

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE TORONTO-DOMINION BANK
SECURITIES LITIGATION

1:17-cv-01665 (NLH/JS)

Class Action

PROOF OF CLAIM AND RELEASE FORM

A. GENERAL INSTRUCTIONS & INFORMATION

1. You are urged to read carefully the accompanying Notice of Pendency of Class Action (the “Notice”).
2. To file a claim and recover under the Settlement of this Action, you must submit this Proof of Claim and Release Form (the “Proof of Claim”). However, such filing is not a guarantee that you will share in the proceeds of the Settlement in the Action.
3. **Your completed and signed Proof of Claim must be received on or before September 19, 2019, addressed to the Claims Administrator at:**

Toronto-Dominion Securities Litigation Settlement
c/o Epiq Class Action & Claims Solutions, Inc.
PO Box 3207
Portland, OR 97208-3207
info@TorontoDominionSecuritiesSettlement.com
877-830-7922

4. If you are a member of the Settlement Class and you do not timely request exclusion, you will be bound by the terms of any judgment entered in the Action.
5. If you are **not** a member of the Settlement Class, **do not** submit a Proof of Claim.
6. This Settlement concerns **only** transactions in the U.S.-traded common stock of The Toronto-Dominion Bank (“TD”) (NYSE: TD). You cannot recover in this Settlement for transactions in TD’s common stock that occurred on a non-U.S. stock exchange such as the Toronto Stock Exchange (TSX).
7. **For help completing this Proof of Claim, please contact the Claims Administrator.**

B. INSTRUCTIONS FOR FILLING OUT THE PROOF OF CLAIM FORM

Important additional information regarding the Settlement and this Proof of Claim is contained in the accompanying Notice. Please refer to the Plan of Allocation set forth in the Long Form Notice, available on the Settlement Website www.TorontoDominionSecuritiesSettlement.com, for a detailed explanation of how a Claimant’s Recognized Loss will be calculated.

1. In order to be eligible to participate in the distribution of the Net Settlement Fund, a claimant (“Claimant”) must have purchased, or otherwise acquired, the U.S.-traded common stock of TD (NYSE: TD) between December 3, 2015 and March 9, 2017, both dates inclusive (the “Settlement Class Period”).
2. The submission of a Proof of Claim does not ensure that your claim will be upheld or that you will share in any recovery. All claims are subject to verification and investigation. You may be requested to provide further information.

3. All claims must be made by persons or entities who were beneficial owners (as opposed to record holders or nominees) of shares of U.S.-traded TD common stock. (Brokerage firms, banks and other nominees are requested to transmit copies of the Notice and this Proof of Claim to their present or former customers who were such beneficial owners). If U.S.-traded TD common stock were owned jointly, all joint owners must complete and sign the Proof of Claim.
4. Executors, administrators, guardians, conservators and trustees may complete and sign the Proof of Claim on behalf of persons or entities represented by them, but they must identify such persons or entities and provide proof of their authority (*e.g.*, powers of attorney or currently effective letters testamentary or letters of administration) to do so.
5. You must file a separate Proof of Claim for each differently named account or ownership, such as an individual account, an IRA account, a joint account, or a custodial account, etc. Joint tenants, co-owners, or custodians UGMA should file a single claim. Claimants who file one or more claims (*e.g.*, one in Claimant's name and one for an IRA or joint ownership) must identify the other claims filed.
6. The date of purchase and/or sale of shares of TD stock is the "trade" date and not the "settlement" date.
7. The first-in, first-out basis ("FIFO") will be applied to both purchases and sales.
8. Exercise of option contracts will be considered to be purchases or sales of stock.
9. The date of covering a "short sale" is deemed to be the date of purchase of TD stock; and the date of a "share sale" is deemed to be the date of sale of TD stock. Stock originally sold short will have a Recognized Loss of zero.
10. No cash payment will be made on a claim where the potential distribution is less than ten dollars (\$10.00).
11. You must attach to your claim form **copies** of brokerage confirmations, monthly statements or other documentation of your transactions in **U.S.-traded** TD common stock in order for your claim to be valid. If such documents are not available, a complete list of acceptable supporting documentation can be found on the Claims Administrator's website: www.TorontoDominionSecuritiesSettlement.com. Failure to provide this documentation could delay verification of your claim or could result in rejection of your claim.
12. If your trading activity during the Settlement Class Period exceeds 50 transactions, you must provide all purchase and sale information required in the Schedule of Transactions in an electronic file. For a copy of instructions and the parameters concerning an electronic submission, contact the Claims Administrator by phone: 877-830-7922; by email: info@TorontoDominionSecuritiesSettlement.com; or via the website: www.TorontoDominionSecuritiesSettlement.com.
13. If you have questions or need additional Proofs of Claim, contact the Claims Administrator via the information in the preceding paragraph. You may make photocopies of this form.

