank has identified a number of areas in the Enterprise AML Program outside the U.S. that require improvement. Common themes requiring attention relate to governance and oversight of various components of the Enterprise AML Program, quality of reporting to senior management and the board of directors, quality control processes, adequacy of procedures in targeted areas, operational deficiencies in respect of high-risk customers, and certain aspects of transaction monitoring.

Improvements to the Enterprise AML Program outside the U.S. are underway, with corresponding investments and resourcing in place across all three lines of defence, including key technology initiatives, to ensure the Bank can address these deficiencies. The Bank is also applying learnings obtained from the deficiencies identified in its U.S. BSA/AML program to its Enterprise AML Program outside the U.S. In particular, these improvements to the Enterprise AML Program outside the U.S. fall under three main categories:

- Tactical Enhancements: The Bank has launched the implementation of a number of operational and business process enhancements across the enterprise, where necessary, that are similar to the initial enhancements made to its U.S. BSA/AML program. These enhancements are intended to provide interim risk mitigation and strengthen the control environment in specific key areas.
- Strategic Enhancements: A detailed plan has been developed to upgrade the Enterprise AML Program outside the U.S. and address the areas that require improvement, with ongoing updates.
- FINTRAC Remediation: As a result of the FINTRAC examination, the Bank has established a remediation program and submitted a detailed plan to FINTRAC to address the FINTRAC violations and ensure compliance with regulatory expectations.

Similar to the U.S. BSA/AML remediation program, the FINTRAC remediation and other planned strategic enhancements of the Enterprise AML Program outside the U.S. are organized under five core pillars:

i. People & Talent: Similar to investments made in the U.S., the Bank has recruited AML program leadership and talent with a focus on deep subject matter expertise, with additional recruitment underway.
ii. Governance & Structure: The Bank is redefining its enterprise AML governance approach, including strengthening oversight structure and reporting across all three lines of defense.
iii. Policy & Risk Assessment: Similar to the changes being made in the U.S., new enterprise standards and capabilities are being updated to measure financial crime risk more effectively, and strengthen oversight across key areas of the program, including high risk and high cash customer activity.
iv. Process & Control: The Bank is in the process of enhancing enterprise customer onboarding procedures, updating approaches to transaction and customer monitoring, and implementing training to support enhanced processes and reinforce accountability.
v. Data & Technology: The Bank has established an enhancement plan to deliver new technology solutions with stronger detection and data management capabilities, advanced analytics, new scenarios, and modelling capabilities.

Based on the Bank's current plans, the majority of the above-mentioned remediation and enhancement actions are anticipated to be implemented by the Bank by the end of calendar 2025, and will then be subject to internal review, challenge, and validation of the activities. See "Remediation of U.S. BSA/AML Program" for U.S. BSA/AML remediation timeline.

Impact on the Bank's Financial Performance Objectives

Reflecting a challenging macroeconomic environment and the impact of the resolution of investigations related to the Bank's AML program, in fiscal 2024, the Bank did not meet the Bank's medium-term financial targets to attain 7-10% adjusted EPS growth (the Bank's fiscal 2024 adjusted EPS growth was -1.3%), a 16%+ return on equity (the Bank's fiscal 2024 adjusted return on equity was 13.6%), and a positive operating leverage[2] (the Bank's fiscal 2024 adjusted revenue, net of insurance service expense, and adjusted expense growth were 7.1% and 10.5%, respectively).

The Bank expects that fiscal 2025 will be a transition year, is prioritizing the investments and work that are required to meet its regulatory commitments, and expects that elevated risk and control expenses will negatively impact earnings during the 2025 fiscal year. In addition, the Bank continues to invest in its businesses. Accordingly, for fiscal 2025, it will be challenging for the Bank to generate earnings growth. The Bank does not expect to meet the following three previously disclosed medium-term financial targets in fiscal 2025: 7-10% adjusted EPS growth, 16%+ return on equity and positive operating leverage.

The Bank is currently undertaking a broad-based strategic review and will reassess organic opportunities and priorities, productivity and efficiency initiatives, and capital allocation alternatives, with the objective of delivering competitive returns for our shareholders. As a result of this review, the Bank is suspending the following medium-term financial targets: 7-10% adjusted EPS growth, 16%+ return on equity and positive operating leverage. The Bank expects to provide updates on its strategic review, and on the Bank's medium-term financial targets, in the second half of 2025. The Bank remains confident in the earnings growth potential of its Canadian Personal & Commercial Banking, Wealth Management & Insurance and Wholesale Banking segments. While the Bank expects that its balance sheet restructuring activities in the U.S. Retail segment and U.S. AML remediation will impact the U.S. Retail segment, it remains committed to the US market and confident in the strength of the US franchise.

As a result of the Bank's investments in its risk and control infrastructure and investments supporting business growth, including employee-related expenses, net of expected productivity and restructuring run-rate savings, the Bank expects that expense growth for the 2025 fiscal year will be in the range of 5-7%[3].

Impact on the Bank's U.S. Priorities

The U.S. Retail segment's top priority remains remediating the U.S. BSA/AML program and strengthening the governance and control environment. In addition, to help ensure we can continue to support our customers' financial needs in the U.S. while not exceeding the limitation on the combined total assets of the U.S. Bank, the Bank is focused on executing multiple balance sheet restructuring actions in fiscal 2025. Refer to the "Key Priorities for 2025" section of the U.S. Retail segment section for additional information, including the loss associated with the balance sheet restructuring actions which is treated as an item of note in the U.S. Retail segment results.

Impact on the Bank's Operations

The plea agreements have resulted in one TD entity being disqualified from serving as an investment adviser or underwriter to registered investment companies in the United States, which has required TD to seek a waiver from the U.S. Securities and Exchange Commission ("SEC") and implement interim arrangements until a waiver is obtained. Another TD entity has become disqualified from relying on the U.S. Department of Labor's "qualified professional asset manager" exemption for purposes of providing asset management services to employee benefit plans subject to the U.S. Employee Retirement Income Security Act of 1974 ("ERISA"). As a result, TD is relying on alternative exemptions for purposes of ERISA compliance, which are expected to allow TD to continue to operate these businesses without disruption. In addition, TD has made minor modifications to its U.S. registered securities programs. None of these changes had a material impact on the Bank's fourth quarter of 2024 results.

The terms of the Global Resolution and the financial, operational and business impact that those terms have had on the Bank have led to the Bank exceeding certain internal risk metrics, resulting in additional escalation and monitoring activities within the Bank, including with respect to the Bank's remediation activities.

b) Restructuring Charges

The Bank continued to undertake certain measures in 2024 to reduce its cost base and achieve greater efficiency. In connection with these measures, the Bank incurred $566 million of restructuring charges for the year ended October 31, 2024 (October 31, 2023 – $363 million), which primarily relate to employee severance and other personnel-related costs and real estate optimization. This restructuring program concluded in the third quarter of 2024.

[2] Operating leverage is a non-GAAP measure. At the total Bank level, TD calculates operating leverage as the difference between the % change in adjusted revenue (U.S. Retail in source currency) net of insurance service expense, and adjusted expenses (U.S. Retail in US$) grossed up by the retailer program partners' share of PCL for the Bank's U.S. strategic card portfolio. Collectively, these adjustments provide a measure of operating leverage that management believes is more reflective of underlying business performance.

[3] The Bank's expectations regarding expense growth is based on the Bank's assumptions regarding risk and control investments, employee-related expenses, foreign exchange impact, and productivity and restructuring savings. These assumptions are subject to inherent uncertainties and may vary based on factors both within and outside the Bank's control including the accuracy of the Bank's employee compensation and benefit expense forecasts, impact of business performance on variable compensation, inflation, the pace of productivity initiatives across the organization, and unexpected expenses such as legal matters. Refer to the "Risk Factors That May Affect Future Results" section of this document for additional information about risks and uncertainties that may impact the Bank's estimates.

c) Federal Deposit Insurance Corporation Special Assessment

On November 16, 2023, the Federal Deposit Insurance Corporation (FDIC) announced a final rule that implements a special assessment to recover the losses to the Deposit Insurance Fund arising from the protection of uninsured depositors during the U.S. bank failures in the spring of 2023. The special assessment resulted in the recognition of $411 million (US$300 million) pre-tax in non-interest expenses in the first quarter of fiscal 2024.

On February 23, 2024, the FDIC notified all institutions subject to the special assessment that its estimate of total losses increased compared to the amount communicated with the final rule in November 2023. Accordingly, the Bank recognized an additional expense for the special assessment of $103 million (US$75 million) in the second quarter of fiscal 2024. During the fourth quarter of fiscal 2024, the Bank updated the special assessment estimate based on actual invoices received during the year and recognized an expense recovery of $72 million (US$52 million).

The final amount of the Bank's special assessment may be further updated as the FDIC determines the actual losses to the Deposit Insurance Fund.

d) Sale of Schwab Common Shares

On August 21, 2024, the Bank sold 40.5 million shares of common stock of The Charles Schwab Corporation ("Schwab") for proceeds of approximately $3.4 billion (US$2.5 billion). The share sale reduced the Bank's ownership interest in Schwab from 12.3% to 10.1%. The Bank recognized approximately $1.0 billion (US$0.7 billion) as other income (net of $0.5 billion (US$0.4 billion) loss from accumulated other comprehensive income (AOCI), reclassified to earnings), in the fourth quarter of fiscal 2024.

FINANCIAL RESULTS OVERVIEW

CORPORATE OVERVIEW

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group ("TD" or the "Bank"). TD is the sixth largest bank in North America by assets and serves more than 27.9 million customers in four key businesses operating in a number of locations in financial centres around the globe: Canadian Personal and Commercial Banking, including TD Canada Trust and TD Auto Finance Canada; U.S. Retail, including TD Bank, America's Most Convenient Bank ®, TD Auto Finance U.S., TD Wealth (U.S.), and an investment in The Charles Schwab Corporation; Wealth Management and Insurance, including TD Wealth (Canada), TD Direct Investing, and TD Insurance; and Wholesale Banking, including TD Securities and TD Cowen. TD also ranks among the world's leading online financial services firms, with more than 17 million active online and mobile customers. TD had $2.06 trillion in assets on October 31, 2024. The Toronto-Dominion Bank trades under the symbol "TD" on the Toronto and New York Stock Exchanges.

ECONOMIC SUMMARY AND OUTLOOK

The global economy remains on track for a modest slowdown in calendar 2024, as high interest rates continue to weigh on growth. Alongside slower growth, inflation across the G-7 has cooled, and central banks have started to lower interest rates. TD Economics expects future interest rate reductions to be gradual, as central banks assess how growth and inflation respond. In addition, the evolution of geopolitical risks maintains a degree of uncertainty on both the economic outlook and the inflation trajectory.

The U.S. economy has continued to grow at a solid pace in calendar 2024 supported by resilient consumer spending and strength in business investment. High borrowing costs have curtailed residential investment, which has weighed on overall growth. With U.S. domestic demand outpacing many of its advanced economy peers, import growth has also run ahead of exports, leading to little support to growth from international trade.

Based on the October 2024 data, the U.S. job market has stabilized recently, with the unemployment rate at 4.1%, up modestly from a year ago. This can be characterized as a normalization following tight conditions that persisted for longer than expected after the pandemic. The U.S. economy carries the markings of a "soft landing" that is allowing inflation pressures to gradually drift lower and opened the door to interest rate cuts by the U.S. Federal Reserve. The U.S. central bank lowered its policy rate by half a point in September and another quarter point in October.

TD Economics expects the U.S. Federal Reserve to continue to lower interest rates over the next year. However, the pace of interest rate reductions has become more uncertain following the November election. Given the likelihood of increased tariffs under the new administration, and the potential for tax cuts, the risk that inflation experiences renewed upward pressure has increased. This could slow the pace of interest rate reductions. TD Economics expects the federal funds rate to be lowered to 3.25-3.50% by the end of calendar 2025 – a level that is still on the restrictive side.

After Canada's economy slowed notably in calendar 2023, strong population gains have lifted economic growth in the first half of calendar 2024. Population increases have also contributed to labour force growth outpacing job creation, taking the unemployment rate higher and cooling labour market conditions. The unemployment rate was 6.5% in October, above its pre-pandemic level, but still below its long-run average. Looking ahead, TD Economics expects population growth to slow sharply over the next few years as the federal government reduced its targets for permanent and non-permanent residents. The negative impact of the weaker population inflows on consumer spending and housing activity is likely to be more than offset by the boost to activity from lower interest rates. As such, TD Economics forecasts a modest pickup in overall economic growth in calendar 2025 from this year's estimated tepid rate of around 1%.

As a result of favourable inflation dynamics alongside a softening economy, the Bank of Canada has cut interest rates four times in calendar 2024, taking the overnight rate to 3.75% in October. TD Economics expects the Bank of Canada to continue lowering interest rates over the next year, reaching between 2.25% to 2.50% by the end of calendar 2025. Interest rates differentials between Canada and the U.S. have widened, weakening the Canadian dollar. TD Economics expects the Canadian dollar will trade in the 71 to 73 U.S. cent range over the next few quarters.

HOW THE BANK REPORTS

The Bank prepares its Consolidated Financial Statements in accordance with IFRS, the current GAAP, and refers to results prepared in accordance with IFRS as "reported" results.

Non-GAAP and Other Financial Measures

In addition to reported results, the Bank also presents certain financial measures, including non-GAAP financial measures that are historical, non-GAAP ratios, supplementary financial measures and capital management measures, to assess its results. Non-GAAP financial measures, such as "adjusted" results, are utilized to assess the Bank's businesses and to measure the Bank's overall performance. To arrive at adjusted results, the Bank adjusts for "items of note", from reported results. Items of note are items which management does not believe are indicative of underlying business performance and are disclosed in Table 3. Non-GAAP ratios include a non-GAAP financial measure as one or more of its components. Examples of non-GAAP ratios include adjusted basic and diluted earnings per share (EPS), adjusted dividend payout ratio, adjusted efficiency ratio, and adjusted effective income tax rate. The Bank believes that non-GAAP financial measures and non-GAAP ratios provide the reader with a better understanding of how management views the Bank's performance. Non-GAAP financial measures and non-GAAP ratios used in this document are not defined terms under IFRS and, therefore, may not be comparable to similar terms used by other issuers. Supplementary financial measures depict the Bank's financial performance and position, and capital management measures depict the Bank's capital position, and both are explained in this document where they first appear.

U.S. Strategic Cards

The Bank's U.S. strategic cards portfolio is comprised of agreements with certain U.S. retailers pursuant to which TD is the U.S. issuer of private label and co-branded consumer credit cards to their U.S. customers. Under the terms of the individual agreements, the Bank and the retailers share in the profits generated by the relevant portfolios after credit losses. Under IFRS, TD is required to present the gross amount of revenue and provisions for credit losses (PCL) related to these portfolios in the Bank's Consolidated Statement of Income. At the segment level, the retailer program partners' share of revenues and credit losses is presented in the Corporate segment, with an offsetting amount (representing the partners' net share) recorded in Non-interest expenses, resulting in no impact to Corporate's reported Net income (loss). The Net income (loss) included in the U.S. Retail segment includes only the portion of revenue and credit losses attributable to TD under the agreements.

Investment in The Charles Schwab Corporation and IDA Agreement

On August 21, 2024, the Bank sold 40.5 million shares of common stock of Schwab for proceeds of approximately $3.4 billion (US$2.5 billion). The share sale reduced the Bank's ownership interest in Schwab from 12.3% to 10.1%. The Bank recognized approximately $1.0 billion (US$0.7 billion) as other income (net of $0.5 billion (US$0.4 billion) loss from AOCI reclassified to earnings), in the fourth quarter of fiscal 2024.

The Bank accounts for its investment in Schwab using the equity method. The U.S. Retail segment reflects the Bank's share of net income from its investment in Schwab. The Corporate segment net income (loss) includes amounts for amortization of acquired intangibles, the acquisition and integration charges related to the Schwab transaction, and the Bank's share of restructuring and other charges incurred by Schwab. The Bank's share of Schwab's earnings available to common shareholders is reported with a one-month lag. For further details, refer to Note 12 of the 2024 Consolidated Financial Statements.

On November 25, 2019, the Bank and Schwab signed an insured deposit account agreement (the "2019 Schwab IDA Agreement"), with an initial expiration date of July 1, 2031. Under the 2019 Schwab IDA Agreement, starting July 1, 2021, Schwab had the option to reduce the deposits by up to US$10 billion per year (subject to certain limitations and adjustments), with a floor of US$50 billion. In addition, Schwab requested some further operational flexibility to allow for the sweep deposit balances to fluctuate over time, under certain conditions and subject to certain limitations.

On May 4, 2023, the Bank and Schwab entered into an amended insured deposit account agreement (the "2023 Schwab IDA Agreement" or the "Schwab IDA Agreement"), which replaced the 2019 Schwab IDA Agreement. Pursuant to the 2023 Schwab IDA Agreement, the Bank continues to make sweep deposit accounts available to clients of Schwab. Schwab designates a portion of the deposits with the Bank as fixed-rate obligation amounts (FROA). Remaining deposits are designated as floating-rate obligations. In comparison to the 2019 Schwab IDA Agreement, the 2023 Schwab IDA Agreement extends the initial expiration date by three years to July 1, 2034 and provides for lower deposit balances in its first six years, followed by higher balances in the later years. Specifically, until September 2025, the aggregate FROA will serve as the floor. Thereafter, the floor will be set at US$60 billion. In addition, Schwab had the option to buy down up to $6.8 billion (US$5 billion) of FROA by paying the Bank certain fees in accordance with the 2023 Schwab IDA Agreement, subject to certain limits.

By the end of the first quarter of fiscal 2024, Schwab had fully exercised its option buy down up to US$5 billion of FROA and had paid a total of $337 million (US$250 million) in termination fees to the Bank in accordance with the 2023 Schwab IDA Agreement. The fees were intended to compensate the Bank for losses incurred from discontinuing certain hedging relationships and for lost revenues. The net impact was recorded in net interest income. Refer to the "Related Party Transactions" section in this document for further details.

The following table provides the operating results on a reported basis for the Bank.

TABLE 2: OPERATING RESULTS – Reported

(millions of Canadian dollars)	2024	2023
Net interest income	**$ 30,472**	$ 29,944
Non-interest income[1]	**26,751**	20,746
Total revenue[1]	**57,223**	50,690
Provision for credit losses	**4,253**	2,933
Insurance service expenses[1]	**6,647**	5,014
Non-interest expenses [1]	**35,493**	29,855
Income before income taxes and share of net income from investment in Schwab[1]	**10,830**	12,888
Provision for (recovery of) income taxes[1]	**2,691**	3,118
Share of net income from investment in Schwab	**703**	864
Net income – reported[1]	**8,842**	10,634
Preferred dividends and distributions on other equity instruments	**526**	563
Net income available to common shareholders[1]	**$ 8,316**	$ 10,071

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

The following table provides a reconciliation between the Bank's adjusted and reported results. For further details refer to the "Significant Events" or "Financial Results Overview" section.

TABLE 3: NON-GAAP FINANCIAL MEASURES – Reconciliation of Adjusted to Reported Net Income

(millions of Canadian dollars)	2024	2023
Operating results – adjusted		
Net interest income [1,2]	**$ 30,749**	$ 30,394
Non-interest income [1,3,4]	**26,040**	21,643
Total revenue [3]	**56,789**	52,037
Provision for (recovery of) credit losses	**4,253**	2,933
Insurance service expenses [3]	**6,647**	5,014
Non-interest expenses [3,5]	**29,148**	26,517
Income before income taxes and share of net income from investment in Schwab	**16,741**	17,573
Provision for (recovery of) income taxes	**3,355**	3,651
Share of net income from investment in Schwab [6]	**891**	1,073
Net income – adjusted [3]	**14,277**	14,995
Preferred dividends and distributions on other equity instruments	**526**	563
Net income available to common shareholders – adjusted [3]	**13,751**	14,432
Pre-tax adjustments for items of note		
Amortization of acquired intangibles [7]	**(290)**	(313)
Acquisition and integration charges related to the Schwab transaction [5,6]	**(109)**	(149)
Share of restructuring and other charges from investment in Schwab [6]	**(49)**	(35)
Restructuring charges [5]	**(566)**	(363)
Acquisition and integration-related charges [5]	**(379)**	(434)
Charges related to the terminated First Horizon (FHN) acquisition [5]	**–**	(344)
Payment related to the termination of the FHN transaction [5]	**–**	(306)
Impact from the terminated FHN acquisition-related capital hedging strategy [1]	**(242)**	(1,251)
Impact of retroactive tax legislation on payment card clearing services [4]	**–**	(57)
Gain on sale of Schwab shares [4]	**1,022**	–
U.S. balance sheet restructuring [4]	**(311)**	–
Indirect tax matters [2,5]	**(226)**	–
Civil matter provision/Litigation settlement [4,5]	**(274)**	(1,642)
FDIC special assessment [5]	**(442)**	–
Global resolution of the investigations into the Bank's U.S. BSA/AML program [5]	**(4,233)**	–
Less: Impact of income taxes		
Amortization of acquired intangibles	**(41)**	(42)
Acquisition and integration charges related to the Schwab transaction	**(23)**	(25)
Restructuring charges	**(150)**	(97)
Acquisition and integration-related charges	**(82)**	(89)
Charges related to the terminated FHN acquisition	**–**	(85)
Impact from the terminated FHN acquisition-related capital hedging strategy	**(60)**	(308)
Impact of retroactive tax legislation on payment card clearing services	**–**	(16)
U.S. balance sheet restructuring	**(77)**	–
Indirect tax matters	**(53)**	–
Civil matter provision/Litigation settlement	**(69)**	(456)
FDIC special assessment	**(109)**	–
Canada Recovery Dividend (CRD) and federal tax rate increase for fiscal 2022 [8]	**–**	585
Total adjustments for items of note	**(5,435)**	(4,361)
Net income available to common shareholders – reported [3]	**$ 8,316**	$ 10,071

[1] Prior to May 4, 2023, the impact shown covers periods before the termination of the FHN transaction and includes the following components, reported in the Corporate segment: i) mark-to-market gains (losses) on interest rate swaps recorded in non-interest income – 2023: ($1,386) million, ii) basis adjustment amortization related to de-designated fair value hedge accounting relationships, recorded in net interest income – 2023: $262 million, and iii) interest income (expense) recognized on the interest rate swaps, reclassified from non-interest income to net interest income with no impact to total adjusted net income – 2023: $585 million. After the termination of the merger agreement, the residual impact of the strategy is reversed through net interest income – 2024: ($242) million, 2023: ($127) million.

[2] Adjusted net interest income excludes the following item of note:
- i. Indirect tax matters – 2024: $35 million, reported in the Corporate segment. Refer to "Taxes " in the "Financial Results Overview" section for further details.

[3] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[4] Adjusted non-interest income excludes the following items of note:
- i. Impact of retroactive tax legislation on payment card clearing services – 2023: $57 million, reported in the Corporate segment;
- ii. The Bank sold 40.5 million shares of common stock of Schwab and recognized a gain on the sale – 2024: $1,022 million, reported in the Corporate segment;
- iii. U.S. balance sheet restructuring – 2024: $311 million, reported in the U.S. Retail segment; and
- iv. Stanford litigation settlement – 2023: $39 million. This reflects the foreign exchange loss and is reported in the Corporate segment.

[5] Adjusted non-interest expenses exclude the following items of note:
- i. Amortization of acquired intangibles – 2024: $172 million, 2023: $193 million, reported in the Corporate segment;
- ii. The Bank's own acquisition and integration charges related to the Schwab transaction – 2024: $88 million, 2023: $95 million, reported in the Corporate segment;
- iii. Restructuring charges – 2024: $566 million, 2023: $363 million, reported in the Corporate segment;
- iv. Acquisition and integration-related charges – 2024: $379 million, 2023: $434 million, reported in the Wholesale Banking segment;
- v. Charges related to the terminated FHN acquisition – 2023: $344 million, reported in the U.S. Retail segment;
- vi. Payment related to the termination of the FHN transaction – 2023: $306 million, reported in the Corporate segment;
- vii. Indirect tax matters – 2024: $191 million, reported in the Corporate segment. Refer to "Taxes" in the "Financial Results Overview" section for further details;
- viii. Civil matter provision/Litigation settlement – 2024: $274 million in respect of a civil matter, 2023: $1,603 million in respect of the Stanford litigation settlement, reported in the Corporate segment;
- ix. FDIC special assessment – 2024: $442 million, reported in the U.S. Retail segment; and
- x. Charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program – 2024: $4,233 million, reported in the U.S. Retail segment.

[6] Adjusted Share of net income from investment in Schwab excludes the following items of note on an after-tax basis. The earnings impact of these items is reported in the Corporate segment:
- i. Amortization of Schwab-related acquired intangibles – 2024: $118 million, 2023: $120 million;
- ii. The Bank's share of acquisition and integration charges associated with Schwab's acquisition of TD Ameritrade – 2024: $21 million, 2023: $54 million;
- iii. The Bank's share of restructuring charges incurred by Schwab – 2024: $27 million, 2023: $35 million; and
- iv. The Bank's share of the FDIC special assessment charge incurred by Schwab – 2024: $22 million.

[7] Amortization of acquired intangibles relates to intangibles acquired as a result of asset acquisitions and business combinations, including the after-tax amounts for amortization of acquired intangibles relating to the Share of net income from investment in Schwab, reported in the Corporate segment. Refer to footnotes 5 and 6 for amounts.

[8] CRD and impact from increase in the Canadian federal tax rate for fiscal 2022 recognized in 2023, reported in the Corporate segment.

TABLE 4: RECONCILIATION OF REPORTED TO ADJUSTED EARNINGS PER SHARE[1]				
(Canadian dollars)		**2024**		2023
Basic earnings per share – reported[2]	**$**	**4.73**	$	5.53
Adjustments for items of note		**3.09**		2.39
Basic earnings per share – adjusted[2]	**$**	**7.82**	$	7.92
Diluted earnings per share – reported[2]	**$**	**4.72**	$	5.52
Adjustments for items of note		**3.09**		2.39
Diluted earnings per share – adjusted[2]	**$**	**7.81**	$	7.91

[1] EPS is computed by dividing net income available to common shareholders by the weighted-average number of shares outstanding during the period. Numbers may not add due to rounding.
[2] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

TABLE 5: AMORTIZATION OF INTANGIBLES, NET OF INCOME TAXES				
(millions of Canadian dollars)		**2024**		2023
Schwab[1]	**$**	**118**	$	120
Wholesale Banking related intangibles		**108**		117
Other		**23**		34
Included as items of note		**249**		271
Software and asset servicing rights		**432**		365
Amortization of intangibles, net of income taxes	**$**	**681**	$	636

[1] Included in Share of net income from investment in Schwab.

RETURN ON COMMON EQUITY

The consolidated Bank ROE is calculated as reported net income available to common shareholders as a percentage of average common equity. The consolidated Bank adjusted ROE is calculated as adjusted net income available to common shareholders as a percentage of average common equity. Adjusted ROE is a non-GAAP ratio and can be utilized in assessing the Bank's use of equity.

ROE for the business segments is calculated as the segment net income available to common shareholders as a percentage of average allocated capital. The Bank's methodology for allocating capital to its business segments is largely aligned with the common equity capital requirements under Basel III. Capital allocated to the business segments increased to 11.5% of Common Equity Tier 1 (CET1) Capital effective in the first quarter of 2024, compared with 11% in fiscal 2023.

TABLE 6: RETURN ON COMMON EQUITY				
(millions of Canadian dollars, except as noted)		**2024**		2023
Average common equity[1]	**$**	**100,979**	$	101,608
Net income available to common shareholders – reported[1]		**8,316**		10,071
Items of note, net of income taxes		**5,435**		4,361
Net income available to common shareholders – adjusted[1]	**$**	**13,751**	$	14,432
Return on common equity – reported[1]		**8.2**	**%**	9.9 %
Return on common equity – adjusted[1]		**13.6**		14.2

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

RETURN ON TANGIBLE COMMON EQUITY

Tangible common equity (TCE) is calculated as common shareholders' equity less goodwill, imputed goodwill and intangibles on the investments in Schwab and other acquired intangible assets, net of related deferred tax liabilities. ROTCE is calculated as reported net income available to common shareholders after adjusting for the after-tax amortization of acquired intangibles, which are treated as an item of note, as a percentage of average TCE. Adjusted ROTCE is calculated using reported net income available to common shareholders, adjusted for all items of note, as a percentage of average TCE. TCE, ROTCE, and adjusted ROTCE can be utilized in assessing the Bank's use of equity. TCE is a non-GAAP financial measure, and ROTCE and adjusted ROTCE are non-GAAP ratios.

TABLE 7: RETURN ON TANGIBLE COMMON EQUITY				
(millions of Canadian dollars, except as noted)		**2024**		2023
Average common equity[1]	**$**	**100,979**	$	101,608
Average goodwill		**18,431**		17,919
Average imputed goodwill and intangibles on investments in Schwab		**5,836**		6,127
Average other acquired intangibles[2]		**560**		584
Average related deferred tax liabilities		**(230)**		(154)
Average tangible common equity[1]		**76,382**		77,132
Net income available to common shareholders – reported[1]		**8,316**		10,071
Amortization of acquired intangibles, net of income taxes		**249**		271
Net income available to common shareholders adjusted for amortization of acquired intangibles, net of income taxes[1]		**8,565**		10,342
Other items of note, net of income taxes		**5,186**		4,090
Net income available to common shareholders – adjusted[1]	**$**	**13,751**	$	14,432
Return on tangible common equity[1]		**11.2**	**%**	13.4 %
Return on tangible common equity – adjusted[1]		**18.0**		18.7

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.
[2] Excludes intangibles relating to software and asset servicing rights.

IMPACT OF FOREIGN EXCHANGE RATE ON U.S. RETAIL SEGMENT TRANSLATED EARNINGS

The following table reflects the estimated impact of foreign currency translation on key U.S. Retail segment income statement items. The impact is calculated as the difference in translated earnings using the average U.S. to Canadian dollars exchange rates in the periods noted.

TABLE 8: IMPACT OF FOREIGN EXCHANGE RATE ON U.S. RETAIL SEGMENT TRANSLATED EARNINGS

(millions of Canadian dollars, except as noted)		**2024 vs. 2023 Increase (Decrease)**		2023 vs. 2022 Increase (Decrease)
U.S. Retail Bank				
Total revenue – reported	**$**	**126**	$	650
Total revenue – adjusted[1]		**128**		650
Non-interest expenses – reported		**166**		365
Non-interest expenses – adjusted[1]		**70**		346
Net income – reported, after-tax		**(57)**		214
Net income – adjusted, after-tax[1]		**39**		228
Share of net income from investment in Schwab[2]		**6**		51
U.S. Retail segment net income – reported, after-tax		**(51)**		265
U.S. Retail segment net income – adjusted, after-tax[1]		**45**		279
Earnings per share (Canadian dollars)				
Basic – reported	**$**	**(0.03)**	$	0.15
Basic – adjusted[1]		**0.02**		0.15
Diluted – reported		**(0.03)**		0.15
Diluted – adjusted[1]		**0.02**		0.15

[1] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

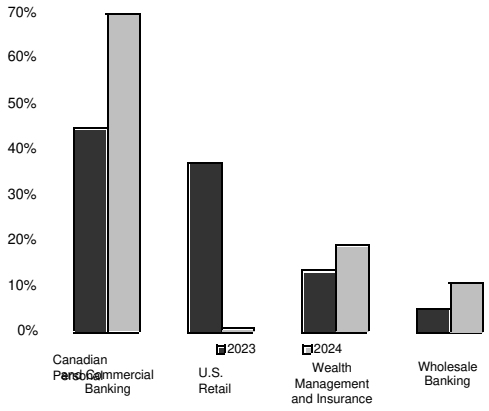
[2] Share of net income from investment in Schwab and TD Ameritrade and the foreign exchange impact are reported with a one-month lag.

Average foreign exchange rate (equivalent of CAD $1.00)	**2024**	2023
U.S. dollar	**0.735**	0.741

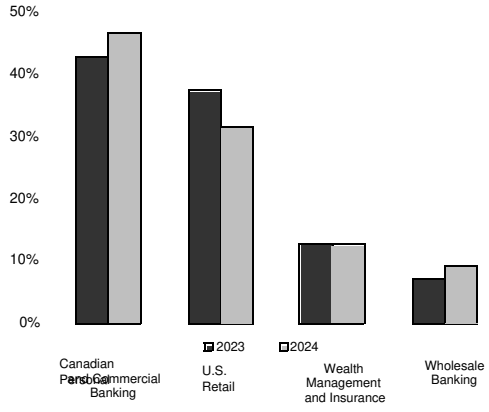
FINANCIAL RESULTS OVERVIEW

Net Income

NET INCOME – REPORTED[4] BY BUSINESS SEGMENT
(as a percentage of total net income)



NET INCOME – ADJUSTED[4,5] BY BUSINESS SEGMENT
(as a percentage of total net income)



Reported net income for the year was $8,842 million, a decrease of $1,792 million, or 17%, compared with last year. The decrease primarily reflects the impact of the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program in U.S. Retail, higher non-interest expenses, including investments in risk and control infrastructure, higher insurance service expenses and higher PCL, partially offset by higher revenues, the prior year impact in the Corporate segment of the Stanford litigation settlement, the lower current period impact of the terminated FHN acquisition-related capital hedging strategy, and the current year gain on sale of Schwab shares in the Corporate segment. On an adjusted basis, net income for the year was $14,277 million, a decrease of $718 million, or 5%, compared with last year. The reported ROE for the year was 8.2%, compared with 9.9% last year. The adjusted ROE for the year was 13.6%, compared with 14.2% last year.

[4] Amounts exclude Corporate segment.

[5] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

By segment, the decrease in reported net income reflects decreases in U.S. Retail of $5,489 million and in Wealth Management and Insurance of $46 million, partially offset by increases in the Corporate segment of $2,864 million, in Canadian Personal and Commercial Banking of $531 million, and in Wholesale Banking of $348 million.

Reported diluted EPS for the year was $4.72, a decrease of 14%, compared with $5.52 last year. Adjusted diluted EPS for the year was $7.81, a decrease of 1%, compared with $7.91 last year.

FINANCIAL RESULTS OVERVIEW

Revenue

Reported revenue was $57,223 million, an increase of $6,533 million, or 13%, compared with last year. Adjusted revenue was $56,789 million, an increase of $4,752 million, or 9%, compared with last year.

NET INTEREST INCOME

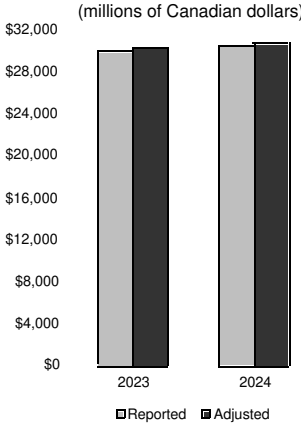
Reported net interest income for the year was $30,472 million, an increase of $528 million, or 2%, compared with last year. The increase primarily reflects volume growth and higher deposit margins in Canadian Personal and Commercial Banking, partially offset by lower net interest income in Wholesale Banking. Adjusted net interest income was $30,749 million, an increase of $355 million, or 1%.

By segment, the increase in reported net interest income reflects increases in Canadian Personal and Commercial Banking of $1,505 million, in the Corporate segment of $246 million, and in Wealth Management and Insurance of $162 million, partially offset by decreases in Wholesale Banking of $956 million and in U.S. Retail of $429 million.

NET INTEREST MARGIN

Net interest margin is calculated by dividing net interest income by average interest-earning assets. This metric is an indicator of the profitability of the Bank's earning assets less the cost of funding. Net interest margin decreased by 2 basis points (bps) during the year to 1.72%, compared with 1.74% last year, primarily due to the impact of maintaining elevated liquidity levels. Average interest earning assets used in the calculation is a non-GAAP financial measure and net interest margin is a non-GAAP ratio. They are not defined terms under IFRS and, therefore, may not be comparable to similar terms used by other issuers.

NET INTEREST INCOME[6]
(millions of Canadian dollars)



NON-INTEREST INCOME

Reported non-interest income for the year was $26,751 million, an increase of $6,005 million, or 29%, compared with last year, primarily reflecting higher lending revenue, trading-related revenue, underwriting fees, and equity commissions in Wholesale Banking, the prior period impact of the terminated FHN acquisition-related capital hedging strategy and the current year gain on sale of Schwab shares in the Corporate segment, higher insurance premiums, the impact of reinsurance recoveries for catastrophe claims, and higher fee-based and transaction revenue in Wealth Management and Insurance. Adjusted non-interest income was $26,040 million, an increase of $4,397 million, or 20%.

By segment, the increase in reported non-interest income reflects increases in Wholesale Banking of $2,424 million, in the Corporate segment of $2,018 million, and in Wealth Management and Insurance of $1,743 million, partially offset by decreases in U.S. Retail of $148 million and in Canadian Personal and Commercial Banking of $32 million.

TABLE 9: NON-INTEREST INCOME

(millions of Canadian dollars, except as noted)	2024	2023	2024 vs. 2023 % change
Investment and securities services			
Broker dealer fees and commissions	**$ 1,522**	$ 1,263	**21**
Full-service brokerage and other securities services	**1,668**	1,518	**10**
Underwriting and advisory	**1,436**	997	**44**
Investment management fees	**669**	636	**5**
Mutual fund management	**1,994**	1,897	**5**
Trust fees	**111**	109	**2**
Total investment and securities services	**7,400**	6,420	**15**
Credit fees	**1,898**	1,796	**6**
Trading income (losses)	**3,628**	2,417	**50**
Service charges[1]	**2,626**	2,514	**4**
Card services	**2,947**	2,932	**1**
Insurance revenue[1]	**6,952**	6,311	**10**
Other income (loss)[1]	**1,300**	(1,644)	**179**
Total[1]	**$ 26,751**	$ 20,746	**29**

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[6] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

TRADING-RELATED REVENUE

Trading-related revenue is the total of trading income (loss), net interest income on trading positions, and income (loss) from financial instruments designated at fair value through profit or loss (FVTPL) that are managed within a trading portfolio. Trading income (loss) includes realized and unrealized gains and losses on trading assets and liabilities. Net interest income on trading positions arises from interest and dividends related to trading assets and liabilities and is reported net of interest expense associated with funding these assets and liabilities in the following table. Trading-related revenue excludes underwriting fees and commissions on securities transactions. Trading-related revenue is a non-GAAP financial measure, which is not a defined term under IFRS and, therefore, may not be comparable to similar terms used by other issuers. Management believes that the trading-related revenue is an appropriate measure of trading performance.

Trading-related revenue by product line depicts trading income for each major trading category.

TABLE 10: TRADING-RELATED REVENUE

(millions of Canadian dollars)	*For the years ended October 31*	
	2024	2023
Trading income (loss)	**$ 3,628**	$ 2,417
Net interest income (loss)[1]	**(732)**	435
Other[2]	**(193)**	(672)
Total	**$ 2,703**	$ 2,180
Trading-related TEB adjustment	**79**	180
Total trading-related revenue (TEB)	**$ 2,782**	$ 2,360
By product		
Interest rate and credit	**$ 1,147**	$ 821
Foreign exchange	**905**	860
Equity and other	**730**	679
Total trading-related revenue (TEB)	**$ 2,782**	$ 2,360

[1] Excludes taxable equivalent basis (TEB).

[2] Includes income (loss) from securities designated at FVTPL that are managed within a trading portfolio of $(208) million (2023 – $(548) million) reported in Other Income (Loss) on the 2024 Consolidated Financial Statements and other adjustments.

FINANCIAL RESULTS OVERVIEW

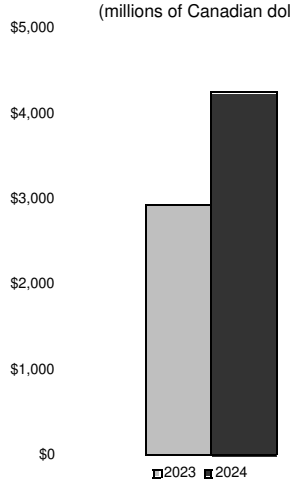
Provision for Credit Losses

PCL for the year was $4,253 million, an increase of $1,320 million compared with last year. PCL – impaired was $3,877 million, an increase of $1,391 million, reflecting credit migration in the non-retail and consumer lending portfolios. PCL – performing was $376 million, a decrease of $71 million. The current year performing provisions largely reflect current credit conditions including credit migration, and volume growth. Total PCL as an annualized percentage of credit volume was 0.46%.

By segment, PCL was higher in U.S. Retail by $604 million, in Canadian Personal and Commercial Banking by $412 million, in Wholesale Banking by $191 million, in the Corporate segment by $114 million, and lower in Wealth Management and Insurance by $1 million.

While results may vary by quarter, and are subject to changes to economic conditions, the Bank's fiscal 2025 PCLs are expected to be in the range of 45 to 55 basis points[7].

PROVISION FOR CREDIT LOSSES
(millions of Canadian dollars)



[7] The Bank's estimated PCL range is based on forward-looking assumptions that have inherent risks and uncertainties. Results may vary depending on actual economic or credit conditions and performance, such as the level of unemployment, interest rates, economic growth or contraction, and borrower or industry specific credit factors and conditions. The Bank's PCL estimate is subject to risks and uncertainties including those set out in the "Risk Factors That May Affect Future Results" section of this document.

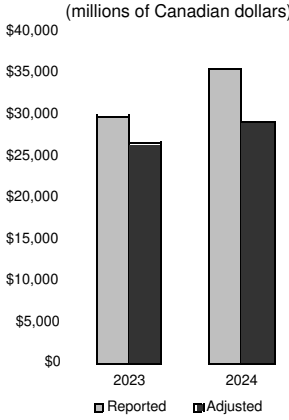
Expenses

NON-INTEREST EXPENSES

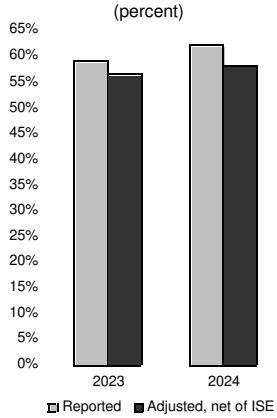
Reported non-interest expenses for the year were $35,493 million, an increase of $5,638 million, or 19%, compared with last year, primarily reflecting the impact of the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program in U.S. Retail, investments in risk and control infrastructure, higher employee-related expenses, including TD Cowen, the FDIC special assessment in U.S. Retail, and higher technology spend supporting business growth, partially offset by the prior year impacts of the Stanford litigation settlement and the payment related to termination of the First Horizon transaction in the Corporate segment. On an adjusted basis, non-interest expenses were $29,148 million, an increase of $2,631 million, or 10%. Due to higher than estimated legal and regulatory expenses, all of which arose in the fourth quarter, the Bank did not meet its previously-disclosed expectation that its adjusted non-interest expense growth for fiscal 2024 would be in the high single digits.

By segment, the increase in reported non-interest expenses reflects increases in U.S. Retail of $4,536 million, in Wholesale Banking of $816 million, in Wealth Management and Insurance of $377 million, and in Canadian Personal and Commercial Banking of $310 million, partially offset by a decrease in the Corporate segment of $401 million.

NON-INTEREST EXPENSES
(millions of Canadian dollars)



EFFICIENCY RATIO
(percent)



INSURANCE SERVICE EXPENSES (ISE)

Insurance service expenses for the year were $6,647 million. This represents an increase of $1,633 million, or 33%, compared with last year, of which $916 million, or 18%, was driven by estimated losses from catastrophe claims. The remaining increase reflects less favourable prior years' claims development and increased claims severity.

EFFICIENCY RATIO

The efficiency ratio measures operating efficiency and is calculated by dividing non-interest expenses by total revenue. A lower ratio indicates a more efficient business operation. Adjusted efficiency ratio is calculated in the same manner using adjusted non-interest expenses and total revenue.

The reported efficiency ratio was 62.0%, compared with 58.9% last year. The adjusted efficiency ratio, net of ISE, was 58.1%, compared with 56.4% last year.

TABLE 11: NON-INTEREST EXPENSES AND EFFICIENCY RATIO[1]

(millions of Canadian dollars, except as noted)	2024	2023	2024 vs. 2023 % change
Salaries and employee benefits			
Salaries	**$ 9,920**	$ 9,559	**4**
Incentive compensation	**4,481**	4,065	**10**
Pension and other employee benefits	**2,332**	2,129	**10**
Total salaries and employee benefits	**16,733**	15,753	**6**
Occupancy			
Depreciation and impairment losses	**1,048**	987	**6**
Rent and maintenance	**910**	812	**12**
Total occupancy	**1,958**	1,799	**9**
Technology and equipment			
Equipment, data processing and licenses	**2,379**	2,056	**16**
Depreciation and impairment losses	**277**	252	**10**
Total technology and equipment	**2,656**	2,308	**15**
Amortization of other intangibles	**702**	672	**4**
Communication and marketing	**1,516**	1,452	**4**
Restructuring charges	**566**	363	**56**
Brokerage-related and sub-advisory fees	**498**	456	**9**
Professional, advisory and outside services[1]	**3,064**	2,493	**23**
Other expenses[1]	**7,800**	4,559	**71**
Total expenses[1]	**$ 35,493**	$ 29,855	**19**
Efficiency ratio – reported[1]	**62.0 %**	58.9 %	**310 bps**
Efficiency ratio – adjusted, net of ISE[2]	**58.1**	56.4	**170**

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[2] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

[8] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

Taxes

Reported total income and other taxes decreased by $42 million, or 0.8%, compared with last year, reflecting a decrease in income tax expense of $427 million, or 13.7%, partially offset by an increase in other taxes of $385 million, or 19%. Adjusted total income and other taxes decreased by $102 million from last year, or 1.8%, reflecting a decrease in income tax expense of $296 million, or 8.1%, and an increase in other taxes of $194 million, or 9.6%.

The Bank's reported effective income tax rate was 24.8% for 2024, compared with 24.2% last year. The year-over-year increase primarily reflects the tax impact of the non-deductible charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program and lower tax-exempt dividend income, partially offset by the favourable tax impact associated with the gain on sale of Schwab shares, while the prior year tax rate was significantly impacted by adjustments associated with the implementation of the Canada Recovery Dividend and the Canadian federal tax rate increase as well as the terminated First Horizon transaction. For a reconciliation of the Bank's effective income tax rate with the Canadian statutory income tax rate, refer to Note 24 of the 2024 Consolidated Financial Statements.

The Bank reported its investment in Schwab using the equity method of accounting. Schwab's tax expense (2024: $215 million; 2023: $279 million) was not part of the Bank's effective tax rate.

To allow for an after-tax calculation of adjusted income, the adjusted provision for income taxes is calculated by adjusting the taxes for each item of note using the applicable income tax rate of the relevant legal entity. The adjusted effective income tax rate is calculated as the adjusted provision for income taxes before other taxes as a percentage of adjusted net income before taxes. The Bank's adjusted effective income tax rate for 2024 was 20.0%, compared with 20.8% last year. The year-over-year decrease primarily reflects favourable earnings mix, partially offset by lower tax-exempt dividend income. Adjusted results are not defined terms under IFRS and, therefore, may not be comparable to similar terms used by other issuers.

TABLE 12: INCOME AND OTHER TAXES – Reconciliation of Reported to Adjusted Provision for Income and Other Taxes

(millions of Canadian dollars, except as noted)		2024		2023
Provision for income taxes – reported[1]	**$**	**2,691**	$	3,118
Total adjustments for items of note		**664**		533
Provision for income taxes – adjusted[1]		**3,355**		3,651
Other taxes				
Payroll		**909**		853
Capital and premium		**231**		222
GST, HST, and provincial sales[2]		**1,002**		719
Municipal and business		**273**		236
Total other taxes – reported		**2,415**		2,030
Total adjustments for items of note related to indirect tax matters		**(191)**		–
Total other taxes – adjusted		**2,224**		2,030
Total taxes – adjusted[1]	**$**	**5,579**	$	5,681
Effective income tax rate – reported		**24.8**	**%**	24.2 %
Effective income tax rate – adjusted		**20.0**		20.8

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[2] Goods and services tax (GST) and Harmonized sales tax (HST).

Canadian Tax Measures

Bill C-59 was substantively enacted on May 28, 2024 and received royal assent on June 20, 2024. The legislation advances certain tax measures originally introduced in the Canadian Federal budget presented on March 28, 2023. In particular, Bill C-59 denies the dividend received deduction in respect of dividends received by certain financial institutions on shares that are mark-to-market property, subject to a minor carve out for dividends on certain preferred shares, as well as imposes a 2% tax on the net value of share repurchases by public corporations in Canada. These measures are effective and have been implemented by the Bank as of January 1, 2024.

International Tax Reform – Pillar Two Global Minimum Tax

On December 20, 2021, the Organisation for Economic Co-operation and Development (OECD) published Pillar Two model rules as part of its efforts toward international tax reform. The Pillar Two model rules provide for the implementation of a 15% global minimum tax for large multinational enterprises, which is to be applied on a jurisdiction-by-jurisdiction basis. Pillar Two legislation was enacted in Canada on June 20, 2024 under Bill C-69, which includes the *Global Minimum Tax Act* addressing the Pillar Two model rules. The rules are effective for the Bank for the fiscal year beginning on November 1, 2024. The *Global Minimum Tax Act* may result in a tax on future dispositions of shares in Charles Schwab, depending on the accounting gain at that time and its impact on effective tax rates. The tax could be up to 15% of the accounting gain and would be payable in Canada. Also, similar legislation has passed in other jurisdictions in which the Bank operates and will result in additional taxes being paid in those countries. The Bank estimates that its effective tax rate will increase by 0.25%-0.50% as a result of these additional annual taxes, with the bulk of the additional taxes arising in Ireland due to its statutory corporate tax rate of 12.5%.

Indirect Tax Matters

On September 26, 2024, the Tax Court of Canada released its decision in the case of *Royal Bank of Canada v. His Majesty the King*, 2024 TCC 125, a case on the ability to claim input tax credits on certain inputs to the credit card business. The outcome of this case has caused the Bank to revisit its historical input tax credit claims. The Bank also reviewed aspects of its methodology for claiming input tax credits on certain areas that have been challenged by the Canada Revenue Agency (CRA) and it has established a provision of $226 million (inclusive of interest) related to indirect tax matters.

Quarterly Financial Information

FOURTH QUARTER 2024 PERFORMANCE SUMMARY

Reported net income for the quarter was $3,635 million, an increase of $769 million, or 27%, compared with the fourth quarter last year, primarily reflecting higher revenues and the current year gain on sale of Schwab shares in the Corporate Segment, partially offset by higher insurance service expenses and higher non-interest expenses, including investments in risk and control infrastructure. On an adjusted basis, net income for the quarter was $3,205 million, a decrease of $280 million, or 8%. Reported diluted EPS for the quarter was $1.97, an increase of 33%, compared with $1.48 in the fourth quarter of last year. Adjusted diluted EPS for the quarter was $1.72, a decrease of 5%, compared with $1.82 in the fourth quarter of last year.

Reported revenue for the quarter was $15,514 million, an increase of $2,336 million, or 18%, compared with the fourth quarter last year, of which $718 million, or 5%, was driven by reinsurance recoveries for catastrophe claims. Adjusted revenue for the quarter was $14,897 million, an increase of $1,655 million, or 12%, compared with the fourth quarter last year.

Reported net interest income for the quarter was $7,940 million, an increase of $446 million, or 6%, compared with the fourth quarter last year, primarily reflecting volume growth in Canadian Personal and Commercial Banking, and higher deposit margins in the personal and commercial banking businesses and Wealth Management and Insurance. Adjusted net interest income for the quarter was $8,034 million, an increase of $476 million, or 6%. By segment, the increase in reported net interest income reflects increases in Canadian Personal and Commercial Banking of $353 million, in the Corporate segment of $88 million, and in Wealth Management and Insurance of $56 million, partially offset by decreases in U.S. Retail of $27 million and in Wholesale Banking of $24 million.

Reported non-interest income for the quarter was $7,574 million, an increase of $1,890 million, or 33%, compared with the fourth quarter last year, of which $718 million, or 13%, was driven by reinsurance recoveries for catastrophe claims. The remaining increase was primarily driven by the current quarter's gain on sale of Schwab shares in the Corporate Segment, higher lending revenue, underwriting fees and trading-related revenue in Wholesale Banking, and higher fee-based revenue, transaction revenue, and higher insurance premiums in Wealth Management and Insurance, partially offset by the impact of U.S. balance sheet restructuring in U.S. Retail. Adjusted non-interest income was $6,863 million, an increase of $1,179 million, or 21%. By segment, the increase in reported non-interest income reflects increases in the Corporate segment of $986 million, in Wealth Management and Insurance of $925 million, and in Wholesale Banking of $307 million, partially offset by decreases in U.S. Retail of $285 million and in Canadian Personal and Commercial Banking of $43 million.

PCL for the quarter was $1,109 million, an increase of $231 million compared with the fourth quarter last year. PCL – impaired was $1,153 million, an increase of $434 million, or 60%, reflecting credit migration in the non-retail and consumer lending portfolios. PCL – performing was a recovery of $44 million, compared with a build of $159 million in the fourth quarter last year. The performing release this quarter largely reflects improvement in the economic outlook, including the impact of lower interest rates, and was recorded in the Canadian Personal and Commercial Banking and U.S. Retail segments. Total PCL for the quarter as an annualized percentage of credit volume was 0.47%.

By segment, PCL was higher by $100 million in U.S. Retail, by $77 million in Wholesale Banking, by $40 million in Canadian Personal & Commercial Banking, and by $14 million in the Corporate segment.

Insurance service expenses for the quarter were $2,364 million. This represents an increase of $1,018 million, or 76%, compared with the fourth quarter last year, of which $893 million, or 66%, was driven by estimated losses from catastrophe claims. The remaining increase reflects less favourable prior years' claims development and increased claims severity.

Reported non-interest expenses for the quarter were $8,050 million, an increase of $422 million, or 6%, compared with the fourth quarter last year, primarily reflecting investments in risk and control infrastructure, the provision for indirect tax matters in the Corporate Segment, and higher technology and marketing spend supporting business growth, partially offset by the prior year's restructuring charges in the Corporate Segment. Adjusted non-interest expenses for the quarter were $7,731 million, an increase of $743 million, or 11%, compared with the fourth quarter last year, primarily driven by investments in risk and control infrastructure, investments supporting business growth, including technology and occupancy costs, and other operating expenses. By segment, the increase in reported non-interest expenses reflects increases in the Corporate segment of $249 million, in Wealth Management and Insurance of $150 million, in U.S. Retail of $65 million, and in Canadian Personal and Commercial Banking of $63 million, partially offset by a decrease in Wholesale Banking of $105 million.

The Bank's reported effective tax rate was 13.4% for the quarter, compared with 18.5% in the same quarter last year. The year-over-year decrease primarily reflects the non-taxable gain on sale of Schwab shares, partially offset by lower tax-exempt dividend income, the tax impact of the non-deductible charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program and the impact of higher reported pre-tax income.

The Bank's adjusted effective tax rate was 18.8% for the quarter, compared with 19.3% in the same quarter last year. The year-over-year decrease primarily reflects the impact of lower adjusted pre-tax income, partially offset by lower tax-exempt dividend income.

QUARTERLY TREND ANALYSIS

Subject to the impact of seasonal trends and items of note, the Bank's reported earnings were down 17% in 2024, compared with last year, reflecting a challenging macroeconomic environment and the impact of the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program. As the year progressed, the Bank benefited from higher market-related revenues in the Wholesale Banking and Wealth Management and Insurance segments, and volume growth and higher deposit margins in Canadian Personal and Commercial Banking, reflecting a declining rate environment. Including the impact of recoveries from reinsurance coverage, insurance service expenses were higher, reflecting less favourable prior years' claims development, more severe weather-related events, and increased claims severity. Credit conditions continued to normalize throughout the year which resulted in higher PCLs. Expenses were higher, reflecting investments in risk and control infrastructure and employee-related expenses including variable compensation. The Bank's quarterly earnings were impacted by, among other things, seasonality, the number of days in a quarter, the economic environment in Canada and the U.S., and foreign currency translation.

TABLE 13: QUARTERLY RESULTS

(millions of Canadian dollars, except as noted)

	For the three months ended							
	2024				2023			
	Oct. 31	**Jul. 31**	**Apr. 30**	**Jan. 31**	Oct. 31	Jul. 31	Apr. 30	Jan. 31
Net interest income	**$ 7,940**	**$ 7,579**	**$ 7,465**	**$ 7,488**	$ 7,494	$ 7,289	$ 7,428	$ 7,733
Non-interest income [1]	**7,574**	**6,597**	**6,354**	**6,226**	5,684	5,625	4,969	4,468
Total revenue [1]	**15,514**	**14,176**	**13,819**	**13,714**	13,178	12,914	12,397	12,201
Provision for (recovery of) credit losses	**1,109**	**1,072**	**1,071**	**1,001**	878	766	599	690
Insurance service expenses [1]	**2,364**	**1,669**	**1,248**	**1,366**	1,346	1,386	1,118	1,164
Non-interest expenses [1]	**8,050**	**11,012**	**8,401**	**8,030**	7,628	7,359	6,756	8,112
Provision for (recovery of) income taxes [1]	**534**	**794**	**729**	**634**	616	704	859	939
Share of net income from investment in Schwab	**178**	**190**	**194**	**141**	156	182	241	285
Net income (loss) – reported [1]	**3,635**	**(181)**	**2,564**	**2,824**	2,866	2,881	3,306	1,581
Pre-tax adjustments for items of note [2]								
Amortization of acquired intangibles	**60**	**64**	**72**	**94**	92	88	79	54
Acquisition and integration charges related to the Schwab transaction	**35**	**21**	**21**	**32**	31	54	30	34
Share of restructuring and other charges from investment in Schwab	**–**	**–**	**–**	**49**	35	–	–	–
Restructuring charges	**–**	**110**	**165**	**291**	363	–	–	–
Acquisition and integration-related charges	**82**	**78**	**102**	**117**	197	143	73	21
Charges related to the terminated FHN acquisition	**–**	**–**	**–**	**–**	–	84	154	106
Payment related to the termination of the FHN transaction	**–**	**–**	**–**	**–**	–	306	–	–
Impact from the terminated FHN acquisition-related capital hedging strategy	**59**	**62**	**64**	**57**	64	177	134	876
Impact of retroactive tax legislation on payment card clearing services	**–**	**–**	**–**	**–**	–	57	–	–
Gain on sale of Schwab shares	**(1,022)**	**–**	**–**	**–**	–	–	–	–
U.S. balance sheet restructuring	**311**	**–**	**–**	**–**	–	–	–	–
Indirect tax matters	**226**	**–**	**–**	**–**	–	–	–	–
Civil matter provision/Litigation settlement	**–**	**–**	**274**	**–**	–	–	39	1,603
FDIC special assessment	**(72)**	**–**	**103**	**411**	–	–	–	–
Global resolution of the investigations into the Bank's U.S. BSA/AML program	**52**	**3,566**	**615**	**–**	–	–	–	–
Total pre-tax adjustments for items of note	**(269)**	**3,901**	**1,416**	**1,051**	782	909	509	2,694
Less: Impact of income taxes [2,3]	**161**	**74**	**191**	**238**	163	141	108	121
Net income – adjusted [1,2]	**3,205**	**3,646**	**3,789**	**3,637**	3,485	3,649	3,707	4,154
Preferred dividends and distributions on other equity instruments	**193**	**69**	**190**	**74**	196	74	210	83
Net income available to common shareholders – adjusted [1,2]	**$ 3,012**	**$ 3,577**	**$ 3,599**	**$ 3,563**	$ 3,289	$ 3,575	$ 3,497	$ 4,071
(Canadian dollars, except as noted)								
Basic earnings (loss) per share [1]								
Reported	**$ 1.97**	**$ (0.14)**	**$ 1.35**	**$ 1.55**	$ 1.48	$ 1.53	$ 1.69	$ 0.82
Adjusted [2]	**1.72**	**2.05**	**2.04**	**2.01**	1.82	1.95	1.91	2.24
Diluted earnings (loss) per share [1]								
Reported	**1.97**	**(0.14)**	**1.35**	**1.55**	1.48	1.53	1.69	0.82
Adjusted [2]	**1.72**	**2.05**	**2.04**	**2.00**	1.82	1.95	1.91	2.23
Return on common equity – reported [1]	**13.4 %**	**(1.0) %**	**9.5 %**	**10.9 %**	10.5 %	10.8 %	12.4 %	5.9 %
Return on common equity – adjusted [1,2]	**11.7**	**14.1**	**14.5**	**14.1**	12.9	13.8	14.0	16.1
(billions of Canadian dollars, except as noted)								
Average total assets [1]	**$ 2,035**	**$ 1,968**	**$ 1,938**	**$ 1,934**	$ 1,910	$ 1,898	$ 1,944	$ 1,931
Average interest-earning assets [4]	**1,835**	**1,778**	**1,754**	**1,729**	1,715	1,716	1,728	1,715
Net interest margin – reported	**1.72 %**	**1.70 %**	**1.73 %**	**1.72 %**	1.73 %	1.69 %	1.76 %	1.79 %
Net interest margin – adjusted [2]	**1.74**	**1.71**	**1.75**	**1.74**	1.75	1.70	1.81	1.82

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[2] For explanations of items of note, refer to the "Non-GAAP Financial Measures – Reconciliation of Adjusted to Reported Net Income" table in the "Financial Results Overview" section of this document.

[3] Includes the CRD and impact from increase in the Canadian federal tax rate for fiscal 2022.

[4] Average interest-earning assets is a non-GAAP financial measure. Refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section and the Glossary of this document for additional information about this metric.

Business Focus

For management reporting purposes, the Bank's operations and activities are organized around the following four key business segments: Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking. The Bank's other activities are grouped into the Corporate segment.

Canadian Personal and Commercial Banking serves over 15 million customers in Canadian personal and business banking. Personal Banking delivers ease, value, and trusted advice to customers through a comprehensive suite of deposit, savings, payment and lending products and services, supported by a network of 1,060 branches, 3,400 automated teller machines (ATM), mobile specialized salesforce, and telephone, mobile and internet banking services. Business Banking is a premier, customer-centric franchise that delivers deep sector expertise, valuable advice, and a broad range of customized products and services to meet the needs of business owners, leveraging its network of commercial branches and specialized customer centers across Canada.

U.S. Retail includes the Bank's personal, business banking and wealth management operations in the U.S., as well as the Bank's investment in Schwab. Operating under the TD Bank, America's Most Convenient Bank® brand, the U.S. Retail Bank serves over 10 million customers in stores from Maine to Florida, and via auto dealerships and credit card partner business locations nationwide. Personal Banking provides a full range of financial products and services to customers from Maine to the Carolinas and Florida through a network of 1,132 stores, 2,561 ATMs, telephone, and mobile and internet banking services. Business banking offers a diversified range of products and services to help businesses meet their financing, investment, cash management, international trade, and day-to-day banking needs. Wealth management provides wealth products and services to retail and institutional clients. The contribution from the Bank's investment in Schwab is reported as equity in net income of an investment in Schwab.

Wealth Management and Insurance serves approximately 6 million customers across the wealth and insurance businesses in Canada. Wealth Management offers wealth solutions to retail clients in Canada through the direct investing, advice-based, and asset management businesses. Wealth Management also offers asset management products to institutional clients in Canada and globally. Insurance offers property and casualty insurance through direct channels and to members of affinity groups, as well as life and health insurance products to customers across Canada.

Wholesale Banking serves over 17,000 corporate, government, and institutional clients in key financial markets around the world. Operating under the TD Securities brand, Wholesale Banking offers capital markets and corporate and investment banking services to external clients and provides market access and wholesale banking solutions for the Bank's wealth and retail operations and their customers. Wholesale Banking's expertise is supported by a presence across North America, Europe, and Asia-Pacific.

Corporate segment is comprised of service and control functions, including Technology Solutions, Shared Services, Treasury and Balance Sheet Management, Marketing, Human Resources, Finance, Risk Management, Compliance, Anti-Money Laundering, Legal, Real Estate, Internal Audit, and Others. Certain costs relating to these functions are allocated to operating business segments. The basis of allocation and methodologies are reviewed periodically to align with management's evaluation of the value provided to the Bank's business segments.

Results of each business segment reflect revenue, expenses, assets, and liabilities generated by the businesses in that segment. Where applicable, the Bank measures and evaluates the performance of each segment based on adjusted results and ROE, and for those segments the Bank indicates that the measure is adjusted. For further details, refer to Note 28 of the 2024 Consolidated Financial Statements. Effective fiscal 2024, certain asset management businesses which were previously reported in the U.S. Retail segment are now reported in the Wealth Management and Insurance segment. Comparative period information has been adjusted to reflect the new alignment.

Net interest income within Wholesale Banking is calculated on a TEB, which means that the value of non-taxable or tax-exempt income, including dividends, is adjusted to its equivalent before-tax value. Using TEB allows the Bank to measure income from all securities and loans consistently and makes for a more meaningful comparison of net interest income with similar institutions. The TEB increase to net interest income and provision for income taxes reflected in Wholesale Banking results is reversed in the Corporate segment. The TEB adjustment for the year was $79 million (October 31, 2023 – $181 million).

Share of net income from investment in Schwab is reported in the U.S. Retail segment. Amounts for amortization of acquired intangibles, the Bank's share of acquisition and integration charges associated with Schwab's acquisition of TD Ameritrade, the Bank's share of Schwab's restructuring charges, and the Bank's share of Schwab's FDIC special assessment charge are recorded in the Corporate segment.

The "Key Priorities for 2025" section for each business segment, provided on the following pages, is based on the Bank's views and assumptions, including those set out in the "Economic Summary and Outlook" section and the actual outcome may be materially different. For more information regarding the factors, assumptions, and risks that may impact the Bank's views, refer to the "Caution Regarding Forward-Looking Statements" section and the "Risk Factors That May Affect Future Results" section.

TABLE 14: RESULTS BY SEGMENT[1,2]

(millions of Canadian dollars)	Canadian Personal and Commercial Banking		U.S. Retail		Wealth Management and Insurance		Wholesale Banking[3]		Corporate[2]		Total	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023
Net interest income (loss)	**$ 15,697**	$ 14,192	**$ 11,600**	$ 12,029	**$ 1,226**	$ 1,064	**$ 582**	$ 1,538	**$ 1,367**	$ 1,121	**$ 30,472**	$ 29,944
Non-interest income (loss)	**4,093**	4,125	**2,113**	2,261	**12,309**	10,566	**6,704**	4,280	**1,532**	(486)	**26,751**	20,746
Total revenue	**19,790**	18,317	**13,713**	14,290	**13,535**	11,630	**7,286**	5,818	**2,899**	635	**57,223**	50,690
Provision for (recovery of) credit losses – impaired	**1,555**	1,013	**1,437**	965	**–**	1	**247**	16	**638**	491	**3,877**	2,486
Provision for (recovery of) credit losses – performing	**200**	330	**95**	(37)	**–**	–	**70**	110	**11**	44	**376**	447
Total provision for (recovery of) credit losses	**1,755**	1,343	**1,532**	928	**–**	1	**317**	126	**649**	535	**4,253**	2,933
Insurance service expenses	**–**	–	**–**	–	**6,647**	5,014	**–**	–	**–**	–	**6,647**	5,014
Non-interest expenses	**8,010**	7,700	**12,615**	8,079	**4,285**	3,908	**5,576**	4,760	**5,007**	5,408	**35,493**	29,855
Income (loss) before income taxes	**10,025**	9,274	**(434)**	5,283	**2,603**	2,707	**1,393**	932	**(2,757)**	(5,308)	**10,830**	12,888
Provision for (recovery of) income taxes	**2,806**	2,586	**200**	658	**648**	706	**275**	162	**(1,238)**	(994)	**2,691**	3,118
Share of net income from investment in Schwab	**–**	–	**709**	939	**–**	–	**–**	–	**(6)**	(75)	**703**	864
Net income (loss) – reported	**7,219**	6,688	**75**	5,564	**1,955**	2,001	**1,118**	770	**(1,525)**	(4,389)	**8,842**	10,634
Pre-tax adjustments for items of note												
Amortization of acquired intangibles	**–**	–	**–**	–	**–**	–	**–**	–	**290**	313	**290**	313
Acquisition and integration charges related to the Schwab transaction	**–**	–	**–**	–	**–**	–	**–**	–	**109**	149	**109**	149
Share of restructuring and other charges from investment in Schwab	**–**	–	**–**	–	**–**	–	**–**	–	**49**	35	**49**	35
Restructuring charges	**–**	–	**–**	–	**–**	–	**–**	–	**566**	363	**566**	363
Acquisition and integration-related charges	**–**	–	**–**	–	**–**	–	**379**	434	**–**	–	**379**	434
Charges related to the terminated FHN acquisition	**–**	–	**–**	344	**–**	–	**–**	–	**–**	–	**–**	344
Payment related to the termination of the FHN transaction	**–**	–	**–**	–	**–**	–	**–**	–	**–**	306	**–**	306
Impact from the terminated FHN acquisition-related capital hedging strategy	**–**	–	**–**	–	**–**	–	**–**	–	**242**	1,251	**242**	1,251
Impact of retroactive tax legislation on payment card clearing services	**–**	–	**–**	–	**–**	–	**–**	–	**–**	57	**–**	57
Gain on sale of Schwab shares	**–**	–	**–**	–	**–**	–	**–**	–	**(1,022)**	–	**(1,022)**	–
U.S. balance sheet restructuring	**–**	–	**311**	–	**–**	–	**–**	–	**–**	–	**311**	–
Indirect tax matters	**–**	–	**–**	–	**–**	–	**–**	–	**226**	–	**226**	–
Civil matter provision/ Litigation settlement	**–**	–	**–**	–	**–**	–	**–**	–	**274**	1,642	**274**	1,642
FDIC special assessment	**–**	–	**442**	–	**–**	–	**–**	–	**–**	–	**442**	–
Global resolution of the investigations into the Bank's U.S. BSA/AML program	**–**	–	**4,233**	–	**–**	–	**–**	–	**–**	–	**4,233**	–
Total pre-tax adjustments for items of note	**–**	–	**4,986**	344	**–**	–	**379**	434	**734**	4,116	**6,099**	4,894
Less: Impact of income taxes[4]	**–**	–	**186**	85	**–**	–	**82**	89	**396**	359	**664**	533
Net income (loss) – adjusted[5]	**$ 7,219**	$ 6,688	**$ 4,875**	$ 5,823	**$ 1,955**	$ 2,001	**$ 1,415**	$ 1,115	**$ (1,187)**	$ (632)	**$ 14,277**	$ 14,995
Average common equity[6]	**$ 21,618**	$ 18,151	**$ 44,415**	$ 40,915	**$ 6,141**	$ 5,692	**$ 15,821**	$ 14,134	**$ 12,984**	$ 22,716	**$ 100,979**	$ 101,608
Risk-weighted assets	**185,704**	168,514	**271,959**	235,444	**20,571**	17,979	**122,584**	121,232	**30,082**	27,992	**630,900**	571,161

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

[2] The retailer program partners' share of revenues and credit losses is presented in the Corporate segment, with an offsetting amount (representing the partners' net share) recorded in Non-interest expenses, resulting in no impact to Corporate reported Net income (loss). The Net income (loss) included in the U.S. Retail segment includes only the portion of revenue and credit losses attributable to the Bank under the agreements.

[3] Net interest income within Wholesale Banking is calculated on a TEB. The TEB adjustment reflected in Wholesale Banking is reversed in the Corporate segment.

[4] Includes the CRD and impact from increase in the Canadian federal tax rate for fiscal 2022.

[5] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

[6] For additional information about this metric, refer to the Glossary of this document.

Canadian Personal and Commercial Banking

Canadian Personal and Commercial Banking offers a full range of financial products and services to over 15 million customers in the Bank's personal and commercial banking businesses in Canada.

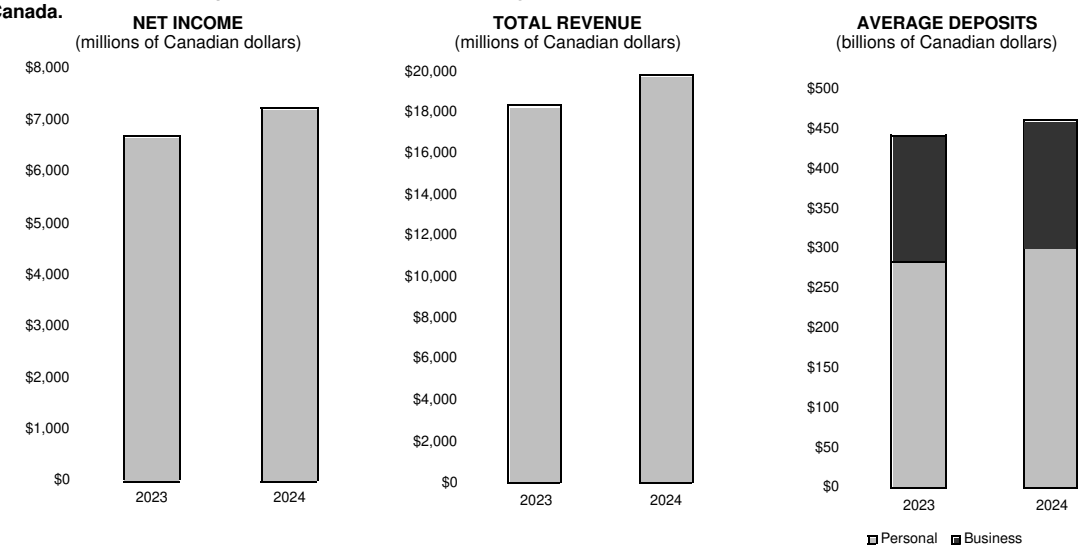


TABLE 15: REVENUE				
(millions of Canadian dollars)		**2024**		2023
Personal banking	**$**	**13,828**	$	12,705
Business banking		**5,962**		5,612
Total	**$**	**19,790**	$	18,317

KEY PRODUCT GROUPS

Personal Banking

- Personal Deposits – chequing, savings, and investment products for retail customers.
- Real Estate Secured Lending (RESL) – lending products for homeowners secured by residential properties.
- Credit Cards, Payments and Consumer Lending – proprietary and co-branded credit cards, debit, digital wallets, loyalty offerings, payment plans, and unsecured financing products.

Business Banking

- Commercial Banking – borrowing, deposit and cash management solutions for businesses across a range of industries.
- Small Business Banking – financial products and services for small businesses.
- Auto Finance – financing solutions for the prime and non-prime automotive markets, recreational and leisure vehicles, and automotive floor plan financing.
- Merchant Solutions – point-of-sale technology and payment solutions for large and small businesses.

INDUSTRY PROFILE

The personal and business banking industry in Canada is mature and highly competitive, consisting of large chartered banks, sizeable regional banks and credit unions, niche players competing in specific products and geographies, and a variety of non-traditional competitors. These industries serve individuals and businesses and offer products including borrowing, deposits, cash management and financing solutions. Products are distributed through retail branches, commercial banking centers, and other specialized distribution channels, as well as by leveraging technology with a focus on customer experiences that are integrated across channels. Market leadership and profitability depend upon delivering a full suite of competitively priced products, proactive advice that meets customers' needs, outstanding service and convenience, integrated omnichannel experiences, prudent risk management, and disciplined expense management.

STRATEGIC OBJECTIVES, ACCOMPLISHMENTS AND PRIORITIES

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Provide trusted advice to help our customers feel confident about their financial future	• Record New to Canada account acquisition, driven by tailored banking packages to meet new Canadians' needs, preferred language offerings in-branch, and strategic relationships • Helped thousands of Canadians save for their first home with TD's First Home Savings Account (FHSA) • Since the launch of TD Goal Builder, a financial goal setting and tracking tool, thousands of TD customers across Canada have worked with their Personal Bankers to build a personalized path to achieving their financial goals • Launched TD eCommerce Solutions, a service that integrates TD's online payment processing with a turnkey, highly customizable web-platform builder, enabling Canadian businesses to start selling their products and services online with quick setup, and to accept payments with ease
Consistently deliver legendary, personal, and connected customer experiences across all channels	• Continued to enhance Canadian Personal and Commercial Banking product offerings and innovative solutions for customers, increase frontline banker capacity, and reduce customer friction, helping to result in record Legendary Experience Index (LEI) results across channels • Continued to optimize the customer and colleague experience associated with TD Mortgage Direct, driving record customer engagement and RESL volume via connected digital experiences • TD Canada Trust was recognized as a Financial Service Excellence shared award winner for "Customer Service Excellence"[9], "Branch Service Excellence"[10], and "Automated Telephone Banking Excellence"[11] among the Big 5 Banks[12] in the 2024 Ipsos Customer Service Index (CSI) study[13] • Business banking continued to expand areas of specialization through additions to teams in the technology and innovation sector, including the launch of TD Innovation Partners (TDIP), a new full-service team providing bespoke, high-touch banking and financing solutions in support of technology companies at all stages • TD Auto Finance ranked "Highest in Dealer Satisfaction among Non-Prime and Prime Credit Non-Captive Automotive Financing Lenders" in the J.D. Power 2024 Canada Dealer Financing Satisfaction Study. This marks 7 consecutive years that TD Auto Finance (Canada) has been ranked #1 in Dealer Satisfaction among Non-Captive Non-Prime Lenders with Retail Credit[14]
Deepen customer relationships by delivering OneTD and growing across underrepresented products and markets	• Maintained strong market share[15] positions and gained momentum across the businesses: – #1 market share in Personal Non-Term deposits – #2 market share in RESL business with year-over-year market share gains – Record credit card spend and loan volumes supported by record active accounts, which surpassed 8 million for the first time • The Bank continued to execute on its OneTD strategies, with a focus on delivering joint strategic initiatives between Business Banking and Wealth, including the expansion of its co-location strategy with Senior Private Bankers in Commercial Banking Centers and the TD Auto Finance, National Real Estate and Commercial National Accounts groups
Execute with speed and impact, taking only those risks we can understand and manage	• Continued to transform the way TD works, leveraging AI and implementing other improvements to increase speed and efficiency: – Continued to leverage Next Evolution of Work (NEW), an agile operating model, designed to reduce complexity, streamline decision making, improve customer experience, and reduce cycle times – Invested in core technologies to improve the customer and colleague experience, including a new credit platform, servicing platform, and customer relationship management software – Improved RESL underwriting process and productivity, reducing time to final mortgage approval, and delivering a faster, more streamlined experience for customers • Continued to provide personalized payment experiences and rewards to customers through strategic credit card relationships, including: – Our relationship with Amazon that enables customers to redeem TD Rewards points through Amazon Shop with Points – Expanded TD's Loyalty ecosystem and providing additional value to customers through enhancements to strategic collaborations with the Toronto Blue Jays and Vancouver Canucks

[9] TD Canada Trust shared in the Customer Service Excellence award in the 2024 Ipsos Study.
[10] TD Canada Trust shared in the Branch Banking Excellence award in the 2024 Ipsos Study.
[11] TD Canada Trust shared in the Automated Telephone Banking Excellence award in the 2024 Ipsos Study.
[12] Big 5 Banks consist of Bank of Montreal, Canadian Imperial Bank of Commerce, Royal Bank of Canada, Scotiabank, and The Toronto-Dominion Bank.
[13] Ipsos 2024 Financial Service Excellence Awards are based on ongoing quarterly Customer Service Index (CSI) survey results. Ipsos announces annual winners across 11 categories in October after fielding for the final quarter-ends in September.
[14] TD Auto Finance received the highest score in the retail non-captive non-prime segment and the retail non-captive prime segment in the J.D. Power 2024 Canada Dealer Financing Satisfaction Study, which measure Canadian auto dealers' satisfaction with their auto finance providers. Visit jdpower.com/awards for more details.
[15] Market share ranking is based on most current data available from OSFI for Personal Non-term deposits and RESL as of August 2024.

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Innovate with purpose for our customers and colleagues, and shape the future of banking in the digital age	• Recognized as Best Consumer Digital Bank for North America by Global Finance Magazine for the fourth consecutive year[16]: – Won an industry-leading 6 categories in North America, including Best Bill Payment & Presentment, Best Information Security and Fraud Management, Best in Lending, Best in Innovation, Best Open Banking APIs, and Best in Transformation • Continued to rank #1 for average digital reach of any bank in Canada based on ComScore[17] • The TD Mobile App continued to rank #1 for average smartphone monthly active users in Canada according to Sensor Tower for the eleventh consecutive year[18] • Further scaled targeted RESL acquisition programs across Retail and Mobile Mortgage Specialists, creating a connected advice experience across our highest quality daily digital leads, e-mail programs, and digital touch points in EasyWeb and Mobile • Introduced new features to evolve and enhance the mobile customer experience with capabilities to increase customer self-serve opportunities: – Features include new navigation bar and quick actions providing one-touch access to commonly used features and capabilities to provide past due account information and flexible repayment options – Enabled customers to renew the fixed portion of their Home Equity Line of Credit (HELOC) through their EasyWeb profile or mobile banking app 120 days before maturity, delivering a convenient, self-serve option for customers
Be recognized as an extraordinary place to work where diversity and inclusiveness are valued	• Canadian Personal and Commercial Banking is committed to advancing diversity and inclusion across all dimensions of its business: – Personal Banking continued to offer the Sponsorship in Action Program for high performing colleagues from underrepresented groups to support career advancement through intentional sponsorship opportunities with senior leaders – In Business Banking, the Women at TD – Power Leadership Development Circle continued to support the advancement of talented women into Executive positions through sponsorship and development programs – Enterprise programs for Indigenous Peoples, colleagues from the 2SLGBTQ+ community, and Persons with Disabilities are in place to support colleagues with leadership aspirations, along with enhanced onboarding support for all colleagues in these communities
Contribute to the well-being of our communities	• To support diverse customer needs, branches can serve customers in over 80 languages, and over 200 languages can be served through phone translation services • The National Real Estate Group (NREG) continued to participate in the Canada Mortgage and Housing Corporation (CMHC) mortgage loan insurance (MLI) Select program, a multi-unit MLI product focused on affordability, accessibility and climate compatibility • The Indigenous Banking Group continued investing to support TD's aim to be the Bank of choice for Indigenous Peoples, businesses, organizations and communities

KEY PRIORITIES FOR 2025

- Enhance customer experience through end-to-end omnichannel distribution, providing seamless and integrated experiences across all channels
- Accelerate growth through a relentless focus on the customer, acquiring new customers and leveraging OneTD to deepen customer relationships through personalized advice that meets their unique needs
- Improve speed, capacity, and efficiency by leveraging NEW with a goal to deliver faster, with better outcomes and operate at the intersection of digital, data, technology, and customer experience
- Continue to attract and retain top talent, emphasize talent diversity, and enable excellence through process simplification and learning and development
- In alignment with the Environmental, Social and Governance (ESG) enterprise strategy, focus on enhancing financial inclusion and strengthening Financial Health and Education for colleagues and customers
- Actively monitor the macroeconomic environment and key risk indicators across the franchise, and continue to strengthen our risk, control and governance foundations

TABLE 16: CANADIAN PERSONAL AND COMMERCIAL BANKING

(millions of Canadian dollars, except as noted)	2024	2023
Net interest income	**$ 15,697**	$ 14,192
Non-interest income	**4,093**	4,125
Total revenue	**19,790**	18,317
Provision for (recovery of) credit losses – impaired	**1,555**	1,013
Provision for (recovery of) credit losses – performing	**200**	330
Total provision for (recovery of) credit losses	**1,755**	1,343
Non-interest expenses	**8,010**	7,700
Provision for (recovery of) income taxes	**2,806**	2,586
Net income	**$ 7,219**	$ 6,688
Selected volumes and ratios		
Return on common equity [1]	**33.4 %**	36.8 %
Net interest margin (including on securitized assets)	**2.82**	2.77
Efficiency ratio	**40.5**	42.0
Number of Canadian Retail branches at period end	**1,060**	1,062
Average number of full-time equivalent staff	**28,678**	28,961

[1] Capital allocated to the business segment was increased to 11.5% CET1 Capital effective fiscal 2024 compared with 11% in the prior year.

REVIEW OF FINANCIAL PERFORMANCE

Canadian Personal and Commercial Banking net income for the year was $7,219 million, an increase of $531 million, or 8%, compared with last year, reflecting higher revenue, partially offset by higher PCL and non-interest expenses. ROE for the year was 33.4%, compared with 36.8% last year.

[16] Global Finance World's Best Digital Bank 2024 Press Release (October 1, 2024).
[17] ComScore MMX® Multi-Platform, Financial Services – Banking, Total audience, 3-month average ending June 2024, Canada.
[18] Sensor Tower - average monthly mobile active users for the 11-year period ending September 2024.

Revenue for the year was $19,790 million, an increase of $1,473 million, or 8%, compared with last year. Net interest income was $15,697 million, an increase of $1,505 million, or 11%, reflecting volume growth and higher deposit margins, partially offset by lower loan margins. Average loan volumes increased $33 billion, or 6%, reflecting 6% growth in personal loans and 7% growth in business loans. Average deposit volumes increased $19 billion, or 4%, reflecting 6% growth in personal deposits and 1% growth in business deposits. Net interest margin was 2.82%, an increase of 5 bps from last year, primarily due to higher margins on deposits, partially offset by changes to balance sheet mix reflecting the transition of Bankers' Acceptances (BAs) to Canadian Overnight Repo Rate Average (CORRA)-based loans, and lower margins on loans. Non-interest income was $4,093 million, a decrease of $32 million, or 1%, compared with last year.

PCL for the year was $1,755 million, an increase of $412 million compared with last year. PCL – impaired was $1,555 million, an increase of $542 million, or 54%, reflecting credit migration in the consumer and commercial lending portfolios. PCL – performing was $200 million, a decrease of $130 million. The current year performing provisions largely reflect current credit conditions, including credit migration in the commercial and consumer lending portfolios, and volume growth. Total PCL as an annualized percentage of credit volume was 0.31%, an increase of 6 bps compared with last year.

Non-interest expenses for the year were $8,010 million, an increase of $310 million, or 4%, compared with last year. The increase primarily reflects higher spend supporting business growth, including technology costs, employee-related expenses, and marketing costs, partially offset by lower non-credit provisions.

The efficiency ratio for the year was 40.5%, compared with 42.0% last year.

OPERATING ENVIRONMENT AND OUTLOOK

After recording two years of anemic growth, the Canadian economy is expected to pick up modestly in fiscal 2025. Consumer and business spending is expected to benefit from further gradual cuts to the Bank of Canada's policy rate as inflation continues to converge on the 2% target. Within the housing market, sales and prices are expected to gain traction on the back of lower borrowing rates as well as the upcoming federal changes to mortgage rules that will expand homebuyer qualification eligibility. In Q1 2025, while many factors can impact margins, including further Bank of Canada rate cuts, competitive market dynamics, and deposit reinvestment rates and maturity profiles, we expect net interest margin to remain relatively stable.[19] Some increase in PCL is expected in fiscal 2025, reflective of volume growth and some further pressure on credit as we move through this credit cycle. Canadian Personal and Commercial Banking is focused on continuing to manage expenses prudently, while investing in distribution capabilities to serve more customers and enhance their experience, in technology and platforms to purposefully build for the future to meet evolving needs of customers, colleagues and communities, and to further enhance our risk, compliance and controls infrastructure. While the macro economic environment is expected to be supportive to overall revenue growth, with declining interest rates and continued business investment, we expect some compression in operating leverage. We believe TD's customer centric and digitally enabled Canadian Personal and Commercial Banking franchise is well-positioned to execute on its growth opportunities.

[19] The Bank's Q1 2025 net interest margin expectations for the segment are based on the Bank's assumptions regarding factors such as Bank of Canada rate cuts, competitive market dynamics, deposit reinvestment rates and maturity profiles, and are subject to inherent risks and uncertainties, including those set out in the "Risk Factors That May Affect Future Results" section of this MD&A.

U.S. Retail

Operating under the TD Bank, America's Most Convenient Bank® brand, the U.S. Retail Bank offers a full range of products and services to over 10 million customers in the Bank's U.S. personal and business banking operations, including wealth management. U.S. Retail includes an investment in Schwab.

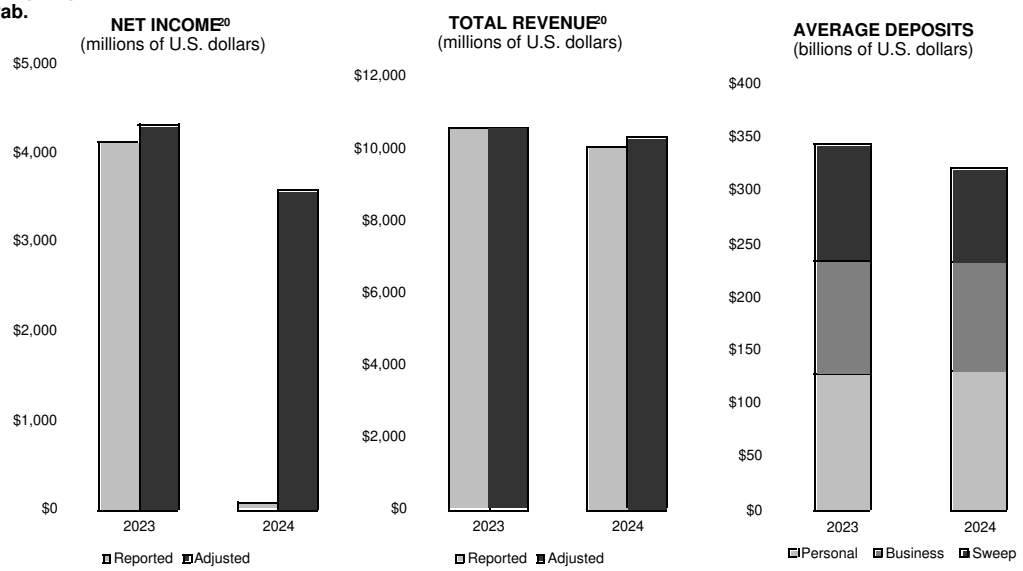


TABLE 17: REVENUE – Reported[1]

(millions of dollars)	Canadian dollars		U.S. dollars	
	2024	2023	**2024**	2023
Personal Banking	**$ 8,466**	$ 7,934	**$ 6,219**	$ 5,884
Business Banking	**4,331**	4,259	**3,181**	3,159
Wealth	**483**	474	**355**	351
Other[2]	**433**	1,623	**319**	1,202
Total	**$ 13,713**	$ 14,290	**$ 10,074**	$ 10,596

[1] Excludes equity in net income of an investment in Schwab.
[2] Other revenue consists primarily of revenue from the Schwab IDA Agreement and from investing activities.

KEY PRODUCT GROUPS

Personal Banking

- Personal Deposits – chequing, savings, and Certificates of Deposit products and payment solutions for retail customers offered through multiple delivery channels.
- Consumer Lending – financing products, including residential mortgages, home equity and unsecured lending solutions for retail customers.
- Credit Cards Services – TD-branded credit cards for retail customers, private label and co-brand credit cards, and point-of-sale revolving and instalment financing solutions for customers of leading U.S. retailers delivered through nationwide partnerships.
- Retail Auto Finance – indirect retail financing through a network of auto dealers, and real-time payment solutions for auto dealers.

Business Banking

- Commercial Banking – borrowing, deposit and cash management solutions for U.S. businesses and governments across a wide range of industries.
- Small Business Banking – borrowing, deposit and cash management solutions for small businesses including merchant services and TD-branded credit cards.

Wealth

- Wealth Advice – wealth management advice, financial planning solutions, estate and trust planning, and insurance and annuity products for mass affluent, high net worth and institutional clients, delivered by store-based financial advisors, a robo-advisory platform, and a multi-custodial securities-based collateral lending platform.

[20] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

INDUSTRY PROFILE

The U.S. personal and business banking industry is highly competitive and includes several very large financial institutions, as well as regional banks, small community and savings banks, finance companies, credit unions, and other providers of financial services. The wealth management industry includes national and regional banks, insurance companies, independent mutual fund companies, brokers, and independent asset management companies. The personal and business banking and wealth management industries also include non-traditional competitors, ranging from start-ups to established non-financial companies expanding into financial services. These industries serve individuals, businesses, and governments and offer products including deposits, lending, cash management, financial advice, and asset management. Products may be distributed through a single distribution channel or across multiple channels, including physical locations, ATMs, and telephone and digital and mobile channels. Certain businesses also serve customers through indirect channels. Traditional competitors are embracing new technologies and strengthening their focus on the customer experience. Non-traditional competitors including direct banks, financial technology companies and private lending companies have gained momentum and are increasingly collaborating with banks to develop new products and services, and enhance the customer experience. The keys to profitability continue to be attracting and retaining customer relationships with legendary service and convenience, offering products and services across multiple distribution channels to meet customers' evolving needs, optimizing funding sources and costs, investing strategically while maintaining expense discipline, and managing risk prudently.

STRATEGIC OBJECTIVES, ACCOMPLISHMENTS AND PRIORITIES

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Remediate our AML Program and strengthen our Governance and Control Infrastructure	● Made progress on our U.S. BSA/AML program remediation, which is organized under five core pillars: (i) people and talent, (ii) governance and structure, (iii) policy and risk assessment, (iv) process and control, and (v) data and technology ● Refer to "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" for additional information about the AML remediation program
Key Enablers of Business Strategy	● Recognized for leadership in diversity and inclusion: - Top score of 100 in the 2024 Disability Equality Index for the 10th consecutive year - In the top ten of America's Best Employers for Diversity by Forbes in 2024 - One of America's Best Employers for Veterans by Forbes for the third consecutive year - Awarded "Best Employers: Excellence in Health and Well-being" by the Business Group on Health for outstanding commitment to advancing employee well-being through comprehensive and innovative benefits ● Certified as a Great Place to Work in the U.S. for the 9th consecutive year ● Earned an 'Outstanding' rating on the Community Reinvestment Act exam from the Office of the Comptroller of the Currency (OCC) for TD Bank USA, N.A. (TDBUSA), the sixth consecutive exam for TDBUSA or TD Bank, N.A. (TDBNA) with an 'Outstanding' rating, reflecting our critical role in supporting the needs of our local communities ● Announced a 3-year, Community Impact Plan in January for the benefit of diverse and underserved communities, supporting with Mortgage lending, community development, Small Business lending, and a commitment to open new stores in Low- and Moderate-Income areas and/or majority minority markets - Formed a National Community Advisory Board comprised of a diverse set of talented leaders from organizations in the Bank's footprint to help ensure the Community Impact Plan initiatives meet local needs and held inaugural meeting of this advisory board ● Delivered sustainable productivity savings to reinvest in our AML remediation program and Governance and Control investments
Advance Our Digital and Mobile Leadership	● Continued to invest in everyday digital and mobile banking capabilities to enhance the customer experience, with implemented improvements to date resulting in a positive response from our customers ● Surpassed 5 million active mobile customers while continuing to deliver new capabilities designed to enhance customer experience, upgrade product bundling and credit card pre-delinquency messaging, and enhanced Direct Deposit alerts. Reached 57% digital adoption, up 154 basis points year-over-year
Transform Distribution and Enable Wealth Offering Across TD Bank, America's Most Convenient Bank®	● Opened six new stores with four new stores in majority minority communities including two stores in low- and moderate-income areas to ensure more residents have neighbourhood access to a bank and financial services ● Renovated over 100 stores with refreshed exteriors and interiors as well as dedicated offices for financial advisors to facilitate deeper conversations about advice, education, and financial literacy to meet customers' evolving needs ● Assets under Management (AUM) were US$8 billion as at October 31, 2024, an increase of US$2 billion, or 33%, compared with the fourth quarter last year, reflecting net asset growth ● Continued enhancement of OneTD partnerships, yielding approximately one hundred thousand referrals during the year, up 16% year-over-year: ● Increased 3:1 store-to-advisor coverage model in high opportunity areas, with the goal of driving better advice-based conversations with our customers in renovated next generation stores; strengthened employee training to help identify Wealth opportunities ● Launched TD Wealth Portal, providing an integrated 360-degree view of customer relationships across Retail and Wealth businesses on digital and mobile platforms

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Invest in Our Cards Franchise	• Enhancements to our Bankcard product in 2023, including the launch of TD Clear and TD FlexPay and refreshed benefits to TD Cash and Double Up cards, has resonated with customers and deepened relationships, helping to grow new accounts for fiscal 2024 by 7% year-over-year and increase balances for fiscal 2024 by 13% year-over-year • Bolstered digital acquisition capabilities, driving increased digital share of Bankcard sales for fiscal 2024 by 6% year-over-year • Progressed on our journey to modernize our Cards infrastructure with unified target platforms that enable full servicing and processing of co-brand partnerships • We extended our relationship with Nordstrom through 2032 with greater control over customer servicing and migrated approximately 1.5 million Retail Cards Services customers onto the unified platform
Strengthen Our Commercial Franchise	• Building on high-quality relationships, delivered growth in middle market, business loan volume of 12% since the fourth quarter of 2023, and 70% since the fourth quarter of 2021, reflecting strong originations and enhanced go-to-market approach including improved AMCB and TD Securities interaction framework • Deepened OneTD collaboration with TDS and TD Cowen to deliver a full suite of products and services to our clients • Differentiated Small Business digital and mobile capabilities with the introduction of Apple Tap to Pay and Zelle for small business, offering customers flexible and convenient payment options • Ranked #1 in its footprint by total number of approved U.S. Small Business Administration (SBA) loan units for the 8th consecutive year and ranked as the #2 national SBA lender[21] for the 3rd year in a row
Drive Profitable Core Deposits	• Served over 10 million customers for our personal banking, business banking, and wealth businesses, powered by deepening relationships with customers in our core franchise businesses and our commitment to customer satisfaction • Drove customer engagement and primacy with the launch of TD Complete Checking and provided access to direct deposits up to two days earlier with Early Pay • Our fee enhancements established over the past two years continued with the elimination of Insufficient Funds fees for our business customers and have reduced attrition and promoted balance consolidation leading to stable core deposits

KEY PRIORITIES FOR 2025

- Our top priority remains remediating the U.S. BSA/AML program and strengthening the governance and control environment[22]. The Bank expects U.S. BSA/AML remediation and related governance and control investments of approximately US$500 million pre-tax in fiscal 2025 [23].
- In light of the U.S. Retail segment's focus outlined above, the previous guidance that the Bank expects to open 150 stores in the U.S. by 2027 has been suspended
- To help ensure we can continue to support customers' financial needs in the U.S. while not exceeding the limitation on the combined total assets of the U.S. Bank, the Bank will focus on executing its balance sheet restructuring activities. The Bank expects to complete the U.S. investment portfolio repositioning no later than the first half of calendar 2025[24] and reduce its assets by approximately 10% from the asset level as of September 30, 2024 by the end of fiscal 2025[25]:
  - Following the announcement of the Global Resolution on October 10, 2024, the Bank sold approximately US$2.8 billion of bonds from its U.S. investment portfolio, resulting in a loss of US$226 million pre-tax and US$170 million after-tax ($311 million pre-tax and $234 million after-tax). The sale is expected to result in a pre-tax benefit of US$89 million to net interest income for fiscal 2025.
  - As of December 4, 2024, the Bank has sold an additional US$3.3 billion of bonds, resulting in a loss of approximately US$236 million pre-tax and US$177 million after tax ($330 million pre-tax and $247 million after-tax). This sale is expected to result in a benefit of US$80 million – US$90 million to net interest income for fiscal 2025.
  - The Bank intends to continue to reposition its U.S. investment portfolio by continuing to sell lower yielding investment securities and reinvesting the proceeds into a similar composition of assets but yielding higher rates. In total, the Bank expects to sell up to US$50 billion of bonds and this repositioning of the U.S. investment portfolio is expected to be accretive to net interest income over the next two to three years and increase net interest income by US$300 million – US$500 million pre-tax in fiscal 2025.
  - The Bank aims to reduce assets by approximately 10% from the asset level as of September 30, 2024, largely by selling or winding down certain non-scalable or non-core U.S. loan portfolios that do not align with the U.S. Retail segment's focused strategy or have lower returns on investment such as the correspondent lending, residential jumbo mortgage, export and import lending, and commercial auto dealer portfolios. This reduction in assets combined with natural balance sheet run-off, is expected to reduce net interest income in the U.S. Retail segment by approximately US$200 million to US$225 million pre-tax in fiscal 2025. In total, these collective balance sheet restructuring actions are expected to result in a loss up to US$1.5 billion after-tax, and impact capital as executed.
  - During the fourth quarter, the Bank used proceeds from investment maturities, plus cash on hand, to pay down certain short-term borrowings. Accordingly, as of October 31, 2024, the U.S. Bank's assets were US$431 billion. In the first quarter of 2025, the Bank paid down an additional US$14 billion of bank borrowings using mainly cash, which will contribute to a further reduction in the U.S. Bank's assets.
- Deliver productivity to create reinvestment capacity for remediation and governance and control investments

[21] U.S. Small Business Administration (SBA) loan units in its Maine-to-Florida footprint for the SBA's 2024 fiscal year.

[22] Refer to the section entitled "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" for further information about the terms of the Global Resolution and impacts to the Bank.

[23] The total amount expected to be spent on remediation and governance and control investments is subject to inherent uncertainties and may vary based on the scope of work in the U.S. BSA/AML remediation plan which could change as a result of additional findings that are identified as work progresses as well as the Bank's ability to successfully execute against the U.S. BSA/AML remediation program in accordance with the U.S. Retail segment's fiscal 2025 plan. The Bank's ability to successfully execute its U.S. BSA/AML remediation plan is subject to inherent risks and uncertainties including the Bank's ability to attract and retain key employees, the ability of third parties to deliver on their contractual obligations, and the successful development and implementation of required technology solutions. Furthermore, the execution of the U.S. BSA/AML remediation plan will not be entirely within the Bank's control including because of (i) the requirement to obtain regulatory approval or non-objection before proceeding with various steps, and (ii) the requirement for the various deliverables to be acceptable to the regulators and/or the monitors. Refer to "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" in the "Risk Factors That May Affect Future Results" section for additional information about risks associated with the Global Resolution and the remediation of the Bank's U.S. BSA/AML program.

[24] The amount of bonds that the Bank sells, and accordingly, the loss incurred as well as the amount of net interest income benefit, is subject to risk and uncertainties and is based on assumptions regarding the timing of when such securities are sold, the interest rates at the time of sale as well as other market factors and conditions which are not entirely within the Bank's control.

[25] The Bank's estimates regarding net interest income impacts are based on assumptions regarding the timing of when such assets are sold, or wound-down. The Bank's ability to successfully dispose the assets is subject to inherent risks and uncertainty and there is no guarantee that the Bank will be able to sell the assets in the timeline outlined. The ability to sell the assets will depend on market factors and conditions and any sale will likely be subject to customary closing terms and conditions which could involve regulatory approvals which are not entirely within the Bank's control.

- Relentlessly focus on talent acquisition, development and retention
- Execute on a limited and focused strategic investment agenda focused on client sectors where we have scale, market share and competitive advantage, with the objective of enhancing return on equity over time, including:
  - Enhance our digital / mobile capabilities to better serve our customers' everyday needs
  - Transform Retail distribution model enabling Wealth and Small Business franchises
  - Invest in our Cards business by unifying cards platforms and reducing the cost to serve
  - Strengthen our Commercial Franchise in partnership with TDS, deepening Middle Market relationships in our existing footprint

TABLE 18: U.S. RETAIL

(millions of dollars, except as noted)

Canadian Dollars		**2024**		2023
Net interest income	**$**	**11,600**	$	12,029
Non-interest income – reported		**2,113**		2,261
Non-interest income – adjusted[1,2]		**2,424**		2,261
Total revenue – reported		**13,713**		14,290
Total revenue – adjusted[1,2]		**14,024**		14,290
Provision for (recovery of) credit losses – impaired		**1,437**		965
Provision for (recovery of) credit losses – performing		**95**		(37)
Total provision for (recovery of) credit losses		**1,532**		928
Non-interest expenses – reported		**12,615**		8,079
Non-interest expenses – adjusted[1,3]		**7,940**		7,735
Provision for (recovery of) income taxes – reported		**200**		658
Provision for (recovery of) income taxes – adjusted[1]		**386**		743
U.S. Retail Bank net income – reported		**(634)**		4,625
U.S. Retail Bank net income – adjusted[1]		**4,166**		4,884
Share of net income from investment in Schwab[4,5]		**709**		939
Net income – reported	**$**	**75**	$	5,564
Net income – adjusted[1]		**4,875**		5,823
U.S. Dollars				
Net interest income	**$**	**8,520**	$	8,919
Non-interest income – reported		**1,554**		1,677
Non-interest income – adjusted[1,2]		**1,780**		1,677
Total revenue – reported		**10,074**		10,596
Total revenue – adjusted[1,2]		**10,300**		10,596
Provision for (recovery of) credit losses – impaired		**1,056**		715
Provision for (recovery of) credit losses – performing		**70**		(28)
Total provision for (recovery of) credit losses		**1,126**		687
Non-interest expenses – reported		**9,245**		5,988
Non-interest expenses – adjusted[1,3]		**5,834**		5,734
Provision for (recovery of) income taxes – reported		**147**		489
Provision for (recovery of) income taxes – adjusted[1]		**283**		551
U.S. Retail Bank net income – reported		**(444)**		3,432
U.S. Retail Bank net income – adjusted[1]		**3,057**		3,624
Share of net income from investment in Schwab[4,5]		**523**		695
Net income – reported	**$**	**79**	$	4,127
Net income – adjusted[1]		**3,580**		4,319
Selected volumes and ratios				
Return on common equity – reported[6]		**0.2**	**%**	13.5 %
Return on common equity – adjusted[1,6]		**11.0**		14.1
Net interest margin[1,7]		**2.95**		3.15
Efficiency ratio – reported		**91.8**		56.5
Efficiency ratio – adjusted[1]		**56.6**		54.1
Assets under administration (billions of U.S. dollars)[8]	**$**	**43**	$	40
Assets under management (billions of U.S. dollars)[8,9]		**8**		6
Number of U.S. retail stores		**1,132**		1,177
Average number of full-time equivalent staff		**27,842**		28,134

[1] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

[2] Adjusted non-interest income excludes the following item of note:
i. U.S. balance sheet restructuring – 2024: $311 million or US$ 226 million ($234 million or US$170 million after-tax).

[3] Adjusted non-interest expenses exclude the following items of note:
i. Charges related to the terminated First Horizon acquisition – 2023: $344 million or US$254 million ($259 million or US$192 million after-tax);
ii. FDIC special assessment – 2024: $442 million or US$323 million ($333 million or US$243 million after-tax); and
iii. Charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program – 2024: $4,233 million or US$3,088 million (before and after-tax).

[4] The Bank's share of Schwab's earnings is reported with a one-month lag. Refer to Note 12 of the 2024 Consolidated Financial Statements for further details.

[5] The after-tax amounts for amortization of acquired intangibles, the Bank's share of acquisition and integration charges associated with Schwab's acquisition of TD Ameritrade, the Bank's share of Schwab's restructuring charges, and the Bank's share of Schwab's FDIC special assessment charge are recorded in the Corporate segment.

[6] Capital allocated to the business segment was 11.5% CET1 effective fiscal 2024 compared with 11% in the prior year.

[7] Net interest margin is calculated by dividing U.S. Retail segment's net interest income by average interest-earning assets excluding the impact related to sweep deposits arrangements and the impact of intercompany deposits and cash collateral, which management believes better reflects segment performance. In addition, the value of tax-exempt interest income is adjusted to its equivalent before-tax value. Net interest income and average interest-earning assets used in the calculation are non-GAAP financial measures. For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

[8] For additional information about this metric, refer to the Glossary of this document.

[9] Refer to "Business Focus" section of this document regarding alignment of certain asset management businesses from the U.S. Retail segment to the Wealth Management and Insurance segment.

REVIEW OF FINANCIAL PERFORMANCE

U.S. Retail reported net income for the year was $75 million (US$79 million), a decrease of $5,489 million (US$4,048 million), or 99% (98% in U.S. dollars), compared with last year. On an adjusted basis, net income was $4,875 million (US$3,580 million), a decrease of $948 million (US$739 million),or 16% (17% in U.S. dollars). The reported and adjusted ROE for the year was 0.2% and 11.0%, respectively, compared with 13.5% and 14.1%, respectively, last year.

U.S. Retail net income includes contributions from the U.S. Retail Bank and the Bank's investment in Schwab. Reported net income for the year from the Bank's investment in Schwab was $709 million (US$523 million) a decrease of $230 million (US$172 million), or 24% (25% in U.S. dollars).

U.S. Retail Bank reported net loss for the year was $634 million (US$444 million), compared with reported net income of $4,625 million (US$3,432 million) last year, reflecting the impact of the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program, the impact of the FDIC special assessment, higher PCL, lower net interest income, and higher expenses, partially offset by acquisition and integration-related charges for the terminated First Horizon transaction last year. U.S. Retail Bank adjusted net income was $4,166 million (US$3,057 million), a decrease of $718 million (US$567 million), or 15% (16% in U.S. dollars), reflecting higher PCL, lower revenue, and higher non-interest expenses.

Reported revenue for the year was US$10,074 million, a decrease of US$522 million, or 5%, compared with last year. On an adjusted basis, revenue for the year was US$10,300 million, a decrease of US$296 million, or 3%. Net interest income of US$8,520 million, decreased US$399 million, or 4%, driven primarily by lower investment income, and lower deposit volumes, partially offset by higher deposit margins, and higher loan volumes. Net interest margin decreased 20 bps, primarily due to maintaining elevated liquidity levels, partially offset by higher deposit margins. Reported non-interest income was US$1,554 million, a decrease of US$123 million, or 7%, compared with last year, reflecting the impact of U.S. balance sheet restructuring, partially offset by fee income growth from increased customer activity. On an adjusted basis, non-interest income was US$1,780 million, an increase of US$103 million, or 6%, reflecting fee income growth from increased customer activity.

Average loan volumes increased US$11 billion, or 6%, compared with last year. Personal loans increased 8%, reflecting good mortgage and auto originations. Business loans increased 4%, reflecting good originations and slower payment rates across portfolios. Average deposit volumes decreased US$22 billion, or 6%, compared with last year, reflecting a 19% decrease in sweep deposits and a 3% decrease in business deposits, partially offset by a 2% increase in personal deposits. Excluding sweep deposits, average deposits decreased 1%.

Assets under administration (AUA) were US$43 billion as at October 31, 2024, an increase of US$3 billion, or 8%, compared with last year, reflecting net asset growth. Assets under management (AUM) were US$8 billion as at October 31, 2024, an increase of US$2 billion, or 33%, compared with last year.

PCL for the year was US$1,126 million, an increase of US$439 million compared with last year. PCL – impaired was US$1,056 million, an increase of US$341 million, or 48%, reflecting credit migration in the consumer and commercial lending portfolios. PCL – performing was US$70 million, compared with a recovery of US$28 million in the prior year. The current year performing provisions largely reflect current credit conditions, including credit migration, and volume growth. U.S. Retail PCL including only the Bank's share of PCL in the U.S. strategic cards portfolio, as an annualized percentage of credit volume, was 0.60%, an increase of 22 bps, compared with last year.

Reported non-interest expenses for the year were US$9,245 million, an increase of US$3,257 million, or 54%, compared with last year, reflecting the impact of the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program, the impact of the FDIC special assessment, higher legal and regulatory expenses, costs associated with the extension of our credit card program agreement with Nordstrom, real estate optimization costs, and a higher FDIC assessment rate, partially offset by the impact of the acquisition and integration-related charges for the terminated First Horizon transaction from last year. On an adjusted basis, non-interest expenses increased US$100 million, or 2%, reflecting costs associated with the extension of our credit card program agreement with Nordstrom, higher legal and regulatory expenses, and higher operating expenses, partially offset by ongoing productivity initiatives.

The reported and adjusted efficiency ratios for the year were 91.8% and 56.6%, compared with 56.5% and 54.1%, respectively, last year.

OPERATING ENVIRONMENT AND OUTLOOK

Fiscal 2025 is expected to be a challenging year across the entire U.S. banking industry, with a declining rate environment, continued regulatory pressures, and some further pressure on credit as we move through this credit cycle. The U.S. Retail Bank will also face pressure on net interest income as the sweep portfolio continues to wind down in line with the Schwab IDA. However, the Bank expects core business activity to remain strong driven by expected deposit volume stabilization. In Q1 2025, net interest margin is expected to expand modestly driven by balance sheet restructuring actions, partially offset by deposit spread compression driven by Fed rate actions and competitive market dynamics[26].

The U.S. Retail Bank's top priority is the execution of its AML remediation program and the strengthening of its governance and control infrastructure. The U.S. Retail Bank will continue efforts to generate sustainable productivity savings to create capacity for these investments, which are expected to increase into fiscal 2025, as we continue to prioritize the resources needed to meet our remediation requirements. Additionally, to meet the requirements of the consent orders while aiming to maintain a buffer to the asset limitation, the U.S. Retail Bank will continue to restructure the U.S. balance sheet to provide the flexibility to continue to meet our customers' evolving needs. In light of the AML remediation and governance and control expenses, earnings in fiscal 2025 are expected to be lower than earnings in fiscal 2024. However, return on equity is expected to improve through fiscal 2025 and into fiscal 2026, driven by the U.S. balance sheet restructuring actions[27].

THE CHARLES SCHWAB CORPORATION

Refer to Note 12 of the 2024 Consolidated Financial Statements for further information on Schwab.

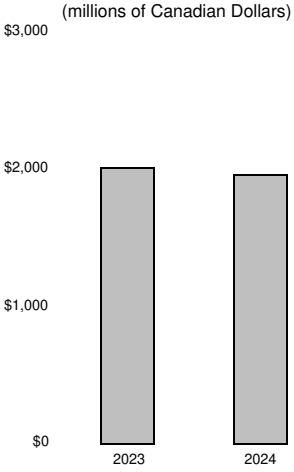
[26] The Bank's Q1 2025 net interest margin expectations for the segment are based on the Bank's assumptions regarding interest rates, deposit reinvestment rates, average asset levels, and other variables, and are subject to inherent risks and uncertainties, including those set out in the "Risk Factors That May Affect Future Results" section of this document.

[27] The Bank's estimates regarding earnings and return on equity are based on assumptions regarding the Bank's ability to successfully execute against its strategies, including the U.S. balance sheet restructuring actions resulting in the estimated net interest income benefits, and are therefore subject to inherent risks and uncertainties, including those set out in the "Risk Factors That May Affect Future Results" section of this document.

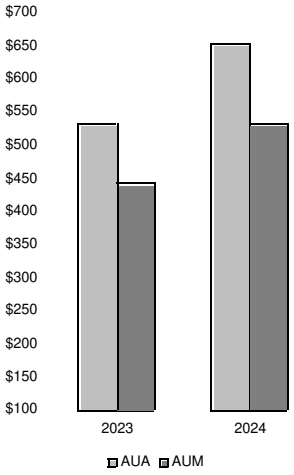
Wealth Management and Insurance

Wealth Management and Insurance provides wealth solutions and insurance protection to approximately 6 million customers and asset management products to institutional clients in Canada and globally.

NET INCOME[28]
(millions of Canadian Dollars)



AUA / AUM[29]
(billions of Canadian Dollars)



INSURANCE PREMIUMS
(millions of Canadian dollars)



TABLE 19: REVENUE

(millions of Canadian dollars)		2024		2023
Wealth	$	6,042	$	5,401
Insurance [1,2]		7,493		6,229
Total	**$**	**13,535**	$	11,630

[1] Includes recoveries from reinsurers for catastrophe claims of $718 million (2023: nil).
[2] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

KEY PRODUCT GROUPS

Wealth

- Direct Investing – platforms and resources for self-directed retail investors to facilitate research, investment management and trading in a range of investment products through online, phone, and mobile channels.
- Wealth Advice – wealth management advice and financial planning solutions for mass affluent, high net worth and ultra high net worth clients, integrated with other Wealth businesses and the broader Bank.
- Asset Management – public and private market investment management capabilities for retail and institutional clients, including a diversified suite of investment products designed to provide attractive risk-adjusted returns.

Insurance

- Property and Casualty – home, auto and small business insurance provided through direct channels and to members of affinity groups such as professional associations, post-secondary institutions such as universities and colleges, and employer groups.
- Life and Health – credit protection for Canadian Personal and Business Banking borrowing customers, life and health insurance products, credit card balance protection, and travel insurance products, distributed through customer-assisted and direct to consumer channels .

INDUSTRY PROFILE

The Canadian wealth management industry includes banks, insurance companies, independent asset managers, direct-to-consumer providers, independent financial advisors and planners, and full-service and discount brokerages. Growth relies on the ability to provide differentiated and integrated wealth solutions and holistic financial advice to retail and institutional investors while keeping pace with technological change and regulatory requirements. The property and casualty insurance industry in Canada is fragmented and competitive, consisting of numerous personal and commercial line writers offering products through broker, captive agent and direct distribution channels, while the life and health insurance industry is comprised of several large life and health insurers, and also includes several banks that provide life and health insurance. We expect that providing innovative digital capabilities and solutions will be a key differentiator for customers buying and servicing their insurance policies through direct channels.

[28] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.
[29] Includes AUA administered by TD Investor Services, which is part of the Canadian Personal and Commercial Banking segment.

