

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

The Toronto-Dominion Bank (“TD” or the “Bank”)
P.O. Box 1, Toronto Dominion Centre,
Toronto, Ontario, M5K 1A2

2. Date of Material Change

February 10, 2025

3. News Release

Attached as Schedule “A” are news releases relating to the material change, which were disseminated on February 10, 2025, February 11, 2025 and February 12, 2025, through Cision and subsequently filed on SEDAR+.

4. Summary of Material Change

TD sells its entire equity investment in The Charles Schwab Corporation (“Schwab”) and intends to use a portion of the proceeds toward a share buyback program.

5. Full Description of Material Change

On February 10, 2025, TD announced its intent to sell its entire equity investment in Schwab through a registered offering and share repurchase by Schwab. TD also announced that it plans to use C\$8 billion of the proceeds toward a share buyback program. As of February 10, 2025, TD held 184.7 million shares of Schwab's common stock, representing 10.1% economic ownership.

On February 11, 2025, TD announced that it had agreed to sell its entire equity investment in Schwab consisting of (i) 165,443,530 shares through a registered offering at a price of US\$79.25 per share and (ii) 19,235,208 shares repurchased by Schwab for a total purchase price of US\$1.5 billion.

The transaction, which closed on February 12, 2025, generated net proceeds of approximately C\$20 billion after taxes and underwriting discount with C\$15 billion in CET1 capital created or 247 bps of CET1 capital released.

TD intends to deploy C\$8 billion of the proceeds from the sale toward a share buyback program, subject to approval of the Office of the Superintendent of Financial Institutions Canada, and the approval of the Toronto Stock Exchange (“TSX”). The purchases will be made in accordance with applicable securities laws and regulatory requirements through the facilitates of the TSX or other designed exchanges and published markets in Canada, continuing for up to one year. Additionally, purchases may be made through the facilitates of the New York Stock Exchange. The price paid for such purchased common shares will be the market price of such common shares at the time of acquisition or such other price as may be permitted by the TSX. All purchased common shares will be cancelled. The timing and amount of any such purchases are subject to regulatory approvals and to management discretion based on factors such as market conditions and capital adequacy.

Net of the share buyback program, the transaction will create approximately 116 bps of CET1 capital. The Bank plans to invest the remainder of the proceeds will be invested in the Bank’s businesses to further support its customers, drive performance and accelerate organic growth. The transaction is expected to be accretive to TD’s earnings per share on a run-rate basis.¹

¹ Earnings per share accretion estimates are based on the following key assumptions: (1) average analyst consensus estimates for TD’s fiscal 2025 adjusted net income; (2) estimates regarding Schwab equity pick-up, which are based on an estimate

Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

None.

8. Executive Officer

For further information, please contact Brooke Hales, Head of Investor Relations, brooke.hales@td.com, 416-307-8647.

9. Date of Report

February 18, 2025

regarding Schwab's adjusted net income from November 2024 to October 2025, which includes an estimate for the actual adjusted net income from November to December 2024 (using 67% of Schwab's actual adjusted income to common stockholders for Q4 2024) and the median analyst consensus estimate of Schwab's adjusted net income from January to October 2025 (October estimate using 33% of median analyst consensus estimate for Schwab's Q4 2025), assuming an average USD/CAD exchange rate of 1.43x; (3) C\$8 billion in TD share repurchases pursuant to the Bank's announced normal course issuer bid, which remains subject to regulatory approval, at a price of C\$86.00 as of February 10, 2025; and (4) for earnings on investments, a 5% pre-tax investment yield and a tax rate of 26.5% on remaining proceeds of approximately C\$12 billion.

Schedule A

TD Bank Group Announces Intent to Sell its Equity Investment in Schwab

Portion of proceeds to be allocated toward normal course issuer bid

TORONTO, February 10, 2025/CNW/ — TD Bank Group ("TD" or the "Bank") (TSX: TD) (NYSE: TD) today announced its intent to sell its entire equity investment in The Charles Schwab Corporation ("Schwab") (NYSE: SCHW) through a registered offering and share repurchase by Schwab. TD will continue to have a business relationship with Schwab through the Insured Deposit Account (IDA) Agreement.

TD currently holds 184.7 million shares of Schwab's common stock, representing 10.1% economic ownership. Schwab has agreed to repurchase US\$1.5 billion of its shares from TD conditional on completion of the offering.

A preliminary prospectus supplement relating to the secondary offering of Schwab shares held by TD will be filed by Schwab with the U.S. Securities and Exchange Commission (the "SEC"). TD Securities and Goldman Sachs will be acting as joint bookrunning managers on the offering.

"As part of our strategic review, we have been evaluating capital allocation and have made the decision to exit our Schwab investment. We are very pleased with the strong return we are generating on the Schwab shares we acquired in 2020," said Raymond Chun, Group President and Chief Executive Officer, TD Bank Group.

