



TD Ameritrade Holding Corporation H.R. and Compensation Committee Charter

PURPOSE

The Board H.R. and Compensation Committee has been delegated the responsibility for reviewing, assessing, and approving all compensation and benefits for executive officers. The Committee also administers the stock option, restricted stock unit and other equity programs. It is the intent of the Committee to regularly assure that the executive compensation packages for key officers are competitively established.

The Committee also (1) assures that executive remuneration is integrated with the Company's annual and longer-term business strategy, and focuses officer actions on the fulfillment of those objectives, (2) is responsible for approving the performance measures and metrics associated with performance based equity awards, and oversees succession planning for the CEO and senior executive officers.

MEMBERSHIP

The Committee is composed of at least three (3) Directors who will each meet the standards of applicable law and the regulations promulgated thereunder. The Board will designate a chair of the Committee.

GOALS

- Enable the company to be competitive in securing and motivating superior caliber executive talent necessary for continued profitable growth.
- Target total compensation that reinforces the Company's strategies and its long-term and short-term objectives, competitive market practices, and balances short-term and long-term executive focus.

AUTHORITY

The Committee shall have the sole authority to retain legal counsel, compensation consultants and other consultants to advise the Committee. The Committee shall be responsible for the oversight of such legal counsel, compensation consultants and other consultants, and shall also have the authority to approve fees, which shall be provided by the Company, and other retention terms for such legal counsel and other consultants. The Committee may request any director, officer or employee of the Company or its subsidiaries or its outside counsel, accountants or consultants to attend a meeting of the Committee or to meet with any members of, or legal

counsel or consultants to, the Committee. The Committee will have available to it direct access to independently published compensation survey data.

In selecting a legal counsel, compensation consultant or other consultant, the Committee shall consider material relationships relevant to the independence of legal counsel and consultants from management, including the following factors:

- provision of other services to the Company by the employer of the legal counsel or consultant
- fees received from the Company by the employer of the legal counsel or consultant as a percentage of the total revenue of that employer
- policies and procedures of the employer of the legal counsel or consultant that are designed to prevent conflicts of interest
- business or personal relationships of the legal counsel or consultant with a member of the Committee
- business or personal relationships of the legal counsel or consultant or employer of the legal counsel or consultant with an executive officer of the Company
- stock of the Company owned by the legal counsel or consultant.

RESPONSIBILITIES

- Determine and approve executive compensation, including the strategy, policies, and programs and align executive compensation with shareholder interests, expected business performance and the Company's strategies and objectives.
- Review and recommend the following items for approval by the full Board:
 - CEO compensation, including the strategy, policies and programs and alignment with shareholder interests, expected business performance and the Company's strategies and objectives,
 - CEO succession planning, and
 - CEO annual review and evaluation of performance.
- Administer Board of Directors' compensation.
- Review and approve executive benefit plans.
- Grant options, restricted stock units and other equity vehicles and administration of equity and other incentive programs.
- Approve performance measures and metrics that will be used to determine the vesting and payout of performance based equity awards.

- Approve annual 401(k) profit sharing contribution and employer match for the Company.
- Management and oversight of succession planning for the CEO, named Executive Officer and other senior executive officers as appropriate.
- Make regular reports to the Board of Directors.
- Annually review and assess this charter and recommend changes to the Board as appropriate.
- Annually review and assess its own performance and report the results to the Board.
- Produce an annual report on executive compensation for inclusion in the company's proxy statement or 10K that complies with the rules and regulations of the Securities and Exchange Commission, and any other applicable rules and regulations.
- Coordinate with the Risk Committee as considered necessary or desirable or in order to comply with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations.

GENERAL

The activities of the H.R. and Compensation Committee are developed from year to year by the Committee in consultation with management. The H.R. and Compensation Committee typically meets four to five times a year. A majority of H.R. and Compensation Committee members present at each meeting will constitute a quorum.