STRATEGIC OBJECTIVES, ACCOMPLISHMENTS AND PRIORITIES

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Deliver legendary experiences and trusted advice to help our customers feel confident about their financial future	● Continued to meet customer needs, resulting in strong Legendary Experience Index (LEI) results: – Wealth continued to prioritize the client experience, posting strong LEI results in Direct Investing and Advice – TD Insurance delivered consistently high LEI results in fiscal 2024 marking the best annual performance since program inception despite the impact of multiple severe weather-related events ● Recognized with multiple awards in 2024, reflecting the strength of our products and platforms: – TD Direct Investing was named the top online brokerage in Canada in The Globe and Mail's annual Digital Brokerage Ranking for the second consecutive year[30] – TD Asset Management (TDAM) was recognized in five categories at the 2023 Canada LSEG Lipper Fund Awards for providing attractive risk-adjusted returns relative to industry peers[31] – TDAM received FundGrade A+ rating across 18 TDAM managed mutual funds, portfolios, and Exchange-Traded Funds (ETFs) for outstanding performance in 2023, representing the most FundGrade A+ Awards received by investment funds managed by TDAM in a single period[32] ● Introduced several new services, features and capabilities to enhance the client experience: – Launched TD Active Trader mobile app for iOS, offering sophisticated trading capabilities for iOS users – Introduced real-time partial share trading on all direct investing platforms, making investing more accessible for Canadians – Enabled cross-border client advisory with the introduction of U.S. licensing for investment advisors – Introduced capability to deliver financial plans in languages other than English and French, with simplified and traditional Chinese language capabilities – TDAM broadened its product shelf, launching 6 new Mutual Funds and 7 ETFs, including actively managed Target Maturity Bond ETFs and a Cash Management ETF – Strengthened TD Insurance's digital capabilities by enhancing self-serve features, including online quote for Small Business Insurance, travel and accident & sickness coverages for Quebec customers – Enhanced the client experience by launching Auto Insurance Claims Tracker, making it easier for customers to obtain updates on their claims at any time – Life and Health made significant digital investments, making it easier for customers to top up travel insurance coverage online, and introduced balance protection insurance on the MBNA Amazon credit card portfolio
Leverage OneTD to deepen customer relationships with solutions that meet their unique financial needs	● Maintained strong market share positions and gained momentum across our businesses: – #1 market share in direct investing revenues and assets[33] – Largest Canadian institutional money manager and largest money manager in Canada for pension assets[34] – #2 market share in mutual fund and ETF assets among the Big 5 Banks[35,36] – Gained market share in TD Wealth Financial Planning and Private Wealth Management businesses[37] – Maintained #1 rank as Canada's Leading Direct Distribution personal lines insurer and leader in the affinity market in Canada[38] – #3 personal home & auto insurer in Canada[38] ● Continued to work with partners to deliver OneTD: – Direct Investing partnered with TD Insurance and Personal Banking partners to promote the Direct Investing brand to new customer segments – Advice continued to build strong relationships with Personal and Business Banking, significantly increasing the flow of referrals across businesses – TDAM continued to partner with TD Securities to win global institutional mandates in Asia-Pacific and Europe – Deepened customer relationships across the Bank by increasing colleague confidence in engaging in protected borrowing conversations with customers – Leveraged our market leading brand to provide TD Real Estate Secured Lending customers with TD home insurance – TD Insurance Private Client Advice offered advice and protection to high-net-worth TD Wealth customers

[30] 2024 Globe and Mail Digital Brokerage Ranking: https://www.theglobeandmail.com/investing/article -the-2024-globe-and-mail-digital-brokerage-ranking-who-rules-and-whos/.
[31] 2023 Canada LSEG Lipper Fund Awards: https://lipperfundawards.com/Awards/Canada/2023/Fund.
[32] The FundGrade A+® rating is used with permission from Fundata Canada Inc., all rights reserved. Fundata is a leading provider of market and investment funds data to the Canadian financial services industry and business media. The FundGrade A+® rating identifies funds that have consistently demonstrated the best risk-adjusted returns throughout an entire calendar year. For more information on the rating system, please visit www.Fundata.com/ProductsServices/FundGrade.aspx.
[33] Market share ranking is based on most current data available from Investor Economics, a division of ISS Market Intelligence, for TD Direct Investing revenue and asset rankings as at June 2024.
[34] Market share ranking is based on most current data available from Investor Economics, a division of ISS Market Intelligence, for institutional money manager and pension asset money manager rankings as at December 2023.
[35] The Big 5 Banks consist of Bank of Montreal, Canadian Imperial Bank of Commerce, Royal Bank of Canada, Scotiabank, and The Toronto-Dominion Bank.
[36] Market share rankings from Investment Funds Institute of Canada as at September 2024.
[37] Market share is based on most current data available from Investor Economics, a division of ISS Market Intelligence, for TD Wealth Financial Planning and TD Wealth Private Wealth Management assets under administration (AUA) from June 2023 to June 2024.
[38] Rankings based on data available from OSFI, Insurers, Insurance Bureau of Canada, and Provincial Regulators as at December 2023.

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Innovate with purpose to enable our colleagues to execute with speed and impact and strengthen the foundation of our business	• TD Wealth joined TD Insurance, transitioning to the Next Evolution of Work (NEW) operating model, simplifying the way we work to deliver innovative, customer-centric capabilities to market faster • TD Wealth continued to transform operations workflows, building industrial-grade technology and process innovation that helps drive advisor and client value, enhance business efficiency and reduce operational risk • Continued to mature our control environment to help enhance governance and oversight functions across both TD Wealth and TD Insurance
Be an extraordinary place to work where diversity and inclusiveness are valued, and contribute to the well-being of our communities	• Remain committed to our efforts to build a more inclusive and diverse culture at TD, aligning to our purpose to enrich the lives of our customers, colleagues, and communities: – TD Wealth Leaders participated in two signature events to build awareness around our 2SLGBTQ+ colleagues and communities – TD Parents Speak Out Event, highlighting wealth leaders with trans/non-binary children and TD Transgender Day of Visibility Event dedicated to recognizing the achievements of the transgender community and celebrating their contributions to society – TD Insurance launched the Talent Advancement Pathway for Indigenous Peoples wherein successful applicants will take part in a 2-year rotational program to gain critical leadership skills and experience across the Insurance business

KEY PRIORITIES FOR 2025

- Deliver legendary experiences by advancing innovations that are designed to help build and protect the financial well-being of our clients
- Maintain digital leadership while continuing to enhance client and colleague experience
- Strengthen the foundation of our business through investments in data and analytics, technology, and enhancements to governance and control functions to enable scalable growth
- Accelerate growth by deepening relationships leveraging the strength of OneTD, expanding distribution, and enhancing productivity
- Continue to position our brand as a diverse and inclusive employer of choice, enabling colleagues to achieve their full potential
- Extend institutional leadership position in asset management into retail and global markets, leveraging breadth and depth of capabilities
- Rapidly respond to emerging claims trends, ensuring alignment to risk appetite and supporting customers as they face the impacts of climate change
- Expand small business insurance offering to more segments, leveraging digital capabilities and marketing to continue growing the business

TABLE 20: WEALTH MANAGEMENT AND INSURANCE

(millions of Canadian dollars, except as noted)	2024	2023
Net interest income	$ 1,226	$ 1,064
Non-interest income [1,2]	12,309	10,566
Total revenue [1]	13,535	11,630
Provision for (recovery of) credit losses – impaired	–	1
Provision for (recovery of) credit losses – performing	–	–
Total provision for (recovery of) credit losses	–	1
Insurance service expenses [1,3]	6,647	5,014
Non-interest expenses [1]	4,285	3,908
Provision for (recovery of) income taxes [1]	648	706
Net income [1]	$ 1,955	$ 2,001
Selected volumes and ratios		
Return on common equity [1,4]	31.8 %	34.9 %
Efficiency ratio [1]	31.7	33.6
Efficiency ratio, net of ISE [1,5]	62.2	59.1
Assets under administration (billions of Canadian dollars) [6]	$ 651	$ 531
Assets under management (billions of Canadian dollars)	530	441
Average number of full-time equivalent staff	15,093	16,130

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.
[2] Includes recoveries from reinsurers for catastrophe claims of $718 million (2023: nil).
[3] Includes estimated losses related to catastrophe claims of $1,223 million (2023: $307 million).
[4] Capital allocated to the business segment was increased to 11.5% CET1 Capital effective fiscal 2024 compared with 11% in the prior year.
[5] Efficiency ratio, net of ISE is calculated by dividing non-interest expenses by total revenue, net of ISE. Total revenue, net of ISE – 2024: $6,888 million, 2023: $6,616 million. Total revenue, net of ISE is a non-GAAP financial measure. Refer to "Non-GAAP and Other Financial Measures" in the "How We Performed" section and the Glossary of this document for additional information about this metric.
[6] Includes AUA administered by TD Investor Services, which is part of the Canadian Personal and Commercial Banking segment.

REVIEW OF FINANCIAL PERFORMANCE

Wealth Management and Insurance reported net income for the year was $1,955 million, a decrease of $46 million, or 2%, compared with last year, reflecting higher estimated losses from catastrophe claims and higher non-interest expenses, partially offset by higher revenue. The ROE for the year was 31.8%, compared with 34.9% last year.

Revenue for the year was $13,535 million. This represents an increase of $1,905 million, or 16%, compared with last year, of which $718 million, or 6%, was driven by reinsurance recoveries for catastrophe claims. Non-interest income was $12,309 million. This represents an increase of $1,743 million, or 16%, compared with last year, of which $718 million, or 7%, was driven by reinsurance recoveries for catastrophe claims. The remaining increase reflects higher insurance premiums, higher fee-based revenue, and higher transaction revenue. Net interest income was $1,226 million, an increase of $162 million, or 15%, compared with last year, reflecting higher deposit margins, partially offset by lower deposit volumes.

AUA were $651 billion as at October 31, 2024, an increase of $120 billion, or 23%, compared with last year, reflecting market appreciation and net asset growth. AUM were $530 billion as at October 31, 2024, an increase of $89 billion, or 20%, compared with last year, primarily reflecting market appreciation.

Insurance service expenses for the year were $6,647 million. This represents an increase of $1,633 million, or 33%, compared with last year, of which $916 million, or 18%, was driven by estimated losses from catastrophe claims. The remaining increase reflects less favourable prior years' claims development and increased claims severity.

Non-interest expenses for the year were $4,285 million, an increase of $377 million, or 10%, compared with last year, reflecting higher variable compensation, higher technology spend supporting business growth, and provisions related to litigation matters.

The efficiency ratio for the year was 31.7%, compared with 33.6% last year. The efficiency ratio, net of ISE for the year was 62.2%, compared with 59.1% last year.

OPERATING ENVIRONMENT AND OUTLOOK

The anticipated declining interest rate environment, modest economic growth and market conditions in Canada and the U.S. are expected to impact Wealth Management and Insurance results in fiscal 2025. Our continued focus on our strategic priorities and investments in leading digital platforms are expected to help offset headwinds from pressure on fees from rising competition, increases in insurance claims due to severe weather-related events and claims severity. Our businesses are focused on continuing to deliver high-quality advice, educational content and innovative financial products to our customers, and investment in risk and control infrastructure while exercising disciplined expense management to help navigate the changing environment.

BUSINESS SEGMENT ANALYSIS

Wholesale Banking

Operating under the brand name TD Securities, Wholesale Banking offers capital markets and corporate and investment banking services to corporate, government, and institutional clients in key global financial centres across North America, Europe and Asia-Pacific.

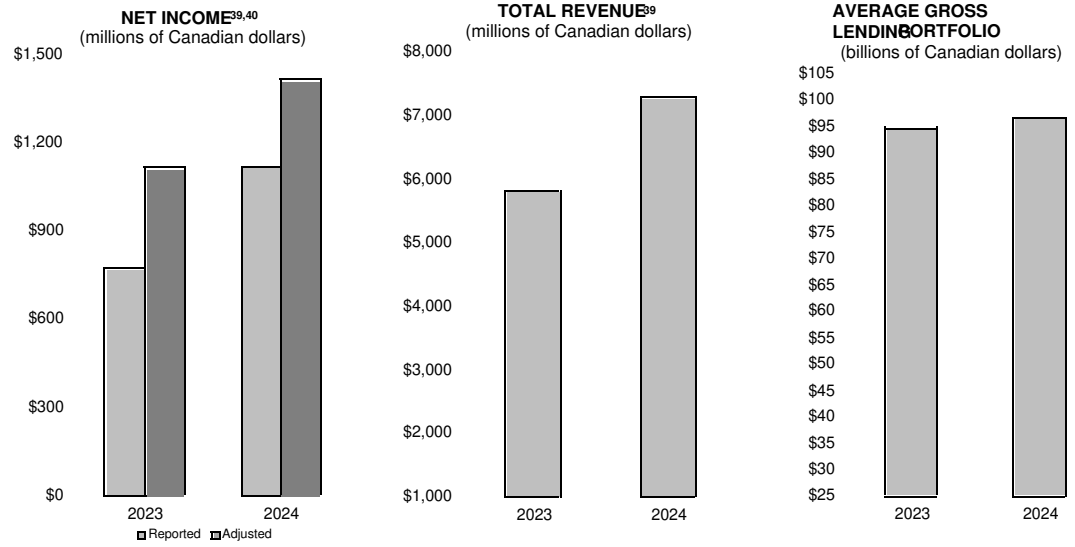


TABLE 21: REVENUE

(millions of Canadian dollars)	2024	2023
Global markets	**$ 4,218**	$ 3,265
Corporate and investment banking	**3,104**	2,618
Other	**(36)**	(65)
Total	**$ 7,286**	$ 5,818

LINES OF BUSINESS

- Global Markets – sales, trading and research, debt and equity underwriting, client securitization, prime services, and trade execution services[41].
- Corporate and Investment Banking – corporate lending and syndications, debt and equity underwriting, advisory services, trade finance, cash management, investment portfolios, and related activities[41].
- Other – investment portfolios and other accounting adjustments.

INDUSTRY PROFILE

The wholesale banking sector is a mature, highly competitive market comprised of banks, large global investment firms, and independent niche dealers. Wholesale Banking provides capital markets and corporate and investment banking services to corporate, government, and institutional clients. Changing regulatory requirements continue to impact strategy and returns for the sector. Firms are responding by shifting their focus to client-driven trading revenue and fee income to reduce risk, preserve capital, and are also investing in technology to support growing levels of electronic trading across all markets. Competition is expected to remain intense for transactions with high-quality clients. Longer term, wholesale banks with a diversified client-focused business model, a full suite of products and services, and the ability to manage costs and capital effectively will be well-positioned to achieve attractive returns for shareholders.

[39] Includes the acquisition of Cowen Inc. effective March 1, 2023.
[40] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.
[41] Certain revenue streams are shared between Global Markets and Corporate and Investment Banking lines of business in accordance with an established agreement.

STRATEGIC OBJECTIVES, ACCOMPLISHMENTS AND PRIORITIES

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Become a Top 10 North American Investment Bank with global reach	● TD Securities and TD Cowen achieved significant integration milestones including the implementation of a unified Investment Banking, Capital Markets and Research platform, integrating coverage models, and streamlining delivery of capabilities for clients ● TD began a multi-year investment in Global Transaction Banking (GTB) to scale the business; GTB corporate deposits grew by 25% in 2024 ● Delivered client-focused ESG advisory and financing solutions as demonstrated by several marquee transactions and recognition including: – Lead Manager on a US$1.5 billion Social Benchmark for the International Finance Corporation (IFC) to support low-income communities in emerging markets. This transaction was IFC's largest ever social bond – Lead Manager on KfW Development Bank AUD1.5 billion Green Bond. This transaction was KfW's largest ever transaction in the Australian market – Winner of Environmental Finance's 2024 Sustainable Debt Award for "Green Bond of the Year", recognizing TD's 2023 Green Bond issuance – Awarded "Best Specialist ESG Research" for 2024 by ESG Investing Awards, highlighting the outstanding dedication and commitment of TD Cowen's research to provide action-oriented and investable research to ESG and sustainability funds and institutional investors ● Ranked #1 in Telecommunications and Media in the 2024 Extel Canada Research Survey ● Ranked #1 in Washington Research in the 2024 U.S. Extel All-American Research Survey ● Recognized in Euromoney Foreign Exchange Awards 2024: World's Best FX Bank for FX Data Management, and Canada's Best FX Bank
In Canada, be a top-ranked Investment Bank	● Achieved top ranking across several major products in the Canadian markets including: – #1 investment bank in Canadian M&A Announced and Completed transactions[42], and in Canadian Loan Syndications[43] ● Delivered on several marquee and strategic acquisitions and led notable transactions in the Canadian market: – Advised the Special Committee of Nuvei on its take-private by Advent International with the support of Nuvei's multiple voting shareholders for an implied enterprise value of US$6.3 billion – Advised Pembina Pipeline on its acquisition of Enbridge's interest in Alliance and Aux Sable for $3.1 billion and was lead left bookrunner on $1.3 billion bought offering of subscription receipts financing – Advised Teck Resources on its sale of the steelmaking coal business, Elk Valley Resources, to Glencore and Nippon Steel Corporation for an implied enterprise value of US$9.0 billion – Joint Bookrunner on TMX Group's $1.1 billion 3 Tranche Debt Offering to finance the acquisition of VettaFi – Served as Exclusive Financial Advisor to Advantage Energy Ltd. on its $450 million acquisition of the Charlie Lake and Montney assets; TD also acted as Lead Left Bookrunner on the concurrent bought offering of $125 million extendible convertible debentures, $65 million subscription receipts and entered the company's upsized bank syndicate
In the U.S., deliver value and trusted advice in sectors where we have competitive expertise	● This quarter, TD Securities was joint lead on TD's secondary sale of Schwab shares in a US$2.5 billion block trade, one of the ten largest U.S. block trades since 2010 ● Demonstrated the strength of our combined TD Securities and TD Cowen franchises in the U.S.: – Acted as an Initial Underwriter, Joint Lead Arranger and Joint Bookrunner on the US$9.2 billion financing package supporting the acquisition of Truist Insurance Holdings by Stone Point Capital and Clayton, Dubilier & Rice; TD Securities also served as an M&A advisor on this marquee US$15.5 billion transaction – Joint Bookrunner on Arrowhead Pharmaceuticals' US$450 million Underwritten Offering – Joint Bookrunner on Vera Therapeutics' US$287.5 million Follow-On Offering – Lead Bookrunner for Avidity Biosciences' US$461 million Follow-On Offering – Acting as financial advisor to Blue Owl Capital Inc. on its pending acquisition[44] of IPI Partners, LLC for approximately US$1.0 billion ● E-trading market leader in Muni Bond trading and expanded volume in Credit; TD ranking for corporate credit trade counts on MarketAxess increased notably throughout 2024 to reach #2 in October 2024
In Europe and Asia-Pacific, leverage our global capabilities to build connected, sustainable franchises	● Continued strong success with global clients: – TD was Lead Manager on a US$5 billion 5-year Sustainable Development Bond for the International Development Association – Active bookrunner on EUR 5 billion dual-tranche benchmark offering for KfW – Inaugural EUR-denominated 1.25 billion benchmark bond for Province of Saskatchewan – Inaugural EUR 500 million preferred senior benchmark for BayerLB ● Launched cash equity trading desk in Singapore ● Demonstrating continued strength in global coverage for key clients, TD led all 5 Australian dollar bond issuances for Canadian provinces in 2024

[42] Source: Refinitiv; Canadian target completed and announced transactions over the last twelve months ended October 31, 2024.
[43] Source: Bloomberg; Calendar year-to-date through October 31, 2024.
[44] Deal announced on October 7, 2024.

BUSINESS STRATEGY	BUSINESS HIGHLIGHTS IN 2024
Continue to unlock OneTD opportunities to grow with and support our TD Retail and Wealth partners	● In partnership with other TD businesses: – TD Securities and TD Wealth enabled fully paid lending to enhance returns for Wealth clients – Launched real-time trading in partial shares for U.S. and Canadian equities, enabling investors to buy and sell a fraction of stocks and ETFs, making investing more accessible; TD became the first bank-owned brokerage in Canada to provide real-time partial shares capability – In partnership with TD Bank, America's Most Convenient Bank, TD Securities began to issue equity-linked certificates of deposit, broadening the suite of products available to clients in the U.S. – Migrated U.S. retail order flow to internal execution venue, making it fully accessible to TD's institutional clients, resulting in exceptional execution for both retail and institutional clients
Invest in an efficient and agile infrastructure, innovation and data capabilities, and risk & control enhancements	● Implemented T+1 settlements resulting in shortened standard settlement cycle for most trades in North American securities (fixed income and equities) ● Successfully transitioned all existing derivatives, securities and loan agreements referencing Canadian Dollar Offered Rate (CDOR) to the alternative reference rate, Canadian Overnight Repo Rate Average (CORRA)
Be an extraordinary and inclusive place to work by attracting, developing, and retaining the best talent	● Raised $2.1 million for children's charities through the annual Underwriting Hope campaign ● Recognized in Euromoney Foreign Exchange Awards 2024: World's Best FX Bank for Diversity & Inclusion

KEY PRIORITIES FOR 2025

- Drive growth to build a Top 10 North American investment bank with global reach
  - – Scale our advisory and capital markets businesses through a focused client strategy
  - – Enhance our e-trading offerings across Global Markets
  - – Continue to build an integrated prime brokerage platform
  - – Progress a multi-year build to create a digitally enabled North American treasury platform
- Deliver an integrated investment bank and deepen partnerships across the firm to realize OneTD synergies
  - – Leverage Wholesale Banking's full-service platform and talent base to expand and deepen client relationships
  - – Grow presence with financial sponsors and expand offerings for corporate derivatives
  - – Partner with TD's retail businesses to launch new products, as appropriate, to meet TD client needs and realize synergies
- Strengthen foundational capabilities to support business growth
  - - Enhance foundation for future growth through investments in core infrastructure, risk and control enhancements, process improvements, and automation
  - - Maintain our focus on prudent risk management
  - - Continue to be an extraordinary place to work and attract top talent with a focus on culture, inclusion, and diversity

TABLE 22: WHOLESALE BANKING[1]

(millions of Canadian dollars, except as noted)	2024	2023
Net interest income (TEB)	**$ 582**	$ 1,538
Non-interest income	**6,704**	4,280
Total revenue	**7,286**	5,818
Provision for (recovery of) credit losses – impaired	**247**	16
Provision for (recovery of) credit losses – performing	**70**	110
Total provision for (recovery of) credit losses	**317**	126
Non-interest expenses – reported	**5,576**	4,760
Non-interest expenses – adjusted[2,3]	**5,197**	4,326
Provision for (recovery of) income taxes (TEB) – reported	**275**	162
Provision for (recovery of) income taxes (TEB) – adjusted[2]	**357**	251
Net income – reported	**$ 1,118**	$ 770
Net income – adjusted[2]	**1,415**	1,115
Selected volumes and ratios		
Trading-related revenue (TEB)[4]	**$ 2,782**	$ 2,360
Average gross lending portfolio (billions of Canadian dollars) [5]	**96.7**	94.7
Return on common equity – reported[6]	**7.1 %**	5.4 %
Return on common equity – adjusted[2,6]	**8.9**	7.9
Efficiency ratio – reported	**76.5**	81.8
Efficiency ratio – adjusted[2]	**71.3**	74.4
Average number of full-time equivalent staff	**7,042**	7,143

[1] Wholesale Banking results for 2023 include the acquisition of Cowen Inc. effective March 1, 2023.
[2] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.
[3] Adjusted non-interest expenses exclude the acquisition and integration-related charges for the Cowen acquisition – 2024: $379 million ($297 million after-tax), 2023: $434 million ($345 million after-tax).
[4] Includes net interest income (loss) (TEB) of $(653) million (2023 – $615 million), and trading income (loss) of $3,435 million (2023 – $1,745 million). Trading-related revenue (TEB) is a non-GAAP financial measure. Refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section and the Glossary of this document for additional information about this metric.
[5] Includes gross loans and bankers' acceptances (BA) relating to Wholesale Banking, excluding letters of credit, cash collateral, credit default swaps, and allowance for credit losses.
[6] Capital allocated to the business segment was increased to 11.5% CET1 Capital effective fiscal 2024 compared with 11% in the prior year.

REVIEW OF FINANCIAL PERFORMANCE

Wholesale Banking reported net income for the year was $1,118 million, an increase of $348 million, or 45%, compared with the prior year, primarily reflecting higher revenues, partially offset by higher non-interest expenses and higher PCL. On an adjusted basis, net income was $1,415 million, an increase of $300 million, or 27%.

Revenue for the period, including TD Cowen, was $7,286 million, an increase of $1,468 million, or 25%, compared with the prior year, primarily reflecting higher lending revenue, trading-related revenue, underwriting fees, and equity commissions.

PCL was $317 million, an increase of $191 million compared with last year. PCL – impaired was $247 million, an increase of $231 million, primarily reflecting a small number of impairments across various industries. PCL – performing was $70 million, a decrease of $40 million. The current year performing provisions largely reflect credit migration across various industries.

Reported non-interest expenses for the period, including TD Cowen, were $5,576 million, an increase of $816 million, or 17%, compared with the prior year, primarily reflecting higher operating expenses, variable compensation commensurate with higher revenue, the impact of foreign exchange translation and payments related to the U.S. record keeping and trading regulatory matters, partially offset by lower acquisition and integration-related costs. On an adjusted basis, non-interest expenses were $5,197 million, an increase of $871 million, or 20%.

OPERATING ENVIRONMENT AND OUTLOOK

The operating environment remains challenging, characterized by volatile markets, economic uncertainty, geopolitical and ESG considerations, disruptive technologies, intensifying competition, and evolving capital and regulatory requirements. These factors may affect corporate and investor sentiment and market and business conditions in a positive or negative manner which makes capital markets results difficult to forecast. TD Securities is confident in its increasingly diversified and client-focused business model, and believes that the combined TD Securities and TD Cowen franchise is well positioned to help support future growth. If market conditions are accommodating, then, in fiscal 2025, the Bank expects that these synergies will help fuel revenue momentum above the average $1.8 billion quarterly revenue seen in 2024 and is targeting to deliver an average quarterly adjusted net income after tax of between $375 million and $425 million, although results may vary from quarter to quarter depending on operating and market conditions[45].

BUSINESS SEGMENT ANALYSIS

Corporate

Corporate segment is comprised of service and control functions. Certain costs relating to these functions are allocated to operating business segments. The basis of allocation and methodologies are reviewed periodically to align with management's evaluation of the Bank's business segments.

TABLE 23: CORPORATE

(millions of Canadian dollars)	2024	2023
Net (loss) – reported	**$ (1,525)**	$ (4,389)
Adjustments for items of note		
Amortization of acquired intangibles	**290**	313
Acquisition and integration charges related to the Schwab transaction	**109**	149
Share of restructuring and other charges from investment in Schwab	**49**	35
Restructuring charges	**566**	363
Payment related to the termination of the FHN transaction	**–**	306
Impact from the terminated FHN acquisition-related capital hedging strategy	**242**	1,251
Impact of retroactive tax legislation on payment card clearing services	**–**	57
Gain on sale of Schwab shares	**(1,022)**	–
Indirect tax matters	**226**	–
Civil matter provision/Litigation settlement	**274**	1,642
Less: impact of income taxes		
CRD and federal tax rate increase for fiscal 2022	**–**	(585)
Other items of note	**396**	944
Net (loss) – adjusted [1]	**$ (1,187)**	$ (632)
Decomposition of items included in net (loss) – adjusted		
Net corporate expenses [2]	**$ (1,641)**	$ (942)
Other	**454**	310
Net (loss) – adjusted [1]	**$ (1,187)**	$ (632)
Selected volumes		
Average number of full-time equivalent staff	**23,103**	22,889

[1] For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.

[2] For additional information about this metric, refer to the Glossary of this document.

Corporate segment includes expenses related to service and control functions, the impact of treasury and balance sheet management activities, certain enterprise level tax items, and intercompany items such as elimination of TEB and the retailer program partners' share of the results of the U.S. strategic cards portfolio.

Corporate segment's reported net loss for the year was $1,525 million, compared with a net loss of $4,389 million last year. The lower net loss primarily reflects the current year gain on sale of Schwab shares, lower negative impacts from the hedging strategy related to the terminated First Horizon acquisition and lower civil matter provision/litigation settlement, partially offset by the higher restructuring charges and the impact of the provision for indirect tax matters in the current year. Net corporate expenses increased $699 million compared to the prior year, primarily reflecting higher investments in risk and control infrastructure. Of the segment's net corporate expenses for the current year, approximately $460 million (US$340 million) reflects our U.S. governance and control investments, including costs for U.S. BSA/AML remediation. The adjusted net loss for the year was $1,187 million, compared with an adjusted net loss of $632 million last year.

[45] This paragraph contains forward-looking information, that is based on the Bank's assumptions about interest rates, market volatility, market engagement, credit conditions, competition, and productivity initiatives, and is subject to risks and uncertainties, including those identified in the paragraph, as well as other risk factors identified in the "Risk Factors That May Affect Future Results" section in this document, including global economic conditions, regulatory requirements and investor sentiment.

2024 ACCOMPLISHMENTS AND FOCUS FOR 2025

- In 2024, the Corporate segment continued to support the Bank's business segments by executing on enterprise and regulatory initiatives and managing the Bank's balance sheet and funding activities.
- In 2025, the Corporate segment's service and control functions are focused on continuing to evolve to meet the complex and challenging operating environment and respond to changing expectations of all our stakeholders.
- The Corporate segment will also maintain its focus on enhancing the processes, technologies and regulatory controls that help enable the Bank's businesses to operate efficiently, effectively and in compliance with all applicable regulatory requirements.

2023 FINANCIAL RESULTS OVERVIEW

Summary of 2023 Performance

NET INCOME

Reported net income for the year was $10,634 million, a decrease of $6,795 million, or 39%, compared with the prior year. The decrease reflects higher non-interest expenses, the impact of the terminated First Horizon acquisition-related capital hedging strategy, and higher PCL, partially offset by higher revenues. On an adjusted basis, net income for the year was $14,995 million, a decrease of $430 million, or 3%, compared with prior year. The reported ROE for the year was 9.9%, compared with 18.0% prior year. The adjusted ROE for the year was 14.2%, compared with 15.9% prior year.

Reported diluted EPS for the year was $5.52, a decrease of 42%, compared with $9.47 prior year. Adjusted diluted EPS for the year was $7.91, a decrease of 5%, compared with $8.36 prior year.

Reported revenue was $50,690 million, an increase of $1,658 million, or 3%, compared with prior year. Adjusted revenue was $52,037 million, an increase of $5,867 million, or 13%, compared with prior year.

NET INTEREST INCOME

Reported net interest income for the year was $29,944 million, an increase of $2,591 million, or 9%, compared with the prior year. The increase reflects margin growth in the personal and commercial banking businesses and the impact of foreign exchange translation, partially offset by lower net interest income in Wholesale Banking and lower sweep and other deposit volumes in U.S. Retail. Adjusted net interest income was $30,394 million, an increase of $3,087 million, or 11%.

NON-INTEREST INCOME

Reported non-interest income for the year was $20,746 million, a decrease of $933 million, or 4%, compared with the prior year, primarily reflecting the impact of the terminated First Horizon acquisition-related capital hedging strategy and gain in the prior year on sale of Schwab shares. Adjusted non-interest income was $21,643 million, an increase of $2,780 million, or 15%, primarily reflecting higher equity commissions, global transaction banking revenue, advisory fees, and equity underwriting fees in Wholesale Banking, including TD Cowen, and higher insurance revenue, partially offset by lower fee-based revenue in the personal and commercial banking and wealth businesses.

PROVISION FOR CREDIT LOSSES

PCL for the year was $2,933 million, an increase of $1,866 million compared with the prior year. PCL – impaired was $2,486 million, an increase of $1,049 million, reflecting some normalization of credit performance. PCL – performing was $447 million, compared with a recovery of $370 million in the prior year. This year's performing provisions were largely recorded in the Canadian Personal and Commercial Banking and Wholesale Banking segments, reflecting credit conditions and volume growth. Total PCL as an annualized percentage of credit volume was 0.34%.

INSURANCE SERVICE EXPENSES

Insurance service expenses were $5,014 million, an increase of $2,114 million, or 73%, compared with the prior year, reflecting presentation changes from the adoption of IFRS 17 which resulted in a corresponding decrease primarily in non-interest expenses, the impact of changes in the discount rate which resulted in a similar increase in the fair value of investments supporting claims liabilities reported in non-interest income, increased claims severity and higher estimated losses from catastrophe claims.

NON-INTEREST EXPENSES

Reported non-interest expenses for the year were $29,855 million, an increase of $5,214 million, or 21%, compared with the prior year, reflecting higher employee-related expenses, including TD Cowen, the Stanford litigation settlement, and higher acquisition and integration related charges, including charges related to the terminated First Horizon acquisition. On an adjusted basis, non-interest expenses were $26,517 million, an increase of $2,158 million, or 9%.

PROVISION FOR INCOME TAXES

Reported total income and other taxes decreased by $631 million, or 10.9%, compared with the prior year, reflecting a decrease in income tax expense of $868 million, or 21.8%, partially offset by an increase in other taxes of $237 million, or 13.2%. Adjusted total income and other taxes increased by $293 million from the prior year, or 5.4%, reflecting an increase in income tax expense of $56 million, or 1.6%, and an increase in other taxes of $237 million, or 13.2%.

The Bank's reported effective income tax rate was 24.2% for 2023, compared with 19.5% in the prior year. The year-over-year increase primarily reflects the implementation of the Canada Recovery Dividend and the 1.5% Canadian federal tax rate increase beginning in 2022, the impact of the terminated First Horizon transaction, and favourable tax impacts in the prior year associated with the sale of Schwab shares, earnings mix and the recognition of unused tax losses. For a reconciliation of the Bank's effective income tax rate with the Canadian statutory income tax rate, refer to Note 24 of the 2023 Consolidated Financial Statements.

The Bank reported its investment in Schwab using the equity method of accounting. Schwab's tax expense (2023: $279 million; 2022: $319 million) was not part of the Bank's effective tax rate.

BALANCE SHEET

Total assets were $1,955 billion as at October 31, 2023, an increase of $38 billion, from October 31, 2022. The impact of foreign exchange translation from the depreciation in the Canadian dollar increased total assets by $16 billion. The increase in total assets reflects an increase in loans, net of allowances for loan losses of $65 billion, securities purchased under reverse repurchase agreements of $44 billion, other assets of $15 billion, trading loans, securities, and other of $8 billion, financial assets designated at fair value through profit or loss of $1 billion and investment in Schwab of $1 billion. The increase was partially offset by a decrease in

cash and interest-bearing deposits with banks of $41 billion, debt securities at amortized cost of $35 billion, derivative assets of $16 billion, and non-trading financial assets at fair value through profit or loss of $4 billion.

Total liabilities were $1,843 billion as at October 31, 2023, an increase of $37 billion from October 31, 2022. The impact of foreign exchange translation from the depreciation in the Canadian dollar increased total liabilities by $17 billion. The increase in total liabilities reflects an increase in obligations related to securities sold under repurchase agreements of $39 billion, financial liabilities designated at fair value through profit or loss of $29 billion, other liabilities of $15 billion and trading deposits of $7 billion. The increase was partially offset by a decrease in deposits of $32 billion, derivative liabilities of $19 billion and subordinated notes and debentures $2 billion.

Equity was $112 billion as at October 31, 2023, an increase of $1 billion from October 31, 2022. The increase reflects common shares issued with a 2% discount under the dividend reinvestment plan, net of share repurchases, and gains in accumulated other comprehensive income, partially offset by lower retained earnings. The increase in accumulated other comprehensive is primarily driven by the impact of foreign currency translation. The retained earnings decreased as the net income for the year is offset by the dividends paid and the premium on the repurchase of common shares.

GROUP FINANCIAL CONDITION

Balance Sheet Review

TABLE 24: CONDENSED CONSOLIDATED BALANCE SHEET ITEMS

(millions of Canadian dollars)				*As at*
		October 31, 2024		October 31, 2023
Assets				
Cash and Interest-bearing deposits with banks	**$**	**176,367**	$	105,069
Trading loans, securities, and other		**175,770**		152,090
Non-trading financial assets at fair value through profit or loss		**5,869**		7,340
Derivatives		**78,061**		87,382
Financial assets designated at fair value through profit or loss		**6,417**		5,818
Financial assets at fair value through other comprehensive income		**93,897**		69,865
Debt securities at amortized cost, net of allowance for credit losses		**271,615**		308,016
Securities purchased under reverse repurchase agreements		**208,217**		204,333
Loans, net of allowance for loan losses		**949,549**		895,947
Investment in Schwab		**9,024**		8,907
Other[1]		**86,965**		110,372
Total assets[1]	**$**	**2,061,751**	$	1,955,139
Liabilities				
Trading deposits	**$**	**30,412**	$	30,980
Derivatives		**68,368**		71,640
Financial liabilities designated at fair value through profit or loss		**207,914**		192,130
Deposits		**1,268,680**		1,198,190
Obligations related to securities sold under repurchase agreements		**201,900**		166,854
Subordinated notes and debentures		**11,473**		9,620
Other[1]		**157,844**		173,654
Total liabilities[1]		**1,946,591**		1,843,068
Total equity[1]		**115,160**		112,071
Total liabilities and equity[1]	**$**	**2,061,751**	$	1,955,139

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

Total assets were $2,062 billion as at October 31, 2024, an increase of $107 billion, from October 31, 2023. The impact of foreign exchange translation from the depreciation in the Canadian dollar increased total assets by $3 billion.

The increase in total assets reflects an increase in cash and interest-bearing deposits with banks of $71 billion, loans, net of allowances for loan losses of $53 billion, trading loans, securities, and other of $24 billion, financial assets at fair value through other comprehensive income of $24 billion, securities purchased under reverse repurchase agreements of $4 billion and financial assets designated at fair value through profit or loss of $1 billion. The increase was partially offset by a decrease in debt securities at amortized cost of $37 billion, other assets of $23 billion, derivative assets of $9 billion and non-trading financial assets at fair value through profit or loss of $1 billion.

Cash and interest-bearing deposits with banks increased $71 billion primarily reflecting cash management activities.

Trading loans, securities, and other increased $24 billion primarily in equity securities, securitized mortgages and commodities held for trading, partially offset by government securities held for trading.

Non-trading financial assets at fair value through profit or loss decreased $1 billion primarily reflecting maturities and sales.

Derivative assets decreased $9 billion primarily reflecting changes in mark-to-market values of foreign exchange and interest rate contracts.

Financial assets designated at fair value through profit or loss increased $1 billion primarily reflecting purchases, partially offset by maturities and sales.

Financial assets at fair value through other comprehensive income increased $24 billion primarily reflecting new investments, partially offset by maturities and sales.

Debt securities at amortized cost, net of allowance for credit losses decreased $37 billion primarily reflecting maturities and sales of government securities, partially offset by new investments and the impact of risk management activities.

Securities purchased under reverse repurchase agreements increased $4 billion primarily reflecting an increase in volume.

Loans, net of allowance for loan losses increased $53 billion reflecting volume growth in business and government loans, including the impact of bankers' acceptances transitioned to business and government loans following the cessation of CDOR, volume growth in residential real estate secured lending, and the impact of foreign exchange translation.

Investment in Schwab remains relatively flat as the impact of the Bank's share of Schwab's other comprehensive income and net income is offset by the reduction in the Bank's ownership interest in Schwab with the sale of 40.5 million shares.

Other assets decreased $23 billion primarily reflecting the impact of the cessation of CDOR on customer's liabilities under acceptances and decrease in amounts receivable from brokers, dealers and clients due to lower volumes of pending trades.

Total liabilities were $1,947 billion as at October 31, 2024, an increase of $104 billion from October 31, 2023. The impact of foreign exchange translation from the depreciation in the Canadian dollar increased total liabilities by $3 billion.

The increase in total liabilities reflects an increase in deposits of $71 billion, obligations related to securities sold under repurchase agreements of $35 billion, financial liabilities designated at fair value through profit or loss of $16 billion and subordinated notes and debentures of $2 billion. The increase was partially offset by a decrease in other liabilities of $16 billion, derivative liabilities of $3 billion and trading deposits of $1 billion.

Trading deposits decreased $1 billion primarily reflecting maturities, partially offset by new issuances.

Derivative liabilities decreased $3 billion primarily reflecting changes in mark-to-market values of foreign exchange and interest rate contracts.

Financial liabilities designated at fair value through profit or loss increased $16 billion primarily reflecting new issuances, partially offset by maturities.

Deposits increased $71 billion reflecting higher volumes in business and government, bank and personal deposits and the impact of foreign exchange translation.

Obligations related to securities sold under repurchase agreements increased $35 billion primarily reflecting an increase in volume.

Subordinated notes and debentures increased $2 billion primarily reflecting new issuances, partially offset by redemptions.

Other liabilities decreased $16 billion primarily reflecting the impact of the cessation of CDOR on acceptances and a volume decrease in obligations related to securities sold short and amounts payable to brokers, dealers and clients, partially offset by increase in securitization liabilities at fair value and liabilities related to structured entities.

Equity was $115 billion as at October 31, 2024, an increase of $3 billion from October 31, 2023. The increase reflects gains in accumulated other comprehensive income, partially offset by lower retained earnings. The increase in accumulated other comprehensive income is primarily driven by gains on cash flow hedges and the Bank's share of the other comprehensive income from investment in Schwab. The retained earnings decreased as the net income for the year is more than offset by the dividends paid and the premium on the repurchase of common shares.

Credit Portfolio Quality

AT A GLANCE OVERVIEW

- **Loans and acceptances, net of allowance for loan losses were $950 billion, an increase of $36 billion compared with last year.**
- **Impaired loans net of Stage 3 allowances were $3,407 million, an increase of $1,130 million compared with last year.**
- **Provision for credit losses was $4,253 million, compared with $2,933 million last year.**
- **Total allowance for credit losses including off-balance sheet positions increased by $952 million to $9,141 million.**

LOAN PORTFOLIO

The Bank increased its loans and acceptances net of allowance for loan losses by $36 billion, or 4%, from the prior year, primarily reflecting volume growth in the real estate secured lending and business and government portfolios, and the impact of foreign exchange.

While the majority of the Bank's credit risk exposure is related to loans and acceptances, the Bank also engaged in activities that have off-balance sheet credit risk. These include credit instruments and derivative financial instruments, as explained in Note 30 of the 2024 Consolidated Financial Statements.

CONCENTRATION OF CREDIT RISK

The Bank's loan portfolio continued to be concentrated in Canadian and U.S. consumer lending, comprised of residential mortgages, consumer instalment and other personal loans, and credit card loans, representing 63% of total loans net of Stage 3 allowances, flat compared with 2023. During the year, these portfolios increased by $24 billion, or 4%, and totalled $600 billion at year end. Residential mortgages represented 35% of total loans net of Stage 3 allowances in 2024, flat compared with 2023. Consumer instalment and other personal loans, and credit card loans were 28% of total loans net of Stage 3 allowances in 2024, flat compared with 2023.

The Bank's business and government loan portfolio was 37% of total loans net of Stage 3 allowances, flat compared with 2023. The largest business and government sector concentrations in Canada were the Real estate and Financial sectors, which comprised 6% and 2% of net loans, respectively. Real estate and Financial sectors were the largest U.S. sector concentrations in 2024, representing 4% and 3% of net loans, respectively.

Geographically, the credit portfolio remained concentrated in Canada. In 2024, the percentage of loans net of Stage 3 allowances held in Canada was 66%, flat compared with 2023. The largest Canadian regional exposure was in Ontario, which represented 39% of total loans net of Stage 3 allowances for 2024, flat compared to the prior year.

The remaining credit portfolio was predominantly in the U.S., which represented 33% of loans net of Stage 3 allowances, flat compared with 2023. Exposures to other geographic regions were relatively small. The largest U.S. regional exposures were in New York and New England which represented 6% and 5% of total loans net of Stage 3 allowances, respectively, and consistent with the prior year.

Under IFRS 9, *Financial Instruments* (IFRS 9), the Bank calculates allowances for expected credit losses (ECLs) on debt securities at amortized cost (DSAC) and debt securities at fair value through other comprehensive income (FVOCI). The Bank has $361 billion in such debt securities of which $361 billion are performing securities (Stage 1 and 2) and none are impaired. The allowance for credit losses on DSAC and debt securities at FVOCI was $3 million and $1 million, respectively.

TABLE 25: LOANS AND ACCEPTANCES, NET OF STAGE 3 ALLOWANCE FOR LOAN LOSSES BY INDUSTRY SECTOR [1,2]

(millions of Canadian dollars, except as noted)

			October 31 2024	October 31 2023	*Percentage of total* October 31 2024	*Percentage of total* October 31 2023
	Gross loans	Stage 3 allowances for loan losses impaired	Net loans	Net loans		
Canada						
Residential mortgages	$ 273,069	$ 28	$ 273,041	$ 263,709	28.6 %	28.7 %
Consumer instalment and other personal						
HELOC [3]	123,036	31	123,005	117,587	12.9	12.8
Indirect Auto	29,837	98	29,739	28,721	3.1	3.1
Other	19,885	48	19,837	18,548	2.1	2.0
Credit card	20,510	90	20,420	18,746	2.0	2.0
Total personal	466,337	295	466,042	447,311	48.7	48.6
Real estate						
Residential	27,874	7	27,867	27,782	2.9	3.0
Non-residential	25,962	25	25,937	24,820	2.7	2.7
Total real estate	53,836	32	53,804	52,602	5.6	5.7
Agriculture	11,218	7	11,211	9,892	1.2	1.1
Automotive	10,389	84	10,305	9,384	1.1	1.0
Financial	20,233	36	20,197	18,873	2.1	2.1
Food, beverage, and tobacco	3,387	96	3,291	3,059	0.3	0.3
Forestry	854	4	850	829	0.1	0.1
Government, public sector entities, and education	3,577	8	3,569	4,190	0.4	0.5
Health and social services	9,922	58	9,864	9,822	1.0	1.1
Industrial construction and trade contractors	6,180	16	6,164	5,607	0.6	0.6
Metals and mining	2,935	14	2,921	2,400	0.3	0.3
Oil and gas	2,265	11	2,254	2,288	0.2	0.2
Power and utilities	8,526	–	8,526	8,299	0.9	0.9
Professional and other services	5,733	43	5,690	5,716	0.6	0.6
Retail sector	5,020	66	4,954	4,564	0.5	0.5
Sundry manufacturing and wholesale	4,648	37	4,611	4,070	0.5	0.4
Telecommunications, cable, and media	5,325	6	5,319	4,294	0.6	0.5
Transportation	4,099	25	4,074	3,602	0.4	0.4
Other	5,811	12	5,799	6,345	0.6	0.7
Total business and government	163,958	555	163,403	155,836	17.0	17.0
Total Canada	630,295	850	629,445	603,147	65.7	65.6
United States						
Residential mortgages	58,580	32	58,548	56,515	6.1	6.1
Consumer instalment and other personal						
HELOC [3]	11,525	22	11,503	10,566	1.3	1.2
Indirect Auto	42,981	58	42,923	41,012	4.5	4.5
Other	1,099	5	1,094	897	0.1	0.1
Credit card	20,123	288	19,835	19,596	2.1	2.1
Total personal	134,308	405	133,903	128,586	14.1	14.0
Real estate						
Residential	13,727	10	13,717	11,956	1.4	1.2
Non-residential	28,152	25	28,127	28,514	2.9	3.0
Total real estate	41,879	35	41,844	40,470	4.3	4.2
Agriculture	1,182	–	1,182	1,173	0.1	0.1
Automotive	13,119	–	13,119	10,843	1.4	1.2
Financial	25,418	–	25,418	22,292	2.7	2.4
Food, beverage, and tobacco	4,584	1	4,583	4,396	0.5	0.5
Forestry	573	–	573	746	0.1	0.1
Government, public sector entities, and education	17,405	15	17,390	17,017	1.8	1.8
Health and social services	15,252	6	15,246	16,200	1.6	1.8
Industrial construction and trade contractors	2,555	4	2,551	2,413	0.3	0.3
Metals and mining	1,906	–	1,906	1,853	0.2	0.2
Oil and gas	1,586	5	1,581	1,594	0.2	0.2
Power and utilities	6,421	66	6,355	7,831	0.7	0.9
Professional and other services	18,434	24	18,410	17,518	1.9	1.9
Retail sector	6,199	8	6,191	6,318	0.6	0.7
Sundry manufacturing and wholesale	9,696	6	9,690	10,516	1.0	1.1
Telecommunications, cable, and media	7,748	45	7,703	9,175	0.8	1.0
Transportation	5,046	1	5,045	5,083	0.5	0.6
Other	4,104	6	4,098	2,746	0.4	0.3
Total business and government	183,107	222	182,885	178,184	19.1	19.3
Total United States	317,415	627	316,788	306,770	33.2	33.3
International						
Personal	25	–	25	19	–	–
Business and government	10,138	65	10,073	10,024	1.1	1.1
Total international	10,163	65	10,098	10,043	1.1	1.1
Total excluding other loans	957,873	1,542	956,331	919,960	100.0	100.0
Other loans						
Acquired credit-impaired loans [4]	–	–	–	85	–	–
Total other loans	–	–	–	85	–	–
Total	$ 957,873	$ 1,542	$ 956,331	$ 920,045	100.0 %	100.0 %
Stage 1 and Stage 2 allowance for loan losses – performing						
Personal, business and government			6,552	6,108		
Total, net of allowance			$ 949,779	$ 913,937		
Percentage change over previous year – loans and acceptances, net of Stage 3 allowance for loan losses (impaired)			3.9 %	7.1 %		
Percentage change over previous year – loans and acceptances, net of allowance			3.9	7.1		

[1] Primarily based on the geographic location of the customer's address.

[2] Includes loans that are measured at FVOCI.

[3] HELOC – home equity line of credit.

[4] Includes FDIC covered loans and other ACI loans.

TABLE 26: LOANS AND ACCEPTANCES, NET OF STAGE 3 ALLOWANCE FOR LOAN LOSSES BY GEOGRAPHY [1,2]

(millions of Canadian dollars, except as noted)

				As at		*Percentage of total*
			October 31 2024	October 31 2023	**October 31 2024**	October 31 2023
	Gross loans	**Stage 3 allowances for loan losses impaired**	**Net loans**	Net loans		
Canada						
Atlantic provinces	**$ 14,500**	**$ 18**	**$ 14,482**	$ 13,662	**1.5 %**	1.5 %
British Columbia [3]	**103,107**	**63**	**103,044**	96,010	**10.8**	10.4
Ontario [3]	**375,521**	**662**	**374,859**	355,619	**39.2**	38.7
Prairies [3]	**84,753**	**72**	**84,681**	88,417	**8.8**	9.6
Québec	**52,414**	**35**	**52,379**	49,439	**5.5**	5.4
Total Canada	**630,295**	**850**	**629,445**	603,147	**65.8**	65.6
United States						
Carolinas (North and South)	**17,943**	**21**	**17,922**	17,983	**1.9**	2.0
Florida	**27,841**	**49**	**27,792**	26,709	**2.9**	2.9
New England [4]	**49,097**	**43**	**49,054**	47,988	**5.1**	5.2
New Jersey	**27,814**	**51**	**27,763**	26,043	**2.9**	2.8
New York	**59,422**	**95**	**59,327**	56,821	**6.2**	6.2
Pennsylvania	**17,513**	**18**	**17,495**	18,731	**1.8**	2.0
Other [5]	**117,785**	**350**	**117,435**	112,495	**12.3**	12.2
Total United States	**317,415**	**627**	**316,788**	306,770	**33.1**	33.3
International						
Europe	**5,506**	**65**	**5,441**	5,843	**0.6**	0.6
Other	**4,657**	**–**	**4,657**	4,200	**0.5**	0.5
Total international	**10,163**	**65**	**10,098**	10,043	**1.1**	1.1
Total excluding other loans	**957,873**	**1,542**	**956,331**	919,960	**100.0**	100.0
Other loans	**–**	**–**	**–**	85	**–**	–
Total	**$ 957,873**	**$ 1,542**	**$ 956,331**	$ 920,045	**100.0 %**	100.0 %
Stage 1 and Stage 2 allowances			**6,552**	6,108		
Total, net of allowance			**$ 949,779**	$ 913,937		

Percentage change over previous year – loans and acceptances, net of Stage 3 allowances for loan losses (impaired)	**2024**	2023
Canada	**4.4 %**	6.5 %
United States	**3.3**	12.2
International	**0.5**	(46.4)
Other loans	**(100.0)**	(23.4)
Total	**3.9 %**	7.1 %

[1] Primarily based on the geographic location of the customer's address.
[2] Includes loans that are measured at FVOCI.
[3] The territories are included as follows: Yukon is included in British Columbia; Nunavut is included in Ontario; and Northwest Territories is included in the Prairies region.
[4] The states included in New England are as follows: Connecticut, Maine, Massachusetts, New Hampshire, and Vermont.
[5] Includes loans attributable to other states/regions including those outside TD's core U.S. geographic footprint.

REAL ESTATE SECURED LENDING

Retail real estate secured lending includes mortgages and lines of credit to North American consumers to satisfy financing needs including home purchases and refinancing. While the Bank retains first lien on the majority of properties held as security, there is a small portion of loans with second liens, but most of these are behind a TD mortgage that is in first position. In Canada, credit policies are designed so that the combined exposure of all uninsured facilities on one property does not exceed 80% of the collateral value at origination. Lending at a higher loan-to-value ratio is permitted by legislation but requires default insurance. This insurance is contractual coverage for the life of eligible facilities and protects the Bank's real estate secured lending portfolio against potential losses caused by borrowers' default. The Bank may also purchase default insurance on lower loan-to-value ratio loans. The insurance is provided by either government-backed entities or approved private mortgage insurers. In the U.S., for residential mortgage originations, mortgage insurance is usually obtained from either government-backed entities or approved private mortgage insurers when the loan-to-value exceeds 80% of the collateral value at origination.

The Bank regularly performs stress tests on its real estate lending portfolio as part of its overall stress testing program. This is done with a view to determine the extent to which the portfolio would be vulnerable to a severe downturn in economic conditions. The effect of severe changes in house prices, interest rates, and unemployment levels are among the factors considered when assessing the impact on credit losses and the Bank's overall profitability. A variety of portfolio segments, including dwelling type and geographical regions, are examined during the exercise to determine whether specific vulnerabilities exist.

TABLE 27: CANADIAN REAL ESTATESECURED LENDING[1,2]

(millions of Canadian dollars)

			As at		
			Amortizing	**Non-amortizing**	**Total**
	Residential Mortgages	**Home equity lines of credit**	**Total amortizing real estate secured lending**	**Home equity lines of credit**	
					October 31, 2024
Total	**$ 273,069**	**$ 89,369**	**$ 362,438**	**$ 33,667**	**$ 396,105**
					October 31, 2023
Total	$ 263,733	$ 86,943	$ 350,676	$ 30,675	$ 381,351

[1] Excludes loans classified as trading as the Bank intends to sell the loans immediately or in the near term, and loans designated at FVTPL for which no allowance is recorded.
[2] Amortizing includes loans where the fixed contractual payments are no longer sufficient to cover the interest based on the rates in effect at October 31, 2024 and October 31, 2023, respectively.

TABLE 28: REAL ESTATE SECURED LENDING[1,2]

(millions of Canadian dollars, except as noted)

	Residential mortgages				Home equity lines of credit				Total	
	Insured[3]		Uninsured		Insured[3]		Uninsured		Insured[3]	Uninsured
										As at October 31, 2024
Canada										
Atlantic provinces	**$ 2,445**	**0.9 %**	**$ 4,753**	**1.7 %**	**$ 158**	**0.1 %**	**$ 2,207**	**1.8 %**	**$ 2,603**	**0.7 %** **$ 6,960** **1.8 %**
British Columbia[4]	**8,311**	**3.0**	**48,362**	**17.7**	**804**	**0.7**	**22,840**	**18.6**	**9,115**	**2.3** **71,202** **18.0**
Ontario[4]	**21,943**	**8.1**	**126,294**	**46.3**	**2,734**	**2.2**	**67,567**	**54.9**	**24,677**	**6.2** **193,861** **48.9**
Prairies[4]	**17,685**	**6.5**	**22,120**	**8.1**	**1,499**	**1.2**	**12,459**	**10.1**	**19,184**	**4.8** **34,579** **8.7**
Québec	**6,616**	**2.4**	**14,540**	**5.3**	**509**	**0.4**	**12,259**	**10.0**	**7,125**	**1.8** **26,799** **6.8**
Total Canada	**57,000**	**20.9 %**	**216,069**	**79.1 %**	**5,704**	**4.6 %**	**117,332**	**95.4 %**	**62,704**	**15.8 %** **333,401** **84.2 %**
United States	**1,517**		**57,063**		**–**		**11,525**		**1,517**	**68,588**
Total	**$ 58,517**		**$ 273,132**		**$ 5,704**		**$ 128,857**		**$ 64,221**	**$ 401,989**
										October 31, 2023
Canada										
Atlantic provinces	$ 2,561	1.0 %	$ 4,557	1.7 %	$ 181	0.2 %	$ 1,938	1.6 %	$ 2,742	0.7 % $ 6,495 1.7 %
British Columbia[4]	8,642	3.3	46,003	17.4	920	0.8	21,642	18.4	9,562	2.5 67,645 17.7
Ontario[4]	22,559	8.6	118,882	45.1	3,126	2.7	64,095	54.4	25,685	6.8 182,977 48.1
Prairies[4]	18,621	7.1	20,385	7.7	1,746	1.5	11,956	10.2	20,367	5.3 32,341 8.5
Québec	7,221	2.7	14,302	5.4	590	0.5	11,424	9.7	7,811	2.0 25,726 6.7
Total Canada	59,604	22.7 %	204,129	77.3 %	6,563	5.7 %	111,055	94.3 %	66,167	17.3 % 315,184 82.7 %
United States	1,439		55,169		–		10,591		1,439	65,760
Total	$ 61,043		$ 259,298		$ 6,563		$ 121,646		$ 67,606	$ 380,944

[1] Geographic location is based on the address of the property mortgaged.
[2] Excludes loans classified as trading as the Bank intends to sell the loans immediately or in the near term, and loans designated at FVTPL for which no allowance is recorded.
[3] Default insurance is contractual coverage for the life of eligible facilities whereby the Bank's exposure to real estate secured lending, all or in part, is protected against potential losses caused by borrower default. It is provided by either government-backed entities or other approved private mortgage insurers.
[4] The territories are included as follows: Yukon is included in British Columbia; Nunavut is included in Ontario; and the Northwest Territories is included in the Prairies region.

The following table provides a summary of the period over which the Bank's residential mortgages would be fully repaid based on the amount of the most recent payment received. All figures are calculated based on current customer payment amounts, including voluntary payments larger than the original contractual amounts and/or other voluntary prepayments. The most recent customer payment amount may exceed the original contractual amount due.

Balances with a remaining amortization longer than 30 years primarily reflect Canadian variable rate mortgages where prior interest rate increases relative to current customer payment levels have resulted in a longer current amortization period. At renewal, the amortization period for Canadian mortgages reverts to the remaining contractual amortization, which may require increased payments.

TABLE 29: RESIDENTIAL MORTGAGES BY REMAINING AMORTIZATION[1,2,3]

	<=5 years	>5 – 10 years	>10 – 15 years	>15 – 20 years	>20 – 25 years	>25 – 30 years	>30 – 35 years	>35 years	Total
									As at October 31, 2024
Canada	**0.8 %**	**2.7 %**	**6.4 %**	**16.8 %**	**33.3 %**	**28.9 %**	**2.4 %**	**8.7 %**	**100.0 %**
United States	**2.3**	**1.3**	**3.4**	**7.6**	**14.2**	**70.2**	**0.5**	**0.5**	**100.0**
Total	**1.0 %**	**2.5 %**	**5.9 %**	**15.1 %**	**29.9 %**	**36.2 %**	**2.1 %**	**7.3 %**	**100.0 %**
									October 31, 2023
Canada	0.8 %	2.7 %	5.7 %	14.1 %	31.5 %	24.6 %	1.4 %	19.2 %	100.0 %
United States	5.3	1.4	3.8	7.8	10.6	69.5	1.1	0.5	100.0
Total	1.6 %	2.5 %	5.3 %	13.0 %	27.8 %	32.6 %	1.4 %	15.8 %	100.0 %

[1] Excludes loans classified as trading as the Bank intends to sell the loans immediately or in the near term, and loans designated at FVTPL for which no allowance is recorded.
[2] Percentage based on outstanding balance.
[3] $15.6 billion or 6% of the mortgage portfolio in Canada (October 31, 2023: $37.4 billion or 14%) relates to mortgages in which the fixed contractual payments are no longer sufficient to cover the interest based on the rates in effect at October 31, 2024 and October 31, 2023, respectively.

TABLE 30: UNINSURED AVERAGE LOAN-TO-VALUE – Newly Originated and Newly Acquired[1,2,3]

	October 31, 2024			For the 12 months ended October 31, 2023		
	Residential mortgages	Home equity lines of credit[4,5]	Total	Residential mortgages	Home equity lines of credit[4,5]	Total
Canada						
Atlantic provinces	**69 %**	**67 %**	**68 %**	70 %	68 %	69 %
British Columbia[6]	**66**	**61**	**64**	66	61	64
Ontario[6]	**67**	**61**	**64**	66	61	64
Prairies[6]	**73**	**69**	**71**	73	70	72
Québec	**69**	**68**	**69**	69	69	69
Total Canada	**68**	**63**	**66**	67	63	65
United States	**73**	**61**	**68**	74	62	71
Total	**69 %**	**63 %**	**66 %**	68 %	63 %	66 %

[1] Geographic location is based on the address of the property mortgaged.
[2] Excludes loans classified as trading as the Bank intends to sell the loans immediately or in the near term, and loans designated at FVTPL for which no allowance is recorded.
[3] Based on house price at origination.
[4] HELOC loan-to-value includes first position collateral mortgage if applicable.
[5] HELOC fixed rate advantage option is included in loan-to-value calculation.
[6] The territories are included as follows: Yukon is included in British Columbia; Nunavut is included in Ontario; and the Northwest Territories is included in the Prairies region.

SOVEREIGN RISK

The following table provides a summary of the Bank's direct credit exposures outside of Canada and the U.S. (Europe excludes United Kingdom).

TABLE 31: TOTAL NET EXPOSURE BY REGION AND COUNTERPARTY

(millions of Canadian dollars)

	Loans and commitments[1]				Derivatives, repos, and securities[2]				Trading and investment portfolio[3]				As at Total
	Corporate	Sovereign	Financial	Total	Corporate	Sovereign	Financial	Total	Corporate	Sovereign	Financial	Total	Exposure[4]
													October 31, 2024
Region													
Europe	**$ 8,490**	**$ 8**	**$ 5,050**	**$ 13,548**	**$ 4,847**	**$ 2,117**	**$ 8,145**	**$ 15,109**	**$ 1,157**	**$ 24,124**	**$ 2,660**	**$ 27,941**	**$ 56,598**
United Kingdom	**8,462**	**3,124**	**2,661**	**14,247**	**3,490**	**1,172**	**13,536**	**18,198**	**866**	**1,691**	**1,104**	**3,661**	**36,106**
Asia	**241**	**30**	**2,412**	**2,683**	**519**	**533**	**2,739**	**3,791**	**290**	**10,486**	**893**	**11,669**	**18,143**
Other[5]	**209**	**–**	**598**	**807**	**370**	**416**	**2,481**	**3,267**	**218**	**1,012**	**3,187**	**4,417**	**8,491**
Total	**$ 17,402**	**$ 3,162**	**$ 10,721**	**$ 31,285**	**$ 9,226**	**$ 4,238**	**$ 26,901**	**$ 40,365**	**$ 2,531**	**$ 37,313**	**$ 7,844**	**$ 47,688**	**$ 119,338**
													October 31, 2023
Region													
Europe	$ 7,577	$ 7	$ 5,324	$ 12,908	$ 3,763	$ 1,945	$ 6,736	$ 12,444	$ 777	$ 25,015	$ 2,001	$ 27,793	$ 53,145
United Kingdom	8,928	7,965	2,131	19,024	2,759	490	13,431	16,680	491	596	257	1,344	37,048
Asia	254	20	2,167	2,441	262	706	2,640	3,608	325	10,728	830	11,883	17,932
Other[5]	233	8	517	758	233	720	2,883	3,836	209	1,205	3,443	4,857	9,451
Total	$ 16,992	$ 8,000	$ 10,139	$ 35,131	$ 7,017	$ 3,861	$ 25,690	$ 36,568	$ 1,802	$ 37,544	$ 6,531	$ 45,877	$ 117,576

[1] Exposures, including interest-bearing deposits with banks, are presented net of impairment charges where applicable.
[2] Exposures are calculated on a fair value basis and presented net of collateral. Derivatives are presented as net exposures where there is an International Swaps and Derivatives Association master netting agreement.
[3] Trading exposures are net of eligible short positions.
[4] In addition to the exposures identified above, the Bank also has $35.5 billion (October 31, 2023 – $40.8 billion) of exposure to supranational entities.
[5] Other regional exposure largely attributable to Australia.

IMPAIRED LOANS

A loan is considered impaired and migrates to Stage 3 when it is 90 days or more past due for retail exposures, rated borrower risk rating (BRR) 9 for non-retail exposures, or when there is objective evidence that there has been a deterioration of credit quality to the extent that the Bank no longer has reasonable assurance as to the timely collection of the full amount of principal and interest. Gross impaired loans excluding ACI loans increased $1,650 million, or 50%, compared with the prior year.

In Canada, impaired loans net of Stage 3 allowances increased by $352 million, or 45% in 2024. Residential mortgages, consumer instalment and other personal loans, and credit cards, had net impaired loans of $512 million, an increase of $136 million, or 36%, compared with the prior year, reflecting credit migration. Business and government impaired loans net of Stage 3 allowances were $622 million, an increase of $216 million, compared with $406 million in the prior year, reflecting an increase in the commercial and Wholesale lending portfolios as new formations outpaced resolutions.

In the U.S., impaired loans net of Stage 3 allowances increased by $753 million, or 50% in 2024. Residential mortgages, consumer instalment and other personal loans, and credit cards, had net impaired loans of $1,118 million, an increase of $133 million, or 14%, compared with the prior year, reflecting credit migration. Business and government net impaired loans were $1,130 million, an increase of $620 million, compared with $510 million in the prior year, reflecting an increase in the commercial lending portfolios as new formations outpaced resolutions, and the impact of foreign exchange.

Geographically, 33% of total net impaired loans were located in Canada and 66% in the U.S. The largest regional concentration of net impaired loans in Canada was in Ontario, representing 24% of total net impaired loans, compared with 23% in the prior year. The largest regional concentration of net impaired loans in the U.S. was in New York, representing 23% of total net impaired loans, compared with 21% in the prior year.

TABLE 32: CHANGES IN GROSS IMPAIRED LOANS AND ACCEPTANCES[1,2,3]

(millions of Canadian dollars)	2024	2023
Personal, Business and Government Loans		
Impaired loans as at beginning of period	**$ 3,299**	$ 2,503
Classified as impaired during the period	**8,655**	5,885
Transferred to performing during the period	**(1,094)**	(931)
Net repayments	**(1,801)**	(1,351)
Disposals of loans	**(158)**	–
Amounts written off	**(3,984)**	(2,846)
Exchange and other movements	**32**	39
Impaired loans as at end of year	**$ 4,949**	$ 3,299

[1] Includes customers' liability under acceptances.
[2] Excludes ACI loans.
[3] Includes loans that are measured at FVOCI.

TABLE 33: IMPAIRED LOANS NET OF STAGE 3 ALLOWANCE FOR LOAN LOSSES BY INDUSTRY SECTOR[1,2,3,4]

(millions of Canadian dollars, except as noted)	Gross impaired loans	Stage 3 allowances for loan losses impaired	Oct. 31 2024 Net impaired loans	As at Oct. 31 2023 Net impaired loans	Percentage of total Oct. 31 2024	Percentage of total Oct. 31 2023
Canada						
Residential mortgages	$ 275	$ 28	$ 247	$ 162	7.2 %	7.1 %
Consumer instalment and other personal						
HELOC	185	31	154	117	4.5	5.1
Indirect auto	132	98	34	30	1.0	1.4
Other	72	48	24	21	0.7	0.9
Credit card[5]	143	90	53	46	1.6	2.0
Total personal	807	295	512	376	15.0	16.5
Real estate						
Residential	53	7	46	6	1.4	0.3
Non-residential	100	25	75	62	2.2	2.7
Total real estate	153	32	121	68	3.6	3.0
Agriculture	56	7	49	13	1.5	0.5
Automotive	160	84	76	14	2.2	0.6
Financial	47	36	11	3	0.3	0.1
Food, beverage, and tobacco	126	96	30	19	0.9	0.8
Forestry	11	4	7	2	0.2	0.1
Government, public sector entities and education	12	8	4	4	0.1	0.2
Health and social services	138	58	80	102	2.4	4.5
Industrial construction and trade contractors	43	16	27	12	0.8	0.5
Metals and mining	22	14	8	15	0.2	0.7
Oil and gas	11	11	–	1	–	–
Power and utilities	–	–	–	–	–	–
Professional and other services	74	43	31	24	0.9	1.1
Retail sector	144	66	78	61	2.3	2.7
Sundry manufacturing and wholesale	100	37	63	14	1.8	0.6
Telecommunications, cable, and media	10	6	4	13	0.1	0.6
Transportation	45	25	20	16	0.6	0.7
Other	25	12	13	25	0.4	1.1
Total business and government	1,177	555	622	406	18.3	17.8
Total Canada	1,984	850	1,134	782	33.3	34.3
United States						
Residential mortgages	490	32	458	399	13.5	17.5
Consumer instalment and other personal						
HELOC	282	22	260	213	7.6	9.4
Indirect auto	309	58	251	215	7.4	9.4
Other	10	5	5	2	0.1	0.1
Credit card[5]	432	288	144	156	4.2	6.9
Total personal	1,523	405	1,118	985	32.8	43.3
Real estate						
Residential	201	10	191	79	5.6	3.5
Non-residential	409	25	384	203	11.3	8.9
Total real estate	610	35	575	282	16.9	12.4
Agriculture	2	–	2	3	0.1	0.1
Automotive	4	–	4	3	0.1	0.1
Financial	1	–	1	1	–	–
Food, beverage, and tobacco	11	1	10	3	0.3	0.1
Forestry	–	–	–	–	–	–
Government, public sector entities and education	62	15	47	2	1.4	0.1
Health and social services	55	6	49	35	1.4	1.6
Industrial construction and trade contractors	38	4	34	18	1.0	0.8
Metals and mining	2	–	2	–	0.1	–
Oil and gas	4	4	–	1	–	–
Power and utilities	98	67	31	–	0.9	–
Professional and other services	165	24	141	52	4.1	2.3
Retail sector	54	8	46	27	1.3	1.2
Sundry manufacturing and wholesale	48	6	42	48	1.2	2.1
Telecommunications, cable, and media	150	45	105	18	3.1	0.8
Transportation	13	1	12	6	0.4	0.3
Other	35	6	29	11	0.9	0.5
Total business and government	1,352	222	1,130	510	33.2	22.4
Total United States	2,875	627	2,248	1,495	66.0	65.7
International	90	65	25	–	0.7	–
Total	$ 4,949	$ 1,542	$ 3,407	$ 2,277	100.0 %	100.0 %
Net impaired loans as a % of common equity			3.27 %	2.25 %		

[1] Includes customers' liability under acceptances.

[2] Presented based on the geographic location of the customer's residence.

[3] Includes loans that are measured at FVOCI.

[4] Excludes ACI loans, debt securities classified as loans under IAS 39, *Financial Instruments: Recognition and Measurement*, and DSAC and debt securities at FVOCI under IFRS 9.

[5] Credit cards are considered impaired when they are 90 days past due and written off at 180 days past due.

TABLE 34: IMPAIRED LOANS NET OF STAGE 3 ALLOWANCE FOR LOAN LOSSES BY GEOGRAPHY [1,2,3,4,5]

(millions of Canadian dollars, except as noted)			As at		Percentage of total	
			October 31 2024	October 31 2023	**October 31 2024**	October 31 2023
	Gross impaired loans	**Stage 3 allowances for loan losses impaired**	**Net impaired loans**	Net impaired loans		
Canada						
Atlantic provinces	**$ 39**	**$ 18**	**$ 21**	$ 22	**0.6 %**	1.0 %
British Columbia [6]	**193**	**63**	**130**	59	**3.8**	2.5
Ontario[6]	**1,463**	**662**	**801**	533	**23.5**	23.4
Prairies [6]	**208**	**72**	**136**	128	**4.0**	5.6
Québec	**81**	**35**	**46**	40	**1.4**	1.8
Total Canada	**1,984**	**850**	**1,134**	782	**33.3**	34.3
United States						
Carolinas (North and South)	**122**	**21**	**101**	74	**3.0**	3.2
Florida	**291**	**49**	**242**	206	**7.1**	9.1
New England [7]	**275**	**43**	**232**	177	**6.8**	7.8
New Jersey	**311**	**51**	**260**	150	**7.6**	6.6
New York	**865**	**95**	**770**	486	**22.6**	21.3
Pennsylvania	**141**	**18**	**123**	56	**3.6**	2.5
Other	**870**	**350**	**520**	346	**15.3**	15.2
Total United States	**2,875**	**627**	**2,248**	1,495	**66.0**	65.7
Total International	**90**	**65**	**25**	–	**0.7**	–
Total	**$ 4,949**	**$ 1,542**	**$ 3,407**	$ 2,277	**100.0 %**	100.0 %
Net impaired loans as a % of net loans			**0.36 %**	0.25 %		

[1] Includes customers' liability under acceptances.
[2] Primarily based on the geographic location of the customer's address.
[3] Includes loans that are measured at FVOCI.
[4] Excludes ACI loans.
[5] Credit cards are considered impaired when they are 90 days past due and written off at 180 days past due.
[6] The territories are included as follows: Yukon is included in British Columbia; Nunavut is included in Ontario; and the Northwest Territories is included in the Prairies region.
[7] The states included in New England are as follows: Connecticut, Maine, Massachusetts, New Hampshire, and Vermont.

ALLOWANCE FOR CREDIT LOSSES

The allowance for credit losses including off-balance sheet positions of $9,141 million as at October 31, 2024, was comprised of Stage 3 allowance for impaired loans of $1,553 million, Stage 2 allowance of $4,675 million, and Stage 1 allowance of $2,909 million, and allowance for debt securities of $4 million. The Stage 1 and 2 allowances are for performing loans and off-balance sheet instruments.

Stage 3 allowances (impaired)

The Stage 3 allowance for loan losses increased $517 million, or 50%, compared with last year, largely reflected in the Business and Government lending portfolios, and the impact of foreign exchange.

Stage 1 and Stage 2 allowances (performing)

As at October 31, 2024, the performing allowance was $7,584 million, up from $7,149 million as at October 31, 2023. The increase this year largely reflected credit conditions, including credit migration, volume growth, and the impact of foreign exchange. The allowance increase included $12 million attributable to the partners' share of the U.S. strategic cards portfolios. The performing allowance for debt securities is flat compared with last year.

Forward-looking information, including macroeconomic variables deemed to be predictive of ECLs based on the Bank's experience, is used to determine ECL scenarios and associated probability weights to determine the probability-weighted ECLs. Each quarter, all base forecast macroeconomic variables are refreshed, resulting in new upside and downside macroeconomic scenarios. The probability weightings assigned to each ECL scenario are also reviewed each quarter and updated as required, as part of the Bank's ECL governance process. As a result of periodic reviews and quarterly updates, the allowance for credit losses may be revised to reflect updates in loss estimates based on the Bank's recent loss experience and its forward-looking views. The Bank periodically reviews the methodology and has performed certain additional quantitative and qualitative portfolio and loan level assessments of significant increase in credit risk. Refer to Note 3 of the Bank's 2024 Consolidated Financial Statements for further details on forward-looking information.

The probability-weighted allowance for credit losses reflects the Bank's forward-looking views. To the extent that certain anticipated effects cannot be fully incorporated into quantitative models, management continues to exercise expert credit judgment in determining the amount of ECLs. Refer to Note 3 of the Bank's 2024 Consolidated Financial Statements for additional detail.

PROVISION FOR CREDIT LOSSES

The PCL is the amount charged to income to bring the total allowance for credit losses, including both Stage 1 and 2 allowances (performing) and Stage 3 allowance (impaired), to a level that management considers adequate to absorb expected and incurred credit-related losses in the Bank's loan portfolio. Provisions are reduced by any recoveries in the year.

In Canada, PCL – impaired related to residential mortgages, consumer instalment and other personal loans, and credit card loans was $1,158 million, an increase of $347 million, or 43%, compared to 2023 reflecting credit migration. PCL – impaired related to business and government loans was $445 million, an increase of $246 million, compared to $199 million in the prior year, reflecting credit migration.

In the U.S., PCL – impaired related to residential mortgages, consumer instalment and other personal loans, and credit card loans was $1,712 million, an increase of $433 million, or 34%, compared to 2023, reflecting credit migration and the impact of foreign exchange. PCL – impaired related to business and government loans was $457 million, an increase of $260 million, compared to $197 million in the prior year, largely reflecting credit migration and the impact of foreign exchange.

Geographically, the largest regional concentration of PCL – impaired in Canada was in Ontario. The largest regional concentration of PCL – impaired in the U.S. was in New York.

The following table provides a summary of provisions charged to the Consolidated Statement of Income.

TABLE 35: PROVISION FOR CREDIT LOSSES[1]				
(millions of Canadian dollars)		**2024**		2023
Provision for credit losses – Stage 3 (impaired)				
Canadian Personal and Commercial Banking	**$**	**1,555**	$	1,013
U.S. Retail		**1,437**		965
Wealth Management and Insurance		**–**		1
Wholesale Banking		**247**		16
Corporate[2]		**638**		491
Total provision for credit losses – Stage 3		**3,877**		2,486
Provision for credit losses – Stage 1 and Stage 2 (performing)				
Canadian Personal and Commercial Banking		**200**		330
U.S. Retail		**95**		(37)
Wealth Management and Insurance		**–**		–
Wholesale Banking		**70**		110
Corporate[2]		**11**		44
Total provision for credit losses – Stage 1 and 2		**376**		447
Provision for credit losses	**$**	**4,253**	$	2,933

[1] Includes PCL for off-balance sheet instruments.
[2] Includes PCL on the retailer program partners' share of the U.S. strategic cards portfolio.

TABLE 36: PROVISION FOR CREDIT LOSSES BY INDUSTRY SECTOR[1,2]

(millions of Canadian dollars, except as noted)	For the years ended		Percentage of total	
	October 31 2024	October 31 2023	**October 31 2024**	October 31 2023
Stage 3 provision for credit losses				
Canada				
Residential mortgages	**$ 9**	$ 9	**0.2 %**	0.4 %
Consumer instalment and other personal				
HELOC	**7**	8	**0.2**	0.3
Indirect auto	**396**	227	**10.2**	9.1
Other	**244**	188	**6.3**	7.6
Credit card	**502**	379	**12.9**	15.2
Total personal	**1,158**	811	**29.8**	32.6
Real estate				
Residential	**2**	1	**–**	–
Non-residential	**19**	12	**0.5**	0.5
Total real estate	**21**	13	**0.5**	0.5
Agriculture	**7**	1	**0.2**	–
Automotive	**69**	14	**1.8**	0.6
Financial	**37**	–	**1.0**	–
Food, beverage, and tobacco	**81**	16	**2.1**	0.6
Forestry	**3**	–	**0.1**	–
Government, public sector entities, and education	**–**	–	**–**	–
Health and social services	**18**	40	**0.4**	1.6
Industrial construction and trade	**24**	14	**0.6**	0.6
Metals and mining	**4**	–	**0.1**	–
Oil and gas	**–**	(1)	**–**	–
Power and utilities	**–**	–	**–**	–
Professional and other services	**30**	19	**0.8**	0.8
Retail sector	**44**	11	**1.1**	0.4
Sundry manufacturing and wholesale	**63**	8	**1.6**	0.3
Telecommunications, cable, and media	**3**	4	**0.1**	0.2
Transportation	**31**	5	**0.8**	0.2
Other	**10**	55	**0.3**	2.2
Total business and government	**445**	199	**11.5**	8.0
Total Canada	**1,603**	1,010	**41.3**	40.6
United States				
Residential mortgages	**(2)**	(2)	**(0.1)**	(0.1)
Consumer instalment and other personal				
HELOC	**3**	(2)	**0.1**	(0.1)
Indirect auto	**355**	205	**9.2**	8.2
Other	**233**	222	**6.0**	9.0
Credit card	**1,123**	856	**29.0**	34.4
Total personal	**1,712**	1,279	**44.2**	51.4
Real estate				
Residential	**13**	2	**0.3**	0.1
Non-residential	**89**	80	**2.3**	3.2
Total real estate	**102**	82	**2.6**	3.3
Agriculture	**1**	–	**–**	–
Automotive	**4**	3	**0.1**	0.1
Financial	**1**	(2)	**–**	(0.1)
Food, beverage, and tobacco	**10**	–	**0.3**	–
Government, public sector entities, and education	**17**	–	**0.5**	–
Health and social services	**6**	5	**0.2**	0.2
Industrial construction and trade	**18**	5	**0.5**	0.2
Metals and mining	**–**	(1)	**–**	–
Oil and gas	**–**	–	**–**	–
Power and utilities	**65**	–	**1.7**	–
Professional and other services	**47**	16	**1.2**	0.6
Retail sector	**29**	9	**0.7**	0.4
Sundry manufacturing and wholesale	**39**	36	**1.0**	1.5
Telecommunications, cable, and media	**53**	16	**1.4**	0.6
Transportation	**9**	4	**0.2**	0.2
Other	**56**	24	**1.4**	1.0
Total business and government	**457**	197	**11.8**	8.0
Total United States	**2,169**	1,476	**56.0**	59.4
International	**105**	–	**2.7**	–
Total excluding other loans	**3,877**	2,486	**100.0**	100.0
Other loans				
Debt securities at amortized cost and FVOCI	**–**	–	**–**	–
Purchased credit-impaired loans[3]	**–**	–	**–**	–
Total other loans	**–**	–	**–**	–
Total Stage 3 provision for credit losses	**$ 3,877**	$ 2,486	**100.0 %**	100.0 %
Stage 1 and 2 provision for credit losses				
Personal, business, and government	**$ 376**	$ 447		
Debt securities at amortized cost and FVOCI	**–**	–		
Total Stage 1 and 2 provision for credit losses	**376**	447		
Total provision for credit losses	**$ 4,253**	$ 2,933		

[1] Primarily based on the geographic location of the customer's address.
[2] Includes loans that are measured at FVOCI.
[3] Includes all FDIC covered loans and other ACI loans.

TABLE 37: PROVISION FOR CREDIT LOSSES BY GEOGRAPHY [1,2,3]

(millions of Canadian dollars, except as noted)	*For the years ended*		*Percentage of total*	
	October 31 2024	October 31 2023	**October 31 2024**	October 31 2023
Canada				
Atlantic provinces	**$ 63**	$ 49	**1.5 %**	1.7 %
British Columbia [4]	**186**	116	**4.4**	4.0
Ontario [4]	**938**	551	**22.0**	18.8
Prairies [4]	**276**	203	**6.5**	6.9
Québec	**140**	91	**3.3**	3.1
Total Canada	**1,603**	1,010	**37.7**	34.5
United States				
Carolinas (North and South)	**93**	68	**2.2**	2.3
Florida	**242**	173	**5.7**	5.9
New England [5]	**186**	135	**4.4**	4.6
New Jersey	**158**	109	**3.7**	3.7
New York	**328**	262	**7.7**	9.0
Pennsylvania	**79**	53	**1.8**	1.8
Other [6]	**1,083**	676	**25.5**	23.0
Total United States	**2,169**	1,476	**51.0**	50.3
International	**105**	–	**2.5**	–
Total excluding other loans	**3,877**	2,486	**91.2**	84.8
Other loans [7]	**–**	–	**–**	–
Total Stage 3 provision for credit losses (impaired)	**3,877**	2,486	**91.2**	84.8
Stage 1 and 2 provision for credit losses	**376**	447	**8.8**	15.2
Total provision for credit losses	**$ 4,253**	$ 2,933	**100.0 %**	100.0 %

Provision for credit losses as a % of average net loans and acceptances [6]	**October 31 2024**	October 31 2023
Canada		
Residential mortgages	**– %**	– %
Credit card, consumer instalment and other personal	**0.62**	0.46
Business and government	**0.25**	0.12
Total Canada	**0.25**	0.17
United States		
Residential mortgages	**–**	–
Credit card, consumer instalment and other personal	**2.43**	1.96
Business and government	**0.28**	0.13
Total United States	**0.75**	0.54
International	**2.49**	–
Total excluding other loans	**0.42**	0.28
Other loans	**–**	–
Total Stage 3 provision for credit losses (impaired)	**0.42**	0.28
Stage 1 and 2 provision for credit losses	**0.04**	0.05
Total provision for credit losses as a % of average net loans and acceptances	**0.46 %**	0.34 %

[1] Primarily based on the geographic location of the customer's address.
[2] Includes loans that are measured at FVOCI.
[3] Includes customers' liability under acceptances.
[4] The territories are included as follows: Yukon is included in British Columbia; Nunavut is included in Ontario; and Northwest Territories is included in the Prairies region.
[5] The states included in New England are as follows: Connecticut, Maine, Massachusetts, New Hampshire, and Vermont.
[6] Includes PCL attributable to other states/regions including those outside TD's core U.S. geographic footprint.
[7] Other loans include ACI.

Capital Position

TABLE 38: CAPITAL STRUCTURE AND RATIOS – Basel III				
(millions of Canadian dollars, except as noted)		**2024**		2023
Common Equity Tier 1 Capital				
Common shares plus related contributed surplus	**$**	**25,543**	$	25,522
Retained earnings		**70,826**		73,044
Accumulated other comprehensive income		**7,904**		2,750
Common Equity Tier 1 Capital before regulatory adjustments		**104,273**		101,316
Common Equity Tier 1 Capital regulatory adjustments				
Goodwill (net of related tax liability)		**(18,645)**		(18,424)
Intangibles (net of related tax liability)		**(2,921)**		(2,606)
Deferred tax assets excluding those arising from temporary differences		**(212)**		(207)
Cash flow hedge reserve		**3,015**		5,571
Shortfall of provisions to expected losses		**–**		–
Gains and losses due to changes in own credit risk on fair valued liabilities		**(193)**		(379)
Defined benefit pension fund net assets (net of related tax liability)		**(731)**		(908)
Investment in own shares		**(21)**		(21)
Non-significant investments in the capital of banking, financial, and insurance entities, net of eligible short positions (amount above 10% threshold)		**(1,835)**		(1,976)
Significant investments in the common stock of banking, financial, and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions (amount above 10% threshold)		**–**		–
Equity investments in funds subject to the fall-back approach		**(32)**		(49)
Other deductions or regulatory adjustments to CET1 as determined by OSFI		**16**		–
Total regulatory adjustments to Common Equity Tier 1 Capital		**(21,559)**		(18,999)
Common Equity Tier 1 Capital		**82,714**		82,317
Additional Tier 1 Capital instruments				
Directly issued qualifying Additional Tier 1 instruments plus stock surplus		**10,887**		10,791
Additional Tier 1 Capital instruments before regulatory adjustments		**10,887**		10,791
Additional Tier 1 Capital instruments regulatory adjustments				
Non-significant investments in the capital of banking, financial, and insurance entities, net of eligible short positions (amount above 10% threshold)		**(3)**		(6)
Significant investments in the capital of banking, financial, and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions		**(350)**		(350)
Total regulatory adjustments to Additional Tier 1 Capital		**(353)**		(356)
Additional Tier 1 Capital		**10,534**		10,435
Tier 1 Capital		**93,248**		92,752
Tier 2 Capital instruments and provisions				
Directly issued qualifying Tier 2 instruments plus related stock surplus		**11,273**		9,424
Collective allowances		**1,512**		1,964
Tier 2 Capital before regulatory adjustments		**12,785**		11,388
Tier 2 regulatory adjustments				
Investment in own Tier 2 instruments		**–**		–
Non-significant investments in the capital of banking, financial, and insurance entities, net of eligible short positions (amount above 10% threshold)[1]		**(224)**		(196)
Non-significant investments in the other TLAC-eligible instruments issued by G-SIBs and Canadian D-SIBs, where the institution does not own more than 10% of the issued common share capital of the entity: amount previously designated for the 5% threshold but that no longer meets the conditions		**(64)**		(136)
Significant investments in the capital of banking, financial, and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions		**–**		(160)
Total regulatory adjustments to Tier 2 Capital		**(288)**		(492)
Tier 2 Capital		**12,497**		10,896
Total Capital	**$**	**105,745**	$	103,648
Risk-weighted assets	**$**	**630,900**	$	571,161
Capital Ratios and Multiples				
Common Equity Tier 1 Capital (as percentage of risk-weighted assets)		**13.1 %**		14.4 %
Tier 1 Capital (as percentage of risk-weighted assets)		**14.8**		16.2
Total Capital (as percentage of risk-weighted assets)		**16.8**		18.1
Leverage ratio[2]		**4.2**		4.4

[1] Includes other TLAC-eligible instruments issued by global systemically important banks (G-SIBs) and Canadian domestic systemically important banks (D-SIBs) that are outside the scope of regulatory consolidation, where the institution does not own more than 10% of the issued common share capital of the entity.

[2] The Leverage ratio is calculated as Tier 1 Capital divided by leverage exposure, as defined in the "Regulatory Capital" section of this document.

THE BANK'S CAPITAL MANAGEMENT OBJECTIVES

The Bank's capital management objectives are:

- To maintain an adequate level of capital based on the Bank's risk profile as determined by:
  - the Bank's Risk Appetite Statement (RAS);
  - capital requirements defined by relevant regulatory authorities; and
  - the Bank's internal assessment of capital requirements, including stress test analysis, consistent with the Bank's risk profile and risk tolerance levels.
- Manage capital levels, in order to:
  - insulate the Bank from unexpected loss events;
  - maintain stakeholder confidence in the Bank;
  - establish that the Bank has adequate capital under a severe but plausible stress event; and
  - support and facilitate business growth and/or strategic deployment consistent with the Bank's strategy and risk appetite.
- To have the most economic weighted-average cost of capital achievable, while preserving the appropriate mix of capital elements to meet targeted capitalization levels.
- To support strong external debt ratings, in order to manage the Bank's overall cost of funds and to maintain access to required funding (in the event of unexpected loss or business growth).
- To maintain a robust capital planning process and framework to support capital funding decisions such as issuances, redemptions and distributions which in turn support the Bank's capital adequacy.

These objectives are applied in a manner consistent with the Bank's overall objective of providing a satisfactory return on shareholders' equity.

CAPITAL SOURCES

The Bank's capital is primarily derived from common shareholders and retained earnings. Other sources of capital include the Bank's preferred shareholders, limited recourse capital noteholders, perpetual subordinated capital noteholders, and holders of the Bank's subordinated debt.

CAPITAL MANAGEMENT

The Treasury and Balance Sheet Management (TBSM) group manages capital for the Bank and is responsible for forecasting and monitoring compliance with capital targets, recommending capital management actions, managing the internal capital adequacy assessment process (ICAAP), and developing and maintaining capital management policies. Oversight of capital management is provided by Risk Management and the Asset/Liability and Capital Committee (ALCO). The Board of Directors (the Board) is ultimately responsible for oversight of capital adequacy risk management.

The Bank continues to hold sufficient capital levels to provide flexibility to support organic growth and strategic priorities. Strong capital ratios are the result of the Bank's internal capital generation, management of the balance sheet, and periodic issuance of capital securities.

ECONOMIC CAPITAL

Economic capital, an internal measure of capital requirements, is a key component of the Bank's internal assessment of capital adequacy. The Economic capital framework requires assessment of all material risks to the Bank and determination of the amount of risk-based capital required to cover unexpected losses from the Bank's business operations in a manner consistent with the Bank's capital management objectives. The internal models used to perform this assessment are described in the "Managing Risk" section of this document.

The Bank operates its capital regime under the Basel Capital Framework. Consequently, in addition to addressing Pillar 1 risks covering credit risk, market risk, and operational risk, the Bank's economic capital framework captures other material Pillar 2 risks including non-trading market risk (interest rate risk in the banking book), additional credit risk due to concentration (commercial and wholesale portfolios), and "Other risks", such as business risk, insurance risk, and risks associated with significant investments. The framework also captures diversification benefits across risk types and business segments.

Please refer to the "Economic Capital and Risk-Weighted Assets by Segment" section for a business segment breakdown of the Bank's economic capital.

REGULATORY CAPITAL

Capital requirements established by the Basel Committee on Banking Supervision (BCBS) are commonly referred to as Basel III. Under Basel III, Total Capital consists of three components, namely CET1, Additional Tier 1, and Tier 2 Capital. Risk sensitive regulatory capital ratios are calculated by dividing CET1, Tier 1, and Total Capital by risk-weighted assets (RWA), inclusive of any minimum requirements outlined under the regulatory floor. Basel III also introduced a non-risk sensitive leverage ratio to act as a supplementary measure to the risk-sensitive capital requirements. The leverage ratio is calculated by dividing Tier 1 Capital by leverage exposure which is primarily comprised of on-balance sheet assets with adjustments made to derivative and securities financing transaction exposures, and credit equivalent amounts of off-balance sheetexposures. TD manages its regulatory capital in accordance with OSFI's implementation of the Basel III Capital Framework.

OSFI's Capital Requirements under Basel III

OSFI's CAR and LR guidelines detail how the Basel III capital rules apply to Canadian banks.

The Domestic Stability Buffer (DSB) level increased from 3% to 3.5% as of November 1, 2023. The 50 bps increase reflects OSFI's view of appropriate actions to enhance the resilience of Canada's largest banks. Currently, the DSB can range from 0 to 4%, with the effective level adjusted by OSFI in response to developments in Canada's financial system and the broader economy.

On February 1, 2023, OSFI implemented revised capital rules that incorporate the Basel III reforms with adjustments to make them suitable for domestic implementation. These revised rules include changes to the calculation of credit risk and operational risk requirements, and amendments to the LR Guideline to include a requirement for domestic systemically important banks (D-SIBs) to hold a leverage ratio buffer of 0.50% in addition to the regulatory minimum requirement of 3.0%. The LR buffer requirement also applies to the TLAC leverage ratio. On November 1, 2023, OSFI implemented the second and final phase of the Basel III reforms relating to the calculation of credit valuation adjustment (CVA) and market risk RWA requirements. In addition, effective November 1, 2023, the regulatory capital floor transitioned to 67.5% of RWA for fiscal 2024 from 65% of RWA in fiscal 2023.

On November 1, 2023, the Bank implemented OSFI's Parental Stand-Alone (Solo) Total Loss Absorbing Capacity (TLAC) Framework for D-SIBs, which establishes a risk-based measure intended to ensure that a non-viable D-SIB has sufficient loss absorbing capacity on a stand-alone, legal entity basis to support its resolution. The Bank is compliant with the requirements set out in this framework.

The table below summarizes OSFI's published regulatory minimum capital targets for the Bank as at October 31, 2024.

REGULATORY CAPITAL AND TLAC TARGET RATIOS

	Minimum	Capital Conservation Buffer	D-SIB / G-SIB Surcharge[1]	Pillar 1 Regulatory Target[2]	DSB	Pillar 1 & 2 Regulatory Target
CET1	4.5 %	2.5 %	1.0 %	8.0 %	3.5 %	11.5 %
Tier 1	6.0	2.5	1.0	9.5	3.5	13.0
Total Capital	8.0	2.5	1.0	11.5	3.5	15.0
Leverage	3.0	n/a[3]	0.5	3.5	n/a	3.5
TLAC	18.0	2.5	1.0	21.5	3.5	25.0
TLAC Leverage	6.75	n/a	0.50	7.25	n/a	7.25

[1] The higher of the D-SIB and G-SIB surcharge applies to risk weighted capital. The D-SIB surcharge is currently equivalent to the Bank's 1% G-SIB additional common equity requirement for risk weighted capital. The G-SIB surcharge may increase above 1% if the Bank's G-SIB score increases above certain thresholds to a maximum of 4.5%. OSFI's LR Guideline includes a requirement for D-SIBs to hold a leverage ratio buffer set at 50% of a D-SIB's higher loss absorbency risk-weighted requirements, effectively 0.50%. This buffer also applies to the TLAC Leverage ratio.

[2] The Bank's countercyclical buffer requirement is 0% as of October 31, 2024.

[3] Not applicable.

Capital Position and Capital Ratios

The Basel framework allows qualifying banks to determine capital levels consistent with the way they measure, manage, and mitigate risks. It specifies methodologies for the measurement of credit, trading market, and operational risks. The Bank uses the Internal Ratings-Based approaches to credit risk for all material portfolios.

For accounting purposes, IFRS is followed for consolidation of subsidiaries and joint ventures. For regulatory capital purposes, all subsidiaries of the Bank are consolidated except for insurance subsidiaries which are deconsolidated and follow prescribed treatment as per OSFI's CAR guidelines. Insurance subsidiaries are subject to their own capital adequacy reporting, such as OSFI's Minimum Capital Test for General Insurance and Life Insurance Capital Adequacy Test for Life and Health.

Some of the Bank's subsidiaries are individually regulated by either OSFI or other regulators. Many of these entities have minimum capital requirements which may limit the Bank's ability to repatriate or redeploy capital or funds for other uses.

The impact to CET1 capital upon adoption of IFRS 17 is immaterial to the Bank.

As at October 31, 2024, the Bank's CET1, Tier 1, and Total Capital ratios were 13.1%, 14.8%, and 16.8%, respectively. The decrease in the Bank's CET1 Capital ratio from 14.4% as at October 31, 2023, was primarily attributable to the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program, common shares repurchased for cancellation, and RWA growth across various segments. CET1 was also impacted by regulatory changes related to the Fundamental Review of the Trading Book and negatively amortizing mortgages and the FDIC special assessment booked in the fiscal year. The impact of the foregoing items was partially offset by internal capital generation, the sale of TD's common share holdings in Schwab and First Horizon, and the issuance of common shares pursuant to the Bank's dividend reinvestment plan. In the fourth quarter of fiscal 2024: (i) the operational risk RWA impact from the Bank's provisions for investigations into the Bank's U.S. BSA/AML program had a negative 35 basis point impact on the Bank's CET1 ratio, which is reported on a one-quarter lag basis consistent with the Basel III reforms; (ii) the Bank's sale of 40.5 million Schwab shares had a positive 54 basis point impact on the Bank's CET1 ratio; and (iii) U.S. balance sheet restructuring activities had a negative 4 basis point impact on the Bank's CET1 ratio.

As at October 31, 2024, the Bank's leverage ratio was 4.2%. Compared with the Bank's leverage ratio of 4.4% at October 31, 2023, the decrease was attributable primarily to increased leverage exposures across various segments, largely driven by the expiration of the temporary exclusion of central bank reserves in determining leverage exposure, common shares repurchased for cancellation, and an increase in the goodwill and intangibles deduction related to the Cowen acquisition, partially offset by organic capital growth and the issuance of common shares pursuant to the Bank's dividend reinvestment plan.

Common Equity Tier 1 Capital

CET1 Capital was $82.7 billion as at October 31, 2024. Capital management funding activities during the year included common share issuance of $0.6 billion under the dividend reinvestment plan and from stock option exercises, offset by common shares repurchased of $0.7 billion.

Tier 1 and Tier 2 Capital

Tier 1 Capital was $93.2 billion as at October 31, 2024, consisting of CET1 Capital and Additional Tier 1 Capital of $82.7 billion and $10.5 billion, respectively. The Bank's Tier 1 Capital management activities during the year consisted of the issue and redemption of Tier 1-qualifying capital instruments as follows:

- On April 30, 2024, the Bank redeemed all of its 14 million outstanding Class A Preferred Shares Series 22, at a redemption price of $25.00 per share, for a total redemption cost of $350 million.
- On July 3, 2024, the Bank issued US$750 million Limited Recourse Capital Notes (LRCN) Series 4, which bear interest at a rate of 7.25 per cent annually for the initial period ending July 31, 2029. Thereafter, the interest rate will reset every five years at the prevailing 5-year U.S. Treasury Rate plus 2.977 per cent. LRCN Series 4 will mature on July 31, 2084. Concurrently with the issuance of the LRCNs, the Bank issued 750,000 Preferred Shares Series 31. The Preferred Shares Series 31 are eliminated on the Bank's consolidated financial statements.
- On July 31, 2024, the Bank redeemed all of its 20 million outstanding Class A Preferred Shares Series 3, at a redemption price of $25.00 per share, for a total redemption cost of approximately $500 million.
- On July 31, 2024, the Bank redeemed all of its 18 million outstanding Class A Preferred Shares Series 24, at a redemption price of $25.00 per share, for a total redemption cost of approximately $450 million.
- On July 10, 2024, the Bank issued SGD 310 million of Perpetual Subordinated Additional Tier 1 Capital Notes ("Perpetual Notes"). The Perpetual Notes will bear interest at a rate of 5.7 per cent annually for the initial period ending July 31, 2029. Thereafter, the interest rate will reset every five years at a rate equal to the 5-year SORA-OIS Rate plus 2.652 per cent. The Perpetual Notes have no scheduled maturity or redemption date.

Tier 2 Capital was $12.5 billion as at October 31, 2024. Tier 2 Capital management activities during the year consisted of the issue and redemption of Tier 2-qualifying capital instruments as follows:

- On April 9, 2024, the Bank issued $1.75 billion of 5.177% Subordinated Notes. The notes bear interest at a fixed rate of 5.177% per annum until April 9, 2029, and daily compounded CORRA plus 1.53% thereafter until maturity on April 9, 2034.
- On July 25, 2024, the Bank redeemed all of its outstanding $1.5 billion 3.224% Subordinated Notes due July 25, 2029, at par plus accrued and unpaid interest.
- On September 10, 2024, the Bank issued US$1 billion of 5.164% Subordinated Notes. The notes bear interest at a fixed rate of 5.146% per annum until September 10, 2029, and the 5-year U.S. Treasury Rate plus 1.500% thereafter until maturity on September 10, 2034.
- On October 30, 2024, the Bank issued JPY 20 billion of 1.601% Subordinated Notes. The notes bear interest at a fixed rate of 1.601% per annum until October 30, 2029, and at the 5-year Japanese Government Bond rate plus 1.032% thereafter, until maturity on October 30, 2034.

INTERNAL CAPITAL ADEQUACY ASSESSMENT PROCESS

The Bank's Internal Capital Adequacy Assessment Process (ICAAP) is an integrated enterprise-wide process that encompasses the governance, management, and control of risk and capital functions within the Bank. It provides a framework for relating risks to capital requirements through the Bank's capital modelling and stress testing practices which help inform the Bank's overall capital adequacy requirements.

The ICAAP is led by TBSM with support from numerous functional areas who collectively help assess the Bank's internal capital adequacy. This assessment evaluates the capacity to bear risk in alignment with the Bank's risk profile and RAS. TBSM assesses and monitors the overall adequacy of the Bank's available capital in relation to both internal and regulatory capital requirements under normal and stressed conditions.

NVCC Provision

If an NVCC trigger event were to occur, for all series of Class A First Preferred Shares excluding the preferred shares issued with respect to LRCNs, the maximum number of common shares that could be issued, assuming there are no declared and unpaid dividends on the respective series of preferred shares at the time of conversion, would be 0.8 billion in aggregate.

The LRCNs, by virtue of the recourse to the preferred shares held in the Limited Recourse Trust, include NVCC provisions. For LRCNs, if an NVCC trigger were to occur, the maximum number of common shares that could be issued, assuming there are no declared and unpaid dividends on the preferred shares series issued in connection with such LRCNs, would be 1.3 billion in aggregate.

For NVCC subordinated notes and debentures (including Perpetual Notes), if an NVCC trigger event were to occur, the maximum number of common shares that could be issued, assuming there is no accrued and unpaid interest on the respective subordinated notes and debentures, would be 3.5 billion in aggregate.

DIVIDEND RESTRICTIONS

The Bank is prohibited by the *Bank Act (Canada)* from declaring dividends on its preferred or common shares if there are reasonable grounds for believing that the Bank is, or the payment would cause the Bank to be, in contravention of the capital adequacy and liquidity regulations of the *Bank Act (Canada)* or directions of OSFI. The Bank does not anticipate that this condition will restrict it from paying dividends in the normal course of business. In addition, the ability to pay dividends on common shares without the approval of the holders of the outstanding preferred shares is restricted unless all dividends on the preferred shares have been declared and paid or set apart for payment. Currently, these limitations do not restrict the payment of dividends on common shares or preferred shares.

DIVIDENDS

On December 4, 2024, the Board approved a dividend in an amount of one dollar and five cents ($1.05) per fully paid common share in the capital stock of the Bank for the quarter ending January 31, 2025, payable on and after January 31, 2025, to shareholders of record at the close of business on January 10, 2025.

At October 31, 2024, the quarterly dividend was $1.02 per common share. Common share cash dividends declared and paid during the year totalled $4.08 per share (2023 – $3.84), representing a payout ratio of 52.1%, slightly above the Bank's target payout range of 40-50% of adjusted earnings. For cash dividends payable on the Bank's preferred shares, refer to Note 20 of the 2024 Consolidated Financial Statements. As at October 31, 2024, 1,750 million common shares were outstanding (2023 – 1,791 million).

DIVIDEND REINVESTMENT PLAN

The Bank offers a dividend reinvestment plan for its common shareholders. Participation in the plan is optional and under the terms of the plan, cash dividends on common shares are used to purchase additional common shares. At the option of the Bank, the common shares may be issued from treasury at an average market price based on the last five trading days before the date of the dividend payment, with a discount of between 0% to 5% at the Bank's discretion or purchased from the open market at market price.

During the year ended October 31, 2024, under the dividend reinvestment plan, the Bank issued 6.6 million common shares from treasury with no discount. During the year ended October 31, 2023, under the dividend reinvestment plan, the Bank issued 3.7 million common shares from treasury with no discount and 16.8 million common shares with a 2% discount.

NORMAL COURSE ISSUER BID

On August 28, 2023, the Bank announced that the Toronto Stock Exchange (TSX) and OSFI approved a normal course issuer bid (NCIB) to repurchase for cancellation up to 90 million of its common shares. The NCIB commenced on August 31, 2023, and during the year ended October 31, 2024, the Bank repurchased 49.4 million common shares under the NCIB at an average price of $80.15 per share for a total amount of $4.0 billion. From the commencement of the NCIB to October 31, 2024, the Bank repurchased 71.4 million shares under the program.

RISK-WEIGHTED ASSETS

Based on Basel III, RWA are calculated for each of credit risk, market risk, and operational risk. Details of the Bank's RWA are included in the following table.

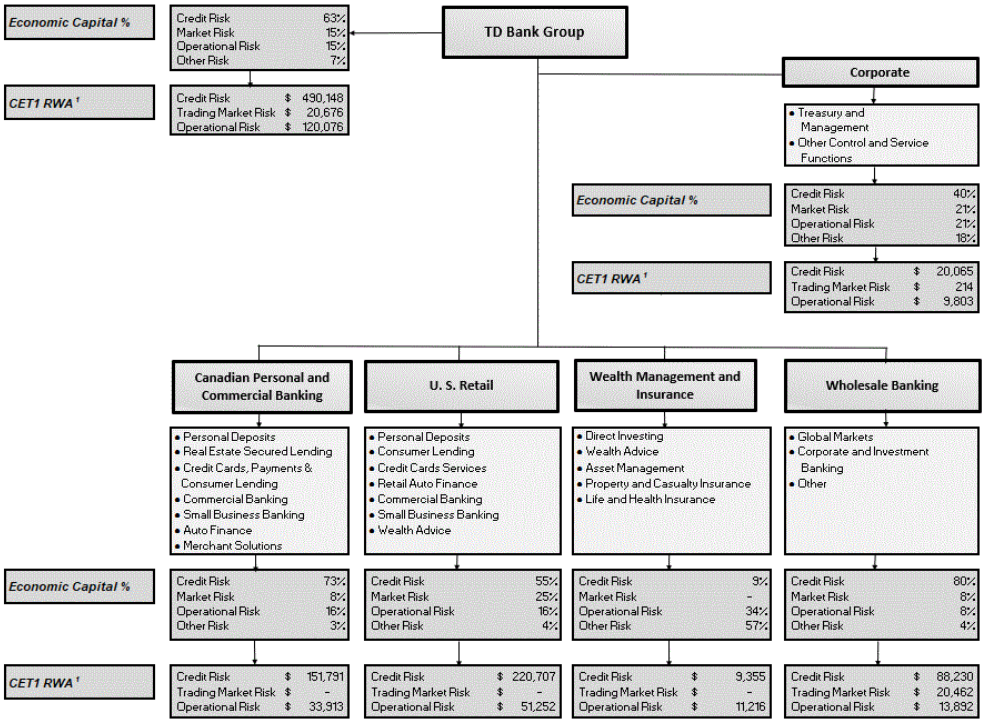
TABLE 39: RISK-WEIGHTED ASSETS

(millions of Canadian dollars)		*As at*
	October 31, 2024	October 31, 2023
Credit risk		
Retail		
Residential secured	**$ 58,215**	$ 53,611
Qualifying revolving retail	**40,186**	39,834
Other retail	**53,929**	45,298
Non-retail		
Corporate	**222,370**	211,479
Sovereign	**12,929**	13,656
Bank	**11,555**	14,080
Securitization exposures	**16,524**	16,652
Subordinated debt, equity, and other capital instruments	**37,986**	34,655
Other assets	**36,454**	37,867
Exposures subject to standardized or Internal Ratings-Based (IRB) approaches	**490,148**	467,132
Total credit risk	**490,148**	467,132
Market risk	**20,676**	16,952
Operational risk[1]	**120,076**	87,077
Total	**$ 630,900**	$ 571,161

[1] Increase in Operational Risk RWA is primarily driven by the charges for the global resolution of the investigations into the Bank's U.S. BSA/AML program as well as the business growth.

ECONOMIC CAPITAL AND RISK-WEIGHTED ASSETS BY SEGMENT

The following chart provides a breakdown of the Bank's RWA and economic capital as at October 31, 2024. RWA reflects capital requirements assessed based on regulatory prescribed rules for credit risk, trading market risk, and operational risk. Economic capital reflects the Bank's internal view of capital requirements for these risks as well as risks not captured within the assessment of RWA as described in the "Economic Capital" section of this document. The results shown in the chart do not reflect attribution of goodwill and intangibles. For additional information on the risks highlighted below, refer to the "Managing Risk" section of this document.



[1] Amounts are in millions of Canadian dollars

TABLE 40: EQUITY AND OTHER SECURITIES[1]

(millions of shares/units and millions of Canadian dollars, except as noted)

	October 31, 2024		As at October 31, 2023	
	Number of shares/units	**Amount**	Number of shares/units	Amount
Common shares				
Common shares outstanding	**1,750.3**	**$ 25,373**	1,791.4	$ 25,434
Treasury – common shares	**(0.2)**	**(17)**	(0.7)	(64)
Total common shares	**1,750.1**	**$ 25,356**	1,790.7	$ 25,370
Stock options				
Vested	**5.4**		5.1	
Non-vested	**9.3**		9.0	
Preferred shares – Class A				
Series 1[2,3]	**20.0**	**$ 500**	20.0	$ 500
Series 3[4]	**–**	**–**	20.0	500
Series 5	**20.0**	**500**	20.0	500
Series 7	**14.0**	**350**	14.0	350
Series 9	**8.0**	**200**	8.0	200
Series 16	**14.0**	**350**	14.0	350
Series 18	**14.0**	**350**	14.0	350
Series 22[5]	**–**	**–**	14.0	350
Series 24[6]	**–**	**–**	18.0	450
Series 27	**0.8**	**850**	0.8	850
Series 28	**0.8**	**800**	0.8	800
	91.6	**$ 3,900**	143.6	$ 5,200
Other equity instruments[7]				
Limited Recourse Capital Notes – Series 1	**1.8**	**1,750**	1.8	1,750
Limited Recourse Capital Notes – Series 2	**1.5**	**1,500**	1.5	1,500
Limited Recourse Capital Notes – Series 3[8]	**1.7**	**2,403**	1.7	2,403
Limited Recourse Capital Notes – Series 4[8,9]	**0.7**	**1,023**	–	–
Perpetual Subordinated Capital Notes – Series 2023-9 [10]	**0.1**	**312**	–	–
	97.4	**$ 10,888**	148.6	$ 10,853
Treasury – preferred shares and other equity instruments	**(0.2)**	**(18)**	(0.1)	(65)
Total preferred shares and other equity instruments	**97.2**	**$ 10,870**	148.5	$ 10,788

[1] For further details, including the conversion and exchange features, distributions, and significant terms and conditions, refer to Note 20 of the Bank's 2024 Consolidated Financial Statements.

[2] On September 23, 2024, TD announced that it does not intend to exercise its right to redeem all or any part of the currently outstanding 20 million Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares, Series 1 (Non-Viability Contingent Capital (NVCC)) ("Series 1 Shares") of TD on October 31, 2024.

[3] On October 16, 2024, the Bank announced that none of its 20 million Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares, Series 1 NVCC ("Series 1 Shares") would be converted on October 31, 2024 into Non-Cumulative Floating Rate Class A First Preferred Shares, Series 2 NVCC of TD. As previously announced on October 16, 2024, the dividend rate for the Series 1 Shares for the 5-year period from and including October 31, 2024 to but excluding October 31, 2029 will be 4.97%.

[4] On July 31, 2024, the Bank redeemed all of its 20 million outstanding Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares NVCC, Series 3 ("Series 3 Preferred Shares"), at a redemption price of $25.00 per Series 3 Preferred Share, for a total redemption cost of approximately $500 million.

[5] On April 30, 2024, the Bank redeemed all of its 14 million outstanding Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares NVCC, Series 22 ("Series 22 Preferred Shares"), at a redemption price of $25.00 per Series 22 Preferred Share, for a total redemption cost of $350 million.

[6] On July 31, 2024, the Bank redeemed all of its 18 million outstanding Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares NVCC, Series 24 ("Series 24 Preferred Shares"), at a redemption price of $25.00 per Series 24 Preferred Share, for a total redemption cost of approximately $450 million.

[7] For other equity instruments, the number of shares/units represents the number of notes issued.

[8] For LRCNs – Series 3 and Series 4, the amount represents the Canadian dollar equivalent of the US dollar notional amount.

[9] On July 3, 2024, the Bank issued US$750 million 7.250% Fixed Rate Reset Limited Recourse Capital Notes, Series 4 NVCC (the "LRCNs"). The LRCNs will bear interest at a rate of 7.250 per cent annually, payable quarterly, for the initial period ending on, but excluding, July 31, 2029. Thereafter, the interest rate on the LRCNs will reset every five years at a rate equal to the prevailing U.S. Treasury Rate plus 2.977 per cent. The LRCNs will mature on July 31, 2084. Concurrently with the issuance of the LRCNs, the Bank issued 750,000 Non-Cumulative 7.250% Fixed Rate Reset Preferred Shares, Series 31 NVCC ("Preferred Shares Series 31"). The Preferred Shares Series 31 are eliminated on the Bank's consolidated financial statements.

[10] On July 10, 2024, the Bank issued SGD 310 million of Fixed Rate Reset Perpetual Subordinated Additional Tier 1 Capital Notes, Series 2023-9 NVCC (the "AT1 Perpetual Notes"). The AT1 Perpetual Notes will bear interest at a rate of 5.700 per cent annually, payable semi-annually, for the initial period ending on, but excluding, July 31, 2029. Thereafter, the interest rate on the AT1 Perpetual Notes will reset every five years at a rate equal to the prevailing 5-year SORA-OIS Rate plus 2.652 per cent. The AT1 Perpetual Notes have no scheduled maturity or redemption date. With the prior written approval of OSFI, the Bank may redeem the AT1 Perpetual Notes on July 31, 2029 and every January 31st and July 31st thereafter, in whole or in part, on not less than 10 nor more than 60 days' prior notice to holders. For AT1 Perpetual Notes, the amount represents the Canadian dollar equivalent of the Singapore dollar notional amount.

Future Regulatory Capital Developments

On July 5, 2024, OSFI announced a one-year delay to the planned increase of the standardized capital floor level. With this delay, the floor is expected to be fully transitioned in fiscal 2027. The standardized capital floor subjects banks using internal model-based approaches to a floor, with the floor calculated as a percentage of RWA under the standardized approach.

Global Systemically Important Banks Designation and Disclosures

The Financial Stability Board (FSB), in consultation with the BCBS and national authorities, identifies G-SIBs. The G-SIB assessment methodology is based on the submissions of the largest global banks. Twelve indicators are used in the G-SIB assessment methodology to determine systemic importance. The score for a particular indicator is calculated by dividing the individual bank value by the aggregate amount for the indicator summed across all banks included in the assessment. Accordingly, an individual bank's ranking is reliant on the results and submissions of other global banks.

The Bank is required to publish the twelve indicators used in the G-SIB indicator-based assessment framework. Public disclosure of financial year-end data is required annually, no later than the date of a bank's first quarter public disclosure of shareholder financial data in the following year.

Public communications on G-SIB status are issued annually each November. On November 22, 2019, the Bank was designated as a G-SIB by the FSB. The Bank continued to maintain its G-SIB status when the FSB published the 2024 list of G-SIBs on November 26, 2024. As a result of this designation, the Bank is subject to an additional loss absorbency requirement (CET1 as a percentage of RWA) of 1% under applicable FSB member authority requirements; however, in accordance with OSFI's CAR guideline, the higher of the D-SIB and G-SIB surcharges applies to Canadian banks designated as a G-SIB. As the D-SIB surcharge is currently equal to the incremental 1% G-SIB common equity ratio requirement, the Bank's G-SIB designation has no additional impact on the Bank's minimum CET1 regulatory requirements. The G-SIB surcharge may increase above 1% if the Bank's G-SIB score increases above certain thresholds to a maximum of 4.5%.

As a result of the Bank's G-SIB designation, the U.S. Federal Reserve requires that TD Group US Holding LLC (TDGUS), as TD's U.S. Intermediate Holding Company (IHC), maintain a minimum amount of TLAC and long-term debt.

GROUP FINANCIAL CONDITION

Securitization and Off-Balance Sheet Arrangements

In the normal course of operations, the Bank engages in a variety of financial transactions that, under IFRS, are either not recorded on the Bank's Consolidated Balance Sheet or are recorded in amounts that differ from the full contract or notional amounts. These off-balance sheet arrangements involve, among other risks, varying elements of market, credit, and liquidity risks which are discussed in the "Managing Risk" section of this document. Off-balance sheet arrangements are generally undertaken for risk management, capital management, and funding management purposes and include securitizations, contractual obligations, and certain commitments and guarantees.

STRUCTURED ENTITIES

TD carries out certain business activities through arrangements with structured entities (SEs). The Bank uses SEs to raise capital, obtain sources of liquidity by securitizing certain of the Bank's financial assets, to assist TD's clients in securitizing their financial assets, and to create investment products for the Bank's clients. Securitizations are an important part of the financial markets, providing liquidity by facilitating investor access to specific portfolios of assets and risks. Refer to Notes 2, 9, and 10 of the 2024 Consolidated Financial Statements for further information regarding the Bank's involvement with SEs.

Securitization of Bank-Originated Assets

The Bank securitizes residential mortgages, credit card loans, and business and government loans to enhance its liquidity position, to diversify sources of funding, and to optimize the management of the balance sheet.

The Bank securitizes residential mortgages under the National Housing Act Mortgage-Backed Securities (NHA MBS) program sponsored by the CMHC. The securitization of the residential mortgages with the CMHC does not qualify for derecognition and the mortgages remain on the Bank's Consolidated Balance Sheet. Additionally, the Bank securitizes credit card loans by selling them to Bank-sponsored SEs that are consolidated by the Bank. The Bank also securitizes U.S. residential mortgages with U.S. government-sponsored entities which qualify for derecognition and are removed from the Bank's Consolidated Balance Sheet. Refer to Notes 9 and 10 of the 2024 Consolidated Financial Statements for further information.