PROOF OF CLAIM

The Claims Administrator must receive this form no later than September 19, 2019.

C. CLAIMANT IDENTIFICATION (Please Type or Print)

Beneficial Owner's Name (as it appears on your brokerage statement)

Beneficial Owner's First Name	MI	Beneficial Owner's Last Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Joint Beneficial Owner's Name (as it appears on your brokerage statement)

Joint Beneficial Owner's First Name	MI	Joint Beneficial Owner's Last Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Address 1 (street name and number)

Address 2 (apartment, unit, or box number)

City	State	ZIP Code
<input type="text"/>	<input type="text"/>	<input type="text"/> - <input type="text"/>

Foreign Province / Country

Last four digits of Social Security Number or Taxpayer Identification Number

Specify one of the following:

- | | | |
|--|--------------------------------------|---|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Corporation | <input type="checkbox"/> UGMA Custodian |
| <input type="checkbox"/> IRA | <input type="checkbox"/> Partnership | <input type="checkbox"/> Estate |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other _____ | |

Telephone Number (Day)

- -

Telephone Number (Evening)

- -

Facsimile Number

- -

Email Address

Record Owner's Name (if different from beneficial owner listed above)

Record Owner's First Name	MI	Record Owner's Last Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Account Number (where securities were traded)

D. SCHEDULE OF TRANSACTIONS IN TD'S U.S.-TRADED COMMON STOCK

1. State the total number of U.S.-traded TD common shares owned at the close of trading on December 2, 2015, long or short (*if none, enter "0"; if other than zero, must be documented*):

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2. Separately list each and every **purchase** of U.S.-traded TD common stock during the period December 3, 2015 **through** March 9, 2017, inclusive, and provide the following information (*must be documented*):

Purchase Date (list chronologically) Month/Day/Year	Number of Securities Purchased	Price Per Share (excluding commissions, taxes, and other fees)	Total Purchase Price (excluding commissions, taxes, and other fees)	Purchased on a U.S. Exchange or in a Transaction in the United States (Y/N)

3. Number of U.S.-traded TD common stock purchased or acquired during the period between March 10, 2017 and June 7, 2017, inclusive (*if none, enter "0"; if other than zero, must be documented*):

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4. Separately list each and every **sale** of U.S.-traded TD common stock during the period December 3, 2015 **through** June 7, 2017, inclusive, and provide the following information (*must be documented*):

Sale Date (list chronologically) Month/Day/Year	Number of Securities Sold	Price Per Share (excluding commissions, taxes, and other fees)	Total Sale Price (excluding commissions, taxes, and other fees)

5. State the total number of U.S.-traded TD common shares owned at the close of trading on June 7, 2017, long or short (*if none, enter "0"; if other than zero, must be documented*):

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If you need additional space, attach the required information on separate, numbered sheets in the same format as above and print your name and the last four digits of your Social Security or Taxpayer Identification number at the top of each additional sheet.

YOU MUST ALSO READ THE RELEASE AND SIGN THE CERTIFICATION BELOW

E. SUBMISSION TO JURISDICTION OF THE COURT

By submitting this Proof of Claim Form and Release, I/we, and every Settlement Class Member I/we represent, submit to the jurisdiction of the United States District Court for the District of New Jersey for purposes of this Action and the Settlement of the Action, as reflected in the Stipulation of Settlement (the “Stipulation”). I/We further agree to be bound by the orders of the Court, agree that this Proof of Claim Form, my/our status or the status of the Settlement Class member I/we represent as a Claimant, and the allowable amount of this claim will be subject to review and further inquiry, and that I/we will furnish such additional documentation with respect to this Proof of Claim as may be required.