"We are confident in TD's growth opportunities and long-term potential, and we plan to use C\$8 billion of the proceeds to repurchase our stock. We will invest the balance of the proceeds in our businesses to further support our customers and clients, drive performance and accelerate organic growth."

TD will continue to manage its capital prudently and strengthen its infrastructure. Additional details on the Bank's normal course issuer bid have been provided in a separate news release issued this morning. TD will host a conference call tomorrow; details are available below.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The shares are being offered pursuant to an automatically effective shelf registration statement (including a base prospectus) that has been filed by Schwab with the SEC. A preliminary prospectus supplement relating to and describing the terms of the offering will be filed by Schwab with the SEC and will be available on the SEC website at www.sec.gov. Alternatively, copies of the preliminary prospectus supplement and accompanying prospectus may be obtained from: TD Securities (USA) LLC, 1 Vanderbilt Avenue, New York, NY 10017, telephone: 1 (855) 495-9846 or by email at TD.ECM_Prospectus@tdsecurities.com; or (ii) Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1 (866) 471-2526, facsimile: (212) 902-9316 or by email at Prospectus-ny@ny.email.gs.com.

Conference call

TD Bank Group will host a conference call on Tuesday, February 11, 2025 at 8:00 a.m. ET. The call will be audio webcast live through TD's website. Call details are as follows:

Audio webcast: <https://td.streamme.ca/tdconferencecall021125>

Participants:

Toll-free dial-in number (Canada/US):	1-800-806-5484
Local dial-in number:	416-340-2217
Participant passcode:	8070122#

The audio webcast will be archived at www.td.com/investor. A replay of the teleconference will be available from 5:00 p.m. ET on February 11, 2025, until 11:59 p.m. ET on February 26, 2025 by calling 905-694-9451 or 1-800-408-3053 (toll free) and the passcode is 3193362#.

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 investigations into the Bank's U.S. Bank Secrecy Act (BSA)/anti-money laundering (AML) program; the impact of the global resolution of the 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; 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 this document, as well as 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. In addition, with respect to the Bank's estimates regarding investment rate of return, assumptions have been made with respect to foreign exchange fluctuations.

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.

About TD Bank Group

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., and TD Wealth (U.S.); 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.

For further information contact:

TD Investors:

Brooke Hales

Vice President, Investor Relations, TD Bank Group

416-307-8647

Brooke.hales@td.com

Media:

Elizabeth Goldenshtein

Senior Manager, Corporate Communications, TD Bank Group

416-994-4124

Elizabeth.goldenshtein@td.com

TD Bank Group Announces Intention to Purchase for Cancellation up to 100 Million of its Common Shares

TORONTO, February 10, 2025/CNW/ —TD Bank Group (“TD” or the “Bank”) (TSX: TD) (NYSE: TD) announced today that, subject to the completion of its previously announced sale of its entire equity investment in The Charles Schwab Corporation (NYSE: SCHW), the approval of the Office of the Superintendent of Financial Institutions Canada, and the approval of the Toronto Stock Exchange (“TSX”), it intends to launch a normal course issuer bid to purchase for cancellation up to 100 million of its common shares, representing approximately 5.7% of its issued and outstanding common shares and its public float as at October 31, 2024. TD will file a notice of intention with the TSX in this regard.

TD may commence purchases under the normal course issuer bid through the facilities of the TSX or other designated exchanges and published markets in Canada, continuing for up to one year after the TSX has accepted the notice of intention. Additionally, repurchases may be made through the facilities of the New York Stock Exchange or other designated exchanges and published markets in the U.S. The purchases will be made in accordance with applicable securities laws and regulatory requirements. The price paid for such purchased common shares will be the market price of such common shares at the time of acquisition or such other price as may be permitted by the TSX. All purchased common shares will be cancelled. The timing and amount of any such purchases are subject to regulatory approvals and to management discretion based on factors such as market conditions and capital adequacy.

As at October 31, 2024, the Bank's Common Equity Tier 1, Tier 1, Total Capital and Leverage ratios were 13.11%, 14.78%, 16.76% and 4.19%, respectively.

Caution Regarding Forward-Looking Statements

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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 investigations into the Bank Secrecy Act (BSA)/anti-money laundering (AML) program; the impact of the global resolution of 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; 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.

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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.