Residential Mortgage Loans

The Bank securitizes residential mortgage loans through significant unconsolidated SEs and Canadian non-SE third parties. Residential mortgage loans securitized by the Bank may give rise to full derecognition of the financial assets depending on the individual arrangement of each transaction. In instances where the Bank fully derecognizes residential mortgage loans, the Bank may be exposed to the risks of transferred loans through retained interests. As at October 31, 2024, there were $24.0 billion of securitized residential mortgage loans outstanding through significant unconsolidated SEs (October 31, 2023 – $21.0 billion), and $6.7 billion outstanding through non-SE third parties (October 31, 2023 – $3.5 billion).

Credit Card Loans

The Bank securitizes credit card loans through an SE. The Bank consolidates the SE as it serves as a financing vehicle for the Bank's assets, the Bank has power over the key economic decisions of the SE, and the Bank is exposed to the majority of the residual risks of the SE. As at October 31, 2024, the Bank had $3.0 billion of securitized credit card receivables outstanding (October 31, 2023 – $1.5 billion). Due to the nature of the credit card receivables, their carrying amounts approximate fair value.

Business and Government Loans

The Bank securitizes business and government loans through Canadian non-SE third parties. Business and government loans securitized by the Bank may be derecognized from the Bank's balance sheet depending on the individual arrangement of each transaction. In instances where the Bank fully derecognizes business and government loans, the Bank may be exposed to the risks of transferred loans through retained interests. There are no ECLs on the retained interests of the securitized business and government loans as the loans are all government insured. As at October 31, 2024, the Bank had $189 million of securitized business and government loans outstanding (October 31, 2023 – $401 million), with carrying value of retained interests of $1 million (October 31, 2023 – $3 million).

Securitization of Third-Party Originated Assets

Significant Unconsolidated Special Purpose Entities

Multi-Seller Conduits

The Bank securitizes third party-originated assets through Bank-sponsored SEs, including its Canadian multi-seller conduits which are not consolidated. These Canadian multi-seller conduits securitize Canadian originated third-party assets. The Bank administers multi-seller conduits and provides liquidity facilities as well as securities distribution services; it may also provide credit enhancements. TD's total potential exposure to loss through the provision of liquidity facilities for multi-seller conduits was $16.8 billion as at October 31, 2024 (October 31, 2023 – $15.2 billion). As at October 31, 2024, the Bank had funded exposure of $15.4 billion under such liquidity facilities relating to outstanding issuances of asset-backed commercial paper (ABCP) (October 31, 2023 - $13.3 billion).

TABLE 41: FUNDED EXPOSURE TO THIRD-PARTY ORIGINATED ASSETS SECURITIZED BY BANK-SPONSORED UNCONSOLIDATED CONDUITS[1]

(millions of Canadian dollars, except as noted)		*As at*
	October 31, 2024	October 31, 2023
Residential mortgage loans	**$ 8,527**	$ 8,221
Automobile loans and leases	**5,580**	4,266
Equipment leases	**1,246**	102
Trade receivables	**–**	64
Investment loans	**66**	609
Total funded exposure	**$ 15,419**	$ 13,262

[1] The Bank's funded exposure through the provision of liquidity facilities only relates to outstanding issuances of ABCP funding 'AAA' rated assets.

As at October 31, 2024, the Bank held $0.4 billion of ABCP issued by Bank-sponsored multi-seller conduits recorded on its 2024 Consolidated Balance Sheet (October 31, 2023 – $2.2 billion).

COMMITMENTS

The Bank enters into various commitments to meet the financing needs of the Bank's clients, to earn fee income, and to lease premises and equipment. Significant commitments of the Bank include financial and performance standby letters of credit, documentary and commercial letters of credit, commitments to extend credit, and obligations under long-term non-cancellable leases for premises and equipment. These products may expose the Bank to liquidity, credit, and reputational risks. There are adequate risk management and control processes in place to mitigate these risks. Certain commitments still remain off-balance sheet. Note 26 of the 2024 Consolidated Financial Statements provides detailed information about the Bank's commitments including credit-related arrangements and long-term commitments or leases.

GUARANTEES

In the normal course of business, the Bank enters into various guarantee contracts to support its clients. The Bank's significant types of guarantee products are financial and performance standby letters of credit, credit enhancements, and indemnification agreements. Certain guarantees remain off-balance sheet. Refer to Note 26 of the 2024 Consolidated Financial Statements for further information.

GROUP FINANCIAL CONDITION

Related Party Transactions

TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL, THEIR CLOSE FAMILY MEMBERS, AND THEIR RELATED ENTITIES

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Bank, directly or indirectly. The Bank considers certain of its officers and directors to be key management personnel. The Bank makes loans to its key management personnel, their close family members, and their related entities on market terms and conditions with the exception of banking products and services for key management personnel, which are subject to approved policy guidelines that govern all employees.

In addition, the Bank offers deferred share and other plans to non-employee directors, executives, and certain other key employees. Refer to Note 22 of the 2024 Consolidated Financial Statements for more details.

In the ordinary course of business, the Bank also provides various banking services to associated and other related corporations on terms similar to those offered to non-related parties.

TRANSACTIONS WITH SUBSIDIARIES, SCHWAB, AND SYMCOR INC.

Transactions between the Bank and its subsidiaries meet the definition of related party transactions. If these transactions are eliminated on consolidation, they are not disclosed as related party transactions.

Transactions between the Bank, Schwab, and Symcor Inc. (Symcor) also qualify as related party transactions. There were no significant transactions between the Bank, Schwab, and Symcor during the year ended October 31, 2024, other than as described in the following sections and in Note 12 of the 2024 Consolidated Financial Statements.

i) TRANSACTIONS WITH SCHWAB

The Bank has significant influence over Schwab and accounts for its investment in Schwab using the equity method. Pursuant to the Stockholder Agreement in relation to the Bank's equity investment in Schwab, subject to certain conditions, the Bank has the right to designate two members of Schwab's Board of Directors and has representation on two Board Committees. As of October 31, 2024, the Bank's designated directors were the Bank's Group President and Chief Executive Officer and the Bank's former Chair of the Board.

A description of significant transactions between the Bank and its affiliates with Schwab is set forth below.

Insured Deposit Account Agreement

During the year ended October 31, 2024, Schwab exercised its option to buy down the remaining $0.7 billion (US$0.5 billion) of the US$5 billion FROA permitted and paid $32 million (US$23 million) in termination fees to the Bank in accordance with the 2023 Schwab IDA Agreement. During the year ended October 31, 2023, Schwab exercised its option to buy down an initial $6.1 billion (US$4.5 billion) of FROA and paid $305 million (US$227 million) in termination fees to the Bank in accordance with the 2023 Schwab IDA Agreement.

As at October 31, 2024, deposits under the Schwab IDA Agreement were $117 billion (US$84 billion) (October 31, 2023 – $133 billion (US$96 billion)). The Bank paid fees, net of the termination fees received from Schwab, of $908 million during the year ended October 31, 2024 (October 31, 2023 – $932 million) to Schwab related to sweep deposit accounts. The amount paid by the Bank is based on the average insured deposit balance of $121 billion for the year ended October 31, 2024 (October 31, 2023 – $147 billion) and yields based on agreed upon market benchmarks, less the actual interest paid to clients of Schwab.

As at October 31, 2024, amounts receivable from Schwab were $12 million (October 31, 2023 – $38 million). As at October 31, 2024, amounts payable to Schwab were $42 million (October 31, 2023 – $24 million).

ii) TRANSACTIONS WITH SYMCOR

The Bank has one-third ownership in Symcor, a Canadian provider of business process outsourcing services offering a diverse portfolio of integrated solutions in item processing, statement processing and production, and cash management services. The Bank accounts for Symcor's results using the equity method of accounting. During the year ended October 31, 2024, the Bank paid $88 million (October 31, 2023 – $81 million) for these services. As at October 31, 2024, the amount payable to Symcor was $6 million (October 31, 2023 – $12 million).

The Bank and two other shareholder banks have also provided a $100 million unsecured loan facility to Symcor which was undrawn as at October 31, 2024 and October 31, 2023.

Financial Instruments

As a financial institution, the Bank's assets and liabilities are substantially composed of financial instruments. Financial assets of the Bank include, but are not limited to, cash, interest-bearing deposits, securities, loans, derivative instruments and securities purchased under reverse repurchase agreements; while financial liabilities include, but are not limited to, deposits, obligations related to securities sold short, securitization liabilities, obligations related to securities sold under repurchase agreements, derivative instruments, and subordinated debt.

The Bank uses financial instruments for both trading and non-trading activities. The Bank typically engages in trading activities by the purchase and sale of securities to provide liquidity and meet the needs of clients and, less frequently, by taking trading positions with the objective of earning a profit. Trading financial instruments include, but are not limited to, trading securities, trading deposits, and trading derivatives. Non-trading financial instruments include the majority of the Bank's lending portfolio, non-trading securities, hedging derivatives, and the majority of the Bank's financial liabilities. In accordance with accounting standards related to financial instruments, financial assets or liabilities classified as held-for-trading, non-trading FVTPL, designated at FVTPL, FVOCI, and all derivatives are measured at fair value in the Bank's 2024 Consolidated Financial Statements. DSAC, most loans, and other liabilities are carried at amortized cost using the effective interest rate (EIR) method. For details on how fair values of financial instruments are determined, refer to the "Accounting Judgments, Estimates, and Assumptions" – "Fair Value Measurements" section of this document. The use of financial instruments allows the Bank to earn profits in trading, interest, and fee income. Financial instruments also create a variety of risks which the Bank manages with its extensive risk management policies and procedures. The key risks include interest rate, credit, liquidity, market, and foreign exchange risks. For a more detailed description on how the Bank manages its risk, refer to the "Managing Risk" section of this document.

Risk Factors That May Affect Future Results

In addition to the risks described in the "Managing Risk" section, there are numerous other risk factors, many of which are beyond the Bank's control and the effects of which can be difficult to predict, that could cause the Bank's results to differ significantly from the Bank's plans, objectives, and estimates or could impact the Bank's reputation or the sustainability of its business model. All forward-looking statements, including those in this MD&A, are, by their very nature, subject to inherent risks and uncertainties, general and specific, which may cause the Bank's actual results to differ materially from the plan, objectives, estimates or expectations expressed in the forward-looking statements. Some of these factors are discussed below and others are noted in the "Caution Regarding Forward-Looking Statements" section of this document.

TOP AND EMERGING RISKS

The Bank considers it critical to regularly assess its operating environment and highlight top and emerging risks. These are risks with a potential to have a material effect on the Bank and where the attention of senior management is focused due to the potential magnitude or immediacy of their impacts.

Risks are identified, discussed, and actioned by senior management and reported quarterly to the Risk Committee and the Board. Specific plans to mitigate top and emerging risks are prepared, monitored, and adjusted as required.

General Business and Economic Conditions

The Bank and its customers operate in Canada, the U.S., and, to a lesser extent, in other countries. As a result, the Bank's earnings are significantly affected by the general business and economic conditions in these regions, which could have an adverse impact on the Bank's results, business, financial condition or liquidity, and could result in changes to the way the Bank operates. These conditions include short-term and long-term interest rates, inflation, declines in economic activity (recession), volatility in financial markets, and related market liquidity, funding costs, real estate prices, employment levels, consumer spending and debt levels, evolving consumer trends and related changes to business models, business investment and overall business sentiment, government policy including levels of government spending, monetary policy, fiscal policy (including tax policy and rate changes), exchange rates, sovereign debt risks and the effects of pandemics and other public health emergencies.

Geopolitical Risk

Government policy, international trade and political relations across the globe may impact overall market and economic stability, including in the regions where the Bank operates, or where its customers operate. While the nature and extent of risks may vary, they have the potential to disrupt global economic growth, create volatility in financial markets that may affect the Bank's trading and non-trading activities, market liquidity, funding costs, interest rates, foreign exchange, commodity prices, credit spreads, fiscal policy, and directly and indirectly influence general business and economic conditions in ways that may have an adverse impact on the Bank and its customers. Geopolitical risks in 2024 included ongoing global tensions resulting in sanctions and countersanctions and related operational complexities, supply chain disruptions, being subjected to heightened regulatory focus on climate change and transition to a low-carbon economy, increased likelihood of cyber-attacks on critical public and private infrastructure and networks, the Russia-Ukraine war and the resulting tensions between Russia and other nations, social unrest and volatility in the Middle East that have escalated due to the ongoing conflict between Israel and Hamas and Hezbollah, political and economic turmoil, threats of terrorism and ongoing protectionism measures due to a decline in global alignment and elections in geopolitically significant markets that have potential to generate regulatory and policy uncertainty. These risks are expected to continue in the coming years, with an increased probability of new tariffs or meaningful changes to trade policies. For example, renegotiation of the U.S.-Mexico-Canada Agreement (USMCA) or tariffs imposed before its renewal could result in negative impacts for some industries or economies that the Bank operates in.

Inflation, Interest Rates and Recession Uncertainty

Fluctuating interest rates and inflation, together with overall macroeconomic conditions, could have adverse impacts on the Bank's cost of funding, result in increased loan delinquencies or impairments and higher credit losses due to deterioration in the financial condition of the Bank's customers and may necessitate further increases in the Bank's provision for credit losses and net charge offs, all of which could negatively impact the Bank's business, financial condition, liquidity and results of operations. Inflation has slowed from peak levels, but households continue to feel the effect of past price increases, which have weighed on confidence and reduced spending power. Heightened geopolitical risk and the potential for increased tariffs and trade barriers adds uncertainty to the outlook for inflation and interest rates. A reacceleration in inflation could trigger a reversal in recent interest rate declines and a tightening in financial conditions, while a

deterioration in economic conditions, especially within the labour market, could lead to faster decline in interest rates. In addition, actual stress levels experienced by the Bank's borrowers may differ from assumptions incorporated in estimates or models used by the Bank. The uncertain inflation and interest rate environment increases concerns around the possibility of a recession in Canada, the U.S. and other regions where the Bank and its customers operate and continues to impact the macroeconomic and business environment. Such developments could have an adverse impact on the Bank's business, financial condition, liquidity and results of operations.

Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program

On October 10, 2024, the Bank and certain of its U.S. subsidiaries consented to orders with the Office of the Comptroller of the Currency (OCC), the Federal Reserve Board (FRB), and the Financial Crimes Enforcement Network (FinCEN) and entered into plea agreements with the Department of Justice, Criminal Division, Money Laundering and Asset Recovery Section and the United States Attorney's Office for the District of New Jersey (collectively, the "Global Resolution"). The Global Resolution includes a number of limitations on the Bank's U.S. business, including an asset limit in certain entities (TD Bank, N.A. and TD Bank USA, N.A., also referred to as the "U.S. Bank") and more stringent approval processes for new retail bank products, services, markets and branches, that could adversely affect the Bank's business, operations, financial condition, capital and credit ratings (some of which were downgraded following the announcement of the Global Resolution), cash flows and funding costs, as well as affect or restrict the ability of the Bank's U.S. business to compete effectively. Board certifications will be required for dividend distributions from certain of the Bank's U.S. subsidiaries, namely TD Bank, N.A., TD Bank US Holding Company, TD Bank USA, N.A. and TD Group US Holdings LLC, to help ensure the Bank continues to prioritize the U.S. Bank Secrecy Act/Anti-Money Laundering program (U.S. BSA/AML program) remediation. More details on the terms of the Global Resolution are set out under the heading "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program".

The orders and plea agreements have a number of short-term and long-term deliverables and obligations, many of which are overlapping and interdependent. Additional information about these deliverables and obligations are set out in the "Key Terms of the Global Resolution" section of the "Significant Events" section. Satisfying the terms of the Global Resolution, including the requirement to remediate the Bank's U.S. BSA/AML program, is expected to be a multi-year endeavor, and will not be entirely within the Bank's control including because of (i) the requirement to obtain regulatory approval or non-objection before proceeding with various steps, and (ii) the requirement for the various deliverables to be acceptable to the regulators and/or the monitors. Some of the terms of the Global Resolution are unusual and without precedent, which exposes the Bank to uncertainty regarding how and when these terms will be satisfied in full. The Bank, its regulators or applicable law enforcement agencies in various jurisdictions may also identify other issues as the Bank remediates and enhances its risk and control infrastructure, which may result in additional regulatory proceedings or requirements in the United States or elsewhere, and may result in significant additional consequences. Furthermore, there is risk that the remediation may not meet expectations set by regulators and this may result in additional actions against the Bank. Until the deficiencies in the Bank's U.S. BSA/AML program are fully remediated, the Bank faces potentially escalating consequences. For example, if the U.S. Bank does not achieve compliance with all actionable articles in the OCC consent orders (and for each successive year that the U.S. Bank remains non-compliant), the OCC may require the U.S. Bank to further reduce total consolidated assets by up to 7%. Furthermore, delays in satisfying one regulatory requirement could affect the Bank's progress on others. Failure to satisfy the requirements of the Global Resolution on a timely basis could result in additional fines, penalties, business restrictions, limitations on subsidiary capital distributions, increased capital or liquidity requirements, enforcement actions, increased regulatory oversight, and other adverse consequences, which could be significant. Compliance with the terms of the Global Resolution, as well as the implementation of their requirements and remediation of the U.S. BSA/AML program, is expected to continue to increase the Bank's costs, require the Bank to revise some of its business strategies and plans and reallocate resources away from managing its business and require the Bank to undergo significant changes to its business, operations, products and services, and risk management practices. In particular, the remediation process will expose the Bank to the following risks that are described in more detail below: (i) Model Risk, as the Bank replaces and enhances the portfolio of tools being used to detect, escalate, investigate and action financial crime risks, (ii) Technology and Data Risk, as the Bank implements new technology and data solutions, (iii) Third Party Risk, as the Bank engages third party advisors and vendors to support the Bank's change objectives, and (iv) Operational Risk, as the Bank introduces new organization structures, creates new roles, onboards new talent, enhances the global control environment, and invests in updated processes and procedures to support financial crime risks. In addition, as a result of a third-party review of governance at the Bank, the Bank's Board of Directors may be required to make changes in management and/or directors. As noted under "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program", the Bank is also undertaking certain remediation and enhancements of the Enterprise AML program and will be exposed to similar risks as noted above in respect of such remediation and enhancement process. In addition, as we make such remediation and enhancements to our Enterprise AML Program, we expect an increase in identification of reportable transactions and/or events. This increase will add to the operational backlog in our FCRM investigations processing that the Bank currently faces, but is working towards remediating, across the enterprise.

The Global Resolution could have indirect adverse effects on the Bank and its subsidiaries and businesses, including subsidiaries and businesses that are not directly party to or subject to the orders and plea agreements, including by jeopardizing the status of certain regulatory qualifications, permissions, or exemptions, or by causing certain counterparties to seek to terminate contracts or other relationships with the Bank. For example, the plea agreements have resulted in one TD entity becoming disqualified from serving as an investment adviser or underwriter to registered investment companies in the United States, and that TD entity has applied for a waiver from such disqualification from the U.S. Securities and Exchange Commission ("SEC"). In addition, one TD entity has become disqualified from relying on the U.S. Department of Labor's "qualified professional asset manager" exemption for purposes of providing asset management services to employee benefit plans subject to the U.S. Employee Retirement Income Security Act of 1974, and, as a result, TD has been relying on alternative exemptions for purposes of ERISA compliance and is expected to continue to be required to rely on alternative exemptions. In the future, the Bank may be required to seek additional waivers, consents, approvals or other exemptions to continue operating its businesses as presently conducted, and any failure to obtain such waivers, consents, approvals or other exemptions could adversely affect the Bank's results of operations or financial condition.

Failure to comply with the terms of the plea agreements with the DOJ during the five-year term of probation, including by failing to complete the compliance undertakings, failing to cooperate or to report alleged misconduct as required, or committing additional crimes, could also subject the Bank to further prosecution and additional financial penalties and ongoing compliance commitments, and could result in an extension of the length of the term of probation. In addition, the Bank's current or former directors, officers and employees, as well as the current or former directors, officers and employees of the U.S. Bank, may become subject to civil or criminal investigations or enforcement proceedings in relation to the Bank's U.S. BSA/AML program, which could result in claims against the Bank for damages or indemnification, further disruptions to the Bank's personnel (including negative impact on the morale of its personnel) and its operations and further damage to its reputation or to the perceptions of the Bank among the Bank's customers, service providers and investors.

The Global Resolution (including the limitations imposed on the Bank's U.S. businesses imposed by the terms of the Global Resolution) have negatively affected the Bank's brand and reputation, which may be further negatively affected if any of the Bank's or U.S. Bank's former or current directors, officers or employees become subject to civil or criminal investigations or enforcement proceedings, or if the Bank is unable to satisfy the terms of the Global Resolution (including the requirement to remediate the Bank's U.S. BSA/AML program) in a manner that is acceptable to the regulators and/or the monitors. This negative impact on the

Bank's brand and reputation, as well as the limitations imposed on the Bank's U.S. businesses by the Global Resolution, may adversely affect: (i) the Bank's ability to attract and retain customers and employees; (ii) the willingness of key third parties, including service providers, vendors, financial counterparties, government agencies, and other market participants, to transact with the Bank; and (iii) the willingness of investors to retain Bank securities in their investment portfolios or to acquire Bank securities. See also "Level of Competition, Shifts in Consumer Attitudes, and Disruptive Technology", "Ability to Attract, Develop, and Retain Key Talent", "Third Party Risk", and "Value and Market Price of our Common Shares and other Securities", below.

The value and trading price of the Bank's securities could be negatively affected by a number of factors related to the terms of the Global Resolution and the remediation of the issues resulting in the investigations, including if: (i) the Bank fails to satisfy the terms of the Global Resolution (including the requirement to remediate the Bank's U.S. BSA/AML program) in a manner that is acceptable to the regulators and/or the monitors; (ii) the impact of the non-monetary penalties imposed on the Bank are more negative or sustained than anticipated, including if the limitations imposed on the Bank's U.S. businesses weaken the Bank's U.S. franchise; (iii) the Bank becomes subject to further prosecution or financial penalties (which may occur if the Bank fails to comply with the terms of the plea agreements with the DOJ during the five-year term of probation); (iv) the Bank's or U.S. Bank's former or current directors, officers or employees become subject to civil or criminal investigations or enforcement proceedings in relation to the Bank's U.S. BSA/AML program; (v) the impact on the Bank's brand and reputation is more negative or sustained than anticipated; and/or (vi) if any of the risks described in this "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" section materializes. The foregoing factors may also lead to rating agencies further downgrading the Bank's credit ratings and outlooks. See also "Value and Market Price of our Common Shares and other Securities" and "Downgrade, Suspension or Withdrawal of Ratings Assigned by any Rating Agency", below.

See also the risks described under "Regulatory Oversight and Compliance".

Regulatory Oversight and Compliance

The Bank and its businesses are subject to extensive regulation and oversight by a number of different governments, regulators and self-regulatory organizations (collectively, "Bank regulators") around the world. Regulatory and legislative changes and changes in the Bank's regulators' expectations occur in all jurisdictions in which the Bank operates.

Bank regulators around the world have demonstrated an increased focus on capital, liquidity, and interest rate risk (IRR) risk management; consumer protection; data management; conduct risk and internal risk and control frameworks across the three lines of defense; foreign interference; and financial crime including money laundering, terrorist financing and economic sanctions risks and threats. There is heightened focus by Bank regulators globally on the impact of interest rates and inflation on customers, as well as on the Bank's operations and its management and oversight of risks associated with these matters. In addition, these risks continue to rapidly evolve, as a result of new or emerging threats, including geopolitical and those associated with use of new, emerging and interrelated technologies, artificial intelligence (AI), machine learning, models and decision-making tools.

The content and application of laws, rules and regulations affecting financial services institutions may sometimes vary according to factors such as the size of the institution, the jurisdiction in which it is organized or operates, and other criteria. There can also be significant differences in the ways that similar regulatory initiatives affecting the financial services industry are implemented in Canada, the United States and other countries and regions in which the Bank does business. For example, when adopting rules that are intended to implement a global regulatory standard, a national regulator may introduce additional or more restrictive requirements. Furthermore, some of the Bank's regulators have the discretion to impose additional requirements, standards or guidance regarding the Bank's risk, capital and liquidity management, or other matters within their regulatory scope, and in some cases the Bank may be prohibited by law from publicly disclosing such additional requirements, standards or guidance. Compliance with these additional requirements, standards or guidance may increase the Bank's compliance and operational costs, and could adversely affect the Bank's businesses and results of operations. Regulators have indicated the potential for escalating consequences for banks that do not timely resolve open issues or have repeat issues. Furthermore, delays in satisfying one regulatory requirement could affect the Bank's progress on others. Failure to satisfy regulatory requirements on a timely basis could result in additional fines, penalties, business restrictions, limitations on subsidiary capital distributions, increased capital or liquidity requirements, enforcement actions, increased regulatory oversight, and other adverse consequences, which could be significant. Compliance with any consent orders or regulatory proceedings, as well as the implementation of their requirements, may increase the Bank's costs, require the Bank to reallocate resources away from managing its business, negatively impact the Bank's capital and credit ratings, cash flows and funding costs, require the Bank to undergo significant changes to its business, operations, products and services, and risk management practices, damage the Bank's reputation, and subject the Bank to other adverse consequences, including additional financial penalties, restrictions and limitations.

The Bank monitors and evaluates the potential impact of applicable regulatory developments (including enacted and proposed rules, standards, public enforcement actions, consent orders, and regulatory guidance). However, while the Bank devotes substantial compliance, legal, and operational business resources to facilitate compliance with these developments by their respective effective dates, and also to the consideration of other Bank regulator expectations, it is possible that: (i) the Bank may not be able to accurately predict the impact of regulatory developments, or the interpretation or focus of enforcement actions taken by governments, regulators and courts, (ii) the Bank may not be able to develop or enhance the platforms, technology, or operational procedures and frameworks necessary to comply with, or adapt to, such rules or expectations in advance of or by their effective dates; or (iii) regulators and other parties could challenge the Bank's compliance. Also, it may be determined that the Bank has not adequately, completely or addressed on a timely basis regulatory developments or other regulatory requirements, including enforcement actions, to which it is subject, in a manner which meets Bank regulator expectations.

At any given time, the Bank is subject to a significant number of legal and regulatory proceedings and to numerous governmental and regulatory examinations. Additionally, the Bank has been subject to regulatory enforcement proceedings and has entered into settlement agreements with Bank regulators, and the Bank may continue to face a greater number or wider scope of investigations, enforcement actions and litigation. The Bank could also be subject to negative regulatory evaluation or examination findings not only because of violations of laws and regulations, but also due to failures, as determined by its regulators, to have adequate policies and procedures, or to remedy deficiencies on a timely basis. Regulatory and legislative changes and changes in expectations will continue to increase the Bank's compliance and operational risks and costs. In addition, legislative and regulatory initiatives could require the Bank to make significant modifications to its operations in the relevant countries or regions in order to comply with those requirements. This could result in increased costs as well as adversely affect the Bank's businesses and results of operations.

In the future, the Bank may be subject to additional regulatory enforcement proceedings or enter into future settlement arrangements with Bank regulators, and it may incur fines, penalties, judgments or business restrictions not in its favour associated with regulatory non-compliance, all of which could also lead to negative impacts on the Bank's financial performance, operational changes including restrictions on offering certain products or services or on operating in certain jurisdictions, and its reputation.

See also the risks described under the heading "Introduction of New and Changes to Current Laws, Rules and Regulations" and "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program".

Executing on Long-Term Strategies and Shorter-Term Key Strategic Priorities

The Bank has a number of strategies and priorities, including those detailed in each Segment's "Business Segment Analysis" section of this document, which may include large scale strategic or regulatory initiatives that are at various stages of development or implementation. Examples include organic growth strategies; integrating recently acquired businesses (e.g., TD Cowen); implementing strategic agreements; projects to meet new regulatory requirements; building new platforms, technology, and omnichannel capabilities; and enhancements to existing technology. Strategies may adjust in response to shifts in the internal and external environment and/or changes in leadership. Risk can be elevated due to the size, scope, velocity, interdependency, and complexity of projects; limited timeframes to complete projects; and competing priorities for limited specialized resources. The Global Resolution of the civil and criminal investigations into the Bank's U.S. BSA/AML program, including the limitations on the Bank's U.S. business, has impacted and could adversely affect the Bank's ability to achieve some of its strategies and priorities.

The Bank regularly explores opportunities which include acquisitions and dispositions of companies or businesses, directly or indirectly, through its subsidiaries. In respect of acquisitions and dispositions, the Bank undertakes transaction assessments and due diligence before completing a merger, acquisition or disposition to confirm the transaction fits within the Bank's Risk Appetite, and closely monitors integration activities and performance post-close. However, the Bank's ability to successfully complete an acquisition or disposition is often subject to regulatory and other approvals, and the Bank cannot be certain when, or if, or on what terms and conditions, any required approvals will be granted.

While there is significant management attention on the governance, oversight, methodology, tools, and resources needed to manage the Bank's strategies and priorities, the Bank's ability to execute on them is dependent on a number of assumptions and factors. These include those set out in the "Economic Summary and Outlook", "Key Priorities for 2025", "2024 Accomplishments and Focus for 2025", "Operating Environment and Outlook", and "Managing Risk" sections of this document, as well as disciplined resource and expense management and the Bank's ability to implement (and the costs associated with the implementation of) programs to comply with new or enhanced regulations or regulator demands, all of which may not be in the Bank's control and are difficult to predict.

The Bank may not achieve its financial or strategic objectives including anticipated cost savings or revenue synergies, following acquisition and integration activities. In addition, from time to time, the Bank may invest in companies without taking a controlling position in those companies, which may subject the Bank to those companies' operational and financial risks, the risk that these companies may make decisions the Bank does not agree with, and the risk that the Bank may have differing objectives than the companies in which the Bank has interests.

If any of the Bank's strategies, priorities, acquisition and integration activities, dispositions or investments are not successfully executed, or do not achieve their financial or strategic objectives, there may be an impact on the Bank's operations and financial performance and the Bank's earnings could grow more slowly or decline.

TD's Schwab Equity Investment and Schwab IDA Agreement Exposes the Bank to Certain Risks

As at October 31, 2024, the Bank's reported investment in Schwab was approximately 10.1% of the outstanding voting and non-voting common shares of Schwab, representing approximately 13.5% of TD's market capitalization. The Bank accounts for its investment in Schwab using the equity method, recognizing the Bank's share of Schwab's earnings available to common shareholders, which on an adjusted basis represented 6.2% of TD's net income in fiscal 2024. Schwab's stock price has historically experienced higher levels of volatility than the TD stock, and the size of the Schwab investment relative to TD's market capitalization exposes TD to the risk of large declines in the value of the investment and a corresponding impact on TD's market value. The value of the Bank's investment in Schwab and its contribution to the Bank's financial results are also vulnerable to poor financial performance or other adverse developments in Schwab's business. In addition, the Bank has a Schwab IDA Agreement with Schwab and it may be affected by actions taken by Schwab, or if Schwab does not perform its obligations, pursuant to the Schwab IDA agreement (as further described in the "Related Party Transactions" section of this document).

Technology and Cyber Security Risk

Technology and cyber security risks for large financial institutions like the Bank have increased in recent years, especially due to heightened geopolitical tensions and a challenging macroeconomic environment that increase the risk of cyber-attacks. The rising risk of attacks on critical infrastructure and supply chains is due, in part, to the proliferation, sophistication and constant evolution of new technologies and attack methodologies used by threat actors, such as organized criminals, nation states, sociopolitical entities and other internal and external parties. Heightened risks may also result from the size and scale of a financial institution's operations, geographic footprint, the complexity of its technology infrastructure, its reliance on internet capabilities, cloud and telecommunications technologies to conduct financial transactions, such as the continued development of mobile and internet banking platforms, as well as opportunistic threats by actors that have accelerated exploitations of new weaknesses, misconfigurations, or vulnerabilities.

The Bank's technologies, systems and networks, those of the Bank's customers (including their own devices), and those of third parties providing services to the Bank, continue to be subject to cyber-attacks, and may be subject to disruption of services, data security or other breaches (such as loss or exposure of confidential information, including customer or employee information), identity theft and corporate espionage, or other incidents. The Bank has experienced service disruptions due to technology failure or connectivity issues triggered by a third party and may be subject to service disruptions in the future due to cyber-attacks and/or technology failure or connectivity issues. The Bank's use of third-party service providers, which are subject to these potential incidents, increases the risk of potential attack, breach or disruption; and may delay our response as the Bank has less immediate oversight and direct control over the third parties' technology infrastructure or information security.

The Bank may experience material loss or damage in the future as a result of online attacks on banking systems and applications, supply chain attacks, ransomware attacks, introduction of malicious software, denial of service attacks, malicious insiders or service provider exfiltration of data, AI-assisted attacks, and phishing attacks, among others. Any of these attacks could result in fraud, unauthorized disclosure or theft of data or funds, or the disruption of the Bank's operations. Cyber-attacks may include attempts by malicious insiders or service providers of the Bank to disrupt operations, access or disclose sensitive information or other data of the Bank, its customers, or its employees. Attempts to deceive employees, customers, service providers, or other users of the Bank's systems continue to occur, in an effort to obtain sensitive information, gain access to the Bank's or its customers' or employees' data or customer or Bank funds, or to disrupt the Bank's operations. While these deception attempts have not resulted in materially adverse impacts on the Bank thus far, there can be no assurance that future deception attempts may not be successful, especially as threats become more sophisticated. In addition, the Bank's customers may use personal devices, such as computers, smartphones, and tablets, which limits the Bank's ability to mitigate certain risks introduced through these personal devices.

The Bank regularly reviews external events and assesses and may enhance its controls and response capabilities as it considers necessary to help mitigate against the risk of cyber-attacks or data security or other breaches in response to the evolving threat environment, but these activities may not mitigate all risks, and the Bank may experience loss or damage arising from such attacks or breaches. As a result, the industry and the Bank are susceptible to experiencing potential financial and non-financial loss and/or harm from these attacks or breaches. The adoption of certain technologies, such as cloud computing, AI, machine learning, robotics, and process automation call for continued focus and investment to manage the Bank's risks. It is possible that the Bank, or those with whom the Bank does business, have not anticipated or implemented or may not anticipate or implement effective measures against all such cyber and technology-related risks, particularly because the tactics, techniques, and procedures used by threat actors change frequently and risks can originate from a wide variety of sources that have also become increasingly sophisticated.

Furthermore, the Bank's owned and operated applications, platforms, networks, processes, products, and services could be subject to failures or disruptions, or non-compliance with regulations as a result of human error, natural disasters, utility or infrastructure disruptions, pandemics or other public health emergencies, malicious insiders or service providers, cyber-attacks or other criminal or terrorist acts, which may impact the Bank's operations. Such adverse effects could limit the Bank's ability to deliver products and services to customers, and/or damage the Bank's reputation, which in turn could lead to financial loss. While cyber insurance premiums have stabilized, providers continue to be concerned about systemic cyber risk, causing coverage term changes across the industry. This has the potential to impact the Bank's ability to mitigate risks through cyber insurance and may limit the amount of coverage available for financial losses. As such, with any cyber-attack, disruption of services, data, security or other breaches (including loss or exposure of confidential information), identity theft, corporate espionage or other compromise of technology or information systems, hardware or related processes, or any significant issues caused by weakness in information technology infrastructure and systems, the Bank may experience, among other things, financial loss; a loss of customers or business opportunities; disruption to operations; misappropriation or unauthorized disclosure of confidential, financial or personal information; damage to computers or systems of the Bank and those of its customers and counterparties; violations of applicable laws; litigation; regulatory penalties or intervention, remediation, investigation or restoration costs; increased costs to maintain and update the Bank's operational and security systems and infrastructure; and reputational damage. If the Bank were to experience such an incident, it may take a significant amount of time and resources to investigate the incident to obtain information necessary to assess the impact.

The Bank's investments in its Technology and Cyber infrastructure, including the investment in its risk and control environment, may be inadequate to meet regulatory expectations, remain competitive, serve clients effectively, and avoid business disruptions or operational errors.

Data Risk
Data risk is the risk associated with inadequate or inappropriate use, management, or protection of the Bank's data assets, which may adversely impact the Bank's operations, strategic objectives, reputation, customer trust and financial results, and may result in financial losses, regulatory investigations and enforcement proceedings, and legal proceedings.

Data use cases have increased due to process automation and greater reliance on analytics and business intelligence to support decision-making. There is heightened risk and expectations for managing integrity and quality of customer data and privacy. This risk highlights the importance of data usage, data management, and access controls to mitigate data risk and build and maintain the trust of our customers, shareholders, and regulators. Data risk spans broadly across multiple risk categories and business segments and typically arises out of operational risks such as technology, cyber security, generative AI, fraud, and third-party risks.

TD's investments to improve its risk and control environment, modernize its data and technology, and operating model changes to further enhance data management and protection may be inadequate to meet regulatory expectations, remain competitive, serve clients effectively, and avoid business disruptions or operational errors.

Model Risk
Model Risk is the potential for adverse consequences arising from decisions based on incorrect or misused models and their outputs. Model uncertainty remains due to emerging risks (including elevated inflation and interest rates over an extended period of time), with model reliability impacted across some business areas. Short- and long-term mitigants that were identified and executed to help improve resilience of models trained on historical data, may become less relevant under the current environment (e.g., in the case of IFRS 9 and stress testing models), and Management's efforts to assess and update models may not adequately or successfully improve the resilience of such models.

Fraud Activity
Fraud risk is the risk associated with acts designed to deceive others, resulting in financial loss and harm to shareholder value, brand, reputation, employee satisfaction and customers. Fraud Risk arises from numerous sources, including potential or existing customers, agents, third parties, contractors, employees and other internal or external parties, including service providers to the Bank and the Bank's customers that store bank account credentials and harvest data based on customers' web banking information and activities. In deciding whether to extend credit or enter into other transactions with customers or counterparties, the Bank may rely on information furnished by or on behalf of such customers, counterparties or other external parties, including financial statements and financial information and authentication information. The Bank may also rely on the representations of customers, counterparties, and other external parties as to the accuracy and completeness of such information. Misrepresentation of this information potentially exposes the Bank to increased fraud events when transacting with customers or counterparties. In order to authenticate customers, whether through the Bank's phone or digital channels or in its branches and stores, the Bank may also rely on certain authentication methods which could be subject to fraud.

Additionally, TD, and the industry as a whole, has experienced an increase in attack levels year-over-year. Despite the Bank's investments in fraud prevention and detection programs, capabilities, measures and defences, they have not fully mitigated, and in the future may not successfully mitigate, against all fraudulent activity which could result in financial loss or disruptions in the Bank's businesses. In addition to the risk of material loss (financial loss, misappropriation of confidential information or other assets of the Bank or its customers and counterparties) that could result from fraudulent activity, the Bank could face legal action and customer and market confidence in the Bank could be impacted.

Insider Risk
Insider risk is the potential for an individual who has, or had, authorized access to TD's information, systems, premises, or people to use their access, either intentionally or unintentionally, to act in a way that could negatively harm the Bank, including its customers, employees, service providers, or other stakeholders. Insider risk exposure is inherent to the normal course of operating TD's businesses including activities with our third parties.

The financial industry continues to observe an increased number of insider risk cases, leading to new or emerging threats. These cases can lead to data breaches, intellectual property theft, fraud, operational disruptions, and regulatory and compliance risks.

The Bank closely monitors the internal threat environment across all typologies and continues to invest in TD's insider risk management program. Notwithstanding, the Bank continues to be exposed to potential adverse regulatory, financial, operational, legal, and reputational impacts as a result of insider events.

Conduct Risk
Conduct risk is the risk arising from employee conduct or business practices causing unfair outcomes to persons to whom we offer or sell our products or services, or harm to market integrity. Conduct risk may arise from the failure to comply with laws, regulatory requirements and standards, or the TD Code of Conduct and Ethics.

Conduct risk is a risk across all industries that can have significant impact to organizations, including the Bank. From time to time, some of the Bank's employees have failed, and may in the future fail, to comply with applicable laws, regulatory requirements and standards, and the TD Code of Conduct and Ethics. Our systems and procedures, including the TD Code of Conduct and Ethics, may be inadequate to ensure that our employees comply with the law and operate with integrity, leading to damage to our business and reputation, regulatory action, or other potential adverse impacts to the Bank.

Third-Party Risk
The Bank recognizes the value of using third parties to support its businesses, as they provide access to modern applications, processes, products and services, specialized expertise, innovation, economies of scale, and operational efficiencies. However, the Bank may become dependent on third parties with respect to continuity, reliability, and security, and their associated processes, people and facilities. As the financial services industry and its supply chains become more complex, the need for resilient, robust, holistic, and sophisticated controls, and ongoing oversight increases.

The Bank also recognizes that the applications, platforms, networks, processes, products, and services from third parties could be subject to failures or disruptions impacting the delivery of services or products to the Bank. These failures or disruptions could be because of human error, natural disasters, utility or infrastructure disruptions, changes in the financial condition of such third parties, other general business and economic conditions which may impact such third parties, pandemics or other public health emergencies, malicious insiders or service providers, cyber-attacks or other criminal or terrorist acts, or non-compliance with regulations. Such adverse effects could limit the Bank's ability to deliver products and services to customers, lead to disruptions in the Bank's businesses, expose the Bank to financial losses that the Bank is unable to recover from such third parties, and expose the Bank to legal, operational and regulatory risks, including those outlined under the headings "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program", "Regulatory Oversight and Compliance" and "Legal Proceedings", and/or damage the Bank's reputation, which in turn could result in an adverse impact to the Bank's operations, earnings or financial condition.

Introduction of New and Changes to Current Laws, Rules and Regulations
The financial services industry is highly regulated. The Bank's operations, profitability and reputation could be adversely affected by the introduction of new laws, rules and regulations, amendments to, or changes in interpretation or application of current laws, rules and regulations, issuance of judicial decisions, and changes in enforcement pace or activities. These adverse effects could also result from the fiscal, economic, and monetary policies of various central banks, regulatory agencies, self-regulatory organizations and governments in Canada, the U.S., the United Kingdom, Ireland, Asia Pacific and other countries and regions, and changes in the interpretation or implementation of those policies. Such adverse effects may include incurring additional costs and devoting additional resources to address initial and ongoing compliance; limiting the types or nature of products and services the Bank can provide and fees it can charge; unfavourably impacting the pricing and delivery of products and services the Bank provides; increasing the ability of new and existing competitors to compete on the basis of pricing, products and services (including, in jurisdictions outside Canada, the favouring of certain domestic institutions); and increasing risks associated with potential non-compliance. In addition to the adverse impacts described above, the Bank's failure to comply with applicable laws, rules and regulations could result in sanctions, financial and non-financial penalties, and changes including restrictions on offering certain products or services or on operating in certain jurisdictions, that could adversely impact its earnings, operations and reputation. See also the risks described under the heading "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" and "Regulatory Oversight and Compliance".

The regulation of financial crime, including, anti-money laundering, anti-terrorist financing and economic sanctions, continue to be a high priority globally, with an increasing pace of regulatory change and geopolitical events, along with heightened and evolving regulatory standards in all the jurisdictions in which the Bank operates.

The global data and privacy landscape is dynamic and regulatory expectations continue to evolve. New and amended legislation is anticipated in various jurisdictions in which the Bank does business.

Canadian, U.S. and global regulators have been increasingly focused on conduct, operational resilience and consumer protection matters and risks, which could lead to investigations, remediation requirements, and higher compliance costs.

Regulators have increased their focus on ESG matters, including the impact of climate change, greenwashing, sustainable finance, financial and economic inclusion and ESG-related policies and disclosure regarding such matters, with significant new legislation and amended legislation anticipated in some of the jurisdictions in which the Bank does business.

In addition, there may be changes in interpretation or application of current laws, rules and regulations to incorporate ESG matters in ways that were not previously anticipated.

Despite the Bank's monitoring and evaluation of the potential impact of rules, proposals, public enforcement actions, consent orders and regulatory guidance, unanticipated new regulations or regulatory interpretations applicable to the Bank may be introduced by governments and regulators around the world and the issuance of judicial decisions may result in unanticipated consequences to the Bank.

Canada
In Canada, there are a number of government and regulatory initiatives underway that could impact financial institutions and initiatives with respect to payments evolution and modernization, open banking, consumer protection, protection of customer data, technology and cyber security, climate risk management and disclosure, greenwashing, dealing with vulnerable persons, competitiveness of the financial services industry, and anti-money laundering. For example, in January

2024, a new OSFI guideline took effect in relation to technology and cyber risk management, which establishes requirements for federally regulated financial institutions (FRFIs) as to governance and risk management, technology operations and resilience, and cybersecurity; and a new OSFI guideline was released requiring federally regulated financial institutions to establish, implement, maintain and adhere to policies and procedures that protect against threats to integrity or security. The implementation of these guidelines may result in increased compliance costs to the Bank and impact the Bank's strategies, priorities, organizational plans, policies, processes and standards. In another example, the federal government is implementing AML related requirements as part of its mandated five-year review of Canada's AML Regime. Many of the provisions are anticipated to have or will have short coming into force dates throughout 2025. The pace of this change, the short timelines to implement and the evolving risks could result in increased costs and risk that may impact the Bank's businesses, operations and results.

United States
In July 2023, the U.S. banking regulators proposed regulations modifying U.S. capital rules to effectuate certain Basel III standards (as well as other changes). The proposed rules, if finalized in the form proposed in July 2023 would be expected to increase capital requirements on large banks with more than US$100 billion in total assets and, based on estimates by The Federal Reserve, would be expected to increase relative common equity tier 1 (CET1) capital requirements by approximately 14% for the "Category III" or "Category IV" intermediate holding companies of foreign banking organizations. These changes would impact the Bank's intermediate holding company (which is considered a "Category III" intermediate holding company under applicable Federal Reserve regulations) and its subsidiary U.S. banks but would not have a direct impact on the Bank's CET1 ratios, which are based on OFSI rules. The proposed rule would eliminate the Accumulated Other Comprehensive Income opt-out following a three-year transition period, which would require reflecting unrealized losses and gains from Available-for-sale securities in regulatory capital.

In addition, the Federal Reserve has, as part of a separate proposed rule on a G-SIB surcharge, proposed changes to the definition of the "cross-jurisdictional activity" risk-based indicator. The proposed change would include cross-jurisdictional derivatives exposures (which are currently excluded) in the calculation of cross-jurisdictional activity. The Federal Reserve estimates that this change in approach would, if finalized in the form proposed in July 2023, substantially increase the reported value of cross-jurisdictional activity in the combined U.S. operations (CUSO) and intermediate holding companies of foreign banking organizations. Exceeding US$75 billion in cross-jurisdictional activity would result in treatment as a "Category II" institution under the Federal Reserve's regulatory framework. The Federal Reserve expects seven large foreign banking organizations would move into Category II based on this change in approach, and it is likely that the Bank would be impacted if such changes are finalized in the form proposed in July 2023.

In September 2024, the Vice Chair for Supervision of the Federal Reserve, indicated that he intends to recommend that the Federal Reserve re-propose the Basel endgame and G-SIB surcharge rules, with broad and material changes to the 2023 proposals. However, the re-proposal effort has since stalled. It is also unclear what the substance of the final rules, the timing on finalization of the rules, and the time frame for compliance, will be. It is likely that the Bank will incur operational, capital, liquidity and compliance costs resulting from the changes in these rules.

The current U.S. regulatory environment for banking organizations may be further impacted by additional legislative or regulatory developments, including resulting from changes in U.S. executive administration, congressional leadership and/or agency leadership, and regulators focusing on potential racial discrimination and economic inequity, including fair lending and unfair, deceptive, or abuse acts or practices. The U.S. banking regulators may pursue further changes to the regulation and supervision of banks in response to bank failures in Spring 2023, which could include changes to liquidity, interest rate risk and incentive compensation as areas of focus. The ultimate outcome of these developments and their impact on the Bank remain uncertain.

Europe
In Europe, there remain a number of uncertainties in connection with the future of the United Kingdom – European Union relationship, and reforms implemented through the European Market Infrastructure Regulation and the review of Markets in Financial Instruments Directive and accompanying Regulation could result in higher operational and system costs and potential changes in the types of products and services the Bank can offer to customers in the region.

Level of Competition, Shifts in Consumer Attitudes, and Disruptive Technology
The Bank operates in a highly competitive industry and its performance is impacted by the level of competition. Customer acquisition and retention can be influenced by many factors, including the Bank's brand and reputation as well as the pricing, market differentiation, and overall customer experience of the Bank's products and services.

Enhanced competition from incumbents and new entrants may impact the Bank's pricing of products and services and may cause it to lose revenue and/or market share. Increased competition requires the Bank to make persistent short- and long-term investments to modernize, remain competitive, and continue delivering differentiated value to its customers. In addition, the Bank operates in environments where laws and regulations that apply to it may not universally or equitably apply to its current and emerging competitors, which could include the domestic institutions in jurisdictions outside of Canada or the U.S., or non-traditional providers (such as Fintech or big technology competitors) of financial products and services. Non-depository or non-financial institutions are often able to offer products and services that were traditionally banking products and compete with banks in offering digital financial solutions (primarily mobile or web-based services), without facing the same regulatory and capital requirements or oversight. These competitors may also operate at much lower costs relative to revenue or balances than traditional banks or offer financial services at a loss to drive user growth or to support their other profitable businesses. These third-parties can seek to acquire customer relationships, react quickly to changes in consumer behaviours, and disintermediate customers from their primary financial institution, which can also increase fraud and privacy risks for customers and financial institutions in general. The nature of disruption is such that it can be difficult to anticipate and/or respond to adequately or quickly, representing inherent risks to certain Bank businesses, including payments, lending and self-directed investing. As such, this type of competition could also adversely impact the Bank's earnings and competitive positioning.

As described in the "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" section above, on October 10, 2024, the Bank and certain of its U.S. subsidiaries consented to orders with the OCC, the Federal Reserve Board and FinCEN, and entered into plea agreements with the U.S. DOJ. The negative impact of such orders and plea agreements on the Bank's brand and reputation, along with the number of limitations on the Bank's U.S. business imposed by such orders, could adversely affect our ability to attract and retain customers in the U.S. or elsewhere.

AI adoption by TD and by our third-party vendors, including newer technologies such as Generative AI, presents risks and challenges such as regulatory and legal uncertainty, the risk of biased results or unreliable outputs if commercially implemented, compliance risks, and operational risks including sophisticated and scaled fraud / scams, cyber, privacy, data-related, intellectual property, and third-party risks. Despite the Bank's efforts to evaluate such technologies before their use, these efforts may not successfully mitigate these technologies' inherent risks and challenges, which could result in financial loss or disruption to the Bank's businesses. In addition, the Bank could face legal action and customer and market confidence in the Bank could be impacted. Given the risk of potential

disintermediation from incumbents, new entrants and Fintech / big technology competitors, the Bank may be required to make significant incremental investments in its innovation strategies and frameworks in order to remain competitive.

Environmental and Social Risk (including Climate-Related Risk)

As a financial institution, the Bank is subject to environmental and social (E&S) risk. E&S risk is a transverse risk, driving financial and non-financial risks. Drivers of E&S risk are often multi-faceted and can originate from the Bank's internal environment, including its operations, business activities, environmental and social-related commitments, products, clients, colleagues, or suppliers. Drivers of E&S risk can also originate from the Bank's external environment, including the communities in which the Bank operates, as well as second-order impacts of physical risks and the transition to a low-carbon economy.

Climate-related risk is the risk of reputational damage and/or financial loss or other harm resulting from the physical and transition risks of climate change to the Bank, its clients or the communities in which the Bank operates. This includes physical risks arising from the consequences of a changing climate, including acute physical risks stemming from extreme weather events happening with increasing severity and frequency (e.g., wildfires and floods), and chronic physical risks stemming from longer-term, progressive shifts in climatic and environmental conditions (e.g., rising sea levels and global warming). Transition risks arise from the process of shifting to a low-carbon economy, influenced by new and emerging climate-related public policies, potential litigation and litigation, changing societal demands and preferences, technologies, stakeholder and shareholder expectations, and legal developments.

Social risk is the risk of financial loss or other harm resulting from social factors, including, but not limited to, adverse human rights (e.g., discrimination, Indigenous Peoples' rights, modern slavery, and human trafficking), the social impacts of climate change (e.g., poverty, and economic and physical displacement) and the health and wellbeing of employees (e.g., inclusion and diversity, pay equity, mental health, equality, physical wellbeing, and workplace safety). Organizations, including the Bank, are under increasing scrutiny to address social and financial inequalities among racialized and other marginalized groups and are subject to rules and regulations both locally and internationally.

E&S risks may have financial, reputational, and/or other implications for both the Bank and its stakeholders (including its customers, suppliers, and shareholders) over a range of timeframes. These risks may arise from the Bank's actual or perceived actions, or inaction, in relation to climate change and other E&S issues, its progress against its E&S targets or commitments, or its disclosures on these matters. These risks could also result from E&S matters impacting the Bank's stakeholders. The Bank's participation in external E&S-related organizations or commitments may exacerbate these risks and subject the Bank to increased scrutiny from its stakeholders. In addition, the Bank may be subject to legal and regulatory risks relating to E&S matters, including regulatory orders, fines, and enforcement actions; financial supervisory capital adequacy requirements; and legal action by shareholders or other stakeholders, including the risks described in the "Other Risk Factors – Legal Proceedings" section. Additionally, different stakeholder groups may have divergent views on E&S-related matters. This divergence increases the risk that any action, or inaction, will be perceived negatively by at least some stakeholders. In the U.S., there has been increased legislative activity by state governments that restricts the flow of capital and investment by financial institutions in state governmental entities. The Bank is monitoring these trends and assessing their potential impact in the context of TD's ESG-related practices and policies.

Limitations on the availability and reliability of data and methodologies may also impact the Bank's ability to assess and evaluate E&S risks. Although these limitations are expected to improve over time as the Bank continues to advance its data capabilities by working with internal and external subject matter experts, leading to more robust and reliable E&S risk monitoring, analysis, and reporting, these efforts are not expected to eliminate all E&S risks.

Failure to successfully manage E&S-related expectations across various divergent perspectives may negatively impact the Bank's reputation and financial results. "Greenwashing" and "social washing" can occur where claims of E&S benefits are made in relation to products or services or corporate performance that are false, give a misleading impression, or are not supported or substantiated. These claims have accelerated in focus inside and outside the Bank. Public commitments, new products and disclosures can potentially expose financial institutions to risk . Prosecution of greenwashing claims has occurred in jurisdictions in which the Bank operates, including Canada, the U.S. and Europe. The Bank continues to closely monitor trends in E&S-related litigation.

OTHER RISK FACTORS

Legal Proceedings

Given the highly regulated and consumer-facing nature of the financial services industry, the Bank is exposed to significant regulatory, quasi-regulatory and self-regulatory investigations and enforcement proceedings related to its businesses and operations. In addition, the Bank and its subsidiaries are from time to time named as defendants or are otherwise involved in various class actions and other litigation or disputes with third parties related to their businesses and operations. A single event involving a potential violation of law or regulation may give rise to numerous and overlapping investigations and proceedings by multiple federal, provincial, state or local agencies and officials in Canada, the U.S. or other jurisdictions. In addition, failure to satisfy settlement or consent agreements could lead to additional enforcement proceedings. For example, failure to comply with the terms of the U.S. BSA/AML related plea agreements with the DOJ during the five-year term of probation, including by failing to complete the compliance undertakings, failing to cooperate or to report alleged misconduct as required, or committing additional crimes, could also subject the Bank to further prosecution and additional financial penalties and ongoing compliance commitments, and could result in an extension of the length of the term probation. Furthermore, if another financial institution violates a law or regulation relating to a particular business activity or practice, this will often give rise to an investigation by regulators and other governmental agencies of the same or similar activity or practice by the Bank.

Actions currently pending against the Bank, or in which the Bank is otherwise involved, may result in judgments, settlements, fines, penalties, disgorgements, injunctions, increased exposure to litigation, business improvement orders, limitations or prohibitions from engaging in business activities, changes to the operation or management of business activities, or other results adverse to the Bank, which could materially affect the Bank's businesses, financial condition and operations, and/or cause serious reputational harm to the Bank, which could also affect the Bank's future business prospects. Moreover, some claims asserted against the Bank may be highly complex and include novel or untested legal theories. The outcome of such proceedings may be difficult to predict or estimate, in some instances, until late in the proceedings, which may last several years. Although the Bank establishes reserves for these matters according to accounting requirements, the amount of loss ultimately incurred in relation to those matters may be material and may be substantially different from the amounts accrued. Furthermore, the Bank may not establish reserves for matters where the outcome is uncertain. Regulators and other government agencies examine the operations of the Bank and its subsidiaries on both a routine- and targeted-exam basis, and they may pursue regulatory settlements, criminal proceedings or other enforcement actions against the Bank in the future.

For additional information relating to the Bank's material legal proceedings, refer to Note 26 of the 2024 Consolidated Financial Statements.

Ability to Attract, Develop, and Retain Key Talent

The Bank's future performance is dependent on the availability of qualified talent, the Bank's ability to attract, develop, and retain key talent and effectively manage changes in leadership. The Bank's management understands that, while the labour market is softening on both sides of the border, the competition for talent continues across geographies, industries, and emerging capabilities in a number of sectors including financial services. This competition is expected to continue as a result of shifts in employee preferences, inflationary pressures, rapid speed of AI adoption, regulatory expectations, economic conditions, and remote roles providing opportunities across geographic boundaries. This could result in increased attrition particularly in areas where core professional and specialized skills are required.

As described in the "Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" section above, on October 10, 2024, the Bank and certain of its U.S. subsidiaries consented to orders with the OCC, the Federal Reserve Board and FinCEN, and entered into plea agreements with the U.S. DOJ. The negative impact of such orders and plea agreements on the Bank's reputation, along with the number of limitations on the Bank's U.S. business imposed by such orders, could adversely affect our ability to attract and retain our talent in the U.S. or elsewhere.

Although it is the goal of the Bank's enterprise programs, management resource policies and practices to attract, develop, and retain key talent employed by the Bank or an entity acquired by the Bank, the Bank may not be able to do so, and these actions may not be sufficient to mitigate attrition.

Foreign Exchange Rates, Interest Rates, Credit Spreads, and Equity Prices

Foreign exchange rate, interest rate, credit spread, and equity price movements in Canada, the U.S., and other jurisdictions in which the Bank does business impact the Bank's financial position and its future earnings. Changes in the value of the Canadian dollar relative to the global foreign exchange rates may also affect the earnings of the Bank's small business, commercial, and corporate customers. A change in the level of interest rates affects the interest spread between the Bank's deposits and other liabilities, including loans and, as a result, impacts the Bank's net interest income. In particular, elevated interest rates would increase the Bank's interest income but could also have adverse impacts on the Bank's cost of funding for loans and may also result in the risks outlined under the heading "Inflation, Interest Rates and Recession Uncertainty". A change in the level of credit spreads affects the relative valuation of assets and liabilities and, as a result, impacts the Bank's earnings and could also result in significant losses if, to generate liquidity, the Bank has to sell assets that have suffered a decline in value. A change in equity prices impacts the Bank's financial position and its future earnings, due to unhedged positions the Bank holds in tradeable equity securities. The trading and non-trading market risk frameworks and policies manage the Bank's risk appetite for known market risk, but such activities may not be sufficient to mitigate against such market risk, and the Bank remains exposed to unforeseen market risk.

Downgrade, Suspension or Withdrawal of Ratings Assigned by Any Rating Agency

Credit ratings and outlooks of the Bank provided by rating agencies reflect their views and are subject to change from time to time, based on a number of factors, including the Bank's financial strength, capital adequacy, competitive position, asset quality, business mix, corporate governance and risk management, the level and quality of our earnings and liquidity, as well as factors not entirely within the Bank's control, including the methodologies used by rating agencies and conditions affecting the overall financial services industry. Our borrowing costs and ability to obtain funding are influenced by our credit ratings. Reductions in one or more of our credit ratings could adversely affect our ability to borrow funds and raise the costs of our borrowings substantially and could cause creditors and business counterparties to raise collateral requirements or take other actions that could adversely affect our ability to raise funding. In addition to credit ratings, our borrowing costs are affected by various other external factors, including market volatility and concerns or perceptions about the financial services industry generally. There can be no assurance that we will maintain our credit ratings and outlooks and that credit ratings downgrades in the future would not have a material adverse effect on our ability to borrow funds and borrowing costs. Some of the Bank's credit ratings were downgraded following the global resolution of the investigations into the Bank's U.S. BSA/AML Program, and the Bank's credit ratings and outlooks could be further downgraded if the rating agencies consider that the impact of the Global Resolution on the Bank is more negative or sustained than they expected, including if the Bank fails to meet the requirements imposed by its regulators or if the non-monetary penalties weaken the Bank's U.S. franchise. Downgrades in our credit ratings also may trigger additional collateral or funding obligations which, depending on the severity of the downgrade, could have a material adverse effect on our liquidity, including as a result of credit-related contingent features in certain of our derivative contracts.

Value and Market Price of our Common Shares and other Securities

The market price of the Bank's common shares and other securities may be impacted by market conditions and other factors, and securityholders may not be able to sell their securities at or above the price at which they purchased such securities. The volume, value and trading price of the Bank's securities could fluctuate significantly in response to factors both related and unrelated to our operating or financial performance and/or future prospects, including: (i) variations in the Bank's financial and operating results and financial condition; (ii) the Bank's ability to satisfy the terms of the Global Resolution; (iii) the impact of the Global Resolution on the Bank's businesses, operations and financial condition; (iv) the Bank being subject to further prosecution or financial penalties, which may occur if the Bank fails to comply with the terms of the plea agreements with the DOJ during the five-year term of probation; (v) the Bank's or U.S. Bank's former or current directors, officers or employees becoming subject to civil or criminal investigations or enforcement proceedings in relation to the Bank's U.S. BSA/AML program; (vi) differences between the Bank's actual financial and operating results and financial condition and those expected by investors and analysts; (vii) changes in perception by investors and analysts in the Bank's businesses, operations or financial condition; (viii) conduct by the Bank's employees, third party contractors or agents that adversely affects the Bank's reputation; (ix) the Bank's inability to execute on long-term strategies and shorter-term key strategic priorities; (x) the occurrence of significant technology or cybersecurity events; (xi) changes in the general business, market or economic conditions in the regions in which the Bank operates including as a result of geopolitical instability or in conditions affecting financial institutions or the financial services industry generally; (xii) fluctuations in inflation and interest rates; (xiii) volatility on exchanges on which the Bank's securities are traded; (xiv) actual or prospective changes in applicable laws, regulations or rules; and (xv) the materialization of other risks described in this "Risks that May Affect Future Results" section.

Interconnectivity of Financial Institutions

The financial services industry is highly interconnected such that a significant volume of transactions occur among the members of the industry. The interconnectivity of multiple financial institutions with central or common agents, exchanges and clearinghouses increases the risk that a financial or operational failure at one institution or entity may cause more widespread failures that could materially impact our ability to conduct business. Any such failure, termination or constraint could adversely affect our ability to effect transactions, service our clients, manage our exposure to risk or result in financial loss or liability to our clients.

Additionally, the Bank routinely transacts among an array of different financial products and services with counterparties in the financial services industry, including banks, investment banks, governments, central banks, insurance companies and other financial institutions. A rapid deterioration of a counterparty, or of a systemically significant market participant that is not a counterparty of the Bank, could lead to creditworthiness concerns of other borrowers or counterparties in

related or dependent industries, and can lead to substantial disruption within the financial markets. These conditions could cause the Bank to incur significant losses or other adverse impacts to the Bank's financial condition. Furthermore, there is no assurance that industry regulators or government authorities will provide support in the event of the failure or financial distress of other banks or financial institutions, or that they would do so in a timely fashion. For example, the closures of Silicon Valley Bank and Signature Bank in March 2023 in the U.S. and their placement into receivership led to liquidity, credit and market risk concerns at many financial institutions, regardless of whether they had relationships with the closing institutions.

Accounting Policies and Methods Used by the Bank

The Bank's accounting policies and estimates are essential to understanding its results of operations and financial condition. Some of the Bank's policies require subjective, complex judgments and estimates as they relate to matters that are inherently uncertain. Changes in these judgments or estimates and changes to accounting standards and policies could have a materially adverse impact on the Bank's Consolidated Financial Statements, and its reputation. Material accounting policies as well as current and future changes in accounting policies are described in Note 2 and Note 4, respectively, and significant accounting judgments, estimates, and assumptions are described in Note 3 of the 2024 Consolidated Financial Statements.

RISK FACTORS AND MANAGEMENT

Managing Risk

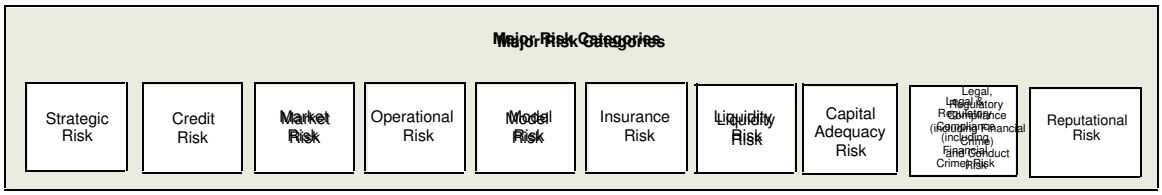
EXECUTIVE SUMMARY

Growing profitability based on balanced revenue, expenses and capital growth involves selectively taking and managing risks within the Bank's risk appetite. The Bank's goal is to earn a stable and sustainable rate of return for every dollar of risk it takes, while putting significant emphasis on investing in its businesses to meet its strategic objectives.

The Bank's Enterprise Risk Framework (ERF) reinforces the Bank's risk culture, which emphasizes transparency and accountability, and supports a common understanding among stakeholders of how the Bank manages risk. The ERF addresses: (1) how the Bank defines the types of risk it is exposed to; (2) how the Bank determines the risks arising from the Bank's strategy and operations; (3) risk management governance and organization; and (4) how the Bank manages risk through processes that identify and assess, measure, control, monitor, and report risk. The Bank's risk management resources and processes are designed to both challenge and enable all its businesses to understand the risks they face and to manage them within the Bank's risk appetite.

RISKS INVOLVED IN TD'S BUSINESSES

The Bank's Risk Inventory sets out the Bank's major risk categories and related subcategories to which the Bank's businesses and operations could be exposed. The Risk Inventory facilitates consistent risk identification, assessment, control, measurement, monitoring, reporting, and disclosure of TD's risks. The Risk Inventory is the starting point in developing risk management strategies and processes. The Bank's major risk categories are: Strategic Risk; Credit Risk; Market Risk; Operational Risk; Model Risk; Insurance Risk; Liquidity Risk; Capital Adequacy Risk; Legal and Regulatory Compliance (including Financial Crime) Risk; and Reputational Risk.



RISK APPETITE

The Bank's Risk Appetite Statement (RAS) is the primary means used to communicate how the Bank views risk and determines the type and amount of risk it is willing to take to deliver on its strategy and to enhance shareholder value. In setting the risk appetite, the Bank takes into account its vision, purpose, strategy, shared commitments, and capacity to bear risk under both normal and recessionary/stress conditions. The core risk principles for the Bank's RAS are as follows:

The Bank takes risks required to build its business, but only if those risks:

1. Fit the business strategy, and can be understood and managed.
2. Do not expose the enterprise to any significant single loss events; TD does not 'bet the Bank' on any single acquisition, business, product or decision.
3. Do not risk harming the TD brand.

The Bank's Risk Appetite Governance Framework (RAGF) describes the assumptions, responsibilities, and processes established to define, maintain, govern and monitor TD's risk appetite, and associated risk measures. The Bank considers current operating conditions and the impact of emerging risks in developing and applying its risk appetite. Adherence to the Bank's risk appetite is managed and monitored across the Bank and is informed by the RAGF and a broad collection of principles, frameworks, policies, processes, and tools.

The Bank's RAS describes, by major risk category, the Bank's risk principles and establishes both qualitative and quantitative measures, thresholds, and limits, as appropriate. RAS measures consider both normal and stress scenarios and include those that can be monitored at the enterprise level and cascaded to the segments.

Risk Management is responsible for establishing practices and processes to formulate, monitor, and report on the Bank's RAS measures. The Risk Management function also monitors and evaluates the effectiveness of these practices and processes, as well as the RAS measures. Compliance with RAS principles and measures is assessed and reported regularly to senior management, the Board, and the Risk Committee of the Board (Risk Committee); other measures are tracked on an ongoing basis by management, and escalated to senior management and the Board, as required.

RISK CULTURE

Risk culture is the attitudes and behaviours around taking and managing risk in the Bank and is guided by our shared commitments and the TD Culture Framework. The TD Culture Framework defines culture at TD including expected behaviours and desired outcomes, describes our fundamental mechanisms to drive; embed; and reinforce our desired culture and provides a comprehensive approach to culture oversight. The shared commitments are the behaviours that differentiate the Bank and help guide the way the Bank runs its business, grows its leaders, supports its colleagues, and serves its communities. Risk culture is one of the attributes that is integral to the Bank's overall organizational culture. The Risk Committee engages with the Chief Risk Officer (CRO) who leads a diverse team of risk professionals to drive a proactive risk culture. The central oversight for organisational culture at TD is led by Human Resources (HR) in partnership with Risk Management.

The Bank's risk culture starts with the "tone at the top" set by the Chief Executive Officer (CEO) and the Senior Executive Team (SET), and is supported by the Bank's vision, purpose, shared commitments, Code of Conduct and Ethics and risk appetite. These governing objectives describe and drive the behaviours, decision making, and business practices that the Bank seeks to foster among its employees, in building a culture where the only risks taken are those within our established risk appetite. The Bank's risk culture reinforces that it is everyone's accountability to self-reflect, learn from past experiences, encourage open communication, escalate matters on a timely basis, and strive for transparency on all aspects of risk taking. The Bank's employees are expected to challenge, communicate, self-identify and escalate in a timely, accurate and forthright manner when they believe the Bank is operating outside of its desired risk culture or risk appetite.

Ethics, integrity and conduct is a pillar of TD's culture and is a key component of the Bank's risk culture. The Bank's Code of Conduct and Ethics guides employees and directors to make decisions that meet the highest standards of integrity, professionalism, and ethical behaviour. Every Bank employee and director is expected and required to assess business decisions and actions on behalf of the organization in light of whether it is right, legal, and fair.

The Bank's desired risk culture is reinforced by linking compensation to management's performance against the Bank's risk appetite. An annual consolidated assessment of management's performance against the RAS is prepared by Risk Management, reviewed by the Risk Committee, and is used by the HR Committee as a key input into compensation decisions. All executives are individually assessed against objectives that include consideration of risk and control behaviours. This comprehensive approach allows the Bank to consider whether the actions of executive management resulted in risk and control events within their area of responsibility.

In addition, Oversight Functions operate independently from segments, supported by an organizational structure that is designed to provide objective oversight and independent challenge. Oversight Function heads, including the CRO, have unfettered access to respective Board committees to raise risk, compliance, and other issues. Lastly, awareness and communication of the Bank's RAS and the ERF take place across the organization through enterprise risk communication programs, employee orientation and training, and participation in internal risk management conferences. These activities further strengthen the Bank's risk culture by increasing the knowledge and understanding of the Bank's expectations for risk taking.

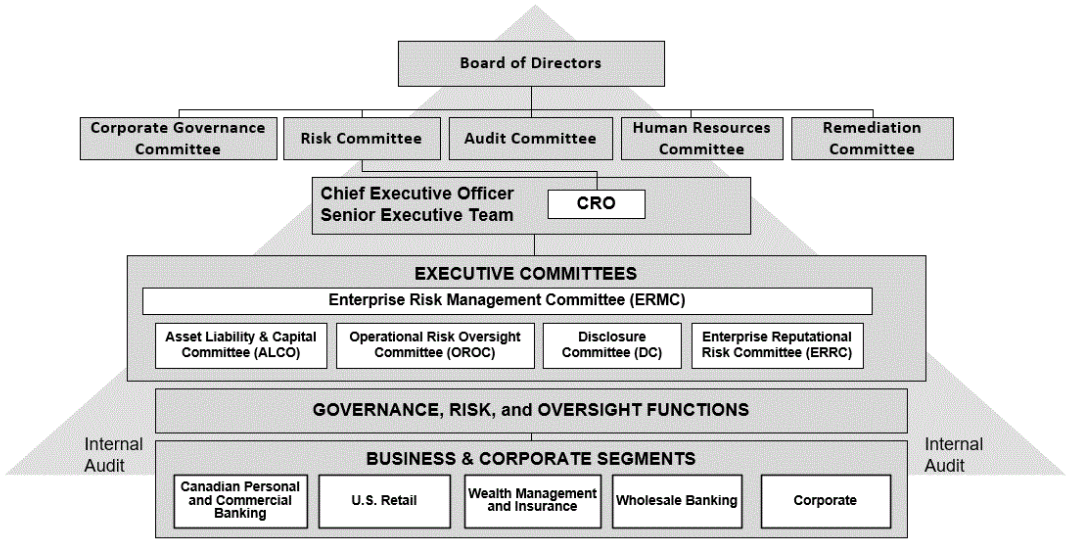
WHO MANAGES RISK

The Bank's risk governance structure emphasizes and balances strong independent oversight with clear ownership for risk across the Bank. Under the Bank's approach to risk governance, a "three lines of defence" model is employed, in which the first line of defence is the risk owner, the second line provides risk oversight, and the third line is internal audit.

The Bank's risk governance model includes a senior management committee structure that is designed to support transparent risk reporting and discussions. The Bank's overall risk and control oversight is provided by the Board and its committees. The CEO and SET determine the Bank's long-term direction which is then carried out by segments within the Bank's risk appetite. Risk Management, headed by the CRO, sets enterprise risk strategy and policy and provides independent oversight to support a comprehensive and proactive risk management approach. The CRO, who is also a member of the SET, has unfettered access to the Risk Committee. In addition, the Chief Anti-Money Laundering Officer and the Chief Compliance Officer have unfettered access to the Audit Committee.

The Bank has a subsidiary governance framework to support its overall risk governance structure, including Boards of Directors, and committees for various subsidiary entities where appropriate. Within the U.S. Retail business segment, risk and control oversight is provided by separate and distinct Boards of Directors which includes fully independent Board Risk and Audit Committees. The U.S. Chief Risk Officer (U.S. CRO) has unfettered access to the U.S. Board Risk Committee, the U.S. BSA Officer has unfettered access to the U.S. Board Audit and Compliance Committees, and the U.S. Chief Compliance Officer has unfettered access to the U.S. Audit Committee. In addition, as further described in "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program", the Bank is undertaking a remediation of its U.S. BSA/AML Program, which is a cross-functional undertaking, spanning business lines and control functions. The Bank has established a dedicated program management infrastructure to monitor execution against the remediation program. This work is being overseen by the Compliance Committee of the U.S. subsidiary boards.

RISK GOVERNANCE STRUCTURE



The Board of Directors
The Board oversees the Bank's strategic direction, the implementation of an effective risk culture and the internal control framework across the enterprise. It accomplishes its risk management mandate both directly and indirectly through its five committees: Audit, Risk, HR, Corporate Governance and Remediation. The Board reviews and approves the Bank's RAS and related RAS measures at least annually, and reviews the Bank's risk profile and performance relative to its risk appetite measures and principles. In addition, the Board has oversight of the Bank's management of capital, liquidity and internal controls policies and practices.

The Audit Committee
The Audit Committee oversees financial reporting, the adequacy and effectiveness of internal controls, including internal controls over financial reporting, and the activities of the Internal Audit Division, Finance, Compliance, and Financial Crime Risk Management, including Anti-Money Laundering/Terrorist Financing/Economic Sanctions/Anti-Bribery and Anti-Corruption. In addition, the committee has oversight of the establishment and maintenance of policies and programs reasonably designed to achieve and maintain the Bank's compliance with applicable laws and regulations. In support of this oversight, the committee reviews any significant litigation and regulatory matters.

The Risk Committee
The Risk Committee is responsible for reviewing and recommending TD's RAS for approval by the Board annually. The Risk Committee oversees the management of TD's risk profile and performance relative to its risk appetite. In support of this oversight, the committee reviews and approves significant enterprise-wide risk management frameworks and policies that are designed to help manage the Bank's major risk exposures, and monitors the management of risks, issues and trends.

The Human Resources Committee
The HR Committee, in addition to its other responsibilities, oversees the management of the Bank's culture and approves the Bank's Culture Framework. It also satisfies itself that HR risks are appropriately identified, assessed, and managed in a manner consistent with the risk programs within the Bank, and with the sustainable achievement of the Bank's business objectives. In addition, the committee monitors the Bank's compensation strategy, plans, policies and practices, including the appropriate consideration ofrisk.

The Corporate Governance Committee
The Corporate Governance Committee, in addition to its other responsibilities, develops, and where appropriate, recommends to the Board for approval corporate governance principles, including the Bank's Code of Conduct and Ethics, aimed at fostering a healthy governance culture at the Bank, and also acts as the conduct review committee for the Bank, including providing oversight of conduct risk. In addition, the committee has oversight of the Bank's strategy on corporate responsibility for E&S matters, the establishment and maintenance of policies in respect of the Bank's compliance with the consumer protection provisions of the Financial Consumer Protection Framework, and regularly assesses Board succession planning considerations.

The Remediation Committee
The Board approved the establishment of a Remediation Committee effective December 5, 2024, with a mandate to provide oversight to the Bank's and its subsidiaries' compliance with regulatory enforcement related orders and agreements. The committee will receive reports from the various remediation teams and oversight functions if necessary, including information and insights related to the Bank's compliance with all enforcement commitments and progress on the required remediation.

Chief Executive Officer and Senior Executive Team
The CEO and the SET develop and recommend to the Board the Bank's long-term strategic direction and also develop and recommend for Board approval TD's RAS. The SET members set the "tone at the top" and manage risk in accordance with the Bank's RAS while considering the impact of current and emerging risks on the Bank's strategy and risk profile. This accountability includes identifying, understanding and communicating significant risks to the Risk Committee.

Executive Committees
The CEO, in consultation with the CRO establishes the Bank's executive committee structure. These committees are chaired by SET members and meet regularly to oversee governance, risk, and control activities and to review and monitor risk strategies and associated risk activities and practices.
The ERMC, chaired by the CEO, oversees the management of major enterprise governance, risk, and control activities and promotes an integrated and effective risk management culture. The following executive committees have been established to manage specific major risks based on the nature of the risk and related business activity:

- ALCO – chaired by the Chief Financial Officer (CFO), the ALCO oversees directly and through its standing subcommittees (the Enterprise Capital Committee and Global Liquidity and Funding (GLF) Committee) the management of the Bank's consolidated non-trading market risk and each of its consolidated liquidity, funding, investments, and capital positions.
- OROC – chaired by the CRO, the OROC oversees the identification, monitoring, and control of key risks within the Bank's operational risk profile.
- DC – chaired by the CFO, the DC oversees that appropriate controls and procedures are in place and operating to permit timely, accurate, balanced, and compliant disclosure to regulators with respect to public disclosure, shareholders, and the market.
- ERRC – chaired by the CRO, the ERRC oversees the management of reputational risk within the Bank's risk appetite, provides a forum for discussion, review, and escalation for non-traditional risks, and acts as a decisioning body in cases where urgent risk assessment and decisions are required for select high-risk cross-segment/enterprise changes and where decision rights run across more than one group.

Risk Management
The Risk Management function, headed by the CRO, provides independent oversight of enterprise-wide risk management, risk governance, and control, including the setting of risk strategy and policy to manage risk in alignment with the Bank's risk appetite and business strategy. Risk Management's primary objective is to support a comprehensive and proactive approach to risk management that promotes a strong risk culture. Risk Management works with the segments and other oversight functions to establish policies, standards, and limits that align with the Bank's risk appetite and monitors and reports on current and emerging risks and compliance with the Bank's risk appetite. The CRO leads and directs a diverse team of risk management, including regulatory compliance and financial crime risk management (including anti-money laundering), professionals organized to oversee risks arising from each of the Bank's major risk categories. There is an established process in place for the identification and assessment of top and emerging risks, including tail risk i.e., low probability events that can result in large or unquantifiable losses, material intervention or action from regulators, and/or significant harm to the TD brand. In addition, the Bank has clear procedures governing when and how risk events and issues are communicated to senior management and the Risk Committee.

Business and Corporate Segments
Each business and corporate segment has a dedicated risk management function that reports directly to a senior risk executive who, in turn, reports to the CRO. This structure supports an appropriate level of independent oversight while emphasizing accountability for risk within the segment. Business and corporate management is responsible for setting the segment-level risk appetite and measures, which are reviewed and challenged by Risk Management, endorsed by the ERMC, and approved by the CEO, to align with the Bank's RAS and manage risk within approved risk limits.

The corporate segment includes service and control groups (e.g., Platforms and Technology; Transformation, Enablement and Customer Experience; HR and Finance) that, like business segments, are responsible for assessing risk, designing and implementing controls and monitoring and reporting their ongoing effectiveness.

Internal Audit
The Bank's Internal Audit function provides independent and objective assurance to the Board regarding the reliability and effectiveness of key elements of the Bank's risk management, internal control, and governance processes.

Global Compliance Department (Compliance)
Compliance is an independent regulatory compliance risk and oversight function for business conduct and market conduct laws, rules and regulations (LRRs). Compliance is also responsible for the design and oversight of the Bank's Regulatory Compliance Management (RCM) program in accordance with the Enterprise RCM Framework and related standards and supports the provision of the Chief Compliance Officer's opinion to the Audit Committee as to whether the RCM controls are sufficiently robust in achieving compliance with applicable laws, rules and regulatory requirements enterprise-wide.

Enterprise Conduct Risk Management (ECRM)
ECRM is responsible for the oversight of TD's management of conduct risk. ECRM owns the Enterprise Conduct Risk Management Policy and assesses adherence to the policy through testing, analysis of conduct-related issues, and effective challenge of segment reporting and change risk assessments. ECRM provides enterprise-wide aggregated conduct risk reporting to the Corporate Governance Committee which oversees conduct risk management in the Bank.

Financial Crime Risk Management (FCRM)
FCRM, previously Global Anti-Money Laundering, is responsible for the oversight of TD's regulatory compliance regarding AML, Anti-Terrorist Financing, Economic Sanctions, and Anti-Bribery/Anti-Corruption (collectively, "Financial Crime Risk" or "FCR") and assesses the adequacy of, adherence to and effectiveness of the Bank's day-to-day controls of the FCR Programs, using a risk-based approach. FCRM is also responsible for regulatory compliance and broader prudential risk management across the Bank in alignment with enterprise AML, Sanctions and Anti-Bribery/Anti-Corruption policies so that money laundering, terrorist financing, economic sanctions, and bribery and corruption risks are appropriately identified and mitigated. FCRM reports to the Audit Committee and ERMC on the overall adequacy and effectiveness of the FCR Programs including AML, program design and operations.

As described in the "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" section, a remediation plan is in place to address U.S. BSA/AML regulatory requirements and deliver on enhancements to strengthen the AML program across the Global Bank, with the goal of enabling the Bank's compliance with regulatory expectations including how we identify, measure, monitor and mitigate AML related risks.

Both the U.S. and the Global programs have established risk mitigation and enhancement programs to help ensure that any interim risks are appropriately identified and managed according to established Risk Management standards during the period that the full multi-year remediation and enhancement activities are

delivered. The scope of the risk mitigation program extends beyond FCRM specific risks and is focused on helping to ensure that additional risks arising from the Bank undertaking this type and scale of change are appropriately managed, including Model Risk, Technology and Data Risk, Third Party Risk and Operational Risk.

Three Lines of Defence

In order to further the understanding of responsibilities for risk management, the Bank employs the following "three lines of defence" model that describes the respective accountabilities of each line of defence in managing risk across the Bank.

THREE LINES OF DEFENCE	
FIRST LINE	**RISK OWNER**
IDENTIFY AND CONTROL	● Own, identify, manage, measure, and monitor current and emerging risks in day-to-day activities, operations, products, and services. ● Understand the risks, including tail risks, across relevant risk categories (what could go wrong and the potential impact to the Bank's customers, colleagues, and the Bank itself). ● Identify and understand the applicable LRRs, including LRRs specific to the business. ● Promote ongoing initiatives to raise the profile of risk considerations and understand key risks impacting the business. ● Implement governance and control processes to promote risk awareness, clear risk ownership within the business, and personal accountability. ● Design, implement, and maintain appropriate mitigating controls, and assess the design and operating effectiveness of those controls. ● Understand and monitor control gaps and proactively self-identify and remediate issues. ● Monitor and report on risk profile so that activities are within TD's risk appetite and policies. ● Implement risk-based approval processes for all new products, activities, processes, and systems. ● Escalate risk issues and develop and implement action plans in a timely manner. ● Develop and deliver training, tools, and advice to support its accountabilities. ● Promote a strong risk management culture.
SECOND LINE	**RISK OVERSIGHT**
SET STANDARDS AND CHALLENGE	● Establish and communicate enterprise governance, risk, and control strategies, frameworks, and policies. ● Provide oversight and independent challenge to the first line through an effective objective assessment, that is evidenced and, where significant, documented, including: - Challenge the quality and sufficiency of the first line's risk activities; - Identify and assess current and emerging risks and controls, using a risk-based approach, as appropriate; - Monitor the adequacy and effectiveness of internal control activities; - Review and discuss assumptions, material risk decisions and outcomes; - Aggregate and share results across business lines and control areas to identify similar events, patterns, or broad trends; and - Monitor the execution of the Bank's remediation activities. ● Identify and assess, and communicate relevant regulatory changes for the applicable LRRs. ● Develop and implement risk measurement tools so that activities are within TD's RAS. ● Monitor and report on compliance with the Bank's RAS and policies. ● Escalate risk issues in a timely manner, with a focus on maintaining transparency to key stakeholders. ● Report on the risks of the Bank on an enterprise-wide and disaggregated level to the Board and/or senior management, independently of the business lines or operational management. ● Provide training, tools, and advice to support the first line in carrying out its accountabilities. ● Promote a strong risk management culture.
THIRD LINE	**INTERNAL AUDIT**
INDEPENDENT ASSURANCE	● Verify independently that TD's ERF is designed and operating effectively. ● Validate the effectiveness of the first and second lines of defence in fulfilling their mandates and managing risk.

In support of a strong risk culture, the Bank applies the following principles in governing how it manages risk:

- **Enterprise-Wide in Scope** – Risk Management will span all areas of the Bank, including third-party alliances and joint venture undertakings to the extent they may impact the Bank, and all boundaries, both geographic and regulatory.
- **Transparent and Effective Communication** – Matters relating to risk will be communicated and escalated in a timely, accurate, and forthright manner.
- **Enhanced Accountability** – Risks will be explicitly owned, understood, and actively managed by business management and all employees, individually and collectively.
- **Independent Oversight** – Risk policies, monitoring, and reporting will be established and conducted independently and objectively.
- **Integrated Risk and Control Culture** – Risk Management disciplines will be integrated into the Bank's daily routines, decision-making, and strategy formulation.
- **Strategic Balance** – Risk will be managed to an acceptable level of exposure, recognizing the need to protect and grow shareholder value to foster a sound strategic balance between risk mitigation and risk enablement within TD's risk appetite.
- **Leadership Accountability** – Leaders are accountable to demonstrate, influence and drive the right risk behaviours and risk mindset with colleagues and stakeholders.

APPROACH TO RISK MANAGEMENT PROCESSES

The Bank's comprehensive and proactive approach to risk management is comprised of four processes: risk identification and assessment, measurement, control, and monitoring and reporting.

Risk Identification and Assessment

Risk identification and assessment is focused on recognizing and understanding existing risks, risks that may arise from new or evolving business initiatives, aggregate risks, tail risks, and emerging risks from the changing environment. The Bank's objective is to establish and maintain integrated risk identification and assessment processes that enhance the understanding of risk interdependencies, consider how risk types intersect, and support the identification of emerging risks. To that end, the Bank's Enterprise-Wide Stress Testing (EWST) program enables senior management, the Board, and its committees to identify and articulate enterprise-wide risks and understand potential vulnerabilities for the Bank.

Risk Measurement
The ability to quantify risks is a key component of the Bank's risk management process. The Bank's risk measurement process aligns with regulatory requirements such as capital adequacy, leverage ratios, liquidity measures, stress testing, and maximum credit exposure guidelines established by its regulators. Additionally, the Bank has a process in place to quantify risks to provide accurate and timely measurements of the risks it assumes.

In quantifying risk, the Bank uses various risk measurement methodologies, including Value-at-Risk (VaR) analysis, scenario analysis, stress testing, and limits. Other examples of risk measurements include credit exposures, PCL, peer comparisons, trending analysis, liquidity coverage, leverage ratios, capital adequacy metrics, and operational risk event notification metrics. The Bank also requires segments and oversight functions to assess key risks and internal controls through a structured Risk and Control Self-Assessment program. Internal and external risk events are monitored to assess whether the Bank's internal controls are effective. This allows the Bank to identify, escalate, and monitor significant risk issues as needed.

Risk Control
The Bank's risk control processes are established and communicated through the Risk Committee and management approved policies, and associated management approved procedures, control limits, and delegated authorities which reflect its risk appetite and risk tolerances.

The Bank's approach to risk control also includes risk and capital assessments to appropriately capture key risks in its measurement and management of capital adequacy. This involves the review, challenge, and endorsement by senior management committees of the Bank's ICAAP and related economic capital practices. The Bank's performance is measured based on the allocation of risk-based capital to businesses and the cost charged against that capital.

Risk Monitoring and Reporting
The Bank monitors and reports on risk levels on a regular basis against its risk appetite and Risk Management reports on its risk monitoring activities to senior management, the Board and its Committees, and appropriate executive and management committees. Complementing regular risk monitoring and reporting, ad hoc risk reporting is provided to senior management, the Risk Committee, and the Board, as appropriate, for new and emerging risks or any significant changes to the Bank's risk profile. The Bank is developing methodologies and approaches for climate scenario analysis through participation in industry-wide working groups and the OSFI led Standardized Climate Scenario Exercise, and is working to embed the assessment of climate-related risks and opportunities into relevant Bank processes.

Stress Testing
Stress testing is an integral component of the Bank's risk management framework and serves as a key component of the Bank's capital, strategic and financial planning processes. Stress testing at the Bank comprises an annual enterprise-wide stress test featuring a range of scenarios, prescribed regulatory stress tests in multiple jurisdictions, and various ongoing and ad hoc stress tests and analysis. The results of these stress tests and analysis enable management to assess the impact of geopolitical events and changes to economic and other market factors on the Bank's financial condition and assist in the determination of capital and liquidity adequacy and targets, risk appetite and other limits. These exercises enable the identification and quantification of vulnerabilities, the monitoring of changes in risk profile relative to risk appetite limits, and evaluation of business plans.

The Bank utilizes a combination of quantitative modelling and qualitative approaches to assess the impact of changes in the macroeconomic environment on the Bank's income statement, balance sheet, and capital and liquidity position under hypothetical stress situations. Stress testing engages senior management across the lines of business, Finance, TBSM, Economics, and Risk Management. Stress test results are reviewed, challenged and approved by senior management and executive oversight committees. The Bank's Risk Committee also reviews, challenges, and discusses the results. The results are submitted, disclosed, or shared with regulators as required or requested.

Enterprise-Wide Stress Testing
The Bank conducts an annual EWST as part of a comprehensive capital and liquidity planning, strategic, and financial exercise that is a key component of the Bank's ICAAP framework. The EWST results are considered in establishing the Bank's capital targets and stress related risk appetite limits, evaluating the Bank's strategies and business plan, and identifying actions that senior management could take to manage the impact of stress events. In addition, the Bank conducts ad hoc stress tests and analysis for assessing the impact of events deemed to be potentially material or of concern in support of senior management's assessment of vulnerabilities and operational readiness to an uncertain or rapidly changing operating environment.

The program is subject to a well-defined governance framework that facilitates executive oversight and engagement throughout the organization. EWST methodologies and results are reviewed and challenged by executives and subject matter experts from the line of business, finance and risk teams. Stress testing results are further reviewed by ERMC and are also shared with the Board and regulators. The Bank's EWST program involves the development, execution and assessment of stress scenarios with varying features and degrees of severity on the balance sheet, income statement, capital, liquidity, and leverage. It enables management to identify and assess enterprise-wide risks and understand potential vulnerabilities, and changes to the risk profile of the Bank. The stress scenarios are developed with consideration of the Bank's key business activities, exposures, concentrations and vulnerabilities. The scenarios are designed to be consistent with regulatory stress testing frameworks and cover a wide variety of risk factors meaningful to the Bank's risk profiles in North America and globally including changes to unemployment, gross domestic product, home prices, and interest rates.

For the 2024 EWST program, the Bank developed and assessed scenarios that explored emerging risks such as inflation, various interest rate environments, increased competition/market pressure on fees, Net Interest Margin compression reflecting deposit attrition and higher funding costs, and elevated regulatory, fraud and cybersecurity risks. The stress testing scenarios included, a plausible typical recession calibrated to historical recessions in Canada and the U.S., a low probability and highly severe stagflation scenario targeting TD-specific risks and vulnerabilities, and an alternative scenario that explores another plausible interest rate environment. Supplemental analysis performed during 2024 explored strategic risk events to support senior management in assessing key risks.

Other Stress Tests and Analysis
Ongoing stress testing and scenario analyses within specific risk types, such as market risk, liquidity risk, retail and wholesale credit risk, operational risk, and insurance risk, supplement and support our enterprise-wide analyses. Results from these risk-specific programs are used in a variety of decision-making processes including risk limit setting, portfolio composition evaluation, risk appetite articulation and business strategy implementation. In addition, the Bank conducts ad hoc stress tests and analysis for the enterprise as well as for targeted portfolios, to evaluate potential vulnerabilities and operational readiness to specific changes in economic and market conditions including those related to evolving geopolitical risk events.

Stress tests are also conducted on certain legal entities and jurisdictions, in line with prescribed regulatory requirements. The Bank's U.S.- holding company and operating bank subsidiaries' capital planning process including execution of stress tests are conducted in accordance with the U.S. Dodd-Frank Act stress testing (DFAST) requirements. In addition, certain Bank subsidiaries in Singapore, Ireland, and the United Kingdom conduct stress testing exercises as part of their respective ICAAP. The Bank undertakes other internal and regulatory based stress tests including liquidity and market risk, which are detailed in the respective sections.

The Bank also conducts scenario and sensitivity analysis as part of the Recovery and Resolution Planning program to assess potential mitigating actions and contingency planning strategies, as required.

Strategic Risk

Strategic risk is the risk of sub-optimal outcomes (including financial losses or reputational damage) arising from the Bank's strategic choices, execution of our strategies, responses to disruption (e.g., technological advancements or unforeseen competitive shifts) and regulatory shifts, or tail risk exposures (i.e., low probability events that can result in large or unquantifiable losses, material intervention or action from regulators, and/or significant harm to the TD brand). Strategic choices may span ongoing business operations and inorganic (Mergers & Acquisitions and strategic partnerships) activities.

WHO MANAGES STRATEGIC RISK

The CEO manages Strategic Risk, supported by members of the SET and the ERMC. The CEO, together with the SET, defines the overall strategy, in consultation with, and subject to approval by the Board. The Enterprise Strategy group, under the leadership of the CFO, is charged with developing the Bank's long-term strategy and shorter-term strategic objectives and priorities with input and support from senior executives across the Bank.

Each member of the SET is responsible for establishing and managing long- and short-term strategic priorities for their areas of responsibility (business segment or corporate function), and ensuring such strategies are aligned with the Bank's long- and short-term strategic objectives and priorities, and are within the Bank's risk appetite. Each member of the SET is also accountable to the CEO for identifying, assessing, measuring, controlling, monitoring, and reporting on the effectiveness and risks of their business segment or corporate function's strategies.

The CEO, members of the SET, and other senior executives report to the Board on the implementation of the Bank's strategies, identifying related risks and explaining how they are managed.

The ERMC oversees the identification and monitoring of significant and emerging risks related to the Bank's strategies so that mitigating actions are taken where appropriate.

HOW TD MANAGES STRATEGIC RISK

The Bank's enterprise-wide strategies and operating performance, and those of significant business segments and corporate functions, are assessed regularly by the CEO and members of the SET through an integrated financial and strategic planning process, as well as operating results reviews.

The Bank's RAS establishes strategic risk limits at the enterprise and business segment levels. Limits include qualitative and quantitative assessments and are established to monitor and control business concentrations, strategic disruption, and E&S risks.

The Bank's annual integrated planning process establishes plans at the enterprise and segment levels. The plans incorporate market trends, TD's relative performance, long- and short-term strategies, target metrics, key risks / mitigants, and alignment with the Bank's enterprise strategy and risk appetite.

Operating results are reviewed periodically during the year to monitor segment / function performance against the integrated financial and strategic plan. These reviews include an evaluation of long-term strategy and short-term strategic priorities, including the operating environment, relative performance and competitive positioning assessments, initiative execution status, and key risks / mitigants. The frequency of operating results reviews depends on the risk profile and size of the business segment or corporate function.

The Bank's strategic risk and adherence to its risk appetite is reviewed by the ERMC in the normal course, as well as by the Board. Additionally, material acquisitions are assessed for their fit with the Bank's strategy and risk appetite in accordance with the Bank's Due Diligence Policy. This assessment is reviewed by the SET and Board as part of the decision process.

The shaded areas of this MD&A represent a discussion on risk management policies and procedures relating to credit, market, and liquidity risks as required under IFRS 7, *Financial Instruments: Disclosures*, which permits these specific disclosures to be included in the MD&A. Therefore, the shaded areas which include Credit Risk, Market Risk, and Liquidity Risk, form an integral part of the audited Consolidated Financial Statements for the years ended October 31, 2024 and October 31, 2023.

The Basel Framework

The objective of the Basel Framework is to improve the consistency of capital requirements internationally and establish minimum regulatory capital standards which adequately capture risks. The Basel Framework sets different risk-sensitive approaches for calculating credit, market, and operational RWA.

Credit Risk

Credit risk is the risk of loss if a borrower or counterparty in a transaction fails to meet its agreed payment obligations.

Credit risk is one of the most significant and pervasive risks in banking. Every loan, extension of credit, or transaction that involves the transfer of payments between the Bank and other parties or financial institutions exposes the Bank to some degree of credit risk.

The Bank's primary objective is to be methodical in its credit risk assessment so that the Bank can understand, select, and manage its exposures to reduce significant fluctuations in earnings.

The Bank's strategy is to include central oversight of credit risk in each business, and reinforce a culture of transparency, accountability, independence, and balance.

WHO MANAGES CREDIT RISK

The responsibility for credit risk management is enterprise-wide. To reinforce ownership of credit risk, credit risk control functions are integrated into each business, but also report to Risk Management.

Each business segment's credit risk control unit is responsible for its credit decisions and must comply with established policies, exposure guidelines, credit approval limits, and policy/limit exception procedures. It must also adhere to established enterprise-wide standards of credit assessment and obtain Risk Management's approval for credit decisions beyond its discretionary authority.

Risk Management is accountable for oversight of credit risk by developing policies that govern and control portfolio risks, and approval of product-specific policies, as required.

The Risk Committee oversees the management of credit risk and annually approves certain significant credit risk policies.

HOW TD MANAGES CREDIT RISK

The Bank's Credit Risk Management Framework outlines the internal risk and control structure to manage credit risk and includes risk appetite, policies, processes, limits and governance. The Credit Risk Management Framework is maintained by Risk Management and supports alignment with the Bank's risk appetite for credit risk.

Credit risk policies and credit decision-making strategies, as well as the discretionary limits of officers throughout the Bank for extending lines of credit are centrally approved by Risk Management, and the Board where applicable.

Limits are established to monitor and control country, industry, product, geographic, and group exposure risks in the portfolios in accordance with enterprise-wide policies.

In the Bank's Retail businesses, the Bank uses established underwriting guidelines (which include collateral and loan-to-value requirements) along with approved scoring techniques and standards in extending, monitoring, and reporting personal credit. Credit scores and decision strategies are used in the origination and ongoing management of new and existing retail credit exposures. Scoring models and decision strategies utilize a combination of borrower attributes, including, but not limited to, income, employment status, existing loan exposure and performance, and size of total bank relationship, as well as external data such as credit bureau information, to determine the amount of credit the Bank is prepared to extend to retail customers and to estimate future credit performance. Established policies and procedures are in place to govern the use, and monitor and assess the performance of scoring models and decision strategies to align with expected performance results. Retail credit exposures approved within the credit centres are subject to ongoing Retail Risk Management review to assess the effectiveness of credit decisions and risk controls, as well as to identify emerging or systemic issues and trends. Material policy exceptions are tracked and reported and larger dollar exposures and material exceptions to policy are escalated to Retail Risk Management.

The Bank's Commercial Banking and Wholesale Banking businesses use credit risk models and policies to establish borrower and facility risk ratings (BRR and FRR), quantify and monitor the level of risk, and to aid in the Bank's effective management of risk. Risk ratings are also used to determine the amount of credit exposure the Bank is willing to extend to a particular borrower. Management processes are used to monitor country, industry, and borrower or counterparty risk ratings, which include daily, monthly, quarterly, and annual review requirements for credit exposures. The key parameters used in the Bank's credit risk models are monitored on an ongoing basis.

Unanticipated economic or political changes in a foreign country could affect cross-border payments for goods and services, loans, dividends, and trade-related finance, as well as repatriation of the Bank's capital in that country. The Bank currently has credit exposure in a number of countries, with the majority of the exposure in North America. The Bank measures country risk using approved risk rating models and qualitative factors that are also used to establish country exposure limits covering all aspects of credit exposure across all businesses. Country risk ratings are managed on an ongoing basis and are subject to a detailed review at least annually.

As part of the Bank's credit risk strategy, the Bank sets limits on the amount of credit it is prepared to extend to specific industry sectors. The Bank monitors its concentration to any given industry to provide for a diversified loan portfolio and to reduce the risk of undue concentration. The Bank manages this risk using limits based on an internal risk rating methodology that considers relevant factors. The Bank assigns a maximum exposure limit or a concentration limit to each major industry segment which is a percentage of its total wholesale and commercial private sector exposure.

The Bank may also set limits on the amount of credit it is prepared to extend to a particular entity or group of entities, also referred to as "entity risk". All entity risk is approved by the appropriate decision-making authority using limits based on the entity's BRR. This exposure is monitored on a regular basis.

To determine the potential loss that could be incurred under a range of adverse scenarios, the Bank subjects its credit portfolios to stress tests. Stress tests assess vulnerability of the portfolios to the effects of severe but plausible situations, such as an economic downturn or a material market disruption.

Credit Risk and the Basel Framework

The Bank uses the Basel IRB to calculate credit risk RWA for all material portfolios. Based on exposure class, in accordance with the OSFI CAR guidelines, either a foundation approach (Foundation Internal Ratings-Based (FIRB)) or advanced approach (Advanced Internal Ratings-Based (AIRB)) is applied.

The following risk parameters are used in credit risk RWA calculations and may be subject to prescribed floors in some cases:

- Probability of default (PD) – the likelihood that the borrower will not be able to meet its scheduled repayments within a one-year time horizon.
- Loss given default (LGD) – the amount of loss the Bank would likely incur when a borrower defaults on a loan, which is expressed as a percentage of exposure at default (EAD).
- EAD – the total amount of the Bank's exposure at the time of default, including certain off-balance sheet items.

The FIRB approach primarily uses internally derived PD, while other components such as LGD and EAD are prescribed. The AIRB approach uses internally derived PD, LGD, and EAD.

To continue to qualify to use the IRB approaches for credit risk, the Bank must meet the ongoing conditions and requirements established by OSFI and the Basel Framework. The Bank regularly assesses its compliance with these requirements.

Credit Risk Exposures Subject to the IRB Approaches

Banks that adopt the IRB approaches to credit risk must report credit risk exposures by counterparty type, each having different underlying risk characteristics. These counterparty types may differ from the presentation in the Bank's 2024 Consolidated Financial Statements. The Bank's credit risk exposures are divided into two main portfolios, retail and non-retail.

Retail Exposures

In the retail portfolio, including individuals and small businesses, the Bank manages exposures on a pooled basis, using predictive credit scoring techniques. There are three sub-types of retail exposures: residential secured (for example, mortgages and HELOCs), qualifying revolving retail (for example, credit cards, unsecured lines of credit, and overdraft protection products), and other retail (for example, personal loans, including secured automobile loans, student lines of credit, and small business banking credit products).

The Bank calculates RWA for its retail exposures using the AIRB approach. All retail PD, LGD, and EAD parameter models are based on the internal default and loss performance history for each of the three retail exposure sub-types. These parameters are also used in the calculation of regulatory capital, economic capital, and allowance for credit losses.

Account-level PD, LGD, and EAD models are built for each product portfolio and calibrated based on the observed account-level default and loss performance for the portfolio.

Consistent with the AIRB approach, the Bank defines default for exposures as delinquency of 90 days or more for the majority of retail credit portfolios. LGD estimates used in the RWA calculations reflect economic losses, such as direct and indirect costs as well as any appropriate discount to account for time between default and ultimate recovery. EAD estimates reflect the historically observed utilization of credit limits at default. PD, LGD, and EAD models are calibrated using established statistical methods, such as logistic and linear regression techniques. Predictive attributes in the models may include account attributes, such as loan size, interest rate, and collateral, where applicable; an account's previous history and current status; an account's age on book; a customer's credit bureau attributes; a customer's other holdings with the Bank; and macroeconomic inputs, such as unemployment rate. For secured products such as residential mortgages, property characteristics, loan-to-value ratios, and a customer's equity in the property, play a significant role in PD as well as in LGD models.

All risk parameter estimates are updated on a quarterly basis based on the refreshed model inputs. Parameter estimation is fully automated based on approved formulas and is not subject to manual overrides.

Exposures are then assigned to pre-defined PD segments based on their estimated long-run average one-year PD.

The predictive power of the Bank's retail credit models is assessed against the most recently available one-year default and loss performance on a quarterly basis. All models are also subject to a comprehensive independent validation as outlined in the "Model Risk Management" section of this disclosure.

Long-run PD estimates are generated by including key economic indicators, such as interest rates and unemployment rates, and using their long-run average over the credit cycle to estimate PD.

LGD estimates are required to reflect a downturn scenario. Downturn LGD estimates are generated by using macroeconomic inputs, such as changes in housing prices and unemployment rates expected in an appropriately severe downturn scenario.

For unsecured products, downturn LGD estimates reflect the observed lower recoveries for exposures defaulted during the 2008 to 2009 recession. For products secured by residential real estate, such as mortgages and HELOCs, downturn LGD reflects the potential impact of a severe housing downturn. EAD estimates similarly reflect a downturn scenario.

The following table maps PD ranges to risk levels:

Risk assessment	PD Segment	PD Range			
Low Risk	1	0.00	to	0.15	%
Normal Risk	2	0.16	to	0.41	
	3	0.42	to	1.10	
Medium Risk	4	1.11	to	2.93	
	5	2.94	to	4.74	
High Risk	6	4.75	to	7.59	
	7	7.60	to	18.24	
	8	18.25	to	99.99	
Default	9			100.00	

Non-Retail Exposures

In the non-retail portfolio, the Bank manages exposures on an individual borrower basis, using industry and sector-specific credit risk models, and expert judgment. The Bank has categorized non-retail credit risk exposures according to the following Basel counterparty types: corporate, including wholesale and commercial customers, sovereign, and bank. Under the IRB approaches, CMHC-insured mortgages are considered sovereign risk and are therefore classified as non-retail.

The Bank evaluates credit risk for non-retail exposures by using both a BRR and FRR. The Bank uses this system for all corporate, sovereign, and bank exposures. The Bank determines the risk ratings using industry and sector-specific credit risk models that are based on internal historical data. In Canada, for both the wholesale and commercial lending portfolios, credit risk models are calibrated based on internal data beginning in 1994. In the U.S., credit risk models are calibrated based on internal data beginning in 2007. All borrowers and facilities are assigned an internal risk rating that must be reviewed at least once each year. External data such as rating agency default rates or loss databases are used to benchmark the parameters.

Internal risk ratings (BRR and FRR) are key to portfolio monitoring and management, and are used to set exposure limits and loan pricing. Internal risk ratings are also used in the calculation of regulatory capital, economic capital, and allowance for credit losses.

Borrower Risk Rating and PD

Each borrower is assigned a BRR that reflects the PD of the borrower using proprietary models and expert judgment. In assessing borrower risk, the Bank reviews the borrower's competitive position, financial performance, economic, and industry trends, management quality, and access to funds. Under the IRB approaches, borrowers are grouped into BRR grades where a PD is calibrated for each BRR grade. Use of projections for model implied risk ratings is not permitted and BRRs may not incorporate a projected reversal, stabilization of negative trends, or the acceleration of existing positive trends. Historic financial results can however be sensitized to account for events that have occurred, or are about to occur, such as additional debt incurred by a borrower since the date of the last set of financial statements. In conducting an assessment of the BRR, all relevant and material information must be taken into account and the information being used must be current. Quantitative rating models are used to rank the expected through-the-cycle PD, and these models are segmented into categories based on industry and borrower size. The quantitative model output can be modified in some cases by expert judgment, as prescribed within the Bank's credit policies.

To calibrate PDs for each BRR band, the Bank computes yearly transition matrices based on annual cohorts and then estimates the average annual PD for each BRR. The PD is set at the average estimation level plus an appropriate adjustment to cover statistical and model uncertainty. The calibration process for PD is a through-the-cycle approach. TD's 21-point BRR scale broadly aligns to external ratings as follows:

Description	Rating category	Standard & Poor's	Moody's Investor Services
Investment grade	0 to 1C	AAA to AA-	Aaa to Aa3
	2A to 2C	A+ to A-	A1 to A3
	3A to 3C	BBB+ to BBB-	Baa1 to Baa3
Non-investment grade	4A to 4C	BB+ to BB-	Ba1 to Ba3
	5A to 5C	B+ to B-	B1 to B3
Watch and classified	6 to 8	CCC+ to CC and below	Caa1 to Ca and below
Impaired/default	9A to 9B	Default	Default

Facility Risk Rating and LGD

The FRR maps to LGD, with different models used based on industry and obligor size, and takes into account facility-specific characteristics such as collateral, seniority ranking of debt, loan structure, and borrower enterprise value.

Average LGD and the statistical uncertainty of LGD are estimated for each FRR grade. In some FRR models, the scarcity of historical default events requires the model to output a rank-ordering which is then mapped through expert judgment to the quantitative LGD scale.

Under the FIRB approach, LGDs are prescribed whereas the AIRB approach stipulates the use of downturn LGD, where the downturn period, as determined by internal and/or external experience, suggests higher than average loss rates or lower than average recovery. To reflect this, calibrated LGDs take into account both the statistical estimation uncertainty and the higher than average LGDs experienced during downturn periods.

Exposure at Default

The Bank calculates non-retail EAD by first measuring the drawn amount of a facility and then adding a potential increased utilization at default from the undrawn portion, if any. Usage Given Default (UGD) is measured as the percentage of undrawn exposure that would be expected to be drawn by a borrower defaulting in the next year, in addition to the amount that already has been drawn by the borrower. In the absence of credit mitigation effects or other details, the EAD is set at the drawn amount plus (estimated UGD x undrawn) for AIRB exposure, or (prescribed UGD x undrawn) for FIRB exposures.

BRR and drawn ratio up to one-year prior to default are predictors for UGD under the AIRB approach. Consequently, the UGD estimates are calibrated by BRR and drawn ratio, the latter representing the ratio of the drawn to authorized amounts.

Historical UGD experience is studied for any downturn impacts, similar to the LGD downturn analysis. The Bank has not found downturn UGD to be significantly different from average UGD, therefore the UGDs under AIRB are set at the average calibrated level, by drawn ratio and/or BRR, plus an appropriate adjustment for statistical and model uncertainty.

UGDs under the FIRB approach are prescribed for relevant exposure classes.

Credit Risk Exposures Subject to the Standardized Approach (SA)

Currently the SA to credit risk is used for new portfolios, which are in the process of transitioning to IRB approaches, or exempted portfolios which are either immaterial or expected to wind down. The Bank primarily applies SA to certain segments within both the Retail and Non-retail portfolios. Under the SA, the exposure amounts are multiplied by risk weights prescribed by OSFI, based on the OSFI Capital Adequacy Requirements (CAR) guidelines, to determine RWA. These risk weights are assigned according to certain factors including counterparty type, product type, and the nature/extent of credit risk mitigation. The Bank uses external credit ratings, including Moody's and S&P to determine the appropriate risk weight for its exposures to sovereigns and central banks, public sector entities (PSEs), banks (regulated DTIs and securities firms), and corporates. The Bank applies SA to certain retail portfolios, including Real Estate Secured Lending (RESL), where the assigned risk weight is primarily based on the exposure's Loan-to-Value ratio and whether the exposure is categorized as income producing or general.

Lower risk weights apply where approved credit risk mitigants exist. For off-balance sheet exposures, specified credit conversion factors are used to convert the notional amount of the exposure into a credit equivalent amount.

Derivative Exposures

Credit risk on derivative financial instruments, also known as counterparty credit risk, is the risk of a financial loss occurring as a result of the failure of a counterparty to meet its obligation to the Bank. Derivative-related credit risks are subject to the same credit approval standards that the Bank uses for assessing loans. These standards include evaluating the creditworthiness of counterparties, measuring and monitoring exposures, including wrong-way risk exposures, and managing the size, diversification, and maturity structure of the portfolios.

The Bank uses various qualitative and quantitative methods to measure and manage counterparty credit risk. These include statistical methods to measure the current and future potential risk, as well as ongoing stress testing to identify and quantify exposure under a range of adverse scenarios. The Bank establishes various limits to manage business volumes and concentrations. Risk Management independently measures and monitors counterparty credit risk relative to established credit policies and limits. As part of the credit risk monitoring process, management periodically reviews all exposures, including exposures resulting from derivative financial instruments to higher risk counterparties, and to assess the valuation of underlying financial instruments and the impact evolving market conditions may have on the Bank.

There are two types of wrong-way risk exposures, namely general and specific. General wrong-way risk arises when the PD of the counterparties moves in the same direction as a given market risk factor. Specific wrong-way risk arises when the exposure to a particular counterparty moves in the same direction as the PD of the counterparty due to the nature of the transactions entered into with that counterparty. These exposures require specific approval within the credit approval process. The Bank measures and manages specific wrong-way risk exposures in the same manner as direct loan obligations and controls them by way of approved credit facility limits.

The Bank uses the standardized approach for counterparty credit risk to calculate the EAD amount, which is defined by OSFI as a multiple of the summation of replacement cost and potential future exposure, to estimate the risk and determine regulatory capital requirements for derivative exposures.

Credit Valuation Adjustment Risk

The Bank maintains policies and procedures that govern the valuation and hedging of Credit Valuation Adjustment (CVA) risk. These policies, procedures and associated results are regularly reviewed and approved by senior management. While CVA risk, capital and hedging is managed and owned by a dedicated business function, the independent Risk Management function oversees the process, including the effectiveness of hedges, reporting and monitoring for compliance to policies and frameworks and adherence to risk appetite. Quantitative models used for CVA risk and CVA capital comply with TD's Model Risk Management Framework.

Validation of the Credit Risk Rating System

Credit risk rating systems and methodologies are independently validated on a regular basis to verify that they remain accurate predictors of risk. The validation process includes the following considerations:

- Risk parameter estimates – PDs, LGDs, and EADs are reviewed and updated against actual loss experience to verify that estimates continue to be reasonable predictors of potential loss.
- Model performance – Estimates continue to be discriminatory, stable, and predictive.
- Data quality – Data used in the risk rating system is accurate, appropriate, and sufficient.
- Assumptions – Key assumptions underlying the development of the model remain valid for the current portfolio and environment.

Risk Management verifies that the credit risk rating system complies with the Bank's Model Risk Policy. At least annually, the Risk Committee is informed of the performance of the credit risk rating system. The Risk Committee must approve any material changes to the Bank's credit risk rating system.

Credit Risk Mitigation

The techniques the Bank uses to reduce or mitigate credit risk include written policies and procedures to value and manage financial and non-financial security (collateral) and to review and negotiate netting agreements. The amount and type of collateral, and other credit risk mitigation techniques required, are based on the Bank's own assessment of the borrower's or counterparty's credit quality and capacity to pay.

In the Retail and Commercial banking businesses, security for loans is primarily non-financial and includes residential real estate, real estate under development, commercial real estate, automobiles, and other business assets, such as accounts receivable, inventory, and fixed assets. In the Wholesale Banking business, a large portion of loans are to investment grade borrowers where no security is pledged. Non-investment grade borrowers typically pledge business assets in the same manner as commercial borrowers. Common standards across the Bank are used to value collateral, determine frequency of recalculation, and to document, register, perfect, and monitor collateral.

The Bank mitigates derivative counterparty exposure using mitigation strategies that include master netting agreements, collateral pledging, and central clearing houses. Master netting agreements allow the Bank to offset and arrive at a net obligation amount, whereas collateral agreements allow the Bank to secure the Bank's exposure. Security for derivative exposures is primarily financial and includes cash and negotiable securities issued by highly rated governments and investment grade issuers. Central clearing houses further reduce bilateral credit risk by taking the opposite position to each trade.

In all but exceptional situations, the Bank secures collateral by taking possession and controlling it in a jurisdiction where it can legally enforce its collateral rights. In exceptional situations and when demanded by the Bank's counterparty, the Bank holds or pledges collateral with an acceptable third-party custodian. The Bank documents all such third party arrangements with industry standard agreements.

Occasionally, the Bank may take guarantees to reduce the risk in credit exposures. For credit risk exposures subject to the IRB approaches, the Bank only recognizes irrevocable guarantees for Commercial Banking and Wholesale Banking credit exposures that are provided by entities with a better risk rating than that of the borrower or counterparty to the transaction.

The Bank makes use of credit derivatives to mitigate credit risk. The credit, legal, and other risks associated with these transactions are controlled through well-established procedures. The Bank's policy is to enter into these transactions with investment grade financial institutions and transact on a collateralized basis. Credit risk to these counterparties is managed through the same approval, limit, and monitoring processes the Bank uses for all counterparties for which it has credit exposure.

