

## FINAL TERMS

Final Terms dated July 9, 2024



**THE TORONTO-DOMINION BANK**  
*(a Canadian chartered bank)*

Legal Entity Identifier (LEI): PT3QB789TSUIDF371261

Issue of USD 250,000,000 Series CBL73 Floating Rate Covered Bonds due July 11, 2029  
under the

**CAD 100,000,000,000**

**Global Legislative Covered Bond Programme**  
**unconditionally and irrevocably guaranteed as to payments by**  
**TD COVERED BOND (LEGISLATIVE) GUARANTOR**  
**LIMITED PARTNERSHIP**

### **PROHIBITION OF SALES TO EEA RETAIL INVESTORS.**

The Covered Bonds are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

### **PROHIBITION OF SALES TO UK RETAIL INVESTORS.**

The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of UK domestic law by virtue of the EUWA, (the “UK Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“CMHC”) NOR HAS CMHC PASSED UPON THE ACCURACY OR**

**ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.**

**NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH THE UK PROSPECTUS REGULATION FOR THIS ISSUE OF COVERED BONDS. THE COVERED BONDS WHICH ARE THE SUBJECT OF THIS DOCUMENT ARE NOT COMPLIANT WITH THE UK PROSPECTUS REGULATION AND THE FCA HAS NEITHER APPROVED NOR REVIEWED THE INFORMATION CONTAINED IN THIS DOCUMENT.**

**THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR THE SECURITIES LAWS OR “BLUE SKY” LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND, ACCORDINGLY, MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.**

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a “**UK distributor**”) should take into consideration the manufacturer’s target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

The Guarantor is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a “covered fund” for purposes of regulations adopted under Section 13 of the U.S. Bank Holding Company Act of 1956, as amended, commonly known as the “Volcker Rule.” In reaching this conclusion, although other statutory or regulatory exemptions under the U.S. Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the U.S. Investment Company Act of 1940, as amended. See “Certain Volcker Rule Considerations” in the Prospectus dated June 28, 2024.

## **PART A-CONTRACTUAL TERMS**

Any person making or intending to make an offer of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer, any Arranger or any Dealer to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation, in each case, in relation to such offer.

None of the Issuer, the Guarantor, any Arranger or any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

This document constitutes the Final Terms of the Covered Bonds described herein. This document must be read in conjunction with the Prospectus dated June 28, 2024 (the “**Prospectus**”). Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of this document and the Prospectus. The Prospectus and all documents incorporated by reference therein are available for viewing at <https://www.td.com/investor-relations/ir-homepage/debt-information/legislative-covered-bonds/LCBdocuments.jsp>, and may be obtained from the offices of the Issuer at 21st Floor, TD Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1A2, Canada and at the office of the Issuing and Paying Agent, Citibank, N.A., acting through its London Branch, Citigroup Centre 2, 25 Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the prospectus dated June 28, 2024 which are incorporated by reference in the Prospectus.

1.	(i) Issuer:	The Toronto-Dominion Bank (the “ <b>Issuer</b> ”)
	(ii) Branch:	Main Toronto Branch located at the Executive Offices at the address indicated at the back of the Prospectus
	(iii) Guarantor:	TD Covered Bond (Legislative) Guarantor Limited Partnership
2.	(i) Series Number:	CBL73
	(ii) Tranche Number:	1
	(iii) Date on which the Covered Bonds become fungible:	Not Applicable
3.	Specified Currency or Currencies: (Condition 1.10)	U.S. Dollars (USD)
4.	Aggregate Principal Amount of Covered Bonds admitted to trading:	
	(i) Series:	USD 250,000,000
	(ii) Tranche:	USD 250,000,000
5.	Issue Price:	100.00% of the Aggregate Principal Amount
6.	(i) Specified Denominations: (Condition 1.08 or 1.09)	Minimum denomination of USD 200,000 and integral multiples of USD 1,000 in excess thereof.
	(ii) Calculation Amount:	USD 1,000
7.	(i) Trade Date:	July 4, 2024
	(ii) Issue Date:	July 11, 2024
	(iii) Interest Commencement Date:	Issue Date
8.	(i) Final Maturity Date:	Specified Interest Payment Date falling on or nearest to July 11, 2029
	(ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	Specified Interest Payment Date falling on or nearest to July 11, 2030
9.	Interest Basis:	Compounded SOFR + 0.690% per annum. Floating Rate from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date (further particulars specified below in Paragraph 15).
		Compounded SOFR + 0.690% per annum. Floating Rate from (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date (further particulars specified below in Paragraph 15).
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis:	If item 8(ii) applicable, Applicable – see item 9 above
12.	Put/Call Options:	Not Applicable

13. Date of Board approval for issuance of Covered Bonds obtained: Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. Fixed Rate Covered Bond Provisions: (Condition 5.02) Not Applicable

15. Floating Rate Covered Bond Provisions: (Condition 5.03) Applicable

- (i) Specified Period(s): Not Applicable

- (ii) Specified Interest Payment Dates: The Specified Interest Payment Dates shall be January 11, April 11, July 11 and October 11 in each year, up to and including the Final Maturity Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 15(iii) below, with the first Specified Interest Payment Date being October 11, 2024.

To the extent that item 8(ii) is applicable, the Specified Interest Payment Dates shall be monthly on the 11th day of each month from but excluding the Final Maturity Date to and including the earlier of (i) the date on which the Covered Bonds are redeemed in full and (ii) the Extended Due for Payment Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in (iii) below.

