



The Toronto-Dominion Bank

AUD 700 million Floating Rate Notes due 10 July 2024

Final Investor Term Sheet

Issuer	The Toronto-Dominion Bank
Joint Lead Managers and Bookrunners	ANZ, CBA, DBS Bank Ltd, NAB, Standard Chartered Bank, TD Securities, Westpac
Programme	A\$7,000,000,000 Australian Debt Issuance Programme dated 28 June 2019
Status of the Notes	<p>The Notes will rank pari passu with all deposit liabilities of the Issuer without any preference amongst themselves except as otherwise prescribed by law and subject to the exercise of bank resolution powers.</p> <p>The Notes do not evidence or constitute deposits that are insured under the Canada Deposit Insurance Corporation Act (the “CDIC Act”).</p>
Bail-inable Notes	<p>The Notes are Bail-inable Notes. Bail-inable Notes are subject to conversion in whole or in part – by means of a transaction or series of transactions and in one or more steps – into common shares of the Issuer or any of its affiliates under subsection 39.2(2.3) of the CDIC Act and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the CDIC Act with respect to the Notes. For a description of Canadian bank resolution powers and the consequent risk factors attaching to Bail-inable Notes, reference is made to the Information Memorandum dated 28 June 2019.</p>
Issuer Rating	Moody’s: Aa1 (Stable) Standard & Poor’s: AA- (Stable)
Expected Issue Rating	Moody’s: Aa3 (Stable) Standard & Poor’s: A (Stable)
Currency	Australian dollars
Volume	AUD 700 Million
Format	Floating Rate Notes
Maturity	10 July 2024
Launch Date	03 July 2019
Pricing Date	03 July 2019
Settlement Date	10 July 2019 (T+5)
Benchmark	3M BBSW (as defined in the Information Memorandum)
Re-offer to Benchmark	+100bps
Interest Coupon	3M BBSW +100bps, rounded to 4 decimal places
Early Redemption	The Notes are not redeemable prior to their stated maturity except for taxation reasons. TLAC Disqualification Event Call Option is not applicable





Redemption	Par
Re-offer Capital Price	100%
Day Count Fraction	Actual/365 (Fixed)
Business Day Convention	Modified Following
Coupon Dates	Every 10 January, 10 April, 10 July and 10 October, commencing 10 October 2019 and ending on Maturity Date.
ISIN	AU3FN0048930
Common Code	202544169
Definition of Business Day	Sydney
Listing	Unlisted
Denomination(s)	AUD 10,000 subject to a minimum consideration payable when issued in Australia of AUD 500,000
Settlement	Austraclear. Euroclear and Clearstream via Austraclear bridge
Registrar	Computershare Investor Services Pty Limited
Register closes for coupons	5pm on the date which is the 8 th calendar day before the payment date
Governing Law	New South Wales, provided, however, that Condition 4 ("Status and ranking") will be governed by and shall be construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.
Attornment:	By acquiring the Notes, each Noteholder (including each beneficial owner) is deemed to attorn to the jurisdiction of the courts of the Province of Ontario in Canada with respect to the CDIC Act and the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the CDIC Act with respect to Notes.
Calculation Agent	Computershare Investor Services Pty Limited
Interest Withholding Tax	So long as the Issuer continues to be a non-resident of Australia and the Notes issued by it are not attributable to a permanent establishment of the Issuer in Australia, payments of principal and interest made under the Notes issued by it should not be subject to Australia interest withholding tax.
Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore	The Issuer has notified that the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-NA12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

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