The Bank uses appraisals as well as valuations via automated valuation models (AVMs) to support property values when adjudicating loans collateralized by residential property. AVMs are computer-based tools used to estimate or validate the market value of residential property and uses market comparables and price trends for local market areas. The primary risk associated with the use of these tools is that the value of an individual property may vary significantly from the average for the market area. The Bank has specific risk management guidelines addressing the circumstances when they may be used, and processes to periodically validate AVMs including obtaining third-party appraisals.

Gross Credit Risk Exposure

Gross credit risk exposure, also referred to as EAD, is the total amount the Bank is exposed to at the time of default of a loan and is measured before counterparty-specific provisions or write-offs. Gross credit risk exposure does not reflect the effects of credit risk mitigation and includes both on-balance sheet and off-balance sheet exposures. On-balance sheet exposures consist primarily of outstanding loans, non-trading securities, derivatives, and certain other repo-style transactions. Off-balance sheet exposures consist primarily of undrawn commitments, guarantees, and certain other repo-style transactions.

Gross credit risk exposures for the two approaches the Bank uses to measure credit risk are included in the following table.

TABLE 42: GROSS CREDIT RISK EXPOSURES – Standardized and Internal Ratings-Based (IRB) Approaches [1]

(millions of Canadian dollars)

	October 31, 2024			As at October 31, 2023		
	Standardized	**IRB**	**Total**	Standardized	IRB	Total
Retail						
Residential secured	**$ 4,163**	**$ 537,075**	**$ 541,238**	$ 4,815	$ 515,152	$ 519,967
Qualifying revolving retail	**866**	**172,203**	**173,069**	810	169,183	169,993
Other retail	**3,391**	**104,253**	**107,644**	3,368	99,253	102,621
Total retail	**8,420**	**813,531**	**821,951**	8,993	783,588	792,581
Non-retail						
Corporate	**2,346**	**721,156**	**723,502**	3,496	654,369	657,865
Sovereign	**205**	**588,498**	**588,703**	116	527,423	527,539
Bank	**4,541**	**171,250**	**175,791**	5,272	171,180	176,452
Total non-retail	**7,092**	**1,480,904**	**1,487,996**	8,884	1,352,972	1,361,856
Gross credit risk exposures	**$ 15,512**	**$ 2,294,435**	**$ 2,309,947**	$ 17,877	$ 2,136,560	$ 2,154,437

[1] Gross credit risk exposures represent EAD and are before the effects of credit risk mitigation. This table excludes securitization, equity, and other credit RWA.

Other Credit Risk Exposures

Non-trading Equity Exposures

The Bank applies the standardized approach to calculate RWA on non-trading equity exposures. Under the standardized approach, a 250% risk weight is applied to equity holdings with the exception of speculative unlisted equities that receive a 400% risk weight. Equity exposures to sovereigns and holdings made under legislated programs continue to follow the OSFI prescribed risk weights of 0%, 20% or 100%.

Securitization Exposures

The Bank applies risk weights to all securitization exposures under the revised securitization framework published by OSFI. The revised securitization framework includes a hierarchy of approaches to determine capital treatment, and transactions that meet the simple, transparent, and comparable requirements that are eligible for preferential capital treatment.

The Bank uses Internal Ratings-Based Approach (SEC-IRBA) for qualified exposures. Under SEC-IRBA, risk weights are determined using a loss coverage model that quantifies and monitors the level of risk. The SEC-IRBA also considers credit enhancements available for loss protection.

For externally rated exposures that do not qualify for SEC-IRBA, the Bank uses an External Ratings-Based Approach (SEC-ERBA). Risk weights are assigned to exposures using external ratings by external rating agencies, including Moody's and S&P. The SEC-ERBA also takes into account additional factors, including the type of the rating (long-term or short-term), maturity, and the seniority of the position.

For exposures that do not qualify for SEC-IRBA or SEC-ERBA, and are held by an ABCP issuing conduit, the Bank uses the Internal Assessment Approach (IAA).

Under the IAA, the Bank considers all relevant risk factors in assessing the credit quality of these exposures, including those published by the Moody's and S&P rating agencies. The Bank also uses loss coverage models and policies to quantify and monitor the level of risk, and facilitate its management. The Bank's IAA process includes an assessment of the extent by which the enhancement available for loss protection provides coverage of expected losses. The levels of stressed coverage the Bank requires for each internal risk rating are consistent with the rating agencies' published stressed factor requirements for their equivalent external ratings by asset class. Under the IAA, exposures are multiplied by OSFI prescribed risk weights to calculate RWA for capital purposes.

For exposures that do not qualify for SEC-IRBA, SEC-ERBA or the IAA, the Bank uses the SA (SEC-SA). Under SEC-SA, the primary factors that determine the risk weights include the asset class of the underlying loans, the seniority of the position, the level of credit enhancements, and historical delinquency rates.

Irrespective of the approach being used to determine the risk weights, all exposures are assigned an internal risk rating based on the Bank's assessment, which must be reviewed at least annually. The ratings scale TD uses corresponds to the long-term ratings scales used by the rating agencies.

The Bank's internal rating process is subject to all of the key elements and principles of the Bank's risk governance structure, and is managed in the same way as outlined in this "Credit Risk" section.

The Bank uses the results of the internal rating in all aspects of its credit risk management, including performance tracking, control mechanisms, and management reporting.

Market Risk

Trading Market Risk is the risk of loss from financial instruments held in trading portfolios due to adverse movements in market factors. These market factors include interest rates, foreign exchange rates, equity prices, commodity prices, credit spreads, and their respective volatilities.

Non-Trading Market Risk is the risk of loss on the balance sheet or volatility in earnings from non-trading activities such as asset-liability management or investments, due to adverse movements in market factors. These market factors are predominantly interest rates, credit spreads, foreign exchange rates and equity prices.

The Bank is exposed to market risk in its trading and investment portfolios, as well as through its non-trading activities. The Bank is an active participant in the market through its trading and investment portfolios, seeking to realize returns for the Bank through careful management of its positions and inventories. In the Bank's non-trading activities, it is exposed to market risk through the everyday banking transactions that the Bank executes with its customers.

The Bank complied with the Basel III market risk requirements as at October 31, 2024, using the Standardized Approach.

MARKET RISK LINKAGE TO THE BALANCE SHEET

The following table provides a breakdown of the Bank's balance sheet into assets and liabilities exposed to trading and non-trading market risks. Market risk of assets and liabilities included in the calculation of VaR and other metrics used for regulatory market risk capital purposes is classified as trading market risk.

TABLE 43: MARKET RISK LINKAGE TO THE BALANCE SHEET

(millions of Canadian dollars)

	October 31, 2024				October 31, 2023				*As at*
	Balance sheet	**Trading market risk**	**Non-trading market risk**	**Other**	Balance sheet	Trading market risk	Non-trading market risk	Other	Non-trading market risk – primary risk sensitivity
Assets subject to market risk									
Interest-bearing deposits with banks	**$ 169,930**	**$ 1,601**	**$ 168,329**	**$ –**	$ 98,348	$ 327	$ 98,021	$ –	Interest rate
Trading loans, securities, and other	**175,770**	**174,232**	**1,538**	**–**	152,090	151,011	1,079	–	Interest rate
Non-trading financial assets at fair value through profit or loss	**5,869**	**–**	**5,869**	**–**	7,340	–	7,340	–	Equity, foreign exchange, interest rate
Derivatives	**78,061**	**70,636**	**7,425**	**–**	87,382	81,526	5,856	–	Equity, foreign exchange, interest rate
Financial assets designated at fair value through profit or loss	**6,417**	**–**	**6,417**	**–**	5,818	–	5,818	–	Interest rate
Financial assets at fair value through other comprehensive income	**93,897**	**–**	**93,897**	**–**	69,865	–	69,865	–	Equity, foreign exchange, interest rate
Debt securities at amortized cost, net of allowance for credit losses	**271,615**	**–**	**271,615**	**–**	308,016	–	308,016	–	Foreign exchange, interest rate
Securities purchased under reverse repurchase agreements	**208,217**	**10,488**	**197,729**	**–**	204,333	9,649	194,684	–	Interest rate
Loans, net of allowance for loan losses	**949,549**	**–**	**949,549**	**–**	895,947	–	895,947	–	Interest rate
Customers' liability under acceptances	**–**	**–**	**–**	**–**	17,569	–	17,569	–	Interest rate
Investment in Schwab	**9,024**	**–**	**9,024**	**–**	8,907	–	8,907	–	Equity
Other assets [1,2]	**2,230**	**–**	**2,230**	**–**	1,956	–	1,956	–	Interest rate
Assets not exposed to market risk	**91,172**	**–**	**–**	**91,172**	97,568	–	–	97,568	
Total Assets[2]	**$ 2,061,751**	**$ 256,957**	**$ 1,713,622**	**$ 91,172**	$ 1,955,139	$ 242,513	$ 1,615,058	$ 97,568	
Liabilities subject to market risk									
Trading deposits	**$ 30,412**	**$ 26,827**	**$ 3,585**	**$ –**	$ 30,980	$ 27,059	$ 3,921	$ –	Equity, interest rate
Derivatives	**68,368**	**66,976**	**1,392**	**–**	71,640	70,382	1,258	–	Equity, foreign exchange, interest rate
Securitization liabilities at fair value	**20,319**	**20,319**	**–**	**–**	14,422	14,422	–	–	Interest rate
Financial liabilities designated at fair value through profit or loss	**207,914**	**2**	**207,912**	**–**	192,130	2	192,128	–	Interest rate
Deposits	**1,268,680**	**–**	**1,268,680**	**–**	1,198,190	–	1,198,190	–	Interest rate, foreign exchange
Acceptances	**–**	**–**	**–**	**–**	17,569	–	17,569	–	Interest rate
Obligations related to securities sold short	**39,515**	**37,812**	**1,703**	**–**	44,661	43,993	668	–	Interest rate
Obligations related to securities sold under repurchase agreements	**201,900**	**13,540**	**188,360**	**–**	166,854	12,641	154,213	–	Interest rate
Securitization liabilities at amortized cost	**12,365**	**–**	**12,365**	**–**	12,710	–	12,710	–	Interest rate
Subordinated notes and debentures	**11,473**	**–**	**11,473**	**–**	9,620	–	9,620	–	Interest rate
Other liabilities [1,2]	**34,066**	**–**	**34,066**	**–**	27,062	–	27,062	–	Equity, interest rate
Liabilities and Equity not exposed to market risk [2]	**166,739**	**–**	**–**	**166,739**	169,301	–	–	169,301	
Total Liabilities and Equity [2]	**$ 2,061,751**	**$ 165,476**	**$ 1,729,536**	**$ 166,739**	$ 1,955,139	$ 168,499	$ 1,617,339	$ 169,301	

[1] Relates to retirement benefits, insurance, and structured entity liabilities.

[2] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

MARKET RISK IN TRADING ACTIVITIES

The overall objective of the Bank's trading businesses is to provide wholesale banking services, including facilitation and liquidity, to clients of the Bank. The Bank must take on risk in order to provide effective service in markets where its clients trade. In particular, the Bank needs to hold inventory, act as principal to facilitate client transactions, and underwrite new issues. The Bank also trades in order to have in-depth knowledge of market conditions to provide the most efficient and effective pricing and service to clients, while balancing the risks inherent in its dealing activities.

WHO MANAGES MARKET RISK IN TRADING ACTIVITIES

Primary responsibility for managing market risk in trading activities lies with Wholesale Banking, with oversight from Market Risk Control within Risk Management. The Market Risk Control Committee meets regularly to review the market risk profile and trading results of the Bank's trading businesses. The committee is chaired by the Vice President, Head of Market Risk, and includes Wholesale Banking senior management.

There were no significant reclassifications between trading and non-trading books during the year ended October 31, 2024.

HOW TD MANAGES MARKET RISK IN TRADING ACTIVITIES

Market risk plays a key part in the assessment of trading business strategies. The process for the Bank to launch new trading initiatives, or expand existing ones, involves an assessment of risk with respect to the Bank's risk appetite and business expertise and an assessment of the appropriate infrastructure required to monitor, control, and manage the risk. The Trading Market Risk Framework outlines the management of trading market risk and incorporates risk appetite, risk governance structures, risk identification, risk measurement, and risk control. The Trading Market Risk Framework is maintained by Risk Management and supports alignment with the Bank's risk appetite for trading market risk.

Processes are in place to classify positions as either trading book or banking book for the purpose of calculating regulatory capital, per OSFI CAR Guidelines. Policies define the governance and monitoring requirements of internal risk transfers.

Trading Limits

The Bank sets trading limits that are consistent with the approved business strategy for each business and its tolerance for the associated market risk, aligned to its market risk appetite. In setting limits, the Bank takes into account market volatility, market liquidity, organizational experience, and business strategy. Limits are prescribed at the Wholesale Banking level in aggregate, as well as at more granular levels.

The core market risk limits are based on the key risk drivers in the business and includes notional, credit spread, yield curve shift, price, and volatility limits.

Another primary measure of trading limits is VaR, which the Bank uses to monitor and control overall risk levels. VaR measures the adverse impact that potential changes in market rates and prices could have on the value of a portfolio over a specified period of time.

At the end of each day, risk positions are compared with risk limits, and any excesses are reported in accordance with established market risk policies and procedures.

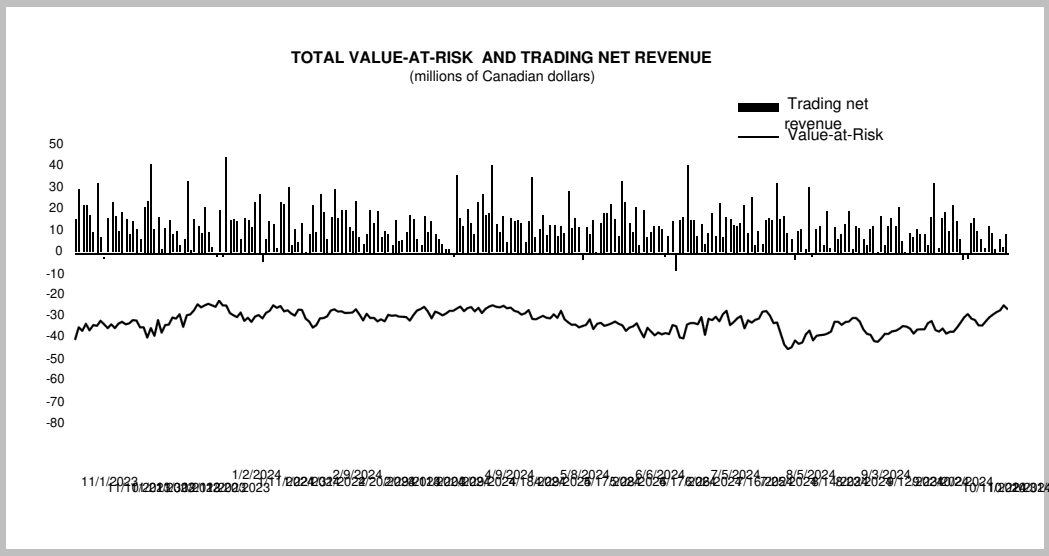
Calculating VaR

The Bank computes total VaR on a daily basis by combining the General Market Risk (GMR) and Idiosyncratic Debt Specific Risk (IDSR) associated with the Bank's trading positions.

GMR is determined by creating a distribution of potential changes to the market value of the current portfolio using historical simulation. The Bank values the current portfolio using the market price and rate changes of the most recent 259 trading days for equity, interest rate, foreign exchange, credit, and commodity products. GMR is computed as the threshold level that portfolio losses are not expected to exceed more than one out of every 100 trading days. A one-day holding period is used for GMR calculation.

IDSR measures idiosyncratic (single-name) credit spread risk for credit exposures in the trading portfolio using Monte Carlo simulation. The IDSR model is based on the historical behaviour of five-year idiosyncratic credit spreads. Similar to GMR, IDSR is computed as the threshold level that portfolio losses are not expected to exceed more than one out of every 100 trading days. IDSR is measured for a ten-day holding period.

The following graph discloses daily one-day VaR usage and trading net revenue, reported on a TEB, within Wholesale Banking. Trading net revenue includes trading income and net interest income related to positions within the Bank's market risk capital trading books. For the year ending October 31, 2024, there were 12 days of trading losses and trading net revenue was positive for 95% of the trading days, reflecting normal trading activity. Losses in the year did not exceed VaR on any trading day.



VaR is a valuable risk measure but it should be used in the context of its limitations, for example:

- VaR uses historical data to estimate future events, which limits its forecasting abilities;
- it does not provide information on losses beyond the selected confidence level; and
- it assumes that all positions can be liquidated during the holding period used for VaR calculation.

The Bank continuously improves its VaR methodologies and incorporates new risk measures in line with market conventions, industry practices, and regulatory requirements.

To mitigate some of the shortcomings of VaR, the Bank uses additional metrics designed for risk management. This include Stress Testing as well as sensitivities to various market risk factors.

The following table presents the end of year, average, high, and low usage of TD's portfolio metrics.

TABLE 44: PORTFOLIO MARKET RISK MEASURES

(millions of Canadian dollars)	2024				2023			
	As at	**Average**	**High**	**Low**	As at	Average	High	Low
Interest rate risk	**$ 8.4**	**$ 16.8**	**$ 27.7**	**$ 5.1**	$ 21.1	$ 24.9	$ 44.2	$ 12.2
Credit spread risk	**25.1**	**30.0**	**40.5**	**18.9**	31.5	31.6	41.9	22.5
Equity risk	**7.7**	**7.8**	**12.0**	**5.2**	6.0	9.4	15.8	5.7
Foreign exchange risk	**5.2**	**2.9**	**7.8**	**1.2**	2.1	3.5	9.7	1.0
Commodity risk	**6.0**	**4.5**	**11.5**	**2.2**	2.9	4.8	11.7	2.3
Idiosyncratic debt specific risk	**18.2**	**20.3**	**29.7**	**13.8**	28.4	33.2	57.2	20.3
Diversification effect[1]	**(45.0)**	**(50.8)**	**n/m[2]**	**n/m**	(57.4)	(62.6)	n/m	n/m
Total Value-at-Risk (one-day)	**25.6**	**31.5**	**44.9**	**21.8**	34.6	44.8	69.6	30.1

[1] The aggregate VaR is less than the sum of the VaR of the different risk types due to risk offsets resulting from portfolio diversification.
[2] Not meaningful. It is not meaningful to compute a diversification effect because the high and low may occur on different days for different risk types.

Market volatility subsided across most asset classes in 2024, with slowing inflation and interest rates cuts, however concerns still persist related to ongoing geopolitical tensions.

The Bank has managed market risk by maintaining stable risk exposures, with daily VaR remaining within approved limits during the year.

Average VaR decreased year-over-year due to changes in interest rate and fixed income positions, coupled with narrowing credit spreads.

Validation of VaR Model
The Bank uses a back-testing process to compare the actual profits and losses to VaR to review their consistency with the statistical results of the VaR model.

Stress Testing
The Bank's trading business is subject to an overall global stress test limit. In addition, global businesses have stress test limits, and each broad risk class has an overall stress test threshold. Stress scenarios are designed to model extreme economic events, replicate worst-case historical experiences, or introduce severe, but plausible, hypothetical changes in key market risk factors. The stress testing program includes scenarios developed using actual historical market data during periods of market disruption, in addition to hypothetical scenarios developed by Risk Management. Stress tests are produced and reviewed regularly. The events the Bank has modelled include the 1987 equity market crash, the 1998 Russian debt default crisis, the aftermath of September 11, 2001, the 2007 ABCP crisis, the credit crisis of Fall 2008, the Brexit referendum of June 2016, and the COVID-19 pandemic of 2020.

MARKET RISK IN OTHER WHOLESALE BANKING ACTIVITIES
The Bank is also exposed to market risk arising from its investment portfolio and other non-trading portfolios. Risk Management reviews and approves policies and procedures, which are established to monitor, measure, and mitigate these risks.

Structural (Non-Trading) Market Risk

Structural (Non-Trading) Market Risk generally arises from traditional banking activities, such as personal and commercial banking products (loans and deposits), as well as related funding, investments and HQLA. It does not include market risk from TD's Wholesale Banking or Insurance businesses. Structural market risks primarily include interest rate risk and foreign exchange risk.

WHO MANAGES STRUCTURAL (NON-TRADING) MARKET RISK
The TBSM group measures and manages the market risks of non-trading banking activities outside of TD's Wholesale Banking and Insurance businesses, with oversight from the ALCO. The Market Risk Control function provides independent oversight, governance, and control of these market risks. The Risk Committee reviews and approves key non-trading market risk policies and monitors the Bank's positions and compliance with these policies through regular reporting and updates from senior management.

HOW TD MANAGES STRUCTURAL (NON-TRADING) MARKET RISK
Non-trading interest rate risk, if not managed, has the potential to increase earnings volatility and generate losses without contributing long term expected value. To manage this risk, the Bank's non-trading asset and liability profile is managed in accordance with a target and series of limits to control the impact of interest rate changes on the Bank's NII, while maintaining the Bank's economic value sensitivity within risk appetite.

Managing Structural Interest Rate Risk
Interest rate risk is the impact that changes in interest rates could have on the Bank's margins, earnings, and economic value. Interest rate risk management is designed to generate stable and predictable earnings over time. The Bank has adopted a disciplined hedging approach to manage the net interest income from its asset and liability positions. Key aspects of this approach are:

- Evaluating and managing the impact of rising or falling interest rates on net interest income and economic value, and developing strategies to manage overall sensitivity to rates across varying interest rate scenarios;
- Modelling the expected impact of customer behaviour on TD's products (e.g., how actively customers exercise embedded options, such as prepaying a loan or redeeming a deposit before its maturity date);
- Assigning target-modelled maturity profiles for non-maturity assets, liabilities, and equity;
- Measuring the margins of TD's banking products on a fully-hedged basis, including the impact of financial options that are granted to customers; and
- Developing and implementing strategies to stabilize net interest income from all retail and commercial banking products.

The Bank is exposed to the interest rate risk from "mismatched positions" which occur when asset and liability principal and interest cash flows have different repricing or maturity dates. The Bank measures this risk based on an assessment of: contractual cash flows, product-embedded optionality, customer behaviour expectations and the modelled maturity profiles for non-maturity products. To manage this risk, the Bank primarily uses financial derivatives, wholesale investments and funding instruments.

The Bank also measures its exposure to non-maturity liabilities, such as core deposits, by assessing interest rate elasticity and balance permanence using historical data and business judgment. Fluctuations of non-maturity deposits can occur due to factors such as interest rate and equity market movements, and changes to customer liquidity preferences.

Banking product optionality, whether from freestanding options such as mortgage rate commitments or options embedded within loans and deposits, expose the Bank to significant financial risk. To manage these exposures, the Bank purchases options or uses a dynamic hedging process designed to replicate the payoff of a purchased option.

- **Rate Commitments**: The Bank measures its exposure from freestanding mortgage rate commitment options using an expected funding profile based on historical experience. Customers' propensity to fund, and their preference for fixed or floating rate mortgage products, is influenced by factors such as market mortgage rates, house prices, and seasonality.
- **Asset Prepayment and other Embedded Options**: The Bank models its exposure to options embedded in some of its products based on analyses of customer behaviour. Examples of modeled options are the right to prepay residential mortgage loans, and the right to early redeem some term deposit products. For mortgages, econometric models are used to model prepayments and the effects of prepayment behaviour to the Bank. In general, mortgage prepayments are also affected by factors such as mortgage age, house prices, and GDP growth. The combined impacts from these parameters are also assessed to determine a core liquidation speed that is independent of market incentives. A similar analysis is undertaken for other products with embedded optionality.

Structural Interest Rate Risk Measures

The primary measures for this risk are Economic Value of Shareholders' Equity (EVE) Sensitivity and Net Interest Income Sensitivity (NIIS).

EVE Sensitivity measures the impact of a specified interest rate shock to the net present value of the Bank's banking book assets, liabilities, and certain off-balance sheet items. It reflects a measurement of the potential present value impact on shareholders' equity without an assumed term profile for the management of the Bank's own equity and excludes product margins.

NIIS measures the NII change over a twelve-month horizon for a specified change in interest rates for banking book assets, liabilities, and certain off-balance sheet items assuming a constant balance sheet over the period.

The Bank's Market Risk policy sets overall limits on structural interest rate risk measures. These limits are periodically reviewed and approved by the Risk Committee. In addition to the Board policy limits, book-level risk limits for the Bank's management of non-trading interest rate risk are set by Risk Management. Exposures against these limits are routinely monitored and reported, and breaches of the Board limits, if any, are escalated to both the ALCO and the Risk Committee.

TABLE 45: STRUCTURAL INTERESTRATE SENSITIVITY MEASURES

(millions of Canadian dollars)							*As at*	
						October 31, 2024	October 31, 2023	
			EVE Sensitivity			**NII Sensitivity**[1]	EVE Sensitivity	NII Sensitivity[1]
	Canada	**U.S.**	**Total**	**Canada**	**U.S.**	**Total**	Total	Total
Before-tax impact of								
100 bps increase in rates	**$ (643)**	**$ (1,846)**	**$ (2,489)**	**$ 301**	**$ 419**	**$ 720**	$ (2,211)	$ 920
100 bps decrease in rates	**496**	**1,418**	**1,914**	**(357)**	**(626)**	**(983)**	1,599	(1,099)

[1] Represents the twelve-month NII exposure to an immediate and sustained shock in rates.

As at October 31, 2024, an immediate and sustained 100 bps increase in interest rates would have a negative impact to the Bank's EVE of $2,489 million, an increase of $278 million from last year, and a positive impact to the Bank's NII of $720 million, a decrease of $200 million from last year. An immediate and sustained 100 bps decrease in interest rates would have a positive impact to the Bank's EVE of $1,914 million, an increase of $315 million from last year, and a negative impact to the Bank's NII of $983 million, a decrease of $116 million from last year. The year-over-year increases in both up and down shock EVE Sensitivity is primarily due to an increase in the sensitivity of net assets funded by equity. The year-over-year decreases in both up and down shock NIIS is primarily due to Treasury hedging activity. As at October 31, 2024, reported EVE and NII Sensitivities remain within the Bank's risk appetite and established Board limits.

Managing Non-trading Foreign Exchange Risk

Foreign exchange risk refers to losses that could result from changes in foreign-currency exchange rates. Assets and liabilities that are denominated in foreign currencies create foreign exchange risk.

The Bank is exposed to non-trading foreign exchange risk primarily from its investments in foreign operations. When the Bank's foreign currency assets are greater or less than its liabilities in that currency, they create a foreign currency open position. An adverse change in foreign exchange rates can impact the Bank's reported net income and shareholders' equity, and its capital ratios.

To minimize the impact of an adverse foreign exchange rate change on certain capital ratios, the Bank's net investments in foreign operations are hedged so certain capital ratios change by no more than an acceptable amount for a given change in foreign exchange rates. The Bank does not generally hedge the earnings of foreign subsidiaries which results in changes to the Bank's consolidated earnings when relevant foreign exchange rates change.

Other Non-trading Market Risks

Other structural market risks monitored on a regular basis include:

- **Basis Risk** – The Bank is exposed to risks related to the difference in various market indices.
- **Equity Risk** – The Bank is exposed to non-trading equity risk from investment securities designated at FVOCI, equity-linked guaranteed investment certificate product offerings and share-based compensation plans where certain employees are awarded share units equivalent to the Bank's common shares as compensation for services provided to the Bank. These share units are recorded as a liability over the vesting period and revalued at each reporting period until settled in cash, and changes in the Bank's share price can impact non-interest expenses. The Bank uses equity derivative instruments to manage its non-trading equity price risk.

Managing Investment Portfolios
The Bank manages a securities portfolio that is integrated into the overall asset and liability management process. The securities portfolio is comprised of high-quality, low-risk securities and managed in a manner appropriate to the attainment of the following goals: (1) to generate a targeted credit of funds to deposit balances that are in excess of loan balances; (2) to provide a sufficient pool of liquid assets to meet deposit and loan fluctuations and overall liquidity management objectives; (3) to provide eligible securities to meet collateral and cash management requirements; and (4) to manage the target interest rate risk profile of the balance sheet. The Risk Committee reviews and approves the Enterprise Investment Policy that sets out limits for the Bank's investment portfolio. In addition, the Wholesale Banking and Insurance businesses also hold investments that are managed separately.

WHY NET INTEREST MARGIN FLUCTUATES OVER TIME
As previously noted, the Bank's approach to structural (non-trading) market risk is designed to generate stable and predictable earnings over time, regardless of cash flow mismatches and the exercise of options granted to customers. This approach also creates margin certainty on loan and deposit profitability as they are booked. Despite this approach however, the Bank's NIM is subject to change over time for the following reasons (among others):

- Differences in margins earned on new and renewing products relative to the margin previously earned on matured products;
- Weighted-average margin impact from changes in business and product mix;
- Changes in the basis between certain market indices;
- The lag in changing product prices in response to changes in market interest rates, including rate-sensitive deposit pricing;
- Changes from the repricing of hedging strategies to manage the investment profile of the Bank's non-rate sensitive deposits; and
- Margin changes from the portion of the Bank's deposits that are non-rate sensitive but not expected to be longer term in nature, resulting in a shorter term investment profile and higher sensitivity to short-term rates.

The general level of interest rates will affect the return the Bank generates on its modelled maturity profile for core non-rate sensitive deposits and the investment profile for its net equity position as it evolves over time. The general level of interest rates is also a key driver of some modelled option exposures, and will affect the cost of hedging such exposures. The Bank's approach to managing these factors tends to moderate their impact over time, resulting in a more stable and predictable earnings stream.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events and also includes losses related to legal risk events and regulatory fines.

Operational risk is inherent in all of the Bank's business activities, including the practices and controls used to manage other risks such as credit, market, and liquidity risk. Failure to manage operational risk can result in financial loss (direct or indirect), reputational harm, or regulatory censure and penalties.

The Bank seeks to actively mitigate and manage operational risk in order to create and sustain shareholder value, successfully execute the Bank's business strategies, operate efficiently, and provide reliable, secure, and convenient access to financial services. The Bank maintains a formal enterprise-wide operational risk management framework that emphasizes a strong risk management and internal control culture throughout TD to help support operational resilience and the Bank's ability to withstand disruptions.

WHO MANAGES OPERATIONAL RISK
Operational Risk Management is an independent function that owns and maintains the Bank's Operational Risk Management Framework. This framework sets out the enterprise-wide governance processes, policies, and practices to identify, assess, measure, control, monitor, escalate, report, and communicate on operational risk. Operational Risk Management is designed to provide appropriate monitoring and reporting of the Bank's operational risk profile and exposures to senior management through the OROC, the ERMC, and the Risk Committee.

In addition to the framework, Operational Risk Management owns and maintains, or has oversight of, the Bank's operational risk policies including those that govern business continuity and crisis management, third-party risk management, data risk management, fraud risk management, change governance, operational resilience, technology and cyber security risk management, and insider risk management.

Senior management of individual business segments and corporate functions are responsible for the day-to-day management of operational risk following the Bank's established operational risk management framework, policies and the three lines of defence model. An independent risk management oversight function supports each business segment and corporate function and monitors and challenges the implementation and use of the operational risk management programs according to the nature and scope of the operational risks inherent in the area. Senior executives in each business segment and corporate area participate in a Risk Management Committee that oversees operational risk management issues and initiatives.

Ultimately, every employee has a role to play in managing operational risk. In addition to policies and procedures guiding employee activities, training is available to all employees regarding specific types of operational risks and their role in helping to protect the interests and assets of the Bank.

HOW TD MANAGES OPERATIONAL RISK
The Operational Risk Management Framework outlines the internal risk and control structure to manage operational risk and includes the operational risk appetite, governance processes, and policies. The Operational Risk Management Framework supports alignment with the Bank's ERF and risk appetite. The framework incorporates sound industry practices and is designed to meet regulatory requirements. Key components of the framework include:

Governance and Organization
Management reporting and organizational structures emphasize accountability, ownership, and effective oversight of each business segment's and each corporate function's operational risk exposures. In addition, the expectations of the Risk Committee and senior management for managing operational risk are set out by enterprise-wide policies and practices.

Risk and Control Self-Assessment
Internal controls are one of the primary methods of safeguarding the Bank's employees, customers, assets, and information, and in preventing and detecting errors and fraud. Management undertakes comprehensive assessments of key risk exposures and the internal controls in place to reduce or offset these risks. Senior management reviews the results of these evaluations to assess whether risk management and internal controls are effective, appropriate, and compliant with the Bank's policies.

Operational Risk Event Monitoring
To reduce the Bank's exposure to future loss, the Bank must remain aware of and respond to its own and industry operational risks. The Bank's policies and processes require that operational risk events be identified, tracked, and reported to the appropriate level of management to facilitate the Bank's analysis and management of its risks and inform the assessment of suitable corrective and preventative action. The Bank also reviews, analyzes, and benchmarks itself against operational risk losses that have occurred at other institutions using information acquired through recognized industry data providers.

Scenario Analysis
Scenario Analysis is a systematic and repeatable process of obtaining expert business and risk opinion to derive assessments of the likelihood and potential loss estimates of high impact operational events that are unexpected and outside the normal course of business. The Bank applies this practice to meet risk measurement and risk management objectives. The process includes the use of relevant external operational loss event data along with the Bank's internal loss data and risk outlook that is assessed considering the Bank's operational risk profile and control structure. The program is designed to raise awareness and educate business and corporate segments regarding existing and emerging risks, which may result in the identification and assessment of new hypothetical scenarios and risk mitigation action plans to minimize tail risks.

Risk Reporting
Risk Management regularly monitors risk-related measures and the risk profile throughout the Bank to report to senior management and the Risk Committee. Operational risk measures are systematically tracked, assessed, and reported to promote management accountability and direct the appropriate level of attention to current and emerging issues.

Insurance
TD's Corporate Insurance team, with oversight from Risk Management, utilizes insurance and other risk transfer arrangements to mitigate and reduce potential future losses related to operational risk. Risk Management includes oversight of the effective use of insurance aligned with the Bank's risk management strategy and risk appetite. Insurance terms and provisions, including types and amounts of coverage, are regularly assessed so that the Bank's tolerance for risk and, where applicable, statutory requirements are satisfied. The management process includes conducting regular in-depth risk and financial analysis and identifying opportunities to transfer elements of the Bank's risk to third parties where appropriate. The Bank transacts with external insurers that satisfy its minimum financial strength rating requirements.

Technology and Cyber Security
The Bank leverages technology to support its operations including new markets, competitive products, delivery channels, as well as other opportunities.

The Bank manages technology and cyber security risks to support day-to-day operations; and protect against unauthorized access to the Bank's technology, infrastructure, systems, information, and data. To enable this, the Bank monitors, manages, and continues to enhance its ability to mitigate these risks through enterprise-wide programs and the implementation of industry-accepted technology risk and cyber threat management practices to help support rapid detection and response.

The Bank's Platforms and Technology Risk and Compliance Committee provides senior executive oversight, direction and guidance regarding management of risks relating to technology and cyber security, including cyber terrorism/activism, cyber fraud, cyber espionage, cyber extortion, identity theft and data theft. This Committee endorses actions and makes recommendations to the CEO and the ERMC as appropriate, including in some instances, supporting onward recommendations to the Risk Committee and the Board of Directors. Together with the Bank's Operational Risk Management Framework, technology and cyber security programs also include resiliency planning and testing, as well as disciplined technology operations practices.

Data Management
The Bank's data assets are governed and managed with a view to preserve value and support business objectives. Inconsistent or inadequate data governance and management practices may compromise the Bank's data and information assets which could result in financial and reputational impacts. The Bank's Enterprise Data Management Office develops and implements enterprise-wide standards and practices that describe how data and information assets are created, used, or maintained on behalf of the Bank.

The Bank manages data risk through the Data Risk Management Framework which describes the governance, policies, and processes that TD's business segments, corporate segments, and oversight functions employ to help manage and govern data risk within the Bank's risk appetite.

Business Continuity and Crisis Management
The Bank maintains an enterprise-wide business continuity and crisis management program that supports management's ability to operate the Bank's businesses and operations (including providing customers access to products and services) in the event of a crisis or business disruption incident. All areas of the Bank are required to maintain and regularly test business continuity plans to maintain resilience and facilitate the continuity and recovery of business operations. This program is supported by formal crisis management measures so that the appropriate level of leadership, oversight and management is applied to incidents affecting the Bank.

Third-Party Management
A third-party is an entity that supplies products, services or other business activities, functions or processes to or on behalf of the Bank. While these relationships bring benefits to the Bank's businesses and customers, the Bank also needs to manage and minimize any risks related to the activity. The Bank does this through an enterprise third-party risk management program that is designed to manage third-party risks throughout the life cycle of a relationship with a third-party. This process also provides risk management and senior management oversight of these arrangements that management considers appropriate based on the size, risk, and criticality of the arrangement.

Operational Resilience
Operational resilience is the ability of the Bank to continue to deliver, and rapidly recover, critical services through business disruption events, whether internal or external.

The Bank's Operational Resilience program assesses the end-to-end availability of the Bank's most essential business and shared services, across critical, single points of failure, such as technology, third-parties, people, premises, and data, to assess whether the service can be delivered through disruptive events, and without causing material hardship to customers and financial markets.

Change and Delivery
The Bank has established an enterprise-wide standard for identifying and assessing the risks of proposed changes that affect Products/ Services, Process/Operations and Technology, and formal methodologies for delivering the changes (i.e., Project Delivery Lifecycle, TD Agile and TD Scaled Agile). This approach involves senior management governance and oversight of the Bank's change portfolio and leverages the use of a standardized change risk assessment, change delivery methodologies, defined accountabilities and capabilities, and portfolio reporting and management tools to help support successful delivery.

Fraud Management
The Bank develops and implements enterprise-wide fraud management strategies, policies, and practices that are designed to minimize the number, size and scope of fraudulent activities perpetrated against it. The Bank employs prevention, detection and monitoring capabilities across the enterprise that are designed to help protect customers, shareholders, and employees from increasingly sophisticated fraud risk. Fraud risk is managed by communicating appropriate policies, procedures, employee education in fraud risks, and monitoring activity to help maintain adherence to the Fraud Risk Management Framework. The Fraud Risk Management Framework describes the governance, policies, and processes that the Bank's businesses employ to proactively manage and govern fraud risk within the Bank's risk appetite which is embedded in the Bank's day to day operations and culture.

Operational Risk Capital Measurement
The Bank's operational risk capital is determined using the Basel III Standardized Approach (SA), which is based on a Business Indicator Component (BIC), a financial-statement-based proxy for operational risk, and an Internal Loss Multiplier (ILM), which is based on average historical losses and the BIC. ILM is derived using operational risk losses, net of recoveries, over the previous ten years, and BIC is derived using financial information over the previous three years. The operational risk capital is the product of the BIC and the ILM.

People Risk Management
People risk is the risk associated with inadequacies in the Bank's organizational capacity, capability, and resources to support its business goals, objectives and strategies, human resource policies, processes, and practices to hire, develop and retain resources with appropriate capabilities and requisite domain expertise to operate and grow the business in a manner consistent with employment laws, regulatory expectations, and TD's culture and expected behaviours. HR sets policies for key people and talent programs that business lines implement within their daily operations. HR is an oversight function and has central oversight for TD's culture and people risk for the Bank including compensation, conduct (in partnership with Risk Management), and talent. The Bank undertakes a Talent Review and Succession Management program, which focuses on the assessment, development and succession planning for senior and key roles within the organization. In addition, a Critical Roles program exists to strengthen our practices to assess leadership and domain capabilities and aims to enhance the management of talent in roles most critical to the Bank's success. Risk Management provides oversight and independent challenge to HR through an effective objective assessment of their activities and programs.

Insider Risk Management
Insider Risk exposure is inherent in the normal course of operating TD's businesses and insider risk continues to evolve, leading to new or emerging threats. The Bank has developed and implemented enterprise-wide insider risk management strategies, policies and practices that are designed to mitigate unauthorized insider activities. The Enterprise Insider Risk Framework describes governance, roles and responsibilities, and processes that the Bank's businesses and corporate functions employ to proactively manage and govern insider risk within the Bank's risk appetite.

Conduct Risk
Conduct risk may lead to legal, reputational, and financial impact that can adversely affect customers, the market, employees, and the organization. Conduct risk may arise from, but not limited to, business practices, customer interactions, product design, market manipulation, and individual behaviour. The Bank has developed and implemented enterprise-wide processes and procedures that are designed to identify, assess and manage conduct risk. TD business lines and corporate functions are responsible for establishing, implementing, and maintaining conduct risk management procedures and controls, as appropriate, in alignment with TD's policies and in compliance with the laws and regulations that apply in the jurisdictions in which they operate, and to align with TD's Shared Commitments, TD's Code of Conduct and Ethics, and TD's desired culture.

Model Risk

Model risk is the potential for adverse consequences arising from decisions based on incorrect or misused models and their outputs. It can lead to financial loss, reputational risk, or incorrect business and strategic decisions.

WHO MANAGES MODEL RISK
Primary accountability for the management of model risk resides with the senior management of individual businesses with respect to the models they use. The Model Risk Governance Committee provides oversight of governance, risk, and control matters, by providing a platform to guide, challenge, and advise decision makers and model owners in model risk related matters. Model Risk Management monitors and reports on existing and emerging model risks, and provides periodic assessments to senior management, Risk Management, the Risk Committee, and regulators on the state of model risk at TD and alignment with the Bank's Model risk appetite. The Risk Committee approves the Bank's Model Risk Management Framework and Model Risk Policy.

HOW TD MANAGES MODEL RISK
The Bank manages model risk in accordance with management approved model risk policies and supervisory guidance which encompass the life cycle of a model, including proof of concept, development, validation and approval, implementation, usage, and ongoing model monitoring. The Bank's Model Risk Management Framework also captures models that may be partially or wholly qualitative or based on expert judgment.

Segments identify the need for a new model and are responsible for model development and documentation according to the Bank's policies and standards. During model development, controls with respect to code generation, acceptance testing, and usage are established and documented to a level of detail and comprehensiveness commensurate with their model risk rating. Once models are implemented, model owners are responsible for ongoing monitoring and usage in accordance with the Bank's Model Risk Policy. In cases where a model is deemed obsolete or unsuitable for its originally intended purposes, it is decommissioned in accordance with the Bank's policies.

Model Risk Management provides oversight, including maintaining a centralized inventory of all models as defined in the Bank's Model Risk Policy, independent validation before each initial use, annual model review, and ongoing validation on a pre-determined schedule depending on the model risk rating. Model Risk Management sets model monitoring and model implementation standards, and provides training to all stakeholders. The validation process varies in rigour, depending on the model risk rating, but at a minimum contains a detailed determination of:

- the conceptual soundness of model methodologies and underlying quantitative and qualitative assumptions;
- the risk associated with a model based on intrinsic risk, materiality and criticality;
- the sensitivity of a model to assumptions within the model and changes in data inputs including stress testing; and
- the limitations of a model and the compensating risk mitigation mechanisms in place to address the limitations.

As with traditional model approaches, AI or machine learning models (including Generative AI models) are also subject to the same standards and risk management practices.

At the conclusion of the validation process, a model will either be approved for use or will be rejected and require redevelopment or other courses of action. Models identified as obsolete or no longer appropriate for use, due to changes in industry practice, the business environment or Bank strategies, are decommissioned.

The Bank has policies and procedures in place designed to discern models from non-models, and the level of independent challenge and oversight is commensurate with the risk rating of the model. Non-models are subject to governance requirements such as End User Computing Standards.

Insurance Risk

Insurance risk is the risk of financial loss due to actual experience emerging differently from expectations in insurance product pricing and/or design, underwriting, reinsurance protection, and claims or reserving either at the inception of an insurance or reinsurance contract, during the lifecycle of the claim or at the valuation date. Unfavourable experience could emerge due to adverse fluctuations in timing, actual size, frequency of claims (for example, driven by non-life premium risk, non-life reserving risk, catastrophic risk, mortality risk, morbidity risk, and longevity risk), policyholder behaviour, or associated expenses.

Insurance contracts provide financial protection by transferring insured risks to the issuer in exchange for premiums. The Bank is engaged in insurance businesses relating to property and casualty insurance, life and health insurance, and reinsurance, through various subsidiaries; it is through these businesses that the Bank is exposed to insurance risk.

WHO MANAGES INSURANCE RISK

Senior management within the insurance business units has primary responsibility for managing insurance risk with oversight by the CRO for Insurance, who reports into the Bank's Risk Management Group.
The Bank's Audit Committee and the Bank's Corporate Governance Committee respectively act as the Audit and Conduct review committees for the Canadian insurance company subsidiaries. The insurance company subsidiaries also have their own boards of directors who provide additional risk management oversight.

HOW TD MANAGES INSURANCE RISK

The Bank's risk governance practices are designed to support independent oversight and control of risk within the insurance business. The TD Insurance Risk Committee and its subcommittees provide critical oversight of the risk management activities within the insurance business and monitor compliance with insurance risk policies. The Bank's Insurance Risk Management Framework and Insurance Risk Policy collectively outline the internal risk and control structure to manage insurance risk and include risk appetite, policies, processes, as well as limits and governance. These documents are maintained by Risk Management and support alignment with the Bank's risk appetite for insurance risk.

The assessment of insurance contract liabilities (remaining coverage and incurred claims) is central to the insurance operation. TD Insurance establishes reserves to cover estimated future payments (including loss adjustment expenses) on all claims or terminations/surrenders of premium arising from insurance contracts underwritten. The reserves cannot be established with complete certainty and represent management's best estimate for future payments. As such, TD Insurance regularly monitors estimates against actual and emerging experience and adjusts reserves as appropriate if experience emerges differently than anticipated. Liabilities for incurred claims and liabilities for remaining coverage are governed by the Bank's general insurance and life and health reserving risk policies.

Sound product design is an essential element of managing risk. The Bank's exposure to insurance risk is mostly short-term in nature as the principal underwriting risk relates to personal automobile and home insurance and small commercial insurance.

Insurance market cycles, as well as changes in insurance legislation, the regulatory environment, judicial environment, trends in court awards, climate patterns, pandemics or other applicable public health emergencies, and the economic environment may impact the performance of the insurance business. We maintain premium, pricing and underwriting policies or standards to help manage these inherent risks.

There is also exposure to concentration risk associated with general insurance and life and health insurance coverage. Exposure to insurance risk concentration is managed through established underwriting guidelines, limits, and authorization levels that govern the acceptance of risk. Concentration of insurance risk is also mitigated through the purchase of reinsurance. The insurance business' reinsurance programs are governed by catastrophe and reinsurance risk management policies.

Strategies are in place to help manage the risk to the Bank's reinsurance business. Underwriting risk on business assumed is managed through a policy that limits exposure to certain types of business and countries. The vast majority of reinsurance treaties are annually renewable, which minimizes long-term risk. Pandemic exposure is reviewed and estimated annually within the reinsurance business to manage concentration risk.

Liquidity Risk

The risk of having insufficient cash or collateral to meet financial obligations and an inability to, in a timely manner, raise funding or monetize assets at a non-distressed price. Financial obligations can arise from deposit withdrawals, debt maturities, commitments to provide credit or liquidity support or the need to pledge additional collateral.

TD'S LIQUIDITY RISK APPETITE

TD follows a disciplined liquidity management program, which is subject to risk governance and oversight, and is designed to maintain sufficient liquidity to permit the Bank to operate through a significant liquidity event without relying on extraordinary central bank assistance. The Bank seeks to maintain a stable and diversified funding profile that emphasizes funding assets and contingencies to the appropriate term.

TD manages liquidity risk using a combination of quantitative and qualitative measures. This includes ensuring the Bank has sufficient liquidity to satisfy its operational needs and client commitments in both normal and stress conditions. The Bank maintains buffers over regulatory minimums prescribed by OSFI's Liquidity Adequacy Requirements (LAR) Guideline. The Bank targets a 90-day survival horizon under a combined bank-specific and market-wide stress scenario, and a minimum surplus over prescribed regulatory requirements. Under the LAR guidelines, Canadian banks are required to maintain a Liquidity Coverage Ratio (LCR) of 100% or above (other than during periods of financial stress), and a Net Stable Funding Ratio (NSFR) of at least 100%. The Bank's funding program emphasizes maximizing deposits as a core source of funding and having ready access to wholesale funding markets across diversified terms, funding types, and currencies. This approach helps lower exposure to a sudden contraction of wholesale funding capacity and minimizes structural liquidity gaps. The Bank also maintains a Contingency Funding Plan to enhance preparedness to address potential liquidity stress events. The Bank's strategies, plans and governance practices underpin an integrated liquidity risk management program that is designed to reduce exposure to liquidity risk and maintain compliance with regulatory requirements.

LIQUIDITY RISK MANAGEMENT RESPONSIBILITY

The Bank's ALCO is responsible for establishing effective management structures and practices to ensure appropriate measurement, management, and governance of liquidity risk. The GLF Committee, a subcommittee of the ALCO comprised of senior management from Treasury, Wholesale Banking and Risk Management, identifies and monitors the Bank's liquidity risks. The management of liquidity risk is the responsibility of the SET member responsible for Treasury, while oversight and challenge are provided by the ALCO and independently by Risk Management. The Risk Committee regularly reviews the Bank's liquidity position and approves the Bank's Liquidity Risk Management Framework bi-annually and the related policies annually.

The following areas are responsible for measuring, monitoring, and managing liquidity risks for major business segments:

- Enterprise Liquidity Risk in Risk Management is responsible for liquidity risk management and asset pledging policies, along with associated limits, standards, and processes which are established to ensure that consistent and efficient liquidity management approaches are applied across all of the Bank's operations. Risk Management jointly owns the Liquidity Risk Management Framework along with the SET member responsible for Treasury. Enterprise Liquidity Risk provides oversight of liquidity risk across the enterprise and provides independent risk assessment and effective challenge of liquidity risk management. Capital Markets Risk Management is responsible for independent liquidity risk metric reporting.
- Treasury Liquidity Management manages the liquidity position of the Canadian Personal and Commercial Banking, Wealth Management, and Insurance, Corporate, Wholesale Banking, and U.S. Retail segments, as well as the liquidity position of CUSO; and
- Other regional operations, including those within TD's insurance business, foreign branches, and/or subsidiaries are responsible for managing their liquidity risk in compliance with their own policies and local regulatory requirements, while maintaining alignment with the enterprise framework.

HOW TD MANAGES LIQUIDITY RISK

The Bank manages the liquidity profile of its businesses in accordance with a defined liquidity risk appetite and maintains minimum liquidity requirements using a combination of internal and regulatory measures.

The Bank's internal stress testing informs the management of liquidity risk. Among scenarios considered is a severe combined stress event resulting in elevated liquidity requirements and a loss of confidence in the Bank's ability to meet obligations as they come due. In addition to this bank-specific event, this scenario incorporates a market-wide liquidity stress that materially reduces the availability of funding for all institutions and decreases the marketability of assets. The Bank's liquidity risk management policies stipulate that the Bank must maintain a sufficient level of liquid assets to support business growth, and to cover identified stressed liquidity requirements under the stress scenario, for a period of up to 90 days. Key elements of the scenario include:

- loss of access to wholesale funding including repayment of maturing debt in the next 90 days;
- accelerated attrition or "run-off" of deposits;
- increased utilization of available credit and liquidity facilities; and
- increased collateral requirements associated with downgrades in the Bank's credit ratings.

Internal measures complement regulatory liquidity requirements, such as the Liquidity Coverage Ratio (LCR), the Net Stable Funding Ratio (NSFR), and the Net Cumulative Cash Flow (NCCF) monitoring tool which are prescribed in OSFI's LAR guidance. The LCR requires that banks maintain an adequate stock of unencumbered high-quality liquid assets (HQLA) to meet liquidity needs over a 30-day stress period (a minimum LCR of 100%). The NSFR requires that banks maintain available stable funding (ASF) in excess of required stable funding (RSF) for periods up to one year (a minimum NSFR of 100%), and the NCCF monitors the Bank's detailed cash flow gaps for various time bands. As a result, the Bank's liquidity is managed to the higher of its internal liquidity requirements and target buffers over the regulatory minimums.

The Bank also considers regional regulatory metrics as well as potential restrictions on liquidity transferability in the calculation of enterprise liquidity positions. Accordingly, surplus liquidity domiciled in regulated subsidiaries may be excluded from consolidated liquidity positions as appropriate. During fiscal 2024, the Bank maintained elevated liquidity levels (as compared to fiscal 2023) as a risk management measure. In the near-term, the Bank is targeting a liquidity coverage ratio of 150% for the Bank's Canadian retail businesses, TD Bank USA, N.A., TD Bank N.A. and TD Securities Inc. This near-term elevated liquidity should have a near-term negative impact on net interest income and net interest margin.

The Bank's Funds Transfer Pricing process considers liquidity risk as a key determinant of the cost or credit of funds to the Retail and Wholesale Banking businesses. Liquidity costs are reflective of the funding needs and reserve requirements driven by the liquidity risk profile of the Bank's assets, liabilities, and contingent obligations like undrawn lines of credit provided to our clients.

LIQUID ASSETS

The Bank's unencumbered liquid assets may be used to help address potential liquidity requirements arising from stress events. Liquid asset eligibility considers estimated in-stress market values and trading market depths, as well as operational, legal, or other impediments to sale, rehypothecation or pledging.

Assets held by the Bank to meet liquidity requirements are summarized in the following tables. The tables do not include assets held within the Bank's insurance businesses as these are used to support insurance-specific liabilities and capital requirements.

TABLE 46: SUMMARY OF LIQUID ASSETS BY TYPE AND CURRENCY

(millions of Canadian dollars, except as noted)

	Bank-owned liquid assets	Securities received as collateral from securities financing and derivative transactions	Total liquid assets	Encumbered liquid assets	Unencumbered liquid assets [1]
					As at October 31, 2024
Cash and central bank reserves	$ 41,200	$ –	$ 41,200	$ 819	$ 40,381
Canadian government obligations	20,938	79,241	100,179	49,952	50,227
National Housing Act Mortgage-Backed Securities (NHA MBS)	42,320	–	42,320	1,627	40,693
Obligations of provincial governments, public sector entities and multilateral development banks	41,788	28,332	70,120	39,339	30,781
Corporate issuer obligations	4,581	6,970	11,551	7,199	4,352
Equities	12,442	2,540	14,982	11,128	3,854
Total Canadian dollar-denominated	163,269	117,083	280,352	110,064	170,288
Cash and central bank reserves	125,271	–	125,271	218	125,053
U.S. government obligations	74,749	64,616	139,365	83,592	55,773
U.S. federal agency obligations, including U.S. federal agency mortgage-backed obligations	76,085	15,008	91,093	28,147	62,946
Obligations of other sovereigns, public sector entities and multilateral development banks	67,118	38,599	105,717	42,194	63,523
Corporate issuer obligations	74,072	16,758	90,830	31,291	59,539
Equities	53,525	37,204	90,729	52,894	37,835
Total non-Canadian dollar-denominated	470,820	172,185	643,005	238,336	404,669
Total	$ 634,089	$ 289,268	$ 923,357	$ 348,400	$ 574,957
					October 31, 2023
Total Canadian dollar-denominated	153,281	123,806	277,087	113,486	163,601
Total non-Canadian dollar-denominated	408,299	182,652	590,951	212,888	378,063
Total	$ 561,580	$ 306,458	$ 868,038	$ 326,374	$ 541,664

[1] Unencumbered liquid assets include on-balance sheet assets, assets borrowed or purchased under resale agreements, and other off-balance sheet collateral received less liquid assets.

Total unencumbered liquid assets increased by $33 billion from October 31, 2023 largely as a result of higher deposit balances and wholesale funding proceeds. Unencumbered liquid assets held in The Toronto-Dominion Bank and multiple domestic and foreign subsidiaries (excluding insurance subsidiaries) and branches are summarized in the following table.

TABLE 47: SUMMARY OF UNENCUMBERED LIQUID ASSETS BY BANK, SUBSIDIARIES, AND BRANCHES

(millions of Canadian dollars)

	October 31 2024	*As at* October 31 2023
The Toronto-Dominion Bank (Parent)	$ 227,435	$ 205,408
Bank subsidiaries	314,306	291,915
Foreign branches	33,216	44,341
Total	$ 574,957	$ 541,664

The Bank's monthly average liquid assets (excluding those held in insurance subsidiaries) for the years ended October 31, 2024, and October 31, 2023, are summarized in the following table.

TABLE 48: SUMMARY OF AVERAGE LIQUID ASSETS BY TYPE AND CURRENCY

(millions of Canadian dollars, except as noted)

	Average for the years ended				
	Bank-owned liquid assets	Securities received as collateral from securities financing and derivative transactions	Total liquid assets	Encumbered liquid assets	Unencumbered liquid assets[1]
					October 31, 2024
Cash and central bank reserves	$ 26,361	$ –	$ 26,361	$ 669	$ 25,692
Canadian government obligations	20,458	84,295	104,753	52,252	52,501
NHA MBS	41,411	17	41,428	1,553	39,875
Obligations of provincial governments, public sector entities and multilateral development banks	42,940	24,936	67,876	36,602	31,274
Corporate issuer obligations	13,517	5,751	19,268	5,805	13,463
Equities	12,646	2,604	15,250	11,187	4,063
Total Canadian dollar-denominated	157,333	117,603	274,936	108,068	166,868
Cash and central bank reserves	78,694	–	78,694	223	78,471
U.S. government obligations	71,187	63,884	135,071	75,404	59,667
U.S. federal agency obligations, including U.S. federal agency mortgage-backed obligations	78,303	13,148	91,451	27,507	63,944
Obligations of other sovereigns, public sector entities and multilateral development banks	65,794	38,992	104,786	41,221	63,565
Corporate issuer obligations	77,837	14,208	92,045	25,676	66,369
Equities	51,707	38,117	89,824	51,551	38,273
Total non-Canadian dollar-denominated	423,522	168,349	591,871	221,582	370,289
Total	$ 580,855	$ 285,952	$ 866,807	$ 329,650	$ 537,157
					October 31, 2023
Total Canadian dollar-denominated	159,066	118,731	277,797	115,390	162,407
Total non-Canadian dollar-denominated	434,538	168,482	603,020	191,601	411,419
Total	$ 593,604	$ 287,213	$ 880,817	$ 306,991	$ 573,826

[1] Unencumbered liquid assets include on-balance sheet assets, assets borrowed or purchased under resale agreements, and other off-balance sheet collateral received less encumbered liquid assets.

Average unencumbered liquid assets held in The Toronto-Dominion Bank and multiple domestic and foreign subsidiaries (excluding insurance subsidiaries) and branches are summarized in the following table.

TABLE 49: SUMMARY OF AVERAGE UNENCUMBERED LIQUID ASSETS BY BANK, SUBSIDIARIES, AND BRANCHES

(millions of Canadian dollars)

	Average for the years ended	
	October 31, 2024	October 31, 2023
The Toronto-Dominion Bank (Parent)	$ 219,007	$ 217,807
Bank subsidiaries	290,536	308,892
Foreign branches	27,614	47,127
Total	$ 537,157	$ 573,826

ASSET ENCUMBRANCE

In the course of the Bank's daily operations, assets are pledged to obtain funding, support trading and brokerage businesses, and participate in clearing and/or settlement systems. A summary of on- and off-balance sheet encumbered and unencumbered assets is presented as follows.

TABLE 50: ENCUMBERED AND UNENCUMBERED ASSETS

(millions of Canadian dollars)

					As at
	Total Assets	Encumbered			Unencumbered
	Total Assets	Pledged as Collateral[1]	Other[2]	Available as Collateral[3]	Other[4]
					October 31, 2024
Cash and due from banks	$ 6,437	$ –	$ –	$ 26	$ 6,411
Interest-bearing deposits with banks	169,930	6,161	–	158,123	5,646
Securities, trading loans, and other	920,003	406,745	20,738	447,011	45,509
Derivatives	78,061	–	–	–	78,061
Loans, net of allowance for loan losses	932,343	96,175	92,790	30,331	713,047
Other assets[5]	95,989	238	–	–	95,751
Total assets	$ 2,202,763	$ 509,319	$ 113,528	$ 635,491	$ 944,425
					October 31, 2023
Total assets[6]	$ 2,093,392	$ 437,482	$ 84,997	$ 623,826	$ 947,087

[1] Pledged collateral refers to the portion of assets that are pledged through encumbering activities, such as repurchase agreements, securities lending, derivative contracts, and requirements associated with participation in clearing houses and payment systems.

[2] Includes assets supporting TD's long-term funding activities such as asset securitization and issuance of covered bonds.

[3] Represents assets that are readily available for use as collateral to generate funding or support collateral requirements. This category includes unencumbered loans backed by real-estate that qualify as eligible collateral at FHLB.

[4] Other unencumbered assets are not subject to any restrictions on their use to secure funding or as collateral but would not be considered immediately available.

[5] Other assets include investment in Schwab, goodwill, other intangibles, land, buildings, equipment, other depreciable assets and right-of-use assets, deferred tax assets, amounts receivable from brokers, dealers, and clients, and other assets on the balance sheet not reported in the above categories .

[6] Balances as at October 31, 2023 have been restated, with no impact on the measurement of the related financial instruments in the Bank's 2024 Consolidated Financial Statements, to reflect the categorization of certain pledged assets in the comparative period.

LIQUIDITY STRESS TESTING AND CONTINGENCY FUNDING PLANS

In addition to the Bank's internal liquidity stress metric, the Bank performs liquidity stress testing on multiple alternate scenarios. These scenarios consist of a mix of TD-specific and market-wide stress events designed to evaluate the potential impact of risk factors material to the Bank's risk profile. Liquidity assessments are also part of the Bank's EWST program.

The Bank has designed contingency funding plans (CFP) for the enterprise and material subsidiaries operating in foreign jurisdictions. As they provide a playbook for managing stressed liquidity conditions, these plans are an integral component of the Bank's overall liquidity risk management framework. The CFPs outline different contingency levels based on the severity and duration of the liquidity situation and identify recovery actions appropriate for each level. To support operational readiness, CFPs provide key steps required to implement each recovery action. Regional CFPs identify recovery actions to address region-specific stress events. The actions and governance structure outlined in the Bank's CFP are aligned with the Bank's Crisis Management Recovery Plan.

CREDIT RATINGS

Credit ratings may impact the Bank's access to, and cost of, raising funding and its ability to engage in certain business activities on a cost-effective basis. Credit ratings and outlooks provided by rating agencies reflect their views and methodologies and are subject to change based on a number of factors including the Bank's financial strength, competitive position, and liquidity, as well as factors not entirely within the Bank's control, including conditions affecting the overall financial services industry.

TABLE 51: CREDIT RATINGS[1]

	As at			
				October 31, 2024
	Moody's	**S&P**	**Fitch**	**DBRS**
Deposits/Counterparty[2]	**Aa2**	**A+**	**AA**	**AA (high)**
Legacy Senior Debt[3]	**Aa3**	**A+**	**AA**	**AA (high)**
Senior Debt[4]	**A2**	**A-**	**AA-**	**AA**
Covered Bonds	**Aaa**	**–**	**AAA**	**AAA**
Legacy Subordinated Debt – non-NVCC	**A3**	**A-**	**A**	**AA (low)**
Tier 2 Subordinated Debt – NVCC	**A3 (hyb)**	**BBB+**	**A**	**A**
AT1 Perpetual Debt – NVCC	**Baa2 (hyb)**	**BBB-**	**BBB+**	**–**
Limited Recourse Capital Notes – NVCC	**Baa2 (hyb)**	**BBB-**	**BBB+**	**A (low)**
Preferred Shares – NVCC	**Baa2 (hyb)**	**BBB-**	**BBB+**	**Pfd-2 (high)**
Short-Term Debt (Deposits)	**P-1**	**A-1**	**F1+**	**R-1 (high)**
Outlook	**Stable**	**Stable**	**Negative**	**Negative (Long Term); Stable (Short Term)**

[1] The above ratings are for The Toronto-Dominion Bank legal entity. Subsidiaries' ratings are available on the Bank's website at http://www.td.com/investor/credit.jsp. Credit ratings are not recommendations to purchase, sell, or hold a financial obligation in as much as they do not comment on market price or suitability for a particular investor. Ratings are subject to revision or withdrawal at any time by the rating organization.
[2] Represents Moody's Long-Term Deposits Ratings and Counterparty Risk Rating, S&P's Issuer Credit Rating, Fitch's Long-Term Deposits Rating and DBRS ' Long-Term Issuer Rating.
[3] Includes (a) Senior debt issued prior to September 23, 2018; and (b) Senior debt issued on or after September 23, 2018 which is excluded from the bank recapitalization "bail-in" regime.
[4] Subject to conversion under the bank recapitalization "bail-in" regime.

The Bank regularly reviews the level of increased collateral its trading counterparties would require in the event of a downgrade of TD's credit rating. The following table presents the additional collateral that could have been contractually required to be posted to over-the-counter (OTC) derivative counterparties as of the reporting date in the event of one, two, and three-notch downgrades of the Bank's credit ratings.

TABLE 52: ADDITIONAL COLLATERAL REQUIREMENTS FOR RATING DOWNGRADES[1]

(millions of Canadian dollars)	*Average for the years ended*	
	October 31, 2024	October 31, 2023
One-notch downgrade	**$ 127**	$ 124
Two-notch downgrade	**287**	192
Three-notch downgrade	**1,014**	913

[1] The above collateral requirements are based on each OTC trading counterparty's Credit Support Annex and the Bank's credit rating across applicable rating agencies.

LIQUIDITY COVERAGE RATIO

The LCR is a Basel III standard that aims to ensure that an institution has an adequate stock of unencumbered high-quality liquid assets (HQLA), consisting of cash or assets that can be converted into cash to meet its liquidity needs for a 30-calendar day liquidity stress scenario.

Other than during periods of financial stress, the Bank must maintain the LCR above 100% in accordance with the published OSFI LAR requirement. The Bank's LCR is calculated according to the scenario parameters in the LAR guideline, including prescribed HQLA eligibility criteria and haircuts, deposit run-off rates, and other outflow and inflow rates. HQLA held by the Bank that are eligible for the LCR calculation under the LAR are primarily central bank reserves, sovereign-issued or sovereign-guaranteed securities, and high-quality securities issued by non-financial entities.

The following table summarizes the Bank's average daily LCR as of the relevant dates.

TABLE 53: AVERAGE LIQUIDITYCOVERAGE RATIO[1]

(millions of Canadian dollars, except as noted)	*Average for the three months ended* October 31, 2024	
	Total unweighted value (average)[2]	**Total weighted value (average)[3]**
High-quality liquid assets		
Total high-quality liquid assets	**$ n/a**	**$ 361,452**
Cash outflows		
Retail deposits and deposits from small business customers, of which:	**$ 486,164**	**$ 31,137**
Stable deposits	**262,831**	**7,885**
Less stable deposits	**223,333**	**23,252**
Unsecured wholesale funding, of which:	**374,254**	**183,788**
Operational deposits (all counterparties) and deposits in networks of cooperative banks [4]	**132,853**	**31,460**
Non-operational deposits (all counterparties)	**215,462**	**126,389**
Unsecured debt	**25,939**	**25,939**
Secured wholesale funding	**n/a**	**44,188**
Additional requirements, of which:	**338,644**	**96,198**
Outflows related to derivative exposures and other collateral requirements	**45,211**	**36,403**
Outflows related to loss of funding on debt products	**10,839**	**10,839**
Credit and liquidity facilities	**282,594**	**48,956**
Other contractual funding obligations	**18,368**	**8,410**
Other contingent funding obligations	**821,172**	**12,660**
Total cash outflows	**$ n/a**	**$ 376,381**
Cash inflows		
Secured lending	**$ 237,640**	**$ 35,256**
Inflows from fully performing exposures	**25,208**	**12,686**
Other cash inflows	**66,539**	**66,539**
Total cash inflows	**$ n/a**	**$ 114,481**

	Average for the three months ended October 31, 2024	Jul 31, 2024
	Total weighted value	Total weighted value
Total high-quality liquid assets	**$ 361,452**	$ 337,631
Total net cash outflows	**261,900**	262,308
Liquidity coverage ratio	**138 %**	129 %

[1] The LCR is calculated in accordance with OSFI's LAR guideline, which is reflective of liquidity-related requirements published by the BCBS. The LCR for the quarter ended October 31, 2024, is calculated as an average of the 62 daily data points in the quarter.
[2] Unweighted inflow and outflow values are outstanding balances maturing or callable within 30 days.
[3] Weighted values are calculated after the application of respective HQLA haircuts, or inflow and outflow rates, and applicable caps as prescribed by the OSFI LAR guideline.
[4] Operational deposits from non-SME business customers are deposits kept with the Bank in order to facilitate their access and ability to conduct payment and settlement activities. These activities include clearing, custody, or cash management services.

The Bank's average LCR of 138% for the quarter ended October 31, 2024, continues to meet regulatory requirements.

The Bank holds a variety of liquid assets commensurate with its liquidity needs. Many of these assets qualify as HQLA in the OSFI LAR guideline. The average HQLA of the Bank for the quarter ended October 31, 2024, was $361 billion (July 31, 2024 – $338 billion), with Level 1 assets representing 86% (July 31, 2024 – 84%). The Bank's reported HQLA excludes excess HQLA from U.S. Retail operations, as required by the OSFI LAR guideline, to reflect liquidity transfer considerations between U.S. Retail and its affiliates as a result of the U.S. Federal Reserve Board's regulations. By excluding excess HQLA, the U.S. Retail LCR is effectively capped at 100% prior to total Bank consolidation.

NET STABLE FUNDING RATIO

The NSFR is a Basel III metric calculated as the ratio of total ASF over total RSF in accordance with OSFI's LAR guideline. The Bank must maintain an NSFR ratio equal to or above 100% in accordance with the LAR guideline. The Bank's ASF comprises the Bank's liability and capital instruments (including deposits and wholesale funding). The assets that require stable funding are based on the Bank's on and off-balance sheet activities and a function of their liquidity characteristics and the requirements of OSFI's LAR guideline.

TABLE 54: NET STABLE FUNDING RATIO[1]

(millions of Canadian dollars, except as noted)

	As at October 31, 2024				
	Unweighted value by residual maturity				
	No maturity[2]	Less than 6 months	6 months to less than 1 year	More than 1 year	Weighted value[3]
Available Stable Funding Item					
Capital	$ 111,829	$ –	$ –	$ 11,015	$ 122,844
Regulatory capital	111,829	–	–	11,015	122,844
Other capital instruments	–	–	–	–	–
Retail deposits and deposits from small business customers:	446,633	84,074	32,636	31,121	552,573
Stable deposits	252,382	33,209	13,774	16,103	300,499
Less stable deposits	194,251	50,865	18,862	15,018	252,074
Wholesale funding:	254,602	422,642	113,427	240,571	475,575
Operational deposits	105,233	2,043	1	–	53,639
Other wholesale funding	149,369	420,599	113,426	240,571	421,936
Liabilities with matching interdependent assets[4]	–	2,486	1,157	26,817	–
Other liabilities:	51,828			92,158	3,068
NSFR derivative liabilities	n/a			347	n/a
All other liabilities and equity not included in the above categories	51,828	87,580	2,327	1,904	3,068
Total Available Stable Funding					$ 1,154,060
Required Stable Funding Item					
Total NSFR high-quality liquid assets	$ n/a	$ n/a	$ n/a	$ n/a	$ 57,070
Deposits held at other financial institutions for operational purposes	–	–	–	–	–
Performing loans and securities:	111,220	241,451	123,685	678,007	784,545
Performing loans to financial institutions secured by Level 1 HQLA	–	67,307	7,243	–	10,748
Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	–	58,937	11,532	13,395	25,443
Performing loans to non-financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which:	39,510	59,215	48,510	298,130	345,033
With a risk weight of less than or equal to 35% under the Basel II standardized approach for credit risk	–	–	–	–	–
Performing residential mortgages, of which:	33,550	48,093	51,034	304,963	311,354
With a risk weight of less than or equal to 35% under the Basel II standardized approach for credit risk	33,550	48,093	51,034	304,963	311,354
Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	38,160	7,899	5,366	61,519	91,967
Assets with matching interdependent liabilities[4]	–	2,390	2,380	25,721	–
Other assets:	79,809			135,611	122,581
Physical traded commodities, including gold	16,148	n/a	n/a	n/a	14,130
Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs	n/a			17,426	14,812
NSFR derivative assets	n/a			10,730	10,383
NSFR derivative liabilities before deduction of variation margin posted	n/a			19,931	997
All other assets not included in the above categories	63,661	78,453	2,066	7,005	82,259
Off-balance sheet items	n/a			837,941	30,371
Total Required Stable Funding					$ 994,567
Net Stable Funding Ratio					116 %

	As at October 31, 2023
Total Available Stable Funding	$ 1,123,816
Total Required Stable Funding	960,590
Net Stable Funding Ratio	117 %

[1] The NSFR is calculated in accordance with OSFI's LAR guideline, which is reflective of liquidity-related requirements published by the BCBS.

[2] Items in the "no maturity" time bucket do not have a stated maturity. These may include, but are not limited to, items such as capital with perpetual maturity, non-maturity deposits, short positions, open maturity positions, non-HQLA equities, and physical traded commodities.

[3] Weighted values are calculated after the application of respective NSFR weights, as prescribed by the OSFI LAR guideline.

[4] Interdependent asset and liability items are deemed by OSFI to be interdependent and have RSF and ASF risk factors adjusted to zero. Interdependent liabilities cannot fall due while the asset is still on balance sheet, cannot be used to fund any other assets and principal payments from the asset cannot be used for anything other than repaying the liability. As such, the only interdependent assets and liabilities that qualify for this treatment at the Bank are the liabilities arising from the Canada Mortgage Bonds Program and their corresponding encumbered assets.

The Bank's NSFR as at October 31, 2024 is 116% (October 31, 2023 – 117%), representing a surplus of $159 billion, adhering to regulatory requirements. The NSFR remained relatively stable to the previous quarter (July 31, 2024 – 115%) as the Bank's funding continued to adequately support its assets.

FUNDING

The Bank's primary approach to managing funding activities is to maximize the use of deposits raised through personal and commercial banking channels. The Bank's base of personal and commercial, wealth, and Schwab sweep deposits make up approximately 70% (2023 – 70%) of the Bank's total funding.

TABLE 55: SUMMARY OF DEPOSIT FUNDING

(millions of Canadian dollars)	As at October 31, 2024	As at October 31, 2023
P&C deposits – Canadian	**$ 566,329**	$ 529,078
P&C deposits – U.S.[1]	**433,406**	446,355
Total	**$ 999,735**	$ 975,433

[1] P&C deposits in U.S. are presented on a Canadian equivalent basis and therefore period-over-period movements reflect both underlying growth and changes in the foreign exchange rate.

WHOLESALE FUNDING

The Bank maintains various registered external wholesale term (greater than 1 year) funding programs to provide access to diversified funding sources, including asset securitization, covered bonds, and unsecured wholesale debt. The Bank raises term funding through Senior Notes, NHA MBS, and notes backed by credit card receivables (Evergreen Credit Card Trust) and HELOC (Genesis Trust II). The Bank's wholesale funding is diversified by geography, by currency, and by funding types. The Bank raises short-term (1 year and less) funding using certificates of deposit, commercial paper, and up until June 28, 2024, BAs.

The following table summarizes the registered term funding and capital programs by geography, with the related program size as at October 31, 2024.

Canada	United States	Europe
Capital Securities Program ($20 billion) Canadian Senior Medium-Term Linked Notes Program ($5 billion) HELOC ABS Program (Genesis Trust II) ($7 billion)	U.S. SEC (F-3) Registered Capital and Debt Program (US$75 billion)	United Kingdom Listing Authority (UKLA) Registered Legislative Covered Bond Program ($100 billion) UKLA Registered European Medium-Term Note Program (US$40 billion)

The following table presents a breakdown of the Bank's term debt by currency and funding type. Term funding as at October 31, 2024, was $184.5 billion (October 31, 2023 – $173.3 billion).

Note that Table 56: Long-Term Funding and Table 57: Wholesale Funding do not include any funding accessed via repurchase transactions or securities financing.

TABLE 56: LONG-TERM FUNDING[1]

Long-term funding by currency	As at October 31, 2024	As at October 31, 2023
Canadian dollar	**25 %**	27 %
U.S. dollar	**31**	35
Euro	**33**	27
British pound	**5**	5
Other	**6**	6
Total	**100 %**	100 %
Long-term funding by type		
Senior unsecured medium-term notes	**51 %**	61 %
Covered bonds	**40**	31
Mortgage securitization[2]	**7**	7
Term asset backed securities	**2**	1
Total	**100 %**	100 %

[1] The table includes funding issued to external investors only.
[2] Mortgage securitization excludes the residential mortgage trading business.

The Bank maintains depositor concentration limits in respect of short-term wholesale deposits so that it is not overly reliant on individual depositors for funding. The Bank further limits short-term wholesale funding maturity concentration in an effort to mitigate refinancing risk during a stress event.

The following table represents the remaining maturity of various sources of funding outstanding as at October 31, 2024, and October 31, 2023.

TABLE 57: WHOLESALE FUNDING[1]

(millions of Canadian dollars)

									As at
								October 31 2024	October 31 2023
	Less than 1 month	**1 to 3 months**	**3 to 6 months**	**6 months to 1 year**	**Up to 1 year**	**Over 1 to 2 years**	**Over 2 years**	**Total**	Total
Deposits from banks [2]	**$ 1,156**	**$ 142**	**$ 79**	**$ 479**	**$ 1,856**	**$ –**	**$ –**	**$ 1,856**	$ 2,095
Bearer deposit notes	**10**	**191**	**309**	**277**	**787**	**–**	**–**	**787**	1,804
Certificates of deposit	**8,621**	**12,111**	**27,651**	**52,457**	**100,840**	**328**	**–**	**101,168**	113,476
Commercial paper	**7,637**	**10,869**	**19,896**	**20,791**	**59,193**	**1,146**	**–**	**60,339**	40,515
Covered bonds	**450**	**–**	**1,792**	**10,261**	**12,503**	**18,117**	**44,779**	**75,399**	54,006
Mortgage securitization [3]	**119**	**1,593**	**1,147**	**1,324**	**4,183**	**5,155**	**23,346**	**32,684**	27,131
Legacy senior unsecured medium-term notes [4]	**–**	**–**	**–**	**–**	**–**	**88**	**–**	**88**	3,162
Senior unsecured medium-term notes [5]	**–**	**7,845**	**1,720**	**11,221**	**20,786**	**17,311**	**55,060**	**93,157**	100,492
Subordinated notes and debentures [6]	**–**	**–**	**–**	**200**	**200**	**–**	**11,273**	**11,473**	9,620
Term asset backed securitization	**302**	**–**	**2,495**	**4,169**	**6,966**	**1,150**	**1,488**	**9,604**	2,204
Other[7]	**34,788**	**5,853**	**3,450**	**24,933**	**69,024**	**861**	**1,066**	**70,951**	44,348
Total	**$ 53,083**	**$ 38,604**	**$ 58,539**	**$ 126,112**	**$ 276,338**	**$ 44,156**	**$ 137,012**	**$ 457,506**	$ 398,853
Of which:									
Secured	**$ 7,130**	**$ 5,766**	**$ 7,868**	**$ 39,051**	**$ 59,815**	**$ 24,423**	**$ 69,617**	**$ 153,855**	$ 92,361
Unsecured	**45,953**	**32,838**	**50,671**	**87,061**	**216,523**	**19,733**	**67,395**	**303,651**	306,492
Total	**$ 53,083**	**$ 38,604**	**$ 58,539**	**$ 126,112**	**$ 276,338**	**$ 44,156**	**$ 137,012**	**$ 457,506**	$ 398,853

[1] Excludes BA, which are disclosed in the Remaining Contractual Maturity table within the "Managing Risk" section of this document.
[2] The presentation has been changed to only include fixed-term commercial bank deposits, to better align with how management views the Bank's composition of wholesale funding.
[3] Includes mortgaged backed securities issued to external investors and Wholesale Banking residential mortgage trading business.
[4] Includes a) senior debt issued prior to September 23, 2018; and b) senior debt issued on or after September 23, 2018 which is excluded from the bank recapitalization "bail-in" regime, including debt with an original term-to-maturity of less than 400 days.
[5] Comprised of senior debt subject to conversion under the bank recapitalization "bail-in" regime. Excludes $4.4 billion of structured notes subject to conversion under the "bail-in" regime (October 31, 2023 – $5.7 billion).
[6] Subordinated notes and debentures are not considered wholesale funding as they may be raised primarily for capital management purposes.
[7] Includes fixed-term deposits from non-bank institutions (unsecured) of $17.3 billion (October 31, 2023 – $22.1 billion) and the remaining are non-term deposits.

Excluding the Wholesale Banking residential mortgage trading business, the Bank's total 2024 mortgage-backed securities issued to external investors was $2.3 billion (2023 – $1.3 billion) and other asset-backed securities issued was $2.6 billion (2023 – $0.4 billion). The Bank also issued $13.6 billion of unsecured medium-term notes (2023 – $27.6 billion) and $27.1 billion of covered bonds (2023 – $26.1 billion) during the year ended October 31, 2024.

MATURITY ANALYSIS OF ASSETS, LIABILITIES, AND OFF-BALANCE SHEET COMMITMENTS

The following table summarizes on-balance sheet and off-balance sheet categories by remaining contractual maturity. Off-balance sheet commitments include contractual obligations to make future payments on certain lease-related commitments, certain purchase obligations, and other liabilities. The values of credit instruments reported in the following table represent the maximum amount of additional credit that the Bank could be obligated to extend should such instruments be fully drawn or utilized. Since a significant portion of guarantees and commitments are expected to expire without being drawn upon, the total of the contractual amounts is not representative of expected future liquidity requirements. These contractual obligations have an impact on the Bank's short-term and long-term liquidity and capital resource needs.

The maturity analysis presented does not depict the degree of the Bank's maturity transformation or the Bank's exposure to interest rate and liquidity risk. The Bank's objective is to fund its assets appropriately to protect against borrowing cost volatility and potential reductions to funding market availability. The Bank utilizes stable non-maturity deposits (chequing and savings accounts) and term deposits as the primary source of long-term funding for the Bank's non-trading assets including personal and business term loans and the stable balance of revolving lines of credit. Additionally, the Bank issues long-term funding in respect of such non-trading assets and raises short term funding primarily to finance trading assets. The liquidity of trading assets under stressed market conditions is considered when determining the appropriate term of the funding.

TABLE 58: REMAINING CONTRACTUAL MATURITY

(millions of Canadian dollars)

As at
October 31, 2024

	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 months to 1 year	Over 1 to 2 years	Over 2 to 5 years	Over 5 years	No specific maturity	Total
Assets										
Cash and due from banks	$ 6,437	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ 6,437
Interest-bearing deposits with banks	165,665	23	–	–	–	–	–	–	4,242	169,930
Trading loans, securities, and other[1]	3,773	4,852	6,777	4,852	4,729	11,756	28,458	27,484	83,089	175,770
Non-trading financial assets at fair value through profit or loss	–	2	301	1,431	96	702	810	694	1,833	5,869
Derivatives	11,235	12,059	5,501	4,257	2,587	10,485	17,773	14,164	–	78,061
Financial assets designated at fair value through profit or loss	367	251	486	613	292	1,144	1,865	1,399	–	6,417
Financial assets at fair value through other comprehensive income	357	7,284	6,250	6,459	9,367	5,766	19,729	34,270	4,415	93,897
Debt securities at amortized cost, net of allowance for credit losses	1,620	4,237	4,763	6,367	4,072	30,513	93,429	126,617	(3)	271,615
Securities purchased under reverse repurchase agreements[2]	134,310	35,360	19,897	10,119	5,299	1,722	482	–	1,028	208,217
Loans										
Residential mortgages	7,502	11,817	13,066	16,074	4,353	86,112	132,381	60,344	–	331,649
Consumer instalment and other personal	974	1,758	2,509	4,077	6,137	28,498	88,052	35,096	61,281	228,382
Credit card	–	–	–	–	–	–	–	–	40,639	40,639
Business and government	55,591	15,405	10,866	19,340	18,982	47,488	98,362	61,904	29,035	356,973
Total loans	64,067	28,980	26,441	39,491	29,472	162,098	318,795	157,344	130,955	957,643
Allowance for loan losses	–	–	–	–	–	–	–	–	(8,094)	(8,094)
Loans, net of allowance for loan losses	64,067	28,980	26,441	39,491	29,472	162,098	318,795	157,344	122,861	949,549
Customers' liability under acceptances	–	–	–	–	–	–	–	–	–	–
Investment in associates	–	–	–	–	–	–	–	–	9,024	9,024
Goodwill[3]	–	–	–	–	–	–	–	–	18,851	18,851
Other intangibles[3]	–	–	–	–	–	–	–	–	3,044	3,044
Land, buildings, equipment, other depreciable assets and right-of-use assets[3]	–	8	1	4	12	81	562	3,130	6,039	9,837
Deferred tax assets	–	–	–	–	–	–	–	–	4,937	4,937
Amounts receivable from brokers, dealers, and clients	22,115	–	–	–	–	–	–	–	–	22,115
Other assets	6,556	2,478	2,989	556	367	373	312	153	14,397	28,181
Total assets	$ 416,502	$ 95,534	$ 73,406	$ 74,149	$ 56,293	$ 224,640	$ 482,215	$ 365,255	$ 273,757	$ 2,061,751
Liabilities										
Trading deposits	$ 4,522	$ 2,516	$ 2,768	$ 2,101	$ 3,715	$ 5,488	$ 7,566	$ 1,736	$ –	$ 30,412
Derivatives	9,923	11,556	5,740	3,319	2,783	8,800	12,877	13,370	–	68,368
Securitization liabilities at fair value	–	1,004	328	644	97	3,313	9,443	5,490	–	20,319
Financial liabilities designated at fair value through profit or loss	50,711	25,295	51,967	40,280	37,964	1,477	–	–	220	207,914
Deposits[4,5]										
Personal	14,229	31,997	30,780	16,971	19,064	15,120	15,590	7	497,909	641,667
Banks	14,714	4,287	2,434	16,343	6,954	–	3	–	12,963	57,698
Business and government	23,536	24,136	11,295	19,038	9,020	37,681	76,667	24,144	343,798	569,315
Total deposits	52,479	60,420	44,509	52,352	35,038	52,801	92,260	24,151	854,670	1,268,680
Acceptances	–	–	–	–	–	–	–	–	–	–
Obligations related to securities sold short[1]	1,431	2,392	750	971	603	8,303	10,989	12,610	1,466	39,515
Obligations related to securities sold under repurchase agreements[2]	173,741	21,172	2,096	1,036	30	1,225	23	–	2,577	201,900
Securitization liabilities at amortized cost	119	589	819	438	144	1,843	4,823	3,590	–	12,365
Amounts payable to brokers, dealers, and clients	26,598	–	–	–	–	–	–	–	–	26,598
Insurance-related liabilities	224	448	671	671	705	1,184	1,656	727	883	7,169
Other liabilities	12,396	14,478	7,279	1,114	876	1,886	1,421	5,608	6,820	51,878
Subordinated notes and debentures	–	–	–	200	–	–	–	11,273	–	11,473
Equity	–	–	–	–	–	–	–	–	115,160	115,160
Total liabilities and equity	$ 332,144	$ 139,870	$ 116,927	$ 103,126	$ 81,955	$ 86,320	$ 141,058	$ 78,555	$ 981,796	$ 2,061,751
Off-balance sheet commitments										
Credit and liquidity[6,7]	$ 31,198	$ 28,024	$ 26,127	$ 24,731	$ 21,440	$ 52,706	$ 174,388	$ 4,743	$ 1,948	$ 365,305
Other commitments[8]	113	266	270	400	254	1,019	1,591	403	50	4,366
Unconsolidated structured entity commitments	–	–	–	125	766	490	19	–	–	1,400
Total commitments	$ 31,311	$ 28,290	$ 26,397	$ 25,256	$ 22,460	$ 54,215	$ 175,998	$ 5,146	$ 1,998	$ 371,071

[1] Amount has been recorded according to the remaining contractual maturity of the underlying security.
[2] Certain contracts considered short-term are presented in 'less than 1 month' category.
[3] Certain non-financial assets have been recorded as having 'no specific maturity'.
[4] As the timing of demand deposits and notice deposits is non-specific and callable by the depositor, obligations have been included as having 'no specific maturity'.
[5] Includes $75 billion of covered bonds with remaining contractual maturities of $3 billion in 'over 3 months to 6 months', $10 billion in 'over 6 months to 9 months', $8 billion in 'over 1 to 2 years', $37 billion in 'over 2 to 5 years', and $8 billion in 'over 5 years'.
[6] Includes $509 million in commitments to extend credit to private equity investments.
[7] Commitments to extend credit exclude personal lines of credit and credit card lines, which are unconditionally cancellable at the Bank's discretion at any time.
[8] Includes various purchase commitments as well as commitments for leases not yet commenced, and lease-related payments.

TABLE 58: REMAINING CONTRACTUAL MATURITY (continued)

(millions of Canadian dollars)

	As at October 31, 2023									
	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 months to 1 year	Over 1 to 2 years	Over 2 to 5 years	Over 5 years	No specific maturity	Total
Assets										
Cash and due from banks	$ 6,721	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ 6,721
Interest-bearing deposits with banks	91,966	559	–	–	–	–	–	–	5,823	98,348
Trading loans, securities, and other[1]	4,328	6,329	5,170	3,008	4,569	13,226	27,298	25,677	62,485	152,090
Non-trading financial assets at fair value through profit or loss	–	–	354	1,538	199	1,664	828	1,351	1,406	7,340
Derivatives	10,145	10,437	5,246	4,244	3,255	11,724	25,910	16,421	–	87,382
Financial assets designated at fair value through profit or loss	374	496	375	695	324	838	1,470	1,246	–	5,818
Financial assets at fair value through other comprehensive income	745	2,190	1,200	5,085	2,223	9,117	15,946	29,845	3,514	69,865
Debt securities at amortized cost, net of allowance for credit losses	1,221	4,020	4,073	16,218	3,480	22,339	116,165	140,502	(2)	308,016
Securities purchased under reverse repurchase agreements[2]	124,253	33,110	29,068	7,381	7,298	955	506	–	1,762	204,333
Loans										
Residential mortgages	1,603	2,616	5,860	10,575	14,181	57,254	168,475	59,733	44	320,341
Consumer instalment and other personal	894	1,580	2,334	3,830	5,974	27,166	85,487	34,183	56,106	217,554
Credit card	–	–	–	–	–	–	–	–	38,660	38,660
Business and government	37,656	10,058	13,850	14,886	16,964	42,460	96,952	67,190	26,512	326,528
Total loans	40,153	14,254	22,044	29,291	37,119	126,880	350,914	161,106	121,322	903,083
Allowance for loan losses	–	–	–	–	–	–	–	–	(7,136)	(7,136)
Loans, net of allowance for loan losses	40,153	14,254	22,044	29,291	37,119	126,880	350,914	161,106	114,186	895,947
Customers' liability under acceptances	14,804	2,760	5	–	–	–	–	–	–	17,569
Investment in associates[3]	–	–	–	–	–	–	–	–	8,907	8,907
Goodwill[3]	–	–	–	–	–	–	–	–	18,602	18,602
Other intangibles[3]	–	–	–	–	–	–	–	–	2,771	2,771
Land, buildings, equipment, other depreciable assets and right-of-use assets[3]	–	8	6	8	14	79	573	3,153	5,593	9,434
Deferred tax assets[4]	–	–	–	–	–	–	–	–	3,951	3,951
Amounts receivable from brokers, dealers, and clients	30,416	–	–	–	–	–	–	–	–	30,416
Other assets[4]	5,267	1,869	5,619	208	194	137	129	82	14,124	27,629
Total assets[4]	$ 330,393	$ 76,032	$ 73,160	$ 67,676	$ 58,675	$ 186,959	$ 539,739	$ 379,383	$ 243,122	$ 1,955,139
Liabilities										
Trading deposits	$ 1,272	$ 1,684	$ 5,278	$ 4,029	$ 4,153	$ 6,510	$ 6,712	$ 1,342	$ –	$ 30,980
Derivatives	9,068	9,236	4,560	3,875	2,559	8,345	16,589	17,408	–	71,640
Securitization liabilities at fair value	2	498	345	1,215	391	1,651	6,945	3,375	–	14,422
Financial liabilities designated at fair value through profit or loss	48,197	30,477	37,961	42,792	32,473	112	–	–	118	192,130
Deposits[5,6]										
Personal	6,044	19,095	22,387	14,164	19,525	17,268	20,328	51	507,734	626,596
Banks	19,608	68	29	–	–	–	4	1	11,515	31,225
Business and government	25,663	16,407	24,487	11,819	9,658	33,723	74,300	19,652	324,660	540,369
Total deposits	51,315	35,570	46,903	25,983	29,183	50,991	94,632	19,704	843,909	1,198,190
Acceptances	14,804	2,760	5	–	–	–	–	–	–	17,569
Obligations related to securities sold[1]	135	1,566	1,336	1,603	1,309	5,471	19,991	11,971	1,279	44,661
Obligations related to securities sold under repurchase agreements[2]	146,559	10,059	6,607	457	1,142	150	46	–	1,834	166,854
Securitization liabilities at amortized cost	–	526	355	1,073	703	2,180	4,956	2,917	–	12,710
Amounts payable to brokers, dealers, and clients	30,872	–	–	–	–	–	–	–	–	30,872
Insurance contract liabilities[4]	243	305	327	258	253	694	1,131	501	2,134	5,846
Other liabilities[4]	11,923	9,808	7,986	1,276	1,198	918	1,979	4,226	8,260	47,574
Subordinated notes and debentures	–	–	–	–	–	196	–	9,424	–	9,620
Equity[4]	–	–	–	–	–	–	–	–	112,071	112,071
Total liabilities and equity[4]	$ 314,390	$ 102,489	$ 111,663	$ 82,561	$ 73,364	$ 77,218	$ 152,981	$ 70,868	$ 969,605	$ 1,955,139
Off-balance sheet commitments										
Credit and liquidity commitments[7,8]	$ 22,242	$ 24,178	$ 26,399	$ 21,450	$ 22,088	$ 47,826	$ 166,891	$ 5,265	$ 1,487	$ 337,826
Other commitments[9]	109	279	214	197	204	889	1,364	424	73	3,753
Unconsolidated structured entity commitments	–	836	3	239	95	729	–	–	–	1,902
Total off-balance sheet commitments	$ 22,351	$ 25,293	$ 26,616	$ 21,886	$ 22,387	$ 49,444	$ 168,255	$ 5,689	$ 1,560	$ 343,481

[1] Amount has been recorded according to the remaining contractual maturity of the underlying security.
[2] Certain contracts considered short-term are presented in 'less than 1 month' category.
[3] Certain non-financial assets have been recorded as having 'no specific maturity'.
[4] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.
[5] As the timing of demand deposits and notice deposits is non-specific and callable by the depositor, obligations have been included as having 'no specific maturity'.
[6] Includes $54 billion of covered bonds with remaining contractual maturities of: $3 billion in 'over 3 months to 6 months', $1 billion in 'over 6 months to 9 months', $12 billion in 'over 1 to 2 years', $31 billion in 'over 2 to 5 years', and $4 billion in 'over 5 years'.
[7] Includes $573 million in commitments to extend credit to private equity investments.
[8] Commitments to extend credit exclude personal lines of credit and credit card lines, which are unconditionally cancellable at the Bank's discretion at any time.
[9] Includes various purchase commitments as well as commitments for leases not yet commenced, and lease-related payments.

Capital Adequacy Risk

Capital adequacy risk is the risk of insufficient level and composition of capital being available in relation to the amount of capital required to carry out the Bank's strategy and/or satisfy regulatory and internal capital adequacy requirements under normal and stress conditions.

Capital is held to protect the viability of the Bank in the event of unexpected financial losses. Capital represents the loss-absorbing funding required to provide a cushion to protect depositors and other creditors from unexpected losses.

Managing capital levels requires that the Bank holds sufficient capital, in normal and stress environments, to avoid the risk of breaching minimum capital levels prescribed by regulators and internal Board limits.

WHO MANAGES CAPITAL ADEQUACY RISK

The Board oversees the Bank's capital adequacy and capital management by reviewing adherence to capital targets and approving the annual capital plan and the Capital Adequacy Risk Management Policy. The Risk Committeereviews and approves the Capital Adequacy Risk Management Framework. The CRO and the CFO oversee that the Bank's ICAAP is effective in meeting capital adequacy requirements.

The ALCO recommends and maintains the Capital Adequacy Risk Management Framework and the Capital Adequacy Risk Management Policy, and sets additional capital targets and minimum requirements, including the allocation of capital limits to business segments, to support ongoing compliance with the Capital Adequacy Risk Management Policy. The ALCO also reviews the ongoing adherence to established capital targets in support of the effective and prudent management of the Bank's capital position and maintenance of adequate capital.

TBSM is responsible for forecasting and monitoring compliance with capital targets, on a consolidated basis, with oversight provided by ALCO. TBSM updates the capital forecast, including appropriate changes to capital issuance, repurchase and redemption. The capital forecast is reviewed by ALCO. TBSM also leads the ICAAP and EWST processes. The Bank's business segments are responsible for managing to assigned RWA and leverage exposure limits.

Additionally, regulated subsidiaries of the Bank, including certain insurance subsidiaries and subsidiaries in the U.S. and other jurisdictions, manage their capital adequacy risk in accordance with applicable regulatory requirements. Capital management policies and procedures of subsidiaries are also required to conform with those of the Bank. U.S. regulated subsidiaries of the Bank are required to follow several regulatory guidelines, rules and expectations related to capital planning and stress testing including the U.S. Federal Reserve Board's Regulation YY establishing Enhanced Prudential Standards for Foreign Banking Organizations, applicable to U.S. Bank Holding Companies. Refer to the sections on "Future Regulatory Capital Developments", "Enterprise-Wide Stress Testing", and "Risk Factors That May Affect Future Results" for further details.

HOW TD MANAGES CAPITAL ADEQUACY RISK

Capital resources are managed in a manner designed so that the Bank's capital position can support business strategies under both current and future business operating environments. The Bank manages its operations within the capital constraints defined by both internal and regulatory capital requirements, so that it meets the higher of these requirements.

Regulatory capital requirements represent minimum capital levels. Capital targets are established to provide a sufficient buffer so that the Bank is able to continuously meet these minimum capital requirements. The purpose of these capital targets is to reduce the risk of a breach of minimum capital requirements, due to unexpected events, allowing management the opportunity to react to declining capital levels before minimum capital requirements are breached.

A periodic monitoring process is undertaken to plan and forecast capital requirements. As part of the annual planning process, business segments are allocated individual RWA and Leverage exposure limits. Capital generation and usage are monitored and reported to the ALCO.

The Bank assesses the sensitivity of its forecast capital requirements and new capital formations to various economic conditions through its EWST process. The results of the EWST are considered in the determination of capital targets and capital risk appetite limits.

The Bank also determines its internal capital requirements through the ICAAP process using models to measure the risk-based capital required based on its own tolerance for the risk of unexpected losses. This risk tolerance is calibrated to the required confidence level so that the Bank will be able to meet its obligations, even after absorbing severe unexpected losses over a one-year period.

In addition, the Bank has a Capital Contingency Plan that is designed to prepare management to maintain capital adequacy through periods of bank-specific or systemic market stress. The Capital Contingency Plan outlines the governance and procedures to be followed if the Bank's consolidated capital levels are forecast to fall below capital targets or when there are capital concerns from disruptive events or trends. It also outlines potential management actions that may be taken to prevent such a breach from occurring.

Legal and Regulatory Compliance (including Financial Crime) Risk

Legal and Regulatory Compliance (including Financial Crime) (LRC) risk is the risk associated with the Bank's failure to comply with applicable laws, rules, regulations, prescribed practices, contractual obligations, the Bank's Code of Conduct and Ethics, or standards of fair business conduct or market conduct, which can lead to adverse judgements, fines, sanctions, liabilities, or reputational harm that could be material to the Bank. LRC risk includes the regulatory risks associated with financial crimes (which include, but are not limited to, money laundering, terrorist financing, bribery, corruption, and violations of economic sanctions), privacy, market conduct, consumer protection and business conduct, as well as prudential and other generally applicable non-financial requirements.

The Bank is exposed to LRC risk in virtually all of its activities. Failure to mitigate LRC risk and meet regulatory and legal requirements can impact the Bank's ability to meet strategic objectives, poses a risk of censure or penalty, may lead to litigation, and puts the Bank's reputation at risk. Financial penalties, reputational damage, and other costs associated with legal proceedings and unfavourable judicial or regulatory determinations may also adversely affect the Bank's business, results of operations and financial condition. LRC risk generally cannot be effectively mitigated by trying to limit its impact to any one business or jurisdiction as realized LRC risk may adversely impact unrelated businesses or jurisdictions. LRC risk exposure is inherent in the normal course of operating the Bank's businesses. Known LRC risks continue to rapidly change as a result of evolving laws and regulatory expectations, as well as new or emerging threats, including geopolitical and those associated with use of new, emerging and interrelated technologies and use of, AI, machine learning, models and decision-making tools.

WHO MANAGES LEGAL AND REGULATORY COMPLIANCE (INCLUDING FINANCIAL CRIME) RISK

The proactive and effective management of LRC risk is complex given the breadth and pervasiveness of exposure. The LRC Risk Management Framework applies enterprise-wide to the Bank and to all its corporate functions, business segments, its governance, risk, and oversight functions, and its subsidiaries, and is aligned with the Bank's ERF. All the Bank's businesses are accountable for operating their business in compliance with LRC (including financial crime) requirements applicable to their jurisdiction and specific businesses. All the Bank's businesses, including corporate functions, are also accountable for the LRC risk that they generate in their operations, including LRC risks that may arise in their dealings with third-party vendors. These accountabilities involve assessing the risk, designing and implementing controls, and monitoring and reporting on their ongoing effectiveness to safeguard the businesses from operating outside of the Bank's risk appetite. Global Compliance and Financial Crime Risk Management (FCRM) are

independent oversight functions (the "Oversight Functions") and are accountable for RCM oversight and provide objective guidance, and oversight with respect to managing LRC risk. Legal, U.S. Regulatory Relations & Government Affairs (RRGA)/and Regulatory Risk provide advice with respect to managing LRC risk. Representatives of these groups interact regularly with senior executives of the Bank's businesses. Also, the senior management of Legal, Compliance, and FCRM have established regular meetings with and reporting to the Audit Committee, which oversees the establishment and maintenance of policies and programs designed to help achieve and maintain the Bank's compliance with the applicable LRRs. Senior management of the Compliance Department also report regularly to the Corporate Governance Committee, which oversees conduct risk management in the Bank, the establishment and maintenance of policies in respect of the Bank's compliance with the consumer protection provisions of the Canadian Financial Consumer Protection Framework, and in its capacity as the Bank's conduct review committee, related party transactions for the Bank and certain of its Canadian subsidiaries that are federally-regulated financial institutions. In addition, senior management of Regulatory Risk has established periodic reporting to the Board and regular reporting to the Risk Committee.

HOW TD MANAGES LEGAL AND REGULATORY COMPLIANCE (INCLUDING FINANCIAL CRIME) RISK

Effective management of LRC risk is a result of enterprise-wide collaboration and requires (a) independent and objective identification and oversight of LRC risk, (b) objective guidance and advisory services and/or independent challenge and oversight to identify, assess, control, and monitor LRC risk, and (c) an approved set of frameworks, policies, procedures, guidelines, and practices. While each business line and corporate function is accountable for owning LRC risk, each of the Oversight Functions plays a critical role in the management of LRC risk at the Bank. Depending on the circumstances, they play different roles at different times: 'trusted advisor', provider of objective guidance, independent challenge, and oversight and control (including 'gatekeeper' or approver).

Compliance performs the following functions: it acts as an independent Regulatory Compliance oversight function to establish enterprise standards for business and Oversight Functions in managing regulatory compliance risk; it fosters a culture of integrity, ethics and compliance, with accountability understood and accepted throughout TD to manage and mitigate Regulatory Compliance Risks; it assesses the adequacy of, adherence to, and effectiveness of the Bank's day-to-day RCM controls; it proactively manages regulatory change and maintains a RCM Regulatory Change Standard for Oversight Functions to do the same; and it supports the Chief Compliance Officer in providing an opinion to the Audit Committee as to whether the RCM controls are sufficiently robust to achieve compliance with applicable regulatory requirements.

FCRM acts as an independent regulatory compliance and risk management oversight function and is responsible for regulatory compliance (laws, rules, regulations) and the broader prudential risk management components of the AML, Anti-Terrorist Financing, Sanctions, and Anti-Bribery/Anti-Corruption programs (collectively, the "FCR Programs"), including their design, content, and enterprise-wide implementation; develops policies and standards, monitors, evaluates, and reports on FCR Program controls, design, and execution; and reports on the overall adequacy and effectiveness of the FCR Programs, including program design and operation.

For their respective programs, Compliance and FCRM have developed methodologies and processes to measure and aggregate regulatory compliance risks and FCR program risks (including the risks that our products, and services and delivery channels are misused for financial crime) on an ongoing basis as a baseline to assess whether the Bank's internal controls are effective in adequately identifying and mitigating such risks and determine whether individual or aggregate business activities are conducted within the Bank's risk appetite.

As further described in the "Significant Events – Global Resolution of the Investigations into the Bank's U.S. BSA/AML Program" section above, the Bank is undertaking a remediation of its U.S. BSA/AML Program and undertaking several improvements to the Bank's enterprise-wide AML/Anti-Terrorist Financing and Sanctions Programs (the "Enterprise AML Program"). Similar to the U.S. BSA/AML remediation program, the FINTRAC remediation and other planned strategic enhancements of the Enterprise AML Program outside the U.S. are organized under five core pillars; (i) People & Talent, (ii) Governance & Structure, (iii) Policy & Risk Assessment, (iv) Process & Control, (v) Data & Technology. The Bank has established a dedicated program management infrastructure to monitor execution against these programs. For the U.S., the work is being overseen by the Compliance Committee of the U.S. subsidiary boards and is expected to be a multi-year endeavour, involving additional investments. In Canada, the work is subject to oversight by senior executive governance forums along with regular reporting to the Audit Committee of the Board.

Legal acts as an independent provider of legal services and advice and protects the Bank from unacceptable legal risk. Legal has also developed methodologies for measuring litigation risk for adherence to the Bank's risk appetite.

Processes employed by Legal, Compliance, and FCRM (including policies and frameworks, training and education, and the Bank's Code of Conduct and Ethics) support the responsibility of each business to adhere to LRC requirements.

Finally, the Corporate and Public Affairs (CAPA), Regulatory Risk Management and RRGA departments also create and facilitate communication with elected officials and regulators, monitor legislation and regulations, support business relationships with governments, coordinate regulatory examinations, track and monitor issues from those examinations, support regulatory discussions on new or proposed products or business initiatives, and advance the public policy objectives of the Bank.

Reputational Risk

Reputational risk is the potential that stakeholder perceptions, whether true or not, regarding the Bank's business practices, actions or inactions, will or may cause a significant decline in the Bank's value, brand, liquidity or customer base, or require costly measures to address. Stakeholders include customers, shareholders, employees, regulators, and the communities in which we operate.

A company's reputation is a valuable business asset that is essential to optimizing shareholder value and therefore, is constantly at risk. Reputational risk can arise as a consequence of negative perceptions about the Bank's business practices involving any aspect of the Bank's operations and usually involves concerns about business ethics and integrity, competence, or the quality or suitability of products and services. Since all risk categories can have an impact on a company's reputation, reputational risk is not managed in isolation from the Bank's other major risk categories and can ultimately impact its brand, earnings, and capital.

WHO MANAGES REPUTATIONAL RISK

Responsibility for managing risks to the Bank's reputation ultimately lies with the SET and the executive committees that examine reputational risk as part of their regular mandate. The ERRC is the most senior executive committee for the review of reputational risk matters at TD. The mandate of the ERRC is to oversee the management of reputational risk within the Bank's risk appetite. Its main accountability is to review and assess business and corporate initiatives and activities

where significant reputational risk profiles have been identified and escalated. The ERRC also provides a forum for discussion, review, and escalation for non-traditional risks.

At the same time, every employee and representative of the Bank has a responsibility to contribute in a positive way to the Bank's reputation and the management of reputational risk. This means that every Bank employee is responsible for following ethical practices at all times, complying with applicable policies, legislation, and regulations and are also supporting positive interactions with the Bank's stakeholders. Reputational risk is most effectively managed when everyone at the Bank works continuously to protect and enhance the Bank's reputation. Where an employee is aware of or suspects any conduct that violates TD's Code of Conduct and Ethics, they have an obligation to immediately report such conduct.

HOW TD MANAGES REPUTATIONAL RISK

The Bank's approach to the management of reputational risk combines the experience and knowledge of individual business segments, corporate shared service areas and governance, risk and oversight functions. It is based on enabling the Bank's businesses to understand their risks and developing the policies, processes, and controls required to manage these risks appropriately and in line with the Bank's strategy and reputational risk appetite. The Bank's Reputational Risk Management Framework provides a comprehensive overview of its approach to the management of this risk. Amongst other significant policies, the Bank's Enterprise Reputational Risk Management Policy is approved by the Group Head and CRO and sets out the requirements under which business segments and corporate shared services are required to manage reputational risk. These requirements include implementing procedures and designating a business-level committee (where required by the Policy) to review and assess reputational risks and escalation to the ERRC as appropriate.

The Bank also has an enterprise-wide New Business and Product Approval (NBPA) Policy that is approved by the CRO and establishes standard practices to support consistent processes for approving new businesses, products, and services across the Bank. The policy is supported by business segment specific processes, which involve independent review from oversight functions, and consideration of all aspects of a new product, including reputational risk.

Environmental and Social Risk

Environmental and Social Risk is the risk of financial loss, reputational damage or other harm resulting from the Bank's inability to manage and respond to changing environmental or social factors that impact or are associated with the Bank's operations, business activities, products, clients, or the communities in which the Bank operates.

Operating a complex financial institution in multiple jurisdictions exposes the Bank's businesses and operations to a broad range of financial and non-financial risks. Environmental and social issues expose the Bank to a set of risks (collectively, E&S risk) that are transverse, meaning they can drive financial and non-financial risks, including but not limited to credit, strategic, reputational, legal and regulatory compliance risks.

WHO MANAGES ENVIRONMENTAL AND SOCIAL RISK

ESG Risk Management (ESG RM) establishes E&S risk frameworks, policies, processes, governance, and reporting structures for business and corporate functions to identify, assess, measure, control, monitor and report on E&S risks. Business and corporate functions own and manage the risks. Internal polices and procedures require business and corporate functions to consider the applicability and assessment of E&S risk in current and new business activity. Internal policies also require business unit governance and business processes to incorporate an assessment of E&S risk and apply an appropriate level of governance and oversight consistent with their business procedures.

ESG RM is also developing enterprise-wide tools and programs to support measurement and monitoring activities, in addition to business and corporate segment activities. E&S Risk activities are a component of the Bank's E&S Target Operating Model (TOM) and Implementation Plans.

Senior Management oversight is maintained through monitoring and reporting to the OROC, ERMC and Risk Committee of the Board.

HOW TD MANAGES ENVIRONMENTAL AND SOCIAL RISK

The Bank follows a disciplined approach to managing financial and non-financial risks, driven by E&S risks which may have a present or future impact on the Bank's competitive position, brand or long-term shareholder value creation. The Bank considers current and potential E&S risk in the strategies it executes, as appropriate, by enabling informed decision-making based on internal capabilities, industry practices, legal and regulatory obligations, and stakeholder expectations – including shareholders and customers - as they continue to evolve.

The Enterprise E&S Risk Framework outlines how the Bank manages E&S risk. This Framework is reinforced by risk-specific policies including the Enterprise E&S Risk Policy that establishes requirements for business and corporate segments to effectively manage their E&S risk. Business and corporate segments, as applicable, certify compliance with the E&S Risk Policy requirements on an annual basis.

With respect to non-retail lending, the Bank takes a measured, client-focused and risk-based approach to E&S risks. When a risk assessment indicates a heightened level of risk, the Bank conducts enhanced due diligence that could include the use of tools such as physical risk identification, heatmaps, industry risk ratings, client engagement and questionnaires, financed emissions estimation and analytics systems, environmental site assessments, site visits, industry research, and media scans, as applicable. Risk assessment and enhanced due diligence results follow the Bank's risk governance process, which may include segment level and enterprise-level reputational risk committee oversight. Following this process, TD makes decisions to conduct transactions based on the risks presented by an individual customer and the Bank's ability to manage those risks.

The Bank continues to assess the impacts associated with new and material changes made to TD products, services, projects, and initiatives by incorporating an E&S risk assessment into the Bank's Change Risk Management process. Additionally, the Bank's enterprise-wide Business Continuity and Crisis Management Program continues to support management's ability to operate the Bank's businesses and operations in the event of a business disruption incident, including the incremental impact of climate change.

The Bank's E&S metrics, targets and performance are publicly reported within its annual sustainability reporting suite. Key performance measures reported by the Bank are informed by the Global Reporting Initiative (GRI), the Sustainability Accounting Standards Board (SASB) and the FSB's TCFD recommendations, with select metrics that are independently assured.

Climate-Related Risk

Climate-related risk is the risk of reputational damage and/or financial loss arising from the physical and transition risks of climate change to the Bank, its clients or the communities in which the Bank operates. This includes physical risks arising from the consequences of a changing climate, as well as transition risks arising

from the process of shifting to a low-carbon economy. In its 2023 annual sustainability reporting suite, the Bank highlighted its progress to assess and manage climate-related risk and effectively manage its business strategies and continues to capture opportunities in light of these evolving risks.

The Bank continues to evolve its ESG/Climate TOM to support its work to implement TD's Climate Action Plan and to manage climate-related risks through dedicated work streams, including an enterprise Climate Risk Strategy and Climate Risk Scenario Analysis Program. The Bank continues to work towards building its expertise and capabilities for managing climate-related risks, captured through the E&S TOM via dedicated workstreams including advancing climate-related risk identification and measurement processes and developing the Bank's enterprise climate data strategy.

TD's Climate Scenario Analysis program helps the Bank better understand the impacts of climate-related financial risks. Climate scenario analysis evaluates a range of hypothetical outcomes by considering a variety of alternative plausible future scenarios under a given set of assumptions and constraints. While scenarios are not designed to deliver precise outcomes or forecasts, they provide a way for the Bank to consider how the future might look and how we can prepare. The Bank's continued participation in scenario analysis pilot exercises and programs across a range of climate scenarios supports the development of tools and capabilities regarding climate data and climate-related risk modelling. Developing these capabilities supports the Bank's understanding of the transition and physical risks of climate change, which will help inform the Bank's approach to further integrate climate-related risk management activities across the enterprise.

The Bank continues to refresh and enhance the scope of its Climate Risk Heatmap, supported by an Industry Risk Review process, to support physical and transition climate-related risk identification and assessment and to refine its understanding of the industry sector and geographic location sensitivities that climate-related risk may have on the Bank and its assets, clients, and communities in which it operates. TD is applying its Physical Climate Risk Identification Framework across its footprint and business lines to inform risk control assessment processes and business strategies.

The Bank contributes to public consultations and advocacy initiatives on emerging climate issues, including disclosure frameworks proposed by regulators and standard setters. The Bank also engages with environmental and community NGOs, industry associations, rating agencies, Indigenous communities and responsible investment organizations.

TD also participates in various North American working groups, and as a member of the Partnership for Carbon Accounting Financials, helps develop and refine calculation methodologies for emerging climate metrics. The Bank continues its membership in the Risk Management Association Climate Risk Consortium, which focuses on bringing financial institutions together to advance the awareness of and address the risks relevant to climate change, by developing frameworks, and recommendations for governance, disclosure, and risk management principles.

TD recognizes it faces transition risk from its own activities, as well as from the clients we serve. In 2020, the Bank announced a target to achieve net-zero greenhouse gas (GHG) emissions associated with the Bank's operations and financing activities by 2050, in alignment with the associated principles of the Paris Agreement.

The Bank monitors and assesses legal, policy, regulatory, economic, technological and stakeholder developments regarding E&S matters, including the transition to net zero, and how those developments may affect its E&S metrics and targets. Accordingly, the Bank may adjust its E&S metrics or targets to reflect these developments. In addition, E&S methodologies or standards used by regulators, the financial sector, industry groups or associations that the Bank participates in or belongs to, or that the Bank or its clients use to measure and report on their GHG emissions could result in the Bank amending or restating its baselines, calculated results or targets, and may result in the Bank withdrawing from or modifying its membership in certain groups or associations. Limitations on the availability and reliability of data may also impact the Bank's ability to assess and evaluate E&S risks. The Bank is mindful of data availability and data quality limitations impacting risk management and financed emissions efforts and work continues through industry forums to address the lack of standardized taxonomies and methodologies. These limitations are expected to improve over time as the Bank continues to advance its data capabilities by working with internal and external subject matter experts, leading to more robust and reliable E&S risk monitoring, analysis, and reporting. The Bank assesses, and will continue to assess, the potential impacts of climate change and related risks on its operations, lending portfolios, investments, and businesses.

Regulatory and Standard Setter Developments Concerning E&S Risk

On March 7, 2023, OSFI issued Guideline B-15: Climate Risk Management (Guideline B-15), which sets out OSFI's expectations related to the management and disclosure of climate-related risks and opportunities. Effective dates of Guideline B-15 begin October 31, 2024 for certain components, and annual disclosures are required to be made publicly available no later than 180 days after fiscal year-end. The Bank's required public disclosures will be released in the 2024 sustainability reporting suite.

On June 26, 2023, the International Sustainability Standards Board (ISSB) under the IFRS Foundation, issued its first two sustainability standards, IFRS S1 General Requirements for Disclosures of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures. IFRS S1 sets out the disclosure requirements for financially material information about sustainability-related risks and opportunities to meet investor information needs, and IFRS S2 specifically sets the disclosure requirement for Climate-related risks and opportunities. ISSB recommends an effective date for annual reporting periods beginning on or after January 1, 2024, and this is subject to Canadian jurisdiction's endorsement. Early application is permitted on or before the date of initial application of IFRS S1 and IFRS S2. The International Organization of Securities Commissions (IOSCO) has officially endorsed IFRS S1 and IFRS S2 on July 23, 2023, and is now calling its member jurisdictions to consider ways they may adopt or apply the ISSB standards. The Bank is currently assessing the impact of adopting these standards and monitoring communications from the Canadian Securities Administrators.

