

Risk Committee Charter

PURPOSE

The Risk Committee has been delegated the responsibility for assisting the Board in its oversight responsibilities relating to the identification, monitoring and assessment of the key risks of the Company, including the significant policies, procedures and practices employed in risk management.

Management of the Corporation is responsible for the management of risk within the Company and for establishing and maintaining processes and controls that identify, monitor and assess key risks and provide reasonable assurance as to the effectiveness and efficiency of the risk management program.

MEMBERSHIP

The committee shall consist of at least three (3) Board members to be chosen pursuant to the terms of the Stockholders Agreement. The Board will designate a chair of the Committee.

To facilitate communication between the Audit Committee and the Committee, the Chair of the Audit Committee shall be entitled to receive notice of and attend as an observer each meeting of the Committee and receive the materials for each meeting of the Committee. The Chair of the Committee shall be entitled to receive notice of and attend as an observer each meeting of the Audit Committee and to receive the materials for each meeting of the Audit 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. The executive designated by management to lead the risk management program shall have direct access to the Chair when he or she deems it necessary.

At least annually, the Committee shall meet jointly with the Audit Committee to review and discuss the Corporation's risk management policies, procedures and insurance coverage. Every member of the full Board is entitled to receive an invitation and attend the annual joint meeting.

At least annually, the Committee shall meet jointly with the H.R. and Compensation Committee to review executive compensation plans proposed by the H.R. and Compensation Committee.

AUTHORITY

The Committee has the sole authority to retain legal counsel and consultants to advise the Committee, with the costs thereof borne by the Company. The Committee also has the authority to approve fees and other retention terms for such legal counsel and 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 full access to the books, records and facilities of the Company.

RESPONSIBILITIES

In performing its oversight and review responsibilities, the Committee may, as and to the extent it determines appropriate, review with management and take action with respect to:

Risk Management Oversight

- Setting the tone and developing a culture within the Company regarding risk, promoting open risk discussion, and promoting integration of risk management into the Company's processes and goals;
- Review the Company's organizational governance approach to risk management and its methods for identifying and managing risks.
- Approve the Company's risk management policies and other policies as appropriate.
- Review the Company's risk tolerance in the context of the Company's business strategy, financial resources and performance.
- Approve enterprise-level risk management objectives and monitor management's execution of such objectives.
- Review with the Chief Risk Officer the risk profile of the Company, including significant financial, strategic, operational and compliance risk exposures, risk trends in the Company's major risk concentrations, and the steps management has taken to monitor, control and report such risk exposures, trends and concentrations. By way of example (and not as a limitation), the Committee has the responsibility for reviewing:
 - a. Credit risk
 - b. Market risk
 - c. Insurance risk
 - d. Liquidity risk
 - e. Regulatory and legal risk
 - f. Reputational risk
 - g. Operational risk (except as operational risk relates to the conduct review function performed by the Audit Committee)
 - h. Risks related to security and technology systems
 - i. Risks related to sales practices
 - j. Risks related to other matters that come to the attention of the Committee
- Review the Company's Business Continuity Plan and related critical processes.
- Discuss management processes, controls and capabilities with the Chief Risk Officer risk.
- Discuss legal matters with the General Counsel.
- Risks relating to the Company's public policy positions advocated in connection with legislation, trade, regulation, and/or social/political issues significant to the Company's operations.
- Incidental to the Committee's responsibilities, the Committee may request reports from the internal audit group on, and consider compliance with, internal control policies and the effectiveness of internal control procedures, recognizing that the Audit Committee has the

primary responsibility for the review and approval of such internal control policies and procedures. In addition, the Committee shall periodically monitor the independent assessment by the internal audit group of significant risk-related issues.

GENERAL

The Committee will

- maintain minutes or other records of its meetings and activities.
- report its activities to the Board of Directors on a regular basis so that the Board is kept informed of its activities on a current basis
- review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval and
- conduct an annual evaluation of Committee activities to assess its contribution and effectiveness in fulfilling its mandate.

Notwithstanding any provision to the contrary in this charter, no rights or authority granted herein shall supersede any contractual rights or obligations provided in the Stockholders Agreement by and among TD Ameritrade Holding Corporation (the “Company”), The Toronto –Dominion Bank and TD Luxembourg International Holdings S.à r.l., dated as June 22, 2005, as amended.

Last Review Date:
4/8/2016