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TD Bank Group Announces Pricing of Offering of Schwab Stock

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The transaction will generate net proceeds of approximately C\$20 billion after taxes and underwriting discount with C\$15 billion in CET1 capital created or 247 bps of CET1 capital released. TD intends to deploy C\$8 billion toward a share buyback program, subject to regulatory approval. Additional details on the Bank's normal course issuer bid (share buyback program) are available in a separate news release issued on February 10. Net of the share buyback program, this transaction will create approximately 116 bps of CET1 capital. The remainder of the proceeds will be invested in the Bank's businesses to further support our customers, drive performance and accelerate organic growth. The transaction is expected to be accretive to TD's earnings per share on a run-rate basis.²

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Schwab has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents Schwab has filed with the SEC, including the preliminary prospectus supplement dated February 10, 2025, for more complete information about Schwab and this offering. You may get electronic copies of these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies of the preliminary prospectus supplement and accompanying prospectus may be obtained from: TD Securities (USA) LLC, 1 Vanderbilt Avenue, New York, NY 10017, telephone: 1 (855) 495-9846 or by email at TD.ECM_Prospectus@tdsecurities.com; or (ii) Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1 (866) 471-2526, facsimile: (212) 902-9316 or by email at Prospectus-ny@ny.email.gs.com.

Conference call

¹Earnings per share accretion estimates are based on the following key assumptions: (1) average analyst consensus estimates for TD's fiscal 2025 adjusted net income; (2) estimates regarding Schwab equity pick-up, which are based on an estimate regarding Schwab's adjusted net income from November 2024 to October 2025, which includes an estimate for the actual adjusted net income from November to December 2024 (using 67% of Schwab's actual adjusted income to common stockholders for Q4 2024) and the median analyst consensus estimate of Schwab's adjusted net income from January to October 2025 (October estimate using 33% of median analyst consensus estimate for Schwab's Q4 2025), assuming an average USD/CAD exchange rate of 1.43x; (3) C\$8 billion in TD share repurchases pursuant to the Bank's announced normal course issuer bid, which remains subject to regulatory approval, at a price of C\$86.00 as of February 10, 2025; and (4) for earnings on investments, a 5% pre-tax investment yield and a tax rate of 26.5% on remaining proceeds of approximately C\$12 billion.

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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 investigations into the Bank's U.S. Bank Secrecy Act (BSA)/anti-money laundering (AML) program; the impact of the global resolution of the 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; 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 this document, as well as 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. In addition, with respect to the Bank's estimates regarding EPS accretion, assumptions have been made with respect to the following key factors: foreign exchange fluctuations, tax rates, average analyst consensus estimates for the Bank's fiscal 2025 adjusted net income, value of the Q1 Schwab equity pick-up, number of shares purchased for cancellation under the Bank's proposed normal course issuer bid (which remains subject to regulatory approvals), and earnings on investments. With respect to the Bank's estimates regarding net proceeds, assumptions have been made with respect to the following key factors: foreign exchange fluctuations and tax rates. With respect to the Bank's estimates regarding investment rate of return, assumptions have been made with respect to foreign exchange fluctuations. With respect to the Bank's estimates regarding CET1 impact, assumptions have been made with respect to the following key factors: foreign exchange fluctuations, tax rates, number of shares purchased for cancellation under the Bank's proposed normal course issuer bid (which remains subject to regulatory approvals), and risk-weighted asset levels. The illustrative impact on TD's earnings per share on a run-rate basis is based on analyst consensus estimates of TD's and Schwab's future adjusted results, and we caution that the methodology applied by analysts to estimate those results may not be consistent with TD's methodology. For reference, an example of TD's reconciliation of reported results to adjusted results is available in TD's 2024 MD&A.

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.

About TD Bank Group

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., and TD Wealth (U.S.); 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.

For further information contact:

TD Investors:

Brooke Hales

Vice President, Investor Relations, TD Bank Group

416-307-8647

Brooke.hales@td.com

Media:

Elizabeth Goldenshtein

Senior Manager, Corporate Communications, TD Bank Group

416-994-4124

Elizabeth.goldenshtein@td.com

TD Bank Group Announces Closing of Sale of Schwab Stock

TORONTO, February 12, 2025/CNW/ — TD Bank Group (“TD” or the “Bank”) (TSX: TD) (NYSE: TD) today announced the closing of the sale of its entire equity investment in The Charles Schwab Corporation (“Schwab”) (NYSE: SCHW), consisting of 184,678,738 shares of Schwab's common stock representing 10.1% economic ownership. The Bank sold 165,443,530 shares through a registered offering at a price of US\$79.25 per share, and Schwab repurchased 19,235,208 shares from TD for a total purchase price of US\$1.5 billion.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Schwab has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents Schwab has filed with the SEC, including the prospectus supplement dated February 10, 2025, for more complete information about Schwab and this offering. You may get electronic copies of these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies of the prospectus supplement and accompanying prospectus may be obtained from: TD Securities (USA) LLC, 1 Vanderbilt Avenue, New York, NY 10017, telephone: 1 (855) 495-9846 or by email at TD.ECM_Prospectus@tdsecurities.com; or (ii) Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1 (866) 471-2526, facsimile: (212) 902-9316 or by email at Prospectus-ny@ny.email.gs.com.

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For further information contact:

TD Investors:

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Vice President, Investor Relations, TD Bank Group
416-307-8647
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Media:

Elizabeth Goldenshtein
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