Codes of Conduct and Human Rights

The Bank has several policies, including the Bank's Code of Conduct and Ethics, which reflect the Bank's commitment to manage its business responsibly and in compliance with applicable laws. For additional information on the Code of Conduct and Ethics, refer to the "Legal and Regulatory Compliance (including Financial Crime) Risk" section above. In 2024, the Bank published a refreshed Statement on Human Rights, which reflects the corporate responsibility to respect human rights as set out in the United Nations Guiding Principles on Business and Human Rights (UNGP). The Bank and its applicable subsidiaries also publish reports pursuant to modern slavery legislation to which they are subject. The Bank's current Human Rights Statement and Modern Slavery and Human Trafficking Report can be found here: https://www.td.com/ca/en/about-td/for-investors/policies-and-references.

In 2023, the Bank embarked on a process to review its policies, procedures and training programs relating to Indigenous Peoples and free, prior and informed consent (FPIC) to assess the operationalization of FPIC. In June 2024, the Bank reported on the outcome and progress of this policy and training review.

TD's Financial Consumer Protection Framework Policy aims to promote responsible conduct across Canadian banks and protect financial services customers. It also includes components related to promoting transparency for customers to help them make informed decisions and provisions related to fair and equitable dealing (e.g., requirements for cancelling agreements, access to basic banking services and complaints processes).

In the U.S., TD's Fair & Responsible Banking Policy supports the Bank's commitment to treat all individuals fairly and equitably in offering and providing banking products and services: to mitigate risk to the consumer; to prevent discriminatory practices and unfair, deceptive or abusive acts or practices (UDAAP); and to maintain compliance with applicable federal and state laws and regulations. TD's Complaint Policy enables it to identify and address customer issues and continue to enhance its legendary customer experience.

The Bank's Supplier Code of Conduct also reflects its commitment to respect human rights. New or prospective suppliers providing goods or services through the Bank's centralized Strategic Sourcing Group must register through an enterprise procurement system requiring them to represent that they operate in accordance with the expectations described in its Supplier Code of Conduct, including those relating to the protection of human rights and fair labour practices. In addition, the Bank's North American Supplier Diversity Program seeks to promote a level playing field and encourage the inclusion of women, Black, Indigenous and other minorities, the 2SLGBTQ+ community, people with disabilities, veterans, refugees and other diverse suppliers in its procurement process. To reflect this goal, the Bank's Statement on Supplier Diversity, recognizes diversity and inclusion as both a core value and a business imperative.

ACCOUNTING STANDARDS AND POLICIES

Critical Accounting Policies and Estimates

ACCOUNTING POLICIES AND ESTIMATES

The Bank's accounting policies and estimates are essential to understanding its results of operations and financial condition. A summary of the Bank's material accounting policies and estimates are presented in the Notes of the 2024 Consolidated Financial Statements. The Bank's critical accounting policies are reviewed with the Audit Committee on a periodic basis. Critical accounting policies that require management's judgment and estimates include the classification and measurement of financial assets, accounting for impairments of financial assets, accounting for leases, the determination of fair value of financial instruments, accounting for derecognition, the valuation of goodwill and other intangibles, accounting for employee benefits, accounting for income taxes, accounting for provisions, accounting for insurance, the consolidation of structured entities, and accounting for revenue from contract with customers.

The Bank's 2024 Consolidated Financial Statements have been prepared in accordance with IFRS. For details of the Bank's accounting policies under IFRS, refer to Note 2 of the Bank's 2024 Consolidated Financial Statements.

ACCOUNTING JUDGMENTS, ESTIMATES, AND ASSUMPTIONS

The estimates used in the Bank's accounting policies are essential to understanding its results of operations and financial condition. Some of the Bank's policies require subjective, complex judgments and estimates as they relate to matters that are inherently uncertain. Changes in these judgments or estimates and changes to accounting standards and policies could have a materially adverse impact on the Bank's Consolidated Financial Statements. The Bank has established procedures to ensure that accounting policies are applied consistently and that the processes for changing methodologies, determining estimates, and adopting new accounting standards are well-controlled and occur in an appropriate and systematic manner.

CLASSIFICATION AND MEASUREMENT OF FINANCIAL ASSETS

Business Model Assessment

The Bank determines its business models based on the objective under which its portfolios of financial assets are managed. Refer to Note 2 of the Bank's 2024 Consolidated Financial Statements for details on the Bank's business models. In determining its business models, the Bank considers the following:

- Management's intent and strategic objectives and the operation of the stated policies in practice;
- The primary risks that affect the performance of the portfolio of assets and how these risks are managed;
- How the performance of the portfolio is evaluated and reported to management; and
- The frequency and significance of financial asset sales in prior periods, the reasons for such sales and the expected future sales activities.

Sales in themselves do not determine the business model and are not considered in isolation. Instead, sales provide evidence about how cash flows are realized. A held-to-collect business model will be reassessed by the Bank to determine whether any sales are consistent with an objective of collecting contractual cash flows if the sales are more than insignificant in value or more than infrequent.

Solely Payments of Principal and Interest Test

In assessing whether contractual cash flows represent solely payments of principal and interest (SPPI), the Bank considers the contractual terms of the instrument. This includes assessing whether the financial asset contains contractual terms that could change the timing or amount of contractual cash flows such that they would not be consistent with a basic lending arrangement. In making the assessment, the Bank considers the primary terms as follows and assesses if the contractual cash flows of the instrument continue to meet the SPPI test:

- Performance-linked features;
- Terms that limit the Bank's claim to cash flows from specified assets (non-recourse terms);
- Prepayment and extension terms;
- Leverage features;
- Features that modify elements of the time value of money; and
- Sustainability-linked features.

IMPAIRMENT OF FINANCIAL ASSETS

Significant Increase in Credit Risk

For retail exposures, criteria for assessing significant increase in credit risk are defined at the appropriate product or portfolio level and vary based on the exposure's credit risk at origination. The criteria include relative changes in PD, absolute PD backstop, and delinquency backstop when contractual payments are more than 30 days past due. Significant increase in credit risk since initial recognition has occurred when one of the criteria is met.

For non-retail exposures, BRR is determined on an individual borrower basis using industry and sector specific credit risk models that are based on historical data. Current and forward-looking information that is specific to the borrower, industry, and sector is considered based on expert credit judgment. Criteria for assessing significant increase in credit risk are defined at the appropriate segmentation level and vary based on the BRR of the exposure at origination. Criteria include relative changes in BRR, absolute BRR backstop, and delinquency backstop when contractual payments are more than 30 days past due. Significant increase in credit risk since initial recognition has occurred when one of the criteria is met.

Measurement of Expected Credit Loss

ECLs are recognized on the initial recognition of financial assets. Allowance for credit losses represents management's unbiased estimate of the risk of default and ECLs on the financial assets, including any off-balance sheet exposures, at the balance sheet date.

For retail exposures, ECLs are calculated as the product of PD, LGD, and EAD at each time step over the remaining expected life of the financial asset and discounted to the reporting date based on the EIR. PD estimates represent the forward-looking PD, updated quarterly based on the Bank's historical experience, current conditions, and relevant forward-looking expectations over the expected life of the exposure to determine the lifetime PD curve. LGD estimates are determined based on historical charge-off events and recovery payments, current information about attributes specific to the borrower, and direct costs. Expected cash flows from collateral, guarantees, and other credit enhancements are incorporated in LGD if integral to the contractual terms. Relevant macroeconomic variables are incorporated in determining expected LGD. EAD represents the expected balance at default across the remaining expected life of the exposure. EAD incorporates forward-looking expectations about repayments of drawn balances and future draws where applicable.

For non-retail exposures, ECLs are calculated based on the present value of cash shortfalls determined as the difference between contractual cash flows and expected cash flows over the remaining expected life of the financial instrument. Lifetime PD is determined by mapping the exposure's BRR to forward-looking PD over the expected life. LGD estimates are determined by mapping the exposure's FRR to expected LGD which takes into account facility-specific characteristics such as collateral, seniority ranking of debt, and loan structure. Relevant macroeconomic variables are incorporated in determining expected PD and LGD. Expected cash flows are determined by applying the PD and LGD estimates to the contractual cash flows to calculate cash shortfalls over the expected life of the exposure.

Forward-Looking Information

In calculating ECLs, the Bank employs internally developed models that utilize parameters for PD, LGD, and EAD. Forward-looking macroeconomic factors including at the regional level are incorporated in the risk parameters as relevant. Additional risk factors that are industry or segment specific are also incorporated, where relevant. Forward-looking macroeconomic forecasts are generated by TD Economics as part of the ECL process: A base economic forecast is accompanied with upside and downside estimates of realistically possible economic conditions by considering the sources of uncertainty around the base forecast. All macroeconomic forecasts are updated quarterly for each variable on a regional basis where applicable and incorporated as relevant into the quarterly modelling of base, upside and downside risk parameters used in the calculation of ECL scenarios and probability-weighted ECLs. TD Economics will apply judgment to recommend probability weights to each forecast on a quarterly basis. The proposed macroeconomic forecasts and probability weightings are subject to robust management review and challenge process by a cross-functional committee that includes representation from TD Economics, Risk, Finance, and Business. ECLs calculated under each of the three forecasts are applied against the respective probability weightings to determine the probability-weighted ECLs. Refer to Note 8 for further details on the macroeconomic variables and ECL sensitivity.

Expert Credit Judgment

Management's expert credit judgment is used to determine the best estimate for the qualitative component contributing to ECLs, based on an assessment of business and economic conditions, historical loss experience, loan portfolio composition, and other relevant indicators and forward-looking information that are not fully incorporated into the model calculation.

There remains elevated economic uncertainty, and management continues to exercise expert credit judgment in assessing if an exposure has experienced significant increase in credit risk since initial recognition and in determining the amount of ECLs at each reporting date. To the extent that certain effects are not fully incorporated into the model calculations, temporary quantitative and qualitative adjustments have been applied.

LEASES

The Bank applies judgment in determining the appropriate lease term on a lease-by-lease basis. All facts and circumstances that create an economic incentive to exercise a renewal option or not to exercise a termination option including investments in major leaseholds, branch performance and past business practice are considered. The periods covered by renewal or termination options are only included in the lease term if it is reasonably certain that the Bank will exercise the options; management considers "reasonably certain" to be a high threshold. Changes in the economic environment or changes in the industry may impact the Bank's assessment of lease term, and any changes in the Bank's estimate of lease terms may have a material impact on the Bank's Consolidated Balance Sheet and Consolidated Statement of Income.

In determining the carrying amount of right-of-use (ROU) assets and lease liabilities, the Bank is required to estimate the incremental borrowing rate specific to each leased asset or portfolio of leased assets if the interest rate implicit in the lease is not readily determinable. The Bank determines the incremental borrowing rate of each leased asset or portfolio of leased assets by incorporating the Bank's creditworthiness, the security, term, and value of the ROU asset, and the economic environment in which the leased asset operates. The incremental borrowing rates are subject to change mainly due to changes in the macroeconomic environment.

FAIR VALUE MEASUREMENTS

The fair value of financial instruments traded in active markets at the balance sheet date is based on their quoted market prices. For all other financial instruments not traded in an active market, fair value may be based on other observable current market transactions involving the same or similar instruments, without modification or repackaging, or is based on a valuation technique which maximizes the use of observable market inputs. Observable market inputs may include interest rate yield curves, foreign exchange rates, and option volatilities. Valuation techniques include comparisons with similar instruments where observable market prices exist, discounted cash flow analysis, option pricing models, and other valuation techniques commonly used by market participants.

For certain complex or illiquid financial instruments, fair value is determined using valuation techniques in which current market transactions or observable market inputs are not available. Judgment is used when determining which valuation techniques to apply, liquidity considerations, and model inputs such as volatilities, correlations, spreads, discount rates, pre-payment rates, and prices of underlying instruments. Any imprecision in these estimates can affect the resulting fair value.

Judgment is also used in recording valuation adjustments to model fair values to account for system limitations or measurement uncertainty, such as when valuing complex and less actively traded financial instruments. If the market for a complex financial instrument develops, the pricing for this instrument may become more transparent, resulting in refinement of valuation models.

DERECOGNITION OF FINANCIAL ASSETS

Certain financial assets transferred may qualify for derecognition from the Bank's Consolidated Balance Sheet. To qualify for derecognition, certain key determinations must be made, including whether the Bank's rights to receive cash flows from the financial assets have been retained or transferred and the extent to which the risks and rewards of ownership of the financial assets have been retained or transferred. If the Bank neither transfers nor retains substantially all of the risks and rewards of ownership of the financial assets, a decision must be made as to whether the Bank has retained control of the financial assets.

Upon derecognition, the Bank will record a gain or loss on sale of those assets which is calculated as the difference between the carrying amount of the asset transferred and the sum of any cash proceeds received, including any financial assets received or financial liabilities assumed, and any cumulative gains or losses allocated to the transferred asset that had been recognized in AOCI. In determining the fair value of any financial assets received, the Bank estimates future cash flows by relying on estimates of the amount of interest that will be collected on the securitized assets, the yield to be paid to investors, the portion of the securitized assets that will be prepaid before their scheduled maturity, ECLs, the cost of servicing the assets, and the rate at which to discount these expected future cash flows. Actual cash flows may differ significantly from those estimated by the Bank.

Retained interests are financial interests in transferred assets retained by the Bank. They are classified as trading securities and are initially recognized at relative fair value on the Bank's Consolidated Balance Sheet. Subsequently, the fair value of retained interests is determined by estimating the present value of future expected cash flows. Differences between the actual cash flows and the Bank's estimated future cash flows are recognized in trading income (loss). These assumptions are subject to periodic reviews and may change due to significant changes in the economic environment.

GOODWILL

The recoverable amount of the Bank's cash-generating units (CGUs) or groups of CGUs is determined from internally developed valuation models that consider various factors and assumptions such as forecasted earnings, growth rates, discount rates, and terminal growth rates. Management is required to use judgment in estimating the recoverable amount of the CGUs or groups of CGUs, and the use of different assumptions and estimates in the calculations could influence the determination of the existence of impairment and the valuation of goodwill. Management believes that the assumptions and estimates used are reasonable and supportable. Where possible, assumptions generated internally are compared to relevant market information. The carrying amounts of the Bank's CGUs or groups of CGUs are determined by management using risk-based capital models to adjust net assets and liabilities by CGU. These models consider various factors including market risk, credit risk, and operational risk, including investment capital (comprised of goodwill and other intangibles). Any capital not directly attributable to the CGUs is held within the Corporate segment. The Bank's capital oversight committees provide oversight to the Bank's capital allocation methodologies.

EMPLOYEE BENEFITS

The projected benefit obligation and expense related to the Bank's pension and post-retirement defined benefit plans are determined using multiple assumptions that may significantly influence the value of these amounts. Actuarial assumptions including discount rates, compensation increases, health care cost trend rates, and mortality rates are management's best estimates and are reviewed annually with the Bank's actuaries. The Bank develops each assumption using relevant historical experience of the Bank in conjunction with market-related data and considers if the market-related data indicates there is any prolonged or significant impact on the assumptions. The discount rate used to value the projected benefit obligation is determined by reference to market yields on high-quality corporate bonds with terms matching the plans' specific cash flows. The other assumptions are also long-term estimates. All assumptions are subject to a degree of uncertainty. Differences between actual experiences and the assumptions, as well as changes in the assumptions resulting from changes in future expectations, result in remeasurement gains and losses which are recognized in other comprehensive income (OCI) during the year and also impact expenses in future periods.

INCOME TAXES

The Bank is subject to taxation in numerous jurisdictions. There are many transactions and calculations in the ordinary course of business for which the ultimate tax determination is uncertain. The Bank maintains provisions for uncertain tax positions that it believes appropriately reflect the risk of tax positions under discussion, audit, dispute, or appeal with tax authorities, or which are otherwise considered to involve uncertainty. These provisions are made using the Bank's best estimate of the amount expected to be paid based on an assessment of all relevant factors, which are reviewed at the end of each reporting period. However, it is possible that at some future date, changes in these liabilities could result from audits by the relevant taxing authorities.

Deferred tax assets are recognized only when it is probable that sufficient taxable profit will be available in future periods against which deductible temporary differences may be utilized. The amount of the deferred tax asset recognized and considered realizable could, however, be reduced if projected income is not achieved due to various factors, such as unfavourable business conditions. If projected income is not expected to be achieved, the Bank would decrease its deferred tax assets to the amount that it believes can be realized. The magnitude of the decrease is significantly influenced by the Bank's forecast of future profit generation, which determines the extent to which it will be able to utilize the deferred tax assets.

PROVISIONS

Provisions arise when there is some uncertainty in the timing or amount of a loss in the future. Provisions are based on the Bank's best estimate of all expenditures required to settle its present obligations, considering all relevant risks and uncertainties, as well as, when material, the effect of the time value of money.

Many of the Bank's provisions relate to various legal and regulatory actions that the Bank is involved in during the ordinary course of business. Legal and regulatory provisions require the involvement of both the Bank's management and legal counsel when assessing the probability of a loss and estimating any monetary impact. Throughout the life of a provision, the Bank's management or legal counsel may learn of additional information that may impact its assessments about the probability of loss or about the estimates of amounts involved. Changes in these assessments may lead to changes in the amount recorded for provisions. In addition, the actual costs of resolving these claims may be substantially higher or lower than the amounts recognized. The Bank reviews its legal and regulatory provisions on a case-by-case basis after considering, among other factors, the progress of each case, the Bank's experience, the experience of others in similar cases, and the opinions and views of legal counsel.

Certain of the Bank's provisions relate to restructuring initiatives initiated by the Bank. Restructuring provisions require management's best estimate, including forecasts of economic conditions. Throughout the life of a provision, the Bank may become aware of additional information that may impact the assessment of amounts to be incurred. Changes in these assessments may lead to changes in the amount recorded for restructuring provisions.

INSURANCE

The assumptions used in establishing the Bank's insurance contract liabilities are based on best estimates of possible outcomes.

For property and casualty insurance contracts, the ultimate cost of LIC is estimated using a range of standard actuarial claims projection techniques by the appointed actuary in accordance with Canadian accepted actuarial practices. Additional qualitative judgment is used to assess the extent to which past trends may or may not apply in the future, in order to arrive at the estimated ultimate claims cost amounts that present the most likely outcome taking into account all the uncertainties involved.

For life and health insurance contracts, insurance contract liabilities consider all future policy cash flows, including premiums, claims, and expenses required to administer the policies. Critical assumptions used in the measurement of life and health insurance contract liabilities are determined by the appointed actuary.

Further information on insurance risk assumptions is provided in Note 21 of the 2024 Consolidated Financial Statements.

CONSOLIDATION OF STRUCTURED ENTITIES

Management judgment is required when assessing whether the Bank should consolidate an entity. For instance, it may not be feasible to determine if the Bank controls an entity solely through an assessment of voting rights for certain structured entities. In these cases, judgment is required to establish whether the Bank has decision-making power over the key relevant activities of the entity and whether the Bank has the ability to use that power to absorb significant variable returns from the entity. If it is determined that the Bank has both decision-making power and significant variable returns from the entity, judgment is also used to determine whether any such power is exercised by the Bank as principal, on its own behalf, or as agent, on behalf of another counterparty.

Assessing whether the Bank has decision-making power includes understanding the purpose and design of the entity in order to determine its key economic activities. In this context, an entity's key economic activities are those which predominantly impact the economic performance of the entity. When the Bank has the current ability to direct the entity's key economic activities, it is considered to have decision-making power over the entity.

The Bank also evaluates its exposure to the variable returns of a structured entity in order to determine if it absorbs a significant proportion of the variable returns the entity is designed to create. As part of this evaluation, the Bank considers the purpose and design of the entity in order to determine whether it absorbs variable returns from the structured entity through its contractual holdings, which may take the form of securities issued by the entity, derivatives with the entity, or other arrangements such as guarantees, liquidity facilities, or lending commitments.

If the Bank has decision-making power over the entity and absorbs significant variable returns from the entity, it then determines if it is acting as principal or agent when exercising its decision-making power. Key factors considered include the scope of its decision-making power; the rights of other parties involved with the entity, including any rights to remove the Bank as decision-maker or rights to participate in key decisions; whether the rights of other parties are exercisable in practice; and the variable returns absorbed by the Bank and by other parties involved with the entity. When assessing consolidation, a presumption exists that the Bank exercises decision-making power as principal if it is also exposed to significant variable returns, unless an analysis of the factors above indicates otherwise.

The decisions above are made with reference to the specific facts and circumstances relevant for the structured entity and related transaction(s) under consideration.

REVENUE FROM CONTRACTS WITH CUSTOMERS

The Bank applies judgment to determine the timing of satisfaction of performance obligations which affects the timing of revenue recognition, by evaluating the pattern in which the Bank transfers control of services promised to the customer. A performance obligation is satisfied over time when the customer simultaneously receives and consumes the benefits as the Bank performs the service. For performance obligations satisfied over time, revenue is generally recognized using the time-elapsed method which is based on time elapsed in proportion to the period over which the service is provided, for example, personal deposit account bundle fees. The time-elapsed method is a faithful depiction of the transfer of control for these services as control is transferred evenly to the customer when the Bank provides a stand-ready service or effort is expended evenly by the Bank to provide a service over the contract period. In contracts where the Bank has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Bank's performance completed to date, the Bank recognizes revenue in the amount to which it has a right to invoice.

The Bank satisfies a performance obligation at a point in time if the customer obtains control of the promised services at that date. Determining when control is transferred requires the use of judgment. For transaction-based services, the Bank determines that control is transferred to the customer at a point in time when the customer obtains substantially all of the benefits from the service rendered and the Bank has a present right to payment, which generally coincides with the moment the transaction is executed.

The Bank exercises judgment in determining whether costs incurred in connection with acquiring new revenue contracts would meet the requirement to be capitalized as incremental costs to obtain or fulfil a contract with customers.

INTEREST RATE BENCHMARK REFORM PHASE 2

Effective November 1, 2020, the Bank was an early adopter of the Interest Rate Benchmark Reform Phase 2 and no transitional adjustment was required.

Interest Rate Benchmark Reform Phase 2 addresses issues affecting financial reporting when changes are made to contractual cash flows of financial instruments or hedging relationships as a result of IBOR reform. The amendments permit modification to financial assets, financial liabilities and lease liabilities required as a direct consequence of IBOR reform and made on an economically equivalent basis to be accounted for by updating the EIR prospectively. If the modification does not meet the practical expedient requirements, existing IFRS requirements are applied. Relief is also provided for an entity's hedge accounting relationships in circumstances where changes to hedged items and hedging instruments arise as a result of IBOR reform. The amendments enable entities to reflect these changes without discontinuing, or resulting in a new formal designation of, the existing hedging relationship. Permitted changes include redefining the hedged risk to reference an ARR (contractually or non-contractually specified), amending the description of the hedged item and hedging instrument to reflect the ARR, and amending the description of how the entity will assess hedge effectiveness. Hedging relationships within the scope of Interest Rate Benchmark Reform Phase 2 are the same as those within the scope of Interest Rate Benchmark Reform Phase 1. Interest Rate Benchmark Reform Phase 2 also amended IFRS 7, introducing expanded qualitative and quantitative disclosures about the risks arising from IBOR reform, how an entity is managing those risks, its progress in completing the transition to ARRs, and how it is managing the transition.

Interest rate benchmarks (such as the London Interbank Offered Rate (LIBOR) and the Canadian Dollar Offered Rate (CDOR)) have been reformed and replaced by ARRs. From June 30, 2023, all remaining USD LIBOR settings (overnight, one-month, three-month, six-month and twelve-month) have either ceased or were published only on a synthetic basis for the use in legacy contracts that had no other fallback solution. The remaining settings of CDOR (one-month, two-month, and three-month) ceased following a final publication on June 28, 2024. The Bank's exposure to non-derivative financial assets, non-derivative financial liabilities, derivative notional amounts and off-balance sheet commitments referencing CDOR is no longer significant to its financial statements as at October 31, 2024 (October 31, 2023 – $17 billion, $12 billion, $2,645 billion and $64 billion, respectively).

Current and Future Changes in Accounting Policies

CURRENT CHANGES IN ACCOUNTING POLICIES

The following new standard was adopted by the Bank on November 1, 2023.

Insurance Contracts

The IASB issued IFRS 17 which replaced the guidance in IFRS 4 and became effective for annual reporting periods beginning on or after January 1, 2023, which was November 1, 2023 for the Bank. IFRS 17 establishes principles for recognition, measurement, presentation and disclosure of insurance contracts.

The Bank initially applied IFRS 17 on November 1, 2023 and restated the comparative period. The Bank transitioned by primarily applying the full retrospective approach which resulted in the measurement of insurance contracts as if IFRS 17 had always applied to them. The following table sets out adjustments to the Bank's insurance-related balances reported under IFRS 4 as at October 31, 2022 used to derive the insurance contract liabilities and reinsurance contract assets recognized by the Bank as at November 1, 2022 under IFRS 17.

(millions of Canadian dollars)		Amount
Insurance-related liabilities	$	7,468
Other liabilities		131
Other assets		(2,361)
Net insurance-related balances as at October 31, 2022	$	5,238
Changes in actuarial assumptions, including risk adjustment and discount factor		(192)
Recognition of losses on onerous contracts		113
Other adjustments		(93)
Net insurance-related balances as at November 1, 2022	$	5,066
Insurance contract liabilities	$	5,761
Reinsurance contract assets		(695)
Net insurance-related balances as at November 1, 2022	$	5,066

On November 1, 2022, IFRS 17 transition adjustments resulted in a decrease to the Bank's deferred tax assets of $60 million and an after-tax increase to retained earnings of $112 million.

Upon the initial application of IFRS 17 on November 1, 2023, the Bank applied transitional guidance and reclassified certain securities supporting insurance operations to minimize accounting mismatches arising from the application of the new discount factor under IFRS 17. The transitional guidance for such securities is applicable for entities that previously used IFRS 9 and was applied without a restatement of comparatives. The reclassification resulted in a decrease to retained earnings and an increase in AOCI of $10 million.

FUTURE CHANGES IN ACCOUNTING POLICIES

The following standard and amendments have been issued but are not yet effective on the date of issuance of the Bank's Consolidated Financial Statements.

Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosure in Financial Statements* (IFRS 18), which replaces the guidance in IAS 1, *Presentation of Financial Statements* and sets out requirements for presentation and disclosure of information, focusing on providing relevant information to users of the financial statements. IFRS 18 introduces changes to the structure of the statement of profit or loss, aggregation and disaggregation of financial information, and management-defined performance measures to be disclosed in the notes to the financial statements. It will be effective for the Bank's annual period beginning November 1, 2027. Early application is permitted. The standard will be applied retrospectively with restatement of comparatives. The Bank is currently assessing the impact of adopting this standard.

Amendments to the Classification and Measurement of Financial Instruments

In May 2024, the IASB issued *Amendments to the Classification and Measurement of Financial Instruments,* which amended IFRS 9 and IFRS 7. The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9. The amendments clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social, and governance linked features and other similar contingent features. The amendments also clarify the treatment of non-recourse assets and contractually linked instruments. Furthermore, the amendments clarify that a financial liability is derecognized on the settlement date and provide an accounting policy choice to derecognize a financial liability settled using an electronic payment system before the settlement date if certain conditions are met. Finally, the amendments introduce additional disclosure requirements for financial instruments with contingent features and equity instruments classified at FVOCI.

The amendments will be effective for the Bank's annual period beginning November 1, 2026. Early adoption is permitted, with an option to early adopt the amendments related to the classification of financial assets and associated disclosures only. The Bank is required to apply the amendments retrospectively, but is not required to restate prior periods. The Bank is currently assessing the impact of adopting these amendments.

Controls and Procedures

DISCLOSURE CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Bank's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Bank's disclosure controls and procedures, as defined in the rules of the SEC and Canadian Securities Administrators, as of October 31, 2024. Based on that evaluation, the Bank's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Bank's disclosure controls and procedures were effective as of October 31, 2024.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Bank's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Bank. The Bank's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Bank; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Bank are being made only in accordance with authorizations of the Bank's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Bank's assets that could have a material effect on the financial statements.

The Bank's management has used the criteria established in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission to assess, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the Bank's internal control over financial reporting. Based on this assessment management has concluded that as at October 31, 2024, the Bank's internal control over financial reporting was effective based on the applicable criteria. The effectiveness of the Bank's internal control over financial reporting has been audited by the independent auditors, Ernst & Young LLP, a registered public accounting firm that has also audited the Consolidated Financial Statements of the Bank as of, and for the year ended October 31, 2024. Their Report on Internal Control over Financial Reporting under Standards of the Public Company Accounting Oversight Board (United States), included in the Report of Independent Registered Public Accounting Firm - Internal Control over Financial Reporting, expresses an unqualified opinion on the effectiveness of the Bank's internal control over financial reporting as of October 31, 2024.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the year and quarter ended October 31, 2024, there have been no changes in the Bank's policies and procedures and other processes that comprise its internal control over financial reporting, that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting. Refer to Note 2 and Note 3 of the Bank's 2024 Consolidated Financial Statements for further information regarding the Bank's changes to accounting policies, procedures, and estimates.

Additional Financial Information

Unless otherwise indicated, all amounts are expressed in Canadian dollars and have been primarily derived from the Bank's 2024 Consolidated Financial Statements, prepared in accordance with IFRS as issued by the IASB.

TABLE 59: SELECT ANNUALINFORMATION[1]

(millions of Canadian dollars, except as noted)	**2024**	2023	2022
Total revenue	**$ 57,223**	$ 50,690	$ 49,032
Net income available to common shareholders	**8,316**	10,071	17,170
Basic earnings per share	**4.73**	5.53	9.48
Diluted earnings per share	**4.72**	5.52	9.47
Dividends declared per common share	**4.08**	3.84	3.56
Total Assets (billions of Canadian dollars)	**2,061.8**	1,955.1	1,917.5
Deposits (billions of Canadian dollars)	**1,268.7**	1,198.2	1,230.0

[1] For the year ended October 31, 2023, certain amounts have been restated for the adoption of IFRS 17. Refer to Note 4 of the Bank's 2024 Consolidated Financial Statements for further details.

TABLE 60: INVESTMENT PORTFOLIO– Securities Maturity Schedule [1,2]

(millions of Canadian dollars)

	Remaining terms to maturities [3]							
	Within 1 year	**Over 1 year to 3 years**	**Over 3 years to 5 years**	**Over 5 years to 10 years**	**Over 10 years**	**With no specific maturity**	**Total October 31 2024**	October 31 2023
Securities at fair value through other comprehensive income								
Government and government-related securities								
Canadian government debt								
Federal								
Fair value	**$ 4,587**	**$ 1,070**	**$ 3,447**	**$ 8,651**	**$ 384**	**$ –**	**$ 18,139**	$ 18,210
Amortized cost	**4,584**	**1,065**	**3,451**	**8,733**	**448**	**–**	**18,281**	18,334
Yield	**1.06 %**	**1.16 %**	**2.51 %**	**2.98 %**	**2.92 %**	**– %**	**2.30 %**	2.26 %
Provinces								
Fair value	**2,807**	**2,376**	**6,346**	**9,609**	**132**	**–**	**21,270**	19,940
Amortized cost	**2,796**	**2,366**	**6,314**	**9,653**	**134**	**–**	**21,263**	19,953
Yield	**2.25 %**	**2.56 %**	**2.29 %**	**2.92 %**	**4.31 %**	**– %**	**2.61 %**	2.56 %
U.S. federal government debt[5]								
Fair value	**16,801**	**3,093**	**1,770**	**7,839**	**–**	**–**	**29,503**	4,676
Amortized cost	**16,802**	**3,098**	**1,780**	**7,873**	**–**	**–**	**29,553**	4,738
Yield	**4.33 %**	**1.98 %**	**3.74 %**	**4.22 %**	**– %**	**– %**	**4.02 %**	1.90 %
U.S. states, municipalities, and agencies								
Fair value	**3,036**	**240**	**10**	**340**	**2,068**	**–**	**5,694**	6,326
Amortized cost	**3,035**	**244**	**10**	**340**	**2,189**	**–**	**5,818**	6,522
Yield	**0.01 %**	**2.74 %**	**4.09 %**	**4.84 %**	**4.68 %**	**– %**	**2.17 %**	2.30 %
Other OECD government-guaranteed debt								
Fair value	**863**	**521**	**173**	**122**	**–**	**–**	**1,679**	1,498
Amortized cost	**870**	**520**	**174**	**123**	**–**	**–**	**1,687**	1,521
Yield	**0.97 %**	**2.40 %**	**2.70 %**	**3.80 %**	**– %**	**– %**	**1.80 %**	1.59 %
Canadian mortgage-backed securities								
Fair value	**5**	**1,539**	**593**	**–**	**–**	**–**	**2,137**	2,277
Amortized cost	**5**	**1,533**	**587**	**–**	**–**	**–**	**2,125**	2,313
Yield	**4.55 %**	**2.33 %**	**2.68 %**	**– %**	**– %**	**– %**	**2.43 %**	3.25 %
Other debt securities								
Asset-backed securities								
Fair value	**–**	**–**	**38**	**94**	**1,252**	**–**	**1,384**	4,114
Amortized cost	**–**	**–**	**39**	**95**	**1,263**	**–**	**1,397**	4,146
Yield	**– %**	**– %**	**5.67 %**	**6.09 %**	**5.76 %**	**– %**	**5.78 %**	3.92 %
Non-agency CMO[4]								
Fair value	**–**	**–**	**–**	**–**	**–**	**–**	**–**	–
Amortized cost	**–**	**–**	**–**	**–**	**–**	**–**	**–**	–
Yield	**– %**	**– %**	**– %**	**– %**	**– %**	**– %**	**– %**	– %
Corporate and other debt[5]								
Fair value	**1,391**	**2,600**	**1,679**	**2,097**	**1,679**	**–**	**9,446**	8,890
Amortized cost	**1,391**	**2,595**	**1,675**	**2,082**	**1,675**	**1**	**9,419**	8,945
Yield	**2.31 %**	**1.97 %**	**3.29 %**	**3.02 %**	**4.88 %**	**– %**	**3.01 %**	3.76 %
Equity securities								
Common shares								
Fair value	**–**	**–**	**–**	**–**	**–**	**3,914**	**3,914**	3,170
Cost	**–**	**–**	**–**	**–**	**–**	**3,810**	**3,810**	3,190
Yield	**– %**	**– %**	**– %**	**– %**	**– %**	**5.59 %**	**5.59 %**	4.07 %
Preferred shares								
Fair value	**–**	**–**	**–**	**–**	**–**	**501**	**501**	343
Cost	**–**	**–**	**–**	**–**	**–**	**632**	**632**	567
Yield	**– %**	**– %**	**– %**	**– %**	**– %**	**3.82 %**	**3.82 %**	3.02 %
Total securities at fair value through other comprehensive income								
Fair value	**$ 29,490**	**$ 11,439**	**$ 14,056**	**$ 28,752**	**$ 5,515**	**$ 4,415**	**$ 93,667**	$ 69,444
Amortized cost	**29,483**	**11,421**	**14,030**	**28,899**	**5,709**	**4,443**	**93,985**	70,229
Yield	**2.98 %**	**2.10 %**	**2.68 %**	**3.34 %**	**4.83 %**	**5.34 %**	**3.16 %**	2.72 %

[1] Yields represent the weighted-average yield of each security owned at the end of the period. The effective yield includes the contractual interest or stated dividend rate and is adjusted for the amortization of premiums and discounts; the effect of related hedging activities is excluded.

[2] There were no securities from a single issuer where the book value was greater than 10% as at October 31, 2024 and October 31, 2023.

[3] Represents contractual maturities. Actual maturities may differ due to prepayment privileges in the applicable contract.

[4] Collateralized mortgage obligation.

TABLE 60: INVESTMENT PORTFOLIO– Securities Maturity Schedule (continued)[1,2]

(millions of Canadian dollars)

	Remaining terms to maturities [3]							
	Within 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years to 10 years	Over 10 years	With no specific maturity	Total October 31 2024	October 31 2023
Debt securities at amortized cost								
Government and government-related securities								
Canadian government debt								
Federal								
Fair value	$ 1,856	$ 12,336	$ 5,243	$ 2,077	$ 1,313	$ –	$ 22,825	$ 24,898
Amortized cost	1,858	12,431	5,222	2,095	1,385	–	22,991	25,344
Yield	1.49 %	2.04 %	2.56 %	2.80 %	4.83 %	– %	2.35 %	3.07 %
Provinces								
Fair value	1,581	2,472	5,169	9,292	–	–	18,514	17,291
Amortized cost	1,587	2,496	5,192	9,339	–	–	18,614	17,474
Yield	1.17 %	2.00 %	2.74 %	3.07 %	– %	– %	2.67 %	2.28 %
U.S. federal government and agencies debt								
Fair value	852	12,636	22,464	–	13,329	–	49,281	65,386
Amortized cost	928	13,370	23,560	–	13,468	–	51,326	68,413
Yield	2.62 %	0.66 %	1.35 %	– %	2.14 %	– %	1.40 %	1.19 %
U.S. states, municipalities, and agencies								
Fair value	2,628	5,490	4,485	27,113	30,531	–	70,247	73,604
Amortized cost	2,637	5,658	4,597	28,363	31,518	–	72,773	77,804
Yield	2.70 %	1.96 %	2.89 %	1.84 %	5.38 %	– %	3.48 %	3.67 %
Other OECD government-guaranteed debt								
Fair value	12,027	18,015	7,946	2,921	–	–	40,909	39,781
Amortized cost	11,134	18,391	7,133	2,736	–	–	39,394	41,269
Yield	1.02 %	1.15 %	3.14 %	3.04 %	– %	– %	1.61 %	1.36 %
Other debt securities								
Asset-backed securities								
Fair value	49	6,606	3,697	6,658	12,412	–	29,422	38,619
Amortized cost	49	6,653	3,821	6,734	12,451	–	29,708	39,888
Yield	6.61 %	2.57 %	2.57 %	4.85 %	5.71 %	– %	4.41 %	4.30 %
Non-agency CMO								
Fair value	–	–	–	206	14,668	–	14,874	15,779
Amortized cost	–	–	–	209	15,153	–	15,362	16,791
Yield	– %	– %	– %	2.97 %	3.02 %	– %	3.02 %	3.01 %
Canadian issuers								
Fair value	308	2,801	393	1,118	–	–	4,620	4,341
Amortized cost	309	2,899	392	1,122	–	–	4,722	4,552
Yield	3.85 %	1.94 %	2.68 %	1.81 %	– %	– %	2.10 %	2.28 %
Other issuers								
Fair value	2,329	5,745	5,510	1,900	–	–	15,484	15,511
Amortized cost	2,547	6,099	6,044	2,035	–	–	16,725	16,481
Yield	2.15 %	2.32 %	2.23 %	3.02 %	– %	– %	2.71 %	2.80 %
Total debt securities at amortized cost								
Fair value	$ 21,630	$ 66,101	$ 54,907	$ 51,285	$ 72,253	$ –	$ 266,176	$ 295,210
Amortized cost	21,049	67,997	55,961	52,633	73,975	–	271,615	308,016
Yield	1.55 %	1.59 %	2.24 %	2.59 %	4.35 %	– %	2.67 %	2.66 %

[1] Yields represent the weighted-average yield of each security owned at the end of the period. The effective yield includes the contractual interest or stated dividend rate and is adjusted for the amortization of premiums and discounts; the effect of related hedging activities is excluded.

[2] There were no securities from a single issuer where the book value was greater than 10% as at October 31, 2024 and October 31, 2023.

[3] Represents contractual maturities. Actual maturities may differ due to prepayment privileges in the applicable contract.

TABLE 61: LOAN PORTFOLIO – Maturity Schedule

(millions of Canadian dollars)

	Remaining term-to-maturity					*As at*
	Within 1 year	**Over 1 to 5 years**	**Over 5 years to 15 years**	**Over 15 years**	**Total**	
					October 31 2024	October 31 2023
Canada						
Residential mortgages	**$ 51,833**	**$ 218,132**	**$ 3,097**	**$ 7**	**$ 273,069**	$ 263,733
Consumer instalment and other personal						
HELOC	**56,781**	**66,195**	**60**	**–**	**123,036**	117,618
Indirect auto	**837**	**14,958**	**14,042**	**–**	**29,837**	28,786
Other	**18,186**	**631**	**1,068**	**–**	**19,885**	18,587
Credit card	**20,510**	**–**	**–**	**–**	**20,510**	18,815
Total personal	**148,147**	**299,916**	**18,267**	**7**	**466,337**	447,539
Real estate						
Residential	**14,500**	**11,220**	**2,152**	**2**	**27,874**	27,784
Non-residential	**13,813**	**9,841**	**2,308**	**–**	**25,962**	24,849
Total real estate	**28,313**	**21,061**	**4,460**	**2**	**53,836**	52,633
Total business and government (including real estate)	**102,619**	**54,112**	**7,187**	**40**	**163,958**	156,217
Total loans – Canada	**250,766**	**354,028**	**25,454**	**47**	**630,295**	603,756
United States						
Residential mortgages	**748**	**494**	**1,922**	**55,416**	**58,580**	56,548
Consumer instalment and other personal						
HELOC	**8,938**	**82**	**782**	**1,723**	**11,525**	10,585
Indirect auto	**502**	**24,750**	**17,729**	**–**	**42,981**	41,051
Other	**232**	**864**	**5**	**(2)**	**1,099**	901
Credit card	**20,123**	**–**	**–**	**–**	**20,123**	19,839
Total personal	**30,543**	**26,190**	**20,438**	**57,137**	**134,308**	128,924
Real estate						
Residential	**2,872**	**6,853**	**3,604**	**398**	**13,727**	11,958
Non-residential	**5,813**	**16,567**	**4,919**	**853**	**28,152**	28,537
Total real estate	**8,685**	**23,420**	**8,523**	**1,251**	**41,879**	40,495
Total business and government (including real estate)	**47,985**	**89,120**	**38,408**	**7,594**	**183,107**	178,259
Total loans – United States	**78,528**	**115,310**	**58,846**	**64,731**	**317,415**	307,183
Other International						
Personal	**25**	**–**	**–**	**–**	**25**	19
Business and government	**6,878**	**2,151**	**1,109**	**–**	**10,138**	10,024
Total loans – Other international	**6,903**	**2,151**	**1,109**	**–**	**10,163**	10,043
Other loans						
Debt securities classified as loans	**–**	**–**	**–**	**–**	**–**	–
Acquired credit-impaired loans	**–**	**–**	**–**	**–**	**–**	91
Total other loans	**–**	**–**	**–**	**–**	**–**	91
Total loans	**$ 336,197**	**$ 471,489**	**$ 85,409**	**$ 64,778**	**$ 957,873**	$ 921,073

TABLE 62: LOAN PORTFOLIO – Rate Sensitivity

(millions of Canadian dollars)

	October 31, 2024			*As at* October 31, 2023		
	Over 1 to 5 years	**Over 5 to 15 years**	**Over 15 years**	Over 1 to 5 years	Over 5 to 15 years	Over 15 years
Fixed rate	**$ 302,548**	**$ 68,990**	**$ 44,741**	$ 290,973	$ 69,964	$ 44,764
Variable rate	**168,941**	**16,419**	**20,037**	185,130	18,607	17,663
Total	**$ 471,489**	**$ 85,409**	**$ 64,778**	$ 476,103	$ 88,571	$ 62,427

TABLE 63: ALLOWANCE FOR LOAN LOSSES

(millions of Canadian dollars, except as	2024	2023
Allowance for loan losses – Balance at beginning of year	**$ 7,136**	$ 6,432
Provision for credit losses	**4,253**	2,933
Write-offs		
Canada		
Residential mortgages	**5**	6
Consumer instalment and other personal		
HELOC	**8**	5
Indirect	**437**	293
Other	**281**	225
Credit card	**587**	457
Total personal	**1,318**	986
Real estate		
Residential	**3**	2
Non-residential	**4**	1
Total real	**7**	3
Total business and government (including real estate)	**264**	128
Total Canada	**1,582**	1,114
United States		
Residential mortgages	**3**	4
Consumer instalment and other personal		
HELOC	**3**	5
Indirect	**501**	325
Other	**266**	251
Credit card	**1,293**	968
Total personal	**2,066**	1,553
Real estate		
Residential	**8**	2
Non-residential	**100**	61
Total real	**108**	63
Total business and government (including real estate)	**336**	179
Total United States	**2,402**	1,732
Other International		
Personal	**–**	–
Business and government	**–**	–
Total other	**–**	–
Other loans		
Debt securities classified as loans	**–**	–
Acquired credit-impaired loans[1,2]	**–**	–
Total other loans	**–**	–
Total write-offs against	**3,984**	2,846
Recoveries		
Canada		
Residential mortgages	**–**	–
Consumer instalment and other personal		
HELOC	**1**	2
Indirect	**77**	82
Other	**47**	45
Credit card	**107**	95
Total personal	**232**	224
Real estate		
Residential	**–**	–
Non-residential	**–**	–
Total real	**–**	–
Total business and government (including real estate)	**23**	19
Total Canada	**255**	243
United States		
Residential mortgages	**1**	3
Consumer instalment and other personal		
HELOC	**3**	4
Indirect	**163**	134
Other	**32**	31
Credit card	**212**	193
Total personal	**411**	365
Real estate		
Residential	**2**	1
Non-residential	**14**	1
Total real	**16**	2
Total business and government (including real estate)	**41**	26
Total United States	**452**	391
Other International		
Personal	**–**	–
Business and government	**–**	–
Total other	**–**	–
Other loans		
Debt securities classified as loans	**–**	–
Acquired credit-impaired loans[1,2]	**–**	1
Total other loans	**–**	1
Total recoveries on loans	**707**	635
Net write-offs	**(3,277)**	(2,211)
Disposals	**(39)**	–
Foreign exchange and other adjustments	**15**	100
Total allowance for loan losses, including off-balance sheet positions	**8,088**	7,254
Less: Change in allowance for off-balance sheet positions[3]	**(6)**	118
Total allowance for loan losses, at end of period	**$ 8,094**	$ 7,136
Ratio of net write-offs in the period to average loans outstanding	**0.35 %**	0.25 %

[1] Includes all FDIC covered loans and other ACI loans.

[2] Other adjustments are required as a result of the accounting for FDIC covered loans.

[3] The allowance for loan losses for off-balance sheet positions is recorded in Other liabilities on the Consolidated Balance Sheet.

TABLE 64: AVERAGE DEPOSITS

(millions of Canadian dollars, except as noted)

	For the years ended							
	October 31, 2024			October 31, 2023		
	Average balance	**Total interest expense**	**Average rate paid**	Average balance	Total interest expense	Average rate paid
Deposits booked in Canada [1]						
Non-interest-bearing demand deposits	**$ 18,246**	**$ –**	**– %**	$ 21,354	$ –	– %
Interest-bearing demand deposits	**87,264**	**7,291**	**8.36**	84,808	4,231	4.99
Notice deposits	**312,014**	**1,595**	**0.51**	320,061	2,325	0.73
Term deposits	**383,720**	**16,730**	**4.36**	335,069	14,049	4.19
Total deposits booked in Canada	**801,244**	**25,616**	**3.20**	761,292	20,605	2.71
Deposits booked in the United States						
Non-interest-bearing demand deposits	**11,233**	**–**	**–**	12,611	–	–
Interest-bearing demand deposits	**34,784**	**1,377**	**3.96**	27,067	953	3.52
Notice deposits	**363,171**	**8,780**	**2.42**	406,534	7,869	1.94
Term deposits	**131,054**	**6,985**	**5.33**	119,670	5,760	4.81
Total deposits booked in the United States	**540,242**	**17,142**	**3.17**	565,882	14,582	2.58
Deposits booked in the other international						
Non-interest-bearing demand deposits	**5**	**–**	**–**	24	–	–
Interest-bearing demand deposits	**1,532**	**81**	**5.29**	32	3	9.38
Notice deposits	**–**	**–**	**–**	–	–	–
Term deposits	**79,611**	**4,021**	**5.05**	79,229	3,161	3.99
Total deposits booked in other international	**81,148**	**4,102**	**5.05**	79,285	3,164	3.99
Total average deposits	**$ 1,422,634**	**$ 46,860**	**3.29 %**	$ 1,406,459	$ 38,351	2.73 %

[1] As at October 31, 2024, deposits by foreign depositors in TD's Canadian bank offices amounted to $218 billion (October 31, 2023 – $187 billion).

TABLE 65: DEPOSITS – Denominations of $100,000 or greater [1]

(millions of Canadian dollars)

	As at				
	Remaining term-to-maturity				
	Within 3 months	**3 months to 6 months**	**6 months to 12 months**	**Over 12 months**	**Total**
					October 31, 2024
Canada	**$ 87,189**	**$ 39,584**	**$ 68,581**	**$ 162,097**	**$ 357,451**
United States[2]	**41,824**	**33,614**	**27,596**	**3,336**	**106,370**
Other international	**36,401**	**9,911**	**35,960**	**258**	**82,530**
Total	**$ 165,414**	**$ 83,109**	**$ 132,137**	**$ 165,691**	**$ 546,351**
					October 31, 2023
Canada	$ 72,295	$ 37,289	$ 51,887	$ 148,244	$ 309,715
United States[2]	48,481	24,335	36,868	3,939	113,623
Other international	32,895	18,287	37,304	142	88,628
Total	$ 153,671	$ 79,911	$ 126,059	$ 152,325	$ 511,966

[1] Deposits in Canada, U.S., and Other international include wholesale and retail deposits.

[2] Includes deposits based on denominations of US$250,000 or greater of $36.9 billion in 'within 3 months', $30.5 billion in 'over 3 months to 6 months', $30.0 billion in 'over 6 months to 12 months', and $3.2 billion in 'over 12 months' (October 31, 2023 – $44.9 billion in 'within 3 months', $21.2 billion in 'over 3 months to 6 months', $34.8 billion in 'over 6 months to 12 months', $3.3 billion in 'over 12 months').

TABLE 66: NET INTEREST INCOME ON AVERAGE INTEREST-EARNING BALANCES[1,2]

(millions of Canadian dollars, except as noted)	2024			2023		
	Average balance	**Interest[3]**	**Average rate**	Average balance	Interest[3]	Average rate
Interest-earning assets						
Interest-bearing deposits with Banks						
Canada	**$ 29,251**	**$ 1,833**	**6.27 %**	$ 40,932	$ 2,417	5.90 %
U.S.	**72,331**	**3,446**	**4.76**	58,220	2,433	4.18
Securities						
Trading						
Canada	**77,792**	**3,110**	**4.00**	79,415	3,209	4.04
U.S.	**26,410**	**999**	**3.78**	24,377	1,006	4.13
Non-trading						
Canada	**117,514**	**6,067**	**5.16**	109,955	5,452	4.96
U.S.	**226,820**	**10,293**	**4.54**	268,597	9,988	3.72
Securities purchased under reverse repurchase agreements						
Canada	**86,905**	**4,253**	**4.89**	84,646	3,869	4.57
U.S.	**74,237**	**4,837**	**6.52**	61,839	3,630	5.87
Loans						
Residential mortgages [4]						
Canada	**287,609**	**12,772**	**4.44**	266,016	10,882	4.09
U.S.	**56,771**	**2,203**	**3.88**	51,329	1,802	3.51
Consumer instalment and other personal						
Canada	**165,582**	**8,377**	**5.06**	158,980	6,244	3.93
U.S.	**52,340**	**3,243**	**6.20**	47,692	2,405	5.04
Credit card						
Canada	**20,581**	**2,712**	**13.18**	18,683	2,393	12.81
U.S.	**18,953**	**3,652**	**19.27**	18,226	3,384	18.57
Business and government [4]						
Canada	**173,410**	**10,364**	**5.98**	151,034	8,152	5.40
U.S.	**163,744**	**10,097**	**6.17**	156,970	8,985	5.72
International [5]	**124,093**	**5,131**	**4.13**	121,324	4,423	3.65
Total interest-earning assets [6]	**1,774,343**	**93,389**	**5.26**	1,718,235	80,674	4.70
Interest-bearing liabilities						
Deposits						
Personal [7]						
Canada	**328,798**	**7,124**	**2.17**	314,227	4,852	1.54
U.S.	**264,636**	**7,647**	**2.89**	283,287	6,335	2.24
Banks [8,9]						
Canada	**20,121**	**1,078**	**5.36**	19,939	1,098	5.51
U.S.	**24,319**	**908**	**3.73**	25,486	942	3.70
Business and government [8,9]						
Canada	**394,345**	**17,414**	**4.42**	360,857	14,655	4.06
U.S.	**179,530**	**8,587**	**4.78**	175,719	7,305	4.16
Subordinated notes and debentures	**10,417**	**436**	**4.19**	11,112	436	3.92
Obligations related to securities sold short and under repurchase agreements						
Canada	**77,529**	**3,596**	**4.64**	83,935	3,662	4.36
U.S.	**109,960**	**7,015**	**6.38**	78,421	4,408	5.62
Securitization liabilities [10]	**30,503**	**1,002**	**3.28**	27,629	915	3.31
Other liabilities						
Canada	**4,092**	**156**	**3.81**	3,796	126	3.32
U.S.	**20,321**	**1,137**	**5.60**	17,162	817	4.76
International [8,9]	**135,392**	**6,817**	**5.04**	127,126	5,179	4.07
Total interest-bearing liabilities [6]	**1,599,963**	**62,917**	**3.93**	1,528,696	50,730	3.32
Total interest-earning assets, net interest income, and net interest margin	**$ 1,774,343**	**$ 30,472**	**1.72 %**	$ 1,718,235	$ 29,944	1.74 %
Add: non-interest earning assets	**201,032**	**–**	**–**	203,948	–	–
Total assets, net interest income and margin	**$ 1,975,375**	**$ 30,472**	**1.54 %**	$ 1,922,183	$ 29,944	1.56 %

[1] Net interest income includes dividends on securities.
[2] Geographic classification of assets and liabilities is based on the domicile of the booking point of assets and liabilities.
[3] Interest income includes loan fees earned by the Bank, which are recognized in net interest income over the life of the loan through the effective interest rate method (EIRM).
[4] Includes average trading loans of $20 billion (2023 – $15 billion).
[5] Comprised of interest-bearing deposits with Banks, securities, securities purchased under reverse repurchase agreements, and business and government loans.
[6] Average interest-earning assets and average interest-bearing liabilities are non-GAAP financial measures that depict the Bank's financial position, and are calculated using daily balances. For additional information about the Bank's use of non-GAAP financial measures, refer to "Non-GAAP and Other Financial Measures" in the "Financial Results Overview" section of this document.
[7] Includes charges incurred on the Schwab IDA Agreement of $0.9 billion (2023 – $0.9 billion).
[8] Includes average trading deposits with a fair value of $31 billion (2023 – $26 billion).
[9] Includes average deposit designated at FVTPL of $188 billion (2023 – $188 billion).
[10] Includes average securitization liabilities at fair value of $18 billion (2023 – $13 billion) and average securitization liabilities at amortized cost of $13 billion (2023 – $14 billion).

The following table presents an analysis of the change in net interest income due to volume and interest rate changes. In this analysis, changes due to volume/interest rate variance have been allocated to average interest rate.

TABLE 67: ANALYSIS OF CHANGE IN NET INTEREST INCOME[1,2]

(millions of Canadian dollars)	2024 vs. 2023		
	Increase (decrease) due to changes in		
	Average volume	Average rate	Net change
Interest-earning assets			
Interest-bearing deposits with banks			
Canada	$ (690)	$ 106	$ (584)
U.S.	590	423	1,013
Securities			
Trading			
Canada	(66)	(33)	(99)
U.S.	84	(91)	(7)
Non-trading			
Canada	375	240	615
U.S.	(1,553)	1,858	305
Securities purchased under reverse repurchase agreements			
Canada	103	281	384
U.S.	728	479	1,207
Loans			
Residential mortgages			
Canada	883	1,007	1,890
U.S.	191	210	401
Consumer instalment and other personal			
Canada	259	1,874	2,133
U.S.	234	604	838
Credit card			
Canada	243	76	319
U.S.	135	133	268
Business and government			
Canada	1,208	1,004	2,212
U.S.	388	724	1,112
International	30	678	708
Total interest income	3,142	9,573	12,715
Interest-bearing liabilities			
Deposits			
Personal			
Canada	225	2,047	2,272
U.S.	(418)	1,730	1,312
Banks			
Canada	10	(30)	(20)
U.S.	(43)	9	(34)
Business and government			
Canada	1,360	1,399	2,759
U.S.	158	1,124	1,282
Subordinated notes and debentures	(27)	27	–
Obligations related to securities sold short and under repurchase agreements			
Canada	(280)	214	(66)
U.S.	1,773	834	2,607
Securitization liabilities	95	(8)	87
Other liabilities			
Canada	10	20	30
U.S.	150	170	320
International	362	1,276	1,638
Total interest expense	3,375	8,812	12,187
Net interest income	$ (233)	$ 761	$ 528

[1] Geographic classification of assets and liabilities is based on the domicile of the booking point of assets and liabilities.
[2] Interest income includes loan fees earned by the Bank, which are recognized in net interest income over the life of the loan through the EIRM.

GLOSSARY

Financial and Banking Terms

Adjusted Results: Non-GAAP financial measures used to assess each of the Bank's businesses and to measure the Bank's overall performance. To arrive at adjusted results, the Bank adjusts for "items of note", from reported results. The items of note relate to items which management does not believe are indicative of underlying business performance.

Allowance for Credit Losses: Represent expected credit losses (ECLs) on financial assets, including any off-balance sheet exposures, at the balance sheet date. Allowance for credit losses consists of Stage 3 allowance for impaired financial assets and Stage 2 and Stage 1 allowance for performing financial assets and off-balance sheet instruments. The allowance is increased by the provision for credit losses, decreased by write-offs net of recoveries and disposals, and impacted by foreign exchange.

Amortized Cost: The amount at which a financial asset or financial liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization, using EIRM, of any differences between the initial amount and the maturity amount, and minus any reduction for impairment.

Assets under Administration (AUA): Assets that are beneficially owned by customers where the Bank provides services of an administrative nature, such as the collection of investment income and the placing of trades on behalf of the clients (where the client has made his or her own investment selection). The majority of these assets are not reported on the Bank's Consolidated Balance Sheet.

Assets under Management (AUM): Assets that are beneficially owned by customers, managed by the Bank, where the Bank has discretion to make investment selections on behalf of the client (in accordance with an investment policy). In addition to the TD family of mutual funds, the Bank manages assets on behalf of individuals, pension funds, corporations, institutions, endowments and foundations. These assets are not reported on the Bank's Consolidated Balance Sheet. Some assets under management that are also administered by the Bank are included in assets under administration.

Asset-Backed Commercial Paper (ABCP): A form of commercial paper that is collateralized by other financial assets. Institutional investors usually purchase such instruments in order to diversify their assets and generate short-term gains.

Asset-Backed Securities (ABS): A security whose value and income payments are derived from and collateralized (or "backed") by a specified pool of underlying assets.

Average Common Equity: Average common equity for the business segments reflects the average allocated capital. The Bank's methodology for allocating capital to its business segments is largely aligned with the common equity capital requirements under Basel III.

Average Interest-Earning Assets: A non-GAAP financial measure that depicts the Bank's financial position, and is calculated as the average carrying value of deposits with banks, loans and securities based on daily balances for the period ending October 31 in each fiscal year.

Basic Earnings per Share (EPS): A performance measure calculated by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding for the period. Adjusted basic EPS is calculated in the same manner using adjusted net income.

Basis Points (bps): A unit equal to 1/100 of 1%. Thus, a 1% change is equal to 100 basis points.

Book Value per Share: A measure calculated by dividing common shareholders' equity by number of common shares at the end of the period.

Carrying Value: The value at which an asset or liability is carried at on the Consolidated Balance Sheet.

Catastrophe Claims: Insurance claims that relate to any single event that occurred in the period, for which the aggregate insurance claims are equal to or greater than an internal threshold of $5 million before reinsurance. The Bank's internal threshold may change from time to time.

Collateralized Mortgage Obligation (CMO): They are collateralized debt obligations consisting of mortgage-backed securities that are separated and issued as different classes of mortgage pass-through securities with different terms, interest rates, and risks. CMOs by private issuers are collectively referred to as non-agency CMOs.

Common Equity Tier 1 (CET1) Capital: This is a primary Basel III capital measure comprised mainly of common equity, retained earnings and qualifying non-controlling interest in subsidiaries. Regulatory deductions made to arrive at the CET1 Capital include goodwill and intangibles, unconsolidated investments in banking, financial, and insurance entities, deferred tax assets, defined benefit pension fund assets, and shortfalls in allowances.

Common Equity Tier 1 (CET1) Capital Ratio: CET1 Capital ratio represents the predominant measure of capital adequacy under Basel III and equals CET1 Capital divided by RWA.

Compound Annual Growth Rate (CAGR): A measure of growth over multiple time periods from the initial investment value to the ending investment value assuming that the investment has been compounding over the time period.

Credit Valuation Adjustment (CVA): CVA represents a capital charge that measures credit risk due to default of derivative counterparties. This charge requires banks to capitalize for the potential changes in counterparty credit spread for the derivative portfolios.

Diluted EPS: A performance measure calculated by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding adjusting for the effect of all potentially dilutive common shares. Adjusted diluted EPS is calculated in the same manner using adjusted net income.

Dividend Payout Ratio: A ratio represents the percentage of Bank's earnings being paid to common shareholders in the form of dividends and is calculated by dividing common dividends by net income available to common shareholders. Adjusted dividend payout ratio is calculated in the same manner using adjusted net income.

Dividend Yield: A ratio calculated as the dividend per common share for the year divided by the daily average closing stock price during the year.

Effective Income Tax Rate: A rate and performance indicator calculated by dividing the provision for income taxes as a percentage of net income before taxes. Adjusted effective income tax rate is calculated in the same manner using adjusted results.

Effective Interest Rate (EIR): The rate that discounts expected future cash flows for the expected life of the financial instrument to its carrying value. The calculation takes into account the contractual interest rate, along with any fees or incremental costs that are directly attributable to the instrument and all other premiums or discounts.

Effective Interest Rate Method (EIRM): A technique for calculating the actual interest rate in a period based on the amount of a financial instrument's book value at the beginning of the accounting period. Under EIRM, the effective interest rate, which is a key component of the calculation, discounts the expected future cash inflows and outflows expected over the life of a financial instrument.

Efficiency Ratio: The efficiency ratio measures operating efficiency and is calculated by taking the non-interest expenses as a percentage of total revenue. A lower ratio indicates a more efficient business operation. Adjusted efficiency ratio is calculated in the same manner using adjusted non-interest expenses and total revenue.

Enhanced Disclosure Task Force (EDTF): Established by the Financial Stability Board in May 2012, comprised of banks, analysts, investors, and auditors, with the goal of enhancing the risk disclosures of banks and other financial institutions.

Expected Credit Losses (ECLs): ECLs are the probability-weighted present value of expected cash shortfalls over the remaining expected life of the financial instrument and considers reasonable and supportable information about past events, current conditions, and forecasts of future events and economic conditions that impact the Bank's credit risk assessment.

Fair Value: The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, under current market conditions.

Fair value through other comprehensive income (FVOCI): Under IFRS 9, if the asset passes the contractual cash flows test (named SPPI), the business model assessment determines how the instrument is classified. If the instrument is being held to collect contractual cash flows, that is, if it is not expected to be sold, it is measured as amortized cost. If the business model for the instrument is to both collect contractual cash flows and potentially sell the asset, it is measured at FVOCI.

Fair value through profit or loss (FVTPL): Under IFRS 9, the classification is dependent on two tests, a contractual cash flow test (named SPPI) and a business model assessment. Unless the asset meets the requirements of both tests, it is measured at fair value with all changes in fair value reported in profit or loss.

Federal Deposit Insurance Corporation (FDIC): A U.S. government corporation which provides deposit insurance guaranteeing the safety of a depositor's accounts in member banks. The FDIC also examines and supervises certain financial institutions for safety and soundness, performs certain consumer-protection functions, and manages banks in receiverships (failed banks).

Forward Contracts: Over-the-counter contracts between two parties that oblige one party to the contract to buy and the other party to sell an asset for a fixed price at a future date.

Futures: Exchange-traded contracts to buy or sell a security at a predetermined price on a specified future date.

Hedging: A risk management technique intended to mitigate the Bank's exposure to fluctuations in interest rates, foreign currency exchange rates, or other market factors. The elimination or reduction of such exposure is accomplished by engaging in capital markets activities to establish offsetting positions.

Impaired Loans: Loans where, in management's opinion, there has been a deterioration of credit quality to the extent that the Bank no longer has reasonable assurance as to the timely collection of the full amount of principal and interest.

Loss Given Default (LGD): It is the amount of the loss the Bank would likely incur when a borrower defaults on a loan, which is expressed as a percentage of exposure at default.

Mark-to-Market (MTM): A valuation that reflects current market rates as at the balance sheet date for financial instruments that are carried at fair value.

Master Netting Agreements: Legal agreements between two parties that have multiple derivative contracts with each other that provide for the net settlement of all contracts through a single payment, in a single currency, in the event of default or termination of any one contract.

Net Corporate Expenses: Non-interest expenses related to corporate service and control groups which are not allocated to a business segment.

Net Interest Margin: A non-GAAP ratio calculated as net interest income as a percentage of average interest-earning assets to measure performance. This metric is an indicator of the profitability of the Bank's earning assets less the cost of funding. Adjusted net interest margin is calculated in the same manner using adjusted net interest income.

Non-Viability Contingent Capital (NVCC): Instruments (preferred shares and subordinated debt) that contain a feature or a provision that allows the financial institution to either permanently convert these instruments into common shares or fully write-down the instrument, in the event that the institution is no longer viable.

Notional: A reference amount on which payments for derivative financial instruments are based.

Office of the Superintendent of Financial Institutions Canada (OSFI): The regulator of Canadian federally chartered financial institutions and federally administered pension plans.

Options: Contracts in which the writer of the option grants the buyer the future right, but not the obligation, to buy or to sell a security, exchange rate, interest rate, or other financial instrument or commodity at a predetermined price at or by a specified future date.

Price-Earnings Ratio: A ratio calculated by dividing the closing share price by EPS based on a trailing four quarters to indicate market performance. Adjusted price-earnings ratio is calculated in the same manner using adjusted EPS.

Probability of Default (PD): It is the likelihood that a borrower will not be able to meet its scheduled repayments.

Provision for Credit Losses (PCL): Amount added to the allowance for credit losses to bring it to a level that management considers adequate to reflect expected credit-related losses on its portfolio.

Return on Common Equity (ROE): The consolidated Bank ROE is calculated as net income available to common shareholders as a percentage of average common shareholders' equity, utilized in assessing the Bank's use of equity. ROE for the business segments is calculated as the segment net income attributable to common shareholders as a percentage of average allocated capital. Adjusted ROE is calculated in the same manner using adjusted net income.

Return on Risk-weighted Assets: Net income available to common shareholders as a percentage of average risk-weighted assets.

Return on Tangible Common Equity (ROTCE): A non-GAAP financial measure calculated as reported net income available to common shareholders after adjusting for the after-tax amortization of acquired intangibles, which are treated as an item of note, as a percentage of average Tangible common equity. Adjusted ROTCE is calculated in the same manner using adjusted net income. Both measures can be utilized in assessing the Bank's use of equity.

Risk-Weighted Assets (RWA): Assets calculated by applying a regulatory risk-weight factor to on and off-balance sheet exposures. The risk-weight factors are established by the OSFI to convert on and off-balance sheet exposures to a comparable risk level.

Securitization: The process by which financial assets, mainly loans, are transferred to structures, which normally issue a series of asset-backed securities to investors to fund the purchase of loans.

Solely Payments of Principal and Interest (SPPI): Contractual cash flows of a financial asset that are consistent with a basic lending arrangement.

Swaps: Contracts that involve the exchange of fixed and floating interest rate payment obligations and currencies on a notional principal for a specified period of time.

Tangible common equity (TCE): A non-GAAP financial measure calculated as common shareholders' equity less goodwill, imputed goodwill, and intangibles on an investment in Schwab and TD Ameritrade and other acquired intangible assets, net of related deferred tax liabilities. It can be utilized in assessing the Bank's use of equity.

Taxable Equivalent Basis (TEB): A calculation method (not defined in GAAP) that increases revenues and the provision for income taxes on certain tax-exempt securities to an equivalent before-tax basis to facilitate comparison of net interest income from both taxable and tax-exempt sources.

Tier 1 Capital Ratio: Tier 1 Capital represents the more permanent forms of capital, consisting primarily of common shareholders' equity, retained earnings, preferred shares and innovative instruments. Tier 1 Capital ratio is calculated as Tier 1 Capital divided by RWA.

Total Capital Ratio: Total Capital is defined as the total of net Tier 1 and Tier 2 Capital. Total Capital ratio is calculated as Total Capital divided by RWA.

Total Shareholder Return (TSR): The total return earned on an investment in TD's common shares. The return measures the change in shareholder value, assuming dividends paid are reinvested in additional shares.

Trading-Related Revenue: A non-GAAP financial measure that is the total of trading income (loss), net interest income on trading positions, and income from financial instruments designated at FVTPL that are managed within a trading portfolio. Trading-related revenue (TEB) in the Wholesale Banking segment is also a non-GAAP financial measure and is calculated in the same manner, including TEB adjustments. Both are used for measuring trading performance.

Value-at-Risk (VaR): A metric used to monitor and control overall risk levels and to calculate the regulatory capital required for market risk in trading activities. VaR measures the adverse impact that potential changes in market rates and prices could have on the value of a portfolio over a specified period of time.

CONSOLIDATED FINANCIAL STATEMENTS

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FINANCIAL RESULTS

Consolidated Financial Statements

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The management of The Toronto-Dominion Bank and its subsidiaries (the "Bank") is responsible for the integrity, consistency, objectivity, and reliability of the Consolidated Financial Statements of the Bank and related financial information as presented. International Financial Reporting Standards as issued by the International Accounting Standards Board, as well as the requirements of the *Bank Act* (Canada), and related regulations have been applied and management has exercised its judgment and made best estimates where appropriate.

The Bank's accounting system and related internal controls are designed, and supporting procedures maintained, to provide reasonable assurance that financial records are complete and accurate, and that assets are safeguarded against loss from unauthorized use or disposition. These supporting procedures include the careful selection and training of qualified staff, the establishment of organizational structures providing a well-defined division of responsibilities and accountability for performance, and the communication of policies and guidelines of business conduct throughout the Bank.

Management has assessed the effectiveness of the Bank's internal control over financial reporting as at October 31, 2024, using the framework found in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 Framework. Based upon this assessment, management has concluded that as at October 31, 2024, the Bank's internal control over financial reporting is effective.

The Bank's Board of Directors, acting through the Audit Committee, which is composed entirely of independent directors, oversees management's responsibilities for financial reporting. The Audit Committee reviews the Consolidated Financial Statements and recommends them to the Board for approval. Other responsibilities of the Audit Committee include monitoring the Bank's system of internal control over the financial reporting process and making recommendations to the Board and shareholders regarding the appointment of the external auditor.

The Bank's Chief Auditor, who has full and free access to the Audit Committee, conducts an extensive program of audits. This program supports the system of internal control and is carried out by a professional staff of auditors.

The Office of the Superintendent of Financial Institutions Canada, makes such examination and enquiry into the affairs of the Bank as deemed necessary to ensure that the provisions of the *Bank Act (Canada)*, having reference to the safety of the depositors, are being duly observed and that the Bank is in sound financial condition.

Ernst & Young LLP, the independent auditors appointed by the shareholders of the Bank, have audited the effectiveness of the Bank's internal control over financial reporting as of October 31, 2024, in addition to auditing the Bank's Consolidated Financial Statements as of the same date. Their reports, which expressed unqualified opinions, can be found on the following pages. Ernst & Young LLP have full and free access to, and meet periodically with, the Audit Committee to discuss their audit and matters arising therefrom, such as, comments they may have on the fairness of financial reporting and the adequacy of internal controls.

Bharat B. Masrani
Group President and
Chief Executive Officer

Kelvin Tran
Group Head and
Chief Financial Officer

Toronto, Canada
December 4, 2024

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of The Toronto-Dominion Bank

Opinion on the Consolidated Financial Statements

We have audited the accompanying Consolidated Balance Sheets of The Toronto-Dominion Bank (TD) as of October 31, 2024 and 2023, the related Consolidated Statements of Income, Comprehensive Income, Changes in Equity, and Cash Flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of TD at October 31, 2024 and 2023, its consolidated financial performance and its consolidated cash flows for the years then ended, in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), TD's internal control over financial reporting as of October 31, 2024, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated December 4, 2024, expressed an unqualified opinion thereon.

Basis for Opinion

These consolidated financial statements are the responsibility of TD's management. Our responsibility is to express an opinion on TD's consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to TD in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements, and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Allowance for credit losses

Description of the Matter

TD describes its significant accounting judgments, estimates, and assumptions in relation to the allowance for credit losses in Note 3 of the consolidated financial statements. As disclosed in Note 8 to the consolidated financial statements, TD recognized $9,141 million in allowances for credit losses on its consolidated balance sheet using an expected credit loss model (ECL). The ECL is an unbiased and probability-weighted estimate of credit losses expected to occur in the future, which is based on the probability of default (PD), loss given default (LGD) and exposure at default (EAD) or the expected cash shortfall relating to the underlying financial asset. The ECL is determined by evaluating a range of possible outcomes incorporating the time value of money and reasonable and supportable information about past events, current conditions, and future economic forecasts. ECL allowances are measured at amounts equal to either (i) 12-month ECL; or (ii) lifetime ECL for those financial instruments that have experienced a significant increase in credit risk (SICR) since initial recognition or when there is objective evidence of impairment.

Auditing the allowance for credit losses was complex and required the application of significant judgment and involvement of specialists because of the sophistication of the models, the forward-looking nature of the key assumptions, and the inherent interrelationship of the critical variables used in measuring the ECL. Key areas of judgment include evaluating: (i) the models and methodologies used for measuring both the 12-month and lifetime expected credit losses; (ii) the assumptions used in the ECL scenarios including forward-looking information (FLI) and assigning probability weighting; (iii) the determination of SICR; and (iv) the assessment of the qualitative component applied to the modelled ECL based on management's expert credit judgment.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls over the allowance for credit losses. The controls we tested included, amongst others, the development and validation of models and selection of appropriate inputs including economic forecasting, determination of non-retail borrower risk ratings, the integrity of the data used including the associated controls over relevant information technology (IT) systems, and the governance and oversight over the modelled results and the use of expert credit judgment.

To test the allowance for credit losses, our audit procedures included, amongst others, involving our credit risk specialists to assess whether the methodology and assumptions, including management's SICR triggers, used in significant models that estimate the ECL across various portfolios are consistent with the requirements of IFRS. This included reperforming the model validation procedures for a sample of models to evaluate whether management's conclusions were appropriate. With the assistance of our economic specialists, we evaluated the models, methodology and process used by management to develop the FLI variable forecasts for each scenario and the scenario probability weights. For a sample of FLI variables, we compared management's FLI to independently derived forecasts and publicly available information. On a sample basis, we recalculated the ECL to test the mathematical accuracy of management's models. We tested the completeness and accuracy of data used in measuring the ECL by agreeing to source documents and systems and evaluated a sample of management's non-retail borrower risk ratings against TD's risk rating policy. With the assistance of our credit risk specialists, we also evaluated management's methodology and governance over the application of expert credit judgment by evaluating that the amounts recorded were reflective of underlying credit quality and macroeconomic trends. We also assessed the adequacy of disclosures related to the allowance for credit losses.

Fair value measurement of derivatives

Description of the Matter

TD describes its significant accounting judgments, estimates, and assumptions in relation to the fair value measurement of derivatives in Note 3 of the consolidated financial statements. As disclosed in Note 5 of the consolidated financial statements, TD has derivative assets of $78,061 million and derivative liabilities of $68,368 million recorded at fair value. Certain of these derivatives are complex and illiquid and require valuation techniques that may include complex models and non-observable inputs, requiring management's estimation and judgment.

Auditing the valuation of certain derivatives required the application of significant auditor judgment and involvement of valuation specialists in assessing the complex models and non-observable inputs used. Certain valuation inputs used to determine fair value that may be non-observable include volatilities, correlations, and credit spreads. The valuation of certain derivatives is sensitive to these inputs as they are forward-looking and could be affected by future economic and market conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls, including the associated controls over relevant IT systems, over the valuation of TD's derivative portfolio. The controls we tested included, amongst others, the controls over the suitability and mechanical accuracy of models used in the valuation of derivatives, and controls over management's independent assessment of fair values, including the integrity of data used in the valuation such as the significant inputs noted above.

To test the valuation of these derivatives, our audit procedures included, amongst others, an evaluation of the methodologies and significant inputs used by TD. With the assistance of our valuation specialists, we performed an independent valuation for a sample of derivatives to assess the modelling assumptions and significant inputs used to estimate the fair value, which involved obtaining significant inputs from independent external sources, where available. We also assessed the adequacy of the disclosures related to the fair value measurement of derivatives.

Measurement of provision for uncertain tax positions

Description of the Matter

TD describes its significant accounting judgments, estimates, and assumptions in relation to income taxes in Note 3 and Note 24 of the consolidated financial statements. As a financial institution operating in multiple jurisdictions, TD is subject to complex and constantly evolving tax legislation. Uncertainty in a tax position may arise as tax laws are subject to interpretation. TD uses significant judgment in i) determining whether it is probable that TD will have to make a payment to tax authorities upon their examination of certain uncertain tax positions and ii) measuring the amount of the provision.

Auditing TD's provision for uncertain tax positions involved the application of judgment and is based on interpretation of tax legislation and jurisprudence.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls over TD's provision for uncertain tax positions. The controls we tested included, amongst others, the controls over the assessment of the technical merits of tax positions and management's process to measure the provision for uncertain tax positions.

With the assistance of our tax professionals, we assessed the technical merits and the amount recorded for uncertain tax positions. Our audit procedures included, amongst others, using our knowledge of, and experience with, the application of tax laws by the relevant income tax authorities to evaluate TD's interpretations and assessment of tax laws with respect to uncertain tax positions. We assessed the implications of correspondence received by TD from the relevant tax authorities and evaluated income tax opinions or other third-party advice obtained. We also assessed the adequacy of the disclosures related to uncertain tax positions.

Valuation of Goodwill in the U.S. Personal and Commercial Banking group of Cash Generating Units

Description of the Matter

TD describes its significant accounting judgments, estimates, and assumptions in relation to the recoverable amount of its cash generating units ("CGU") or group of CGUs to which goodwill has been allocated in Note 3 of the consolidated financial statements. As disclosed in Note 14 of the consolidated financial statements, TD has $14,663 million of goodwill in the U.S. Retail segment, which predominantly relates to the U.S. Personal and Commercial Banking group of cash generating units ("US P&C CGUs"). Goodwill is assessed for impairment annually, or more frequently if impairment indicators are present.

Auditing the recoverable amount for the U.S. P&C CGUs was complex and required the application of significant auditor judgment and involvement of valuation specialists in assessing certain significant assumptions in the impairment test. Significant assumptions in the estimate of the recoverable amount included the discount rate and certain forward-looking assumptions, such as the terminal growth rate, and forecasted earnings, which are affected by expectations about future market or economic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls over the recoverable amount of TD's U.S. P&C CGUs. The controls we tested included, amongst others, the controls over management's review of TD's forecast as well as controls over management's review of the model and methodology over significant assumptions such as the discount rate and the terminal growth rate. We also tested controls over management's review of the integrity of the data used and the mathematical accuracy of their valuation model.

To test the estimated recoverable amount of the U.S. P&C CGUs, our audit procedures included, amongst others, with the assistance of our valuation specialists, assessing the methodology and testing the significant assumptions and underlying data used by TD in its assessment. We considered the selection and application of the discount rate by evaluating the inputs and mathematical accuracy of the calculation, while also developing an independent estimate and comparing it to the discount rate selected by management. We considered the selection and application of the terminal growth rate by evaluating the selected rate against relevant market and economic forecast data. We evaluated the reasonability of the forecasted earnings by comparing to historical results and considering our current understanding of the business as well as current economic trends. We assessed the historical accuracy of management's prior year estimates by performing a comparison of management's prior year projections to actual results. We performed sensitivity analysis on the significant assumptions to consider the impact of changes in the recoverable amount that would result from changes in the assumptions. We also assessed the adequacy of the disclosures related to the valuation of goodwill.

Chartered Professional Accountants
Licensed Public Accountants

We have served as TD's sole auditor since 2006. Prior to 2006, we or our predecessor firm have served as joint auditor with various other firms since 1955.

Toronto, Canada
December 4, 2024

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of The Toronto-Dominion Bank

Opinion on Internal Control over Financial Reporting
We have audited The Toronto-Dominion Bank's (TD) internal control over financial reporting as of October 31, 2024, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, TD maintained, in all material respects, effective internal control over financial reporting as of October 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Consolidated Balance Sheets of TD as of October 31, 2024 and 2023, the related Consolidated Statements of Income, Comprehensive Income, Changes in Equity and Cash Flows for the years then ended, and the related notes, and our report dated December 4, 2024, expressed an unqualified opinion thereon.

Basis for Opinion
TD's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting contained in the accompanying Management's Discussion and Analysis. Our responsibility is to express an opinion on TD's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to TD in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting
A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
December 4, 2024

Consolidated Financial Statements

CONSOLIDATED BALANCE SHEET

(As at and in millions of Canadian dollars)	October 31, 2024	October 31, 2023
ASSETS		
Cash and due from banks	**$ 6,437**	$ 6,721
Interest-bearing deposits with banks	**169,930**	98,348
	176,367	105,069
Trading loans, securities, and other **(Note 5)**	**175,770**	152,090
Non-trading financial assets at fair value through profit or loss **(Note 5)**	**5,869**	7,340
Derivatives **(Notes 5, 11)**	**78,061**	87,382
Financial assets designated at fair value through profit or loss **(Notes 5, 7)**	**6,417**	5,818
Financial assets at fair value through other comprehensive income **(Note 5)**	**93,897**	69,865
	360,014	322,495
Debt securities at amortized cost, net of allowance for credit losses (Notes 5, 7)	**271,615**	308,016
Securities purchased under reverse repurchase agreements (Note 6)	**208,217**	204,333
Loans (Notes 5, 8)		
Residential mortgages	**331,649**	320,341
Consumer instalment and other personal	**228,382**	217,554
Credit card	**40,639**	38,660
Business and government	**356,973**	326,528
	957,643	903,083
Allowance for loan losses **(Note 8)**	**(8,094)**	(7,136)
Loans, net of allowance for loan losses	**949,549**	895,947
Other		
Customers' liability under acceptances **(Note 8)**	**–**	17,569
Investment in Schwab **(Note 12)**	**9,024**	8,907
Goodwill **(Note 14)**	**18,851**	18,602
Other intangibles **(Note 14)**	**3,044**	2,771
Land, buildings, equipment, other depreciable assets, and right-of-use assets **(Note 15)**	**9,837**	9,434
Deferred tax assets[1] **(Note 24)**	**4,937**	3,951
Amounts receivable from brokers, dealers, and clients	**22,115**	30,416
Other assets[1] **(Note 16)**	**28,181**	27,629
	95,989	119,279
Total assets[1]	**$ 2,061,751**	$ 1,955,139
LIABILITIES		
Trading deposits **(Notes 5, 17)**	**$ 30,412**	$ 30,980
Derivatives **(Notes 5, 11)**	**68,368**	71,640
Securitization liabilities at fair value **(Notes 5, 9)**	**20,319**	14,422
Financial liabilities designated at fair value through profit or loss **(Notes 5, 17)**	**207,914**	192,130
	327,013	309,172
Deposits (Notes 5, 17)		
Personal	**641,667**	626,596
Banks	**57,698**	31,225
Business and government	**569,315**	540,369
	1,268,680	1,198,190
Other		
Acceptances **(Note 8)**	**–**	17,569
Obligations related to securities sold short **(Note 5)**	**39,515**	44,661
Obligations related to securities sold under repurchase agreements **(Note 6)**	**201,900**	166,854
Securitization liabilities at amortized cost **(Notes 5, 9)**	**12,365**	12,710
Amounts payable to brokers, dealers, and clients	**26,598**	30,872
Insurance contract liabilities[1] **(Note 21)**	**7,169**	5,846
Other liabilities[1] **(Note 18)**	**51,878**	47,574
	339,425	326,086
Subordinated notes and debentures (Notes 5, 19)	**11,473**	9,620
Total liabilities[1]	**1,946,591**	1,843,068
EQUITY		
Shareholders' Equity		
Common shares **(Note 20)**	**25,373**	25,434
Preferred shares and other equity instruments **(Note 20)**	**10,888**	10,853
Treasury – common shares **(Note 20)**	**(17)**	(64)
Treasury – preferred shares and other equity instruments **(Note 20)**	**(18)**	(65)
Contributed surplus	**204**	155
Retained earnings[1]	**70,826**	73,008
Accumulated other comprehensive income (loss)	**7,904**	2,750
Total equity[1]	**115,160**	112,071
Total liabilities and equity[1]	**$ 2,061,751**	$ 1,955,139

[1] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17 *Insurance Contracts* (IFRS 17). Refer to Note 4 for details.

The accompanying Notes are an integral part of these Consolidated Financial Statements.

Bharat B. Masrani
Group President and Chief Executive Officer

Nancy G. Tower
Chair, Audit Committee

CONSOLIDATED STATEMENT OF INCOME

(millions of Canadian dollars, except as noted)	For the years ended October 31	
	2024	2023
Interest income[1] (Note 29)		
Loans	**$ 53,676**	$ 44,518
Reverse repurchase agreements	**11,621**	9,520
Securities		
Interest	**20,295**	19,029
Dividends	**2,371**	2,289
Deposits with banks	**5,426**	5,318
	93,389	80,674
Interest expense (Note 29)		
Deposits	**46,860**	38,351
Securitization liabilities	**1,002**	915
Subordinated notes and debentures	**436**	436
Repurchase agreements and short sales	**13,322**	10,083
Other	**1,297**	945
	62,917	50,730
Net interest income	**30,472**	29,944
Non-interest income		
Investment and securities services	**7,400**	6,420
Credit fees	**1,898**	1,796
Trading income (loss)	**3,628**	2,417
Service charges[2]	**2,626**	2,514
Card services	**2,947**	2,932
Insurance revenue[2] **(Note 21)**	**6,952**	6,311
Other income (loss)[2] **(Notes 12, 13)**	**1,300**	(1,644)
	26,751	20,746
Total revenue[2]	**57,223**	50,690
Provision for (recovery of) credit losses (Note 8)	**4,253**	2,933
Insurance service expenses[2] (Note 21)	**6,647**	5,014
Non-interest expenses		
Salaries and employee benefits	**16,733**	15,753
Occupancy, including depreciation	**1,958**	1,799
Technology and equipment, including depreciation	**2,656**	2,308
Amortization of other intangibles	**702**	672
Communication and marketing	**1,516**	1,452
Restructuring charges **(Note 26)**	**566**	363
Brokerage-related and sub-advisory fees	**498**	456
Professional, advisory and outside services[2]	**3,064**	2,493
Other[2] **(Notes 13, 26)**	**7,800**	4,559
	35,493	29,855
Income before income taxes and share of net income from investment in Schwab[2]	**10,830**	12,888
Provision for (recovery of) income taxes[2] (Note 24)	**2,691**	3,118
Share of net income from investment in Schwab (Note 12)	**703**	864
Net income[2]	**8,842**	10,634
Preferred dividends and distributions on other equity instruments	**526**	563
Net income available to common shareholders[2]	**$ 8,316**	$ 10,071
Earnings per share (Canadian dollars) **(Note 25)**		
Basic[2]	**$ 4.73**	$ 5.53
Diluted[2]	**4.72**	5.52
Dividends per common share (Canadian dollars)	**4.08**	3.84

[1] Includes $4,324 million for the year ended October 31, 2024 (October 31, 2023 – $2,403 million), which has been calculated based on the effective interest rate method (EIRM).
[2] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

The accompanying Notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(millions of Canadian dollars)	For the years ended October 31	
	2024	2023
Net income[1]	**$ 8,842**	$ 10,634
Other comprehensive income (loss)		
Items that will be subsequently reclassified to net income		
Net change in unrealized gain/(loss) on financial assets at fair value through other comprehensive income		
Change in unrealized gain/(loss)	**285**	96
Reclassification to earnings of net loss/(gain)	**(23)**	(9)
Changes in allowance for credit losses recognized in earnings	**(1)**	–
Income taxes relating to:		
Change in unrealized gain/(loss)	**(68)**	(32)
Reclassification to earnings of net loss/(gain)	**12**	8
	205	63
Net change in unrealized foreign currency translation gain/(loss) on investments in foreign operations, net of hedging activities		
Unrealized gain/(loss)	**540**	2,233
Reclassification to earnings of net loss/(gain)	**(19)**	11
Net gain/(loss) on hedges	**(457)**	(1,821)
Reclassification to earnings of net loss/(gain) on hedges	**41**	(15)
Income taxes relating to:		
Net gain/(loss) on hedges	**122**	217
Reclassification to earnings of net loss/(gain) on hedges	**(11)**	4
	216	629
Net change in gain/(loss) on derivatives designated as cash flow hedges		
Change in gain/(loss)	**3,354**	(78)
Reclassification to earnings of loss/(gain)	**173**	238
Income taxes relating to:		
Change in gain/(loss)	**(929)**	137
Reclassification to earnings of loss/(gain)	**(50)**	(52)
	2,548	245
Share of other comprehensive income (loss) from investment in Schwab	**2,007**	91
Items that will not be subsequently reclassified to net income		
Remeasurement gain/(loss) on employee benefit plans		
Gain/(loss)	**(151)**	(95)
Income taxes	**40**	9
	(111)	(86)
Change in net unrealized gain/(loss) on equity securities designated at fair value through other comprehensive income		
Change in net unrealized gain/(loss)	**222**	(204)
Income taxes	**(60)**	54
	162	(150)
Gain/(loss) from changes in fair value due to own credit risk on financial liabilities designated at fair value through profit or loss		
Gain/(loss)	**22**	(158)
Income taxes	**(6)**	42
	16	(116)
Total other comprehensive income (loss)	**5,043**	676
Total comprehensive income (loss)[1]	**$ 13,885**	$ 11,310
Attributable to:		
Common shareholders[1]	**$ 13,359**	$ 10,747
Preferred shareholders and other equity instrument holders[1]	**526**	563

[1] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

The accompanying Notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(millions of Canadian dollars)	For the years ended October 31 2024	2023
Common shares (Note 20)		
Balance at beginning of year	**$ 25,434**	$ 24,363
Proceeds from shares issued on exercise of stock options	**112**	83
Shares issued as a result of dividend reinvestment plan	**529**	1,720
Purchase of shares for cancellation and other	**(702)**	(732)
Balance at end of year	**25,373**	25,434
Preferred shares and other equity instruments (Note 20)		
Balance at beginning of year	**10,853**	11,253
Issuance of shares and other equity instruments	**1,335**	–
Redemption of shares and other equity instruments	**(1,300)**	(400)
Balance at end of year	**10,888**	10,853
Treasury – common shares (Note 20)		
Balance at beginning of year	**(64)**	(91)
Purchase of shares	**(11,209)**	(7,959)
Sale of shares	**11,256**	7,986
Balance at end of year	**(17)**	(64)
Treasury – preferred shares and other equity instruments (Note 20)		
Balance at beginning of year	**(65)**	(7)
Purchase of shares and other equity instruments	**(625)**	(590)
Sale of shares and other equity instruments	**672**	532
Balance at end of year	**(18)**	(65)
Contributed surplus		
Balance at beginning of year	**155**	179
Net premium (discount) on sale of treasury instruments	**20**	(21)
Issuance of stock options, net of options exercised	**22**	27
Other	**7**	(30)
Balance at end of year	**204**	155
Retained earnings		
Balance at beginning of year[1]	**73,008**	73,698
Impact on adoption of IFRS 17[2]	**–**	112
Impact of reclassification of securities supporting insurance operations related to the adoption of IFRS 17[2]	**(10)**	–
Net income attributable to equity instrument holders[1]	**8,842**	10,634
Common dividends	**(7,163)**	(6,982)
Preferred dividends and distributions on other equity instruments	**(526)**	(563)
Share and other equity instrument issue expenses	**(7)**	–
Net premium on repurchase of common shares and redemption of preferred shares and other equity instruments (Note 20)	**(3,295)**	(3,553)
Remeasurement gain/(loss) on employee benefit plans	**(111)**	(86)
Realized gain/(loss) on equity securities designated at fair value through other comprehensive income	**88**	(252)
Balance at end of year[1]	**70,826**	73,008
Accumulated other comprehensive income (loss)		
Net unrealized gain/(loss) on financial assets at fair value through other comprehensive income:		
Balance at beginning of year	**(413)**	(476)
Impact of reclassification of securities supporting insurance operations related to the adoption of IFRS 17[2]	**10**	–
Other comprehensive income (loss)	**196**	63
Allowance for credit losses	**(1)**	–
Balance at end of year	**(208)**	(413)
Net unrealized gain/(loss) on equity securities designated at fair value through other comprehensive income:		
Balance at beginning of year	**(127)**	23
Other comprehensive income (loss)	**250**	(402)
Reclassification of loss/(gain) to retained earnings	**(88)**	252
Balance at end of year	**35**	(127)
Gain/(loss) from changes in fair value due to own credit risk on financial liabilities designated at fair value through profit or loss:		
Balance at beginning of year	**(38)**	78
Other comprehensive income (loss)	**16**	(116)
Balance at end of year	**(22)**	(38)
Net unrealized foreign currency translation gain/(loss) on investments in foreign operations, net of hedging activities:		
Balance at beginning of year	**12,677**	12,048
Other comprehensive income (loss)	**216**	629
Balance at end of year	**12,893**	12,677
Net gain/(loss) on derivatives designated as cash flow hedges:		
Balance at beginning of year	**(5,472)**	(5,717)
Other comprehensive income (loss)	**2,548**	245
Balance at end of year	**(2,924)**	(5,472)
Share of accumulated other comprehensive income (loss) from Investment in Schwab	**(1,870)**	(3,877)
Total accumulated other comprehensive income	**7,904**	2,750
Total equity[1]	**$ 115,160**	$ 112,071

[1] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.
[2] Refer to Note 4 for details on the adoption of IFRS 17.

The accompanying Notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(millions of Canadian dollars)	For the years ended October 31	
	2024	2023
Cash flows from (used in) operating activities		
Net income[1]	**$ 8,842**	$ 10,634
Adjustments to determine net cash flows from (used in) operating activities		
Provision for (recovery of) credit losses **(Note 8)**	**4,253**	2,933
Depreciation **(Note 15)**	**1,325**	1,239
Amortization of other intangibles **(Note 14)**	**702**	672
Net securities loss/(gain) **(Note 7)**	**358**	48
Share of net income from investment in Schwab **(Note 12)**	**(703)**	(864)
Gain on sale of Schwab shares **(Note 12)**	**(1,022)**	–
Deferred taxes[1] **(Note 24)**	**(1,061)**	(1,306)
Changes in operating assets and liabilities		
Interest receivable and payable **(Notes 16, 18)**	**1,133**	812
Securities sold under repurchase agreements	**35,046**	36,832
Securities purchased under reverse repurchase agreements	**(3,884)**	(41,873)
Securities sold short	**(5,146)**	(2,722)
Trading loans, securities, and other	**(23,680)**	(5,332)
Loans net of securitization and sales	**(57,908)**	(67,766)
Deposits	**69,922**	(25,487)
Derivatives	**6,049**	(2,341)
Non-trading financial assets at fair value through profit or loss	**1,471**	3,897
Financial assets and liabilities designated at fair value through profit or loss	**15,185**	28,565
Securitization liabilities	**5,552**	(552)
Current taxes	**658**	1,228
Brokers, dealers, and clients amounts receivable and payable	**4,027**	(5,128)
Other, including unrealized foreign currency translation loss/(gain)	**(6,182)**	1,209
Net cash from (used in) operating activities	**54,937**	(65,302)
Cash flows from (used in) financing activities		
Issuance of subordinated notes and debentures **(Note 19)**	**3,324**	–
Redemption or repurchase of subordinated notes and debentures **(Note 19)**	**(1,544)**	(1,716)
Common shares issued, net of issuance costs **(Note 20)**	**100**	74
Repurchase of common shares, including tax on net value of share repurchases **(Note 20)**	**(3,997)**	(4,285)
Preferred shares and other equity instruments issued, net of issuance costs **(Note 20)**	**1,328**	–
Redemption of preferred shares and other equity instruments **(Note 20)**	**(1,300)**	(400)
Sale of treasury shares and other equity instruments **(Note 20)**	**11,948**	8,497
Purchase of treasury shares and other equity instruments **(Note 20)**	**(11,834)**	(8,549)
Dividends paid on shares and distributions paid on other equity instruments	**(7,160)**	(5,825)
Repayment of lease liabilities	**(678)**	(643)
Net cash from (used in) financing activities	**(9,813)**	(12,847)
Cash flows from (used in) investing activities		
Interest-bearing deposits with banks	**(71,153)**	41,446
Activities in financial assets at fair value through other comprehensive income		
Purchases	**(42,542)**	(24,336)
Proceeds from maturities	**18,825**	17,893
Proceeds from sales	**4,130**	5,838
Activities in debt securities at amortized cost		
Purchases	**(11,306)**	(26,987)
Proceeds from maturities	**49,606**	52,819
Proceeds from sales	**5,772**	12,021
Net purchases of land, buildings, equipment, other depreciable assets, and other intangibles **(Note 15)**	**(2,177)**	(1,844)
Net cash acquired from (paid for) divestitures and acquisitions **(Notes 12, 13)**	**3,423**	(624)
Net cash from (used in) investing activities	**(45,422)**	76,226
Effect of exchange rate changes on cash and due from banks	**14**	88
Net increase (decrease) in cash and due from banks	**(284)**	(1,835)
Cash and due from banks at beginning of year	**6,721**	8,556
Cash and due from banks at end of year	**$ 6,437**	$ 6,721
Supplementary disclosure of cash flows from operating activities		
Amount of income taxes paid (refunded) during the year	**$ 3,812**	$ 3,036
Amount of interest paid during the year	**61,779**	48,179
Amount of interest received during the year	**91,013**	76,646
Amount of dividends received during the year	**2,694**	2,247

[1] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

The accompanying Notes are an integral part of these Consolidated Financial Statements.

Notes to Consolidated Financial Statements

NOTE 1: NATURE OF OPERATIONS

CORPORATE INFORMATION

The Toronto-Dominion Bank is a bank chartered under the *Bank Act (Canada)*. The shareholders of a bank are not, as shareholders, liable for any liability, act, or default of the bank except as otherwise provided under the *Bank Act (Canada)*. The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group ("TD" or the "Bank"). The Bank was formed through the amalgamation on February 1, 1955, of The Bank of Toronto (chartered in 1855) and The Dominion Bank (chartered in 1869). The Bank is incorporated and domiciled in Canada with its registered and principal business offices located at 66 Wellington Street West, Toronto, Ontario. TD serves customers in four business segments operating in a number of locations in key financial centres around the globe: Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking.

BASIS OF PREPARATION

The accompanying Consolidated Financial Statements and accounting principles followed by the Bank have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), including the accounting requirements of the Office of the Superintendent of Financial Institutions Canada (OSFI). The Consolidated Financial Statements are presented in Canadian dollars, unless otherwise indicated.

These Consolidated Financial Statements were prepared using the accounting policies as described in Note 2. Certain comparative amounts have been revised to conform with the presentation adopted in the current period.

The preparation of the Consolidated Financial Statements requires that management make judgments, estimates, and assumptions regarding the reported amount of assets, liabilities, revenue and expenses, and disclosure of contingent assets and liabilities, as further described in Note 3. Accordingly, actual results may differ from estimated amounts as future confirming events occur.

The accompanying Consolidated Financial Statements of the Bank were approved and authorized for issue by the Bank's Board of Directors, in accordance with a recommendation of the Audit Committee, on December 4, 2024.

The risk management policies and procedures of the Bank are provided in the Management's Discussion and Analysis (MD&A). The shaded sections of the "Managing Risk" section of the 2024 MD&A, relating to market, liquidity, and insurance risks, are an integral part of these Consolidated Financial Statements, as permitted by IFRS.

NOTE 2: SUMMARY OF MATERIAL ACCOUNTING POLICIES

BASIS OF CONSOLIDATION

The Consolidated Financial Statements include the assets, liabilities, results of operations, and cash flows of the Bank and its subsidiaries including certain structured entities which it controls.

The Bank's Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and events in similar circumstances. All intercompany transactions, balances, and unrealized gains and losses on transactions are eliminated on consolidation.

Subsidiaries

Subsidiaries are corporations or other legal entities controlled by the Bank, generally through directly holding more than half of the voting power of the entity. Control of subsidiaries is determined based on the power exercisable through ownership of voting rights and is generally aligned with the risks and/or returns (collectively referred to as "variable returns") absorbed from subsidiaries through those voting rights. As a result, the Bank controls and consolidates subsidiaries when it holds the majority of the voting rights of the subsidiary, unless there is evidence that another investor has control over the subsidiary. The existence and effect of potential voting rights that are currently exercisable or convertible are considered in assessing whether the Bank controls an entity. Subsidiaries are consolidated from the date the Bank obtains control and continue to be consolidated until the date when control ceases to exist.

The Bank may consolidate certain subsidiaries where it owns 50% or less of the voting rights. Most of those subsidiaries are structured entities as described in the following section.

Structured Entities

Structured entities are entities created to accomplish a narrow and well-defined objective. Structured entities may take the form of a corporation, trust, partnership, or unincorporated entity. They are often created with legal arrangements that impose limits on the decision-making powers of their governing board, trustee, or management. Structured entities are consolidated when the substance of the relationship between the Bank and the structured entity indicates that the Bank controls the entity. When assessing whether the Bank has to consolidate a structured entity, the Bank evaluates three primary criteria in order to conclude whether, in substance:

- The Bank has the power to direct the activities of the structured entity that have the most significant impact on the entity's variable returns;
- The Bank is exposed to significant variable returns arising from the entity; and
- The Bank has the ability to use its power to affect the variable returns to which it is exposed.

Consolidation conclusions are reassessed at the end of each financial reporting period. The Bank's policy is to consider the impact on consolidation of all significant changes in circumstances, focusing on the following:

- Substantive changes in ownership, such as the purchase or disposal of more than an insignificant interest in an entity;
- Changes in contractual or governance arrangements of an entity;
- Additional activities undertaken, such as providing a liquidity facility beyond the original terms or entering into a transaction not originally contemplated;
- Changes in the financing structure of an entity; and
- Changes in the rights to exercise power over an entity.

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

Entities over which the Bank has significant influence are associates and entities over which the Bank has joint control are joint ventures. Significant influence is the power to participate in the financial and operating policy decisions of an investee, but is not control or joint control over these entities. Significant influence is presumed to exist where the Bank holds between 20% and 50% of the voting rights of an entity. Significant influence may also exist where the Bank holds less than 20% of the voting rights and has influence over financial and operating policy-making processes, through board representation and significant commercial arrangements. Associates and joint ventures are accounted for using the equity method of accounting. Investments in associates and joint ventures are carried on the Consolidated Balance Sheet initially at cost and increased or decreased to recognize the Bank's share of the profit or loss of the associate or joint venture, capital transactions, including the receipt of any dividends, and write-downs to reflect any impairment in the value of such entities. These increases or decreases, together with any gains and losses realized on disposition, are reported on the Consolidated Statement of Income. The carrying amount of the investments also includes the Bank's share of the investee's other comprehensive income or loss, which is reported in the relevant section of the Consolidated Statement of Comprehensive Income.

At each balance sheet date, the Bank assesses whether there is any objective evidence that the investment in an associate or joint venture is impaired. The Bank calculates the amount of impairment as the difference between the higher of fair value or value-in-use and its carrying value.

CASH AND DUE FROM BANKS

Cash and due from banks consist of cash and amounts due from banks which are issued by investment grade financial institutions. These amounts are due on demand or have an original maturity of three months or less.

REVENUE RECOGNITION

Revenue is recognized at an amount that reflects the consideration the Bank expects to be entitled to in exchange for transferring services to a customer, excluding amounts collected on behalf of third parties. The Bank recognizes revenue when it transfers control of a good or a service to a customer at a point in time or over time. The determination of when performance obligations are satisfied requires the use of judgment. Refer to Note 3 for further details.

The Bank identifies contracts with customers subject to IFRS 15, *Revenue from Contracts with Customers*, which create enforceable rights and obligations. The Bank determines the performance obligations based on distinct services promised to the customers in the contracts. The Bank's contracts generally have a term of one year or less, consist of a single performance obligation, and the performance obligations generally reflect services.

For each contract, the Bank determines the transaction price, which includes estimating variable consideration and assessing whether the price is constrained. Variable consideration is included in the transaction price to the extent that it is highly probable that a significant reversal of the amount will not occur when the uncertainty associated with the amount of variable consideration is subsequently resolved. As such, the estimate of the variable consideration is constrained until the end of the invoicing period. The uncertainty is generally resolved at the end of the reporting period and as such, no significant judgment is required when recognizing variable consideration in revenues.

The Bank's receipt of payment from customers generally occurs subsequent to the satisfaction of performance obligations or a short time thereafter. As such, the Bank has not recognized any material contract assets (unbilled receivables) or contract liabilities (deferred revenues) and there is no significant financing component associated with the consideration due to the Bank.

When another party is involved in the transfer of services to a customer, an assessment is made to evaluate whether the Bank is the principal such that revenues are reported on a gross basis or the agent such that revenues are reported on a net basis. The Bank is the principal when it controls the services in the contract promised to the customer before they are transferred. Control is demonstrated by the Bank being primarily responsible for fulfilling the transfer of the services to the customer, having discretion in establishing pricing of the services, or both.

Investment and securities services

Investment and securities services income includes asset management fees, administration and commission fees, and investment banking fees. The Bank recognizes asset management and administration fees based on time elapsed, which depicts the rendering of investment management and related services over time. The fees are primarily calculated based on average daily or point in time assets under management (AUM) or assets under administration (AUA) depending on the investment mandate.

Commission fees include sales, trailer and brokerage commissions. Sales and brokerage commissions are generally recognized at a point in time when the transaction is executed. Trailer commissions are recognized over time and are generally calculated based on the average daily net asset value of the fund during the period.

Investment banking fees include advisory fees and underwriting fees and are generally recognized at a point in time upon successful completion of the engagement.

Credit fees

Credit fees include liquidity fees, restructuring fees, letter of credit fees, and loan syndication fees. Liquidity, restructuring, and letter of credit fees are recognized in income over the period in which the service is provided. Loan syndication fees are generally recognized at a point in time upon completion of the financing placement.

Service charges

Service charges income is earned on personal and commercial deposit accounts and consists of account fees and transaction-based service charges. Account fees relate to account maintenance activities and are recognized in income over the period in which the service is provided. Transaction-based service charges are recognized as earned at a point in time when the transaction is complete.

Card services

Card services income includes interchange income as well as card fees such as annual and transactional fees. Interchange income is recognized at a point in time when the transaction is authorized and funded. Card fees are recognized as earned at the transaction date with the exception of annual fees, which are recognized over a twelve-month period.

FINANCIAL INSTRUMENTS

Interest Rate Benchmark Reform Phase 1

The Bank adopted Interest Rate Benchmark Reform, Amendments to IFRS 9, *Financial Instruments* (IFRS 9), IAS 39, *Financial Instruments: Recognition and Measurement* (IAS 39) and IFRS 7, *Financial Instruments: Disclosures* (IFRS 7) (Interest Rate Benchmark Reform Phase 1), including the applicable amendments to IFRS 7 relating to hedge accounting, in the fourth quarter of 2019. Under these amendments, it is assumed that the hedged interest rate benchmark is not altered and thus hedge accounting continues through to the date of replacement of the existing interest rate benchmark with its alternative reference rate (ARR). The Bank is not required to discontinue hedge accounting if the actual results of the hedge do not meet the effectiveness requirements as a result of interbank offered rate (IBOR) reform. Refer to Note 11 for disclosures related to the Bank's hedge accounting relationships impacted by IBOR reform.

Refer to Note 3 for details of Interest Rate Benchmark Reform – Phase 2, Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4, *Insurance Contracts* (IFRS 4) and IFRS 16, *Leases* (IFRS 16) (Interest Rate Benchmark Reform Phase 2), issued on August 27, 2020 and early adopted by the Bank on November 1, 2020.

Classification and Measurement of Financial Assets

The Bank classifies its financial assets into the following categories:

- Amortized cost;
- Fair value through other comprehensive income (FVOCI);
- Held-for-trading;
- Non-trading fair value through profit or loss (FVTPL); and
- Designated as measured at FVTPL.

The Bank recognizes financial assets on a settlement date basis, except for derivatives and securities, which are recognized on a trade date basis.

Debt Instruments

The classification and measurement for debt instruments is based on the Bank's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest (SPPI). Refer to Note 3 for judgment with respect to the determination of the Bank's business models and whether contractual cash flows represent SPPI.

The Bank has determined its business models as follows:

- Held-to-collect: the objective is to collect contractual cash flows;
- Held-to-collect-and-sell: the objective is both to collect contractual cash flows and sell the financial assets; and
- Held-for-sale and other business models: the objective is neither of the above.

The Bank performs the SPPI test for financial assets held within the held-to-collect and held-to-collect-and-sell business models. If these financial assets have contractual cash flows which are inconsistent with a basic lending arrangement that do not pass the SPPI test, they are classified as non-trading financial assets measured at FVTPL. In a basic lending arrangement, interest includes only consideration for time value of money, credit risk, other basic lending risks, and a reasonable profit margin.

Debt Securities and Loans Measured at Amortized Cost

Debt securities and loans held within a held-to-collect business model where their contractual cash flows pass the SPPI test are measured at amortized cost. The carrying amount of these financial assets is adjusted by an allowance for credit losses recognized and measured as described in the Impairment – Expected Credit Loss Model section of this Note, as well as any write-offs and unearned income which includes prepaid interest, loan origination fees and costs, commitment fees, loan syndication fees, and unamortized discounts or premiums. Interest income is recognized using EIRM. The effective interest rate (EIR) is the rate that discounts expected future cash flows for the expected life of the financial instrument to its carrying value. The calculation takes into account the contractual interest rate, along with any fees or incremental costs that are directly attributable to the instrument and all other premiums or discounts. Loan origination fees and costs are considered to be adjustments to the loan yield and are recognized in interest income over the term of the loan. Commitment fees are recognized in credit fees over the commitment period when it is unlikely that the commitment will be called upon; otherwise, they are recognized in interest income over the term of the resulting loan. Loan syndication fees are recognized in credit fees upon completion of the financing placement unless the yield on any loan retained by the Bank is less than that of other comparable lenders involved in the financing syndicate. In such cases, an appropriate portion of the fee is recognized as a yield adjustment in interest income over the term of the loan.

Debt Securities and Loans Measured at Fair Value through Other Comprehensive Income

Debt securities and loans held within a held-to-collect-and-sell business model where their contractual cash flows pass the SPPI test are measured at FVOCI. Fair value changes are recognized in other comprehensive income, except for impairment gains or losses, interest income and foreign exchange gains and losses on the instrument's amortized cost, which are recognized in the Consolidated Statement of Income. Interest income is recognized using EIRM. The expected credit loss (ECL) allowance is recognized and measured as described in the Impairment – Expected Credit Loss Model section of this Note. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to income and recognized in other income (loss).

Financial Assets Held-for-Trading

The held-for-sale business model includes financial assets held within a trading portfolio, which have been originated, acquired, or incurred principally for the purpose of selling in the near term, or if they form part of a portfolio of identified financial instruments that are managed together and for which there is evidence of short-term profit-taking. Financial assets held within this business model consist of trading securities, trading loans, as well as certain securities purchased under reverse repurchase agreements.

Trading portfolio assets are accounted for at fair value with changes in fair value recognized in trading income (loss). Transaction costs are expensed as incurred. Dividends are recognized on the ex-dividend date and interest is recognized on an accrual basis. Both dividends and interest are included in interest income.

Non-Trading Financial Assets Measured at Fair Value through Profit or Loss
Non-trading financial assets measured at FVTPL include financial assets held within the held-for-sale and other business models, for example debt securities and loans managed on a fair value basis. Financial assets held within the held-to-collect or held-to-collect-and-sell business models that do not pass the SPPI test are also classified as non-trading financial assets measured at FVTPL. Changes in fair value as well as any gains or losses realized on disposal are recognized in other income (loss). Interest income from debt instruments is included in interest income on an accrual basis.

Financial Assets Designated at Fair Value through Profit or Loss
Debt instruments in a held-to-collect or held-to-collect-and-sell business model can be designated at initial recognition as measured at FVTPL, provided the designation can eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring these financial assets on a different basis. The FVTPL designation is available only for those financial instruments for which a reliable estimate of fair value can be obtained. Once financial assets are designated at FVTPL, the designation is irrevocable. Changes in fair value as well as any gains or losses realized on disposal are recognized in other income (loss). Interest income from these financial assets is included in interest income on an accrual basis.

Customers' Liability under Acceptances
Acceptances represent a form of negotiable short-term debt issued by customers, which the Bank guarantees for a fee. Revenue is recognized on an accrual basis. The potential obligation of the Bank is reported as a liability under Acceptances on the Consolidated Balance Sheet. The Bank's recourse against the customer in the event of a call on any of these commitments is reported as an asset of the same amount.

Equity Instruments
Equity investments are required to be measured at FVTPL, except where the Bank has elected at initial recognition to irrevocably designate an equity investment, held for purposes other than trading, at FVOCI. If such an election is made, the fair value changes, including any associated foreign exchange gains or losses, are recognized in other comprehensive income and are not subsequently reclassified to net income, including upon disposal. Realized gains and losses are transferred directly to retained earnings upon disposal. Consequently, there is no review required for impairment. Dividends will normally be recognized in interest income unless the dividends represent a recovery of part of the cost of the investment. Gains and losses on trading and non-trading equity investments measured at FVTPL are included in trading income (loss) and other income (loss), respectively.

Classification and Measurement for Financial Liabilities
The Bank classifies its financial liabilities into the following categories:
- Held-for-trading;
- Designated at FVTPL; and
- Other liabilities.

Financial Liabilities Held-for-Trading
Financial liabilities are held within a trading portfolio if they have been incurred principally for the purpose of repurchasing in the near term, or form part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Financial liabilities held-for-trading are primarily trading deposits, securitization liabilities at fair value, obligations related to securities sold short and certain obligations related to securities sold under repurchase agreements.

Trading portfolio liabilities are accounted for at fair value, with changes in fair value as well as any gains or losses realized on disposal recognized in trading income (loss). Transaction costs are expensed as incurred. Interest is recognized on an accrual basis in interest expense.

Financial Liabilities Designated at Fair Value through Profit or Loss
Certain financial liabilities may be designated at FVTPL at initial recognition. To be designated at FVTPL, financial liabilities must meet one of the following criteria: (1) the designation eliminates or significantly reduces a measurement or recognition inconsistency; (2) the financial liabilities or a group of financial assets and financial liabilities are managed, and their performance is evaluated, on a fair value basis in accordance with a documented risk management or investment strategy; or (3) the instrument contains one or more embedded derivatives unless a) the embedded derivative does not significantly modify the cash flows that otherwise would be required by the contract, or b) it is clear with little or no analysis that separation of the embedded derivative from the financial instrument is prohibited. In addition, the FVTPL designation is available only for those financial instruments for which a reliable estimate of fair value can be obtained. Once financial liabilities are designated at FVTPL, the designation is irrevocable.

Financial liabilities designated at FVTPL are carried at fair value on the Consolidated Balance Sheet, with changes in fair value as well as any gains or losses realized on disposal recognized in other income (loss), except for the amount of change in fair value attributable to changes in the Bank's own credit risk, which is presented in other comprehensive income. Amounts recognized in other comprehensive income are not subsequently reclassified to net income upon derecognition of the financial liability; instead, they are transferred directly to retained earnings.

Changes in fair value attributable to changes in the Bank's own credit risk are measured as the difference between: (i) the period-over-period change in the present value of the expected cash flows using an all-in discount curve reflecting both the interest rate benchmark curve and the Bank's own credit curve; and (ii) the period-over-period change in the present value of the same expected cash flows using a discount curve based solely on the interest rate benchmark curve.

For loan commitments and financial guarantee contracts that are designated at FVTPL, the full change in fair value of the liability is recognized in other income (loss).

Interest is recognized on an accrual basis in interest expense.

Other Financial Liabilities
Deposits
Deposits, other than deposits included in a trading portfolio and deposits designated at FVTPL, are accounted for at amortized cost. Accrued interest on deposits is included in Other liabilities on the Consolidated Balance Sheet. Interest, including capitalized transaction costs, is recognized on an accrual basis using EIRM as Interest expense on the Consolidated Statement of Income.

Subordinated Notes and Debentures
Subordinated notes and debentures are accounted for at amortized cost. Accrued interest on subordinated notes and debentures is included in Other liabilities on the Consolidated Balance Sheet. Interest, including capitalized transaction costs, is recognized on an accrual basis using EIRM as Interest expense on the Consolidated Statement of Income.

Reclassification of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are not reclassified subsequent to their initial recognition, except for financial assets for which the Bank changes its business model for managing financial assets. Such reclassifications of financial assets are expected to be rare in practice.

Impairment – Expected Credit Loss Model

The ECL model applies to financial assets, including loans and debt securities measured at amortized cost, loans and debt securities measured at FVOCI, loan commitments, and financial guarantees that are not measured at FVTPL.

The ECL model consists of three stages: Stage 1 – Twelve-month ECLs for performing financial assets, Stage 2 – Lifetime ECLs for financial assets that have experienced a significant increase in credit risk since initial recognition, and Stage 3 – Lifetime ECLs for financial assets that are credit-impaired. ECLs are the difference between all the contractual cash flows that are due to the Bank in accordance with the contract and all the cash flows the Bank expects to receive, discounted at the original EIR. If a significant increase in credit risk has occurred since initial recognition, impairment is measured as lifetime ECLs. Otherwise, impairment is measured as twelve-month ECLs which represent the portion of lifetime ECLs that are expected to occur based on default events that are possible within twelve months after the reporting date. If credit quality improves in a subsequent period such that the increase in credit risk since initial recognition is no longer considered significant, the loss allowance reverts to being measured based on twelve-month ECLs.

Significant Increase in Credit Risk

For retail exposures, significant increase in credit risk is assessed based on changes in the twelve-month probability of default (PD) since initial recognition, using a combination of individual and collective information that incorporates borrower and account specific attributes and relevant forward-looking macroeconomic variables.