- (iii) Business Day Convention: Modified Following Business Day Convention (adjusted)

- (iv) Business Centre(s): Toronto, London and New York

- (v) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination

- (vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent): Not Applicable

- (vii) Screen Rate Determination: Applicable

- Reference Rate: SOFR

- Compounded Daily SONIA Observation Convention: Not Applicable

- Compounded SOFR Convention: Observation Shift Convention

- Interest Determination Date(s): Two U.S. Government Securities Business Days prior to each Interest Payment Date

- Relevant Screen Page: Not Applicable

	– SONIA Compounded Index:	Not Applicable
	– Relevant Number:	Not Applicable
	– Relevant Time:	Not Applicable
	– Reference Banks:	Not Applicable
	– 2021 ISDA Definitions:	Not Applicable
	– Principal Financial Centre:	Not Applicable
	– Observation Lookback Period:	Not Applicable
	– Observation Period Shift:	Two U.S. Government Securities Business Days
	– SOFR Index Observation Period Shift:	Not Applicable
(viii)	ISDA Determination:	Not Applicable
(ix)	Margin(s):	+0.690 per cent. per annum
(x)	Linear Interpolation (Condition 5.10)	Not Applicable
(xi)	Minimum Interest Rate: (Condition 5.05)	Not Applicable
(xii)	Maximum Interest Rate: (Condition 5.05)	Not Applicable
(xiii)	Day Count Fraction:	Actual/360
<b>16.</b>	Zero Coupon Covered Bond Provisions: (Condition 5.11)	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>17.</b>	Call Option:  (Condition 6.03)	Not Applicable
<b>18.</b>	Put Option:  (Condition 6.06)	Not Applicable
<b>19.</b>	Final Redemption Amount of each Covered Bond:	USD 1,000 per Calculation Amount
<b>20.</b>	Early Redemption Amount:	

Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default and/or the method of calculating the same:

(Conditions 6.02, 6.13 or 7)

Early Redemption Amount includes amount in respect of accrued interest:

USD 1,000 per Calculation Amount

No: together with the Early Redemption Amount, accrued interest shall also be paid.

#### **GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

21. Form of the Covered Bonds: Registered Covered Bonds:  
Regulation S Global Covered Bond registered in the name of a nominee for a common safekeeper for Euroclear and/or Clearstream, Luxembourg (that is, held under the NSS) and exchangeable only after an Exchange Event.
22. New Global Covered Bond: No
23. New Safekeeping Structure: Yes
24. Financial Centre(s) or other special provisions relating to payment dates: Toronto, London and New York
25. Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): (Condition 1.06) No
26. Details relating to Instalment Covered Bonds: amount of each instalment date on which each payment is to be made: (Condition 6.12)  
(i) Instalment Amount(s): Not applicable  
(ii) Instalment Date(s): Not applicable

#### **THIRD PARTY INFORMATION**

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from websites of Moody's and Fitch. The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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Signed on behalf of the Issuer:

Signed on behalf of the Managing GP for and on behalf of the Guarantor:

By: (s) Colin Elion  
Duly authorized

By: (s) Colin Elion  
Duly authorized

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing/Admission to trading: The Covered Bonds will not be listed.
- (ii) Estimate of total expenses related to admission to trading: Not Applicable.

### 2. RATINGS

The Covered Bonds to be issued are expected to be rated:

Ratings:

Moody's: Aaa

Obligations rated “Aaa” are judged to be of the highest quality, with minimal risk. (Source: Moody's, <https://ratings.moodys.io/ratings>)

Fitch: AAA

Obligations rated “AAA” denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events. (Source: Fitch, <https://www.fitchratings.com/products/rating-definitions>)

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in “Subscription and Sale and Transfer and Selling Restrictions”, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Manager (as defined in the subscription agreement entered into on July 9, 2024 in connection with the issue and offering of the Covered Bonds) and its affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform services for the Issuer, the Guarantor and their affiliates in the ordinary course of business, for which they received or will receive customary compensation and, as applicable, without regard to the Issuer, the Bond Trustee, the Holders of the Covered Bonds or the Guarantor.

### 4. DISTRIBUTION

- (i) US Selling Restrictions: Regulation S compliance Category 2; TEFRA rules not applicable; Not Rule 144A eligible.
- (ii) Additional Selling Restrictions: The Covered Bonds may not be offered, sold or distributed, directly or indirectly, in Canada or to or for the benefit of, any resident in Canada.  
Prohibition of sales to EEA and UK retail investors: No PRIIPs key information document (KID) has been prepared as not available to retail in EEA or the UK.
- (iii) Prohibition of Sales to EEA Retail Investors: Applicable



(iv) Prohibition of Sales to UK Retail Investors: Applicable

(v) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable

## 5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2858624427
- (ii) Common Code: 285862442
- (iii) CFI: DAVNFR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: THE TORONTO-DOM/VAREMTN20290700, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A., DTC or CDS, their addresses and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Name(s) and address(es) of additional or substitute Paying Agent(s) or Transfer Agent(s): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper), and does not necessarily mean that the Covered Bonds will be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 6. PROCEEDS

- (i) Use of proceeds: As specified in the Prospectus.
- (ii) Estimated net proceeds: USD 249,812,500

## 7. UNITED STATES TAX CONSIDERATIONS

Not applicable