

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 and for the succession planning and talent development process for the CEO and senior executive officers. The Committee also administers the Company's stock option, restricted stock unit and other equity programs.

In carrying out its responsibilities, the Committee (1) evaluates the alignment of executive compensation and benefits with the Company's annual and longer-term business strategy, (2) approves the performance measures and metrics associated with annual incentives and performance-based equity awards for senior employees, (3) assesses the competitiveness of the compensation and benefits provided to executive officers, and (4) oversees a talent planning and development process, including succession planning for the CEO and senior executive officers.

MEMBERSHIP

The Committee shall consist 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.

MEETINGS

The Committee shall have at least two regular meetings each year and may hold additional meetings as circumstances warrant. A majority of the members of the Committee shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present shall be the action of the Committee. The Committee may also act by unanimous written consent of its members. At least annually, the Committee shall meet jointly with the Risk Committee to review executive compensation plans.

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. However, the Committee is entitled to meet without any such person in attendance. The Committee will have available to it direct access to independently published compensation survey data. The Committee may form and delegate authority to sub-committees, when appropriate, and may require that any such sub-committee periodically present to the Committee a summary report of actions taken.

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 (except with respect to the CEO) approve the principal elements of executive compensation.
- Oversee executive compensation 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,
 - CEO succession planning, and
 - CEO annual review and evaluation of performance.
- Administer Board of Directors' compensation.
- Review and approve executive officer benefit plans and other employee benefit plans as appropriate.
- Administer equity and other incentive compensation programs and grant stock options, restricted stock units and other equity incentive vehicles under such plans.
- Approve performance measures, metrics and goals that will be used to determine annual cash and equity incentives and the vesting and payout of performance based equity awards.
- Approve annual 401(k) profit sharing contributions for the Company.
- Manage and oversee succession planning for the CEO, named executive officers and other senior executive officers as appropriate.
- Annually review associate engagement results, organizational effectiveness strategies and development programs; periodically review key Human Resources policies and practices that may require changes in response to regulatory requirements or the competitive marketplace.
- 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.
- Review the “Compensation Discussion and Analysis (CD&A)” to be included in the Company’s annual proxy statement or Form 10-K, in accordance with the rules of the SEC and, based on such review, determine whether or not to recommend to the Board that the CD&A be included in the Company’s annual proxy statement or Form 10-K, as applicable.
- Produce an annual report on executive compensation for inclusion in the company’s proxy statement or Form 10-K 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, and review the compensation strategy, policies and programs to help ensure they do not encourage excessive risk-taking.
- Consider the voting results of any say-on-pay or similar stockholder proposals.
- Review and approve the Company’s peer companies for purposes of evaluating executive compensation.
- Periodically review the Company’s stock ownership guidelines and approve any changes, as appropriate, including reviewing stock holdings of covered individuals under such guidelines.

Revised May 15, 2019