

FINAL TERMS

Final Terms dated March 8, 2018



THE TORONTO-DOMINION BANK
(a Canadian chartered bank)

Issue of €1,250,000,000 0.25 per cent. Series CBL19 Covered Bonds due January 12, 2023
under the

CAD 40,000,000,000

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 (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), 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 Directive 2003/71/EC, as amended, including by Directive 2010/73/EU (the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (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.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET - Solely for the purposes of each 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 eligible counterparties and professional clients only, each as defined in MiFID II; 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 “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

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.

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 ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.

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) of the U.S. Investment Company Act of 1940, as amended. See “Certain Volcker Rule Considerations” in the Prospectus dated September 7, 2017.

PART A-CONTRACTUAL TERMS

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 September 7, 2017, as supplemented by (i) the 1st combined supplementary prospectus dated December 8, 2017, (ii) the 2nd combined supplementary prospectus dated January 19, 2018 and (iii) the 3rd combined supplementary prospectus dated March 2, 2018, which together constitute a base prospectus (collectively, the “**Prospectus**”) for the purposes of the Directive 2003/71/EC, as amended, including by Directive 2010/73/EU, and includes any relevant implementing measures in each Relevant Member State (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive as implemented in the United Kingdom and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus, together with these Final Terms and all documents incorporated by reference therein, is available for viewing at, and copies may be obtained from the registered office 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, and can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name “Toronto-Dominion Bank” and the headline “Publication of Prospectus”.

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| 1. | (i) Issuer: | The Toronto-Dominion Bank (the “ Bank ”) |
| | (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: | CBL19 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Covered Bonds become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: (Condition 1.10) | Euro (EUR) |
| 4. | Aggregate Principal Amount of Covered Bonds admitted to trading: | |
| | (i) Series: | EUR 1,250,000,000 |
| | (ii) Tranche: | EUR 1,250,000,000 |
| 5. | Issue Price: | 99.459 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: (Condition 1.08 or 1.09) | Minimum denomination of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof |
| | (ii) Calculation Amount | EUR 1,000 |

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| 7. | (i) | Issue Date: | March 12, 2018 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | (i) | Final Maturity Date: | January 12, 2023 |
| | (ii) | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | January 12, 2024 |
| 9. | | Interest Basis: | 0.25 per cent. per annum Fixed Rate from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date (see further particulars in Paragraph 14 below). |
| | | | If applicable in accordance with item 15 below, 1-month EURIBOR plus 0.095 per cent. per annum. Floating Rate from (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date, subject to a minimum interest rate of 0.00 per cent. (further particulars specified in item 15 below). |
| 10. | | Redemption/Payment Basis: | Redemption at par |
| 11. | | Change of Interest Basis: | Applicable if and only to the extent that item 15 below applies to the Covered Bonds |
| 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

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| 14. | | Fixed Rate Covered Bond Provisions: | Applicable from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date. |
| | | (Condition 5.02) | |
| | (i) | Rate of Interest: | 0.25 per cent. per annum payable annually in arrears on each Interest Payment Date, commencing January 12, 2019 |
| | (ii) | Interest Payment Date(s): | January 12 in each year adjusted for payment date purposes only in accordance with the Business Day Convention up to and including the Final Maturity Date |
| | (iii) | Business Day Convention: | Following Business Day Convention |
| | (iv) | Business Centres: | Toronto, London and a TARGET 2 Business Day |
| | (v) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent): | Not Applicable |
| | (vi) | Fixed Coupon Amount: | EUR 2.5000 per Calculation Amount, except in respect of the short first interest period specified in |

		Paragraph 14(vii) below
	(vii) Broken Amount(s):	EUR 2.0959 per Calculation Amount (short first interest period) payable on the Interest Payment Date falling on January 12, 2019
	(viii) Day Count Fraction:	Actual/Actual (ICMA)
	(ix) Determination Dates:	January 12 in each year
15.	Floating Rate Covered Bond Provisions: (Condition 5.03)	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date to the extent payment of the Final Redemption Amount is deferred until the Extended Due for Payment Date in accordance with Condition 6.01.
	(i) Specified Period(s):	Not Applicable
	(ii) Specified Interest Payment Dates:	The date falling on or nearest to the 12th day of each month from but excluding the Final Maturity Date to and including 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
	(iv) Business Centre(s):	Toronto, London and a TARGET2 Business Day
	(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:	1 - month EURIBOR
	– Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of each Interest Period
	– Relevant Screen Page:	Reuters EURIBOR01
	– Relevant Time:	11:00 a.m. (Central European Time)
	– Reference Banks:	Not Applicable
	– Principal Financial Centre:	Not Applicable
	(viii) ISDA Determination:	Not Applicable
	(ix) Margin(s):	+ 0.095 per cent. per annum
	(x) Linear Interpolation (Condition 5.10)	Not Applicable
	(xi) Minimum Interest Rate: (Condition 5.05)	0.00 per cent. per annum
	(xii) Maximum Interest Rate: (Condition 5.05)	Not Applicable
	(xiii) Day Count Fraction:	Actual/360

16. Zero Coupon Covered Bond Provisions: Not Applicable
(Condition 5.11)

PROVISIONS RELATING TO REDEMPTION

17. Call Option Not Applicable
(Condition 6.03)

18. Put Option Not Applicable
(Condition 6.06)

19. Final Redemption Amount of each Covered Bond EUR 1,000 per Calculation Amount

20. 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 EUR 1,000 per Calculation Amount
(Conditions 6.02, 6.13 or 7)

Early Redemption Amount includes amount in respect of accrued interest:

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. Financial Centre(s) or other special provisions relating to payment dates: Toronto, London and a TARGET2 Business Day

24. Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): (Condition 1.06) No

25. 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

Not Applicable.

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Signed on behalf of the Issuer:

By: “Cameron Joynt”
Duly authorized

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

By: “Cameron Joynt”
Duly authorized

PART B-OTHER INFORMATION

1. LISTING

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| (i) | Listing/Admission to trading: | Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to the Official List of the UK Listing Authority and to trading on London Stock Exchange's Regulated Market with effect from March 12, 2018. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,650 |

2. RATINGS

The Covered Bonds to be issued have been rated:

Ratings:

Moody's: Aaa

DBRS: AAA

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 Managers and their 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.

4. FIXED RATE COVERED BONDS ONLY—YIELD

Indication of yield based on the Issue Price:	0.363 per cent. per annum.
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5. DISTRIBUTION

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| (i) US Selling Restrictions: | Regulation S compliance Category 2; TEFRA rules not applicable; Not Rule 144A eligible. |
| (ii) Additional Selling Restrictions: | Covered Bonds may only be offered, sold or distributed by the Managers on such basis and in such provinces of Canada as, in each case, are agreed with the Issuer and in compliance with any applicable securities laws of Canada or any province, to the extent applicable. |
| (iii) Prohibition of Sales to EEA Retail Investors | Applicable |

6. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS1790069790 |
| (ii) | Common Code: | 179006979 |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking | Not Applicable |

Société Anonyme, DTC, or CDS their addresses and the relevant identification number(s):

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| (iv) | Delivery: | Delivery against payment |
| (v) | Name(s) and address(es) of additional or substitute Paying Agent(s) or Transfer Agent(s): | Not Applicable |
| (vi) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. 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 nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day 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. |

7. USE OF PROCEEDS

As specified in the Prospectus

8. UNITED STATES TAX CONSIDERATIONS

Not applicable