

**Final Terms dated 12 June 2025**

**The Toronto-Dominion Bank**

Legal Entity Identifier (LEI): PT3QB789TSUIDF371261

Issue of HKD 750,000,000 3.41 per cent. Senior Notes due 16 June 2028

under the U.S. \$40,000,000,000 Global Medium Term Note Programme

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

**THE NOTES DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, 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 Notes has led to the conclusion that: (i) the target market for the Notes 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 Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**THE 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 BANK OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE CANADA DEPOSIT INSURANCE CORPORATION ACT (CANADA) (“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.**

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Conditions**”) set forth in the prospectus dated 31 July 2024 as supplemented by the first combined supplementary prospectus dated 27 August 2024, the first GMTN supplementary prospectus dated 30 August 2024, the second combined supplementary prospectus dated 25 September 2024, the third combined supplementary prospectus dated 14 October 2024, the fourth combined supplementary prospectus dated 25 October 2024, the fifth combined supplementary prospectus dated 10 December 2024, the sixth combined supplementary prospectus dated 28 February 2025 and the seventh combined supplementary prospectus dated 23 May 2025 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the “**Prospectus**”). As used herein, the “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all relevant information. The Prospectus is available for viewing at <https://www.td.com/investor-relations/ir-homepage/debt-information/bail-in-debt/index.jsp> and copies may be obtained from the registered office of the Issuer at TD Bank Tower, King Street West and Bay Street, Toronto, Ontario, M5K 1A2, Canada and at the offices of the Paying Agents, Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB and Citibank Europe plc, 1 North Wall Quay, Dublin 1 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 of the Issuer and the headline “Publication of Prospectus”.

1.	Issuer:	The Toronto-Dominion Bank
	Branch of Account:	Toronto branch
2.	(a) Series Number:	GMTN 2024-6
	(b) Tranche Number:	1
	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	Hong Kong Dollars (“HKD”)
4.	Aggregate Nominal Amount:	
	(i) Series:	HKD 750,000,000
	(ii) Tranche:	HKD 750,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	HKD 1,000,000
	(ii) Calculation Amount:	HKD 1,000,000
7.	(i) Issue Date:	16 June 2025
	(ii) Trade Date:	9 June 2025
	(iii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date falling on or nearest to 16 June 2028
9.	Interest Basis:	3.41 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior Notes
	(ii) Date Board approval for issuance of Notes obtained:	Not Applicable
14.	Bail-inable Notes:	Yes
15.	Method of distribution:	Syndicated

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

16.	<b>Fixed Rate Note Provisions:</b>	Applicable
	(i) Rate of Interest:	3.41 per cent. per annum annually payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	16 June in each year, commencing on 16 June 2026 up to and including the Maturity Date, adjusted for payment date and interest accrual purposes only in accordance with the Business Day Convention specified in Paragraph 17(iii) below
	(iii) Business Day Convention:	Modified Following Business Day Convention
	(iv) Fixed Coupon Amount	Not Applicable

(v) Broken Amount(s):	Not Applicable
(vi) Day Count Fraction:	Actual/365 (Fixed)
(vii) Determination Dates:	Not Applicable
(viii) Name and address of person responsible for calculating Interest Amount:	Citibank, N.A., London Branch Citigroup Centre, Canada Square, Canary Wharf London E15 5LB United Kingdom
(ix) Business Centre(s):	Hong Kong, London, New York and Toronto

#### PROVISIONS RELATING TO REDEMPTION

17. <b>Issuer Call Option:</b>	Not Applicable
18. <b>Noteholder Put Option:</b>	Not Applicable
19. <b>TLAC Disqualification Event Call Option:</b>	Not Applicable
20. <b>Final Redemption Amount:</b>	HKD 1,000,000 per Calculation Amount
21. <b>Early Redemption Amount:</b>	HKD 1,000,000 per Calculation Amount
Early Redemption Amount(s) payable on redemption for taxation reasons (additional amounts), upon the occurrence of a Regulatory Event, Tax Event, TLAC Disqualification Event or on Event of Default:	

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. <b>Form of Notes:</b>	<b>Registered Notes:</b> Regulation S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg.
23. (i) <b>New Global Note:</b>	No
(ii) <b>New Safekeeping Structure:</b>	No
24. <b>Financial Centre(s) or other special provisions relating to Payment Dates:</b>	Hong Kong, London, New York and Toronto
25. <b>Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):</b>	No.
26. <b>RMB Settlement Centre(s):</b>	Not Applicable
27. <b>RMB Rate Calculation Agent:</b>	Not Applicable
28. <b>Calculation Agent for the purposes of Condition Error! Reference source not found.</b>	Not Applicable
29. <b>Alternative Currency Payment:</b>	Applicable Alternative Currency: United States Dollars only

### **THIRD PARTY INFORMATION**

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from the websites of S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of the S&P Global Corp, Moody's Canada Inc. and Fitch Ratings, Inc. (as applicable), as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of the S&P Global Corp, Moody's Canada Inc. and Fitch Ratings, Inc., no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: \_\_\_\_\_  
Colin Elion

Associate Vice President  
Funding, Treasury and Balance Sheet Management

## PART B – OTHER INFORMATION

### 1. LISTING

Listing/Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Financial Conduct Authority and to trading on the Regulated Market with effect from 16 June 2025. No assurance can be given as to whether or not, or when, such application will be granted.
Estimate of total expenses related to admission to trading:	GBP 5,050

### 2. RATINGS

Ratings:	The Notes to be issued are expected to be rated: S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of the S&P Global Corp.: A-
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An obligation rated ‘A’ is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor’s capacity to meet its financial commitments on the obligation is still strong. (Source: S&P, [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

Moody’s Canada Inc.: A2

Obligations rated ‘A’ are considered upper medium-grade and are subject to low credit risk. The modifier “2” indicates a mid-range ranking within this rating category. (Source: Moody’s, <https://ratings.moody’s.io/ratings>)

Fitch Ratings, Inc.: AA-

‘AA’ ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. (Source: Fitch, <https://www.fitchratings.com/products/ratingdefinitions#rating-scales>)

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

Save as discussed in “Plan of Distribution”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint -Lead Managers (as defined in the syndication agreement entered into on the date hereof in connection with the issue and offering of the Notes) and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

### 4. YIELD

Indication of yield:	3.41 per cent. per annum The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
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### 5. DISTRIBUTION

US Selling Restrictions:	Regulation S compliance Category 2; TEFRA Rules not applicable
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Prohibition of Sales to EEA Retail Investors:	Applicable
Prohibition of Sales to UK Retail Investors:	Applicable
Singapore Sales to Institutional Investors and Accredited Investors only:	Applicable
Canadian Selling Restrictions:	Canadian Sales Not Permitted
Japanese Selling and Transfer Restrictions:	Not offered with the QII only Exemption

6. **OPERATIONAL INFORMATION**

ISIN:	XS3095849884
Common Code:	309584988
CFI:	DTFXFR, as may be updated on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	THE TORONTO-DOM/3.41EMTN 20280616, as may be updated on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Any clearing system(s) other than DTC, Euroclear, and Clearstream, Luxembourg, their addresses and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable
Relevant Benchmark	Not Applicable

7. **PROCEEDS**

(i) Use of proceeds:	As specified in the Prospectus
(ii) Estimated net proceeds:	HKD 748,875,000

8. **UNITED STATES TAX CONSIDERATIONS**

Not applicable

9. **HONG KONG SFC CODE OF CONDUCT**

(i) Rebates:	Not Applicable
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(ii) Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent: Not Applicable

(iii) Marketing and Investor Targeting Strategy: Not Applicable