For non-retail exposures, significant increase in credit risk is assessed based on changes in the internal risk rating (borrower risk ratings (BRR)) since initial recognition. Refer to the shaded areas of the "Managing Risk" section of the 2024 MD&A for further details on the Bank's 21-point BRR scale to risk levels.

For both retail and non-retail exposures, delinquency backstop when contractual payments are more than 30 days past due is also used in assessing significant increase in credit risk.

The Bank defines default as delinquency of 90 days or more for most retail products and BRR of 9 for non-retail exposures. Exposures are considered credit-impaired and migrate to Stage 3 when the definition of default is met or when there is objective evidence that there has been a deterioration of credit quality to the extent the Bank no longer has reasonable assurance as to the timely collection of the full amount of principal and interest.

When assessing whether there has been a significant increase in credit risk since the initial recognition of a financial asset, the Bank considers all reasonable and supportable information that is available without undue cost or effort about past events, current conditions, and forecast of future economic conditions. Refer to Note 3 for additional details.

Measurement of Expected Credit Losses

ECLs are measured as the probability-weighted present value of expected cash shortfalls over the remaining expected life of the financial instrument and consider reasonable and supportable information about past events, current conditions, and forecasts of future events and economic conditions that impact the Bank's credit risk assessment. Expected life is the maximum contractual period the Bank is exposed to credit risk, including extension options for which the borrower has unilateral right to exercise. For certain financial instruments that include both a loan and an undrawn commitment, and the Bank's contractual ability to demand repayment and cancel the undrawn commitment does not limit the Bank's exposure to credit losses to the contractual notice period, ECLs are measured over the period the Bank is exposed to credit risk. For example, ECLs for credit cards are measured over the borrowers' expected behavioural life, incorporating survivorship assumptions and borrower-specific attributes.

The Bank leverages its Advanced Internal Ratings-Based models used for regulatory capital purposes and incorporates adjustments where appropriate to calculate ECLs.

Forward-Looking Information and Expert Credit Judgment

Forward-looking information is considered when determining significant increase in credit risk and measuring ECLs. Forward-looking macroeconomic factors are incorporated in the risk parameters as relevant.

Qualitative factors that are not already considered in the quantitative models are incorporated by applying expert credit judgment in determining the final ECLs. Refer to Note 3 for additional details.

Modified Loans

In cases where a borrower experiences financial difficulties, the Bank may grant certain modifications to the terms and conditions of a loan. Modifications may include payment deferrals, extension of amortization periods, rate reductions, principal forgiveness, debt consolidation, forbearance and other modifications intended to minimize the economic loss and to avoid foreclosure or repossession of collateral. The Bank has policies in place to determine the appropriate remediation strategy based on the individual borrower.

If the Bank determines that a modification results in expiry of cash flows, the original asset is derecognized and a new asset is recognized based on the new contractual terms. Significant increase in credit risk is assessed relative to the risk of default on the date of modification.

If the Bank determines that a modification does not result in derecognition, significant increase in credit risk is assessed based on the risk of default at initial recognition of the original asset. Expected cash flows arising from the modified contractual terms are considered when calculating ECLs for the modified asset. For loans that were modified while having lifetime ECLs, the loans can revert to having twelve-month ECLs after a period of performance and improvement in the borrower's financial condition.

Allowance for Loan Losses, Excluding Acquired Credit-Impaired Loans

The allowance for loan losses represents management's calculation of probability-weighted ECLs in the lending portfolios, including any off-balance sheet exposures, at the balance sheet date. The allowance for loan losses for lending portfolios reported on the Consolidated Balance Sheet, which includes credit-related allowances for residential mortgages, consumer instalment and other personal, credit card, business and government loans, and customers' liability under acceptances, is deducted from Loans on the Consolidated Balance Sheet. The allowance for loan losses for loans measured at FVOCI is included in the Consolidated Statement of Changes in Equity. The allowance for loan losses for off-balance sheet instruments, which relates to certain guarantees, letters of credit, and undrawn lines of credit, is recognized in Other liabilities on the Consolidated Balance Sheet. Allowances for lending portfolios reported on the balance sheet and off-balance sheet exposures are calculated using the same methodology. The allowance is increased by the provision for credit losses and decreased by write-offs net of recoveries and disposals. Each quarter, allowances are reassessed and adjusted based on any changes in management's estimate of ECLs. Loan losses on impaired loans in Stage 3 continue to be recognized by means of an allowance for loan losses until a loan is written off.

A loan is written off against the related allowance for loan losses when there is no realistic prospect of recovery. Non-retail loans are generally written off when all reasonable collection efforts have been exhausted, such as when a loan is sold, when all security has been realized, or when all security has been resolved with the receiver or bankruptcy court. Non-real estate retail loans are generally written off when contractual payments are 180 days past due, or when a loan is sold. Real estate secured retail loans are generally written off when the security is realized. The time period over which the Bank performs collection activities on the contractual amount outstanding of financial assets that are written off varies from one jurisdiction to another and generally spans between less than one year to five years.

Allowance for Credit Losses on Debt Securities

The allowance for credit losses on debt securities represents management's calculation of probability-weighted ECLs. Debt securities measured at amortized cost are presented net of the allowance for credit losses on the Consolidated Balance Sheet. The allowance for credit losses on debt securities measured at FVOCI are included in the Consolidated Statement of Changes in Equity. The allowance for credit losses is increased by the provision for credit losses and decreased by write-offs net of recoveries and disposals.

Acquired Performing Loans

Acquired performing loans are initially measured at fair value, which considers incurred and expected future credit losses estimated at the acquisition date and also reflects adjustments based on the acquired loan's interest rate in comparison to current market rates. On acquisition, twelve-month ECLs are recognized on the acquired performing loans, resulting in the carrying amount being lower than fair value. Acquired performing loans are subsequently accounted for at amortized cost based on their contractual cash flows and any acquisition related discount or premium, including credit-related discounts, is considered to be an adjustment to the loan yield and is recognized in interest income using EIRM over the term of the loan, or the expected life of the loan for acquired performing loans with revolving terms.

Acquired Credit-Impaired Loans

When loans are acquired with evidence of incurred credit loss where it is probable at the purchase date that the Bank will be unable to collect all contractually required principal and interest payments, they are generally considered to be acquired credit-impaired (ACI) loans, with no ECLs recognized on acquisition. ACI loans are identified as impaired at acquisition based on specific risk characteristics of the loans, including past due status, performance history, and recent borrower credit scores. ACI loans are accounted for based on the present value of expected cash flows as opposed to their contractual cash flows. The Bank determines the fair value of these loans at the acquisition date by discounting expected cash flows at a discount rate that reflects factors a market participant would use when determining fair value, including management assumptions relating to default rates, loss severities, the amount and timing of prepayments, and other factors that are reflective of current market conditions. With respect to certain individually significant ACI loans, accounting is applied individually at the loan level. The remaining ACI loans are aggregated provided they are acquired in the same fiscal quarter and have common risk characteristics. Aggregated loans are accounted for as a single asset with aggregated cash flows and a single composite interest rate. Subsequent to acquisition, the Bank regularly reassesses and updates its cash flow estimates for changes to assumptions relating to default rates, loss severities, the amount and timing of prepayments, and other factors that are reflective of current market conditions. Probable decreases in expected cash flows trigger the recognition of additional impairment, which is measured based on the present value of the revised expected cash flows discounted at the loan's EIR as compared to the carrying value of the loan. The ECL in excess of the initial credit-related discount is recorded through the provision for credit losses. Interest income on ACI loans is calculated by applying the credit-adjusted EIR to the amortized cost of ACI loans.

SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS

The Bank classifies financial instruments that it issues as either financial liabilities, equity instruments, or compound instruments.

Issued instruments that are mandatorily redeemable or convertible into a variable number of the Bank's common shares at the holder's option are classified as liabilities on the Consolidated Balance Sheet. Dividend or interest payments on these instruments are recognized in Interest expense on the Consolidated Statement of Income.

Issued instruments are classified as equity when there is no contractual obligation to transfer cash or other financial assets to redeem or convert these instruments. Such instruments, if not mandatorily redeemable or convertible into a variable number of the Bank's common shares at the holder's option, are classified as equity on the Consolidated Balance Sheet. Incremental costs directly attributable to the issue of equity instruments are included in equity as a deduction from the proceeds, net of tax. Dividends and distributions on these instruments are recognized as a reduction in equity.

Compound instruments are comprised of both liability and equity components in accordance with the substance of the contractual arrangement. The liability component is initially measured at fair value with any residual amount assigned to the equity component. Issuance costs are allocated proportionately to the liability and equity components.

Common shares, preferred shares, and other equity instruments issued and held by the Bank are classified as treasury instruments in equity, and the cost of these instruments is recorded as a reduction in equity. Upon the sale of treasury instruments, the difference between the sale proceeds and the cost of the instruments is recorded in or against contributed surplus.

GUARANTEES

The Bank issues guarantee contracts that require payments to be made to guaranteed parties based on: (1) changes in the underlying economic characteristics relating to an asset or liability of the guaranteed party; (2) failure of another party to perform under an obligating agreement; or (3) failure of another third party to pay its indebtedness when due. Guarantees are initially measured and recorded at their fair value. The fair value of a guarantee liability at initial recognition is normally equal to the present value of the guarantee fees received over the life of the contract. The Bank's release from risk is recognized over the term of the guarantee using a systematic and rational amortization method.

If a guarantee meets the definition of a derivative, it is carried at fair value on the Consolidated Balance Sheet and reported as a derivative asset or derivative liability at fair value. Guarantees that are considered derivatives are over-the-counter (OTC) credit derivative contracts designed to transfer the credit risk in an underlying financial instrument from one counterparty to another.

DERIVATIVES

Derivatives are instruments that derive their value from changes in underlying interest rates, foreign exchange rates, credit spreads, commodity prices, equities, or other financial or non-financial measures. Such instruments include interest rate, foreign exchange, equity, commodity, and credit derivative contracts. The Bank uses these instruments for trading and non-trading purposes. Derivatives are carried at their fair value on the Consolidated Balance Sheet.

Derivatives Held for Trading Purposes

The Bank enters into trading derivative contracts to meet the needs of its customers, to provide liquidity and market-making related activities, and in certain cases, to manage risks related to its trading portfolios. The realized and unrealized gains or losses on trading derivatives are recognized in trading income (loss).

Derivatives Held for Non-trading Purposes

Non-trading derivatives are primarily used to manage interest rate, foreign exchange, and other market risks of the Bank's traditional banking activities. When derivatives are held for non-trading purposes and when the transactions meet the hedge accounting requirements of IAS 39, they are presented as non-trading derivatives and receive hedge accounting treatment, as appropriate. Certain derivative instruments that are held for economic hedging purposes, and do not meet the hedge accounting requirements of IAS 39, are also presented as non-trading derivatives with the change in fair value of these derivatives recognized in non-interest income.

Hedging Relationships

Hedge Accounting

The Bank has an accounting policy choice to apply the hedge accounting requirements of IFRS 9 or IAS 39. The Bank has made the decision to continue applying the IAS 39 hedge accounting requirements and complies with the revised annual hedge accounting disclosures as required by the related amendments to IFRS 7.

At the inception of a hedging relationship, the Bank documents the relationship between the hedging instrument and the hedged item, its risk management objective, and its strategy for undertaking the hedge. The Bank also requires a documented assessment, both at hedge inception and on an ongoing basis, of whether or not the derivatives that are used in hedging relationships are highly effective in offsetting the changes attributable to the hedged risks in the fair values or cash flows of the hedged items. In order to be considered highly effective, the hedging instrument and the hedged item must be highly and inversely correlated such that the changes in the fair value of the hedging instrument will substantially offset the effects of the hedged exposure throughout the term of the hedging relationship. If a hedging relationship becomes ineffective, it no longer qualifies for hedge accounting and any subsequent change in the fair value of the hedging instrument is recognized in Non-interest income on the Consolidated Statement of Income.

Changes in fair value relating to the derivative component excluded from the assessment of hedge effectiveness are recognized in Net interest income or Non-interest income, as applicable, on the Consolidated Statement of Income.

When derivatives are designated in hedge accounting relationships, the Bank classifies them either as: (1) hedges of the changes in fair value of recognized assets, liabilities or firm commitments (fair value hedges); (2) hedges of the variability in highly probable future cash flows attributable to recognized assets, liabilities or forecast transactions (cash flow hedges); or (3) hedges of net investments in foreign operations (net investment hedges).

Interest Rate Benchmark Reform

A hedging relationship is affected by IBOR reform if the reform gives rise to uncertainties about (a) the interest rate benchmark (contractually or non-contractually specified) designated as a hedged risk; and/or (b) the timing or the amount of interest rate benchmark-based cash flows of the hedged item or of the hedging instrument.

For such hedging relationships, the following temporary exceptions apply during the period of uncertainty:

- When assessing whether a forecast transaction is highly probable or expected to occur, it is assumed that the interest rate benchmark on which the hedged cash flows (contractually or non-contractually specified) are based is not altered as a result of IBOR reform;
- When assessing whether a hedge is expected to be highly effective, it is assumed that the interest rate benchmark on which the hedged cash flows and/or the hedged risk (contractually or non-contractually specified) are based, or the interest rate benchmark on which the cash flows of the hedging instrument are based, is not altered as a result of IBOR reform;
- A hedge is not required to be discontinued if the actual results of the hedge are outside of a range of 80–125 per cent as a result of IBOR reform; and
- For a hedge of a non-contractually specified benchmark portion of interest rate risk, the requirement that the risk component is separately identifiable need only be met at the inception of the hedging relationship.

Fair Value Hedges

The Bank's fair value hedges principally consist of interest rate swaps that are used to protect against changes in the fair value of fixed-rate financial instruments due to movements in market interest rates.

The change in the fair value of the derivative that is designated and qualifies as a fair value hedge, as well as the change in the fair value of the hedged item attributable to the hedged risk, is recognized in net interest income to the extent that the hedging relationship is effective. Any change in fair value relating to the ineffective portion of the hedging relationship is recognized immediately in non-interest income.

The cumulative adjustment to the carrying amount of the hedged item (the basis adjustment) is amortized to Net interest income on the Consolidated Statement of Income based on a recalculated EIR over the remaining expected life of the hedged item, with amortization beginning no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the hedged risk. Where the hedged item has been derecognized, the basis adjustment is immediately released to Net interest income or Non-interest income, as applicable, on the Consolidated Statement of Income.

Cash Flow Hedges
The Bank is exposed to variability in future cash flows attributable to interest rate, foreign exchange rate, and equity price risks. The amounts and timing of future cash flows are projected for each hedged exposure on the basis of their contractual terms and other relevant factors, including estimates of prepayments and defaults.

The effective portion of the change in the fair value of the derivative that is designated and qualifies as a cash flow hedge is initially recognized in other comprehensive income. The change in fair value of the derivative relating to the ineffective portion is recognized immediately in non-interest income. Amounts in accumulated other comprehensive income (AOCI) are reclassified to Net interest income or Non-interest income, as applicable, on the Consolidated Statement of Income in the same period during which the hedged item affects income.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in AOCI at that time remains in AOCI until the forecast transaction impacts the Consolidated Statement of Income. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in AOCI is immediately reclassified to Net interest income or Non-interest income, as applicable, on the Consolidated Statement of Income.

Net Investment Hedges
Hedges of net investments in foreign operations are accounted for similar to cash flow hedges. The change in fair value on the hedging instrument relating to the effective portion is recognized in other comprehensive income. The change in fair value of the hedging instrument relating to the ineffective portion is recognized immediately in non-interest income. Gains and losses in AOCI are reclassified as non-interest income in the Consolidated Statement of Income upon the disposal or partial disposal of the investment in the foreign operation. The Bank designates derivatives and non-derivatives (such as foreign currency deposit liabilities) as hedging instruments in net investment hedges.

Embedded Derivatives
Derivatives may be embedded in financial liabilities or other host contracts. Embedded derivatives are treated as separate derivatives when their economic characteristics and risks are not closely related to those of the host instrument, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined contract is not measured at fair value with changes in fair value recognized in income, such as held-for-trading or designated at FVTPL. These embedded derivatives, which are bifurcated from the host contract, are recognized as Derivatives on the Consolidated Balance Sheet and measured at fair value with subsequent changes in fair value recognized in Non-interest income on the Consolidated Statement of Income.

TRANSLATION AND PRESENTATION OF FOREIGN CURRENCIES
The Bank's Consolidated Financial Statements are presented in Canadian dollars. Items included in the financial statements of each of the Bank's entities are measured using their functional currency, which is the currency of the primary economic environment in which they operate.

Monetary assets and liabilities denominated in a currency that differs from an entity's functional currency are translated into the functional currency of the entity at exchange rates prevailing at the balance sheet date. Non-monetary assets and liabilities are translated at historical exchange rates. Income and expenses are translated into an entity's functional currency at average exchange rates for the period. Translation gains and losses are included in non-interest income except for equity investments designated at FVOCI where unrealized translation gains and losses are recorded in other comprehensive income.

Foreign operations are those with a functional currency other than Canadian dollars. For the purpose of translation into the Bank's presentation currency, all assets and liabilities are first measured in the functional currency of the foreign operation and subsequently, translated at exchange rates prevailing at the balance sheet date. Income and expenses are translated at average exchange rates for the period. Unrealized translation gains and losses relating to these foreign operations, net of gains or losses arising from net investment hedges and applicable income taxes, are included in other comprehensive income. Translation gains and losses in AOCI are recognized on the Consolidated Statement of Income upon the disposal or partial disposal of the foreign operation. The investment balance of foreign entities accounted for by the equity method, including the Bank's investment in The Charles Schwab Corporation, is translated into Canadian dollars using exchange rates prevailing at the balance sheet date with exchange gains or losses recognized in other comprehensive income.

OFFSETTING OF FINANCIAL INSTRUMENTS
Financial assets and liabilities are offset, with the net amount presented on the Consolidated Balance Sheet, only if the Bank currently has a legally enforceable right to set off the recognized amounts, and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. In all other situations, assets and liabilities are presented on a gross basis.

DETERMINATION OF FAIR VALUE
The fair value of a financial instrument on initial recognition is normally the transaction price, as evidenced by the fair value of the consideration given or received. The best evidence of fair value is quoted prices in active markets. When there is no active market for the instrument, the fair value may be based on other observable current market transactions involving the same or similar instruments, without modification or repackaging, or based on a valuation technique which maximizes the use of observable market inputs.

When financial assets and liabilities have offsetting market risks or credit risks, the Bank applies a measurement exception, as described in Note 5 under *Portfolio Exception*. The value determined from application of the portfolio exception must be allocated to the individual financial instruments within the group to arrive at the fair value of an individual financial instrument. Balance sheet offsetting presentation requirements, as described above under the Offsetting of Financial Instruments section of this Note, are then applied, if applicable.

Valuation adjustments reflect the Bank's assessment of factors that market participants would use in pricing the asset or liability. The Bank recognizes various types of valuation adjustments including, but not limited to, adjustments for bid-offer spreads, adjustments for the unobservability of inputs used in pricing models, and adjustments for assumptions about risk, such as the creditworthiness of either counterparty and market implied unsecured funding costs and benefits for OTC derivatives.

If there is a difference between the initial transaction price and the value based on a valuation technique, the difference is referred to as inception profit or loss. Inception profit or loss is recognized upon initial recognition of the instrument only if the fair value is based on observable inputs. When an instrument is measured using a valuation technique that utilizes significant non-observable inputs, it is initially valued at the transaction price, which is considered the best estimate of fair value. Subsequent to initial recognition, any difference between the transaction price and the value determined by the valuation technique at initial recognition is recognized as non-observable inputs become observable.

If the fair value of a financial asset measured at fair value becomes negative, it is recognized as a financial liability until either its fair value becomes positive, at which time it is recognized as a financial asset, or until it is extinguished.

DERECOGNITION OF FINANCIAL INSTRUMENTS

Financial Assets

The Bank derecognizes a financial asset when the contractual rights to that asset have expired. Derecognition may also be appropriate where the contractual right to receive future cash flows from the asset have been transferred, or where the Bank retains the rights to future cash flows from the asset, but assumes an obligation to pay those cash flows to a third party subject to certain criteria.

When the Bank transfers a financial asset, it is necessary to assess the extent to which the Bank has retained the risks and rewards of ownership of the transferred asset. If substantially all the risks and rewards of ownership of the financial asset have been retained, the Bank continues to recognize the financial asset and also recognizes a financial liability for the consideration received. Certain transaction costs incurred are also capitalized and amortized using EIRM. If substantially all the risks and rewards of ownership of the financial asset have been transferred, the Bank will derecognize the financial asset and recognize separately as assets or liabilities any rights and obligations created or retained in the transfer. The Bank determines whether substantially all the risks and rewards have been transferred by quantitatively comparing the variability in cash flows before and after the transfer. If the variability in cash flows does not change significantly as a result of the transfer, the Bank has retained substantially all of the risks and rewards of ownership.

If the Bank neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the Bank derecognizes the financial asset where it has relinquished control of the financial asset. The Bank is considered to have relinquished control of the financial asset where the transferee has the practical ability to sell the transferred financial asset. Where the Bank has retained control of the financial asset, it continues to recognize the financial asset to the extent of its continuing involvement in the financial asset. Under these circumstances, the Bank usually retains the rights to future cash flows relating to the asset through a residual interest and is exposed to some degree of risk associated with the financial asset.

The derecognition criteria are also applied to the transfer of part of an asset, rather than the asset as a whole, or to a group of similar financial assets in their entirety, when applicable. If transferring a part of an asset, it must be a specifically identified cash flow, a fully proportionate share of the asset, or a fully proportionate share of a specifically identified cash flow.

Securitization

Securitization is the process by which financial assets are transformed into securities. The Bank securitizes financial assets by transferring those financial assets to a third party and as part of the securitization, certain financial assets may be retained and may consist of an interest-only strip and, in some cases, a cash reserve account (collectively referred to as "retained interests"). If the transfer qualifies for derecognition, a gain or loss on sale of the financial assets is recognized immediately in other income (loss) after considering the effect of hedge accounting on the assets sold, if applicable. The amount of the gain or loss is calculated as the difference between the carrying amount of the asset transferred and the sum of any cash proceeds received, the fair value of any financial asset received or financial liability assumed, and any cumulative gain or loss allocated to the transferred asset that had been recognized in AOCI. To determine the value of the retained interest initially recorded, the previous carrying value of the transferred asset is allocated between the amount derecognized from the balance sheet and the retained interest recorded, in proportion to their relative fair values on the date of transfer. Subsequent to initial recognition, as market prices are generally not available for retained interests, fair value is determined by estimating the present value of future expected cash flows using management's best estimates of key assumptions that market participants would use in determining such fair value. Refer to Note 3 for assumptions used by management in determining the fair value of retained interests. Retained interest is classified as trading securities with subsequent changes in fair value recorded in trading income (loss).

Where the Bank retains the servicing rights, the benefits of servicing are assessed against market expectations. When the benefits of servicing are more than adequate, a servicing asset is recognized. Similarly, when the benefits of servicing are less than adequate, a servicing liability is recognized. Servicing assets and servicing liabilities are initially recognized at fair value and subsequently carried at amortized cost.

Financial Liabilities

The Bank derecognizes a financial liability when the obligation under the liability is discharged, cancelled, or expires. If an existing financial liability is replaced by another financial liability from the same lender on substantially different terms or where the terms of the existing liability are substantially modified, the original liability is derecognized and a new liability is recognized with the difference in the respective carrying amounts recognized on the Consolidated Statement of Income.

Securities Purchased Under Reverse Repurchase Agreements, Securities Sold Under Repurchase Agreements, and Securities Borrowing and Lending

Securities purchased under reverse repurchase agreements involve the purchase of securities by the Bank under agreements to resell the securities at a future date. These agreements are treated as collateralized lending transactions whereby the Bank takes possession of the purchased securities, but does not acquire the risks and rewards of ownership. The Bank monitors the market value of the purchased securities relative to the amounts due under the reverse repurchase agreements, and when necessary, requires transfer of additional collateral. In the event of counterparty default, the agreements provide the Bank with the right to liquidate the collateral held and offset the proceeds against the amount owing from the counterparty.

Obligations related to securities sold under repurchase agreements involve the sale of securities by the Bank to counterparties under agreements to repurchase the securities at a future date. These agreements do not result in the risks and rewards of ownership being relinquished and are treated as collateralized borrowing transactions. The Bank monitors the market value of the securities sold relative to the amounts due under the repurchase agreements, and when necessary, transfers additional collateral or may require counterparties to return the collateral pledged. Certain transactions that do not meet derecognition criteria are also included in obligations related to securities sold under repurchase agreements. Refer to Note 9 for further details.

Securities purchased under reverse repurchase agreements and obligations related to securities sold under repurchase agreements are initially recorded on the Consolidated Balance Sheet at the respective prices at which the securities were originally acquired or sold, plus accrued interest. Subsequently, the agreements are measured at amortized cost on the Consolidated Balance Sheet, plus accrued interest, except when they are held-for-trading or are designated at FVTPL. Interest earned on reverse repurchase agreements and interest incurred on repurchase agreements is determined using EIRM for agreements measured at amortized cost and recognized on an accrual basis for agreements measured at fair value, and is included in Interest income and Interest expense, respectively, on the Consolidated Statement of Income. Changes in fair value on reverse repurchase agreements and repurchase agreements that are held-for-trading or are designated at FVTPL are included in Trading income (loss) or in Other income (loss) on the Consolidated Statement of Income.

In securities lending transactions, the Bank lends securities to a counterparty and receives collateral in the form of cash or securities. If cash collateral is received, the Bank records the cash along with an obligation to return the cash as Obligations related to securities sold under repurchase agreements on the Consolidated Balance Sheet. Where securities are received as collateral, the Bank does not record the collateral on the Consolidated Balance Sheet.

In securities borrowing transactions, the Bank borrows securities from a counterparty and pledges either cash or securities as collateral. If cash is pledged as collateral, the Bank records the transaction as Securities purchased under reverse repurchase agreements on the Consolidated Balance Sheet. If securities are pledged as collateral, the securities remain on the Bank's Consolidated Balance Sheet.

Where securities are pledged or received as collateral, security borrowing fees and security lending income are recorded in Non-interest income on the Consolidated Statement of Income over the term of the transaction. Where cash is pledged or received as collateral, interest received or incurred is included in Interest income and Interest expense, respectively, on the Consolidated Statement of Income.

Physical commodities purchased or sold with an agreement to sell or repurchase the physical commodities at a later date at a fixed price, are also included in securities purchased under reverse repurchase agreements and obligations related to securities sold under repurchase agreements, respectively, if the derecognition criteria are not met. These instruments are measured at fair value.

GOODWILL

Goodwill represents the excess purchase price paid over the net fair value of identifiable assets and liabilities acquired in a business combination. Goodwill is carried at its initial cost less accumulated impairment losses.

Goodwill is allocated to a cash-generating unit (CGU) or a group of CGUs that is expected to benefit from the synergies of the business combination, regardless of whether any assets acquired and liabilities assumed are assigned to the CGU or group of CGUs. A CGU is the smallest identifiable group of assets that generates cash flows largely independent of the cash inflows from other assets or groups of assets. Each CGU or group of CGUs, to which goodwill is allocated, represents the lowest level within the Bank at which the goodwill is monitored for internal management purposes and is not larger than an operating segment. If the composition of a CGU or group of CGUs to which goodwill has been allocated changes as a result of the sale of a business, restructuring or other changes, the goodwill is reallocated to the units affected using a relative value approach, unless the Bank can demonstrate that some other method better reflects the goodwill associated with the units affected.

Goodwill is assessed for impairment at least annually and when an event or change in circumstances indicates that the carrying amount may be impaired. When impairment indicators are present, the recoverable amount of the CGU or group of CGUs, which is the higher of its estimated fair value less costs of disposal and its value-in-use, is determined. If the carrying amount of the CGU or group of CGUs is higher than its recoverable amount, an impairment loss exists. The impairment loss is recognized on the Consolidated Statement of Income and cannot be reversed in future periods.

INTANGIBLE ASSETS

Intangible assets represent identifiable non-monetary assets and are acquired either separately or through a business combination, or internally generated software. The Bank's intangible assets consist primarily of core deposit intangibles, creditcard related intangibles, software intangibles, and other intangibles. Intangible assets are initially recognized at cost, or at fair value if acquired through a business combination, and are amortized over their estimated useful lives (4 to 15 years) proportionate to their expected economic benefits, except for software which is amortized over its estimated useful life (3 to 7 years) on a straight-line basis. In respect of internally generated software, development costs are capitalizedonly if the costs can be measured reliably, the asset is technically feasible, future economic benefits are probable, and the Bank intends to and has sufficient resources to complete development of the asset. Research costs are expensed as incurred.

The Bank assesses its intangible assets for impairment indicators on a quarterly basis. When impairment indicators are present, the recoverable amount of the asset, which is the higher of its estimated fair value less costs of disposal and its value-in-use, is determined. If the carrying amount of the asset is higher than its recoverable amount, the asset is written down to its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Bank estimates the recoverable amount of the CGU to which the asset belongs. If the CGU is not impaired, the useful life of the intangible asset is assessed with any changes applied on a prospective basis. An impairment loss is recognized on the Consolidated Statement of Income in the period in which the impairment is identified. Impairment losses recognized previously are assessed and reversed if the circumstances leading to the impairment are no longer present. Reversal of any impairment loss will not exceed the carrying amount of the intangible asset that would have been determined had no impairment loss been recognized for the asset in prior periods.

LAND, BUILDINGS, EQUIPMENT, AND OTHER DEPRECIABLE ASSETS

Land is recognized at cost. Buildings, computer equipment, furniture and fixtures, other equipment, and leasehold improvements are recognized at cost less accumulated depreciation and provisions for impairment, if any. Gains or losses on disposal are included in Non-interest income on the Consolidated Statement of Income.

The Bank records the obligation associated with the retirement of a long-lived asset at fair value in the period in which it is incurred and can be reasonably estimated, and records a corresponding increase to the carrying amount of the asset. The asset is depreciated on a straight-line basis over its remaining useful life while the liability is accreted to reflect the passage of time until the eventual settlement of the obligation.

Depreciation is recognized on a straight-line basis over the useful lives of the assets estimated by asset category, as follows:

Asset	Useful Life
Buildings	15 to 40 years
Computer equipment	2 to 8 years
Furniture and fixtures	3 to 15 years
Other equipment	5 to 15 years
Leasehold improvements	Lesser of the remaining lease term and the remaining useful life of the asset

The Bank assesses its depreciable assets for changes in useful life or impairment on a quarterly basis. Where an impairment indicator exists and the depreciable asset does not generate separate cash flows on a stand-alone basis, impairment is assessed based on the recoverable amount of the CGU to which the depreciable asset belongs. If the CGU is not impaired, the useful life of the depreciable asset is assessed with any changes applied on a prospective basis. Any impairment loss is recognized on the Consolidated Statement of Income in the period in which the impairment is identified. Impairment losses previously recognized are assessed and reversed if the circumstances leading to their impairment are no longer present. Reversal of any impairment loss will not exceed the carrying amount of the depreciable asset that would have been determined had no impairment loss been recognized for the asset in prior periods.

NON-CURRENT ASSETS HELD-FOR-SALE

Individual non-current assets or disposal groups are classified as held-for-sale if they are available for immediate sale in their present condition subject only to terms that are usual and customary for sales of such assets or disposal groups, and their sale must be highly probable to occur within one year. For a sale to be highly probable, management must be committed to a sales plan and initiate an active program to market the sale of the non-current assets or disposal groups. Non-current assets or disposal groups classified as held-for-sale are measured at the lower of their carrying amount and fair value less costs to sell on the Consolidated Balance Sheet. Write-downs on premises related non-current assets and write-downs on equipment on initial classification as held-for-sale are included in Non-interest expenses on the Consolidated Statement of Income. Subsequently, a non-current asset or disposal group that is held-for-sale is no longer depreciated or amortized, and any subsequent write-downs in fair value less costs to sell or such increases not in excess of cumulative write-downs, are recognized in Other income on the Consolidated Statement of Income.

SHARE-BASED COMPENSATION

The Bank grants share options to certain key employees as compensation for services provided to the Bank. The Bank uses a binomial tree-based valuation option pricing model to estimate fair value for all share option compensation awards. The cost of the share options is based on the fair value estimated at the grant date and is recognized as compensation expense and contributed surplus over the service period required for employees to become fully entitled to the awards. This period is generally equal to the vesting period in addition to a period prior to the grant date. For the Bank's share options, this period is generally equal to five years. When options are exercised, the amount initially recognized in the contributed surplus balance is reduced, with a corresponding increase in common shares.

The Bank has various other share-based compensation plans where certain employees of the Bank are awarded share units equivalent to the Bank's common shares as compensation for services provided to the Bank. The obligation related to share units is included in other liabilities on the Consolidated Balance Sheet. Compensation expense is recognized based on the fair value of the share units at the grant date adjusted for changes in fair value between the grant date and the vesting date, net of hedging activities, over the service period required for employees to become fully entitled to the awards. This period is generally equal to the vesting period, in addition to a period prior to the grant date. For the Bank's share units, this period is generally equal to four years.

EMPLOYEE BENEFITS

Defined Benefit Plans

Actuarial valuations are prepared at least every three years to determine the present value of the projected benefit obligation related to the Bank's defined benefit plans. In periods between actuarial valuations, an extrapolation is performed based on the most recent valuation completed. All remeasurement gains and losses are recognized immediately in other comprehensive income, with cumulative gains and losses reclassified to retained earnings. Pension and post-retirement defined benefit plan expenses are determined based upon separate actuarial valuations using the projected benefit method pro-rated on service and management's best estimates of discount rate, compensation increases, health care cost trend rate, and mortality rates, which are reviewed annually with the Bank's actuaries. The discount rate used to value liabilities is determined by reference to market yields on high-quality corporate bonds with terms matching the plans' specific cash flows. The expense recognized includes the cost of benefits for employee service provided in the current year, net interest expense or income on the net defined benefit liability or asset, past service costs related to plan amendments, curtailments or settlements, and administrative costs. Plan amendment costs are recognized in the period of a plan amendment, irrespective of its vested status. Curtailments and settlements are recognized by the Bank when the curtailment or settlement occurs. A curtailment occurs when there is a significant reduction in the number of employees covered by the plan. A settlement occurs when the Bank enters into a transaction that eliminates all further legal or constructive obligation for part or all of the benefits provided under a defined benefit plan.

The fair value of plan assets and the present value of the projected benefit obligation are measured as at October 31. The net defined benefit asset or liability represents the difference between the cumulative remeasurement gains and losses, expenses, and recognized contributions and is reported in other assets or other liabilities.

Net defined benefit assets recognized by the Bank are subject to a ceiling which limits the asset recognized on the Consolidated Balance Sheet to the amount that is recoverable through refunds of contributions or future contribution holidays. In addition, where a regulatory funding deficit exists related to a defined benefit plan, the Bank is required to record a liability equal to the present value of all future cash payments required to eliminate that deficit.

Defined Contribution Plans

For defined contribution plans, annual pension expense is equal to the Bank's contributions to those plans.

INSURANCE

Insurance contracts are aggregated into groups which are measured at the risk-adjusted present value of cash flows in fulfilling the contracts. Insurance revenue is recognized on the Consolidated Statement of Income as insurance services are provided over the coverage period of the contracts within the groups. Insurance service expenses are reported on the Consolidated Statement of Income as insurance claims and related expenses are recognized and when contract groups are expected to be onerous. Contract groups are onerous if their fulfilment cash flows are expected to result in a net outflow. The liabilities from insurance groups are comprised of the liability for remaining coverage (LRC) and the liability for incurred claims (LIC) and are reported as Insurance contract liabilities on the Consolidated Balance Sheet. The LRC is the obligation to investigate and pay claims that have not yet occurred and includes a loss component related to onerous contract groups. The LIC is the estimate of claims incurred, including claims that have occurred but have not been reported, and related insurance costs.

The Bank measures its insurance contract groups using one of two measurement models, the premium allocation approach (PAA) or the general measurement model (GMM). The majority of insurance contract groups are measured using the PAA, which includes the Bank's property and casualty insurance contracts and short-term life and health insurance contracts. The PAA is a simplified model applied to insurance contracts that are either one year or less or where the PAA approximates the GMM. Contracts using the GMM are longer-term life and health contracts. The LRC for insurance contract groups using the PAA is measured as the premiums received less insurance acquisition cash flows paid. The LRC is adjusted for the recognition of insurance revenue and amortization of acquisition cash flows reported in insurance service expenses on a straight-line basis over the contractual terms of the underlying insurance contracts, usually twelve months. The LRC for longer term contracts using the GMM model is measured using estimates and assumptions that reflect the timing and uncertainty of insurance cash flows. Under both the PAA and GMM, when a group of contracts is expected to be onerous, a loss component (expected loss related to fulfilling the group's insurance contracts) is established which increases the LRC and insurance service expenses. The loss component of the LRC is subsequently recognized as a reduction to insurance service expenses over the contractual term of the underlying insurance contracts to offset claims incurred and related expenses.

The Bank measures the LIC at the present value of current estimates of claims and related costs for insurable events occurring at or before the Consolidated Balance Sheet date. The LIC includes a risk adjustment, which represents the compensation the Bank requires for bearing the uncertainty related to non-financial risks in its fulfilment of insurance contracts. Expenses related to claims incurred, including claims arising from catastrophes, and related costs are reported in insurance service expenses while changes related to discounting the liability are recorded as insurance finance income or expenses in other income (loss).

Estimates used in the measurement of insurance contract liabilities are determined in accordance with accepted actuarial practices. Current estimates of claims and related expenses are determined on a case-by-case basis and consider such variables as past loss experience, current claims trends and changes in the prevailing social, economic, and legal environment. These estimates are continually reviewed, and as experience develops and new information becomes known, the estimates are adjusted as necessary. In addition to reported claims information, the Bank's insurance contract liabilities include a provision to account for the future development of insurance claims, including insurance claims incurred but not reported by policyholders (IBNR). IBNR liabilities are evaluated based on historical development trends and actuarial methodologies for groups of claims with similar attributes.

Reinsurance contracts held are recognized and measured using the same principles as insurance contracts. Reinsurance contract assets are presented in Other assets on the Consolidated Balance Sheet and the net results from reinsurance contracts held are presented in Other income (loss) on the Consolidated Statement of Income. Refer to Note 21 for further detail on the balances and results of insurance and reinsurance contracts.

PROVISIONS & CONTINGENT LIABILITIES

Provisions are recognized when the Bank has a present obligation (legal or constructive) as a result of a past event, the amount of which can be reliably estimated, and it is probable that an outflow of resources will be required to settle the obligation.

Provisions are measured based on management's best estimate of the consideration required to settle the obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are measured at the present value of the expenditure expected to be required to settle the obligation, using a discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

Contingent liabilities exist when there is a possible obligation which is yet to be confirmed or a present obligation which has been confirmed but the outflow of future resources is not probable or is not reliably measurable. Contingent liabilities are not recorded in the Bank's Consolidated Financial Statements and are disclosed if material unless there is a remote chance that it will result in a future outflow of resources to settle.

INCOME TAXES

Income tax is comprised of current and deferred tax. Income tax is recognized in the Provision for (recovery of) income taxes on the Consolidated Statement of Income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the related taxes are also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities on the Consolidated Balance Sheet and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax assets and liabilities are determined based on the tax rates that are expected to apply when the assets or liabilities are reported for tax purposes. Deferred tax assets are recognized only when it is probable that sufficient taxable profit will be available in future periods against which deductible temporary differences may be utilized. Deferred tax liabilities are not recognized on temporary differences arising on investments in subsidiaries, branches, and associates, and interests in joint ventures if the Bank controls the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The Bank records a provision for uncertain tax positions if it is probable that the Bank will have to make a payment to tax authorities upon their examination of a tax position. This provision is measured at the Bank's best estimate of the amount expected to be paid. Provisions are reversed in provision for (recovery of) income taxes in the period in which management determines they are no longer required or as determined by statute.

LEASES

An arrangement contains a lease if there is an identified asset and the Bank has a right to control that asset for a period of time in exchange for consideration. A right-of-use (ROU) asset and lease liability is recognized for all leases except for short-term leases and low value leases, as described below. At the lease commencement date, the lease liability is initially recognized at the present value of the future lease payments over the remaining lease term and is discounted using the Bank's incremental borrowing rate. The right-of-use asset is recognized at cost, comprising an amount equal to the lease liability, subject to certain adjustments. Subsequently, the right-of-use asset is measured at cost less accumulated depreciation and impairment and adjusted for any remeasurement of lease liabilities, while the lease liability is accreted using the Bank's incremental borrowing rate. The lease liability is remeasured when there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or changes in the Bank's assumptions or strategies relating to the exercise of purchase, extension, or termination options.

The Bank's leases consist primarily of real estate, equipment and other asset leases. Right-of-use assets are recorded in Land, buildings, equipment, other depreciable assets and right-of-use assets on the Consolidated Balance Sheet and lease liabilities are included in Other liabilities on the Consolidated Balance Sheet. Interest expense on lease liabilities is included in Net interest income and depreciation expense on the right-of-use assets is recognized in Non-interest expenses on the Consolidated Statement of Income.

Short-term leases, which have a lease term of twelve months or less, and leases of low-value assets are exempt, and their payments are recognized in Non-interest expenses on a straight-line basis within the Bank's Consolidated Statement of Income.

NOTE 3: SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES, AND ASSUMPTIONS

The estimates used in the Bank's accounting policies are essential to understanding its results of operations and financial condition. Some of the Bank's policies require subjective, complex judgments and estimates as they relate to matters that are inherently uncertain. Changes in these judgments or estimates and changes to accounting standards and policies could have a materially adverse impact on the Bank's Consolidated Financial Statements. The Bank has established procedures to ensure that accounting policies are applied consistently and that the processes for changing methodologies, determining estimates, and adopting new accounting standards are well-controlled and occur in an appropriate and systematic manner.

CLASSIFICATION AND MEASUREMENT OF FINANCIAL ASSETS

Business Model Assessment

The Bank determines its business models based on the objective under which its portfolios of financial assets are managed. Refer to Note 2 for details on the Bank's business models. In determining its business models, the Bank considers the following:

- Management's intent and strategic objectives and the operation of the stated policies in practice;
- The primary risks that affect the performance of the portfolio of assets and how these risks are managed;
- How the performance of the portfolio is evaluated and reported to management; and
- The frequency and significance of financial asset sales in prior periods, the reasons for such sales and the expected future sales activities.

Sales in themselves do not determine the business model and are not considered in isolation. Instead, sales provide evidence about how cash flows are realized. A held-to-collect business model will be reassessed by the Bank to determine whether any sales are consistent with an objective of collecting contractual cash flows if the sales are more than insignificant in value or more than infrequent.

Solely Payments of Principal and Interest Test

In assessing whether contractual cash flows represent SPPI, the Bank considers the contractual terms of the instrument. This includes assessing whether the financial asset contains contractual terms that could change the timing or amount of contractual cash flows such that they would not be consistent with a basic lending arrangement. In making the assessment, the Bank considers the primary terms as follows and assesses if the contractual cash flows of the instrument continue to meet the SPPI test:

- Performance-linked features;
- Terms that limit the Bank's claim to cash flows from specified assets (non-recourse terms);
- Prepayment and extension terms;
- Leverage features;
- Features that modify elements of the time value of money; and
- Sustainability-linked features.

IMPAIRMENT OF FINANCIAL ASSETS

Significant Increase in Credit Risk

For retail exposures, criteria for assessing significant increase in credit risk are defined at the appropriate product or portfolio level and vary based on the exposure's credit risk at origination. The criteria include relative changes in PD, absolute PD backstop, and delinquency backstop when contractual payments are more than 30 days past due. Significant increase in credit risk since initial recognition has occurred when one of the criteria is met.

For non-retail exposures, BRR is determined on an individual borrower basis using industry and sector specific credit risk models that are based on historical data. Current and forward-looking information that is specific to the borrower, industry, and sector is considered based on expert credit judgment. Criteria for assessing significant increase in credit risk are defined at the appropriate segmentation level and vary based on the BRR of the exposure at origination. Criteria include relative changes in BRR, absolute BRR backstop, and delinquency backstop when contractual payments are more than 30 days past due. Significant increase in credit risk since initial recognition has occurred when one of the criteria is met.

Measurement of Expected Credit Loss

ECLs are recognized on the initial recognition of financial assets. Allowance for credit losses represents management's unbiased estimate of the risk of default and ECLs on the financial assets, including any off-balance sheet exposures, at the balance sheet date.

For retail exposures, ECLs are calculated as the product of PD, loss given default (LGD), and exposure at default (EAD) at each time step over the remaining expected life of the financial asset and discounted to the reporting date based on the EIR. PD estimates represent the forward-looking PD, updated quarterly based on the Bank's historical experience, current conditions, and relevant forward-looking expectations over the expected life of the exposure to determine the lifetime PD curve. LGD estimates are determined based on historical charge-off events and recovery payments, current information about attributes specific to the borrower, and direct costs. Expected cash flows from collateral, guarantees, and other credit enhancements are incorporated in LGD if integral to the contractual terms. Relevant macroeconomic variables are incorporated in determining expected LGD. EAD represents the expected balance at default across the remaining expected life of the exposure. EAD incorporates forward-looking expectations about repayments of drawn balances and future draws where applicable.

For non-retail exposures, ECLs are calculated based on the present value of cash shortfalls determined as the difference between contractual cash flows and expected cash flows over the remaining expected life of the financial instrument. Lifetime PD is determined by mapping the exposure's BRR to forward-looking PD over the expected life. LGD estimates are determined by mapping the exposure's facility risk rating (FRR) to expected LGD which takes into account facility-specific characteristics such as collateral, seniority ranking of debt, and loan structure. Relevant macroeconomic variables are incorporated in determining expected PD and LGD. Expected cash flows are determined by applying the PD and LGD estimates to the contractual cash flows to calculate cash shortfalls over the expected life of the exposure.

Forward-Looking Information

In calculating ECLs, the Bank employs internally developed models that utilize parameters for PD, LGD, and EAD. Forward-looking macroeconomic factors including at the regional level are incorporated in the risk parameters as relevant. Additional risk factors that are industry or segment specific are also incorporated, where relevant. Forward-looking macroeconomic forecasts are generated by TD Economics as part of the ECL process: A base economic forecast is accompanied with upside and downside estimates of realistically possible economic conditions by considering the sources of uncertainty around the base forecast. All macroeconomic forecasts are updated quarterly for each variable on a regional basis where applicable and incorporated as relevant into the quarterly modelling of base, upside and downside risk parameters used in the calculation of ECL scenarios and probability-weighted ECLs. TD Economics will apply judgment to recommend probability weights to each forecast on a quarterly basis. The proposed macroeconomic forecasts and probability weightings are subject to robust management review and challenge process by a cross-functional committee that includes representation from TD Economics, Risk, Finance, and Business. ECLs calculated under each of the three forecasts are applied against the respective probability weightings to determine the probability-weighted ECLs. Refer to Note 8 for further details on the macroeconomic variables and ECL sensitivity.

Expert Credit Judgment

Management's expert credit judgment is used to determine the best estimate for the qualitative component contributing to ECLs, based on an assessment of business and economic conditions, historical loss experience, loan portfolio composition, and other relevant indicators and forward-looking information that are not fully incorporated into the model calculation.

There remains elevated economic uncertainty, and management continues to exercise expert credit judgment in assessing if an exposure has experienced significant increase in credit risk since initial recognition and in determining the amount of ECLs at each reporting date. To the extent that certain effects are not fully incorporated into the model calculations, temporary quantitative and qualitative adjustments have been applied.

LEASES

The Bank applies judgment in determining the appropriate lease term on a lease-by-lease basis. All facts and circumstances that create an economic incentive to exercise a renewal option or not to exercise a termination option including investments in major leaseholds, branch performance and past business practice are considered. The periods covered by renewal or termination options are only included in the lease term if it is reasonably certain that the Bank will exercise the options; management considers "reasonably certain" to be a high threshold. Changes in the economic environment or changes in the industry may impact the Bank's assessment of lease term, and any changes in the Bank's estimate of lease terms may have a material impact on the Bank's Consolidated Balance Sheet and Consolidated Statement of Income.

In determining the carrying amount of right-of-use (ROU) assets and lease liabilities, the Bank is required to estimate the incremental borrowing rate specific to each leased asset or portfolio of leased assets if the interest rate implicit in the lease is not readily determinable. The Bank determines the incremental borrowing rate of each leased asset or portfolio of leased assets by incorporating the Bank's creditworthiness, the security, term, and value of the ROU asset, and the

economic environment in which the leased asset operates. The incremental borrowing rates are subject to change mainly due to changes in the macroeconomic environment.

FAIR VALUE MEASUREMENTS

The fair value of financial instruments traded in active markets at the balance sheet date is based on their quoted market prices. For all other financial instruments not traded in an active market, fair value may be based on other observable current market transactions involving the same or similar instruments, without modification or repackaging, or is based on a valuation technique which maximizes the use of observable market inputs. Observable market inputs may include interest rate yield curves, foreign exchange rates, and option volatilities. Valuation techniques include comparisons with similar instruments where observable market prices exist, discounted cash flow analysis, option pricing models, and other valuation techniques commonly used by market participants.

For certain complex or illiquid financial instruments, fair value is determined using valuation techniques in which current market transactions or observable market inputs are not available. Judgment is used when determining which valuation techniques to apply, liquidity considerations, and model inputs such as volatilities, correlations, spreads, discount rates, pre-payment rates, and prices of underlying instruments. Any imprecision in these estimates can affect the resulting fair value.

Judgment is also used in recording valuation adjustments to model fair values to account for system limitations or measurement uncertainty, such as when valuing complex and less actively traded financial instruments. If the market for a complex financial instrument develops, the pricing for this instrument may become more transparent, resulting in refinement of valuation models.

An analysis of the fair value of financial instruments and further details as to how they are measured are provided in Note 5.

DERECOGNITION OF FINANCIAL ASSETS

Certain financial assets transferred may qualify for derecognition from the Bank's Consolidated Balance Sheet. To qualify for derecognition, certain key determinations must be made, including whether the Bank's rights to receive cash flows from the financial asset have been retained or transferred and the extent to which the risks and rewards of ownership of the financial assets have been retained or transferred. If the Bank neither transfers nor retains substantially all of the risks and rewards of ownership of the financial asset, a decision must be made as to whether the Bank has retained control of the financial asset.

Upon derecognition, the Bank will record a gain or loss on sale of those assets which is calculated as the difference between the carrying amount of the asset transferred and the sum of any cash proceeds received, including any financial assets received or financial liabilities assumed, and any cumulative gains or losses allocated to the transferred asset that had been recognized in AOCI. In determining the fair value of any financial assets received, the Bank estimates future cash flows by relying on estimates of the amount of interest that will be collected on the securitized assets, the yield to be paid to investors, the portion of the securitized assets that will be prepaid before their scheduled maturity, ECLs, the cost of servicing the assets, and the rate at which to discount these expected future cash flows. Actual cash flows may differ significantly from those estimated by the Bank.

Retained interests are financial interests in transferred assets retained by the Bank. They are classified as trading securities and are initially recognized at relative fair value on the Bank's Consolidated Balance Sheet. Subsequently, the fair value of retained interests is determined by estimating the present value of future expected cash flows. Differences between the actual cash flows and the Bank's estimated future cash flows are recognized in trading income (loss). These assumptions are subject to periodic reviews and may change due to significant changes in the economic environment.

GOODWILL

The recoverable amount of the Bank's CGUs or groups of CGUs is determined from internally developed valuation models that consider various factors and assumptions such as forecasted earnings, growth rates, discount rates, and terminal growth rates. Management is required to use judgment in estimating the recoverable amount of the CGUs or groups of CGUs, and the use of different assumptions and estimates in the calculations could influence the determination of the existence of impairment and the valuation of goodwill. Management believes that the assumptions and estimates used are reasonable and supportable. Where possible, assumptions generated internally are compared to relevant market information. The carrying amounts of the Bank's CGUs or groups of CGUs are determined by management using risk-based capital models to adjust net assets and liabilities by CGU. These models consider various factors including market risk, credit risk, and operational risk, including investment capital (comprised of goodwill and other intangibles). Any capital not directly attributable to the CGUs is held within the Corporate segment. The Bank's capital oversight committees provide oversight to the Bank's capital allocation methodologies.

EMPLOYEE BENEFITS

The projected benefit obligation and expense related to the Bank's pension and post-retirement defined benefit plans are determined using multiple assumptions that may significantly influence the value of these amounts. Actuarial assumptions including discount rates, compensation increases, health care cost trend rates, and mortality rates are management's best estimates and are reviewed annually with the Bank's actuaries. The Bank develops each assumption using relevant historical experience of the Bank in conjunction with market-related data and considers if the market-related data indicates there is any prolonged or significant impact on the assumptions. The discount rate used to value the projected benefit obligation is determined by reference to market yields on high-quality corporate bonds with terms matching the plans' specific cash flows. The other assumptions are also long-term estimates. All assumptions are subject to a degree of uncertainty. Differences between actual experiences and the assumptions, as well as changes in the assumptions resulting from changes in future expectations, result in remeasurement gains and losses which are recognized in other comprehensive income (OCI) during the year and also impact expenses in future periods.

INCOME TAXES

The Bank is subject to taxation in numerous jurisdictions. There are many transactions and calculations in the ordinary course of business for which the ultimate tax determination is uncertain. The Bank maintains provisions for uncertain tax positions that it believes appropriately reflect the risk of tax positions under discussion, audit, dispute, or appeal with tax authorities, or which are otherwise considered to involve uncertainty. These provisions are made using the Bank's best estimate of the amount expected to be paid based on an assessment of all relevant factors, which are reviewed at the end of each reporting period. However, it is possible that at some future date, changes in these liabilities could result from audits by the relevant taxing authorities.

Deferred tax assets are recognized only when it is probable that sufficient taxable profit will be available in future periods against which deductible temporary differences may be utilized. The amount of the deferred tax asset recognized and considered realizable could, however, be reduced if projected income is not achieved due to various factors, such as unfavourable business conditions. If projected income is not expected to be achieved, the Bank would decrease its deferred tax assets to the amount that it believes can be realized. The magnitude of the decrease is significantly influenced by the Bank's forecast of future profit generation, which determines the extent to which it will be able to utilize the deferred tax assets.

PROVISIONS

Provisions arise when there is some uncertainty in the timing or amount of a loss in the future. Provisions are based on the Bank's best estimate of all expenditures required to settle its present obligations, considering all relevant risks and uncertainties, as well as, when material, the effect of the time value of money.

Many of the Bank's provisions relate to various legal and regulatory actions that the Bank is involved in during the ordinary course of business. Legal and regulatory provisions require the involvement of both the Bank's management and legal counsel when assessing the probability of a loss and estimating any monetary impact. Throughout the life of a provision, the Bank's management or legal counsel may learn of additional information that may impact its assessments about the probability of loss or about the estimates of amounts involved. Changes in these assessments may lead to changes in the amount recorded for provisions. In addition, the actual costs of resolving these claims may be substantially higher or lower than the amounts recognized. The Bank reviews its legal and regulatory provisions on a case-by-case basis after considering, among other factors, the progress of each case, the Bank's experience, the experience of others in similar cases, and the opinions and views of legal counsel.

Certain of the Bank's provisions relate to restructuring initiatives initiated by the Bank. Restructuring provisions require management's best estimate, including forecasts of economic conditions. Throughout the life of a provision, the Bank may become aware of additional information that may impact the assessment of amounts to be incurred. Changes in these assessments may lead to changes in the amount recorded for restructuring provisions.

INSURANCE

The assumptions used in establishing the Bank's insurance contract liabilities are based on best estimates of possible outcomes.

For property and casualty insurance contracts, the ultimate cost of LIC is estimated using a range of standard actuarial claims projection techniques by the appointed actuary in accordance with Canadian accepted actuarial practices. Additional qualitative judgment is used to assess the extent to which past trends may or may not apply in the future, in order to arrive at the estimated ultimate claims cost amounts that present the most likely outcome taking into account all the uncertainties involved.

For life and health insurance contracts, insurance contract liabilities consider all future policy cash flows, including premiums, claims, and expenses required to administer the policies. Critical assumptions used in the measurement of life and health insurance contract liabilities are determined by the appointed actuary.

Further information on insurance risk assumptions is provided in Note 21.

CONSOLIDATION OF STRUCTURED ENTITIES

Management judgment is required when assessing whether the Bank should consolidate an entity. For instance, it may not be feasible to determine if the Bank controls an entity solely through an assessment of voting rights for certain structured entities. In these cases, judgment is required to establish whether the Bank has decision-making power over the key relevant activities of the entity and whether the Bank has the ability to use that power to absorb significant variable returns from the entity. If it is determined that the Bank has both decision-making power and significant variable returns from the entity, judgment is also used to determine whether any such power is exercised by the Bank as principal, on its own behalf, or as agent, on behalf of another counterparty.

Assessing whether the Bank has decision-making power includes understanding the purpose and design of the entity in order to determine its key economic activities. In this context, an entity's key economic activities are those which predominantly impact the economic performance of the entity. When the Bank has the current ability to direct the entity's key economic activities, it is considered to have decision-making power over the entity.

The Bank also evaluates its exposure to the variable returns of a structured entity in order to determine if it absorbs a significant proportion of the variable returns the entity is designed to create. As part of this evaluation, the Bank considers the purpose and design of the entity in order to determine whether it absorbs variable returns from the structured entity through its contractual holdings, which may take the form of securities issued by the entity, derivatives with the entity, or other arrangements such as guarantees, liquidity facilities, or lending commitments.

If the Bank has decision-making power over the entity and absorbs significant variable returns from the entity, it then determines if it is acting as principal or agent when exercising its decision-making power. Key factors considered include the scope of its decision-making power; the rights of other parties involved with the entity, including any rights to remove the Bank as decision-maker or rights to participate in key decisions; whether the rights of other parties are exercisable in practice; and the variable returns absorbed by the Bank and by other parties involved with the entity. When assessing consolidation, a presumption exists that the Bank exercises decision-making power as principal if it is also exposed to significant variable returns, unless an analysis of the factors above indicates otherwise.

The decisions above are made with reference to the specific facts and circumstances relevant for the structured entity and related transaction(s) under consideration.

REVENUE FROM CONTRACTS WITH CUSTOMERS

The Bank applies judgment to determine the timing of satisfaction of performance obligations which affects the timing of revenue recognition, by evaluating the pattern in which the Bank transfers control of services promised to the customer. A performance obligation is satisfied over time when the customer simultaneously receives and consumes the benefits as the Bank performs the service. For performance obligations satisfied over time, revenue is generally recognized using the time-elapsed method which is based on time elapsed in proportion to the period over which the service is provided, for example, personal deposit account bundle fees. The time-elapsed method is a faithful depiction of the transfer of control for these services as control is transferred evenly to the customer when the Bank provides a stand-ready service or effort is expended evenly by the Bank to provide a service over the contract period. In contracts where the Bank has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Bank's performance completed to date, the Bank recognizes revenue in the amount to which it has a right to invoice.

The Bank satisfies a performance obligation at a point in time if the customer obtains control of the promised services at that date. Determining when control is transferred requires the use of judgment. For transaction-based services, the Bank determines that control is transferred to the customer at a point in time when the customer obtains substantially all of the benefits from the service rendered and the Bank has a present right to payment, which generally coincides with the moment the transaction is executed.

The Bank exercises judgment in determining whether costs incurred in connection with acquiring new revenue contracts would meet the requirement to be capitalized as incremental costs to obtain or fulfil a contract with customers.

INTEREST RATE BENCHMARK REFORM PHASE 2

Effective November 1, 2020, the Bank was an early adopter of the Interest Rate Benchmark Reform Phase 2 and no transitional adjustment was required.

Interest Rate Benchmark Reform Phase 2 addresses issues affecting financial reporting when changes are made to contractual cash flows of financial instruments or hedging relationships as a result of IBOR reform. The amendments permit modification to financial assets, financial liabilities and lease liabilities required as a direct consequence of IBOR reform and made on an economically equivalent basis to be accounted for by updating the EIR prospectively. If the modification does not meet the practical expedient requirements, existing IFRS requirements are applied. Relief is also provided for an entity's hedge accounting relationships in circumstances where changes to hedged items and hedging instruments arise as a result of IBOR reform. The amendments enable entities to reflect these changes without discontinuing, or resulting in a new formal designation of, the existing hedging relationship. Permitted changes include redefining the hedged risk to reference an ARR (contractually or non-contractually specified), amending the description of the hedged item and hedging instrument to reflect the ARR, and amending the description of how the entity will assess hedge effectiveness. Hedging relationships within the scope of Interest Rate Benchmark Reform Phase 2 are the same as those within the scope of Interest Rate Benchmark Reform Phase 1. Interest Rate Benchmark Reform Phase 2 also amended IFRS 7, introducing expanded qualitative and quantitative disclosures about the risks arising from IBOR reform, how an entity is managing those risks, its progress in completing the transition to ARRs, and how it is managing the transition.

Interest rate benchmarks (such as the London Interbank Offered Rate (LIBOR) and the Canadian Dollar Offered Rate (CDOR)) have been reformed and replaced by ARRs. From June 30, 2023, all remaining USD LIBOR settings (overnight, one-month, three-month, six-month and twelve-month) have either ceased or were published only on a synthetic basis for the use in legacy contracts that had no other fallback solution. The remaining settings of CDOR (one-month, two-month, and three-month) ceased following a final publication on June 28, 2024. The Bank's exposure to non-derivative financial assets, non-derivative financial liabilities, derivative notional amounts and off-balance sheet commitments referencing CDOR is no longer significant to its financial statements as at October 31, 2024 (October 31, 2023 – $17 billion, $12 billion, $2,645 billion and $64 billion, respectively).

NOTE 4: CURRENT AND FUTURE CHANGES IN ACCOUNTING POLICIES

CURRENT CHANGES IN ACCOUNTING POLICIES

The following new standard was adopted by the Bank on November 1, 2023.

Insurance Contracts

The IASB issued IFRS 17 which replaced the guidance in IFRS 4 and became effective for annual reporting periods beginning on or after January 1, 2023, which was November 1, 2023 for the Bank. IFRS 17 establishes principles for recognition, measurement, presentation and disclosure of insurance contracts.

The Bank initially applied IFRS 17 on November 1, 2023 and restated the comparative period. The Bank transitioned by primarily applying the full retrospective approach which resulted in the measurement of insurance contracts as if IFRS 17 had always applied to them. The following table sets out adjustments to the Bank's insurance-related balances reported under IFRS 4 as at October 31, 2022 used to derive the insurance contract liabilities and reinsurance contract assets recognized by the Bank as at November 1, 2022 under IFRS 17.

(millions of Canadian dollars)		Amount
Insurance-related liabilities	$	**7,468**
Other liabilities		**131**
Other assets		**(2,361)**
Net insurance-related balances as at October 31, 2022	$	**5,238**
Changes in actuarial assumptions, including risk adjustment and discount factor		**(192)**
Recognition of losses on onerous contracts		**113**
Other adjustments		**(93)**
Net insurance-related balances as at November 1, 2022	$	**5,066**
Insurance contract liabilities	$	**5,761**
Reinsurance contract assets		**(695)**
Net insurance-related balances as at November 1, 2022	$	**5,066**

On November 1, 2022, IFRS 17 transition adjustments resulted in a decrease to the Bank's deferred tax assets of $ 60 million and an after-tax increase to retained earnings of $112 million.

Upon the initial application of IFRS 17 on November 1, 2023, the Bank applied transitional guidance and reclassified certain securities supporting insurance operations to minimize accounting mismatches arising from the application of the new discount factor under IFRS 17. The transitional guidance for such securities is applicable for entities that previously used IFRS 9 and was applied without a restatement of comparatives. The reclassification resulted in a decrease to retained earnings and an increase in AOCI of $10 million.

FUTURE CHANGES IN ACCOUNTING POLICIES

The following standard and amendments have been issued but are not yet effective on the date of issuance of the Bank's Consolidated Financial Statements.

Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosure in Financial Statements* (IFRS 18), which replaces the guidance in IAS 1, *Presentation of Financial Statements* and sets out requirements for presentation and disclosure of information, focusing on providing relevant information to users of the financial statements. IFRS 18 introduces changes to the structure of the statement of profit or loss, aggregation and disaggregation of financial information, and management-defined performance measures to be disclosed in the notes to the financial statements. It will be effective for the Bank's annual period beginning November 1, 2027. Early application is permitted. The standard will be applied retrospectively with restatement of comparatives. The Bank is currently assessing the impact of adopting this standard.

Amendments to the Classification and Measurement of Financial Instruments

In May 2024, the IASB issued *Amendments to the Classification and Measurement of Financial Instruments*, which amended IFRS 9 and IFRS 7. The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9. The amendments clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social, and governance linked features and other similar contingent features. The amendments also clarify the treatment of non-recourse assets and contractually linked instruments. Furthermore, the amendments clarify that a financial liability is derecognized on the settlement date and provide an accounting policy choice to derecognize a financial liability settled using an electronic payment system before the settlement date if certain conditions are met. Finally, the amendments introduce additional disclosure requirements for financial instruments with contingent features and equity instruments classified at FVOCI.

The amendments will be effective for the Bank's annual period beginning November 1, 2026. Early adoption is permitted, with an option to early adopt the amendments related to the classification of financial assets and associated disclosures only. The Bank is required to apply the amendments retrospectively, but is not required to restate prior periods. The Bank is currently assessing the impact of adopting these amendments.

NOTE 5: FAIR VALUE MEASUREMENTS

Certain assets and liabilities, primarily financial instruments, are carried on the balance sheet at their fair value on a recurring basis. These financial instruments include trading loans and securities, non-trading financial assets at FVTPL, financial assets and liabilities designated at FVTPL, financial assets at FVOCI, derivatives, certain securities purchased under reverse repurchase agreements, trading deposits, securitization liabilities at fair value, obligations related to securities sold short, and certain obligations related to securities sold under repurchase agreements. All other financial assets and financial liabilities are carried at amortized cost.

(a) VALUATION GOVERNANCE

Valuation processes are guided by policies and procedures that are approved by senior management and subject matter experts. Senior Executive oversight over the valuation process is provided through various valuation committees. Further, the Bank has a number of additional controls in place, including an independent price verification process to ensure the accuracy of fair value measurements reported in the financial statements. The sources used for independent pricing comply with the standards set out in the approved valuation-related policies, which include consideration of the reliability, relevancy, and timeliness of data.

(b) METHODS AND ASSUMPTIONS

The Bank calculates fair value for measurement and disclosure purposes based on the following methods of valuation and assumptions:

Government and Government-Related Securities

The fair value of Canadian government debt securities is determined by quoted prices in active markets, reference to recent transaction prices, or third-party vendor prices. In cases where external and independent prices are not readily available, alternate techniques based on the risk metrics and unique characteristics of the security are utilized.

The fair value of Canadian residential mortgage-backed securities (MBS) is based on third-party vendor prices, reference to recent transaction prices, or valuation techniques that utilize observable inputs such as benchmark government bond prices, government bond yield curves, quoted yield spreads and prepayment rate assumptions related to the underlying collateral.

The fair value of U.S. government and agency debt securities is determined by reference to recent transaction prices, broker quotes, or third-party vendor prices. For U.S. agency MBS pricing, brokers or third-party vendors may use a pool-specific valuation model to value these securities, using observable market inputs.

The fair value of other Organisation for Economic Co-operation and Development (OECD) government-guaranteed debt is basedon broker quotes and third-party vendor prices, or where external and independent prices are not readily available, alternate techniques based on the risk metrics and unique characteristics of the security are utilized.

Other Debt Securities

The fair value of corporate and other debt securities is based on broker quotes, third-party vendor prices, or alternate techniques utilizing the risk metrics and unique characteristics of the security. Asset-backed securities are primarily fair valued using third-party vendor prices, including those generated by issue-specific valuation models using observable market inputs.

Equity Securities

The fair value of equity securities is based on quoted prices in active markets, where available. Where quoted prices in active markets are not readily available, such as for private equity securities, or where there is a wide bid-ask spread, fair value is determined based on quoted market prices for similar securities or through valuation techniques, including discounted cash flow analysis, multiples of earnings before taxes, depreciation and amortization, and other relevant valuation techniques.

If there are trading restrictions on the equity security held, a valuation adjustment is recognized against available prices to reflect the nature of the restriction. However, restrictions that are not part of the security held and represent a separate contractual arrangement that has been entered into by the Bank and a third party do not impact the fair value of the original instrument.

The cost of Federal Reserve stock and Federal Home Loan Bank (FHLB) stock approximates fair value.

Retained Interests

Retained interests are classified as trading securities and are initially recognized at their relative fair market value. Subsequently, the fair value of retained interests recognized by the Bank is determined by estimating the present value of future expected cash flows. Differences between the actual cash flows and the Bank's estimate of future cash flows are recognized in income. These assumptions are subject to periodic review and may change due to significant changes in the economic environment.

Loans

The estimated fair value of loans carried at amortized cost reflects changes in market price that have occurred since the loans were originated or purchased. For fixed-rate performing loans, estimated fair value is determined by discounting the expected future cash flows related to these loans at current market interest rates for loans with similar credit risks. For floating-rate performing loans, changes in interest rates have minimal impact on fair value since loans reprice to market frequently. On that basis, fair value is assumed to approximate carrying value. The fair value of loans is not adjusted for the value of any credit protection the Bank has purchased to mitigate credit risk.

The fair value of loans carried at FVTPL, which includes trading loans and non-trading loans at FVTPL, is determined using observable market prices, where available. Where the Bank is a market maker for loans traded in the secondary market, fair value is determined using executed prices, or prices for comparable trades. For those loans where the Bank is not a market maker, the Bank obtains broker quotes from other reputable dealers, or uses valuation techniques to determine fair value.

The fair value of loans carried at FVOCI is assumed to approximate amortized cost as they are generally floating rate performing loans that are short term in nature.

Commodities

The fair value of commodities is based on quoted prices in active markets, where available. The Bank also transacts commodity derivative contracts which can be traded on an exchange or in OTC markets.

Derivative Financial Instruments
The fair value of exchange-traded derivative financial instruments is based on quoted market prices. The fair value of OTC derivative financial instruments is estimated using well established valuation techniques, such as discounted cash flow techniques, the Black-Scholes model, and Monte Carlo simulation. The valuation models incorporate inputs that are observable in the market or can be derived from observable market data.

Prices derived by using models are recognized net of valuation adjustments. The inputs used in the valuation models depend on the type of derivative and the nature of the underlying instrument and are specific to the instrument being valued. Inputs can include, but are not limited to, interest rate yield curves, foreign exchange rates, dividend yield projections, commodity spot and forward prices, recovery rates, volatilities, spot prices, and correlation.

A credit valuation adjustment (CVA) is recognized against the model value of OTC derivatives to account for the uncertainty that the counterparty in a derivative transaction may not be able to fulfil its obligations under the transaction to the Bank. In determining CVA, the Bank takes into account master netting agreements and collateral, and considers the creditworthiness of the counterparty, using market observed or proxy credit spreads, in assessing potential future amounts owed to the Bank.

The fair value of a derivative is partly a function of collateralization. The Bank uses relevant overnight borrowing curves to discount the cash flows for collateralized derivatives as most collateral is posted in cash and can be funded at the overnight rate.

A funding valuation adjustment (FVA) is recognized against the model value of OTC derivatives to recognize the market implied unsecured funding costs and benefits considered in the pricing and fair value determination. Some of the key drivers of FVA include the market implied funding spread and the expected average exposure by counterparty.

The Bank will continue to monitor industry practice on valuation adjustments and may refine the methodology as market practices evolve.

Deposits
The estimated fair value of term deposits is determined by discounting the contractual cash flows using interest rates currently offered for deposits with similar terms.

For deposits with no defined maturities, the Bank considers fair value to equal carrying value, which is equivalent to the amount payable on the balance sheet date.

For trading deposits and deposits designated at FVTPL, which is included in financial liabilities designated at FVTPL, fair value is determined using discounted cash flow valuation techniques which maximize the use of observable market inputs such as benchmark yield curves and foreign exchange rates. The Bank considers the impact of its own creditworthiness in the valuation of these deposits by reference to observable market inputs.

Securitization Liabilities
The fair value of securitization liabilities is based on quoted market prices or quoted market prices for similar financial instruments, where available. Where quoted prices are not available, fair value is determined using valuation techniques, which maximize the use of observable inputs, such as Canada Mortgage Bond (CMB) curves and MBS curves.

Obligations Related to Securities Sold Short
The fair value of these obligations is based on the fair value of the underlying securities, which can include equity or debt securities. As these obligations are fully collateralized, the method used to determine fair value would be the same as that of the relevant underlying equity or debt securities.

Securities Purchased Under Reverse Repurchase Agreements and Obligations Related to Securities Sold Under Repurchase Agreements
Commodities and certain bonds and equities purchased or sold with an agreement to sell or repurchase them at a later date at a fixed price are carried at fair value. The fair value of these agreements is based on valuation techniques such as discounted cash flow models which maximize the use of observable market inputs such as interest rate swap curves and commodity forward prices.

Subordinated Notes and Debentures
The fair value of subordinated notes and debentures are based on quoted market prices.

Portfolio Exception
IFRS 13, *Fair Value Measurement* provides a measurement exception that allows an entity to determine the fair value of a group of financial assets and liabilities with offsetting risks based on the sale or transfer of its net exposure to a particular risk or risks. The Bank manages certain financial assets and financial liabilities, such as derivative assets and derivative liabilities, on the basis of net exposure to a particular risk, or risks; and uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies the most representative price within the bid-ask spread to the net open position, as appropriate. Refer to Note 2 for further details on the use of the portfolio exception to establish fair value.

(c) FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES NOT CARRIED AT FAIR VALUE

The carrying value and fair value of financial assets and liabilities not carried at fair value are disclosed in the table below. For these instruments, fair values are calculated for disclosure purposes only, using the valuation techniques used by the Bank. In addition, the Bank has determined that the carrying value of certain financial assets and liabilities approximates their fair value, which include: cash and due from banks, interest-bearing deposits with banks, customers' liability under acceptances, amounts receivable from brokers, dealers, and clients, other assets, acceptances, amounts payable to brokers, dealers, and clients, and other liabilities. Substantially all securities purchased under reverse repurchase agreements and obligations related to securities sold under repurchase agreements are measured at amortized cost where the carrying value approximates their fair value.

Financial Assets and Liabilities not carried at Fair Value[1]

(millions of Canadian dollars)			*As at*	
	October 31, 2024		October 31, 2023	
	Carrying value	**Fair value**	Carrying value	Fair value
FINANCIAL ASSETS				
Debt securities at amortized cost, net of allowance for credit losses				
Government and government-related securities	**$ 206,815**	**$ 202,667**	$ 232,093	$ 222,699
Other debt securities	**64,800**	**63,509**	75,923	72,511
Total debt securities at amortized cost, net of allowance for credit losses	**271,615**	**266,176**	308,016	295,210
Total loans, net of allowance for loan losses	**949,549**	**949,227**	895,947	877,763
Total financial assets not carried at fair value	**$ 1,221,164**	**$ 1,215,403**	$ 1,203,963	$ 1,172,973
FINANCIAL LIABILITIES				
Deposits	**$ 1,268,680**	**$ 1,266,562**	$ 1,198,190	$ 1,188,585
Securitization liabilities at amortized cost	**12,365**	**12,123**	12,710	12,035
Subordinated notes and debentures	**11,473**	**11,628**	9,620	9,389
Total financial liabilities not carried at fair value	**$ 1,292,518**	**$ 1,290,313**	$ 1,220,520	$ 1,210,009

[1] This table excludes financial assets and liabilities where the carrying value approximates their fair value.

(d) FAIR VALUE HIERARCHY

IFRS requires disclosure of a three-level hierarchy for fair value measurements based upon the observability of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1: Fair value is based on quoted market prices for identical assets or liabilities that are traded in an active exchange market or highly liquid and actively traded in OTC markets.

Level 2: Fair value is based on observable inputs other than Level 1 prices, such as quoted market prices for similar (but not identical) assets or liabilities in active markets, quoted market prices for identical assets or liabilities in markets that are not active, and other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose value is determined using valuation techniques with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.

Level 3: Fair value is based on non-observable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Financial instruments classified within Level 3 of the fair value hierarchy are initially recognized at their transaction price, which is considered the best estimate of fair value. After initial measurement, the fair value of Level 3 assets and liabilities is determined using valuation models, discounted cash flow methodologies, or similar techniques.

Fair Value Hierarchy for Assets and Liabilities not carried at Fair Value

The following table presents the levels within the fair value hierarchy for each of the financial assets and liabilities not carried at fair value as at October 31, 2024 and October 31, 2023, but for which fair value is disclosed.

Fair Value Hierarchy for Assets and Liabilities not carried at Fair Value [1]

(millions of Canadian dollars)								*As at*
	October 31, 2024				October 31, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**	Level 1	Level 2	Level 3	Total
ASSETS								
Debt securities at amortized cost, net of allowance for credit losses								
Government and government-related securities	**$ –**	**$ 202,667**	**$ –**	**$ 202,667**	$ –	$ 222,699	$ –	$ 222,699
Other debt securities	**–**	**63,509**	**–**	**63,509**	–	72,510	1	72,511
Total debt securities at amortized cost, net of allowance for credit losses	**–**	**266,176**	**–**	**266,176**	–	295,209	1	295,210
Total loans, net of allowance for loan losses	**–**	**285,070**	**664,157**	**949,227**	–	284,280	593,483	877,763
Total assets with fair value disclosures	**$ –**	**$ 551,246**	**$ 664,157**	**$ 1,215,403**	$ –	$ 579,489	$ 593,484	$ 1,172,973
LIABILITIES								
Deposits	**$ –**	**$ 1,266,562**	**$ –**	**$ 1,266,562**	$ –	$ 1,188,585	$ –	$ 1,188,585
Securitization liabilities at amortized cost	**–**	**12,123**	**–**	**12,123**	–	12,035	–	12,035
Subordinated notes and debentures	**–**	**11,628**	**–**	**11,628**	–	9,389	–	9,389
Total liabilities with fair value disclosures	**$ –**	**$ 1,290,313**	**$ –**	**$ 1,290,313**	$ –	$ 1,210,009	$ –	$ 1,210,009

[1] This table excludes financial assets and liabilities where the carrying value approximates their fair value.

The following table presents the levels within the fair value hierarchy for each of the assets and liabilities measured at fair value on a recurring basis as at October 31, 2024 and October 31, 2023.

Fair Value Hierarchy for Assets and Liabilities Measured at Fair Value on a Recurring Basis

(millions of Canadian dollars)

	October 31, 2024				As at October 31, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**	Level 1	Level 2	Level 3	Total
FINANCIAL ASSETS AND COMMODITIES								
Trading loans, securities, and other [1]								
Government and government-related securities								
Canadian government debt								
Federal	**$ 691**	**$ 9,551**	**$ –**	**$ 10,242**	$ 72	$ 9,073	$ –	$ 9,145
Provinces	**–**	**6,398**	**–**	**6,398**	–	7,445	–	7,445
U.S. federal, state, municipal governments, and agencies debt	**–**	**18,861**	**–**	**18,861**	2	24,325	67	24,394
Other OECD government-guaranteed debt	**–**	**9,722**	**–**	**9,722**	–	8,811	–	8,811
Mortgage-backed securities	**–**	**1,352**	**–**	**1,352**	–	1,698	–	1,698
Other debt securities								
Canadian issuers	**–**	**6,611**	**12**	**6,623**	–	6,067	5	6,072
Other issuers	**–**	**15,845**	**14**	**15,859**	–	14,553	60	14,613
Equity securities	**68,682**	**34**	**12**	**68,728**	54,186	41	10	54,237
Trading loans	**–**	**23,518**	**–**	**23,518**	–	17,261	–	17,261
Commodities	**13,504**	**962**	**–**	**14,466**	7,620	791	–	8,411
Retained interests	**–**	**1**	**–**	**1**	–	3	–	3
	82,877	**92,855**	**38**	**175,770**	61,880	90,068	142	152,090
Non-trading financial assets at fair value through profit or loss								
Securities	**391**	**1,188**	**1,233**	**2,812**	269	2,596	980	3,845
Loans	**–**	**3,057**	**–**	**3,057**	–	3,495	–	3,495
	391	**4,245**	**1,233**	**5,869**	269	6,091	980	7,340
Derivatives								
Interest rate contracts	**2**	**15,440**	**–**	**15,442**	17	22,893	–	22,910
Foreign exchange contracts	**47**	**51,001**	**13**	**51,061**	26	57,380	7	57,413
Credit contracts	**–**	**6**	**–**	**6**	–	54	–	54
Equity contracts	**64**	**6,167**	**–**	**6,231**	58	4,839	–	4,897
Commodity contracts	**548**	**4,756**	**17**	**5,321**	306	1,787	15	2,108
	661	**77,370**	**30**	**78,061**	407	86,953	22	87,382
Financial assets designated at fair value through profit or loss								
Securities [1]	**–**	**6,417**	**–**	**6,417**	–	5,818	–	5,818
	–	**6,417**	**–**	**6,417**	–	5,818	–	5,818
Financial assets at fair value through other comprehensive income								
Government and government-related securities								
Canadian government debt								
Federal	**–**	**18,139**	**–**	**18,139**	–	18,210	–	18,210
Provinces	**–**	**21,270**	**–**	**21,270**	–	19,940	–	19,940
U.S. federal, state, municipal governments, and agencies debt	**–**	**35,197**	**–**	**35,197**	–	11,002	–	11,002
Other OECD government-guaranteed debt	**–**	**1,679**	**–**	**1,679**	–	1,498	–	1,498
Mortgage-backed securities	**–**	**2,137**	**–**	**2,137**	–	2,277	–	2,277
Other debt securities								
Asset-backed securities	**–**	**1,384**	**–**	**1,384**	–	4,114	–	4,114
Corporate and other debt	**–**	**9,439**	**7**	**9,446**	–	8,863	27	8,890
Equity securities	**1,058**	**2**	**3,355**	**4,415**	1,133	3	2,377	3,513
Loans	**–**	**230**	**–**	**230**	–	421	–	421
	1,058	**89,477**	**3,362**	**93,897**	1,133	66,328	2,404	69,865
Securities purchased under reverse repurchase agreements	**–**	**10,488**	**–**	**10,488**	–	9,649	–	9,649
FINANCIAL LIABILITIES								
Trading deposits	**–**	**29,907**	**505**	**30,412**	–	29,995	985	30,980
Derivatives								
Interest rate contracts	**3**	**13,283**	**158**	**13,444**	16	21,064	126	21,206
Foreign exchange contracts	**30**	**40,936**	**12**	**40,978**	19	44,841	13	44,873
Credit contracts	**–**	**403**	**–**	**403**	–	172	–	172
Equity contracts	**–**	**7,974**	**24**	**7,998**	7	3,251	21	3,279
Commodity contracts	**673**	**4,845**	**27**	**5,545**	248	1,846	16	2,110
	706	**67,441**	**221**	**68,368**	290	71,174	176	71,640
Securitization liabilities at fair value	**–**	**20,319**	**–**	**20,319**	–	14,422	–	14,422
Financial liabilities designated at fair value through profit or loss	**–**	**207,890**	**24**	**207,914**	–	192,108	22	192,130
Obligations related to securities sold short [1]	**1,783**	**37,732**	**–**	**39,515**	1,329	43,332	–	44,661
Obligations related to securities sold under repurchase agreements	**–**	**9,736**	**–**	**9,736**	–	12,641	–	12,641

[1] Balances reflect the reduction of securities owned (long positions) by the amount of identical securities sold but not yet purchased (short positions).

(e) **TRANSFERS BETWEEN FAIR VALUE HIERARCHY LEVELS FOR ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS**

The Bank's policy is to record transfers of assets and liabilities between the different levels of the fair value hierarchy using the fair values as at the end of each reporting period. Assets are transferred between Level 1 and Level 2 depending on whether there is sufficient frequency and volume in an active market. There were no significant transfers between Level 1 and Level 2 during the years ended October 31, 2024 and October 31, 2023.

Movements of Level 3 instruments

Significant transfers into and out of Level 3 occur mainly due to the following reasons:

- Transfers from Level 3 to Level 2 occur when techniques used for valuing the instrument incorporate significant observable market inputs or broker-dealer quotes which were previously not observable.
- Transfers from Level 2 to Level 3 occur when an instrument's fair value, which was previously determined using valuation techniques with significant observable market inputs, is now determined using valuation techniques with significant unobservable inputs.

Due to the unobservable nature of the inputs used to value Level 3 financial instruments, there may be uncertainty about the valuation of these instruments. The fair value of Level 3 instruments may be drawn from a range of reasonably possible alternatives. In determining the appropriate levels for these unobservable inputs, parameters are chosen so that they are consistent with prevailing market evidence and management judgment.

There were no significant transfers between Level 2 and Level 3 during the years ended October 31, 2024 and October 31, 2023.

There were no other significant changes to the unobservable inputs and sensitivities for assets and liabilities classified as Level 3 during the years ended October 31, 2024 and October 31, 2023.

(f) **RECONCILIATION OF CHANGES IN FAIR VALUE FOR LEVEL 3 ASSETS AND LIABILITIES**

The following tables set out changes in fair value of all assets and liabilities measured at fair value using significant Level 3 unobservable inputs for the years ended October 31, 2024 and October 31, 2023.

Reconciliation of Changes in Fair Value for Level 3 Assets and Liabilities

(millions of Canadian dollars)

	Fair value as at November 1 2023	Total realized and unrealized gains (losses) Included in income[2]	Included in OCI[3,4]	Movements[5] Purchases/ Issuances	Sales/ Settlements	Transfers Into Level 3	Out of Level 3	Fair value as at October 31 2024	Change in unrealized gains (losses) on instruments still held[2]
FINANCIAL ASSETS									
Trading loans, securities, and other									
Government and government-related securities	$ 67	$ –	$ –	$ –	$ (67)	$ –	$ –	$ –	$ –
Other debt securities	65	1	–	91	(88)	33	(76)	26	–
Equity securities	10	(1)	–	11	(8)	–	–	12	–
	142	–	–	102	(163)	33	(76)	38	–
Non-trading financial assets at fair value through profit or loss									
Securities	980	98	–	232	(76)	–	(1)	1,233	80
	980	98	–	232	(76)	–	(1)	1,233	80
Financial assets at fair value through other comprehensive income									
Other debt securities	27	–	(3)	3	(20)	–	–	7	–
Equity securities	2,377	–	(7)	1,171	(205)	19	–	3,355	3
	$ 2,404	$ –	$ (10)	$ 1,174	$ (225)	$ 19	$ –	$ 3,362	$ 3
FINANCIAL LIABILITIES									
Trading deposits[6]	$ (985)	$ (13)	$ –	$ (122)	$ 540	$ –	$ 75	$ (505)	$ (6)
Derivatives[7]									
Interest rate contracts	(126)	(70)	–	–	38	–	–	(158)	(34)
Foreign exchange contracts	(6)	14	–	–	2	(14)	5	1	4
Equity contracts	(21)	(5)	–	–	(2)	3	1	(24)	(6)
Commodity contracts	(1)	(5)	–	–	(4)	–	–	(10)	(9)
	(154)	(66)	–	–	34	(11)	6	(191)	(45)
Financial liabilities designated at fair value through profit or loss	(22)	127	–	(260)	131	–	–	(24)	127

	Fair value as at November 1 2022	Total realized and unrealized gains (losses) Included in income[2]	Included in OCI[3,4]	Movements[5] Purchases/ Issuances	Sales/ Settlements	Transfers Into Level 3	Out of Level 3	Fair value as at October 31 2023	Change in unrealized gains (losses) on instruments still held[2]
FINANCIAL ASSETS									
Trading loans, securities, and other									
Government and government-related securities	$ –	$ –	$ –	$ 33	$ –	$ 34	$ –	$ 67	$ –
Other debt securities	49	7	–	111	(145)	95	(52)	65	1
Equity securities	–	(2)	–	41	(29)	–	–	10	2
	49	5	–	185	(174)	129	(52)	142	3
Non-trading financial assets at fair value through profit or loss									
Securities	845	4	–	187	(56)	–	–	980	(17)
	845	4	–	187	(56)	–	–	980	(17)
Financial assets at fair value through other comprehensive income									
Other debt securities	60	–	(6)	22	(28)	–	(21)	27	–
Equity securities	2,477	–	(565)	2,473	(2,008)	–	–	2,377	(382)
	$ 2,537	$ –	$ (571)	$ 2,495	$ (2,036)	$ –	$ (21)	$ 2,404	$ (382)
FINANCIAL LIABILITIES									
Trading deposits[6]	$ (416)	$ (57)	$ –	$ (539)	$ 30	$ (15)	$ 12	$ (985)	$ (43)
Derivatives[7]									
Interest rate contracts	(156)	(47)	–	–	77	–	–	(126)	25
Foreign exchange contracts	4	(2)	–	–	(1)	(8)	1	(6)	2
Equity contracts	(59)	35	–	26	(17)	(1)	(5)	(21)	24
Commodity contracts	27	24	–	–	(52)	–	–	(1)	(1)
	(184)	10	–	26	7	(9)	(4)	(154)	50
Financial liabilities designated at fair value through profit or loss	(44)	(89)	–	(486)	597	–	–	(22)	(89)

[1] Includes foreign exchange.

[2] Gains/losses on financial assets and liabilities are recognized within Non-interest income on the Consolidated Statement of Income.

[3] Other comprehensive income.

[4] Includes realized gains/losses transferred to retained earnings on disposal of equities designated at FVOCI. Refer to Note 7 for further details.

[5] Changes in unrealized gains/losses on financial assets at FVOCI are recognized in AOCI.

[6] Issuances and repurchases of trading deposits are reported on a gross basis.

[7] Consists of derivative assets of $30 million (October 31, 2023/November 1, 2023 – $32 million; November 1, 2022 – $50 million) and derivative liabilities of $221 million (October 31, 2023/November 1, 2023 – $176 million; November 1, 2022 – $234 million), which have been netted in this table for presentation purposes only.

***(g)* VALUATION OF ASSETS AND LIABILITIES CLASSIFIED AS LEVEL 3**

Significant unobservable inputs in Level 3 positions

The following section discusses the significant unobservable inputs for Level 3 positions and assesses the potential effect that a change in each unobservable input may have on the fair value measurement.

Price Equivalent

Certain financial instruments, mainly debt and equity securities, are valued using price equivalents when market prices are not available, with fair value measured by comparison with observable pricing data from instruments with similar characteristics. For debt securities, the price equivalent is expressed in 'points', and represents a percentage of the par amount. For equity securities, the price equivalent is based on a percentage of a proxy price. There may be wide ranges depending on the liquidity of the securities. New issuances of debt and equity securities are priced at 100% of the issue price.

Correlation

The movements of inputs are not necessarily independent from other inputs. Such relationships, where material to the fair value of a given instrument, are captured via correlation inputs into the pricing models. The Bank includes correlation between the asset class, as well as across asset classes. For example, price correlation is the relationship between prices of equity securities in equity basket derivatives, and quanto correlation is the relationship between instruments which settle in one currency and the underlying securities which are denominated in another currency.

Implied Volatility

Implied volatility is the value of the volatility of the underlying instrument which, when input in an option pricing model, such as Black-Scholes, will return a theoretical value equal to the current market price of the option. Implied volatility is a forward-looking and subjective measure, and differs from historical volatility because the latter is calculated from known past returns of a security.

Funding Ratio

The funding ratio is a significant unobservable input required to value loan commitments issued by the Bank. The funding ratio represents an estimate of the percentage of commitments that are ultimately funded by the Bank. The funding ratio is based on a number of factors such as observed historical funding percentages within the various lending channels and the future economic outlook, considering factors including, but not limited to, competitive pricing and fixed/variable mortgage rate gap. An increase/decrease in the funding ratio will increase/decrease loan commitment liability values in relationship to prevailing interest rates.

Earnings Multiple, Discount Rate, and Liquidity Discount

Earnings multiple, discount rate, and liquidity discount are significant inputs used when valuing certain equity securities. Earnings multiples are selected based on comparable entities and a higher multiple will result in a higher fair value. Discount rates are applied to cash flow forecasts to reflect time value of money and the risks associated with the cash flows. A higher discount rate will result in a lower fair value. Liquidity discounts may be applied as a result of the difference in liquidity between the comparable entity and the equity securities being valued.

Inflation Rate Swap Curve

Inflation rate swap contracts valuation reflects spread between interest rate curves and the inflation rates. The inflation rates are not observable and are determined using proxy inputs such as inflation indices (e.g., Consumer Price Index).

Net Asset Value

The fair value of certain private funds is based on the net asset value determined by the fund managers based on valuation methodologies, as there are no observable prices for these instruments.

Valuation techniques and inputs used in the fair value measurement of Level 3 assets and liabilities

The following table presents the Bank's assets and liabilities recognized at fair value and classified as Level 3, together with the valuation techniques used to measure fair value, the significant inputs used in the valuation technique that are considered unobservable, and a range of values for those unobservable inputs. The range of values represents the highest and lowest inputs used in calculating the fair value.

Valuation Techniques and Inputs Used in the Fair Value Measurement of Level 3 Assets and Liabilities

							As at
			October 31, 2024		October 31, 2023		
	Valuation technique	**Significant unobservable inputs (Level 3)**	**Lower range**	**Upper range**	Lower range	Upper range	**Unit**
Government and government-related securities	**Market comparable**	**Bond price equivalent**	**n/a**[1]	**n/a**	99	100	**points**
Other debt securities	**Market comparable**	**Bond price equivalent**	**–**	**102**	–	103	**points**
Equity securities[2]	**Market comparable**	**New issue price**	**100**	**100**	100	100	**%**
Non-trading financial assets at fair value through profit or loss	**Market comparable**	**New issue price**	**100**	**100**	100	100	**%**
	Discounted cash flow	**Discount rates**	**9**	**9**	9	9	**%**
	EBITDA multiple	**Earnings multiple**	**–**	**20.0**	–	20.0	**times**
	Price-based	**Net Asset Value**[3]	**n/a**	**n/a**	n/a	n/a	
Derivatives							
Interest rate contracts	**Discounted cash flow**	**Inflation rate swap curve**	**2**	**2**	1	2	**%**
	Option model	**Funding ratio**	**75**	**75**	75	75	**%**
	Swaption Model	**Currency-specific volatility**	**56**	**319**	n/a	n/a	**%**
Foreign exchange contracts	**Option model**	**Currency-specific volatility**	**5**	**26**	5	14	**%**
Equity contracts	**Option model**	**Price correlation**	**16**	**67**	55	86	**%**
		Quanto correlation	**n/a**	**n/a**	–	68	**%**
		Dividend yield	**2**	**7**	–	7	**%**
		Equity volatility	**13**	**27**	14	41	**%**
Commodity contracts	**Option model**	**Quanto correlation**	**(67)**	**(47)**	(67)	(47)	**%**
Trading deposits	**Option model**	**Quanto correlation**	**n/a**	**n/a**	–	68	**%**
		Dividend yield	**n/a**	**n/a**	–	4	**%**
		Equity volatility	**n/a**	**n/a**	14	20	**%**
	Swaption model	**Currency-specific volatility**	**53**	**319**	50	503	**%**
Financial liabilities designated at fair value through profit or loss	**Option model**	**Funding ratio**	**2**	**70**	4	70	**%**

[1] Not applicable.

[2] Equity securities exclude the fair value of Federal Reserve stock and FHLB stock of $3.8 billion (October 31, 2023 – $2.2 billion) which are redeemable by the issuer at cost which approximates fair value. These securities cannot be traded in the market, hence, these securities have not been subjected to the sensitivity analysis.

[3] Net asset value information for private funds has not been disclosed due to the wide range in prices for these instruments.

The following table summarizes the potential effect of using reasonably possible alternative assumptions for financial assets and financial liabilities held, that are classified in Level 3 of the fair value hierarchy as at October 31, 2024 and October 31, 2023. For trading securities, non-trading securities at FVTPL and equity securities at FVOCI, the sensitivity was calculated based on an upward and downward shock of the fair value reported. For trading deposits, the sensitivity was calculated by varying unobservable inputs which may include volatility, credit spreads, and correlation. For interest rate derivatives, the Bank performed a sensitivity analysis on the mortgage spreads and unobservable inflation curve. For equity derivatives, the sensitivity was calculated by using reasonably possible alternative assumptions by shocking correlation, or the price and volatility of the underlying equity instrument. For financial liabilities designated at FVTPL, the sensitivity was calculated based on an upward and downward shock of the funding ratio.

Sensitivity Analysis of Level 3 Financial Assets and Liabilities

(millions of Canadian dollars)	October 31, 2024		As at October 31, 2023	
	Impact to net assets		Impact to net assets	
	Decrease in fair value	**Increase in fair value**	Decrease in fair value	Increase in fair value
FINANCIAL ASSETS				
Trading loans, securities, and other				
Securities	**$ 3**	**$ 1**	$ 10	$ 2
Non-trading financial assets at fair value through profit or loss				
Securities	**155**	**39**	133	49
Financial assets at fair value through other comprehensive income				
Equity securities	**30**	**12**	25	13
FINANCIAL LIABILITIES				
Trading deposits	**–**	**–**	–	–
Derivatives				
Interest rate contracts	**28**	**17**	25	16
Equity contracts	**1**	**–**	2	1
	29	**17**	27	17
Financial liabilities designated at fair value through profit or loss	**2**	**4**	5	5
Total	**$ 219**	**$ 73**	$ 200	$ 86

For the years ended October 31, 2024 and 2023, the aggregate difference yet to be recognized in net income due to the difference between the transaction price and the amount determined using valuation techniques with significant non-observable inputs at initial recognition were immaterial.

(h) FINANCIAL INSTRUMENTS DESIGNATED AT FAIR VALUE

Securities Designated at Fair Value through Profit or Loss

Certain securities supporting insurance contract liabilities within the Bank's insurance underwriting subsidiaries have been designated at FVTPL to eliminate or significantly reduce an accounting mismatch. Insurance contract liabilities are measured using a discount factor and changes in the discount factor are recognized on the Consolidated Statement of Income. The unrealized gains or losses on securities designated at FVTPL are recognized on the Consolidated Statement of Income in the same period as gains or losses resulting from changes to the discount rate used to value the insurance contract liabilities.

In addition, certain debt securities have been designated at FVTPL as they are economically hedged with derivatives and the designation eliminates or significantly reduces an accounting mismatch.

Financial Liabilities Designated at Fair Value through Profit or Loss

Certain deposits have been designated at FVTPL to reduce an accounting mismatch from related economic hedges, and are included in Financial liabilities designated at FVTPL on the Consolidated Balance Sheet. In addition, certain obligations related to securities sold under repurchase agreements have been designated at FVTPL as the instruments are part of a portfolio that is managed on a fair value basis and have been included in Obligations related to securities sold under repurchase agreements on the Consolidated Balance Sheet. The fair value of obligations related to securities sold under repurchase agreements designated at FVTPL was $9,736 million as at October 31, 2024 (October 31, 2023 – $7,974 million).

For financial liabilities designated at FVTPL, the estimated amount that the Bank would be contractually required to pay at maturity, which is based on notional amounts, was $2,744 million less than its fair value as at October 31, 2024 (October 31, 2023 – $2,897 million).

NOTE 6: OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Bank enters into netting agreements with counterparties (such as clearing houses) to manage the credit risks associated primarily with repurchase and reverse repurchase transactions, securities borrowing and lending transactions, and OTC and exchange-traded derivatives. These netting agreements and similar arrangements generally allow the counterparties to set-off liabilities against available assets received. The right to set-off is a legal right to settle or otherwise eliminate all or a portion of an amount due by applying against that amount an amount receivable from the other party. These agreements effectively reduce the Bank's credit exposure by what it would have been if those same counterparties were liable for the gross exposure on the same underlying contracts.

Netting arrangements are typically constituted by a master netting agreement which specifies the general terms of the agreement between the counterparties, including information on the basis of the netting calculation, types of collateral, and the definition of default and other termination events for transactions executed under the agreement. The master netting agreements contain the terms and conditions by which all (or as many as possible) relevant transactions between the counterparties are governed. Multiple individual transactions are subsumed under this general master netting agreement, forming a single legal contract under which the counterparties conduct their relevant mutual business. In addition to the mitigation of credit risk, placing individual transactions under a single master netting agreement that provides for netting of transactions in scope also helps to mitigate settlement risks associated with transacting in multiple jurisdictions or across multiple contracts. These arrangements include clearing agreements, global master repurchase agreements, and global master securities lending agreements.

In the normal course of business, the Bank enters into contracts to buy and sell goods and services from various suppliers. Some of these contracts may have netting provisions that allow for the offset of various trade payables and receivables in the event of default of one of the parties. While these are not disclosed in the following table, the gross amount of all payables and receivables to and from the Bank's vendors is disclosed in Note 16 in accounts receivable and other items, and in Note 18 in accounts payable, accrued expenses, and other items.

The Bank also enters into regular way purchases and sales of stocks and bonds. Some of these transactions may have netting provisions that allow for the offset of broker payables and broker receivables related to these purchases and sales. While these are not disclosed in the following table, the amount of receivables are presented in amounts receivable from brokers, dealers, and clients, and payables are disclosed in amounts payable to brokers, dealers, and clients.

The following table provides a summary of the financial assets and liabilities which are subject to enforceable master netting agreements and similar arrangements, including amounts not otherwise set-off on the Consolidated Balance Sheet, as well as financial collateral received to mitigate credit exposures for these financial assets and liabilities. The gross financial assets and liabilities are reconciled to net amounts and are presented within the associated line on the Consolidated Balance Sheet, after transactions with the same counterparties have been offset. Related amounts and collateral received that are not offset on the Consolidated Balance Sheet, but are otherwise subject to the same enforceable netting agreements and similar arrangements, are then presented to arrive at a net amount.

Offsetting Financial Assets and Financial Liabilities

(millions of Canadian dollars)

As at

						October 31, 2024
				Amounts subject to an enforceable master netting agreement or similar arrangement that are not offset in the Consolidated Balance Sheet [1,2]		
	Gross amounts of recognized financial instruments before balance sheet netting	**Gross amounts of recognized financial instruments offset in the Consolidated Balance Sheet**	**Net amount of financial instruments presented in the Consolidated Balance Sheet**	**Amounts subject to an enforceable master netting agreement**	**Collateral**	**Net Amount**
Financial Assets						
Derivatives	**$ 79,949**	**$ 1,888**	**$ 78,061**	**$ 42,849**	**$ 14,214**	**$ 20,998**
Securities purchased under reverse repurchase agreements	**225,475**	**17,258**	**208,217**	**20,904**	**184,116**	**3,197**
Total	**305,424**	**19,146**	**286,278**	**63,753**	**198,330**	**24,195**
Financial Liabilities						
Derivatives	**70,256**	**1,888**	**68,368**	**42,849**	**19,903**	**5,616**
Obligations related to securities sold under repurchase agreements	**219,158**	**17,258**	**201,900**	**20,904**	**179,318**	**1,678**
Total	**$ 289,414**	**$ 19,146**	**$ 270,268**	**$ 63,753**	**$ 199,221**	**$ 7,294**

						October 31, 2023
Financial Assets						
Derivatives	$ 93,867	$ 6,485	$ 87,382	$ 47,300	$ 13,526	$ 26,556
Securities purchased under reverse repurchase agreements	232,211	27,878	204,333	12,291	188,510	3,532
Total	326,078	34,363	291,715	59,591	202,036	30,088
Financial Liabilities						
Derivatives	78,125	6,485	71,640	47,300	14,279	10,061
Obligations related to securities sold under repurchase agreements	194,732	27,878	166,854	12,291	153,090	1,473
Total	$ 272,857	$ 34,363	$ 238,494	$ 59,591	$ 167,369	$ 11,534

[1] Excess collateral as a result of overcollateralization has not been reflected in the table.
[2] Includes amounts where the contractual set-off rights are subject to uncertainty under the laws of the relevant jurisdiction.

NOTE 7: SECURITIES

Securities are held by the Bank for both trading and non-trading activities. Trading securities are included in Trading loans, securities, and other on the Consolidated Balance Sheet. Non-trading securities are included in Non-trading financial assets at FVTPL, Financial assets designated at FVTPL, Financial assets at FVOCI, or Debt securities at amortized cost, net of allowance for credit losses on the Consolidated Balance Sheet.

(a) REMAINING TERMS TO MATURITIES OF SECURITIES

The remaining terms to contractual maturities of the securities held by the Bank are shown on the following table.

Securities Maturity Schedule

(millions of Canadian dollars)

	Remaining terms to maturities [1]						As at October 31 2024	As at October 31 2023
	Within 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years to 10 years	Over 10 years	With no specific maturity	Total	Total
Trading securities								
Government and government-related securities								
Canadian government debt								
Federal	$ 4,765	$ 1,228	$ 1,876	$ 1,238	$ 1,135	$ –	$ 10,242	$ 9,145
Provinces	872	1,023	669	1,558	2,276	–	6,398	7,445
U.S. federal, state, municipal governments, and agencies debt	4,308	2,215	1,580	2,686	8,072	–	18,861	24,394
Other OECD government-guaranteed debt	7,790	861	354	497	220	–	9,722	8,811
Mortgage-backed securities								
Residential	459	480	97	4	–	–	1,040	1,484
Commercial	110	49	74	79	–	–	312	214
	18,304	5,856	4,650	6,062	11,703	–	46,575	51,493
Other debt securities								
Canadian issuers	900	2,722	1,037	1,194	770	–	6,623	6,072
Other issuers	3,547	7,409	2,788	1,428	686	1	15,859	14,613
	4,447	10,131	3,825	2,622	1,456	1	22,482	20,685
Equity securities								
Common shares	–	–	–	–	–	68,670	68,670	54,204
Preferred shares	–	–	–	–	–	58	58	33
	–	–	–	–	–	68,728	68,728	54,237
Retained interests	–	–	1	–	–	–	1	3
Total trading securities	$ 22,751	$ 15,987	$ 8,476	$ 8,684	$ 13,159	$ 68,729	$ 137,786	$ 126,418
Non-trading financial assets at fair value through profit or loss								
Government and government-related securities								
U.S. federal, state, municipal governments, and agencies debt	$ –	$ –	$ –	$ –	$ 271	$ –	$ 271	$ 288
	–	–	–	–	271	–	271	288
Other debt securities								
Canadian issuers	20	82	161	31	–	618	912	750
Asset-backed securities	2	13	373	11	15	–	414	1,885
Other issuers	–	–	–	–	–	50	50	48
	22	95	534	42	15	668	1,376	2,683
Equity securities								
Common shares	–	–	–	–	–	1,105	1,105	816
Preferred shares	–	–	–	–	–	60	60	58
	–	–	–	–	–	1,165	1,165	874
Total non-trading financial assets at fair value through profit or loss	$ 22	$ 95	$ 534	$ 42	$ 286	$ 1,833	$ 2,812	$ 3,845
Financial assets designated at fair value through profit or loss								
Government and government-related securities								
Canadian government debt								
Federal	$ 251	$ 30	$ 10	$ –	$ 3	$ –	$ 294	$ 484
Provinces	511	424	247	1,202	47	12	2,443	1,817
U.S. federal, state, municipal governments, and agencies debt	–	9	–	–	–	–	9	8
Other OECD government-guaranteed debt	188	104	18	–	–	–	310	411
	950	567	275	1,202	50	12	3,056	2,720
Other debt securities								
Canadian issuers	988	882	395	58	66	6	2,395	2,577
Other issuers	71	817	73	5	–	–	966	521
	1,059	1,699	468	63	66	6	3,361	3,098
Total financial assets designated at fair value through profit or loss	$ 2,009	$ 2,266	$ 743	$ 1,265	$ 116	$ 18	$ 6,417	$ 5,818

[1] Represents contractual maturities. Actual maturities may differ due to prepayment privileges in the applicable contract.

Securities Maturity Schedule (Continued)

(millions of Canadian dollars)

	Remaining terms to maturities [1]						As at October 31 2024	As at October 31 2023
	Within 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years to 10 years	Over 10 years	With no specific maturity	Total	Total
Securities at fair value through other comprehensive income								
Government and government-related securities								
Canadian government debt								
Federal	$ 4,587	$ 1,070	$ 3,447	$ 8,651	$ 384	$ –	$ 18,139	$ 18,210
Provinces	2,807	2,376	6,346	9,609	132	–	21,270	19,940
U.S. federal, state, municipal governments, and agencies debt	19,837	3,333	1,780	8,179	2,068	–	35,197	11,002
Other OECD government-guaranteed debt	863	521	173	122	–	–	1,679	1,498
Mortgage-backed securities	5	1,539	593	–	–	–	2,137	2,277
	28,099	8,839	12,339	26,561	2,584	–	78,422	52,927
Other debt securities								
Asset-backed securities	–	–	38	94	1,252	–	1,384	4,114
Corporate and other debt	1,391	2,600	1,679	2,097	1,679	–	9,446	8,890
	1,391	2,600	1,717	2,191	2,931	–	10,830	13,004
Equity securities								
Common shares	–	–	–	–	–	3,914	3,914	3,170
Preferred shares	–	–	–	–	–	501	501	343
	–	–	–	–	–	4,415	4,415	3,513
Total securities at fair value through other comprehensive income	$ 29,490	$ 11,439	$ 14,056	$ 28,752	$ 5,515	$ 4,415	$ 93,667	$ 69,444
Debt securities at amortized cost, net of allowance for credit losses								
Government and government-related securities								
Canadian government debt								
Federal	$ 1,858	$ 12,431	$ 5,222	$ 2,095	$ 1,385	$ –	$ 22,991	$ 25,344
Provinces	1,587	2,496	5,192	9,339	–	–	18,614	17,474
U.S. federal, state, municipal governments, and agencies debt	3,565	19,028	28,157	28,363	44,986	–	124,099	146,217
Other OECD government-guaranteed debt	11,134	18,391	7,133	2,736	–	–	39,394	41,269
	18,144	52,346	45,704	42,533	46,371	–	205,098	230,304
Other debt securities								
Asset-backed securities	49	6,653	3,821	6,734	12,451	–	29,708	39,888
Non-agency collateralized mortgage obligation portfolio	–	–	–	209	15,153	–	15,362	16,791
Canadian issuers	309	2,899	392	1,122	–	–	4,722	4,552
Other issuers	2,547	6,099	6,044	2,035	–	–	16,725	16,481
	2,905	15,651	10,257	10,100	27,604	–	66,517	77,712
Total debt securities at amortized cost, net of allowance for credit losses	21,049	67,997	55,961	52,633	73,975	–	271,615	308,016
Total securities	$ 75,321	$ 97,784	$ 79,770	$ 91,376	$ 93,051	$ 74,995	$ 512,297	$ 513,541

[1] Represents contractual maturities. Actual maturities may differ due to prepayment privileges in the applicable contract.

***(b)* UNREALIZED SECURITIES GAINS (LOSSES)**

The following table summarizes the unrealized gains and losses as at October 31, 2024 and October 31, 2023.

Unrealized Securities Gains (Losses) for Securities at Fair Value Through Other Comprehensive Income

(millions of Canadian dollars)	October 31, 2024				As at October 31, 2023			
	Cost/ amortized cost[1]	**Gross unrealized gains**	**Gross unrealized (losses)**	**Fair value**	Cost/ amortized cost[1]	Gross unrealized gains	Gross unrealized (losses)	Fair value
Government and government-related securities								
Canadian government debt								
Federal	**$ 18,281**	**$ 17**	**$ (159)**	**$ 18,139**	$ 18,335	$ 45	$ (170)	$ 18,210
Provinces	**21,263**	**77**	**(70)**	**21,270**	19,953	105	(118)	19,940
U.S. federal, state, municipal governments, and agencies debt	**35,371**	**22**	**(196)**	**35,197**	11,260	17	(275)	11,002
Other OECD government-guaranteed debt	**1,687**	**1**	**(9)**	**1,679**	1,521	1	(24)	1,498
Mortgage-backed securities	**2,125**	**17**	**(5)**	**2,137**	2,313	–	(36)	2,277
	78,727	**134**	**(439)**	**78,422**	53,382	168	(623)	52,927
Other debt securities								
Asset-backed securities	**1,397**	**1**	**(14)**	**1,384**	4,146	–	(32)	4,114
Corporate and other debt	**9,419**	**77**	**(50)**	**9,446**	8,946	43	(99)	8,890
	10,816	**78**	**(64)**	**10,830**	13,092	43	(131)	13,004
Total debt securities	**89,543**	**212**	**(503)**	**89,252**	66,474	211	(754)	65,931
Equity securities								
Common shares	**3,810**	**176**	**(72)**	**3,914**	3,191	95	(116)	3,170
Preferred shares	**632**	**29**	**(160)**	**501**	566	1	(224)	343
	4,442	**205**	**(232)**	**4,415**	3,757	96	(340)	3,513
Total securities at fair value through other comprehensive income	**$ 93,985**	**$ 417**	**$ (735)**	**$ 93,667**	$ 70,231	$ 307	$ (1,094)	$ 69,444

[1] Includes the foreign exchange translation of amortized cost balances at the period-end spot rate.

***(c)* EQUITY SECURITIES DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

The Bank designated certain equity securities at FVOCI. The following table summarizes the fair value of equity securities designated at FVOCI as at October 31, 2024 and October 31, 2023, and dividend income recognized on these securities for the years ended October 31, 2024 and October 31, 2023.

Equity Securities Designated at Fair Value Through Other Comprehensive Income

(millions of Canadian dollars)	As at		For the years ended	
	October 31, 2024	October 31, 2023	**October 31, 2024**	October 31, 2023
	Fair value		**Dividend income recognized**	
Common shares	**$ 3,914**	$ 3,170	**$ 153**	$ 476
Preferred shares	**501**	343	**155**	136
Total	**$ 4,415**	$ 3,513	**$ 308**	$ 612

The Bank disposed of certain equity securities in line with the Bank's investment strategy and disposed of FHLB stocks in accordance with FHLB member stockholding requirements, as follows:

Equity Securities Net Realized Gains (Losses)

(millions of Canadian dollars)	For the years ended	
	October 31 2024	October 31 2023
Equity Securities[1]		
Fair value	**$ 643**	$ 230
Cumulative realized gain/(loss)	**121**	(18)
FHLB Stock		
Fair value	**187**	1,575
Cumulative realized gain/(loss)	**–**	–

[1] Includes disposal of the Bank's holdings in First Horizon Corporation ("First Horizon") common shares in the third quarter of fiscal 2024.

***(d)* DEBT SECURITIES NET REALIZED GAINS (LOSSES)**

The Bank disposed of certain debt securities measured at amortized cost and FVOCI during the year. The following table summarizes the net realized gains and losses on securities disposed of during the years ended October 31, 2024 and October 31, 2023, which are included in Other income (loss) on the Consolidated Statement of Income.

Debt Securities Net Realized Gains (Losses)

(millions of Canadian dollars)	For the years ended	
	October 31 2024	October 31 2023
Debt securities at amortized cost[1]	**$ (381)**	$ (57)
Debt securities at fair value through other comprehensive income	**23**	9
Total	**$ (358)**	$ (48)

[1] Includes $311 million (US$226 million) (October 31, 2023 – nil) of pre-tax losses on debt securities at amortized cost related to the balance sheet restructuring initiative undertaken in U.S. Retail segment. Refer to Note 26 for additional information regarding the asset limitation on TD's two U.S. bank subsidiaries. As of December 4, 2024, the Bank has sold additional debt securities during the first quarter of fiscal 2025, resulting in approximately an additional $330 million (US$236 million) of pre-tax losses on debt securities at amortized cost.

***(e)* CREDIT QUALITY OF DEBT SECURITIES**

The Bank evaluates non-retail credit risk on an individual borrower basis, using both a BRR and FRR, as detailed in the shaded area of the "Managing Risk" section of the 2024 MD&A. This system is used to assess all non-retail exposures, including debt securities.

The following table provides the gross carrying amounts of debt securities measured at amortized cost and debt securities at FVOCI by internal risk rating for credit risk management purposes, presenting separately those debt securities that are subject to Stage 1, Stage 2, and Stage 3 allowances. Refer to the "Allowance for Credit Losses" table in Note 8 for details regarding the allowance and provision for credit losses on debt securities.

Debt Securities by Risk Rating

(millions of Canadian dollars)								*As at*
	October 31, 2024				October 31, 2023			
	Stage 1	**Stage 2**	**Stage 3**	**Total**	Stage 1	Stage 2	Stage 3	Total
Debt securities[1]								
Investment grade	**$ 360,272**	**$ –**	**$ n/a**	**$ 360,272**	$ 373,317	$ –	$ n/a	$ 373,317
Non-investment grade	**439**	**91**	**n/a**	**530**	519	–	n/a	519
Watch and classified	**n/a**	**68**	**n/a**	**68**	n/a	113	n/a	113
Default	**n/a**	**n/a**	**–**	**–**	n/a	n/a	–	–
Total debt securities	**360,711**	**159**	**–**	**360,870**	373,836	113	–	373,949
Allowance for credit losses on debt securities at amortized cost	**3**	**–**	**–**	**3**	2	–	–	2
Total debt securities, net of allowance	**$ 360,708**	**$ 159**	**$ –**	**$ 360,867**	$ 373,834	$ 113	$ –	$ 373,947

[1] Includes debt securities backed by government-guaranteed loans of $3 million (October 31, 2023 – $104 million), which are reported in Non-investment grade or a lower risk rating based on the issuer's credit risk.

As at October 31, 2024, total debt securities, net of allowance, in the table above, include debt securities measured at amortized cost, net of allowance, of $271,615 million (October 31, 2023 – $308,016 million), and debt securities measured at FVOCI of $ 89,252 million (October 31, 2023 – $65,931 million).

The difference between probability-weighted ECLs and base ECLs on debt securities at FVOCI and at amortized cost as at both October 31, 2024 and October 31, 2023, was insignificant. Refer to Note 3 for further details.

NOTE 8: LOANS, IMPAIRED LOANS, AND ALLOWANCE FOR CREDIT LOSSES

***(a)* LOANS AND ACCEPTANCES**

The following table provides details regarding the Bank's loans and acceptances as at October 31, 2024 and October 31, 2023.

Loans and Acceptances

(millions of Canadian dollars)	*As at October 31*	
	2024	2023
Residential mortgages	**$ 331,649**	$ 320,341
Consumer instalment and other personal	**228,382**	217,554
Credit card	**40,639**	38,660
Business and government	**356,973**	326,528
	957,643	903,083
Customers' liability under acceptances	**–**	17,569
Loans at FVOCI **(Note 5)**	**230**	421
Total loans and acceptances	**957,873**	921,073
Total allowance for loan losses	**8,094**	7,136
Total loans and acceptances, net of allowance	**$ 949,779**	$ 913,937

Business and government loans (including loans at FVOCI) and customers' liability under acceptances are grouped together as reflected below for presentation in the "Loans and Acceptances by Risk Rating" table.