F. RELEASE

1. By signing this Proof of Claim and Release Form, and in consideration of the establishment of the Settlement Consideration, as of the effective date thereof, the undersigned claimant (“Claimant”) on behalf of himself/herself/itself, his/her/its successors, heirs, executors, administrators, and assigns, hereby releases and forever discharges (a) Defendant TD, (b) Defendant Bharat B. Masrani, (c) Defendant Riaz E. Ahmed, (d) Defendant Colleen Johnston, (e) Defendant Teri Currie, (f) Defendant Leo Salom, (g) Defendant Mike Pedersen, (h) Defendant Mark Chauvin, (i) all other current and former executive officers and directors of TD, and (j) all other employees of TD (altogether the “Released Parties”), from any and all claims, whether known or Unknown Claims, whether arising under state, federal, local, common, statutory, administrative or foreign law, or any other law, rule or regulation, at law or in equity, whether class or individual in nature, whether accrued or unaccrued, whether liquidated or unliquidated, whether matured or unmatured, that (i) the Plaintiffs or any other Settlement Class Members asserted in the First Amended Class Action Complaint (“FAC”); or (ii) could have been asserted in any court or forum that arise out of or are based on the allegations, transactions, facts, matters or occurrences, representations, or omissions set forth in the FAC and that relate to the purchase or acquisition of shares of TD common stock on the New York Stock Exchange (NYSE: TD) during the Settlement Class Period (the “Released Settlement Class Claims”). Released Settlement Class Claims shall exclude, *inter alia*, (i) claims asserted in *Majestic Asset Management LLC v. Toronto-Dominion Bank*, No. 500-06-000914-180 (Quebec Super. Ct.) (the “Canadian Action”), except to the extent that such claim(s) impermissibly seek relief that is duplicative of the relief sought in this Action arising from the Settlement Class’s purchases or acquisitions of U.S.-traded stock of TD (NYSE: TD) during the Settlement Class Period that are encompassed within Settlement of this Action; (ii) claims relating to transactions in TD’s common stock on non-U.S. exchanges; and (iii) claims relating to the enforcement of the Settlement.

2. Conversely, Defendants and the other Released Parties, on behalf of themselves, their successors, heirs, executors, administrators, and assigns, hereby fully, finally, and forever release, relinquish, and discharge any and all counterclaims and bases for relief, whether known or Unknown Claims, that the Defendants or other Released Parties could have raised in the Action against the Plaintiffs, Lead Counsel or other Plaintiffs’ Counsel, or any Settlement Class Member, whether arising under state, federal, local, common, statutory, administrative or foreign law, or any other law, rule or regulation, at law or in equity, whether class or individual in nature, whether accrued or unaccrued, whether liquidated or unliquidated, whether matured or unmatured, including but not limited to those related to or arising from the commencement, prosecution, and settlement of the Action (except for claims to enforce the Settlement) and claims for violations of Fed. R. Civ. P. 11, or any other fee or cost-shifting claim (the “Released Defendant Claims”).

3. For purposes of these release provisions, “Unknown Claims” means and includes (i) any and all Released Settlement Class Claims that Plaintiffs or any Settlement Class Member do not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected his, her or its decision(s) with respect to the Settlement; and (ii) any and all Released Defendant Claims that any Defendant or other Released Party does not know or suspect to exist in his, her, or its favor, which if known by him, her, or it might have affected his, her, or its decision(s) with respect to the Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Plaintiffs and Defendants shall expressly waive, and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment, shall have, expressly waived, the provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides: “A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.” The Parties acknowledge, and Settlement Class Members and the other Released Parties by operation of law shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Settlement Class Claims and Released Defendant Claims was separately bargained for and was a key element of the Settlement.

G. REPRESENTATIONS

I/We acknowledge that I/we have read the Notice, and that pursuant thereto I/we file this claim to participate in the Settlement.

I/We hereby warrant and represent that neither I/we, nor any person I/we represent, is a Defendant (as defined in the Notice) with respect to any of the claims asserted in the Action, a member of the immediate family of any of the Defendants, or anyone excluded from the Settlement Class as it is defined in the Stipulation, or a person or entity who has requested exclusion from the Settlement Class.

I/We hereby warrant and represent that I am/we are authorized to execute and deliver this Proof of Claim and Release Form.

H. CERTIFICATION

I/We certify that I am/we are not subject to backup withholding. **(If you have been notified by the IRS that you are subject to backup withholding, strike out the previous sentence.)**

I/We certify that I/we purchased U.S.-traded TD common stock listed in the above Schedule during the period between December 3, 2015 and March 9, 2017, both dates inclusive.

I/We declare and affirm under penalties of perjury that the foregoing information and the documents attached hereto, including the last four digits of the Social Security or Taxpayer Identification Number shown on this Proof of Claim, are true, correct and complete to the best of my/our knowledge, information and belief, and that this Proof of Claim was executed this _____ day of _____, 2019 in _____, _____ (City), _____ (State/Country).

Signature of Claimant		Date				MM	DD	YY
(Print your name here)								
Signature of Joint Claimant, if any		Date				MM	DD	YY
(Print your name here)								
Signature of Person signing on behalf of Claimant		Date				MM	DD	YY
(Print your name here)								
Capacity of person signing on behalf of Claimant, if other than an individual, (Executor, President, Custodian, etc.)		Date				MM	DD	YY

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT
AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Remember to sign the above Release and Certification.
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the Claims Administrator's website at www.TorontoDominionSecuritiesSettlement.com.
3. Do not send originals of stock certificates.
4. Keep copies of the completed claim form and documentation for your own records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim.**
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us **written** notification of your new address.

If you have questions or concerns regarding your claim, please contact the Claims Administrator at:

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