Loans and Acceptances – Business and Government

(millions of Canadian dollars)	*As at October 31*	
	2024	2023
Loans at amortized cost	**$ 356,973**	$ 326,528
Customers' liability under acceptances	**–**	17,569
Loans at FVOCI **(Note 5)**	**230**	421
Loans and acceptances	**357,203**	344,518
Allowance for loan losses	**3,583**	2,990
Loans and acceptances, net of allowance	**$ 353,620**	$ 341,528

***(b)* CREDIT QUALITY OF LOANS**

In the retail portfolio, including individuals and small businesses, the Bank manages exposures on a pooled basis, using predictive credit scoring techniques. For non-retail exposures, each borrower is assigned a BRR that reflects the PD of the borrower using proprietary industry and sector specific risk models and expert judgment. Refer to the shaded areas of the "Managing Risk" section of the 2024 MD&A for further details, including the mapping of PD ranges to risk levels for retail exposures as well as the Bank's 21-point BRR scale to risk levels and external ratings for non-retail exposures.

The following tables provide the gross carrying amounts of loans, acceptances, and credit risk exposures on loan commitments and financial guarantee contracts by internal risk rating for credit risk management purposes, presenting separately those that are subject to Stage 1, Stage 2, and Stage 3 allowances.

Loans and Acceptances by Risk Rating

(millions of Canadian dollars)

	October 31, 2024				As at October 31, 2023			
	Stage 1	**Stage 2**	**Stage 3**	**Total**	Stage 1	Stage 2	Stage 3	Total
Residential mortgages[1,2,3]								
Low Risk	**$ 238,101**	**$ 655**	**$ n/a**	**$ 238,756**	$ 225,596	$ 46	$ n/a	$ 225,642
Normal Risk	**65,318**	**13,620**	**n/a**	**78,938**	70,423	11,324	n/a	81,747
Medium Risk	**370**	**9,614**	**n/a**	**9,984**	110	9,581	n/a	9,691
High Risk	**5**	**3,201**	**347**	**3,553**	10	2,573	325	2,908
Default	**n/a**	**n/a**	**418**	**418**	n/a	n/a	353	353
Total loans	**303,794**	**27,090**	**765**	**331,649**	296,139	23,524	678	320,341
Allowance for loan losses	**116**	**189**	**60**	**365**	154	192	57	403
Loans, net of allowance	**303,678**	**26,901**	**705**	**331,284**	295,985	23,332	621	319,938
Consumer instalment and other personal[4]								
Low Risk	**101,171**	**2,624**	**n/a**	**103,795**	100,102	2,278	n/a	102,380
Normal Risk	**66,105**	**12,054**	**n/a**	**78,159**	60,613	13,410	n/a	74,023
Medium Risk	**27,188**	**6,352**	**n/a**	**33,540**	24,705	5,816	n/a	30,521
High Risk	**4,017**	**7,881**	**412**	**12,310**	4,122	5,700	323	10,145
Default	**n/a**	**n/a**	**578**	**578**	n/a	n/a	485	485
Total loans	**198,481**	**28,911**	**990**	**228,382**	189,542	27,204	808	217,554
Allowance for loan losses	**667**	**1,120**	**262**	**2,049**	653	959	197	1,809
Loans, net of allowance	**197,814**	**27,791**	**728**	**226,333**	188,889	26,245	611	215,745
Credit card								
Low Risk	**6,902**	**16**	**n/a**	**6,918**	6,499	12	n/a	6,511
Normal Risk	**11,714**	**188**	**n/a**	**11,902**	11,171	134	n/a	11,305
Medium Risk	**12,908**	**1,122**	**n/a**	**14,030**	12,311	1,163	n/a	13,474
High Risk	**2,832**	**4,382**	**437**	**7,651**	2,567	4,289	401	7,257
Default	**n/a**	**n/a**	**138**	**138**	n/a	n/a	113	113
Total loans	**34,356**	**5,708**	**575**	**40,639**	32,548	5,598	514	38,660
Allowance for loan losses	**704**	**1,015**	**378**	**2,097**	709	913	312	1,934
Loans, net of allowance	**33,652**	**4,693**	**197**	**38,542**	31,839	4,685	202	36,726
Business and government[1,2,3,5]								
Investment grade or Low/Normal Risk	**158,425**	**102**	**n/a**	**158,527**	159,477	101	n/a	159,578
Non-investment grade or Medium Risk	**166,892**	**11,851**	**n/a**	**178,743**	161,651	10,278	n/a	171,929
Watch and classified or High Risk	**704**	**16,610**	**89**	**17,403**	604	11,017	75	11,696
Default	**n/a**	**n/a**	**2,530**	**2,530**	n/a	n/a	1,315	1,315
Total loans and acceptances	**326,021**	**28,563**	**2,619**	**357,203**	321,732	21,396	1,390	344,518
Allowance for loan losses	**983**	**1,758**	**842**	**3,583**	1,157	1,371	462	2,990
Loans and acceptances, net of allowance	**325,038**	**26,805**	**1,777**	**353,620**	320,575	20,025	928	341,528
Total loans and acceptances[6]	**862,652**	**90,272**	**4,949**	**957,873**	839,961	77,722	3,390	921,073
Total allowance for loan losses[6]	**2,470**	**4,082**	**1,542**	**8,094**	2,673	3,435	1,028	7,136
Total loans and acceptances, net of allowance[6]	**$ 860,182**	**$ 86,190**	**$ 3,407**	**$ 949,779**	$ 837,288	$ 74,287	$ 2,362	$ 913,937

[1] Includes impaired loans with a balance of $259 million (October 31, 2023 – $271 million) which did not have a related allowance for loan losses as the realizable value of the collateral exceeded the loan amount.

[2] Excludes trading loans and non-trading loans at FVTPL with a fair value of $24 billion (October 31, 2023 – $17 billion) and $3 billion (October 31, 2023 – $3 billion), respectively.

[3] Includes insured mortgages of $31 billion (October 31, 2023 – $74 billion).

[4] Includes Canadian government-insured real estate personal loans of $5 billion (October 31, 2023 – $7 billion).

[5] Includes loans guaranteed by government agencies of $24 billion (October 31, 2023 – $26 billion), which are primarily reported in non-investment grade or a lower risk rating based on borrowers' credit risk.

[6] Stage 3 includes ACI loans of nil (October 31, 2023 – $91 million) and a related allowance for loan losses of nil (October 31, 2023 – $6 million), which have been included in the "Default" risk rating category as they were impaired at acquisition.

Loans and Acceptances by Risk Rating (Continued) **– Off-Balance Sheet Credit Instruments[1]**

(millions of Canadian dollars)

	October 31, 2024				As at October 31, 2023			
	Stage 1	**Stage 2**	**Stage 3**	**Total**	Stage 1	Stage 2	Stage 3	Total
Retail Exposures[2]								
Low Risk	**$ 268,234**	**$ 1,365**	**$ n/a**	**$ 269,599**	$ 254,231	$ 1,093	$ n/a	$ 255,324
Normal Risk	**93,576**	**1,332**	**n/a**	**94,908**	91,474	1,112	n/a	92,586
Medium Risk	**18,562**	**1,247**	**n/a**	**19,809**	19,774	1,079	n/a	20,853
High Risk	**1,126**	**1,181**	**–**	**2,307**	1,209	1,198	–	2,407
Default	**n/a**	**n/a**	**–**	**–**	n/a	n/a	–	–
Non-Retail Exposures[3]								
Investment grade	**287,830**	**–**	**n/a**	**287,830**	264,029	–	n/a	264,029
Non-investment grade	**99,866**	**6,968**	**n/a**	**106,834**	98,068	4,396	n/a	102,464
Watch and classified	**328**	**5,418**	**–**	**5,746**	218	4,158	–	4,376
Default	**n/a**	**n/a**	**252**	**252**	n/a	n/a	107	107
Total off-balance sheet credit instruments	**769,522**	**17,511**	**252**	**787,285**	729,003	13,036	107	742,146
Allowance for off-balance sheet credit instruments	**439**	**593**	**11**	**1,043**	476	565	8	1,049
Total off-balance sheet credit instruments, net of allowance	**$ 769,083**	**$ 16,918**	**$ 241**	**$ 786,242**	$ 728,527	$ 12,471	$ 99	$ 741,097

[1] Exclude mortgage commitments.
[2] Includes $384 billion (October 31, 2023 – $369 billion) of personal lines of credit and credit card lines, which are unconditionally cancellable at the Bank's discretion at any
[3] Includes $66 billion (October 31, 2023 – $62 billion) of the undrawn component of uncommitted credit and liquidity facilities.

(c) **IMPAIRED LOANS**

The following table presents information related to the Bank's impaired loans as at October 31, 2024 and October 31, 2023.

Impaired Loans[1]

(millions of Canadian dollars)

	October 31, 2024				As at October 31, 2023			
	Unpaid principal balance[2]	**Carrying value**	**Related allowance for credit losses**	**Average gross impaired loans**	Unpaid principal balance[2]	Carrying value	Related allowance for credit losses	Average gross impaired loans
Residential mortgages	**$ 827**	**$ 765**	**$ 60**	**$ 685**	$ 665	$ 618	$ 57	$ 618
Consumer instalment and other personal	**1,045**	**990**	**262**	**894**	849	795	197	735
Credit card	**575**	**575**	**378**	**544**	514	514	312	425
Business and government	**2,812**	**2,619**	**842**	**1,875**	1,473	1,372	456	1,034
Total	**$ 5,259**	**$ 4,949**	**$ 1,542**	**$ 3,998**	$ 3,501	$ 3,299	$ 1,022	$ 2,812

[1] Balances exclude ACI loans.
[2] Represents contractual amount of principal owed.

(d) **ALLOWANCE FOR CREDIT LOSSES**

The following table provides details on the Bank's allowance for credit losses as at and for the years ended October 31, 2024 and October 31, 2023, including allowance for off-balance sheet instruments in the applicable categories.

Allowance for Credit Losses

(millions of Canadian dollars)

	Balance at beginning of year	**Provision for credit losses**	**Write-offs, net of recoveries**	**Foreign exchange, disposals, and other adjustments**	**Balance at end of year**	Balance at beginning of year	Provision for credit losses	Write-offs, net of recoveries	Foreign exchange, disposals, and other adjustments	Balance at end of year
	For the years ended October 31, 2024					*For the years ended* October 31, 2023				
Residential mortgages	**$ 403**	**$ (34)**	**$ (7)**	**$ 3**	**$ 365**	$ 323	$ 85	$ (7)	$ 2	$ 403
Consumer instalment and other personal	**1,895**	**1,407**	**(1,173)**	**4**	**2,133**	1,704	988	(806)	9	1,895
Credit card	**2,577**	**1,676**	**(1,561)**	**7**	**2,699**	2,352	1,327	(1,137)	35	2,577
Business and government	**3,310**	**1,204**	**(536)**	**(38)**	**3,940**	2,984	533	(261)	54	3,310
Total allowance for loan losses, including off-balance sheet instruments	**8,185**	**4,253**	**(3,277)**	**(24)**	**9,137**	7,363	2,933	(2,211)	100	8,185
Debt securities at amortized cost	**2**	**1**	**–**	**–**	**3**	1	–	–	1	2
Debt securities at FVOCI	**2**	**(1)**	**–**	**–**	**1**	2	–	–	–	2
Total allowance for credit losses on debt securities	**4**	**–**	**–**	**–**	**4**	3	–	–	1	4
Total allowance for credit losses	**$ 8,189**	**$ 4,253**	**$ (3,277)**	**$ (24)**	**$ 9,141**	$ 7,366	$ 2,933	$ (2,211)	$ 101	$ 8,189
Comprising:										
Allowance for credit losses on loans at amortized cost	**$ 7,136**				**$ 8,094**	$ 6,432				$ 7,136
Allowance for credit losses on loans at FVOCI	**–**				**–**	–				–
Allowance for loan losses	**7,136**				**8,094**	6,432				7,136
Allowance for off-balance sheet instruments	**1,049**				**1,043**	931				1,049
Allowance for credit losses on debt securities	**4**				**4**	3				4

***(e)* ALLOWANCE FOR LOAN LOSSES BY STAGE**

The following table provides details on the Bank's allowance for loan losses by stage as at and for the years ended October 31, 2024 and October 31, 2023.

Allowance for Loan Losses by Stage

(millions of Canadian dollars)								*For the years ended*
	October 31, 2024				October 31, 2023			
	Stage 1	**Stage 2**	**Stage 3[1]**	**Total**	Stage 1	Stage 2	Stage 3[1]	Total
Residential Mortgages								
Balance at beginning of period	**$ 154**	**$ 192**	**$ 57**	**$ 403**	$ 127	$ 140	$ 56	$ 323
Provision for credit losses								
Transfer to Stage 1 [2]	**137**	**(133)**	**(4)**	**–**	123	(120)	(3)	–
Transfer to Stage 2	**(30)**	**52**	**(22)**	**–**	(30)	47	(17)	–
Transfer to Stage 3	**–**	**(32)**	**32**	**–**	(2)	(23)	25	–
Net remeasurement due to transfers into stage [3]	**(30)**	**22**	**–**	**(8)**	(23)	18	–	(5)
New originations or purchases [4]	**32**	**n/a**	**n/a**	**32**	49	n/a	n/a	49
Net repayments [5]	**(4)**	**–**	**–**	**(4)**	(4)	(3)	–	(7)
Derecognition of financial assets (excluding disposals and write-offs) [6]	**(7)**	**(27)**	**(35)**	**(69)**	(9)	(23)	(14)	(46)
Changes to risk, parameters, and models [7]	**(135)**	**114**	**36**	**15**	(78)	156	16	94
Disposals	**–**	**–**	**–**	**–**	–	–	–	–
Write-offs	**–**	**–**	**(8)**	**(8)**	–	–	(10)	(10)
Recoveries	**–**	**–**	**1**	**1**	–	–	3	3
Foreign exchange and other adjustments	**(1)**	**1**	**3**	**3**	1	–	1	2
Balance at end of period	**$ 116**	**$ 189**	**$ 60**	**$ 365**	$ 154	$ 192	$ 57	$ 403
Consumer Instalment and Other Personal								
Balance, including off-balance sheet instruments, at beginning of period	**$ 688**	**$ 1,010**	**$ 197**	**$ 1,895**	$ 654	$ 896	$ 154	$ 1,704
Provision for credit losses								
Transfer to Stage 1 [2]	**607**	**(603)**	**(4)**	**–**	594	(589)	(5)	–
Transfer to Stage 2	**(246)**	**329**	**(83)**	**–**	(207)	276	(69)	–
Transfer to Stage 3	**(11)**	**(254)**	**265**	**–**	(9)	(197)	206	–
Net remeasurement due to transfers into stage [3]	**(267)**	**300**	**9**	**42**	(208)	223	9	24
New originations or purchases [4]	**359**	**n/a**	**n/a**	**359**	415	n/a	n/a	415
Net repayments [5]	**(76)**	**(95)**	**(16)**	**(187)**	(63)	(81)	(12)	(156)
Derecognition of financial assets (excluding disposals and write-offs) [6]	**(74)**	**(104)**	**(50)**	**(228)**	(76)	(97)	(51)	(224)
Changes to risk, parameters, and models [7]	**(286)**	**590**	**1,117**	**1,421**	(416)	575	770	929
Disposals	**–**	**–**	**–**	**–**	–	–	–	–
Write-offs	**–**	**–**	**(1,496)**	**(1,496)**	–	–	(1,104)	(1,104)
Recoveries	**–**	**–**	**323**	**323**	–	–	298	298
Foreign exchange and other adjustments	**2**	**2**	**–**	**4**	4	4	1	9
Balance, including off-balance sheet instruments, at end of period	**696**	**1,175**	**262**	**2,133**	688	1,010	197	1,895
Less: Allowance for off-balance sheet instruments [8]	**29**	**55**	**–**	**84**	35	51	–	86
Balance at end of period	**$ 667**	**$ 1,120**	**$ 262**	**$ 2,049**	$ 653	$ 959	$ 197	$ 1,809
Credit Card [9]								
Balance, including off-balance sheet instruments, at beginning of period	**$ 988**	**$ 1,277**	**$ 312**	**$ 2,577**	$ 954	$ 1,191	$ 207	$ 2,352
Provision for credit losses								
Transfer to Stage 1 [2]	**1,087**	**(1,051)**	**(36)**	**–**	1,134	(1,108)	(26)	–
Transfer to Stage 2	**(323)**	**404**	**(81)**	**–**	(317)	375	(58)	–
Transfer to Stage 3	**(21)**	**(881)**	**902**	**–**	(19)	(715)	734	–
Net remeasurement due to transfers into stage [3]	**(476)**	**477**	**25**	**26**	(513)	476	21	(16)
New originations or purchases [4]	**153**	**n/a**	**n/a**	**153**	194	n/a	n/a	194
Net repayments [5]	**25**	**11**	**65**	**101**	74	7	57	138
Derecognition of financial assets (excluding disposals and write-offs) [6]	**(55)**	**(71)**	**(367)**	**(493)**	(43)	(75)	(264)	(382)
Changes to risk, parameters, and models [7]	**(432)**	**1,204**	**1,117**	**1,889**	(489)	1,111	771	1,393
Disposals	**–**	**–**	**–**	**–**	–	–	–	–
Write-offs	**–**	**–**	**(1,880)**	**(1,880)**	–	–	(1,425)	(1,425)
Recoveries	**–**	**–**	**319**	**319**	–	–	288	288
Foreign exchange and other adjustments	**1**	**4**	**2**	**7**	13	15	7	35
Balance, including off-balance sheet instruments, at end of period	**947**	**1,374**	**378**	**2,699**	988	1,277	312	2,577
Less: Allowance for off-balance sheet instruments [8]	**243**	**359**	**–**	**602**	279	364	–	643
Balance at end of period	**$ 704**	**$ 1,015**	**$ 378**	**$ 2,097**	$ 709	$ 913	$ 312	$ 1,934

[1] Includes allowance for loan losses related to ACI loans.

[2] Transfers represent stage transfer movements prior to ECL remeasurement.

[3] Represents the mechanical remeasurement between twelve-month (i.e., Stage 1) and lifetime ECLs (i.e., Stage 2 or 3) due to stage transfers necessitated by credit risk migration as described in the "Significant Increase in Credit Risk" section of Note 2 and Note 3, holding all other factors impacting the change in ECLs constant.

[4] Represents the increase in the allowance resulting from loans that were newly originated, purchased, or renewed.

[5] Represents the changes in the allowance related to cash flow changes associated with new draws or repayments on loans outstanding.

[6] Represents the decrease in the allowance resulting from loans that were fully repaid and excludes the decrease associated with loans that were disposed or fully written off.

[7] Represents the changes in the allowance related to current period changes in risk (e.g., PD) caused by changes to macroeconomic factors, level of risk, parameters, and/or models subsequent to stage migration. Refer to the "Measurement of Expected Credit Losses", "Forward-Looking Information" and "Expert Credit Judgment" sections of Note 2 and Note 3 for further details.

[8] The allowance for loan losses for off-balance sheet instruments is recorded in Other liabilities on the Consolidated Balance Sheet.

[9] Credit cards are considered impaired and migrate to Stage 3 when they are 90 days past due and written off at 180 days past due. Refer to Note 2 for further details.

Allowance for Loan Losses by Stage (Continued)

(millions of Canadian dollars)	October 31, 2024				*For the years ended* October 31, 2023			
	Stage 1	**Stage 2**	**Stage 3[1]**	**Total**	Stage 1	Stage 2	Stage 3[1]	Total
Business and Government [2]								
Balance, including off-balance sheet instruments, at beginning of period	**$ 1,319**	**$ 1,521**	**$ 470**	**$ 3,310**	$ 1,220	$ 1,417	$ 347	$ 2,984
Provision for credit losses								
Transfer to Stage 1 [3]	**266**	**(265)**	**(1)**	**–**	346	(344)	(2)	–
Transfer to Stage 2	**(568)**	**584**	**(16)**	**–**	(570)	583	(13)	–
Transfer to Stage 3	**(19)**	**(350)**	**369**	**–**	(11)	(208)	219	–
Net remeasurement due to transfers into stage [3]	**(86)**	**158**	**13**	**85**	(102)	115	2	15
New originations or purchases [3]	**1,165**	**n/a**	**n/a**	**1,165**	1,258	n/a	n/a	1,258
Net repayments [3]	**20**	**(60)**	**(77)**	**(117)**	41	(76)	(100)	(135)
Derecognition of financial assets (excluding disposals and write-offs) [3]	**(683)**	**(611)**	**(297)**	**(1,591)**	(715)	(587)	(398)	(1,700)
Changes to risk, parameters, and models [3]	**(271)**	**917**	**1,016**	**1,662**	(178)	585	688	1,095
Disposals	**–**	**–**	**(39)**	**(39)**	–	–	–	–
Write-offs	**–**	**–**	**(600)**	**(600)**	–	–	(307)	(307)
Recoveries	**–**	**–**	**64**	**64**	–	–	46	46
Foreign exchange and other adjustments	**7**	**43**	**(49)**	**1**	30	36	(12)	54
Balance, including off-balance sheet instruments, at end of period	**1,150**	**1,937**	**853**	**3,940**	1,319	1,521	470	3,310
Less: Allowance for off-balance sheet instruments [4]	**167**	**179**	**11**	**357**	162	150	8	320
Balance at end of period	**983**	**1,758**	**842**	**3,583**	1,157	1,371	462	2,990
Total Allowance, including off-balance sheet instruments, at end of period	**2,909**	**4,675**	**1,553**	**9,137**	3,149	4,000	1,036	8,185
Less: Total Allowance for off-balance sheet instruments [4]	**439**	**593**	**11**	**1,043**	476	565	8	1,049
Total Allowance for Loan Losses at end of period	**$ 2,470**	**$ 4,082**	**$ 1,542**	**$ 8,094**	$ 2,673	$ 3,435	$ 1,028	$ 7,136

[1] Includes allowance for loan losses related to ACI loans.
[2] Includes allowance for loan losses related to customers' liability under acceptances.
[3] For explanations regarding this line item, refer to the "Allowance for Loan Losses by Stage" table on the previous page in this Note.
[4] The allowance for loan losses for off-balance sheet instruments is recorded in Other liabilities on the Consolidated Balance Sheet.

The allowance for credit losses on all remaining financial assets is not significant.

***(f)* FORWARD-LOOKING INFORMATION**

Relevant macroeconomic factors are incorporated in risk parameters as appropriate. Additional risk factors that are industry or segment specific are also incorporated, where relevant. The key macroeconomic variables used in determining ECLs include regional unemployment rates for all retail exposures and regional housing price indices for residential mortgages and home equity lines of credit. For business and government loans, the key macroeconomic variables include gross domestic product (GDP), unemployment rates, interest rates, and credit spreads. Refer to Note 3 for a discussion of how forward-looking information is generated and considered in determining whether there has been a significant increase in credit risk and in measuring ECLs.

Macroeconomic Variables

Select macroeconomic variables are projected over the forecast period. The following table sets out average values of the macroeconomic variables over the four calendar quarters starting with the current quarter, and the remaining 4-year forecast period for the base forecast and upside and downside scenarios used in determining the Bank's ECLs as at October 31, 2024. As the forecast period increases, information about the future becomes less readily available and projections are anchored on assumptions around structural relationships between economic parameters that are inherently much less certain. Restrictive monetary policy continues to contribute to elevated economic uncertainty, particularly in Canada where household debt levels remain elevated, and is likely to continue to weigh on near-term economic growth.

Macroeconomic Variables

	As at October 31, 2024					
	Base Forecast		Upside Scenario		Downside Scenario	
	Average Q4 2024-Q3 2025[1]	Remaining 4-year period[1]	Average Q4 2024-Q3 2025[1]	Remaining 4-year period[1]	Average Q4 2024-Q3 2025[1]	Remaining 4-year period[1]
Unemployment rate						
Canada	6.7 %	6.0 %	5.7 %	5.6 %	7.7 %	7.3 %
United States	4.3	4.0	3.8	3.7	5.4	5.4
Real GDP						
Canada	1.7	2.0	2.1	2.2	(0.4)	2.3
United States	1.9	2.1	2.7	2.4	(0.2)	2.4
Home prices						
Canada (average existing price[2])	6.0	3.0	8.2	3.4	(7.1)	3.7
United States (CoreLogic HPI[3])	1.3	3.0	4.2	3.8	(8.5)	4.1
Central bank policy interest rate						
Canada	3.19	2.27	4.19	2.61	1.69	1.81
United States	3.69	3.00	5.00	3.39	2.81	2.06
U.S. 10-year treasury yield	3.52	3.45	4.49	3.81	3.40	3.34
U.S. 10-year BBB spread (%-pts)	1.75	1.80	1.59	1.76	2.51	2.10
Exchange rate (U.S. dollar/Canadian dollar)	$ 0.74	$ 0.75	$ 0.75	$ 0.76	$ 0.71	$ 0.71

Macroeconomic Variables

	As at October 31, 2023					
	Base Forecast		Upside Scenario		Downside Scenario	
	Average Q4 2023-Q3 2024[1]	Remaining 4-year period[1]	Average Q4 2023-Q3 2024[1]	Remaining 4-year period[1]	Average Q4 2023-Q3 2024[1]	Remaining 4-year period[1]
Unemployment rate						
Canada	6.2 %	6.2 %	5.6 %	5.8 %	7.0 %	7.1 %
United States	4.0	4.1	3.7	3.9	5.0	5.2
Real GDP						
Canada	0.7	1.7	0.9	1.7	(0.8)	1.9
United States	1.5	1.7	2.2	1.8	(0.1)	2.0
Home prices						
Canada (average existing price[2])	0.1	3.7	3.1	3.0	(9.7)	6.7
United States (CoreLogic HPI[3])	2.5	1.6	3.5	2.1	(8.1)	4.8
Central bank policy interest rate						
Canada	4.63	2.39	5.00	2.45	3.75	1.88
United States	5.25	2.94	5.50	2.95	4.25	2.38
U.S. 10-year treasury yield	3.89	3.22	4.21	3.32	3.46	3.17
U.S. 10-year BBB spread (%-pts)	2.18	1.81	1.94	1.78	2.67	2.05
Exchange rate (U.S. dollar/Canadian dollar)	$ 0.72	$ 0.79	$ 0.77	$ 0.81	$ 0.71	$ 0.74

[1] The numbers represent average values for the quoted periods, and average of year-on-year growth for real GDP and home prices.
[2] The average home price is the average transacted sale price of homes sold via the Multiple Listing Service; data is collected by the Canadian Real Estate Association.
[3] The CoreLogic home price index (HPI) is a repeat-sales index which tracks increases and decreases in the same home's sales price over time.

(g) **SENSITIVITY OF ALLOWANCE FOR CREDIT LOSSES**

ECLs are sensitive to the inputs used in internally developed models, the macroeconomic variables in the forward-looking forecasts and respective probability weightings in determining the probability-weighted ECLs, and other factors considered when applying expert credit judgment. Changes in these inputs, assumptions, models, and judgments would affect the assessment of significant increase in credit risk and the measurement of ECLs.

The following table presents the base ECL scenario compared to the probability-weighted ECLs, with the latter derived from three ECL scenarios for performing loans and off-balance sheet instruments. The difference reflects the impact of deriving multiple scenarios around the base ECLs and resultant change in ECLs due to non-linearity and sensitivity to using macroeconomic forecasts.

Change from Base to Probability-Weighted ECLs

(millions of Canadian dollars, except as noted)				*As at*
		October 31, 2024		October 31, 2023
Probability-weighted ECLs	**$**	**7,584**	$	7,149
Base ECLs		**7,185**		6,658
Difference – in amount	**$**	**399**	$	491
Difference – in percentage		**5.6 %**		7.4 %

ECLs for performing loans and off-balance sheet instruments consist of an aggregate amount of Stage 1 and Stage 2 probability-weighted ECLs which are twelve-month ECLs and lifetime ECLs, respectively. Transfers from Stage 1 to Stage 2 ECLs result from a significant increase in credit risk since initial recognition of the loan. The following table shows the estimated impact of staging on ECLs by presenting all performing loans and off-balance sheet instruments calculated using twelve-month ECLs compared to the current aggregate probability-weighted ECLs, holding all risk profiles constant.

Incremental Lifetime ECLs Impact

(millions of Canadian dollars)				*As at*
		October 31, 2024		October 31, 2023
Probability-weighted ECLs	**$**	**7,584**	$	7,149
All performing loans and off-balance sheet instruments using 12-month ECLs		**5,631**		5,295
Incremental lifetime ECLs impact	**$**	**1,953**	$	1,854

(h) **FORECLOSED ASSETS**

Foreclosed assets are repossessed non-financial assets where the Bank gains title, ownership, or possession of individual properties, such as real estate properties, which are managed for sale in an orderly manner with the proceeds used to reduce or repay any outstanding debt. The Bank does not generally occupy foreclosed properties for its business use. The Bank predominantly relies on third-party appraisals to determine the carrying value of foreclosed assets. Foreclosed assets held for sale were $126 million as at October 31, 2024 (October 31, 2023 – $59 million) and were recorded in Other assets on the Consolidated Balance Sheet.

(i) **LOANS PAST DUE BUT NOT IMPAIRED**

A loan is classified as past due when a borrower has failed to make a payment by the contractual due date. The following table summarizes loans that are past due but not impaired. Loans less than 31 days contractually past due are excluded as they do not generally reflect a borrower's ability to meet their payment obligations.

Loans Past Due but not Impaired[1]

(millions of Canadian dollars)								*As at*
				October 31, 2024				October 31, 2023
		31-60 days		**61-89 days**		**Total**		31-60 days		61-89 days		Total
Residential mortgages	**$**	**443**	**$**	**111**	**$**	**554**	$	286	$	81	$	367
Consumer instalment and other personal		**983**		**335**		**1,318**		870		287		1,157
Credit card		**375**		**269**		**644**		359		242		601
Business and government		**244**		**83**		**327**		264		103		367
Total	**$**	**2,045**	**$**	**798**	**$**	**2,843**	$	1,779	$	713	$	2,492

[1] Includes loans that are measured at FVOCI.

(j) **MODIFIED FINANCIAL ASSETS**

The amortized cost of financial assets with lifetime allowance that were modified during the year ended October 31, 2024, was $214 million (October 31, 2023 – $389 million) before modification, with insignificant modification gain or loss. The gross carrying amount of modified financial assets for which the loss allowance changed from lifetime to twelve-month ECLs during the year ended October 31, 2024 was insignificant (October 31, 2023 – $144 million).

(k) **COLLATERAL**

As at October 31, 2024, the collateral held against total gross impaired loans represents 82% (October 31, 2023 – 77%) of total gross impaired loans. The fair value of non-financial collateral is determined at the origination date of the loan. A revaluation of non-financial collateral is performed if there has been a significant change in the terms and conditions of the loan and/or the loan is considered impaired. Management considers the nature of the collateral, seniority ranking of the debt, and loan structure in assessing the value of collateral. These estimated cash flows are reviewed at least annually, or more frequently when new information indicates a change in the timing or amount expected to be received.

NOTE 9: TRANSFERS OF FINANCIAL ASSETS

LOAN SECURITIZATIONS

The Bank securitizes loans through structured entity or non-structured entity third parties. Most loan securitizations do not qualify for derecognition since in most circumstances, the Bank continues to be exposed to substantially all of the prepayment, interest rate, and/or credit risk associated with the securitized financial assets and has not transferred substantially all of the risk and rewards of ownership of the securitized assets. Where loans do not qualify for derecognition, they are not derecognized from the Bank's Consolidated Balance Sheet, retained interests are not recognized, and a securitization liability is recognized for the cash proceeds received. Certain transaction costs incurred are also capitalized and amortized using EIRM.

The Bank securitizes insured residential mortgages under the National Housing Act Mortgage-Backed Securities (NHAMBS) program sponsored by the Canada Mortgage and Housing Corporation (CMHC). The MBS that are created through the NHA MBS program are sold to the Canada Housing Trust (CHT) as part of the CMB program, sold to third-party investors, or are held by the Bank. The CHT issues CMB to third-party investors and uses resulting proceeds to purchase NHA MBS from the Bank and other mortgage issuers in the Canadian market. Assets purchased by the CHT are commingled in a single trust from which CMB are issued. The Bank continues to be exposed to substantially all of the risks of the underlying mortgages, through the retention of a seller swap which transfers principal and interest payment risk on the NHA MBS back to the Bank in return for coupon paid on the CMB issuance and as such, the sales do not qualify for derecognition.

The Bank securitizes U.S. originated residential mortgages with U.S. government agencies which qualify for derecognition from the Bank's Consolidated Balance Sheet. As part of the securitization, the Bank retains the right to service the transferred mortgage loans. The MBS that are created through the securitization are typically sold to third-party investors.

The Bank also securitizes business and government loans to entities which may be structured entities. These securitizations may give rise to derecognition of the financial assets depending on the individual arrangement of each transaction.

In addition, the Bank transfers credit card receivables to structured entities that the Bank consolidates. Refer to Note 10 for further details.

The following table summarizes the securitized asset types that did not qualify for derecognition, along with their associated securitization liabilities as at October 31, 2024 and October 31, 2023.

Financial Assets Not Qualifying for Derecognition Treatment as Part of the Bank's Securitization Programs

(millions of Canadian dollars)

			As at	
	October 31, 2024		October 31, 2023	
	Fair value	**Carrying amount**	Fair value	Carrying amount
Nature of transaction				
Securitization of residential mortgage loans	**$ 30,543**	**$ 30,787**	$ 23,835	$ 24,433
Other financial assets transferred related to securitization[1]	**2,623**	**2,619**	3,554	3,571
Total	**33,166**	**33,406**	27,389	28,004
Associated liabilities[2]	**$ 32,442**	**$ 32,684**	$ 26,457	$ 27,131

[1] Includes asset-backed securities, asset-backed commercial paper (ABCP), cash, repurchase agreements, and Government of Canada securities used to fulfil funding requirements of the securitization structures after the initial securitization of mortgage loans.

[2] Includes securitization liabilities carried at amortized cost of $12 billion as at October 31, 2024 (October 31, 2023 – $13 billion), and securitization liabilities carried at fair value of $20 billion as at October 31, 2024 (October 31, 2023 – $14 billion).

Other Financial Assets Not Qualifying for Derecognition

The Bank enters into certain transactions where it transfers previously recognized commodities and financial assets, such as debt and equity securities, but retains substantially all of the risks and rewards of those assets. These transferred assets are not derecognized and the transfers are accounted for as financing transactions. The most common transactions of this nature are repurchase agreements and securities lending agreements, in which the Bank retains substantially all of the associated credit, price, interest rate, and foreign exchange risks and rewards associated with the assets.

The following table summarizes the carrying amount of financial assets and the associated transactions that did not qualify for derecognition, as well as their associated financial liabilities as at October 31, 2024 and October 31, 2023.

Other Financial Assets Not Qualifying for Derecognition

(millions of Canadian dollars)

		As at
	October 31 2024	October 31 2023
Carrying amount of assets		
Nature of transaction		
Repurchase agreements[1,2]	**$ 40,725**	$ 27,782
Securities lending agreements	**52,781**	40,333
Total	**93,506**	68,115
Carrying amount of associated liabilities[2]	**$ 40,450**	$ 28,037

[1] Includes $2.8 billion, as at October 31, 2024 (October 31, 2023 – $1.6 billion) of assets related to repurchase agreements or swaps that are collateralized by physical precious metals.

[2] Associated liabilities are all related to repurchase agreements.

TRANSFERS OF FINANCIAL ASSETS QUALIFYING FOR DERECOGNITION

Transferred financial assets that are derecognized in their entirety where the Bank has a continuing involvement

Continuing involvement may arise if the Bank retains any contractual rights or obligations subsequent to the transfer of financial assets. Certain business and government loans securitized by the Bank are derecognized from the Bank's Consolidated Balance Sheet. In instances where the Bank fully derecognizes business and government loans, the Bank may be exposed to the risks of transferred loans through a retained interest. As at October 31, 2024, the fair value of retained interests was $1 million (October 31, 2023 – $3 million). A gain or loss on sale of the loans is recognized immediately in other income (loss) after considering the effect of hedge accounting on the assets sold, if applicable. The amount of the gain or loss recognized depends on the previous carrying values of the loans involved in the transfer, allocated between the assets sold and the retained interests based on their relative fair values at the date of transfer.

Certain portfolios of U.S. residential mortgages originated by the Bank are sold and derecognized from the Bank's Consolidated Balance Sheet. In certain instances, the Bank has a continuing involvement to service those loans. As at October 31, 2024, the carrying value of these servicing rights was $ 81 million (October 31, 2023 – $92 million) and the fair value was $133 million (October 31, 2023 – $150 million). A gain or loss on sale of the loans is recognized immediately in other income (loss). The gain (loss) on sale of the loans for the year ended October 31, 2024 was ($ 3) million (October 31, 2023 – ($40) million).

NOTE 10: STRUCTURED ENTITIES

The Bank uses structured entities for a variety of purposes including: (1) to facilitate the transfer of specified risks to clients; (2) as financing vehicles for itself or for clients; or (3) to segregate assets on behalf of investors. The Bank is typically restricted from accessing the assets of the structured entity under the relevant arrangements.

The Bank is involved with structured entities that it sponsors, as well as entities sponsored by third parties. Factors assessed when determining if the Bank is the sponsor of a structured entity include whether the Bank is the predominant user of the entity; whether the entity's branding or marketing identity is linked with the Bank; and whether the Bank provides an implicit or explicit guarantee of the entity's performance to investors or other third parties. The Bank is not considered to be the sponsor of a structured entity if it only provides arm's-length services to the entity, for example, by acting as administrator, distributor, custodian, asset manager, or loan servicer. Sponsorship of a structured entity may indicate that the Bank had power over the entity at inception; however, this is not sufficient to determine if the Bank consolidates the entity. Regardless of whether or not the Bank sponsors an entity, consolidation is determined on a case-by-case basis.

(a) SPONSORED STRUCTURED ENTITIES

The following section outlines the Bank's involvement with key sponsored structured entities.

Securitizations

The Bank securitizes its own assets and facilitates the securitization of client assets through structured entities, such as conduits, which issue ABCP or other securitization entities which issue longer-dated term securities. Securitizations are an important source of liquidity for the Bank, allowing it to diversify its funding sources and to optimize its balance sheet management approach.

The Bank sponsors both single-seller and multi-seller securitization conduits. Depending on the specifics of the entity, the variable returns absorbed through ABCP may be significantly mitigated by variable returns retained by the sellers. The Bank provides liquidity facilities to certain conduits for the benefit of ABCP investors which are structured as loan facilities between the Bank, as the sole liquidity lender, and the Bank-sponsored entity. If an entity experiences difficulty issuing ABCP due to illiquidity in the commercial market, the entity may draw on the loan facility, and use the proceeds to pay maturing ABCP. The ABCP issued by each multi-seller conduit is in the conduit's own name with recourse to the financial assets owned by the multi-seller conduit, and is non-recourse to the Bank except through our participation in liquidity facilities. The Bank's exposure to the variable returns of these conduits from its provision of liquidity facilities and any related commitments is mitigated by the sellers' continued exposure to variable returns through the provision of first loss protection, as described below. The Bank provides administration and securities distribution services to its sponsored securitization conduits, which may result in it holding an investment in the ABCP issued by these entities. In some cases, the Bank may also provide credit enhancements or may transact derivatives with securitization conduits. The Bank earns fees from the conduits which are recognized when earned.

The Bank sells assets to single-seller conduits which it controls and consolidates. Control results from the Bank's power over the entity's key economic decisions, predominantly, the mix of assets sold into the conduit and exposure to the variable returns of the transferred assets, usually through a derivative or the provision of credit mitigation in the form of cash reserves, over-collateralization, or guarantees over the performance of the entity's portfolio of assets.

Multi-seller conduits provide sellers with alternate sources of financing through the securitization of their assets. These conduits are similar to single-seller conduits except that financial assets are purchased from more than one seller and commingled into a single portfolio of assets. Each transaction is structured with transaction-specific first loss protection provided by the third-party seller. This enhancement can take various forms, including but not limited to overcollateralization, excess spread, subordinated classes of financial assets, guarantees or letters of credit. The Bank is typically deemed to have power over the entity's key economic decisions, namely, the selection of sellers and related assets sold as well as other decisions related to the management of risk in the vehicle. Where the Bank has power over multi-seller conduits, but is not exposed to significant variable returns it does not consolidate such entities. Where the Bank is exposed to variable returns of a multi-seller conduit from provision of certain types of liquidity facilities, together with power over the entity as well as the ability to use its power to influence significant variable returns, the Bank consolidates the conduit.

Investment Funds and Other Asset Management Entities

As part of its asset management business, the Bank creates investment funds and trusts (including mutual funds), enabling it to provide its clients with a broad range of diversified exposure to different risk profiles, in accordance with the client's risk appetite. Such entities may be actively managed or may be passively directed, for example, through the tracking of a specified index, depending on the entity's investment strategy. Financing for these entities is obtained through the issuance of securities to investors, typically in the form of fund units. Based on each entity's specific strategy and risk profile, the proceeds from this issuance are used by the entity to purchase a portfolio of assets. An entity's portfolio may contain investments in securities, derivatives, or other assets, including cash. At the inception of a new investment fund or trust, the Bank will typically invest an amount of seed capital in the entity, allowing it to establish a performance history in the market. Over time, the Bank sells its seed capital holdings to third-party investors, as the entity's AUM increases. As a result, the Bank's holding of seed capital investment in its own sponsored investment funds and trusts is typically not significant to the Consolidated Financial Statements. Aside from any seed capital investments, the Bank's interest in these entities is generally limited to fees earned for the provision of asset management services. The Bank does not typically provide guarantees over the performance of these funds.

The Bank is typically considered to have power over the key economic decisions of sponsored asset management entities; however, it does not consolidate an entity unless it is also exposed to significant variable returns of the entity. This determination is made on a case-by-case basis, in accordance with the Bank's consolidation policy.

Financing Vehicles
The Bank may use structured entities to provide a cost-effective means of financing its operations, including raising capital or obtaining funding. These structured entities include TD Covered Bond (Legislative) Guarantor Limited Partnership (the "Covered Bond Entity").

The Bank issues, or has issued, debt under its covered bond program where the principal and interest payments of the notes are guaranteed by the Covered Bond Entity. The Bank sold a portfolio of assets to the Covered Bond Entity and provided a loan to the Covered Bond Entity to facilitate the purchase. The Bank is restricted from accessing the Covered Bond Entity's assets under the relevant agreement. Investors in the Bank's covered bonds may have recourse to the Bank should the assets of the Covered Bond Entity be insufficient to satisfy the covered bond liabilities. The Bank consolidates the Covered Bond Entity as it has power over the key economic activities and retains all the variable returns in this entity.

(b) **THIRD-PARTY SPONSORED STRUCTURED ENTITIES**
In addition to structured entities sponsored by the Bank, the Bank is also involved with structured entities sponsored by third parties. Key involvement with third-party sponsored structured entities is described in the following section.

Third-party Sponsored Securitization Programs
The Bank participates in the securitization programs of government-sponsored structured entities, including the CMHC, a Crown corporation of the Government of Canada, and similar U.S. government-sponsored entities. CMHC guarantees both NHA MBS and CMB which are issued through the CHT.

The Bank is exposed to the variable returns in the CHT, through its retention of seller swaps resulting from its participation in the CHT program. The Bank does not have power over the CHT as its key economic activities are controlled by the Government of Canada. The Bank's exposure to the CHT is included in the balance of residential mortgage loans as noted in Note 9, and is not disclosed in the table accompanying this Note.

The Bank participates in the securitization programs sponsored by U.S. government agencies. The Bank is not exposed to significant variable returns from these agencies and does not have power over the key economic activities of these agencies, which are controlled by the U.S. government.

Investment Holdings and Derivatives
The Bank may hold interests in third-party structured entities, predominantly in the form of direct investments in securities or partnership interests issued by those structured entities, or through derivatives transacted with counterparties which are structured entities. Investments in, and derivatives with, structured entities are recognized on the Bank's Consolidated Balance Sheet. The Bank does not typically consolidate third-party structured entities where its involvement is limited to investment holdings and/or derivatives as the Bank would not generally have power over the key economic decisions of these entities.

Financing Transactions
In the normal course of business, the Bank may enter into financing transactions with third-party structured entities including commercial loans, reverse repurchase agreements, prime brokerage margin lending, and similar collateralized lending transactions. While such transactions expose the Bank to the structured entities' counterparty credit risk, this exposure is mitigated by the collateral related to these transactions. The Bank typically has neither power nor significant variable returns due to financing transactions with structured entities and would not generally consolidate such entities. Financing transactions with third-party sponsored structured entities are included on the Bank's Consolidated Financial Statements and have not been included in the table accompanying this Note.

Arm's-length Servicing Relationships
In addition to the involvement outlined above, the Bank may also provide services to structured entities on an arm's-length basis, for example as sub-advisor to an investment fund or asset servicer. Similarly, the Bank's asset management services provided to institutional investors may include transactions with structured entities. As a consequence of providing these services, the Bank may be exposed to variable returns from these structured entities, for example, through the receipt of fees or short-term exposure to the structured entity's securities. Any such exposure is typically mitigated by collateral or some other contractual arrangement with the structured entity or its sponsor. The Bank generally has neither power nor significant variable returns from the provision of arm's-length services to a structured entity and, consequently does not consolidate such entities. Fees and other exposures through servicing relationships are included on the Bank's Consolidated Financial Statements and have not been included in the table accompanying this Note.

(c) **INVOLVEMENT WITH CONSOLIDATED STRUCTURED ENTITIES**
Securitizations
The Bank securitizes credit card receivables through securitization entities, predominantly single-seller conduits. These conduits are consolidated by the Bank based on the factors described above. Aside from the exposure resulting from its involvement as seller and sponsor of consolidated securitization conduits described above, including the liquidity facilities provided, the Bank has no contractual or non-contractual arrangements to provide financial support to consolidated securitization conduits. The Bank's interests in securitization conduits generally rank senior to interests held by other parties, in accordance with the Bank's investment and risk policies. As a result, the Bank has no significant obligations to absorb losses before other holders of securitization issuances.

Other Consolidated Structured Entities
Depending on the specific facts and circumstances of the Bank's involvement with structured entities, the Bank may consolidate asset management entities, financing vehicles, or third-party sponsored structured entities, based on the factors described above. Aside from its exposure resulting from its involvement as sponsor or investor in the structured entities as previously discussed, the Bank does not typically have other contractual or non-contractual arrangements to provide financial support to these consolidated structured entities.

(d) INVOLVEMENT WITH UNCONSOLIDATED STRUCTURED ENTITIES

The following table presents information related to the Bank's unconsolidated structured entities. Unconsolidated structured entities include both TD and third-party sponsored entities. Securitizations include holdings in TD-sponsored multi-seller conduits, as well as third-party sponsored mortgage and asset-backed securitizations, including government-sponsored agency securities such as CMBs, and U.S. government agency issuances. Investment Funds and Trusts include holdings in third-party funds and trusts, as well as holdings in TD-sponsored asset management funds and trusts and commitments to certain U.S. municipal funds. Amounts in Other are mainly related to investments in community-based U.S. tax-advantage entities described in Note 12. These holdings do not result in the consolidation of these entities as TD does not have power over these entities.

Carrying Amount and Maximum Exposure to Unconsolidated Structured Entities

(millions of Canadian dollars)

	October 31, 2024				As at October 31, 2023			
	Securitizations	**Investment funds and trusts**	**Other**	**Total**	Securitizations	Investment funds and trusts	Other	Total
FINANCIAL ASSETS								
Trading loans, securities, and other	**$ 7,559**	**$ 992**	**$ –**	**$ 8,551**	$ 7,190	$ 930	$ –	$ 8,120
Non-trading financial assets at fair value through profit or loss	**684**	**836**	**98**	**1,618**	2,163	738	107	3,008
Derivatives [1]	**–**	**680**	**–**	**680**	–	401	–	401
Financial assets designated at fair value through profit or loss	**–**	**298**	**–**	**298**	–	268	–	268
Financial assets at fair value through other comprehensive income	**22,615**	**967**	**2**	**23,584**	25,956	3,714	7	29,677
Debt securities at amortized cost, net of allowance for credit losses	**117,890**	**1,210**	**–**	**119,100**	134,503	1,153	–	135,656
Loans	**4,114**	**3**	**–**	**4,117**	4,560	4	–	4,564
Other	**2**	**88**	**5,762**	**5,852**	5	107	4,657	4,769
Total assets	**152,864**	**5,074**	**5,862**	**163,800**	174,377	7,315	4,771	186,463
FINANCIAL LIABILITIES								
Deposits	**–**	**–**	**1,451**	**1,451**	–	–	839	839
Derivatives [1]	**–**	**645**	**–**	**645**	–	50	–	50
Obligations related to securities sold short	**2,324**	**331**	**–**	**2,655**	4,126	333	–	4,459
Total liabilities	**2,324**	**976**	**1,451**	**4,751**	4,126	383	839	5,348
Off-balance sheet exposure [2]	**22,897**	**4,392**	**2,990**	**30,279**	19,904	3,965	2,294	26,163
Maximum exposure to loss from involvement with unconsolidated structured entities	**$ 173,437**	**$ 8,490**	**$ 7,401**	**$ 189,328**	$ 190,155	$ 10,897	$ 6,226	$ 207,278
Size of sponsored unconsolidated structured entities [3]	**$ 15,850**	**$ 45,272**	**$ 12**	**$ 61,134**	$ 14,032	$ 33,744	$ 39	$ 47,815

[1] Derivatives primarily subject to vanilla interest rate or foreign exchange risk are not included in these amounts as those derivatives are designed to align the structured entity's cash flows risks absorbed by investors and are not predominantly designed to expose the Bank to variable returns created by the entity.

[2] For the purposes of this disclosure, off-balance sheet exposure represents the notional value of liquidity facilities, guarantees, or other off-balance sheet commitments without consideration the effect of collateral or other credit enhancements.

[3] The size of sponsored unconsolidated structured entities is provided based on the most appropriate measure of size for the type of entity: (1) The par value of notes issued by securitization conduits and similar liability issuers; (2) the total AUM of investment funds and trusts; and (3) the total fair value of partnership or equity shares in issue for partnerships and similar equity issuers.

Sponsored Unconsolidated Structured Entities in which the Bank has no Significant Investment at the End of the Period

Sponsored unconsolidated structured entities in which the Bank has no significant investment at the end of the period are predominantly investment funds and trusts created for the asset management business. The Bank would not typically hold investments, with the exception of seed capital, in these structured entities. However, the Bank continues to earn fees from asset management services provided to these entities, some of which could be based on the performance of the fund. Fees payable are generally senior in the entity's priority of payment and would also be backed by collateral, limiting the Bank's exposure to loss from these entities. The Bank earned non-interest income of $2.3 billion (October 31, 2023 – $2.1 billion) from its involvement with these asset management entities for the year ended October 31, 2024, of which $1.9 billion (October 31, 2023 – $1.9 billion) was received directly from these entities. The total AUM in these entities as at October 31, 2024 was $302.9 billion (October 31, 2023 – $253.1 billion). Any assets transferred by the Bank during the period are commingled with assets obtained from third parties in the market. Except as previously disclosed, the Bank has no contractual or non-contractual arrangements to provide financial support to unconsolidated structured entities.

NOTE 11: DERIVATIVES

(a) DERIVATIVE PRODUCT TYPES AND RISK EXPOSURES

The majority of the Bank's derivative contracts are OTC transactions that are bilaterally negotiated between the Bank and the counterparty to the contract. The remainder are exchange-traded contracts transacted through organized and regulated exchanges and consist primarily of options and futures.

The Bank's derivative transactions relate to trading and non-trading activities. The purpose of derivatives held for non-trading activities is primarily for managing interest rate, foreign exchange, and equity risk related to the Bank's funding, lending, investment, and other structural market risk management activities. The Bank's risk management strategy for these risks is discussed in shaded sections of the "Managing Risk" section of the MD&A.

Where hedge accounting is applied, only specific or a combination of risk components are hedged, including benchmark interest rate, foreign exchange rate, and equity price components. All these risk components are observable in the relevant market environment and the change in the fair value or the variability in cash flows attributable to these risk components can be reliably measured for hedged items. The Bank also enters into derivative transactions to economically hedge certain exposures that do not otherwise qualify for hedge accounting, or where hedge accounting is not considered feasible.

Where the derivatives are in hedge relationships, the main sources of ineffectiveness can be attributed to differences between hedging instruments and hedged items:

- Differences in fixed rates, when contractual coupons of the fixed rate hedged items are designated;
- Differences in the discounting factors, when hedging derivatives are collateralized;
- CVA on the hedging derivatives; and
- Mismatch in critical terms such as tenor and timing of cash flows between hedging instruments and hedged items.

To mitigate a portion of the ineffectiveness, the Bank designates the benchmark risk component of contractual cash flows of hedged items and executes hedging derivatives with high-quality counterparties. The majority of the Bank's hedging derivatives are collateralized.

Interest Rate Derivatives

Interest rate swaps are OTC contracts in which two counterparties agree to exchange cash flows over a period of time based on rates applied to a specified notional amount. This includes interest rate swaps that are transacted and settled through a clearing house which acts as a central counterparty. A typical interest rate swap would require one counterparty to pay a fixed market interest rate in exchange for a variable market interest rate determined from time to time, with both calculated on a specified notional amount. No exchange of principal amount takes place.

Forward rate agreements are OTC contracts that effectively fix a future interest rate for a period of time. A typical forward rate agreement provides that at a pre-determined future date, a cash settlement will be made between the counterparties based upon the difference between a contracted rate and a market rate to be determined in the future, calculated on a specified notional amount. No exchange of principal amount takes place.

Interest rate options are contracts in which one party (the purchaser of an option) acquires from another party (the writer of an option), in exchange for a premium, the right, but not the obligation, either to buy or sell, on a specified future date or series of future dates or within a specified time, a specified financial instrument at a contracted price. The underlying financial instrument will have a market price which varies in response to changes in interest rates. In managing the Bank's interest rate exposure, the Bank acts as both a writer and purchaser of these options. Options are transacted both OTC and through exchanges.

Interest rate futures are standardized contracts transacted on an exchange, with interest bearing instruments as the underlying reference assets. These contracts differ from forward rate agreements in that they are in standard amounts with standard settlement dates and are transacted on an exchange.

The Bank uses interest rate swaps to hedge its exposure to benchmark interest rate risk by modifying the repricing or maturity characteristics of existing and/or forecast assets and liabilities, including funding and investment activities. These swaps are designated in either fair value hedges against fixed rate assets/liabilities or cash flow hedges against floating rate assets/liabilities. For fair value hedges, the Bank assesses and measures the hedge effectiveness based on the change in the fair value of the derivative hedging instrument relative to the change in the fair value of the hedged item. For cash flow hedges, the Bank uses a hypothetical derivative having terms that identically match the critical terms of the hedged item as the proxy for measuring the change in cash flows of the hedged item.

Foreign Exchange Derivatives

Foreign exchange forwards are OTC contracts in which one counterparty contracts with another to exchange a specified amount of one currency for a specified amount of a second currency, at a future date or range of dates.

Swap contracts comprise foreign exchange swaps and cross-currency interest rate swaps. Foreign exchange swaps are transactions in which a foreign currency is simultaneously purchased in the spot market and sold in the forward market, or vice-versa. Cross-currency interest rate swaps are transactions in which counterparties exchange principal and interest cash flows in different currencies over a period of time. These contracts are used to manage currency and/or interest rate exposures.

Foreign exchange futures contracts are similar to foreign exchange forward contracts but differ in that they are in standard currency amounts with standard settlement dates and are transacted on an exchange.

The Bank uses non-derivative instruments such as foreign currency deposit liabilities and derivative instruments such as cross-currency swaps and foreign exchange forwards to hedge its foreign currency exposure. These hedging instruments are designated in either net investment hedges or cash flow hedges. For net investment hedges, the Bank assesses and measures the hedge effectiveness based on the change in the fair value of the hedging instrument relative to the translation gains and losses on the net investment in the foreign operation. For cash flow hedges, the Bank assesses and measures the hedge effectiveness based on the change in the fair value of the hedging instrument relative to the change in the cash flows of the foreign currency denominated asset/liability attributable to foreign exchange risk, using the hypothetical derivative method.

Credit Derivatives

The Bank uses credit derivatives such as credit default swaps (CDS) and total return swaps to manage risks in the Bank's corporate loan portfolio and other cash instruments, as well as managing counterparty credit risk on derivatives. Credit risk is the risk of loss if a borrower or counterparty in a transaction fails to meet its agreed payment obligations. The Bank uses credit derivatives to mitigate industry concentration and borrower-specific exposure as part of the Bank's portfolio risk management techniques. The credit, legal, and other risks associated with these transactions are controlled through well established procedures. The Bank's policy is to enter into these transactions with investment grade financial institutions. Credit risk to these counterparties is managed through the same approval, limit, and monitoring processes that is used for all counterparties to which the Bank has credit exposure.

Credit derivatives are OTC contracts designed to transfer the credit risk in an underlying financial instrument (usually termed as a reference asset) from one counterparty to another. The most common credit derivatives are CDS, which include contracts transacted through clearing houses, and total return swaps. In CDS contracts, the CDS purchaser acquires credit protection on a reference asset or group of assets from a writer of CDS in exchange for a premium. The purchaser may pay the agreed premium at inception or over a period of time. The credit protection compensates the purchaser for deterioration in value of the reference asset or group of assets upon the occurrence of certain credit events such as bankruptcy, or changes in specified credit rating or credit index. Settlement may be cash based or physical, requiring the delivery of the reference asset to the CDS writer. In total return swap contracts, one counterparty agrees to pay or receive from the other cash amounts based on changes in the value of a reference asset or group of assets, including any returns such as interest earned on these assets in exchange for amounts that are based on prevailing market funding rates. These cash settlements are made regardless of whether there is a credit event.

Other Derivatives

The Bank also transacts in equity and commodity derivatives in both exchange and OTC markets.

Equity swaps are OTC contracts in which one counterparty agrees to pay, or receive from the other, cash amounts based on changes in the value of a stock index, a basket of stocks or a single stock. These contracts sometimes include a payment in respect of dividends.

Equity options give the purchaser of the option, for a premium, the right, but not the obligation, to buy from or sell to the writer of an option, an underlying stock index, basket of stocks or a single stock at a contracted price. Options are transacted both OTC and through exchanges.

Equity index futures are standardized contracts transacted on an exchange. They are based on an agreement to pay or receive a cash amount based on the difference between the contracted price level of an underlying stock index and its corresponding market price level at a specified future date. There is no actual delivery of stocks that comprise the underlying index. These contracts are in standard amounts with standard settlement dates.

Equity forwards are OTC contracts in which one counterparty contracts with another to buy or sell a single stock or stock index, or to settle the contract in cash based on changes in the value of a reference asset, at a future date.

Commodity contracts include commodity forwards, futures, swaps, and options, such as precious metals and energy-related products in both OTC and exchange markets.

The Bank applies hedge accounting on certain equity forwards and/or total return swaps to hedge exposure to equity price risk. These derivatives are designated as cash flow hedges. The Bank assesses and measures the hedge effectiveness based on the change in the fair value of the hedging instrument relative to the change in the cash flows of the hedged item attributable to movement in equity price, using the hypothetical derivative method.

Fair Value of Derivatives

(millions of Canadian dollars)	October 31, 2024		October 31, 2023	
	Fair value as at balance sheet date		Fair value as at balance sheet date	
	Positive	**Negative**	Positive	Negative
Derivatives held or issued for trading purposes				
Interest rate contracts[1]				
Forward rate agreements	**$ 232**	**$ 48**	$ 464	$ 88
Swaps	**11,971**	**9,470**	16,041	12,667
Options written	**–**	**1,118**	–	2,204
Options purchased	**1,210**	**–**	2,265	–
Total interest rate contracts	**13,413**	**10,636**	18,770	14,959
Foreign exchange contracts[1]				
Forward contracts	**3,617**	**2,521**	1,968	1,836
Swaps	**15,456**	**14,304**	20,123	17,806
Cross-currency interest rate swaps	**24,366**	**22,496**	28,902	22,990
Options written	**–**	**619**	–	619
Options purchased	**507**	**–**	503	–
Total foreign exchange contracts	**43,946**	**39,940**	51,496	43,251
Credit derivative contracts				
Credit default swaps – protection purchased	**–**	**294**	11	122
Credit default swaps – protection sold	**5**	**2**	42	5
Total credit derivative contracts	**5**	**296**	53	127
Other contracts				
Equity contracts	**5,286**	**6,636**	4,350	2,846
Commodity contracts	**5,321**	**5,545**	2,108	2,110
Total other contracts	**10,607**	**12,181**	6,458	4,956
Fair value – trading	**67,971**	**63,053**	76,777	63,293
Derivatives held or issued for non-trading purposes				
Interest rate contracts				
Forward rate agreements	**8**	**–**	2	1
Swaps	**2,005**	**2,807**	4,131	6,246
Options written	**–**	**1**	–	–
Options purchased	**16**	**–**	7	–
Total interest rate contracts	**2,029**	**2,808**	4,140	6,247
Foreign exchange contracts				
Forward contracts	**386**	**494**	821	503
Swaps	**80**	**20**	31	3
Cross-currency interest rate swaps	**6,649**	**524**	5,065	1,116
Total foreign exchange contracts	**7,115**	**1,038**	5,917	1,622
Credit derivative contracts				
Credit default swaps – protection purchased	**1**	**107**	1	45
Total credit derivative contracts	**1**	**107**	1	45
Other contracts				
Equity contracts	**945**	**1,362**	547	433
Total other contracts	**945**	**1,362**	547	433
Fair value – non-trading	**10,090**	**5,315**	10,605	8,347
Total fair value	**$ 78,061**	**$ 68,368**	$ 87,382	$ 71,640

[1] The fair values of interest rate futures and foreign exchange futures are immaterial and therefore excluded from this table.

The following table distinguishes derivatives held or issued for non-trading purposes between those that have been designated in qualifying hedge accounting relationships and those which have not been designated in qualifying hedge accounting relationships as at October 31, 2024 and October 31, 2023.

Fair Value of Non-Trading Derivatives [1]

(millions of Canadian dollars)	As at October 31, 2024									
	Derivative Assets					Derivative Liabilities				
	Derivatives in qualifying hedging relationships			Derivatives not in qualifying hedging relationships		Derivatives in qualifying hedging relationships			Derivatives not in qualifying hedging relationships	
	Fair value	**Cash flow**	**Net investment**		**Total**	**Fair value**	**Cash flow**	**Net investment**		**Total**
Derivatives held or issued for non-trading purposes										
Interest rate contracts	**$ 932**	**$ 123**	**$ –**	**$ 974**	**$ 2,029**	**$ 309**	**$ 1,290**	**$ –**	**$ 1,209**	**$ 2,808**
Foreign exchange contracts	**–**	**6,945**	**–**	**170**	**7,115**	**–**	**846**	**–**	**192**	**1,038**
Credit derivative contracts	**–**	**–**	**–**	**1**	**1**	**–**	**–**	**–**	**107**	**107**
Other contracts	**–**	**337**	**–**	**608**	**945**	**–**	**132**	**–**	**1,230**	**1,362**
Fair value – non-trading	**$ 932**	**$ 7,405**	**$ –**	**$ 1,753**	**$ 10,090**	**$ 309**	**$ 2,268**	**$ –**	**$ 2,738**	**$ 5,315**

	October 31, 2023									
Derivatives held or issued for non-trading purposes										
Interest rate contracts	$ 2,049	$ 33	$ –	$ 2,058	$ 4,140	$ 1,195	$ 2,629	$ –	$ 2,423	$ 6,247
Foreign exchange contracts	–	5,754	–	163	5,917	–	1,597	–	25	1,622
Credit derivative contracts	–	–	–	1	1	–	–	–	45	45
Other contracts	–	434	–	113	547	–	190	–	243	433
Fair value – non-trading	$ 2,049	$ 6,221	$ –	$ 2,335	$ 10,605	$ 1,195	$ 4,416	$ –	$ 2,736	$ 8,347

[1] Certain derivative assets qualify to be offset with certain derivative liabilities on the Consolidated Balance Sheet. Refer to Note 6 for further details.

Fair Value Hedges

The following table presents the effects of fair value hedges on the Consolidated Balance Sheet and the Consolidated Statement of Income.

Fair Value Hedges

(millions of Canadian dollars)

	For the years ended or as at October 31, 2024					
	Change in value of hedged items for ineffectiveness measurement	Change in fair value of hedging instruments for ineffectiveness measurement	Hedge ineffectiveness	Carrying amounts for hedged items	Accumulated amount of fair value hedge adjustments on hedged items[1,2]	Accumulated amount of fair value hedge adjustments on de-designated hedged items
Assets						
Interest rate risk						
Debt securities at amortized cost	**$ 6,856**	**$ (6,899)**	**$ (43)**	**$ 113,323**	**$ (10,995)**	**$ (3,015)**
Financial assets at fair value through other comprehensive income	**3,127**	**(3,146)**	**(19)**	**53,253**	**(1,086)**	**(71)**
Loans	**1,789**	**(1,798)**	**(9)**	**52,765**	**(328)**	**4**
Total assets	**11,772**	**(11,843)**	**(71)**	**219,341**	**(12,409)**	**(3,082)**
Liabilities						
Interest rate risk						
Deposits	**(2,291)**	**2,265**	**(26)**	**125,519**	**(3,543)**	**(136)**
Securitization liabilities at amortized cost	**(163)**	**163**	**–**	**6,865**	**68**	**–**
Subordinated notes and debentures	**(50)**	**50**	**–**	**3,158**	**27**	**(91)**
Total liabilities	**(2,504)**	**2,478**	**(26)**	**135,542**	**(3,448)**	**(227)**
Total	**$ 9,268**	**$ (9,365)**	**$ (97)**			

	October 31, 2023					
Assets						
Interest rate risk						
Debt securities at amortized cost	$ (4,408)	$ 4,381	$ (27)	$ 105,672	$ (18,332)	$ (3,378)
Financial assets at fair value through other comprehensive income	(785)	807	22	43,249	(4,230)	(68)
Loans	(798)	800	2	54,482	(2,322)	9
Total assets	(5,991)	5,988	(3)	203,403	(24,884)	(3,437)
Liabilities						
Interest rate risk						
Deposits	1,383	(1,417)	(34)	118,308	(8,641)	(102)
Securitization liabilities at amortized cost	76	(79)	(3)	2,124	(65)	–
Subordinated notes and debentures	7	(7)	–	1,026	(101)	(32)
Total liabilities	1,466	(1,503)	(37)	121,458	(8,807)	(134)
Total	$ (4,525)	$ 4,485	$ (40)			

[1] The Bank has portfolios of fixed rate financial assets and liabilities whereby the principal amount changes frequently due to originations, issuances, maturities and prepayments. The hedges on these portfolios are rebalanced dynamically.

[2] Reported balances represent adjustments to the carrying values of hedged items as included in the "Carrying amounts for hedged items" column in this table.

Cash Flow Hedges and Net Investment Hedges

The following table presents the effects of cash flow hedges and net investment hedges on the Bank's Consolidated Statement of Income and the Consolidated Statement of Comprehensive Income.

Cash Flow and Net Investment Hedges

(millions of Canadian dollars)

	For the years ended October 31, 2024					
	Change in value of hedged items for ineffectiveness measurement	Change in fair value of hedging instruments for ineffectiveness measurement	Hedge ineffectiveness	Hedging gains (losses) recognized in other comprehensive income[1]	Amount reclassified from accumulated other comprehensive income (loss) to earnings[1]	Net change in other comprehensive income (loss)[1]
Cash flow hedges[2]						
Interest rate risk[3]	**$ (3,602)**	**$ 3,606**	**$ 4**	**$ 2,128**	**$ (2,311)**	**$ 4,439**
Foreign exchange risk[4,5,6]	**(1,863)**	**1,867**	**4**	**1,287**	**2,204**	**(917)**
Equity price risk	**56**	**(59)**	**(3)**	**(59)**	**(66)**	**7**
Total cash flow hedges	**$ (5,409)**	**$ 5,414**	**$ 5**	**$ 3,356**	**$ (173)**	**$ 3,529**
Net investment hedges	**$ 457**	**$ (457)**	**$ –**	**$ (457)**	**$ (41)**	**$ (416)**

	October 31, 2023					
Cash flow hedges[2]						
Interest rate risk[3]	$ 1,260	$ (1,261)	$ (1)	$ (3,528)	$ (3,069)	$ (459)
Foreign exchange risk[4,5,6]	(4,417)	4,414	(3)	3,824	3,168	656
Equity price risk	374	(374)	–	(374)	(337)	(37)
Total cash flow hedges	$ (2,783)	$ 2,779	$ (4)	$ (78)	$ (238)	$ 160
Net investment hedges	$ 1,821	$ (1,821)	$ –	$ (1,821)	$ 15	$ (1,836)

[1] Effects on OCI are presented on a pre-tax basis.

[2] During the years ended October 31, 2024 and October 31, 2023, there were no instances where forecast hedged transactions failed to occur.

[3] Hedged items include forecast interest cash flows on loans, deposits, and securitization liabilities.

[4] For non-derivative instruments designated as hedging foreign exchange risk, fair value change is measured as the gains and losses due to spot foreign exchange movements.

[5] Cross-currency swaps may be used to hedge 1) foreign exchange risk, or 2) a combination of interest rate risk and foreign exchange risk in a single hedge relationship. Cross-currency swaps in both types of hedge relationships are disclosed in the foreign exchange risk category.

[6] Hedged items include principal and interest cash flows on foreign denominated securities, loans, deposits, other liabilities, and subordinated notes and debentures.

Reconciliation of Accumulated Other Comprehensive Income (Loss) [1]

(millions of Canadian dollars)

	For the years ended October 31, 2024				
	Accumulated other comprehensive income (loss) at beginning of year	**Net changes in other comprehensive income (loss)**	**Accumulated other comprehensive income (loss) at end of year**	**Accumulated other comprehensive income (loss) on designated hedges**	**Accumulated other comprehensive income (loss) on de-designated hedges**
Cash flow hedges					
Interest rate risk	**$ (6,441)**	**$ 4,439**	**$ (2,002)**	**$ 455**	**$ (2,457)**
Foreign exchange risk	**(1,091)**	**(917)**	**(2,008)**	**(2,008)**	**–**
Equity price risk	**(21)**	**7**	**(14)**	**(14)**	**–**
Total cash flow hedges	**$ (7,553)**	**$ 3,529**	**$ (4,024)**	**$ (1,567)**	**$ (2,457)**
Net investment hedges					
Foreign translation risk	**$ (6,352)**	**$ (416)**	**$ (6,768)**	**$ (6,768)**	**$ –**

	October 31, 2023				
Cash flow hedges					
Interest rate risk	$ (5,982)	$ (459)	$ (6,441)	$ (3,463)	$ (2,978)
Foreign exchange risk	(1,747)	656	(1,091)	(1,091)	–
Equity price risk	16	(37)	(21)	(21)	–
Total cash flow hedges	$ (7,713)	$ 160	$ (7,553)	$ (4,575)	$ (2,978)
Net investment hedges					
Foreign translation risk	$ (4,516)	$ (1,836)	$ (6,352)	$ (6,352)	$ –

[1] Presented on a pre-tax basis.

(b) **NOTIONAL AMOUNTS**

The notional amounts are not recorded as assets or liabilities as they represent the face amount of the contract to which a rate or price is applied to determine the amount of cash flows to be exchanged. Notional amounts do not represent the potential gain or loss associated with the market risk nor are they indicative of the credit risk associated with derivative financial instruments.

The following table discloses the notional amount of OTC and exchange-traded derivatives.

Over-the-Counter and Exchange-Traded Derivatives

(millions of Canadian dollars)

						As at October 31 2024	October 31 2023
	Over-the-Counter[1]			**Trading**			
	Clearing house[2]	**Non clearing house**	**Exchange-traded**	**Total**	**Non-trading[3]**	**Total**	Total
Notional							
Interest rate contracts							
Futures	**$ –**	**$ –**	**$ 761,112**	**$ 761,112**	**$ –**	**$ 761,112**	$ 1,377,932
Forward rate agreements	**550,965**	**22,772**	**–**	**573,737**	**552**	**574,289**	628,416
Swaps	**17,656,335**	**474,381**	**–**	**18,130,716**	**1,708,529**	**19,839,245**	16,974,557
Options written	**–**	**93,559**	**5,806**	**99,365**	**125**	**99,490**	111,734
Options purchased	**–**	**112,098**	**5,550**	**117,648**	**1,863**	**119,511**	140,437
Total interest rate contracts	**18,207,300**	**702,810**	**772,468**	**19,682,578**	**1,711,069**	**21,393,647**	19,233,076
Foreign exchange contracts							
Forward contracts	**39**	**355,932**	**–**	**355,971**	**24,644**	**380,615**	231,601
Swaps	**494**	**1,685,083**	**–**	**1,685,577**	**7,024**	**1,692,601**	2,021,332
Cross-currency interest rate swaps	**–**	**1,525,781**	**–**	**1,525,781**	**143,796**	**1,669,577**	1,448,859
Options written	**–**	**56,614**	**163**	**56,777**	**–**	**56,777**	51,216
Options purchased	**–**	**49,344**	**15**	**49,359**	**–**	**49,359**	36,959
Total foreign exchange contracts	**533**	**3,672,754**	**178**	**3,673,465**	**175,464**	**3,848,929**	3,789,967
Credit derivative contracts							
Credit default swaps – protection purchased	**12,469**	**327**	**–**	**12,796**	**2,708**	**15,504**	12,156
Credit default swaps – protection sold	**1,651**	**242**	**–**	**1,893**	**–**	**1,893**	2,535
Total credit derivative contracts	**14,120**	**569**	**–**	**14,689**	**2,708**	**17,397**	14,691
Other contracts							
Equity contracts	**–**	**123,991**	**117,988**	**241,979**	**36,049**	**278,028**	221,265
Commodity contracts	**118**	**103,714**	**141,763**	**245,595**	**–**	**245,595**	164,170
Total other contracts	**118**	**227,705**	**259,751**	**487,574**	**36,049**	**523,623**	385,435
Total	**$ 18,222,071**	**$ 4,603,838**	**$ 1,032,397**	**$ 23,858,306**	**$ 1,925,290**	**$ 25,783,596**	$ 23,423,169

[1] Collateral held under a Credit Support Annex to help reduce counterparty credit risk is in the form of high-quality and liquid assets such as cash and high-quality government securities. Acceptable collateral is governed by the Collateralized Trading Policy.

[2] Derivatives executed through a central clearing house reduce settlement risk due to the ability to net settle offsetting positions for capital purposes and therefore receive preferential capital treatment compared to those settled with non-central clearing house counterparties.

[3] Includes $1,532 billion of OTC derivatives that are transacted with clearing houses (October 31, 2023 – $1,970 billion) and $394 billion of OTC derivatives that are transacted with non-clearing houses (October 31, 2023 – $426 billion). There were no exchange-traded derivatives both as at October 31, 2024 and October 31, 2023.

The following table distinguishes the notional amount of derivatives held or issued for non-trading purposes between those that have been designated in qualifying hedge accounting relationships and those which have not been designated in qualifying hedge accounting relationships.

Notional of Non-Trading Derivatives

(millions of Canadian dollars)

					As at
					October 31, 2024
	Derivatives in qualifying hedging relationships			**Derivatives not in**	
Derivatives held or issued for hedging (non-trading) purposes	**Fair value**	**Cash flow[1]**	**Net Investment[1]**	**qualifying hedging relationships**	**Total**
Interest rate contracts	**$ 395,687**	**$ 340,741**	**$ –**	**$ 974,641**	**$ 1,711,069**
Foreign exchange contracts	**–**	**159,693**	**–**	**15,771**	**175,464**
Credit derivative contracts	**–**	**–**	**–**	**2,708**	**2,708**
Other contracts	**–**	**2,409**	**–**	**33,640**	**36,049**
Total notional non-trading	**$ 395,687**	**$ 502,843**	**$ –**	**$ 1,026,760**	**$ 1,925,290**

					October 31, 2023
Interest rate contracts	$ 372,214	$ 298,328	$ –	$ 1,529,603	$ 2,200,145
Foreign exchange contracts	–	144,485	–	16,429	160,914
Credit derivative contracts	–	–	–	2,191	2,191
Other contracts	–	2,241	–	30,015	32,256
Total notional non-trading	$ 372,214	$ 445,054	$ –	$ 1,578,238	$ 2,395,506

[1] Certain cross-currency swaps are executed using multiple derivatives, including interest rate swaps. These derivatives are used to hedge foreign exchange rate risk in cash flow hedges and investment hedges.

The following table discloses the notional principal amount of OTC derivatives and exchange-traded derivatives based on their contractual terms to maturity.

Derivatives by Remaining Term-to-Maturity

(millions of Canadian dollars)

					As at
				October 31 2024	October 31 2023
Notional Principal	**Within 1 year**	**Over 1 year to 5 years**	**Over 5 years**	**Total**	Total
Interest rate contracts					
Futures	**$ 639,609**	**$ 121,503**	**$ –**	**$ 761,112**	$ 1,377,932
Forward rate agreements	**550,518**	**18,386**	**5,385**	**574,289**	628,416
Swaps	**7,354,061**	**8,828,049**	**3,657,135**	**19,839,245**	16,974,557
Options written	**59,930**	**35,462**	**4,098**	**99,490**	111,734
Options purchased	**62,000**	**52,319**	**5,192**	**119,511**	140,437
Total interest rate contracts	**8,666,118**	**9,055,719**	**3,671,810**	**21,393,647**	19,233,076
Foreign exchange contracts					
Futures	**–**	**–**	**–**	**–**	–
Forward contracts	**363,791**	**14,994**	**1,830**	**380,615**	231,601
Swaps	**1,649,432**	**40,989**	**2,180**	**1,692,601**	2,021,332
Cross-currency interest rate swaps	**419,447**	**863,763**	**386,367**	**1,669,577**	1,448,859
Options written	**52,418**	**4,354**	**5**	**56,777**	51,216
Options purchased	**44,184**	**5,153**	**22**	**49,359**	36,959
Total foreign exchange contracts	**2,529,272**	**929,253**	**390,404**	**3,848,929**	3,789,967
Credit derivative contracts					
Credit default swaps – protection purchased	**1,675**	**7,406**	**6,423**	**15,504**	12,156
Credit default swaps – protection sold	**431**	**781**	**681**	**1,893**	2,535
Total credit derivative contracts	**2,106**	**8,187**	**7,104**	**17,397**	14,691
Other contracts					
Equity contracts	**209,083**	**67,387**	**1,558**	**278,028**	221,265
Commodity contracts	**219,998**	**25,104**	**493**	**245,595**	164,170
Total other contracts	**429,081**	**92,491**	**2,051**	**523,623**	385,435
Total	**$ 11,626,577**	**$ 10,085,650**	**$ 4,071,369**	**$ 25,783,596**	$ 23,423,169

The following table discloses the notional amount and average price of derivative instruments designated in qualifying hedge accounting relationships.

Hedging Instruments by Remaining Term-to-Maturity

(millions of Canadian dollars, except as noted)					*As at*
				October 31 2024	October 31 2023
Notional	**Within 1 year**	**Over 1 year to 5 years**	**Over 5 years**	**Total**	**Total**
Interest rate risk					
Interest rate swaps					
Notional – pay fixed	**$ 18,647**	**$ 106,879**	**$ 105,214**	**$ 230,740**	$ 238,472
Average fixed interest rate %	**2.86**	**3.06**	**2.31**		
Notional – received fixed	**112,428**	**178,069**	**26,652**	**317,149**	253,798
Average fixed interest rate %	**4.17**	**3.02**	**3.02**		
Total notional – interest rate risk	**131,075**	**284,948**	**131,866**	**547,889**	492,270
Foreign exchange risk[1]					
Forward contracts					
Notional – USD/CAD	**2,278**	**5,466**	**72**	**7,816**	8,067
Average FX forward rate	**1.31**	**1.30**	**1.31**		
Notional – EUR/CAD	**2,623**	**11,180**	**1,338**	**15,141**	14,664
Average FX forward rate	**1.63**	**1.54**	**1.56**		
Notional – other	**810**	**91**	**–**	**901**	172
Cross-currency swaps[2,3]					
Notional – USD/CAD	**9,345**	**28,810**	**8,789**	**46,944**	51,497
Average FX rate	**1.29**	**1.32**	**1.29**		
Notional – EUR/CAD	**10,197**	**36,145**	**15,535**	**61,877**	47,618
Average FX rate	**1.41**	**1.46**	**1.44**		
Notional – GBP/CAD	**1,792**	**7,860**	**108**	**9,760**	5,723
Average FX rate	**1.65**	**1.68**	**1.73**		
Notional – other currency pairs[4]	**5,019**	**11,537**	**698**	**17,254**	16,744
Total notional – foreign exchange risk	**32,064**	**101,089**	**26,540**	**159,693**	144,485
Equity Price Risk					
Notional – equity contracts	**2,409**	**–**	**–**	**2,409**	2,241
Total notional	**$ 165,548**	**$ 386,037**	**$ 158,406**	**$ 709,991**	$ 638,996

[1] Foreign currency denominated deposit liabilities are also used to hedge foreign exchange risk. Includes $7.4 billion (October 31, 2023 – $7.2 billion) of the carrying value of these non-derivative hedging instruments designated under net investment hedges.

[2] Cross-currency swaps may be used to hedge 1) foreign exchange risk, or 2) a combination of interest rate risk and foreign exchange risk in a single hedge relationship. Cross-currency swaps in both types of hedge relationships are disclosed in the foreign exchange risk category.

[3] Certain cross-currency swaps are executed using multiple derivatives, including interest rate swaps. The notional amount of these interest rate swaps, excluded from the above, is $36.5 billion as at October 31, 2024 (October 31, 2023 – $78.3 billion).

[4] Includes derivatives executed to manage non-trading foreign currency exposures, when more than one currency is involved prior to hedging to the Canadian dollar, or when the currency pair is not a significant exposure for the Bank.

Interest Rate Benchmark Reform

As at October 31, 2024, the Bank has transitioned all derivative instruments designated in qualifying hedge accounting relationships referencing CDOR to an ARR and it no longer has exposure to any residual CDOR derivative notional amounts (October 31, 2023 – $ 284 billion).

(c) DERIVATIVE-RELATED RISKS

Market Risk

Derivatives, in the absence of any compensating upfront cash payments, generally have no market value at inception. They obtain value, positive or negative, as relevant interest rates, foreign exchange rates, equity, commodity or credit prices or indices change, such that the previously contracted terms of the derivative transactions have become more or less favourable than what can be negotiated under current market conditions for contracts with the same terms and the same remaining period to expiry. The potential for derivatives to increase or decrease in value as a result of the foregoing factors is generally referred to as market risk.

Credit Risk

Credit risk on derivatives, also known as counterparty credit risk, is the risk of a financial loss occurring as a result of the failure of a counterparty to meet its obligation to the Bank.

Derivative-related credit risks are subject to the same credit approval, limit and monitoring standards that are used for managing other transactions that create credit exposure. This includes evaluating the creditworthiness of counterparties, and managing the size, diversification and maturity structure of the portfolios. The Bank actively engages in risk mitigation strategies through the use of multi-product derivative master netting agreements, collateral and other risk mitigation techniques. Master netting agreements reduce risk to the Bank by allowing the Bank to close out and net transactions with counterparties subject to such agreements upon the occurrence of certain events. The current replacement cost and credit equivalent amount shown in the following table are based on the standardized approach for counterparty credit risk. According to this approach, the current replacement cost accounts for the fair value of the positions, posted and received collateral, and master netting agreement clauses. The credit equivalent amount is the sum of the current replacement cost and the potential future exposure, which is calculated by applying factors determined by OSFI to the notional principal amount of the derivatives. The risk-weighted amount is determined by applying the adequate risk weights to the credit equivalent amount.

Credit Exposure of Derivatives

(millions of Canadian dollars)

	October 31, 2024			As at October 31, 2023		
	Current replacement cost	**Credit equivalent amount**	**Risk-weighted amount**	Current replacement cost	Credit equivalent amount	Risk-weighted amount
Interest rate contracts						
Forward rate agreements	**$ 35**	**$ 102**	**$ 29**	$ 32	$ 141	$ 70
Swaps	**4,215**	**11,037**	**964**	6,436	13,423	1,142
Options written	**7**	**140**	**26**	3	92	27
Options purchased	**17**	**123**	**23**	27	140	39
Total interest rate contracts	**4,274**	**11,402**	**1,042**	6,498	13,796	1,278
Foreign exchange contracts						
Forward contracts	**1,746**	**5,643**	**1,022**	1,514	4,732	968
Swaps	**3,234**	**16,136**	**2,246**	4,184	19,252	2,863
Cross-currency interest rate swaps	**4,124**	**17,176**	**1,515**	5,668	18,249	1,767
Options written	**36**	**291**	**59**	27	306	71
Options purchased	**50**	**239**	**64**	64	252	93
Total foreign exchange contracts	**9,190**	**39,485**	**4,906**	11,457	42,791	5,762
Other contracts						
Credit derivatives	**–**	**207**	**30**	4	278	50
Equity contracts	**669**	**8,964**	**2,348**	762	8,147	2,577
Commodity contracts	**1,115**	**5,752**	**848**	829	4,980	1,102
Total other contracts	**1,784**	**14,923**	**3,226**	1,595	13,405	3,729
Total derivatives	**15,248**	**65,810**	**9,174**	19,550	69,992	10,769
Qualifying Central Counterparty Contracts	**10,529**	**19,117**	**652**	6,494	27,211	969
Total	**$ 25,777**	**$ 84,927**	**$ 9,826**	$ 26,044	$ 97,203	$ 11,738

Current Replacement Cost of Derivatives

(millions of Canadian dollars, except as noted)

	Canada[1]		United States[1]		Other international[1]		As at Total	
By sector	**October 31 2024**	October 31 2023	**October 31 2024**	October 31 2023	**October 31 2024**	October 31 2023	**October 31 2024**	October 31 2023
Financial	**$ 4,647**	$ 5,132	**$ 38**	$ 23	**$ 272**	$ 234	**$ 4,957**	$ 5,389
Government	**3,594**	5,441	**98**	189	**2,618**	4,455	**6,310**	10,085
Other	**1,670**	1,508	**639**	654	**1,671**	1,913	**3,980**	4,075
Total current replacement cost	**$ 9,911**	$ 12,081	**$ 775**	$ 866	**$ 4,561**	$ 6,602	**$ 15,247**	$ 19,549

By location of risk	**October 31 2024**	October 31 2023	**October 31 2024 % mix**	October 31 2023 % mix
Canada	**$ 3,737**	$ 3,720	**24.5 %**	19.0 %
United States	**4,937**	7,108	**32.4**	36.4
Other international				
United Kingdom	**775**	883	**5.1**	4.5
Europe – other	**2,828**	3,164	**18.5**	16.2
Other	**2,970**	4,674	**19.5**	23.9
Total Other international	**6,573**	8,721	**43.1**	44.6
Total current replacement cost	**$ 15,247**	$ 19,549	**100.0 %**	100.0 %

[1] Based on geographic location of unit responsible for recording revenue.

Certain of the Bank's derivative contracts are governed by master derivative agreements having provisions that may permit the Bank's counterparties to require, upon the occurrence of a certain contingent event: (1) the posting of collateral or other acceptable remedy such as assignment of the affected contracts to an acceptable counterparty; or (2) settlement of outstanding derivative contracts. Most often, these contingent events are in the form of a downgrade of the senior debt rating of the Bank, either as counterparty or as guarantor of one of the Bank's subsidiaries. At October 31, 2024, the aggregate net liability position of those contracts would require: (1) the posting of collateral or other acceptable remedy totalling $ 511 million (October 31, 2023 – $ 407 million) in the event of a one-notch or two-notch downgrade in the Bank's senior debt rating; and (2) funding totalling $ 134 million (October 31, 2023 – nil) following the termination and settlement of outstanding derivative contracts in the event of a one-notch or two-notch downgrade in the Bank's senior debt rating.

Certain of the Bank's derivative contracts are governed by master derivative agreements having credit support provisions that permit the Bank's counterparties to call for collateral depending on the net mark-to-market exposure position of all derivative contracts governed by that master derivative agreement. Some of these agreements may permit the Bank's counterparties to require, upon the downgrade of the credit rating of the Bank, to post additional collateral. As at October 31, 2024, the fair value of all derivative instruments with credit risk related contingent features in a net liability position was $16 billion (October 31, 2023 – $16 billion). The Bank has posted $17 billion (October 31, 2023 – $16 billion) of collateral for this exposure in the normal course of business. As at October 31, 2024, the impact of a one-notch downgrade in the Bank's credit rating would require the Bank to post an additional $ 49 million (October 31, 2023 – $147 million) of collateral to that posted in the normal course of business. A two-notch downgrade in the Bank's credit rating would require the Bank to post an additional $1,228 million (October 31, 2023 – $223 million) of collateral to that posted in the normal course of business.

NOTE 12: INVESTMENT IN ASSOCIATES AND JOINT VENTURES

INVESTMENT IN THE CHARLES SCHWAB CORPORATION

The Bank has significant influence over The Charles Schwab Corporation ("Schwab") and the ability to participate in the financial and operational policy-making decisions of Schwab through a combination of the Bank's ownership, board representation and the insured deposit account agreement between the Bank and Schwab. As such, the Bank accounts for its investment in Schwab using the equity method. The Bank's share of Schwab's earnings available to common shareholders is reported with a one-month lag. The Bank takes into account changes in the one-month lag period that would significantly affect the results.

On August 21, 2024, the Bank sold 40.5 million shares of common stock of Schwab for proceeds of approximately $3.4 billion (US$2.5 billion). The share sale reduced the Bank's ownership interest in Schwab from 12.3% to 10.1%. The Bank recognized approximately $1.0 billion (US$0.7 billion) as other income (net of $0.5 billion (US$0.4 billion) loss from AOCI reclassified to earnings), in the fourth quarter of fiscal 2024. The Bank continues to account for its investment in Schwab using the equity method.

As at October 31, 2024, the Bank's reported investment in Schwab was approximately 10.1% (October 31, 2023 – 12.4%), consisting of 7.5% of the outstanding voting common shares and the remainder in non-voting common shares of Schwab with an aggregate fair value of $18 billion (US$13 billion) (October 31, 2023 – $16 billion (US$12 billion)) based on the closing price of US$70.83 (October 31, 2023 – US$52.04) on the New York Stock Exchange.

The Bank and Schwab are party to a stockholder agreement (the "Stockholder Agreement") under which the Bank has the right to designate two members of Schwab's Board of Directors and has representation on two Board Committees, subject to the Bank meeting certain conditions. The Bank's designated directors currently are the Bank's Group President and Chief Executive Officer and the Bank's former Chair of the Board. Under the Stockholder Agreement, the Bank is not permitted to own more than 9.9% voting common shares of Schwab, and the Bank is subject to customary standstill restrictions and subject to certain exceptions, transfer restrictions.

The carrying value of the Bank's investment in Schwab of $9.0 billion as at October 31, 2024 (October 31, 2023 – $8.9 billion) represents the Bank's share of Schwab's stockholders' equity, adjusted for goodwill, other intangibles, and cumulative translation adjustment. The Bank's share of net income from its investment in Schwab of $703 million during the year ended October 31, 2024 (October 31, 2023 – $864 million), reflects net income after adjustments for amortization of certain intangibles net of tax. The following tables represent the gross amount of Schwab's total assets, liabilities, net revenues, net income available to common stockholders, other comprehensive income (loss), and comprehensive income (loss).

Summarized Financial Information

(millions of Canadian dollars)		*As at*
	September 30 2024	September 30 2023
Total assets	**$ 630,363**	$ 644,139
Total liabilities	**566,502**	592,923

(millions of Canadian dollars)	*For the years ended September 30*	
	2024	2023
Total net revenues	**$ 25,493**	$ 26,811
Total net income available to common stockholders	**6,376**	7,483
Total other comprehensive income (loss)	**8,356**	3,247
Total comprehensive income (loss)	**14,732**	10,730

Insured Deposit Account Agreement

On November 25, 2019, the Bank and Schwab signed an insured deposit account agreement (the "2019 Schwab IDA Agreement"), with an initial expiration date of July 1, 2031. Under the 2019 Schwab IDA Agreement, starting July 1, 2021, Schwab had the option to reduce the deposits by up to US$10 billion per year (subject to certain limitations and adjustments), with a floor of US$50 billion. In addition, Schwab requested some further operational flexibility to allow for the sweep deposit balances to fluctuate over time, under certain conditions and subject to certain limitations.

On May 4, 2023, the Bank and Schwab entered into an amended insured deposit account agreement (the "2023 Schwab IDA Agreement" or the "Schwab IDA Agreement"), which replaced the 2019 Schwab IDA Agreement. Pursuant to the 2023 Schwab IDA Agreement, the Bank continues to make sweep deposit accounts available to clients of Schwab. Schwab designates a portion of the deposits with the Bank as fixed-rate obligation amounts (FROA). Remaining deposits are designated as floating-rate obligations. In comparison to the 2019 Schwab IDA Agreement, the 2023 Schwab IDA Agreement extends the initial expiration date by three years to July 1, 2034 and provides for lower deposit balances in its first six years, followed by higher balances in the later years. Specifically, until September 2025, the aggregate FROA will serve as the floor. Thereafter, the floor will be set at US$60 billion. In addition, Schwab had the option to buy down up to $6.8 billion (US$5 billion) of FROA by paying the Bank certain fees in accordance with the 2023 Schwab IDA Agreement, subject to certain limits.

By the end of the first quarter of fiscal 2024, Schwab had fully exercised its option to buy down up to US$5 billion of FROA and had paid a total of $337 million (US$250 million) in termination fees to the Bank in accordance with the 2023 Schwab IDA Agreement. The fees were intended to compensate the Bank for losses incurred from discontinuing certain hedging relationships and for lost revenues. The net impact was recorded in net interest income.

Refer to Note 27 for further details on the Schwab IDA Agreement.

INVESTMENT IN OTHER ASSOCIATES OR JOINT VENTURES

Except for Schwab as disclosed above, the Bank did not have investments in associates or joint ventures which were individually material as of October 31, 2024, or October 31, 2023. The carrying amount of the Bank's investment in other associates and joint ventures as at October 31, 2024 was $4.9 billion (October 31, 2023 – $4.2 billion).

Other associates and joint ventures consisted predominantly of investments in private funds or partnerships that make equity investments, provide debt financing or support community-based tax-advantaged investments. The investments in these entities generate a return primarily through the realization of U.S. federal and state income tax credits, including Low Income Housing Tax Credits, New Markets Tax Credits, and Historic Tax Credits.

NOTE 13: SIGNIFICANT TRANSACTIONS

(a) **Acquisition of Cowen Inc.**

On March 1, 2023, the Bank completed the acquisition of Cowen Inc. ("Cowen"). The acquisition advances the Wholesale Banking segment's long-term growth strategy in the U.S. and adds complementary products and services to the Bank's existing businesses. The results of the acquired business have been consolidated by the Bank from the closing date and primarily reported in the Wholesale Banking segment. Consideration included $1,500 million (US$1,100 million) in cash for 100% of Cowen's common shares outstanding, $253 million (US$186 million) for the settlement of Cowen's Series A Preferred Stock, and $205 million (US$151 million) related to the replacement of share-based payment awards.

The acquisition was accounted for as a business combination under the purchase method. The acquisition contributed $10,793 million (US$7,928 million) of assets and $10,005 million (US$7,351 million) of liabilities. The excess of accounting consideration over the fair value of the tangible net assets acquired was allocated to intangible assets of $298 million (US$219 million) net of taxes, and goodwill of $872 million (US$641 million). Goodwill is not deductible for tax purposes.

For the year ended October 31, 2023, the contribution of Cowen to the Bank's revenue and net income was not significant, nor would it have been significant if the acquisition had occurred as of November 1, 2022.

The Bank continues to dispose of certain non-core businesses that were acquired in connection with the Cowen acquisition. These non-core businesses are disposal groups which meet the criteria to be classified as held for sale and are measured at the lower of their carrying amount and fair value less costs to sell. The assets and liabilities of these disposal groups are recorded in Other assets and Other liabilities, respectively, on the Consolidated Balance Sheet. During the year ended October 31, 2023, the Bank disposed of a reinsurance subsidiary that was classified as held for sale. During the year ended October 31, 2024, the Bank disposed of Cowen's legacy prime brokerage and outsourced trading business that was classified as held for sale. As at October 31, 2024, assets of $775 million (October 31, 2023 – $1,958 million) and liabilities of $337 million (October 31, 2023 – $1,291 million) were classified as held for sale.

(b) **Termination of the Merger Agreement with First Horizon Corporation**

On May 4, 2023, the Bank and First Horizon announced their mutual decision to terminate the previously announced merger agreement for the Bank to acquire First Horizon. Under the terms of the termination agreement, the Bank made a $306 million (US$225 million) cash payment to First Horizon on May 5, 2023. The termination payment was recognized in non-interest expenses in the third quarter of fiscal 2023 and was reported in the Corporate segment.

In connection with the transaction, the Bank had invested US$494 million in non-voting First Horizon preferred stock. During the second quarter of fiscal 2023, the Bank recognized a valuation adjustment loss of $199 million (US$147 million) on this investment, recorded in OCI. On June 26, 2023, in accordance with the terms of the preferred share purchase agreement, the preferred stock converted into approximately 19.7 million common shares of First Horizon, resulting in the Bank recognizing a loss of $166 million (US$126 million) during the third quarter of fiscal 2023 in OCI based on First Horizon's common share price at the time of conversion. Upon conversion, the losses recognized to date, including the impact of foreign exchange, were reclassified directly to retained earnings. The Bank elected to record subsequent fair value changes on the common shares in OCI. On June 5, 2024, the Bank sold its holdings of First Horizon common shares. Gains of $115 million (US$75 million) recognized in OCI since the date of conversion, which included the impact of foreign exchange, were reclassified directly to retained earnings during the third quarter of fiscal 2024.

The Bank had also implemented a strategy to mitigate the impact of interest rate volatility to capital on closing of the acquisition. The Bank determined that the fair value of First Horizon's fixed rate financial assets and liabilities and certain intangible assets would have been sensitive to interest rate changes. The fair value of net assets would have determined the amount of goodwill to be recognized on closing of the acquisition. Increases in goodwill and intangibles would have negatively impacted capital ratios because they are deducted from capital under OSFI Basel III rules. In order to mitigate this volatility to closing capital, the Bank de-designated certain interest rate swaps hedging fixed income investments in fair value hedge accounting relationships.

As a result of the de-designation, mark-to-market gains (losses) on these swaps were recognized in earnings, without any corresponding offset from the previously hedged investments. Such gains (losses) would have mitigated the capital impact from changes in the amount of goodwill recognized on closing of the acquisition. The de-designation also triggered the amortization of the investments' basis adjustment to net interest income over the remaining expected life of the investments.

Prior to the termination of the merger agreement on May 4, 2023, for the year ended October 31, 2023, the Bank reported ($1,386) million in non-interest income related to the mark-to-market on the swaps, and $262 million in net interest income related to the basis adjustment amortization. In addition, for the year ended October 31, 2023, the Bank reported $585 million in non-interest income related to the net interest earned on the swaps.

Following the announcement to terminate the merger agreement, the Bank discontinued this strategy and reinstated hedge accounting on the portfolio of fixed income investments using new swaps entered into at higher market rates. The impact from the higher swap rates and the basis adjustment amortization discussed above is reported in net interest income. Income recognized from this strategy will reverse over time causing a decrease to net interest income. For the year ended October 31, 2024, the decrease to net interest income was $242 million (October 31, 2023 – $127 million), recorded in the Corporate segment.

NOTE 14: GOODWILL AND OTHER INTANGIBLES

GOODWILL

The recoverable amount of the Bank's CGUs or groups of CGUs is determined from internally developed valuation models that consider various factors and assumptions such as forecasted earnings, growth rates, discount rates, and terminal growth rates. Management is required to use judgment in estimating the recoverable amount of the CGUs or groups of CGUs, and the use of different assumptions and estimates in the calculations could influence the determination of the existence of impairment and the valuation of goodwill. Management believes that the assumptions and estimates used are reasonable and supportable. Where possible, assumptions generated internally are compared to relevant market information. The carrying amounts of the Bank's CGUs or groups of CGUs are determined by management using risk-based capital models to adjust net assets and liabilities by CGU. These models consider various factors including market risk, credit risk, and operational risk, including investment capital (comprised of goodwill and other intangibles). As at the date of the last impairment test, the amount of capital not directly attributable to the CGUs and held within the Corporate segment was approximately $11.5 billion and primarily related to treasury assets and excess capital managed within the Corporate segment. The Bank's capital oversight committees provide oversight to the Bank's capital allocation methodologies.

Key Assumptions

The recoverable amount of each CGU or group of CGUs has been determined based on its estimated value-in-use. In assessing value-in-use, estimated future cash flows based on the Bank's internal forecast are discounted using an appropriate pre-tax discount rate.

The following were the key assumptions applied in the goodwill impairment testing:

Discount Rate
The pre-tax discount rates used reflect current market assessments of the risks specific to each group of CGUs and are dependent on the risk profile and capital requirements of each group of CGUs.

Forecasted Earnings
The earnings included in the goodwill impairment testing for each group of CGUs were based on the Bank's internal forecast, which projects expected cash flows over the next five years, with the exception of the U.S. Personal and Commercial Banking group of CGUs where cash flow projections covering a seven year period were used, which more closely aligns with the long-term strategic growth plan for the business.

Terminal Growth Rates
Beyond the Bank's internal forecast, cash flows were assumed to grow at a steady terminal growth rate. Terminal growth rates were based on the expected long-term growth of gross domestic product and inflation and ranged from 2.0% to 4.1% (2023 – 2.0% to 4.1%).

In considering the sensitivity of the key assumptions discussed above, management determined that a reasonable change in any of the above would not result in the recoverable amount of any of the groups of CGUs to be less than their carrying amount.

Goodwill by Segment

(millions of Canadian dollars)	Canadian Personal and Commercial Banking	U.S. Retail[1]	Wealth Management and Insurance	Wholesale Banking	Total
Carrying amount of goodwill as at November 1, 2022	$ 902	$ 14,363	$ 2,104	$ 287	$ 17,656
Additions (disposals)	–	–	–	744	744
Foreign currency translation adjustments and other	–	257	18	(73)	202
Carrying amount of goodwill as at October 31, 2023 [2]	$ 902	$ 14,620	$ 2,122	$ 958	$ 18,602
Additions (disposals) [3]	**–**	**–**	**–**	**128**	**128**
Foreign currency translation adjustments and other	**–**	**43**	**3**	**75**	**121**
Carrying amount of goodwill as at October 31, 2024 [2]	**$ 902**	**$ 14,663**	**$ 2,125**	**$ 1,161**	**$ 18,851**
Pre-tax discount rates					
2023	9.7–9.9 %	10.0–11.3 %	9.6–11.0 %	13.9 %	
2024	**9.7–9.9**	**10.7–11.8**	**10.9–11.0**	**14.4**	

[1] Goodwill predominantly relates to U.S. Personal and Commercial Banking.
[2] Accumulated impairment as at October 31, 2024 and October 31, 2023 was nil.
[3] Includes adjustments to the purchase price allocation in connection with the Cowen acquisition.

OTHER INTANGIBLES

The following table presents details of other intangibles as at October 31, 2024 and October 31, 2023.

Other Intangibles

(millions of Canadian dollars)	Core deposit intangibles	Credit card related intangibles	Internally generated software	Other software	Other intangibles	Total
Cost						
As at November 1, 2022	$ 2,664	$ 848	$ 2,918	$ 233	$ 1,165	$ 7,828
Additions	–	–	846	52	395	1,293
Disposals	–	–	(1)	(2)	–	(3)
Fully amortized intangibles	–	–	(582)	(37)	–	(619)
Foreign currency translation adjustments and other [1]	48	2	(78)	(10)	(4)	(42)
As at October 31, 2023	$ 2,712	$ 850	$ 3,103	$ 236	$ 1,556	$ 8,457
Additions	**–**	**–**	**961**	**23**	**9**	**993**
Disposals	**–**	**–**	**(5)**	**(6)**	**(6)**	**(17)**
Fully amortized intangibles	**–**	**–**	**(627)**	**(60)**	**–**	**(687)**
Foreign currency translation adjustments and other	**8**	**1**	**(25)**	**2**	**36**	**22**
As at October 31, 2024	**$ 2,720**	**$ 851**	**$ 3,407**	**$ 195**	**$ 1,595**	**$ 8,768**
Amortization and impairment						
As at November 1, 2022	$ 2,662	$ 771	$ 1,256	$ 153	$ 683	$ 5,525
Disposals	–	–	–	–	–	–
Impairment losses (reversals)	–	–	–	–	–	–
Amortization charge for the year	2	11	443	36	180	672
Fully amortized intangibles	–	–	(582)	(37)	–	(619)
Foreign currency translation adjustments and other [1]	48	3	10	11	36	108
As at October 31, 2023	$ 2,712	$ 785	$ 1,127	$ 163	$ 899	$ 5,686
Disposals	**–**	**–**	**–**	**(3)**	**–**	**(3)**
Impairment losses (reversals)	**–**	**–**	**–**	**–**	**–**	**–**
Amortization charge for the year	**–**	**11**	**498**	**32**	**161**	**702**
Fully amortized intangibles	**–**	**–**	**(627)**	**(60)**	**–**	**(687)**
Foreign currency translation adjustments and other	**8**	**–**	**(2)**	**3**	**17**	**26**
As at October 31, 2024	**$ 2,720**	**$ 796**	**$ 996**	**$ 135**	**$ 1,077**	**$ 5,724**
Net Book Value:						
As at October 31, 2023	$ –	$ 65	$ 1,976	$ 73	$ 657	$ 2,771
As at October 31, 2024	**–**	**55**	**2,411**	**60**	**518**	**3,044**

[1] Includes amounts related to restructuring. Refer to Note 26 for further details.

NOTE 15: LAND, BUILDINGS, EQUIPMENT, OTHER DEPRECIABLE ASSETS, AND RIGHT-OF-USE ASSETS

The following table presents details of the Bank's land, buildings, equipment, and other depreciable assets as at October 31, 2024 and October 31, 2023.

Land, Buildings, Equipment, and Other Depreciable Assets

(millions of Canadian dollars)	Land	Buildings	Computer equipment	Furniture, fixtures, and other depreciable assets	Leasehold improvements	Total
Cost						
As at November 1, 2022	$ 949	$ 2,564	$ 817	$ 1,415	$ 3,461	$ 9,206
Additions	1	172	227	244	401	1,045
Disposals[1]	(13)	(11)	(15)	(53)	(21)	(113)
Fully depreciated assets	–	(18)	(109)	(112)	(199)	(438)
Foreign currency translation adjustments and other[2]	(18)	(152)	(3)	17	37	(119)
As at October 31, 2023	919	2,555	917	1,511	3,679	9,581
Additions	**–**	**216**	**153**	**362**	**485**	**1,216**
Disposals[1]	**–**	**(9)**	**(65)**	**(137)**	**(127)**	**(338)**
Fully depreciated assets	**–**	**(22)**	**(143)**	**(171)**	**(289)**	**(625)**
Foreign currency translation adjustments and other[2]	**6**	**47**	**(11)**	**2**	**42**	**86**
As at October 31, 2024	**$ 925**	**$ 2,787**	**$ 851**	**$ 1,567**	**$ 3,790**	**$ 9,920**
Accumulated depreciation and impairment losses						
As at November 1, 2022	$ –	$ 983	$ 365	$ 785	$ 1,702	$ 3,835
Depreciation charge for the year	–	84	175	152	274	685
Disposals[1]	–	(8)	(15)	(53)	(20)	(96)
Impairment losses	–	1	1	5	4	11
Fully depreciated assets	–	(18)	(109)	(112)	(199)	(438)
Foreign currency translation adjustments and other[2]	–	(50)	1	10	31	(8)
As at October 31, 2023	–	992	418	787	1,792	3,989
Depreciation charge for the year	**–**	**93**	**179**	**165**	**298**	**735**
Disposals[1]	**–**	**(9)**	**(62)**	**(134)**	**(108)**	**(313)**
Impairment losses	**–**	**–**	**11**	**7**	**1**	**19**
Fully depreciated assets	**–**	**(22)**	**(143)**	**(171)**	**(289)**	**(625)**
Foreign currency translation adjustments and other[2]	**–**	**25**	**(4)**	**13**	**42**	**76**
As at October 31, 2024	**$ –**	**$ 1,079**	**$ 399**	**$ 667**	**$ 1,736**	**$ 3,881**
Net Book Value Excluding Right-of-Use Assets:						
As at October 31, 2023	$ 919	$ 1,563	$ 499	$ 724	$ 1,887	$ 5,592
As at October 31, 2024	**925**	**1,708**	**452**	**900**	**2,054**	**6,039**

[1] Cash received from disposals was $22 million for the year ended October 31, 2024 (October 31, 2023 – $5 million).
[2] Includes amounts related to restructuring and adjustments to reclassify held-for-sale items to other assets. Refer to Note 26 for further details.

The following table presents details of the Bank's ROU assets as recorded in accordance with IFRS 16, *Leases*. Refer to Note 18 and Note 26 for the related lease liabilities details.

Right-of-Use Assets Net Book Value

(millions of Canadian dollars)	Land	Buildings	Computer equipment	Total
As at November 1, 2022	$ 777	$ 3,208	$ 44	$ 4,029
Additions	5	238	–	243
Depreciation	(91)	(439)	(13)	(543)
Reassessments, modifications, and variable lease payment adjustments	6	70	–	76
Terminations and impairment	–	–	–	–
Foreign currency translation adjustments and other	12	24	1	37
As at October 31, 2023	$ 709	$ 3,101	$ 32	$ 3,842
Additions	**3**	**373**	**48**	**424**
Depreciation	**(97)**	**(462)**	**(13)**	**(572)**
Reassessments, modifications, and variable lease payment adjustments	**21**	**130**	**(20)**	**131**
Terminations and impairment	**–**	**1**	**–**	**1**
Foreign currency translation adjustments and other	**(3)**	**(25)**	**–**	**(28)**
As at October 31, 2024	**$ 633**	**$ 3,118**	**$ 47**	**$ 3,798**

Total Land, Buildings, Equipment, Other Depreciable Assets, and Right-of-Use Assets Net Book Value

(millions of Canadian dollars)	Land	Buildings	Computer equipment	Furniture, fixtures, and other depreciable assets	Leasehold improvements	Total
As at October 31, 2023	$ 1,628	$ 4,664	$ 531	$ 724	$ 1,887	$ 9,434
As at October 31, 2024	**1,558**	**4,826**	**499**	**900**	**2,054**	**9,837**

NOTE 16: OTHER ASSETS

Other Assets

(millions of Canadian dollars)	As at October 31 2024	As at October 31 2023
Accounts receivable and other items[1]	**$ 12,931**	$ 13,893
Accrued interest	**5,509**	5,504
Cheques and other items in transit	**1,656**	–
Current income tax receivable	**4,061**	4,814
Defined benefit asset **(Note 23)**	**1,042**	1,254
Prepaid expenses[2]	**1,794**	1,462
Reinsurance contract assets	**1,188**	702
Total[2]	**$ 28,181**	$ 27,629

[1] Includes assets related to disposal groups classified as held-for-sale in connection with the Cowen acquisition. Refer to Note 13 for further details.
[2] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

NOTE 17: DEPOSITS

Demand deposits are those for which the Bank does not have the right to require notice prior to withdrawal, which primarily include business and government chequing accounts. Notice deposits are those for which the Bank can legally require notice prior to withdrawal, which include both savings and chequing accounts. Term deposits are payable on a given date of maturity and are purchased by customers to earn interest over a fixed period, with terms ranging from one day to ten years and generally include fixed term deposits, guaranteed investment certificates, senior debt, and similar instruments. The aggregate amount of term deposits in denominations of $100,000 or more as at October 31, 2024 was $546 billion (October 31, 2023 – $512 billion).

Deposits

(millions of Canadian dollars)	By Type			By Country			As at October 31 2024	As at October 31 2023
	Demand	**Notice**	**Term[1]**	**Canada**	**United States**	**International**	**Total**	Total
Personal	**$ 18,068**	**$ 479,841**	**$ 143,758**	**$ 339,534**	**$ 302,133**	**$ –**	**$ 641,667**	$ 626,596
Banks	**12,646**	**317**	**44,735**	**20,590**	**36,484**	**624**	**57,698**	31,225
Business and government[2]	**150,664**	**193,134**	**225,517**	**400,439**	**161,291**	**7,585**	**569,315**	540,369
	181,378	**673,292**	**414,010**	**760,563**	**499,908**	**8,209**	**1,268,680**	1,198,190
Trading	**–**	**–**	**30,412**	**23,807**	**3,357**	**3,248**	**30,412**	30,980
Designated at fair value through profit or loss[3]	**–**	**–**	**207,668**	**56,029**	**75,140**	**76,499**	**207,668**	191,988
Total	**$ 181,378**	**$ 673,292**	**$ 652,090**	**$ 840,399**	**$ 578,405**	**$ 87,956**	**$ 1,506,760**	$ 1,421,158
Non-interest-bearing deposits included above[4]								
Canada							**$ 58,873**	$ 61,581
United States							**73,509**	76,376
International							**–**	23
Interest-bearing deposits included above[4]								
Canada							**781,526**	712,283
United States[5]							**504,896**	482,247
International							**87,956**	88,648
Total[2,6]							**$ 1,506,760**	$ 1,421,158

[1] Includes $97.6 billion (October 31, 2023 – $103.3 billion) of senior debt which is subject to the bank recapitalization "bail-in" regime. This regime provides certain statutory powers to Canada Deposit Insurance Corporation, including the ability to convert specified eligible shares and liabilities into common shares in the event that the Bank becomes non-viable.
[2] Includes $75.4 billion relating to covered bondholders (October 31, 2023 – $84.0 billion).
[3] Financial liabilities designated at FVTPL on the Consolidated Balance Sheet also include $45.0 million (October 31, 2023 – $142.3 million) of loan commitments and financial guarantees designated at FVTPL.
[4] The geographical splits of the deposits are based on the point of origin of the deposits.
[5] Includes $13.1 billion (October 31, 2023 – $3.9 billion) of U.S. federal funds deposited and $36.2 billion (October 31, 2023 – $9.0 billion) of deposits and advances with the FHLB.
[6] Includes deposits of $10.2 billion (October 31, 2023 – $79.9 billion) denominated in U.S. dollars and $40.7 billion (October 31, 2023 – $15.0 billion) denominated in other foreign currencies.

Term Deposits by Remaining Term-to-Maturity

(millions of Canadian dollars)							*As at*	
							October 31 2024	October 31 2023
	Within 1 year	**Over 1 year to 2 years**	**Over 2 years to 3 years**	**Over 3 years to 4 years**	**Over 4 years to 5 years**	**Over 5 years**	**Total**	Total
Personal	**$ 113,041**	**$ 15,120**	**$ 8,906**	**$ 3,253**	**$ 3,431**	**$ 7**	**$ 143,758**	$ 118,862
Banks	**44,732**	**–**	**1**	**–**	**2**	**–**	**44,735**	19,710
Business and government	**87,025**	**37,681**	**45,697**	**16,981**	**13,989**	**24,144**	**225,517**	215,709
Trading	**15,622**	**5,488**	**3,967**	**1,611**	**1,988**	**1,736**	**30,412**	30,980
Designated at fair value through profit or loss	**206,191**	**1,477**	**–**	**–**	**–**	**–**	**207,668**	191,988
Total	**$ 466,611**	**$ 59,766**	**$ 58,571**	**$ 21,845**	**$ 19,410**	**$ 25,887**	**$ 652,090**	$ 577,249

Term Deposits due within a Year

(millions of Canadian dollars)				*As at*	
				October 31 2024	October 31 2023
	Within 3 months	**Over 3 months to 6 months**	**Over 6 months to 12 months**	**Total**	Total
Personal	**$ 46,226**	**$ 30,780**	**$ 36,035**	**$ 113,041**	$ 81,215
Banks	**19,001**	**2,434**	**23,297**	**44,732**	19,705
Business and government	**47,672**	**11,295**	**28,058**	**87,025**	88,034
Trading	**7,038**	**2,768**	**5,816**	**15,622**	16,416
Designated at fair value through profit or loss	**75,982**	**51,980**	**78,229**	**206,191**	191,876
Total	**$ 195,919**	**$ 99,257**	**$ 171,435**	**$ 466,611**	$ 397,246

NOTE 18: OTHER LIABILITIES

Other Liabilities

(millions of Canadian dollars)		*As at*
	October 31 2024	October 31 2023
Accounts payable, accrued expenses, and other items[1,2]	**$ 7,706**	$ 8,314
Accrued interest	**5,559**	4,421
Accrued salaries and employee benefits	**5,386**	4,993
Cheques and other items in transit[2]	**–**	2,245
Current income tax payable	**67**	162
Deferred tax liabilities **(Note 24)**	**300**	204
Defined benefit liability **(Note 23)**	**1,380**	1,244
Lease liabilities[3]	**5,013**	5,050
Liabilities related to structured entities	**22,792**	17,520
Provisions **(Note 26)**	**3,675**	3,421
Total[2]	**$ 51,878**	$ 47,574

[1] Includes liabilities related to disposal groups classified as held-for-sale in connection with the Cowen acquisition. Refer to Note 13 for further
[2] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.
[3] Refer to Note 26 for lease liability maturity and lease payment details.

NOTE 19: SUBORDINATED NOTES AND DEBENTURES

Subordinated notes and debentures are direct unsecured obligations of the Bank or its subsidiaries and are subordinated in right of payment to the claims of depositors and certain other creditors. Redemptions, cancellations, exchanges, and modifications of subordinated debentures qualifying as regulatory capital are subject to the consent and approval of OSFI.

Subordinated Notes and Debentures

(millions of Canadian dollars, except as noted)

Maturity date	Interest rate (%)	Reset spread (%)	Earliest par redemption date	As at October 31 2024	As at October 31 2023
May 26, 2025	9.150	n/a	–	**$ 200**	$ 196
July 25, 2029[1]	3.224[2,3]	1.250[2]	July 25, 2024	**–**	1,513
April 22, 2030[1]	3.105[2]	2.160[2]	April 22, 2025	**2,989**	3,005
March 4, 2031[1]	4.859[2]	3.490[2]	March 4, 2026	**1,257**	1,246
September 15, 2031[1]	3.625[4]	2.205[4]	September 15, 2026	**2,045**	2,018
January 26, 2032[1]	3.060[2]	1.330[2]	January 26, 2027	**1,637**	1,642
April 9, 2034[1]	5.177[5]	1.530[5]	April 9, 2029	**1,803**	–
September 10, 2034[1]	5.146[6]	1.500	September 10, 2029	**1,359**	–
October 30, 2034[1]	1.601[7]	1.032	October 30, 2029	**183**	–
Total				**$ 11,473**	$ 9,620

[1] The subordinated notes and debentures include non-viability contingent capital (NVCC) provisions and qualify as regulatory capital under OSFI's Capital Adequacy Requirements (CAR) guideline. Refer to Note 20 for further details.
[2] Interest rate is for the period to but excluding the earliest par redemption date, and thereafter, it will be reset at a rate of three-month bankers' acceptance rate (as such term is defined in the applicable offering document) plus the reset spread noted.
[3] On July 25, 2024, the Bank redeemed all of its outstanding $1.5 billion 3.224% medium-term notes due July 25, 2029, at a redemption price of 100 per cent of the principal amount, plus accrued and unpaid interest to, but excluding, the redemption date.
[4] Interest rate is for the period to but excluding the earliest par redemption date, and thereafter, it will be reset at a 5-year Mid-Swap Rate plus the reset spread noted.
[5] Interest rate is for the period to but excluding the earliest par redemption date, and thereafter, it will be reset at Daily Compounded Canadian Overnight Repo Rate Average plus the reset spread noted.
[6] Interest rate is for the period to but excluding the earliest par redemption date, and thereafter, it will be reset at the prevailing 5-year U.S. Treasury Rate plus the reset spread noted.
[7] Interest rate is for the period to but excluding the earliest par redemption date, and thereafter, it will be reset at the Japanese government bond yield plus the reset spread noted.

NOTE 20: EQUITY

COMMON SHARES

The Bank is authorized by its shareholders to issue an unlimited number of common shares, without par value, for unlimited consideration. The common shares are not redeemable or convertible. Dividends are typically declared by the Board of Directors of the Bank on a quarterly basis and the amount may vary from quarter to quarter.

PREFERRED SHARES AND OTHER EQUITY INSTRUMENTS

Preferred Shares

The Bank is authorized by its shareholders to issue, in one or more series, an unlimited number of Class A First Preferred Shares, without nominal or par value. Non-cumulative preferential dividends are payable either quarterly or semi-annually in accordance with applicable terms, as and when declared by the Board of Directors of the Bank. All preferred shares issued by the Bank currently include NVCC provisions, necessary for the preferred shares to qualify as regulatory capital under OSFI's CAR guideline. NVCC provisions require the conversion of the impacted instruments into a variable number of common shares upon the occurrence of a Trigger Event. A Trigger Event is currently defined in the CAR Guideline as an event where OSFI determines that the Bank is, or is about to become, non-viable and that after conversion or write-off, as applicable, of all non-common capital instruments and consideration of any other relevant factors or circumstances, the viability of the Bank is expected to be restored, or where the Bank has accepted or agreed to accept a capital injection or equivalent support from a federal or provincial government of Canada without which the Bank would have been determined by OSFI to be non-viable.

Limited Recourse Capital Notes

The Bank has issued Limited Recourse Capital Notes (the "LRCNs") with recourse limited to assets held in a trust consolidated by the Bank (the "Limited Recourse Trust"). The Limited Recourse Trust's assets consist of Class A First Preferred Shares of the Bank, each series which is issued concurrently with the LRCNs (the "LRCN Preferred Shares"). The LRCN Preferred Shares are eliminated on the Bank's consolidated financial statements.

In the event of (i) non-payment of interest following any interest payment date, (ii) non-payment of the redemption price in case of a redemption of the LRCNs, (iii) non-payment of principal plus accrued and unpaid interest at the maturity of the LRCNs, (iv) an event of default on the LRCNs, or (v) a Trigger Event, the recourse of each LRCN holder will be limited to that holder's pro rata share of the Limited Recourse Trust's assets.

The LRCNs, by virtue of the recourse to the LRCN Preferred Shares, include standard NVCC provisions necessary for them to qualify as Additional Tier 1 Capital under OSFI's CAR guideline. NVCC provisions require the conversion of the instrument into a variable number of common shares upon the occurrence of a Trigger Event. In such an event, each LRCN Preferred Share will automatically and immediately be converted into a variable number of common shares which will be delivered to LRCN holders in satisfaction of the principal amount of, and accrued and unpaid interest on, the LRCNs. The number of common shares issued will be determined based on the conversion formula set out in the terms of the respective series of LRCN Preferred Shares.

The LRCNs are compound instruments with both equity and liability features. Non-payment of interest and principal in cash does not constitute an event of default and will trigger the delivery of the LRCN Preferred Shares. The liability component has a nominal value and, therefore, the proceeds received upon issuance have been presented as equity, and any interest payments are accounted for as distributions on other equity instruments.

Perpetual Subordinated Capital Notes

The Bank has issued Perpetual Subordinated Capital Notes ("Perpetual Notes"). The Perpetual Notes have no scheduled maturity or redemption date. Interest payments are at the discretion of the Bank. The Perpetual Notes include standard NVCC provisions necessary for them to qualify as Additional Tier 1 Capital under OSFI's CAR guideline.

The Perpetual Notes are compound instruments with both equity and liability features. The liability component has a nominal value and, therefore, the proceeds received upon issuance have been presented as equity, and any interest payments are accounted for as distributions on other equity instruments.

The following table summarizes the changes to the shares and other equity instruments issued and outstanding and treasury instruments held as at and for the years ended October 31, 2024 and October 31, 2023.

Shares and Other Equity Instruments Issued and Outstanding and Treasury Instruments Held

(millions of shares or other equity instruments and millions of Canadian dollars)	October 31, 2024		October 31, 2023	
	Number of shares	**Amount**	Number of shares	Amount
Common Shares				
Balance as at beginning of year	**1,791.4**	**$ 25,434**	1,821.7	$ 24,363
Proceeds from shares issued on exercise of stock options	**1.7**	**112**	1.2	83
Shares issued as a result of dividend reinvestment plan	**6.6**	**529**	20.5	1,720
Purchase of shares for cancellation and other	**(49.4)**	**(702)**	(52.0)	(732)
Balance as at end of year – common shares	**1,750.3**	**$ 25,373**	1,791.4	$ 25,434
Preferred Shares and Other Equity Instruments				
Preferred Shares – Class A				
Series 1	**20.0**	**$ 500**	20.0	$ 500
Series 3[1]	**–**	**–**	20.0	500
Series 5	**20.0**	**500**	20.0	500
Series 7	**14.0**	**350**	14.0	350
Series 9	**8.0**	**200**	8.0	200
Series 16	**14.0**	**350**	14.0	350
Series 18	**14.0**	**350**	14.0	350
Series 22[2]	**–**	**–**	14.0	350
Series 24[3]	**–**	**–**	18.0	450
Series 27	**0.8**	**850**	0.8	850
Series 28	**0.8**	**800**	0.8	800
	91.6	**$ 3,900**	143.6	$ 5,200
Other Equity Instruments[4]				
Limited Recourse Capital Notes – Series 1	**1.8**	**$ 1,750**	1.8	$ 1,750
Limited Recourse Capital Notes – Series 2	**1.5**	**1,500**	1.5	1,500
Limited Recourse Capital Notes – Series 3[5]	**1.7**	**2,403**	1.7	2,403
Limited Recourse Capital Notes – Series 4[5]	**0.7**	**1,023**	–	–
Perpetual Subordinated Capital Notes – Series 2023-9[6]	**0.1**	**312**	–	–
	5.8	**6,988**	5.0	5,653
Balance as at end of year – preferred shares and other equity instruments	**97.4**	**$ 10,888**	148.6	$ 10,853
Treasury – common shares[7]				
Balance as at beginning of year	**0.7**	**$ (64)**	1.0	$ (91)
Purchase of shares	**139.1**	**(11,209)**	94.9	(7,959)
Sale of shares	**(139.6)**	**11,256**	(95.2)	7,986
Balance as at end of year – treasury – common shares	**0.2**	**$ (17)**	0.7	$ (64)
Treasury – preferred shares and other equity instruments[7]				
Balance as at beginning of year	**0.1**	**$ (65)**	0.1	$ (7)
Purchase of shares and other equity instruments	**6.6**	**(625)**	3.7	(590)
Sale of shares and other equity instruments	**(6.5)**	**672**	(3.7)	532
Balance as at end of year – treasury – preferred shares and other equity instruments	**0.2**	**$ (18)**	0.1	$ (65)

[1] On July 31, 2024, the Bank redeemed all of its 20 million outstanding Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares NVCC, Series 3 ("Series 3 Preferred Shares"), at a redemption price of $25.00 per Series 3 Preferred Share, for a total redemption cost of approximately $500 million.

[2] On April 30, 2024, the Bank redeemed all of its 14 million outstanding Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares NVCC, Series 22 ("Series 22 Preferred Shares"), at a redemption price of $25.00 per Series 22 Preferred Share, for a total redemption cost of $350 million.

[3] On July 31, 2024, the Bank redeemed all of its 18 million outstanding Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares NVCC, Series 24 ("Series 24 Preferred Shares"), at a redemption price of $25.00 per Series 24 Preferred Share, for a total redemption cost of approximately $450 million.

[4] For Limited Recourse Capital Notes, the number of shares represents the number of notes issued.

[5] For LRCNs – Series 3 and 4, the amount represents the Canadian dollar equivalent of the U.S. dollar notional amount. Refer to "Preferred Shares and Other Equity Instruments – Significant Terms and Conditions" table for further details.

[6] For perpetual subordinated capital notes, the amount represents the Canadian dollar equivalent of the Singapore dollar notional amount. Refer to "Preferred Shares and Other Equity Instruments – Significant Terms and Conditions" table for further details.

[7] When the Bank purchases its own equity instruments as part of its trading business, they are classified as treasury instruments and the cost of these instruments is recorded as a reduction in equity.

Preferred Shares and Other Equity Instruments – Significant Terms and Conditions

(millions of Canadian dollars)

	Issue date	Annual yield (%)[1]	Dividend frequency[1]	Reset spread (%)[1]	Next redemption/ conversion date[1,2]	Convertible into[1,2]
NVCC Rate Reset Preferred Shares						
Series 1[3]	June 4, 2014	4.970	Quarterly	2.240	October 31, 2029	Series 2
Series 5	December 16, 2014	3.876	Quarterly	2.250	January 31, 2025	Series 6
Series 7	March 10, 2015	3.201	Quarterly	2.790	July 31, 2025	Series 8
Series 9	April 24, 2015	3.242	Quarterly	2.870	October 31, 2025	Series 10
Series 16	July 14, 2017	6.301	Quarterly	3.010	October 31, 2027	Series 17
Series 18[4]	March 14, 2018	5.747	Quarterly	2.700	April 30, 2028	Series 19
Series 27	April 4, 2022	5.750	Semi-annual	3.317	October 31, 2027	–
Series 28	July 25, 2022	7.232	Semi-annual	4.200	October 31, 2027	–

	Issue date	Annual yield (%)	Coupon frequency	Reset spread (%)	Next redemption date	Recourse to Preferred Shares[5]
Other Equity Instruments						
Perpetual Subordinated Capital Notes[6]	July 10, 2024	5.700	Semi-annual	2.652	July 31, 2029	n/a
NVCC Limited Recourse Capital Notes[7]						
Series 1	July 29, 2021	3.600	Semi-annual	2.747	October 31, 2026	Series 26
Series 2	September 14, 2022	7.283	Semi-annual	4.100	October 31, 2027	Series 29
Series 3[8]	October 17, 2022	8.125	Quarterly	4.075	October 31, 2027	Series 30
Series 4[8]	July 3, 2024	7.250	Quarterly	2.977	July 31, 2029	Series 31

[1] Non-cumulative preferred dividends for each series are payable as and when declared by the Board of Directors. The dividend rate of the Rate Reset Preferred Shares will reset on the next earliest optional redemption/conversion date and every 5 years thereafter to equal the then 5-year Government of Canada bond yield plus the noted reset spread. If converted into series of floating rate preferred shares, the dividend rate for the quarterly period will be equal to the then 90-day Government of Canada Treasury bill yield plus the noted reset spread unless otherwise stated.

[2] Subject to regulatory consent and unless otherwise stated, preferred shares are redeemable on the next earliest optional redemption date as noted and every 5 years thereafter. Preferred Shares, except Series 27 and Series 28, are convertible into the corresponding series of floating rate preferred shares on the conversion date noted and every 5 years thereafter if not redeemed. If converted, the holders have the option to convert back to the original series of preferred shares every 5 years.

[3] On October 16, 2024, the Bank announced that none of its 20 million Non-Cumulative 5-Year Rate Reset Class A First Preferred Shares, Series 1 NVCC ("Series 1 Shares") would be converted on October 31, 2024 into Non-Cumulative Floating Rate Class A First Preferred Shares, Series 2 (NVCC) ("Series 2 Shares") of TD. As previously announced on October 2, 2024, the dividend rate for the Series 1 Shares for the 5-year period from and including October 31, 2024 to but excluding October 31, 2029 will be 4.970%.

[4] On April 18, 2023, the Bank announced that none of its 14 million Non-Cumulative 5-Year Rate Reset Preferred Shares NVCC, Series 18 ("Series 18 Shares") would be converted on April 30, 2023 into Non-Cumulative Floating Rate Preferred Shares NVCC, Series 19 ("Series 19 Shares"). As had been previously announced on March 31, 2023, the dividend rate for the Series 18 Shares for the 5-year period from and including April 30, 2023 to but excluding April 30, 2028, if declared, is payable at a per annum rate of 5.747%.

[5] LRCN Preferred Share Series 26 and Series 29 were issued at a price of $1,000 per share and LRCN Preferred Share Series 30 and Series 31 were issued at a price of US$1,000 per share. The LRCN Preferred Shares are eliminated on the Bank's Consolidated Balance Sheet.

[6] Perpetual Subordinated Capital Notes are denominated in Singapore dollars. The interest rate on Perpetual Subordinated Capital Notes will reset on the next interest reset date and every 5 years thereafter to a rate equal to the then prevailing 5-year SORA-OIS Rate plus the noted reset spread.

[7] LRCNs may be redeemed at the option of the Bank, with the prior written approval of OSFI, in whole or in part on prior notice by the Bank as of the earliest redemption date and each optional redemption date thereafter. Unless otherwise stated, the interest rate on the LRCNs will reset on the next earliest optional redemption date and every 5 years thereafter at a rate equal to the then 5-year Government of Canada bond yield plus the noted reset spread.

[8] LRCN Series 3 and 4 are denominated in U.S. dollars. The interest rate on LRCN Series 3 and 4 will reset on the next interest reset date and every 5 years thereafter to equal the then 5-year U.S. Treasury yield plus the noted reset spread.

NVCC Provision

If an NVCC trigger event were to occur, for all series of Class A First Preferred Shares excluding the preferred shares issued with respect to LRCNs, the maximum number of common shares that could be issued, assuming there are no declared and unpaid dividends on the respective series of preferred shares at the time of conversion, would be 0.8 billion in aggregate.

The LRCNs, by virtue of the recourse to the preferred shares held in the Limited Recourse Trust, include NVCC provisions. For LRCNs, if an NVCC trigger were to occur, the maximum number of common shares that could be issued, assuming there are no declared and unpaid dividends on the preferred shares series issued in connection with such LRCNs, would be 1.3 billion in aggregate.

For NVCC subordinated notes and debentures (including Perpetual Notes), if an NVCC trigger event were to occur, the maximum number of common shares that could be issued, assuming there is no accrued and unpaid interest on the respective subordinated notes and debentures, would be 3.5 billion in aggregate.

DIVIDEND RESTRICTIONS

The Bank is prohibited by the *Bank Act (Canada)* from declaring dividends on its preferred or common shares if there are reasonable grounds for believing that the Bank is, or the payment would cause the Bank to be, in contravention of the capital adequacy and liquidity regulations of the *Bank Act (Canada)* or directions of OSFI. The Bank does not anticipate that this condition will restrict it from paying dividends in the normal course of business. In addition, the ability to pay dividends on common shares without the approval of the holders of the outstanding preferred shares is restricted unless all dividends on the preferred shares have been declared and paid or set apart for payment. Currently, these limitations do not restrict the payment of dividends on common shares or preferred shares.

DIVIDENDS

On December 4, 2024, the Board approved a dividend in an amount of one dollar and five cents ($1.05) per fully paid common share in the capital stock of the Bank for the quarter ending January 31, 2025, payable on and after January 31, 2025, to shareholders of record at the close of business on January 10, 2025.

At October 31, 2024, the quarterly dividend was $1.02 per common share. Common share cash dividends declared and paid during the year totalled $4.08 per share (2023 – $3.84), representing a payout ratio of 52.1%, slightly above the Bank's target payout range of 40-50% of adjusted earnings. For cash dividends payable on the Bank's preferred shares, refer to Note 20. As at October 31, 2024, 1,750 million common shares were outstanding (2023 – 1,791 million).

DIVIDEND REINVESTMENT PLAN

The Bank offers a dividend reinvestment plan for its common shareholders. Participation in the plan is optional and under the terms of the plan, cash dividends on common shares are used to purchase additional common shares. At the option of the Bank, the common shares may be issued from treasury at an average market price based on the last five trading days before the date of the dividend payment, with a discount of between 0% to 5% at the Bank's discretion or purchased from the open market at market price.

During the year ended October 31, 2024, under the dividend reinvestment plan, the Bank issued 6.6 million common shares from treasury with no discount. During the year ended October 31, 2023, under the dividend reinvestment plan, the Bank issued 3.7 million common shares from treasury with no discount and 16.8 million common shares with a 2% discount.

NORMAL COURSE ISSUER BID

On August 28, 2023, the Bank announced that the Toronto Stock Exchange (TSX) and OSFI approved a normal course issuer bid (NCIB) to repurchase for cancellation up to 90 million of its common shares. The NCIB commenced on August 31, 2023, and during the year ended October 31, 2024, the Bank repurchased 49.4 million common shares under the NCIB at an average price of $80.15 per share for a total amount of $4.0 billion. From the commencement of the NCIB to October 31, 2024, the Bank repurchased 71.4 million shares under the program.

NOTE 21: INSURANCE

(a) **INSURANCE SERVICE RESULT**

Insurance revenue and expenses are presented on the Consolidated Statement of Income under Insurance revenue and Insurance service expenses, respectively. Net income or expense from reinsurance is presented in other income (loss). The following table shows components of the insurance service result presented in the Consolidated Statement of Income for the Bank which includes the results of property and casualty insurance, life and health insurance, as well as reinsurance issued and held in Canada and internationally.

Insurance Service Result

(millions of Canadian dollars)	*For the year ended*	
	October 31, 2024	October 31, 2023
Insurance revenue	**$ 6,952**	$ 6,311
Insurance service expenses	**6,647**	5,014
Insurance service result before reinsurance contracts held	**305**	1,297
Net income (expense) from reinsurance contracts held	**524**	(137)
Insurance service result	**$ 829**	$ 1,160

Net income (expense) from reinsurance contracts held is comprised of recoveries from reinsurers offset by ceded premiums. For the year ended October 31, 2024, the Bank recognized recoveries from reinsurers of $1,054 million (October 31, 2023 – $405 million) and ceded premiums of $530 million (October 31, 2023 – $542 million). For the year ended October 31, 2024, the Bank recognized insurance finance expenses of $443 million (October 31, 2023 – $204 million) from insurance and reinsurance contracts in other income (loss). The Bank's investment return on securities supporting insurance contracts is comprised of interest income reported in net interest income and fair value changes reported in other income (loss). Investment return on securities supporting insurance contracts was $372 million for the year ended October 31, 2024 (October 31, 2023 – $209 million).

(b) **INSURANCE CONTRACT LIABILITIES**

Insurance contract liabilities are comprised of amounts related to the LRC, LIC and other insurance liabilities.

The following table presents movements in the property and casualty insurance liabilities.

Property and casualty insurance contract liabilities by LRC and LIC

(millions of Canadian dollars)

	For the year ended October 31, 2024				
	Liabilities for remaining coverage		**Liabilities for incurred claims**		**Total**
	Excluding loss component	**Loss component**	**Estimates of the present value of future cash flows**	**Risk adjustment**	
Insurance contract liabilities at beginning of year	**$ 630**	**$ 129**	**$ 4,740**	**$ 220**	**$ 5,719**
Insurance revenue	**(5,506)**	**–**	**–**	**–**	**(5,506)**
Insurance service expenses:					
Incurred claims and other insurance service expenses	**–**	**(145)**	**5,099**	**96**	**5,050**
Amortization of insurance acquisition cashflows	**803**	**–**	**–**	**–**	**803**
Losses and reversal of losses on onerous contracts	**–**	**117**	**–**	**–**	**117**
Changes to liabilities for incurred claims	**–**	**–**	**(65)**	**(114)**	**(179)**
Insurance service result	**(4,703)**	**(28)**	**5,034**	**(18)**	**285**
Insurance finance expenses	**7**	**–**	**479**	**19**	**505**
Total changes in the Consolidated Statement of Income	**(4,696)**	**(28)**	**5,513**	**1**	**790**
Cash flows:					
Premiums received	**5,576**	**–**	**–**	**–**	**5,576**
Claims and other insurance service expenses paid	**–**	**–**	**(4,264)**	**–**	**(4,264)**
Acquisition cash flows paid	**(796)**	**–**	**–**	**–**	**(796)**
Total cash flows	**4,780**	**–**	**(4,264)**	**–**	**516**
Insurance contract liabilities at end of year	**$ 714**	**$ 101**	**$ 5,989**	**$ 221**	**$ 7,025**

Property and casualty insurance contract liabilities by LRC and LIC

(millions of Canadian dollars)

	For the year ended October 31, 2023				
	Liabilities for remaining coverage		**Liabilities for incurred claims**		**Total**
	Excluding loss component	**Loss component**	**Estimates of the present value of future cash flows**	**Risk adjustment**	
Insurance contract liabilities at beginning of year	$ 623	$ 113	$ 4,700	$ 208	$ 5,644
Insurance revenue	(4,898)	–	–	–	(4,898)
Insurance service expenses:					
Incurred claims and other insurance service expenses	–	(102)	3,801	82	3,781
Amortization of insurance acquisition cashflows	789	–	–	–	789
Losses and reversal of losses on onerous contracts	–	118	–	–	118
Changes to liabilities for incurred claims	–	–	(356)	(78)	(434)
Insurance service result	(4,109)	16	3,445	4	(644)
Insurance finance expenses	1	–	215	8	224
Total changes in the Consolidated Statement of Income	(4,108)	16	3,660	12	(420)
Cash flows:					
Premiums received	4,920	–	–	–	4,920
Claims and other insurance service expenses paid	–	–	(3,620)	–	(3,620)
Acquisition cash flows paid	(805)	–	–	–	(805)
Total cash flows	4,115	–	(3,620)	–	495
Insurance contract liabilities at end of year	$ 630	$ 129	$ 4,740	$ 220	$ 5,719

Other insurance contract liabilities were $144 million as at October 31, 2024 (October 31, 2023 – $127 million) and include life and health insurance contract liabilities of $121 million (October 31, 2023 – $124 million).

(c) **PROPERTY AND CASUALTY CLAIMS DEVELOPMENT**

The following table shows the estimates of the insurance liabilities for incurred claims net of reinsurance assets for incurred claims (net LIC) with subsequent developments during the periods and cumulative payments to date. The original estimates are evaluated monthly for redundancy or deficiency. The evaluation is based on actual payments in full or partial settlement of claims and current estimates of the net LIC related to claims still open or claims still unreported.

Incurred Claims by Accident Year

(millions of Canadian dollars)	Accident Year										
	2015 and prior	2016	2017	2018	2019	2020	2021	2022	2023	2024	Total
Net ultimate claims cost at end of accident year	$ 6,353	$ 2,438	$ 2,425	$ 2,631	$ 2,727	$ 2,646	$ 2,529	$ 3,242	$ 3,830	$ 4,478	
Revised estimates											
One year later	6,104	2,421	2,307	2,615	2,684	2,499	2,367	3,182	4,039		
Two years later	5,802	2,334	2,258	2,573	2,654	2,412	2,278	3,167			
Three years later	5,553	2,264	2,201	2,522	2,575	2,278	2,225				
Four years later	5,279	2,200	2,151	2,465	2,489	2,230					
Five years later	5,137	2,159	2,108	2,408	2,474						
Six years later	5,115	2,143	2,086	2,396							
Seven years later	5,069	2,134	2,078								
Eight years later	5,044	2,129									
Nine years later	5,035										
Current estimates of cumulative net claims	5,035	2,129	2,078	2,396	2,474	2,230	2,225	3,167	4,039	4,478	
Cumulative net claims paid to date	(4,894)	(2,062)	(2,004)	(2,260)	(2,255)	(1,975)	(1,856)	(2,490)	(2,716)	(2,133)	
Net undiscounted provision for unpaid claims	141	67	74	136	219	255	369	677	1,323	2,345	$ 5,606
Effect of discounting											(534)
Effect of risk adjustment for non-financial risk											184
Net liabilities for incurred claims											$ 5,256
Insurance liabilities for incurred claims											6,210
Reinsurance assets for incurred claims											(954)

(d) **RISK ADJUSTMENT FOR NON-FINANCIAL RISK AND DISCOUNTING**

The risk adjustment reflects an amount that an insurer would reasonably pay to remove the uncertainty that future cash flows will exceed the expected value amount. The Bank has estimated the risk adjustment for its property and casualty operations' LIC using statistical techniques in accordance with Canadian accepted actuarial principles to develop potential future observations and a confidence level range of 80th to 90th percentile.

Insurance contract liabilities are calculated by discounting expected future cash flows. The interest rates used to discount the Bank's insurance balances over a duration of 1 to 10 years range from 3.8% to 4.5% as at October 31, 2024 (October 31, 2023 – 5.5% to 5.7%).

(e) **SENSITIVITY TO INSURANCE RISK**

A variety of assumptions are made related to the future level of claims, policyholder behaviour, expenses and sales levels when products are designed and priced, as well as when actuarial liabilities are determined. Such assumptions require a significant amount of professional judgment. The LIC is sensitive to certain assumptions. It has not been possible to quantify the sensitivity of certain assumptions such as legislative changes or uncertainty in the estimation process. Actual experience may differ from the assumptions made by the Bank.

For property and casualty insurance, the main assumption underlying the LIC is that past claims development experience can be used to project future claims development and hence ultimate claims costs. As such, these methods extrapolate the development of paid and incurred losses, average costs per claim, and claim numbers based on the observed development of earlier years and expected loss ratios. Net LIC estimates are based on various quantitative and qualitative factors including the discount rate, the risk adjustment, reinsurance, trends in claims severity and frequency, and other external drivers.

Qualitative and other unforeseen factors could negatively impact the Bank's ability to accurately assess the risk of the insurance policies that the Bank underwrites. In addition, there may be significant lags between the occurrence of an insured event and the time it is actually reported to the Bank and additional lags between the time of reporting and final settlements of claims.

The following table outlines the sensitivity of the Bank's property and casualty LIC to reasonably possible movements in the discount rate, risk adjustment, and the frequency and severity of claims, with all other assumptions held constant. Movements in the assumptions may be non-linear.

Sensitivity of Critical Assumptions – Property and Casualty Insurance

(millions of Canadian dollars)	October 31, 2024		As at October 31, 2023	
	Impact on net income (loss) before income taxes	**Impact on equity**	Impact on net income (loss) before income taxes[1]	Impact on equity[1]
Impact of a 1% change in key assumptions and estimates				
Discount rate				
Increase in assumption	**$ 121**	**$ 90**	$ 102	$ 75
Decrease in assumption	**(129)**	**(95)**	(108)	(80)
Risk adjustment				
Increase in assumption	**(52)**	**(38)**	(63)	(47)
Decrease in assumption	**40**	**29**	42	31
Impact of a 5% change in key assumptions and estimates				
Frequency of claims				
Increase in assumption	**$ (182)**	**$ (135)**	$ (165)	$ (122)
Decrease in assumption	**182**	**135**	165	122
Severity of claims				
Increase in assumption	**(288)**	**(213)**	(228)	(169)
Decrease in assumption	**288**	**213**	228	169

[1] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

For life and health insurance, the processes used to determine critical assumptions are as follows:

- Mortality, morbidity, and lapse assumptions are based on industry and historical company data; and
- Expense assumptions are based on the annual Finance expense study.

A sensitivity analysis for possible movements in life and health insurance business assumptions was performed and the impact is not significant to the Bank's Consolidated Financial Statements.

***(f)* CONCENTRATION OF INSURANCE RISK**

Concentration risk is the risk resulting from large exposures to similar risks that are positively correlated.

Risk associated with automobile, residential and other products may vary in relation to the geographical area of the risk insured. Exposure to concentrations of insurance risk, by type of risk, is mitigated by ceding these risks through reinsurance contracts, as well as careful selection and implementation of underwriting strategies, which is in turn largely achieved through diversification by line of business and geographical areas. For automobile insurance, legislation is in place at a provincial level and this creates differences in the benefits provided among the provinces.

As at October 31, 2024, for the property and casualty insurance business, 65.5% of insurance revenue was mainly derived from automobile policies (October 31, 2023 – 66.8%) followed by residential with 34.3% (October 31, 2023 – 33.2%). The distribution by provinces show that business is mostly concentrated in Ontario with 50.5% of insurance revenue (October 31, 2023 – 50.6%). The Western provinces represented 31.9% (October 31, 2023 – 32.2%), followed by the Atlantic provinces with 10.6% (October 31, 2023 – 10.6%), and Québec at 6.8% (October 31, 2023 – 6.6%).

Concentration risk is not a major concern for the life and health insurance business as it does not have a material level of regional specific characteristics like those exhibited in the property and casualty insurance business. Reinsurance is used to limit the liability on a single claim. Concentration risk is further limited by diversification across uncorrelated risks. This limits the impact of a regional pandemic and other concentration risks. To improve understanding of exposure to this risk, a pandemic scenario is tested annually.

NOTE 22: SHARE-BASED COMPENSATION

STOCK OPTION PLAN

The Bank maintains a stock option program for certain key employees. Options on common shares are granted to eligible employees of the Bank under the plan for terms of ten years and vest over a four-year period. These options provide holders with the right to purchase common shares of the Bank at a fixed price equal to the closing market price of the shares on the TSX on the day prior to the date the options were issued. The outstanding options expire on various dates to December 12, 2033. The following table summarizes the Bank's stock option activity and related information, adjusted to reflect the impact of the 2014 stock dividend on a retrospective basis, for the years ended October 31, 2024 and October 31, 2023.

Stock Option Activity

(millions of shares and Canadian dollars)	2024		2023	
	Number of shares	**Weighted-average exercise price**	Number of shares	Weighted-average exercise price
Number outstanding, beginning of year	**14.1**	**$ 76.58**	12.8	$ 72.05
Granted	**2.6**	**81.78**	2.5	90.55
Exercised	**(1.7)**	**60.07**	(1.2)	58.32
Forfeited/expired	**(0.3)**	**85.36**	–	79.27
Number outstanding, end of year	**14.7**	**$ 79.17**	14.1	$ 76.58
Exercisable, end of year	**5.4**	**$ 68.51**	5.1	$ 64.18
Available for grant	**5.1**		7.4	

The weighted-average share price for the options exercised in 2024 was $80.57 (2023 – $85.53).

The following table summarizes information relating to stock options outstanding and exercisable as at October 31, 2024.

Range of Exercise Prices

(millions of shares and Canadian dollars)	Options outstanding			Options exercisable	
	Number of shares outstanding	Weighted-average remaining contractual life (years)	Weighted-average exercise price	Number of shares exercisable	Weighted-average exercise price
$52.46-$69.39	**2.9**	**2.8**	**64.74**	**2.9**	**64.74**
$71.88-$72.64	**2.9**	**5.1**	**72.12**	**0.9**	**72.64**
$72.84-$81.78	**4.1**	**7.4**	**78.24**	**1.6**	**72.84**
$90.55	**2.4**	**8.0**	**90.55**	**–**	**–**
$95.33	**2.4**	**7.0**	**95.33**	**–**	**–**

For the year ended October 31, 2024, the Bank recognized compensation expense for stock option awards of $34.2 million (October 31, 2023 – $35.1 million). For the year ended October 31, 2024, 2.6 million (October 31, 2023 – 2.5 million) options were granted by the Bank at a weighted-average fair value of $14.36 per option (2023 – $14.70 per option) estimated using a binomial tree-based valuation option pricing model.

The following table summarizes the assumptions used for estimating the fair value of options for the years ended October 31, 2024 and October 31, 2023.

Assumptions Used for Estimating the Fair Value of Options

(in Canadian dollars, except as noted)	2024	2023
Risk-free interest rate	**3.41 %**	2.87 %
Option contractual life	**10 years**	10 years
Expected volatility	**18.92 %**	18.43 %
Expected dividend yield	**3.78 %**	3.69 %
Exercise price/share price	**$ 81.78**	$ 90.55

The risk-free interest rate is based on Government of Canada benchmark bond yields as at the grant date. Expected volatility is calculated based on the historical average daily volatility and expected dividend yield is based on dividend payouts in the last fiscal year. These assumptions are measured over a period corresponding to the option contractual life.

OTHER SHARE-BASED COMPENSATION PLANS

The Bank operates restricted share unit and performance share unit plans which are offered to certain employees of the Bank. Under these plans, participants are awarded share units equivalent to the Bank's common shares that generally vest over three years. During the vesting period, dividend equivalents accrue to the participants in the form of additional share units. At the maturity date, the participant receives cash representing the value of the share units. The final number of performance share units will typically vary from 80% to 120% of the number of units outstanding at maturity (consisting of initial units awarded plus additional units in lieu of dividends) based on the Bank's total shareholder return relative to the average of a peer group of large Canadian financial institutions. For the year ended October 31, 2024, the Bank awarded 9.9 million of such share units at a weighted-average price of $ 81.54 (2023 – 9.1 million units at a weighted-average price of $88.75). The number of such share units outstanding under these plans as at October 31, 2024 was 27.9 million (October 31, 2023 – 25.8 million).

The Bank also offers deferred share unit plans to eligible employees and non-employee directors. Under these plans, a portion of the participant's annual incentive award may be deferred, or in the case of non-employee directors, a portion of their annual compensation may be delivered as share units equivalent to the Bank's common shares. The deferred share units are not redeemable by the participant until termination of employment or directorship. Once these conditions are met, the deferred share units must be redeemed for cash no later than the end of the next calendar year. Dividend equivalents accrue to the participants in the form of additional units. For the year ended October 31, 2024, the Bank awarded 0.2 million deferred share units at a weighted-average price of $81.57 (2023 – 0.2 million units at a weighted-average price of $89.88). As at October 31, 2024, 6.6 million deferred share units were outstanding (October 31, 2023 – 7.0 million).

Compensation expense for these plans is recorded in the year the incentive award is earned by the plan participant. Changes in the value of these plans are recorded, net of the effects of related hedges, on the Consolidated Statement of Income. For the year ended October 31, 2024, the Bank recognized compensation expense, net of the effects of hedges, for these plans of $970 million (2023 – $870 million). The compensation expense recognized before the effects of hedges was $903 million (2023 – $533 million). The carrying amount of the liability relating to these plans, based on the closing share price, was $2.7 billion at October 31, 2024 (October 31, 2023 – $2.4 billion), and is reported in Other liabilities on the Consolidated Balance Sheet.

EMPLOYEE OWNERSHIP PLAN

The Bank also operates a share purchase plan available to Canadian employees. Employees can contribute up to 10% of their annual eligible earnings (net of source deductions) to the Employee Ownership Plan. For participating employees below the level of Vice President, the Bank matches 100% of the first $250 of employee contributions each year and the remainder of employee contributions at 50% to an overall maximum of 3.5% of the employee's eligible earnings or $2,250, whichever comes first. The Bank's contributions vest once an employee has completed two years of continuous service with the Bank. For the year ended October 31, 2024, the Bank's contributions totalled $91 million (2023 – $89 million) and were expensed as salaries and employee benefits. As at October 31, 2024, an aggregate of 24 million (October 31, 2023 – 24 million) common shares were held under the Employee Ownership Plan. The shares in the Employee Ownership Plan are purchased in the open market and are considered outstanding for computing the Bank's basic and diluted earnings per share. Dividends earned on the Bank's common shares held by the Employee Ownership Plan are used to purchase additional common shares for the Employee Ownership Plan in the open market.

NOTE 23: EMPLOYEE BENEFITS

PENSION AND OTHER POST-RETIREMENT BENEFIT PLANS

The Bank sponsors a number of pension and post-retirement benefit plans for current eligible and former employees. Pension arrangements include defined benefit pension plans, defined contribution pension plans and supplementary arrangements that provide pension benefits in excess of statutory limits. The Bank also provides certain post-retirement benefits.

The Bank's principal defined benefit pension plans, consisting of The Pension Fund Society of The Toronto-Dominion Bank (the "Society") and the defined benefit portion of the TD Pension Plan (Canada) (the "TDPP DB"), are for eligible Canadian Bank employees who elected to join the Society or the TDPP DB. The Society was closed to new members on January 30, 2009, and the TDPP DB commenced on March 1, 2009. Effective December 31, 2018, the TDPP DB was closed to new employees hired after that date. All new permanent employees hired in Canada on or after January 1, 2019 are eligible to join the defined contribution portion of the TDPP (the "TDPP DC") after one year of service. Benefits under the principal defined benefit pension plans are determined based upon the period of plan participation and the average salary of the member in the best consecutive five years in the last ten years of combined plan membership. Benefits under the TDPP DC are funded from the balance of the accumulated contributions of the member and the Bank plus the member's investment earnings. Annual expense for the TDPP DC is equal to the Bank's contributions to the plan.

Funding for the Bank's principal defined benefit pension plans is provided by contributions from the Bank and members of the plans through a separate trust. In accordance with legislation, the Bank contributes amounts, as determined on an actuarial basis, to the plans and has the ultimate responsibility for ensuring that the liabilities of the plans are adequately funded over time. Any deficits determined in the funding valuations must generally be funded over a period not exceeding fifteen years. The Bank's funding policy is to make at least the minimum annual contributions required by legislation. Any contributions in excess of the minimum requirements are discretionary. The principal defined benefit pension plans are registered with OSFI and the Canada Revenue Agency and are subject to the acts and regulations that govern federally regulated pension plans. The 2024 and 2023 contributions were made in accordance with the actuarial valuation reports for funding purposes as at October 31, 2023 and October 31, 2022, respectively. Valuations for funding purposes are being prepared as of October 31, 2024 for the Society and no later than October 31, 2026 for the TDPP DB.

Post-retirement defined benefit plans are unfunded and, where offered, generally include health care and dental benefits or, to assist with the cost, a benefits subsidy to be used to reduce the cost of coverage. Employees must meet certain age and service requirements to be eligible for post-retirement benefits and are generally required to pay a portion of the cost of the benefits. Effective June 1, 2017, the Bank's principal post-retirement defined benefit plan, covering eligible Canadian employees, was closed to new employees hired on or after that date.

(a) INVESTMENT STRATEGY AND ASSET ALLOCATION

The principal defined benefit pension plans are expected to each achieve a rate of return that meets or exceeds the change in value of the plan's respective liabilities over rolling five-year periods. The investments are managed with the primary objective of providing reasonable rates of return, consistent with available market opportunities, economic conditions, consideration of plan liabilities, prudent portfolio management, and the target risk profiles for the plans.

The asset allocations by asset category for the principal defined benefit pension plans are as follows:

Plan Asset Allocation

(millions of Canadian dollars except as noted)	Society[1]				TDPP DB[1]			
	Target	% of	Fair value		Target	% of	Fair value	
As at October 31, 2024	**range**	**total**	**Quoted**	**Unquoted**	**range**	**total**	**Quoted**	**Unquoted**
Debt	**60-90 %**	**71 %**	**$ – $**	**4,245**	**55-75 %**	**67 %**	**$ – $**	**2,106**
Equity	**0-21**	**5**	**104**	**194**	**0-30**	**5**	**54**	**106**
Alternative investments[2]	**0-29**	**24**	**–**	**1,458**	**5-38**	**28**	**–**	**877**
Other[3]	**n/a**	**n/a**	**–**	**86**	**n/a**	**n/a**	**–**	**188**
Total		**100 %**	**$ 104 $**	**5,983**		**100 %**	**$ 54 $**	**3,277**
As at October 31, 2023[4]								
Debt	60-90 %	70 %	$ – $	3,686	55-75 %	63 %	$ – $	1,690
Equity	0-21	4	72	153	0-30	9	79	166
Alternative investments[2]	0-29	26	–	1,351	5-38	28	–	734
Other[3]	n/a	n/a	–	159	n/a	n/a	–	130
Total		100 %	$ 72 $	5,349		100 %	$ 79 $	2,720

[1] The principal defined benefit pension plans invest in investment vehicles which may hold shares or debt issued by the Bank.
[2] The principal defined benefit pension plans' alternative investments are primarily private equity, infrastructure, and real estate funds.
[3] Consists mainly of amounts due to and due from brokers for securities traded but not yet settled, bond repurchase agreements, interest and dividends receivable, and Pension Enhancement Account assets, which are invested at the members' discretion in certain mutual and pooled funds.
[4] Balances as at October 31, 2023 have been restated to reflect plan assets in 'Other' that were reported in 'Debt', with no impact on the measurement of the total plan assets, to reflect the classification of certain plan assets in the comparative period.

Public debt instruments of the Bank's principal defined benefit pension plans must meet or exceed a credit rating of BBB – at the time of purchase.

The equity portfolios of the principal defined benefit pension plans are broadly diversified primarily across small to large capitalization quality companies with no individual holding exceeding 10% of the equity portfolio or 10% of the outstanding shares of any one company. Foreign equities are included to further diversify the portfolio. A maximum of 10% of the equity portfolio can be invested in emerging market equities.

Derivatives can be utilized by the principal defined benefit pension plans provided they are not used to create financial leverage, unless the financial leverage is for risk management purposes. The principal defined benefit pension plans are permitted to invest in alternative investments, such as private equity, infrastructure equity, and real estate.

(b) **RISK MANAGEMENT PRACTICES**

The Bank's principal defined benefit pension plans are overseen by a single retirement governance structure established by the Human Resources Committee of the Bank's Board of Directors. The governance structure utilizes retirement governance committees who have responsibility to oversee plan operations and investments, acting in a fiduciary capacity. Strategic, material plan changes require the approval of the Bank's Board of Directors.

The principal defined benefit pension plans' investments include financial instruments which are exposed to various risks. These risks include market risk (including foreign currency, interest rate, inflation, equity price, and credit spread risks), credit risk, and liquidity risk. Key material risks faced by defined benefit plans are a decline in interest rates or credit spreads, which could increase the present value of the projected benefit obligation by more than the change in the value of plan assets, and from longevity risk (that is, lower mortality rates).

Asset-liability matching strategies are employed to focus on obtaining an appropriate balance between earning an adequate return and having changes in liability values hedged by changes in asset values.

The principal defined benefit pension plans manage these financial risks in accordance with the *Pension Benefits Standards Act, 1985*, applicable regulations, as well as the plans' written investment policies. Specific risk management practices monitored for the principal defined benefit pension plans include performance, credit exposure, and asset mix.

(c) **OTHER SIGNIFICANT PENSION AND POST-RETIREMENT BENEFIT PLANS**

Canada Trust (CT) Pension Plan

As a result of the acquisition of CT Financial Services Inc., the Bank sponsors a defined benefit pension plan, which is closed to new members, but for which active members continue to accrue benefits. Funding for the plan is provided by contributions from the Bank and members of the plan.

TD Insurance Pension Plan

As a result of the acquisition of Meloche Monnex Inc., the Bank sponsors a defined benefit pension plan, which is closed to new members, but for which active members continue to accrue benefits. Funding for the plan is provided by contributions from the Bank.

TD Bank, N.A. Retirement Plans

TD Bank, N.A. and its subsidiaries maintain a defined contribution 401(k) plan covering all employees. Annual expense is equal to the Bank's contributions to the plan. TD Bank, N.A. also has frozen defined benefit pension plans covering certain legacy TD Banknorth and TD Auto Finance (legacy Chrysler Financial) employees.

Government Pension Plans

The Bank also makes contributions to government pension plans, including the Canada Pension Plan, Quebec Pension Plan and Social Security under the *U.S. Federal Insurance Contribution Act.*

(d) **DEFINED CONTRIBUTION PLAN EXPENSE**

The following table summarizes expenses for the Bank's defined contribution plans.

Defined Contribution Plan Expenses

(millions of Canadian dollars)	*For the years ended October 31*	
	2024	2023
Defined contribution pension plans[1]	**$ 310**	$ 250
Government pension plans[2]	**533**	502
Total	**$ 843**	$ 752

[1] Includes the TDPP DC and the TD Bank, N.A. defined contribution 401(k) plan.
[2] Includes Canada Pension Plan, Quebec Pension Plan, and Social Security under the U.S. *Federal Insurance Contributions Act*

(e) **DEFINED BENEFIT PLAN FINANCIAL INFORMATION**

The following table presents the financial position of the Bank's principal pension and post-retirement defined benefit plans and the Bank's other material defined benefit pension plans for the years ended October 31, 2024 and October 31, 2023. Other employee defined benefit plans operated by the Bank and certain of its subsidiaries are not considered material for disclosure purposes.

Employee Defined Benefit Plans' Obligations, Assets, Funded Status, and Expense

(millions of Canadian dollars, except as noted)	Principal pension plans		Principal post-retirement benefit plan [1]		Other pension plans [2]	
	2024	2023	**2024**	2023	**2024**	2023
Change in projected benefit obligation						
Projected benefit obligation at beginning of year	**$ 6,833**	$ 6,763	**$ 352**	$ 372	**$ 2,264**	$ 2,339
Service cost – benefits earned	**217**	247	**5**	6	**15**	17
Interest cost on projected benefit obligation	**381**	353	**20**	19	**128**	122
Remeasurement (gain) loss – financial	**1,155**	(487)	**40**	(9)	**220**	(97)
Remeasurement (gain) loss – demographic	**–**	–	**–**	(18)	**(1)**	–
Remeasurement (gain) loss – experience	**92**	151	**–**	2	**20**	11
Members' contributions	**112**	113	**–**	–	**–**	–
Benefits paid	**(355)**	(307)	**(20)**	(20)	**(149)**	(149)
Change in foreign currency exchange rate	**–**	–	**–**	–	**3**	21
Past service cost [3]	**35**	–	**–**	–	**–**	–
Projected benefit obligation as at October 31	**8,470**	6,833	**397**	352	**2,500**	2,264
Wholly or partially funded projected benefit obligation	**8,470**	6,833	**–**	–	**1,898**	1,711
Unfunded projected benefit obligation	**–**	–	**397**	352	**602**	553
Total projected benefit obligation as at October 31	**8,470**	6,833	**397**	352	**2,500**	2,264
Change in plan assets						
Plan assets at fair value at beginning of year	**8,220**	8,481	**–**	–	**1,816**	1,894
Interest income on plan assets	**464**	453	**–**	–	**102**	99
Remeasurement gain (loss) – return on plan assets less interest income	**988**	(698)	**–**	–	**177**	(76)
Members' contributions	**112**	113	**–**	–	**–**	–
Employer's contributions	**–**	187	**20**	20	**56**	33
Benefits paid	**(355)**	(307)	**(20)**	(20)	**(149)**	(149)
Change in foreign currency exchange rate	**–**	–	**–**	–	**3**	21
Defined benefit administrative expenses	**(11)**	(9)	**–**	–	**(5)**	(6)
Plan assets at fair value as at October 31	**9,418**	8,220	**–**	–	**2,000**	1,816
Excess (deficit) of plan assets at fair value over projected benefit obligation	**948**	1,387	**(397)**	(352)	**(500)**	(448)
Effect of asset limitation and minimum funding requirement	**–**	(195)	**–**	–	**(21)**	(53)
Net defined benefit asset (liability)	**948**	1,192	**(397)**	(352)	**(521)**	(501)
Recorded in						
Other assets in the Bank's Consolidated Balance Sheet	**948**	1,192	**–**	–	**94**	62
Other liabilities in the Bank's Consolidated Balance Sheet	**–**	–	**(397)**	(352)	**(615)**	(563)
Net defined benefit asset (liability)	**948**	1,192	**(397)**	(352)	**(521)**	(501)
Annual expense						
Net employee benefits expense includes the following:						
Service cost – benefits earned	**217**	247	**5**	6	**15**	17
Net interest cost (income) on net defined benefit liability (asset)	**(83)**	(100)	**20**	19	**26**	23
Interest cost on asset limitation and minimum funding requirement	**11**	21	**–**	–	**3**	4
Past service cost [3]	**35**	–	**–**	–	**–**	–
Defined benefit administrative expenses	**9**	10	**–**	–	**5**	5
Total	**$ 189**	$ 178	**$ 25**	$ 25	**$ 49**	$ 49
Actuarial assumptions used to determine the annual expense						
Weighted-average discount rate for projected benefit obligation	**5.66 %**	5.44 %	**5.71 %**	5.45 %	**5.95 %**	5.56 %
Weighted-average rate of compensation increase	**2.78 %**	2.88 %	**3.05 %**	3.25 %	**1.35 %**	1.42 %
Assumed life expectancy at age 65, in years						
Male aged 65	**23.2**	23.2	**23.2**	23.2	**21.9**	21.9
Female aged 65	**24.3**	24.3	**24.3**	24.3	**23.4**	23.4
Male aged 45	**24.1**	24.1	**24.1**	24.1	**22.6**	22.6
Female aged 45	**25.2**	25.2	**25.2**	25.2	**24.3**	24.2
Actuarial assumptions used to determine the projected benefit obligation as at October 31						
Weighted-average discount rate for projected benefit obligation	**4.83 %**	5.66 %	**4.80 %**	5.71 %	**5.06 %**	5.95 %
Weighted-average rate of compensation increase	**2.78 %**	2.78 %	**3.00 %**	3.05 %	**1.37 %**	1.35 %
Assumed life expectancy at age 65, in years						
Male aged 65	**23.2**	23.2	**23.2**	23.2	**21.9**	21.9
Female aged 65	**24.3**	24.3	**24.3**	24.3	**23.5**	23.4
Male aged 45	**24.1**	24.1	**24.1**	24.1	**22.7**	22.6
Female aged 45	**25.2**	25.2	**25.2**	25.2	**24.3**	24.3

[1] The rate of increase for health care costs for the next year used to measure the expected cost of benefits covered for the principal post-retirement defined benefit plans is 2.59%. The rate is assumed to decrease gradually to 0.89% by the year 2040 and remain at that level thereafter (2023: 3.24% grading to 0.89% by the year 2040 and remain at that level thereafter).

[2] Includes Canada Trust defined benefit pension plan, TD Banknorth defined benefit pension plan, TD Auto Finance defined benefit pension plan, TD Insurance defined benefit pension plans and supplemental executive defined benefit pension plans.

[3] Relates to the Pension Fund Society that was modified in fiscal 2024.

The Bank recognized the following amounts on the Consolidated Balance Sheet.

Amounts Recognized in the Consolidated Balance Sheet

(millions of Canadian dollars)		*As at*
	October 31 2024	October 31 2023
Other assets		
Principal defined benefit pension plans	**$ 948**	$ 1,192
Other defined benefit pension plans	**94**	62
Total	**1,042**	1,254
Other liabilities		
Principal post-retirement defined benefit plan	**397**	352
Other defined benefit pension plans	**615**	563
Other employee benefit plans[1]	**368**	329
Total	**1,380**	1,244
Net amount recognized	**$ (338)**	$ 10

[1] Consists of other pension and other post-retirement benefit plans operated by the Bank and its subsidiaries that are not considered material for disclosure purposes.

The following table summarizes the remeasurements recognized in OCI for the Bank's principal pension and post-retirement defined benefit plans and certain of the Bank's other material defined benefit pension plans.

Amounts Recognized in Other Comprehensive Income for Remeasurement of Defined Benefit Plans[1,2]

(millions of Canadian dollars)	**Principal pension plans**		**Principal post-retirement benefit plan**		**Other pension plans**	
					For the years ended October 31	
	2024	2023	**2024**	2023	**2024**	2023
Remeasurement gains (losses) – financial	**$ (1,155)**	$ 487	**$ (40)**	$ 9	**$ (220)**	$ 97
Remeasurement gains (losses) – demographic	**–**	–	**–**	18	**1**	–
Remeasurement gains (losses) – experience	**(92)**	(151)	**–**	(2)	**(20)**	(11)
Remeasurement gains (losses) – return on plan assets less interest income	**986**	(697)	**–**	–	**177**	(77)
Changes in asset limitation and minimum funding requirement	**206**	210	**–**	–	**35**	12
Total	**$ (55)**	$ (151)	**$ (40)**	$ 25	**$ (27)**	$ 21

[1] Amounts are presented on a pre-tax basis.
[2] Excludes net remeasurement gains (losses) recognized in OCI in respect of other employee defined benefit plans operated by the Bank and certain of its subsidiaries not considered material for disclosure purposes totalling $(29) million (2023 – $10 million).

(f) **CASH FLOWS**

During the year ended October 31, 2025, the Bank expects to contribute $140 million to its principal defined benefit pension plans, $21 million to its principal post-retirement defined benefit plan, and $60 million to its other defined benefit pension plans. Future contribution amounts may change upon the Bank's review of its contribution levels during the year.

The following table summarizes the expected future benefit payments for the next 10 years.

Expected Future Benefit Payments

(millions of Canadian dollars)	**Principal pension plans**	**Principal post-retirement benefit plan**	**Other pension plans**
Benefit payments expected to be paid in:			
2025	**$ 416**	**$ 21**	**$ 166**
2026	**439**	**22**	**169**
2027	**463**	**23**	**170**
2028	**487**	**24**	**172**
2029	**508**	**24**	**173**
2030-2034	**2,814**	**131**	**852**
Total	**$ 5,127**	**$ 245**	**$ 1,702**

(g) **MATURITY PROFILE**

The breakdown of the projected benefit obligations between active, deferred, and retired members is as follows:

Disaggregation of Projected Benefit Obligation

(millions of Canadian dollars)	Principal pension plans		Principal post-retirement benefit plan		Other pension plans	
					As at October 31	
	2024	2023	**2024**	2023	**2024**	2023
Active members	**$ 5,722**	$ 4,459	**$ 163**	$ 135	**$ 488**	$ 448
Deferred members	**543**	452	**–**	–	**373**	362
Retired members	**2,205**	1,922	**234**	217	**1,639**	1,454
Total	**$ 8,470**	$ 6,833	**$ 397**	$ 352	**$ 2,500**	$ 2,264

The weighted-average duration of the projected benefit obligations is as follows:

Duration of Projected Benefit Obligation

(number of years)	Principal pension plans		Principal post-retirement benefit plan		Other pension plans	
					As at October 31	
	2024	2023	**2024**	2023	**2024**	2023
Weighted-average duration	**14**	13	**13**	12	**11**	10

(h) **SENSITIVITY ANALYSIS**

The following table provides the sensitivity of the projected benefit obligation for the Bank's principal defined benefit pension plans, the principal post-retirement defined benefit plan, and the Bank's significant other defined benefit pension plans to actuarial assumptions considered significant by the Bank. These include discount rate, rates of compensation increase, life expectancy, and health care cost initial trend rates, as applicable. The sensitivity analysis provided in the table should be used with caution, as it is hypothetical and the impact of changes in each significant assumption may not be linear. For each sensitivity test, the impact of a reasonably possible change in a single factor is shown with other assumptions left unchanged. Actual experience may result in simultaneous changes in a number of key assumptions, which could magnify or diminish certain sensitivities.

Sensitivity of Significant Defined Benefit Plan Actuarial Assumptions

(millions of Canadian dollars, except as noted)	*As at* **October 31, 2024** **Obligation Increase (Decrease)**		
	Principal pension plans	**Principal post-retirement benefit plan**	**Other pension plans**
Impact of an absolute change in significant actuarial assumptions			
Discount rate			
1% decrease in assumption	**$ 1,250**	**$ 54**	**$ 294**
1% increase in assumption	**(989)**	**(44)**	**(244)**
Rates of compensation increase			
1% decrease in assumption	**(242)**	**–**[1]	**(20)**
1% increase in assumption	**217**	**–**[1]	**23**
Life expectancy			
1 year decrease in assumption	**(150)**	**(11)**	**(75)**
1 year increase in assumption	**146**	**11**	**73**
Health care cost initial trend rate			
1% decrease in assumption	**n/a**	**(7)**	**n/a**
1% increase in assumption	**n/a**	**7**	**n/a**

[1] An absolute change in this assumption is immaterial.

NOTE 24: INCOME TAXES

The provision for (recovery of) income taxes is comprised of the following:

Provision for (Recovery of) Income Taxes

(millions of Canadian dollars)	For the years ended October 31	
	2024	2023
Provision for (recovery of) income taxes – Consolidated Statement of Income		
Current income taxes		
Provision for (recovery of) income taxes for the current period	**$ 3,956**	$ 3,244
Adjustments in respect of prior years and other	**(204)**	1,180[1]
Total current income taxes	**3,752**	4,424
Deferred income taxes		
Provision for (recovery of) deferred income taxes related to the origination and reversal of temporary differences[2]	**(1,254)**	(656)
Effect of changes in tax rates	**(13)**	(74)
Adjustments in respect of prior years and other	**206**	(576)
Total deferred income taxes[2]	**(1,061)**	(1,306)
Total provision for (recovery of) income taxes – Consolidated Statement of Income[2]	**2,691**	3,118
Provision for (recovery of) income taxes – Statement of Other Comprehensive Income		
Current income taxes	**767**	65
Deferred income taxes	**183**	(452)
Total provision for (recovery of) income taxes – Statement of Other Comprehensive Income[2]	**950**	(387)
Income taxes – other items including business combinations and other adjustments		
Current income taxes	**(38)**	(188)
Deferred income taxes[2]	**(12)**	(32)
	(50)	(220)
Total provision for (recovery of) income taxes[2]	**3,591**	2,511
Current income taxes		
Federal	**1,712**	2,099
Provincial	**1,221**	1,380
Foreign	**1,548**	822
	4,481	4,301
Deferred income taxes		
Federal[2]	**92**	(761)
Provincial[2]	**54**	(449)
Foreign	**(1,036)**	(580)
	(890)	(1,790)
Total provision for (recovery of) income taxes[2]	**$ 3,591**	$ 2,511

[1] The 2023 amount includes the $85 million impact to provision for income taxes as discussed in the Implementation of the Canada Recovery Dividend and Change in Corporate Tax Rate section below.

[2] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

The Bank's statutory and effective tax rate is outlined in the following table.

Reconciliation to Statutory Income Tax Rate

(millions of Canadian dollars, except as noted)	2024		2023	
Income taxes at Canadian statutory income tax rate[1]	**$ 3,009**	**27.8 %**	$ 3,575	27.7 %
Increase (decrease) resulting from:				
Dividends received	**(28)**	**(0.3)**	(109)	(0.8)
Rate differentials on international operations	**(270)**	**(2.5)**	(952)	(7.4)
Other – net[1]	**(20)**	**(0.2)**	604	4.7[2]
Provision for income taxes and effective income tax rate[1]	**$ 2,691**	**24.8 %**	$ 3,118	24.2 %

[1] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

[2] The 2023 amount includes the $85 million impact to provision for income taxes as discussed in the Implementation of the Canada Recovery Dividend and Change in Corporate Tax Rate section below.

Implementation of the Canada Recovery Dividend and Change in Corporate Tax Rate

On December 15, 2022, Bill C-32, *Fall Economic Statement Implementation Act, 2022*, received Royal Assent. This bill enacted the Canada Recovery Dividend (CRD) and increased the Canadian federal tax rate for bank and life insurer groups by 1.5%.

The implementation of the CRD resulted in a provision for income taxes of $553 million and a charge to OCI of $239 million, recognized in the first quarter of 2023.

The increase in the Canadian federal tax rate of 1.5%, prorated for the first taxation year that ends after April 7, 2022, resulted in a provision for income taxes of $82 million and a tax benefit of $75 million in OCI related to fiscal 2022, recognized in the first quarter of 2023. The Bank also remeasured certain Canadian deferred tax assets and liabilities for the increase in tax rate, which resulted in an increase in net deferred tax assets of $50 million, which was recorded in provision for income taxes.

International Tax Reform – Pillar Two Global Minimum Tax

On December 20, 2021, the OECD published Pillar Two model rules as part of its efforts toward international tax reform. The Pillar Two model rules provide for the implementation of a 15% global minimum tax for large multinational enterprises, which is to be applied on a jurisdiction-by-jurisdiction basis. Pillar Two legislation was enacted in Canada on June 20, 2024 under Bill C-69, which includes the *Global Minimum Tax Act* addressing the Pillar Two model rules. The rules are effective for the Bank for the fiscal year beginning on November 1, 2024. The *Global Minimum Tax Act* may result in a tax on future dispositions of shares in Charles Schwab, depending on the accounting gain at that time and its impact on effective tax rates. The tax could be up to 15% of the accounting gain and would be payable in Canada. Also, similar legislation has passed in other jurisdictions in which the Bank operates and will result in additional taxes being paid in those countries. The Bank estimates that its effective tax rate will increase by 0.25%-0.50% as a result of these additional annual taxes, with the bulk of the additional taxes arising in Ireland due to its statutory corporate tax rate of 12.5%.

Other Tax Matters

The Canada Revenue Agency (CRA), Revenu Québec Agency (RQA) and Alberta Tax and Revenue Administration (ATRA) are denying certain dividend and interest deductions claimed by the Bank. During the year ended October 31, 2024, the RQA reassessed the Bank for $1 million of additional income tax and interest in respect of its 2018 taxation year. As at October 31, 2024, the CRA has reassessed the Bank for $1,661 million for the years 2011 to 2018, the RQA has reassessed the Bank for $52 million for the years 2011 to 2018, and the ATRA has reassessed the Bank for $71 million for the years 2011 to 2018. In total, the Bank has been reassessed for $1,784 million of income tax and interest. The Bank expects to continue to be reassessed for open years. The Bank is of the view that its tax filing positions were appropriate and filed a Notice of Appeal with the Tax Court of Canada on March 21, 2023.

Deferred tax assets and liabilities comprise of the following:

Deferred Tax Assets and Liabilities

(millions of Canadian dollars)		*As at*
	October 31 2024	October 31 2023
Deferred tax assets		
Allowance for credit losses	**$ 1,592**	$ 1,466
Trading loans	**31**	30
Employee benefits	**1,036**	867
Losses available for carry forward	**45**	127
Tax credits	**89**	46
Land, buildings, equipment, other depreciable assets, and right-of-use assets	**366**	471
Securities	**589**	314
Deferred income	**353**	–
Intangibles	**92**	–
Other[1]	**727**	1,006
Total deferred tax assets[1]	**4,920**	4,327
Deferred tax liabilities		
Pensions	**81**	158
Deferred expenses	**–**	238
Intangibles	**–**	10
Goodwill	**202**	174
Total deferred tax liabilities	**283**	580
Net deferred tax assets[1]	**4,637**	3,747
Reflected on the Consolidated Balance Sheet as follows:		
Deferred tax assets[1]	**4,937**	3,951
Deferred tax liabilities[2]	**300**	204
Net deferred tax assets[1]	**$ 4,637**	$ 3,747

[1] Balances as at October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.
[2] Included in Other liabilities on the Consolidated Balance Sheet.

The amount of temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognized on the Consolidated Balance Sheet was $658 million as at October 31, 2024 (October 31, 2023 – $663 million), of which $2 million (October 31, 2023 – $11 million) is scheduled to expire within five years.

Certain taxable temporary differences associated with the Bank's investments in subsidiaries, branches and associates, and interests in joint ventures did not result in the recognition of deferred tax liabilities as at October 31, 2024. The total amount of these temporary differences was $72 billion as at October 31, 2024 (October 31, 2023 – $88 billion).

The movement in the net deferred tax asset for the years ended October 31, 2024 and October 31, 2023, was as follows:

Deferred Income Tax Expense (Recovery)

(millions of Canadian dollars)								
					For the years ended October 31			
	2024				2023			
	Consolidated statement of income	**Other comprehensive income**	**Business combinations and other**	**Total**	Consolidated statement of income	Other comprehensive income	Business combinations and other	Total
Deferred income tax expense (recovery)								
Allowance for credit losses	**$ (126)**	**$ –**	**$ –**	**$ (126)**	$ (127)	$ –	$ –	$ (127)
Trading loans	**(1)**	**–**	**–**	**(1)**	(2)	–	–	(2)
Employee benefits	**(154)**	**(15)**	**–**	**(169)**	(9)	12	(113)	(110)
Losses available for carry forward	**82**	**–**	**–**	**82**	(53)	–	(12)	(65)
Tax credits	**(43)**	**–**	**–**	**(43)**	(5)	–	–	(5)
Land, buildings, equipment, other depreciable assets and right-of-use assets	**105**	**–**	**–**	**105**	(194)	–	3	(191)
Other deferred tax assets[1]	**291**	**–**	**(12)**	**279**	(754)	–	5	(749)
Securities	**(494)**	**219**	**–**	**(275)**	(66)	(443)	–	(509)
Pensions	**(56)**	**(21)**	**–**	**(77)**	(5)	(21)	–	(26)
Deferred (income) expenses	**(591)**	**–**	**–**	**(591)**	11	–	–	11
Intangibles	**(102)**	**–**	**–**	**(102)**	(122)	–	85	(37)
Goodwill	**28**	**–**	**–**	**28**	20	–	–	20
Total deferred income tax expense (recovery)[1]	**$ (1,061)**	**$ 183**	**$ (12)**	**$ (890)**	$ (1,306)	$ (452)	$ (32)	$ (1,790)

[1] Amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

NOTE 25: EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding for the period.

Diluted earnings per share is calculated using the same method as basic earnings per share except that certain adjustments are made to net income attributable to common shareholders and the weighted-average number of shares outstanding for the effects of all dilutive potential common shares that are assumed to be issued by the Bank.

The following table presents the Bank's basic and diluted earnings per share for the years ended October 31, 2024 and October 31, 2023.

Basic and Diluted Earnings Per Share[1]

(millions of Canadian dollars, except as noted)		
	For the years ended October 31	
	2024	2023
Basic earnings per share		
Net income attributable to common shareholders	**$ 8,316**	$ 10,071
Weighted-average number of common shares outstanding (millions)	**1,758.8**	1,822.5
Basic earnings per share (Canadian dollars)	**$ 4.73**	$ 5.53
Diluted earnings per share		
Net income attributable to common shareholders	**$ 8,316**	$ 10,071
Net income available to common shareholders including impact of dilutive securities	**8,316**	10,071
Weighted-average number of common shares outstanding (millions)	**1,758.8**	1,822.5
Effect of dilutive securities		
Stock options potentially exercisable (millions)[2]	**1.2**	1.9
Weighted-average number of common shares outstanding – diluted (millions)	**1,760.0**	1,824.4
Diluted earnings per share (Canadian dollars)[2]	**$ 4.72**	$ 5.52

[1] Certain amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.

[2] For the year ended October 31, 2024, the computation of diluted earnings per share excluded average options outstanding of 6.9 million with an exercise price of $89.49 as the option price was greater than the average market price of the Bank's common shares. For the year ended October 31, 2023, the computation of diluted earnings per share excluded average options outstanding of 4.6 million with an exercise price of $93.09, as the option price was greater than the average market price of the Bank's common shares.

NOTE 26: PROVISIONS, CONTINGENT LIABILITIES, COMMITMENTS, GUARANTEES, PLEDGED ASSETS, AND COLLATERAL

(a) PROVISIONS

The following table summarizes the Bank's provisions recorded in other liabilities.

Provisions

(millions of Canadian dollars)	Restructuring	Legal, Regulatory, and Other[1]	Total
Balance as at November 1, 2023	$ 192	$ 2,180	$ 2,372
Additions	590	4,699	5,289
Amounts used	(525)	(4,228)	(4,753)
Release of unused amounts	(24)	(8)	(32)
Foreign currency translation adjustments and other	3	(247)	(244)
Balance as at October 31, 2024, before allowance for credit losses for off-balance sheet instruments	$ 236	$ 2,396	$ 2,632
Add: Allowance for credit losses for off-balance sheet instruments[2]			1,043
Balance as at October 31, 2024			$ 3,675

[1] The Bank recognized provisions totalling US$3.088 billion ($4.233 billion) for the global resolution of the investigations into the Bank's U.S. Bank Secrecy Act (BSA)/Anti-Money Laundering (AML) program during the year ended October 31, 2024. The balance of the provisions as at October 31, 2024 is US$1.438 billion ($1.99 billion).

[2] Refer to Note 8 for further details.

(b) RESTRUCTURING

The Bank continued to undertake certain measures during fiscal 2024 to reduce its cost base and achieve greater efficiency. In connection with these measures, the Bank incurred $566 million of restructuring charges during the year ended October 31, 2024 (October 31, 2023 – $ 363 million). The restructuring costs primarily relate to: (i) employee severance and other personnel-related costs recorded as provisions and (ii) real estate optimization mainly recorded as a reduction to buildings (refer to Note 15). This restructuring program concluded in the third quarter of 2024.

(c) LEGAL AND REGULATORY MATTERS

In the ordinary course of business, the Bank and its subsidiaries are involved in various legal and regulatory actions, including but not limited to civil claims and lawsuits, regulatory examinations, investigations, audits, and requests for information by governmental, regulatory and self-regulatory agencies and law enforcement authorities in various jurisdictions, in respect of our businesses and compliance programs. The Bank establishes provisions when it becomes probable that the Bank will incur a loss and the amount can be reliably estimated. The Bank also estimates the aggregate range of reasonably possible losses (RPL) in its legal and regulatory actions (that is, those which are neither probable nor remote), in excess of provisions. However, the Bank does not disclose the specific possible loss associated with each underlying matter given the substantial uncertainty associated with each possible loss as described below and the negative consequences to the Bank's resolution of the matters that comprise the RPL should individual possible losses be disclosed. As at October 31, 2024, the Bank's RPL is from zero to approximately $625 million (October 31, 2023 – from zero to approximately $1.44 billion). The Bank's provisions and RPL represent the Bank's best estimates based upon currently available information for actions for which estimates can be made, but there are a number of factors that could cause the Bank's actual losses to be significantly different from its provisions or RPL. For example, the Bank's estimates involve significant judgment due to the varying stages of the proceedings, the existence of multiple defendants in many proceedings whose share of liability has yet to be determined, the numerous yet-unresolved issues in many of the proceedings, some of which are beyond the Bank's control and/or involve novel legal theories and interpretations, the attendant uncertainty of the various potential outcomes of such proceedings, and the fact that the underlying matters will change from time to time. In addition, some actions seek very large or indeterminate damages.

On October 10, 2024, the Bank announced that, following active cooperation and engagement with authorities and regulators, it reached a resolution of previously disclosed investigations related to its U.S. BSA and AML compliance programs. The Bank and certain of its U.S. subsidiaries consented to orders with the Office of the Comptroller of the Currency (OCC), the Federal Reserve Board, and the Financial Crimes Enforcement Network (FinCEN) and entered into plea agreements with the Department of Justice (DOJ), Criminal Division, Money Laundering and Asset Recovery Section and the United States Attorney's Office for the District of New Jersey. Details of the resolution include: (i) a total payment of US$3.088 billion ($4.233 billion); (ii) TD Bank, N.A. pleading guilty to one violation of conspiring to willfully fail to maintain an adequate AML program, knowingly fail to file accurate currency transaction reports (CTRs) and money laundering and TD Bank US Holding Company (TDBUSH) pleading guilty to two violations of failing to maintain an adequate AML program and failing to file accurate CTRs; (iii) requirements to remediate the Bank's U.S. BSA/AML program, broadly aligned to its existing remediation program, which requirements the Bank has begun to address; (iv) a requirement to prioritize the funding and staffing of the remediation, which includes Board certifications for dividend distributions from certain of the Bank's U.S. subsidiaries to the Bank; (v) formal oversight of the U.S. BSA/AML remediation through an independent compliance monitorship; (vi) prohibition against the average combined total assets of TD's two U.S. bank subsidiaries (TD Bank, NA and TD Bank USA, NA) (collectively, the "U.S. Bank") exceeding US$434 billion (representing the combined total assets of the U.S. Bank as at September 30, 2024), and if the U.S. Bank does not achieve compliance with all actionable articles in the OCC consent orders (and for each successive year that the U.S. Bank remains non-compliant), the OCC may require the U.S. Bank to further reduce total consolidated assets by up to 7%; (vii) the U.S. Bank being subject to OCC supervisory approval processes for any additions of new bank products, services, markets, and stores prior to the OCC's acceptance of the U.S. Bank's improved AML policies and procedures, to ensure the AML risk of new initiatives is appropriately considered and mitigated; (viii) requirements for the Bank and TD Group Holdings, LLC (TDGUS) to retain a third party to assess the effectiveness of the corporate governance and U.S. Board and management structure and composition to adequately oversee U.S. operations; (ix) requirements to comply with the terms of the plea agreements with the DOJ during a five-year term of probation (which could be extended as a result of the Bank failing to complete the compliance undertakings, failing to cooperate or to report alleged misconduct as required, or committing additional crimes); (x) an ongoing obligation to cooperate with DOJ investigations; and (xi) an ongoing obligation to report evidence or allegations of violations by the Bank, its affiliates, or their employees that may be a violation of U.S. federal law.

The Bank, together with some former or current directors, officers and employees, have been named as defendants in proposed class action lawsuits in the United States and Canada purporting to be brought on behalf of TD shareholders alleging, among other things, that a decline in the price of TD's shares was the result of misleading disclosures with respect to the Bank's AML program and/or the potential outcomes of the government agencies' or regulators' investigations. We anticipate that additional lawsuits may be filed and that some of these lawsuits may be consolidated into one or more actions. All of the proceedings are still in early stages and none have been certified to proceed as a class action. Losses or damages cannot be estimated at this time.

The Bank also has been named as defendant in a purported class action lawsuit in the United States purporting to be brought on behalf of First Horizon shareholders alleging that a decline in the price of First Horizon shares was the result of alleged misleading disclosures TD made with respect to TD's U.S. AML program and its effect on the Bank's contemplated merger with First Horizon. These proceedings are still in early stages and have not been certified to proceed as a class action. Losses or damages cannot be estimated at this time.

The Bank is a defendant in Canada and/or the United States in a number of matters brought by customers, including class actions, alleging claims in connection with various fees, practices and credit decisions. The cases are in various stages of maturity, with a number of cases not yet certified.

On September 30, 2024, TD Securities (USA) LLC (TDS-US) entered into a Deferred Prosecution Agreement (DPA) with the U.S. DOJ related to the actions of a former TDS trader. Pursuant to the terms of the DPA, TDS-US agreed to pay total monetary sanctions of approximately US$15.5 million, which consists of a criminal penalty, forfeiture and victim compensation. TDS-US and, in certain instances, TD Group US Holdings LLC, further agreed to abide by certain cooperation, reporting and compliance obligations in connection with the DPA. These include, but are not limited to: (i) an ongoing obligation to cooperate with DOJ investigations; (ii) an ongoing obligation to report evidence or allegations of violations by TDS-US of certain federal statutes; (iii) the implementation and maintenance of a corporate compliance program that meets certain enumerated standards; and (iv) an ongoing obligation to regularly report to the DOJ on its efforts to bolster its compliance program. TDS-US also resolved investigations by the U.S. Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA) relating to the actions of the former TDS-US trader. As part of the resolutions, TDS-US agreed to pay approximately US$7 million in total monetary sanctions to the SEC and US$6 million to FINRA.

The Bank was named as a defendant in *Rotstain v. Trustmark National Bank, et al.*, a putative class action lawsuit in the United States District Court for the Northern District of Texas related to a US$7.2 billion Ponzi scheme perpetrated by R. Allen Stanford, the owner of Stanford International Bank, Limited (SIBL), an offshore bank based in Antigua. Plaintiffs purported to represent a class of investors in SIBL issued certificates of deposit. The Bank provided certain correspondent banking services to SIBL. Plaintiffs alleged that the Bank and four other banks aided and abetted Mr. Stanford and that the bank defendants received fraudulent transfers from SIBL by collecting fees for providing certain services. The district court denied Plaintiffs' motion for class certification, which the Fifth Circuit declined to review on appeal. The Official Stanford Investors Committee (OSIC), a court-approved committee representing investors, received permission to intervene in the lawsuit and brought similar claims against all the bank defendants. In fiscal year 2023, the Bank reached a settlement agreement pursuant to which the Bank agreed to pay US$1.205 billion to the U.S. Receiver to resolve all claims against the Bank arising from or related to R. Allen Stanford, including the claims asserted in the *Rotstain et al. v. Trustmark National Bank et al.* and *Smith et al. v. Independent Bank* actions. Under the terms of the agreement, all involved parties have agreed to a bar order dismissing and releasing all current or future claims arising from or related to R. Allen Stanford. In August 2023, R. Allen Stanford filed an appeal of the order approving the settlement, which the Fifth Circuit denied. On May 31, 2024, the claims against the Bank were dismissed with prejudice in *Rotstain v. Trustmark National Bank, et al.* On June 3, 2024, the United States Supreme Court denied R. Allen Stanford's request for rehearing regarding the denial of his petition for a writ of certiorari in which he challenged the settlement in this action. This brings to a close the Stanford litigation in the United States.

In the third quarter of 2024, the Bank and certain of its subsidiaries resolved the investigations by the SEC and the Commodity Futures Trading Commission (CFTC) concerning compliance with records preservation requirements relating to business communications exchanged on unapproved electronic channels. The Bank and its subsidiaries in the aggregate paid penalties totalling US$124.5 million, for which the Bank was fully provisioned, and agreed to various other customary terms similar to those imposed on other financial institutions that have resolved similar investigations.

In the second quarter of 2024, the Bank and certain of its subsidiaries reached a settlement in principle relating to a civil matter, pursuant to which the Bank recorded a provision of $274 million.

Refer to Note 24 for disclosures related to tax matters.

(d) COMMITMENTS

Credit-related Arrangements

In the normal course of business, the Bank enters into various commitments and contingent liability contracts. The primary purpose of these contracts is to make funds available for the financing needs of customers. The Bank's policy for requiring collateral security with respect to these contracts and the types of collateral security held is generally the same as for loans made by the Bank.

Financial and performance standby letters of credit represent irrevocable assurances that the Bank will make payments in the event that a customer cannot meet its obligations to third parties and they carry the same credit risk, recourse, and collateral security requirements as loans extended to customers. Performance standby letters of credit are considered non-financial guarantees as payment does not depend on the occurrence of a credit event and is generally related to a non-financial trigger event.

Documentary and commercial letters of credit are instruments issued on behalf of a customer authorizing a third party to draw drafts on the Bank up to a certain amount subject to specific terms and conditions. The Bank is at risk for any drafts drawn that are not ultimately settled by the customer, and the amounts are collateralized by the assets to which they relate.

Commitments to extend credit represent unutilized portions of authorizations to extend credit in the form of loans and customers' liability under acceptances. A discussion on the types of liquidity facilities the Bank provides to its securitization conduits is included in Note 10.

The values of credit instruments reported as follows represent the maximum amount of additional credit that the Bank could be obligated to extend should contracts be fully utilized.

Credit Instruments

(millions of Canadian dollars)		*As at*
	October 31 2024	October 31 2023
Financial and performance standby letters of credit	**$ 44,463**	$ 39,310
Documentary and commercial letters of credit	**337**	167
Commitments to extend credit[1]		
Original term-to-maturity of one year or less	**76,060**	69,686
Original term-to-maturity of more than one year	**245,846**	230,565
Total	**$ 366,706**	$ 339,728

[1] Commitments to extend credit exclude personal lines of credit and credit card lines, which are unconditionally cancellable at the Bank's discretion at any time.

In addition, as at October 31, 2024, the Bank is committed to fund $594 million (October 31, 2023 – $554 million) of private equity investments.

Long-term Commitments or Leases
The Bank has obligations under long-term non-cancellable leases for premises and equipment. The maturity profile for undiscounted lease liabilities is $40 million for 2025, $119 million for 2026, $216 million for 2027, $225 million for 2028, $469 million for 2029, $5,330 million for 2030 and thereafter. Total lease payments, including $19 million (October 31, 2023 – $10 million) paid for short-term and low-value asset leases, for the year ended October 31, 2024, were $829 million (October 31, 2023 – $780 million).

(e) **ASSETS SOLD WITH RECOURSE**
In connection with its securitization activities, the Bank typically makes customary representations and warranties about the underlying assets which may result in an obligation to repurchase the assets. These representations and warranties attest that the Bank, as the seller, has executed the sale of assets in good faith, and in compliance with relevant laws and contractual requirements. In the event that they do not meet these criteria, the loans may be required to be repurchased by the Bank.

(f) **GUARANTEES**
In addition to financial and performance standby letters of credit, the following types of transactions represent the principal guarantees that the Bank has entered into.

Credit Enhancements
The Bank guarantees payments to counterparties in the event that third-party credit enhancements supporting asset pools are insufficient.

Indemnification Agreements
In the normal course of operations, the Bank provides indemnification agreements to various counterparties in transactions such as service agreements, leasing transactions, and agreements relating to acquisitions and dispositions. Under these agreements, the Bank is required to compensate counterparties for costs incurred as a result of various contingencies such as changes in laws and regulations and litigation claims. The nature of certain indemnification agreements prevent the Bank from making a reasonable estimate of the maximum potential amount that the Bank would be required to pay such counterparties.

The Bank also indemnifies directors, officers, and other persons, to the extent permitted by law, against certain claims that may be made against them as a result of their services to the Bank or, at the Bank's request, to another entity.

(g) **PLEDGED ASSETS AND COLLATERAL**
In the ordinary course of business, securities and other assets are pledged against liabilities or contingent liabilities, including repurchase agreements, securitization liabilities, covered bonds, obligations related to securities sold short, and securities borrowing transactions. Assets are also deposited for the purposes of participation in clearing and payment systems and depositories or to have access to the facilities of central banks in foreign jurisdictions, or as security for contract settlements with derivative exchanges or other derivative counterparties.

Details of assets pledged against liabilities and collateral assets held or repledged are shown in the following table:

Sources and Uses of Pledged Assets and Collateral

(millions of Canadian dollars)		*As at*
	October 31 2024	October 31 2023
Sources of pledged assets and collateral		
Bank assets		
Interest-bearing deposits with banks	**$ 6,161**	$ 6,166
Loans	**205,337**	130,829
Securities[1]	**240,425**	218,981
Other assets	**238**	696
	452,161	356,672
Third-party assets[1,2]		
Collateral received and available for sale or repledging	**364,178**	355,147
Less: Collateral not repledged	**(73,996)**	(76,265)
	290,182	278,882
	742,343	635,554
Uses of pledged assets and collateral[3]		
Derivatives	**15,964**	14,696
Obligations related to securities sold under repurchase agreements[1]	**186,777**	162,284
Securities borrowing and lending[1]	**137,292**	126,031
Obligations related to securities sold short[1]	**34,336**	39,436
Securitization	**36,806**	29,135
Covered bond	**76,698**	55,719
Clearing systems, payment systems, and depositories	**10,540**	11,863
Foreign governments and central banks	**119,522**	109,878
Other	**124,408**	86,512
Total[1]	**$ 742,343**	$ 635,554

[1] Balances as at October 31, 2023 have been restated, with no impact on the measurement of the related financial instruments in the Bank's Consolidated Financial Statements, to reflect the recategorization of certain pledged assets in the comparative period.
[2] Includes collateral received from reverse repurchase agreements, securities lending, margin loans, and other client activity.
[3] Includes $53.7 billion of on-balance sheet assets that the Bank has pledged and that the counterparty can subsequently repledge as at October 31, 2024 (October 31, 2023 – $52.3 billion).

NOTE 27: RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial or operational decisions. The Bank's related parties include key management personnel, their close family members and their related entities, subsidiaries, associates, joint ventures, and post-employment benefit plans for the Bank's employees.

TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL, THEIR CLOSE FAMILY MEMBERS, AND THEIR RELATED ENTITIES

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Bank, directly or indirectly. The Bank considers certain of its officers and directors to be key management personnel. The Bank makes loans to its key management personnel, their close family members, and their related entities on market terms and conditions with the exception of banking products and services for key management personnel, which are subject to approved policy guidelines that govern all employees.

As at October 31, 2024, $14 million (October 31, 2023 – $105 million) of related party loans were outstanding from key management personnel, their close family members, and their related entities. This amount also includes balances from certain retired key management personnel.

COMPENSATION

The remuneration of key management personnel was as follows:

Compensation

(millions of Canadian dollars)	*For the years ended October 31*	
	2024	2023
Short-term employee benefits	**$ 30**	$ 33
Post-employment benefits	**1**	1
Share-based payments	**23**	38
Total	**$ 54**	$ 72

In addition, the Bank offers deferred share and other plans to non-employee directors, executives, and certain other key employees. Refer to Note 22 for further details.

In the ordinary course of business, the Bank also provides various banking services to associated and other related corporations on terms similar to those offered to non-related parties.

TRANSACTIONS WITH SUBSIDIARIES, SCHWAB, AND SYMCOR INC.

Transactions between the Bank and its subsidiaries meet the definition of related party transactions. If these transactions are eliminated on consolidation, they are not disclosed as related party transactions.

Transactions between the Bank, Schwab, and Symcor Inc. (Symcor) also qualify as related party transactions. There were no significant transactions between the Bank, Schwab, and Symcor during the year ended October 31, 2024, other than as described in the following sections and in Note 12.

i) TRANSACTIONS WITH SCHWAB

A description of significant transactions between the Bank and its affiliates with Schwab is set forth below.

Insured Deposit Account Agreement

During the year ended October 31, 2024, Schwab exercised its option to buy down the remaining $0.7 billion (US$0.5 billion) of the US$5 billion FROA permitted and paid $32 million (US$23 million) in termination fees to the Bank in accordance with the 2023 Schwab IDA Agreement. During the year ended October 31, 2023, Schwab exercised its option to buy down an initial $6.1 billion (US$4.5 billion) of FROA and paid $305 million (US$227 million) in termination fees to the Bank in accordance with the 2023 Schwab IDA Agreement.

As at October 31, 2024, deposits under the Schwab IDA Agreement were $117 billion (US$84 billion) (October 31, 2023 – $133 billion (US$96 billion)). The Bank paid fees, net of the termination fees received from Schwab, of $908 million during the year ended October 31, 2024 (October 31, 2023 – $932 million) to Schwab related to sweep deposit accounts. The amount paid by the Bank is based on the average insured deposit balance of $121 billion for the year ended October 31, 2024 (October 31, 2023 – $147 billion) and yields based on agreed upon market benchmarks, less the actual interest paid to clients of Schwab.

As at October 31, 2024, amounts receivable from Schwab were $12 million (October 31, 2023 – $38 million). As at October 31, 2024, amounts payable to Schwab were $42 million (October 31, 2023 – $24 million).

ii) TRANSACTIONS WITH SYMCOR

The Bank has one-third ownership in Symcor, a Canadian provider of business process outsourcing services offering a diverse portfolio of integrated solutions in item processing, statement processing and production, and cash management services. The Bank accounts for Symcor's results using the equity method of accounting. During the year ended October 31, 2024, the Bank paid $88 million (October 31, 2023 – $81 million) for these services. As at October 31, 2024, the amount payable to Symcor was $6 million (October 31, 2023 – $12 million).

The Bank and two other shareholder banks have also provided a $100 million unsecured loan facility to Symcor which was undrawn as at October 31, 2024 and October 31, 2023.

NOTE 28: SEGMENTED INFORMATION

For management reporting purposes, the Bank reports its results under four key business segments: Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking. The Bank's other activities are grouped into the Corporate segment.

Canadian Personal and Commercial Banking provides financial products and services to personal, small business and commercial customers, and includes TD Auto Finance Canada. U.S. Retail is comprised of personal and business banking in the U.S., TD Auto Finance U.S., the U.S. wealth business, as well as the Bank's equity investment in Schwab. Wealth Management and Insurance includes the Canadian wealth business which provides investment products and services to institutional and retail investors, and the insurance business which provides property and casualty insurance, as well as life and health insurance products to customers across Canada. Effective fiscal 2024, certain asset management businesses which were previously reported in the U.S. Retail segment are now reported in the Wealth Management and Insurance segment. Comparative period information has been adjusted to reflect the new alignment. Wholesale Banking provides a wide range of capital markets, investment banking, and corporate banking products and services, including underwriting and distribution of new debt and equity issues, providing advice on strategic acquisitions and divestitures, and meeting the daily trading, funding, and investment needs of the Bank's clients. The Corporate segment includes the effects of certain asset securitization programs, treasury management, elimination of taxable equivalent adjustments and other management reclassifications, corporate level tax items, and residual unallocated revenue and expenses.

The results of each business segment reflect revenue, expenses, and assets generated by the businesses in that segment. Due to the complexity of the Bank, its management reporting model uses various estimates, assumptions, allocations, and risk-based methodologies for funds transfer pricing, inter-segment revenue, income tax rates, capital, indirect expenses and cost transfers to measure business segment results. The basis of allocation and methodologies are reviewed periodically to align with management's evaluation of the Bank's business segments. Transfer pricing of funds is generally applied at market rates. Intersegment revenue is negotiated between each business segment and approximates the fair value of the services provided. Income tax provision or recovery is generally applied to each segment based on a statutory tax rate and may be adjusted for items and activities unique to each segment. Amortization of intangibles acquired as a result of business combinations is included in the Corporate segment. Accordingly, net income for business segments is presented before amortization of these intangibles.

Non-interest income is earned by the Bank primarily through investment and securities services, credit fees, trading income, service charges, card services, and insurance revenues. Revenues from investment and securities services are earned predominantly in the Wealth Management and Insurance segment. Revenues from credit fees are primarily earned in the Wholesale Banking and Canadian Personal and Commercial Banking segments. Trading income is earned within Wholesale Banking. Both service charges and card services revenue are mainly earned in the U.S. Retail and Canadian Personal and Commercial Banking segments. Insurance revenue is earned in the Wealth Management and Insurance segment.

Net interest income within Wholesale Banking is calculated on a taxable equivalent basis (TEB), which means that the value of non-taxable or tax-exempt income, primarily dividends, is adjusted to its equivalent before-tax value. Using TEB allows the Bank to measure income from all securities and loans consistently and makes for a more meaningful comparison of net interest income with similar institutions. The TEB adjustment reflected in Wholesale Banking is reversed in the Corporate segment.

The following table summarizes the segment results for the years ended October 31, 2024 and October 31, 2023.

Results by Business Segment[1,2]

(millions of Canadian dollars)	Canadian Personal and Commercial Banking	U.S. Retail	Wealth Management and Insurance	Wholesale Banking[3]	Corporate[3]	Total
					For the years ended	**October 31, 2024**
Net interest income (loss)	**$ 15,697**	**$ 11,600**	**$ 1,226**	**$ 582**	**$ 1,367**	**$ 30,472**
Non-interest income (loss)	**4,093**	**2,113**	**12,309**	**6,704**	**1,532**	**26,751**
Total revenue	**19,790**	**13,713**	**13,535**	**7,286**	**2,899**	**57,223**
Provision for (recovery of) credit losses	**1,755**	**1,532**	**–**	**317**	**649**	**4,253**
Insurance service expenses	**–**	**–**	**6,647**	**–**	**–**	**6,647**
Non-interest expenses	**8,010**	**12,615**	**4,285**	**5,576**	**5,007**	**35,493**
Income (loss) before income taxes and share of net income from investment in Schwab	**10,025**	**(434)**	**2,603**	**1,393**	**(2,757)**	**10,830**
Provision for (recovery of) income taxes	**2,806**	**200**	**648**	**275**	**(1,238)**	**2,691**
Share of net income from investment in Schwab[4,5]	**–**	**709**	**–**	**–**	**(6)**	**703**
Net income (loss)	**$ 7,219**	**$ 75**	**$ 1,955**	**$ 1,118**	**$ (1,525)**	**$ 8,842**
						October 31, 2023
Net interest income (loss)	$ 14,192	$ 12,029	$ 1,064	$ 1,538	$ 1,121	$ 29,944
Non-interest income (loss)	4,125	2,261	10,566	4,280	(486)	20,746
Total revenue	18,317	14,290	11,630	5,818	635	50,690
Provision for (recovery of) credit losses	1,343	928	1	126	535	2,933
Insurance service expenses	–	–	5,014	–	–	5,014
Non-interest expenses	7,700	8,079	3,908	4,760	5,408	29,855
Income (loss) before income taxes and share of net income from investment in Schwab	9,274	5,283	2,707	932	(5,308)	12,888
Provision for (recovery of) income taxes	2,586	658	706	162	(994)	3,118
Share of net income from investment in Schwab[4,5]	–	939	–	–	(75)	864
Net income (loss)	$ 6,688	$ 5,564	$ 2,001	$ 770	$ (4,389)	$ 10,634

[1] Certain amounts for the year ended October 31, 2023 have been restated for the adoption of IFRS 17. Refer to Note 4 for details.
[2] The retailer program partners' share of revenues and credit losses is presented in the Corporate segment, with an offsetting amount (representing the partners' net share) recorded in Non-interest expenses, resulting in no impact to Corporate reported Net income (loss). The Net income (loss) included in the U.S. Retail segment includes only the portion of revenue and credit losses attributable to the Bank under the agreements.
[3] Net interest income within Wholesale Banking is calculated on a TEB. The TEB adjustment reflected in Wholesale Banking is reversed in the Corporate segment.
[4] The after-tax amounts for amortization of acquired intangibles, the Bank's share of acquisition and integration charges associated with Schwab's acquisition of TD Ameritrade, the Bank's share of Schwab's restructuring charges, and the Bank's share of Schwab's Federal Deposit Insurance Corporation special assessment charge are recorded in the Corporate segment.
[5] The Bank's share of Schwab's earnings is reported with a one-month lag. Refer to Note 12 for further details.

Total Assets by Business Segment[1]

(millions of Canadian dollars)	Canadian Personal and Commercial Banking	U.S. Retail	Wealth Management and Insurance	Wholesale Banking	Corporate	Total
					As at October 31, 2024	
Total assets	**$ 584,468**	**$ 606,572**	**$ 23,217**	**$ 686,795**	**$ 160,699**	**$ 2,061,751**
					As at October 31, 2023	
Total assets	$ 560,303	$ 561,350	$ 22,293	$ 673,398	$ 137,795	$ 1,955,139

[1] Certain balances as at October 31, 2023 have been restated for the adoption of IFRS 17 (refer to Note 4 for details) and restated to reflect assets in the U.S. Retail Segment that were reported in the Corporate Segment (with no impact on the measurement of the related total assets in the Bank's Consolidated Financial Statements).

RESULTS BY GEOGRAPHY

For reporting of geographic results, segments are grouped into Canada, United States, and Other international. Transactions are primarily recorded in the location responsible for recording the revenue or assets. This location frequently corresponds with the location of the legal entity through which the business is conducted and the location of the customer.

Results by Geography[1]

(millions of Canadian dollars)	*For the years ended October 31*	*As at October 31*
	2024	**2024**
	Total revenue	**Total assets**
Canada	**$ 31,453**	**$ 1,146,243**
United States	**22,097**	**749,353**
Other international	**3,673**	**166,155**
Total	**$ 57,223**	**$ 2,061,751**
	2023	2023
Canada	$ 29,159	$ 1,043,638
United States	18,267	763,332
Other international	3,264	148,169
Total	$ 50,690	$ 1,955,139

[1] Certain amounts have been restated for the adoption of IFRS 17 as at and for the year ended October 31, 2023. Refer to Note 4 for details.

NOTE 29: INTEREST INCOME AND EXPENSE

The following tables present interest income and interest expense by basis of accounting measurement.

Interest Income

(millions of Canadian dollars)	*For the years ended October 31*	
	2024	2023
Measured at amortized cost[1]	**$ 80,581**	$ 69,088
Measured at FVOCI – Debt instruments[1]	**3,743**	3,315
	84,324	72,403
Measured or designated at FVTPL	**8,742**	7,980
Measured at FVOCI – Equity instruments	**323**	291
Total	**$ 93,389**	$ 80,674

[1] Interest income is calculated using EIRM.

Interest Expense

(millions of Canadian dollars)	*For the years ended October 31*	
	2024	2023
Measured at amortized cost[1,2]	**$ 50,382**	$ 41,059
Measured or designated at FVTPL	**12,535**	9,671
Total	**$ 62,917**	$ 50,730

[1] Interest expense is calculated using EIRM.
[2] Includes interest expense on lease liabilities for the year ended October 31, 2024 of $151 million (October 31, 2023 – $135 million).

NOTE 30: CREDIT RISK

Concentration of credit risk exists where a number of borrowers or counterparties are engaged in similar activities, are located in the same geographic area or have comparable economic characteristics. Their ability to meet contractual obligations may be similarly affected by changing economic, political or other conditions. The Bank's portfolio could be sensitive to changing conditions in particular geographic regions.

Concentration of Credit Risk

(millions of Canadian dollars, except as noted)	*As at*					
	Loans and customers' liability under acceptances[1,2]		**Credit Instruments[3,4]**		**Derivative financial instruments[5,6]**	
	October 31 2024	October 31 2023	**October 31 2024**	October 31 2023	**October 31 2024**	October 31 2023
Canada	**66 %**	66 %	**32 %**	30 %	**28 %**	26 %
United States	**33**	33	**64**	65	**32**	33
United Kingdom	**–**	–	**1**	2	**9**	9
Europe – other	**–**	–	**2**	2	**21**	21
Other international	**1**	1	**1**	1	**10**	11
Total	**100 %**	100 %	**100 %**	100 %	**100 %**	100 %
	$ 949,779	$ 913,937	**$ 366,706**	$ 339,728	**$ 69,970**	$ 82,761

[1] Of the total loans and customers' liability under acceptances, the only industry segment which equalled or exceeded 5% of the total concentration as at October 31, 2024 was real estate 10% (October 31, 2023 –10%).

[2] Includes loans that are measured at FVOCI.

[3] As at October 31, 2024, the Bank had commitments and contingent liability contracts in the amount of $367 billion (October 31, 2023 – $340 billion). Included are commitments to extend credit totalling $322 billion (October 31, 2023 – $300 billion), of which the credit risk is dispersed as detailed in the table above.

[4] Of the commitments to extend credit, industry segments which equalled or exceeded 5% of the total concentration were as follows as at October 31, 2024: financial institutions 19% (October 31, 2023 –17%); power and utilities 11% (October 31, 2023 –10%); government, public sector entities and education 7% (October 31, 2023 –8%); automotive 7% (October 31, 2023 –8%); professional and other services 8% (October 31, 2023 –7%); sundry manufacturing and wholesale 7% (October 31, 2023 –7%); non-residential real estate 6% (October 31, 2023 –6%).

[5] As at October 31, 2024, the current replacement cost of derivative financial instruments, excluding the impact of master netting agreements and collateral, amounted to $70 billion (October 31, 2023 – $83 billion). Based on the location of the ultimate counterparty, the credit risk was allocated as detailed in the table above. The table excludes the fair value of exchange traded derivatives.

[6] The largest concentration by counterparty type was with financial institutions (including non-banking financial institutions), which accounted for 68% of the total as at October 31, 2024 (October 31, 2023 –60%). The second largest concentration was with governments, which accounted for 24% of the total as at October 31, 2024 (October 31, 2023 –32%). No other industry segment exceeded 5% of the total.

The following table presents the maximum exposure to credit risk of financial instruments, before taking account of any collateral held or other credit enhancements.

Gross Maximum Credit Risk Exposure

(millions of Canadian dollars)		*As at*
	October 31 2024	October 31 2023
Cash and due from banks	**$ 6,437**	$ 6,721
Interest-bearing deposits with banks	**169,930**	98,348
Securities[1]		
Financial assets designated at fair value through profit or loss		
Government and government-insured securities	**3,056**	2,720
Other debt securities	**3,361**	3,098
Trading		
Government and government-insured securities	**46,575**	51,493
Other debt securities	**22,482**	20,685
Retained interest	**1**	3
Non-trading securities at fair value through profit or loss		
Government and government-insured securities	**271**	288
Other debt securities	**1,376**	2,683
Securities at fair value through other comprehensive income		
Government and government-insured securities	**78,422**	52,927
Other debt securities	**10,830**	13,004
Debt securities at amortized cost		
Government and government-insured securities	**205,098**	230,304
Other debt securities	**66,517**	77,712
Securities purchased under reverse purchase agreements	**208,217**	204,333
Derivatives[2]	**78,061**	87,382
Loans		
Residential mortgages	**331,284**	319,938
Consumer instalment and other personal	**226,333**	215,745
Credit card	**38,542**	36,726
Business and government	**353,390**	323,538
Trading loans	**23,518**	17,261
Non-trading loans at fair value through profit or loss	**3,057**	3,495
Loans at fair value through other comprehensive income	**230**	421
Customers' liability under acceptances	**–**	17,569
Amounts receivable from brokers, dealers, and clients	**22,115**	30,416
Other assets	**12,761**	12,504
Total assets	**1,911,864**	1,829,314
Credit instruments[3]	**366,706**	339,728
Unconditionally cancellable commitments to extend credit	**450,574**	430,163
Total credit exposure	**$ 2,729,144**	$ 2,599,205

[1] Excludes equity securities.
[2] The carrying amount of the derivative assets represents the maximum credit risk exposure related to derivative contracts.
[3] The balance represents the maximum amount of additional funds that the Bank could be obligated to extend should the contracts be fully utilized. The actual maximum exposure may differ from the amount reported above. Refer to Note 26 for further details.

NOTE 31: REGULATORY CAPITAL

The Bank manages its capital in accordance with guidelines established by OSFI. The regulatory capital guidelines measure capital in relation to credit, market, and operational risks. The Bank has various capital policies, procedures, and controls which it utilizes to achieve its goals and objectives. The Bank is designated as a domestic systemically important bank (D-SIB) and a global systemically important bank (G-SIB).

The Bank's capital management objectives are:

- To maintain an adequate level of capital based on the Bank's risk profile as determined by:
  - the Bank's Risk Appetite Statement;
  - capital requirements defined by relevant regulatory authorities; and
  - the Bank's internal assessment of capital requirements, including stress test analysis, consistent with the Bank's risk profile and risk tolerance levels.
- Manage capital levels, in order to:
  - insulate the Bank from unexpected loss events;
  - maintain stakeholder confidence in the Bank;
  - establish that the Bank has adequate capital under a severe but plausible stress event; and
  - support and facilitate business growth and/or strategic deployment consistent with the Bank's strategy and risk appetite.
- To have the most economic weighted-average cost of capital achievable, while preserving the appropriate mix of capital elements to meet targeted capitalization levels.
- To support strong external debt ratings, in order to manage the Bank's overall cost of funds and to maintain access to required funding (in the event of unexpected loss or business growth).
- To maintain a robust capital planning process and framework to support capital funding decisions such as issuances, redemptions and distributions which in turn support the Bank's capital adequacy.

These objectives are applied in a manner consistent with the Bank's overall objective of providing a satisfactory return on shareholders' equity.

Basel III Capital Framework

Capital requirements of the Basel Committee on Banking Supervision are commonly referred to as Basel III. Under Basel III, Total Capital consists of three components, namely Common Equity Tier 1 (CET1), Additional Tier 1, and Tier 2 Capital. Risk sensitive regulatory capital ratios are calculated by dividing CET1, Tier 1, and Total Capital by risk-weighted assets (RWA), inclusive of any minimum requirements outlined under the regulatory floor. In 2015, Basel III also implemented a non-risk sensitive leverage ratio to act as a supplementary measure to the risk-sensitive capital requirements. The objective of the leverage ratio is to constrain the build-up of excess leverage in the banking sector. The leverage ratio is calculated by dividing Tier 1 Capital by leverage exposure which is primarily comprised of on-balance sheet assets with adjustments made to derivative and securities financing transaction exposures, and credit equivalent amounts of off-balance sheet exposures.

Capital Position and Capital Ratios

The Basel framework allows qualifying banks to determine capital levels consistent with the way they measure, manage, and mitigate risks. It specifies methodologies for the measurement of credit, trading market, and operational risks. The Bank uses the Internal Ratings-Based approaches to credit risk for all material portfolios.

For accounting purposes, IFRS is followed for consolidation of subsidiaries and joint ventures. For regulatory capital purposes, all subsidiaries of the Bank are consolidated except for insurance subsidiaries which are deconsolidated and follow prescribed treatment per OSFI's CAR guidelines. Insurance subsidiaries are subject to their own capital adequacy reporting, such as OSFI's Minimum Capital Test for General Insurance and Life Insurance Capital Adequacy Test for Life and Health.

Some of the Bank's subsidiaries are individually regulated by either OSFI or other regulators. Many of these entities have minimum capital requirements which may limit the Bank's ability to extract capital or funds for other uses.

The impact to CET1 capital upon adoption of IFRS 17 is immaterial to the Bank.

Canadian banks designated as D-SIBs are required to comply with OSFI's minimum targets for risk-based capital and leverage ratios. The minimum targets include a D-SIB surcharge and Domestic Stability Buffer (DSB) for CET1, Tier 1, Total Capital and risk-based Total Loss Absorbing Capacity (TLAC) ratios. The DSB level was increased to 3.5% as of November 1, 2023, which sets these minimum target ratios at 11.5%, 13.0%, 15.0% and 25.0%, respectively. The OSFI target includes the greater of the D-SIB or G-SIB surcharge, both of which are currently 1% for the Bank. On February 1, 2023, OSFI announced revisions to the Leverage Requirements Guideline to introduce a requirement for D-SIBs to hold a leverage ratio buffer of 0.50% in addition to the existing minimum requirement. This sets the minimum targets for leverage and TLAC leverage ratios at 3.5% and 7.25%, respectively.

The Bank complied with all published regulatory minimum risk-based capital and leverage ratio requirements set by OSFI during the year ended October 31, 2024.

The following table summarizes the Bank's regulatory capital position as at October 31, 2024 and October 31, 2023.

Regulatory Capital Position

(millions of Canadian dollars, except as noted)	*As at*	
	October 31 2024	October 31 2023
Capital		
Common Equity Tier 1 Capital	**$ 82,714**	$ 82,317
Tier 1 Capital	**93,248**	92,752
Total Capital	**105,745**	103,648
Risk-weighted assets used in the calculation of capital ratios	**630,900**	571,161
Capital and leverage ratios		
Common Equity Tier 1 Capital ratio	**13.1 %**	14.4 %
Tier 1 Capital ratio	**14.8**	16.2
Total Capital ratio	**16.8**	18.1
Leverage ratio	**4.2**	4.4
TLAC Ratio	**28.7**	32.7
TLAC Leverage Ratio	**8.1**	8.9

NOTE 32: INFORMATION ON SUBSIDIARIES

The following is a list of the directly or indirectly held significant subsidiaries.

SIGNIFICANT SUBSIDIARIES[1]

(millions of Canadian dollars)		October 31, 2024
North America	**Address of Head or Principal Office[2]**	**Carrying value of shares owned by the Bank[3]**
Meloche Monnex Inc.	Montreal, Québec	$ 2,753
Security National Insurance Company	Montreal, Québec	
Primmum Insurance Company	Toronto, Ontario	
TD Direct Insurance Inc.	Toronto, Ontario	
TD General Insurance Company	Toronto, Ontario	
TD Home and Auto Insurance Company	Toronto, Ontario	
TD Wealth Holdings Canada Limited	Toronto, Ontario	10,367
TD Asset Management Inc.	Toronto, Ontario	
GMI Servicing Inc.	Winnipeg, Manitoba	
TD Waterhouse Private Investment Counsel Inc.	Toronto, Ontario	
TD Waterhouse Canada Inc.	Toronto, Ontario	
TD Auto Finance (Canada) Inc.	Toronto, Ontario	4,287
TD Group US Holdings LLC	Wilmington, Delaware	81,374
Toronto Dominion Holdings (U.S.A.), Inc.	New York, New York	
Cowen Inc.	New York, New York	
Cowen Structured Holdings LLC	New York, New York	
Cowen Structured Holdings Inc.	New York, New York	
ATM Execution LLC	New York, New York	
RCG LV Pearl, LLC	New York, New York	
Cowen Financial Products LLC	New York, New York	
Cowen Holdings, Inc.	New York, New York	
Cowen and Company, LLC	New York, New York	
Cowen CV Acquisition LLC	New York, New York	
Cowen Execution Holdco LLC	New York, New York	
Westminster Research Associates LLC	New York, New York	
RCG Insurance Company	New York, New York	
TD Prime Services LLC	New York, New York	
TD Securities Automated Trading LLC	Chicago, Illinois	
TD Securities (USA) LLC	New York, New York	
Toronto Dominion (Texas) LLC	New York, New York	
Toronto Dominion (New York) LLC	New York, New York	
Toronto Dominion Investments, Inc.	New York, New York	
TD Bank US Holding Company	Cherry Hill, New Jersey	
Epoch Investment Partners, Inc.	New York, New York	
TD Bank USA, National Association	Cherry Hill, New Jersey	
TD Bank, National Association	Cherry Hill, New Jersey	
TD Equipment Finance, Inc.	Mt. Laurel, New Jersey	
TD Private Client Wealth LLC	New York, New York	
TD Public Finance LLC	New York, New York	
TD Wealth Management Services Inc.	Mt. Laurel, New Jersey	
TD Investment Services Inc.	Toronto, Ontario	56
TD Life Insurance Company	Toronto, Ontario	163
TD Mortgage Corporation	Toronto, Ontario	13,231
TD Pacific Mortgage Corporation	Vancouver, British Columbia	
The Canada Trust Company	Toronto, Ontario	
TD Securities Inc.	Toronto, Ontario	3,213
TD Vermillion Holdings Limited	Toronto, Ontario	23,714
TD Financial International Ltd.	Hamilton, Bermuda	
TD Reinsurance (Barbados) Inc.	St. James, Barbados	
International		
Cowen Malta Holdings Limited	Birkirkara, Malta	27
Cowen Insurance Company Ltd	Birkirkara, Malta	
Ramius Enterprise Luxembourg Holdco S.à.r.l.	Luxembourg, Luxembourg	247
Cowen Reinsurance S.A.	Luxembourg, Luxembourg	
TD Ireland Unlimited Company	Dublin, Ireland	2,805
TD Global Finance Unlimited Company	Dublin, Ireland	
TD Securities (Japan) Co. Ltd.	Tokyo, Japan	13
Toronto Dominion Australia Limited	Sydney, Australia	104
TD Bank Europe Limited	London, England	1,407
Toronto Dominion International Pte. Ltd.	Singapore, Singapore	6,812
Cowen Execution Services Limited	London, England	
Toronto Dominion (South East Asia) Limited	Singapore, Singapore	1,643

[1] Unless otherwise noted, The Toronto-Dominion Bank, either directly or through its subsidiaries, owns 100% of the entity and/or 100% of any issued and outstanding voting securities and non-voting securities of the entities listed.

[2] Each subsidiary is incorporated or organized in the country in which its head or principal office is located.

[3] Carrying amounts are prepared for purposes of meeting the disclosure requirements of Section 308 (3)(a)(ii) of the *Bank Act (Canada)* Intercompany transactions may be included herein which are eliminated for consolidated financial reporting purposes.

SUBSIDIARIES WITH RESTRICTIONS TO TRANSFER FUNDS

Certain of the Bank's subsidiaries have regulatory requirements to fulfil, in accordance with applicable law, in order to transfer funds, including paying dividends to, repaying loans to, or redeeming subordinated debentures issued to, the Bank. These customary requirements include, but are not limited to:

- Local regulatory capital and/or surplus adequacy requirements;
- Basel requirements under Pillar 1 and Pillar 2;
- Local regulatory approval requirements; and
- Local corporate and/or securities laws.

Pursuant to the terms of the orders that TD Bank USA, N.A. (TDBUSA) and TD Bank N.A. (TDBNA) entered into with the OCC, the boards of directors of TDBUSA and TDBNA will be required to certify to the OCC that the Bank has allocated appropriate resources and staffing to the remediation required by the orders before declaring or paying dividends, engaging in share repurchases, or making any other capital distribution. In addition, pursuant to the terms of the cease and desist order that the Bank, TDGUS and TDBUSH entered into with the Federal Reserve, the boards of directors of TDGUS and TDBUSH will be required to certify to the Federal Reserve that appropriate resources and staffing have been allocated to remediation, as required by the order, before declaring or paying any dividends, engaging in share repurchases, or making any other capital distributions. If TDBUSA, TDBNA, TDGUS or TDBUSH are unable to so certify, then there would be restrictions on (i) the payment of dividends or making of any other capital distributions to the Bank, or (ii) the repurchase of shares of these entities from the Bank .

As at October 31, 2024, the net assets of subsidiaries subject to regulatory or CAR was approximately $109 billion (October 31, 2023 – $103 billion), before intercompany eliminations.

In addition to regulatory requirements outlined above, the Bank may be subject to significant restrictions on its ability to use the assets or settle the liabilities of members of its group. Key contractual restrictions may arise from the provision of collateral to third parties in the normal course of business, for example through secured financing transactions; assets securitized which are not subsequently available for transfer by the Bank; and assets transferred into other consolidated and unconsolidated structured entities. The impact of these restrictions has been disclosed in Notes 9 and 26.

RETURN ON ASSETS, DIVIDEND PAYOUTS, AND EQUITY TO ASSETS RATIOS [1,2]

	For the three months ended				*For the year ended*		
	October 31 2024	July 31 2024	April 30 2024	January 31 2024	**October 31 2024**	October 31 2023	October 31 2022
Return on Assets - reported [3,4]	**0.67 %**	(0.05) %	0.50 %	0.56 %	**0.42 %**	0.52 %	0.95 %
Return on Assets - adjusted [4,5]	**0.59**	0.72	0.76	0.73	**0.70**	0.75	0.84
Dividend Payout Ratio - reported [3,6]	**51.8**	n/m[7]	75.8	65.8	**86.3**	69.5	37.5
Dividend Payout Ratio - adjusted [3,8]	**59.2**	49.8	50.0	50.7	**52.2**	48.5	42.5
Equity to Asset Ratio [4,9]	**5.5**	5.7	5.8	5.7	**5.7**	5.9	5.6

[1] Calculated pursuant to the U.S. Securities and Exchange Commission Industry Guide 3.

[2] The Bank prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), the current generally accepted accounting principles (GAAP), and refers to results prepared in accordance with IFRS as the "reported" results. The Bank also utilizes non-GAAP financial measures such as "adjusted" results (i.e. reported results excluding "items of note") and non-GAAP ratios to assess each of its businesses and measure overall Bank performance. The Bank believes that non-GAAP financial measures and non-GAAP ratios provide the reader with a better understanding of how management views the Bank's performance. Non-GAAP financial measures and ratios used in this presentation are not defined terms under IFRS and, therefore, may not be comparable to similar terms used by other issuers. Refer to the "Significant Events" or "Financial Results Overview" section in the Bank's 2024 MD&A (available at www.td.com/investor and www.sedar.com), which is incorporated by reference, for further explanation, reported basis results, a list of the items of note, and a reconciliation of adjusted to reported results.

[3] Calculated as reported net income available to common shareholders divided by average total assets.

[4] For the year ended October 31, 2023, certain amounts in the calculation of these ratios have been restated for the adoption of IFRS 17 *Insurance Contracts (IFRS 17)*.

[5] Calculated as adjusted net income available to common shareholders divided by average total assets.

[6] Calculated as dividends declared per common share divided by reported basic earnings per share.

[7] Not meaningful.

[8] Calculated as dividends declared per common share divided by adjusted basic earnings per share.

[9] Calculated as average total equity divided by average total assets.

Exhibit 99.5

Code of Ethics

The amended *Code of Conduct and Ethics for Employees and Directors* is incorporated by reference to the Form 6-K filed with the SEC on February 6, 2024.

Exhibit 99.6

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our Firm under the caption "Experts", which appears in the Annual Information Form in Exhibit 99.1, and to the use in this Annual Report on Form 40-F of our reports dated December 4, 2024, with respect to the consolidated balance sheets of The Toronto-Dominion Bank (the "Bank") as of October 31, 2024 and 2023, and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the two-year period ended October 31, 2024, and the effectiveness of internal control over financial reporting of the Bank as of October 31, 2024.

We also consent to the incorporation by reference of our reports dated December 4, 2024 in the following Registration Statements of the Bank:

1) Registration Statement (Form F-3 No. 333-83232),
2) Registration Statement (Form F-3 No. 333-262557),
3) Registration Statement (Form S-8 No. 333-101026)
4) Registration Statement (Form S-8 No. 333-116159),
5) Registration Statement (Form S-8 No. 333-120815),
6) Registration Statement (Form S-8 No. 333-142253),
7) Registration Statement (Form S-8 No. 333-150000),
8) Registration Statement (Form S-8 No. 333-167234),
9) Registration Statement (Form S-8 No. 333-169721),
10) Registration Statement (Form S-8 No. 333-263318), and
11) Registration Statement (Form S-8 No. 333-275850).

/s/Ernst & Young LLP
Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
December 5, 2024

Exhibit 99.7

Certification Pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002

I, Bharat Masrani, certify that:

1. I have reviewed this annual report on Form 40-F of The Toronto -Dominion Bank;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented i this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: December 5, 2024

/s/ Bharat Masrani
Bharat Masrani
Group President and Chief Executive Officer

Certification Pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002

I, Kelvin Tran, certify that:

1. I have reviewed this annual report on Form 40-F of The Toronto -Dominion Bank;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: December 5, 2024

/s/ Kelvin Tran
Kelvin Tran
Group Head and Chief Financial Officer

Exhibit 99.8

Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002

In connection with the Annual Report of The Toronto -Dominion Bank (the "Bank") on Form 40-F for the year ended October 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bharat Masrani, Group President and Chief Executive Officer of the Bank, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: December 5, 2024

/s/ Bharat Masrani
Bharat Masrani
Group President and Chief Executive Officer

Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002

In connection with the Annual Report of The Toronto -Dominion Bank (the "Bank") on Form 40-F for the year ended October 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kelvin Tran, Group Head and Chief Financial Officer of the Bank, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act o 2002 that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: December 5, 2024

/s/Kelvin Tran
Kelvin Tran
Group Head and Chief Financial Officer