1st COMBINED SUPPLEMENTARY PROSPECTUS DATED 14 SEPTEMBER 2026 TO THE BASE PROSPECTUSES AND THE ADMISSION PARTICULARS REFERRED TO BELOW



THE TORONTO-DOMINION BANK

(a Canadian chartered bank)

This supplement (the "**Supplement**") has been prepared in connection with (1) the base prospectus dated 23 June 2026 (the "**CB Prospectus**"), in relation to the CAD 100,000,000,000 Global Legislative Covered Bond Programme (the "**CB Programme**") of The Toronto-Dominion Bank (the "**Bank**" or the "**Issuer**"), unconditionally and irrevocably guaranteed as to payments by TD Covered Bond (Legislative) Guarantor Limited Partnership (the "**Guarantor**"), and (2) (i) the base prospectus dated 1 July 2026 (the "**GMTN Prospectus**", and together with the CB Prospectus, the "**Base Prospectuses**"), and (ii) the admission particulars dated 1 July 2026 (the "**Admission Particulars**") each in relation to the USD 40,000,000,000 Global Medium Term Note Programme (the "**GMTN Programme**") of the Bank. Each of the Base Prospectuses constitutes a base prospectus for the purpose of Rule 2.3 of the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook of the FCA Handbook (the "**PRM**") made in accordance with the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**", and together with the PRM, the "**UK Prospectus Regime**"). This Supplement constitutes a supplementary prospectus in respect of each of the Base Prospectuses for the purposes of Rule 10.1 of the PRM and supplementary admission particulars in respect of the Admission Particulars for the purposes of the rulebook of the International Securities Market of the London Stock Exchange (the "**ISM Rulebook**").

Terms defined in each of the Base Prospectuses and/or the Admission Particulars (as applicable) have the same meanings when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, each of the Base Prospectuses and the Admission Particulars. This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**") in compliance with the UK Prospectus Regime. The FCA has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the rules of the PRM and such an approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of any Notes or Covered Bonds that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in such Notes or Covered Bonds.

The Bank and, in relation only to information in this Supplement relating to the CB Prospectus, the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of the Bank and the Guarantor, as applicable, the information contained in this Supplement is in accordance with the facts and this Supplement contains no omission likely to affect its import.

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 THIS SUPPLEMENT. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

The purpose of this Supplement is to:

(I) incorporate by reference in each of the Base Prospectuses and the Admission Particulars the 2026 September Material Change Report of the Issuer (as defined below) in respect of certain executive changes; and

(II) add a new sub-section entitled "*Recent Developments*" at the end of the section of each of the Base Prospectuses and Admission Particulars entitled "*The Toronto-Dominion Bank*" and include a statement in respect of certain executive changes.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectuses and the Admission Particulars which may affect the assessment of (i) Covered Bonds issued under the CB Programme has arisen or been noted since the publication of the CB Prospectus or (ii) Notes issued under the GMTN Programme has arisen or been noted since the publication of the GMTN Prospectus and Admission Particulars.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into either of the Base Prospectuses and the Admission Particulars by this Supplement and (b) any other statement in, or incorporated by reference in, either of the Base Prospectuses and the Admission Particulars, the statements in (a) above will prevail.

I. By virtue of this Supplement each of the Base Prospectuses and the Admission Particulars shall be supplemented as follows:

Information Incorporated by Reference

The following information which has previously been published by the Bank or is published simultaneously with this Supplement and as at the date of this Supplement has been approved by or filed with the FCA is hereby incorporated by reference in, and forms part of each of the Base Prospectuses and the Admission Particulars:

(a) the material change report of the Issuer dated 11 September 2026 (the "**2026 September Material Change Report**") in respect of certain executive changes.

II. By virtue of this Supplement, the following new sub-section entitled "*Recent Developments*" is added at the end of the section entitled "*The Toronto-Dominion Bank*" in each of the Base Prospectuses and the Admission Particulars:

"**Recent Developments**

On 3 September 2026, TD announced the following appointments which were effective on 4 September 2026:

a) Vlad Shplisky was appointed Group Head, Global Technology and Solutions;

b) Renu Gupta was appointed Senior Executive Vice President and Chief Strategy and Commercial Officer and will join the Senior Executive Team; and

c) Paul Whitehead was appointed Senior Executive Vice President, Global Corporate Services and will join the Senior Executive Team.

With these changes, Taylan Turan, Group Head, Chief Operating Officer, will leave the Bank.

Further details are set out in the 2026 September Material Change Report, incorporated by reference herein."

A copy of the 2026 September Material Change Report has been submitted to the National Storage Mechanism (operated by the FCA) and is available for viewing at *https://data.fca.org.uk/#/nsm/nationalstoragemechanism*.

To the extent that any information incorporated by reference in this Supplement, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the UK Prospectus Regime, or the ISM Rulebook, except where such information is stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

Copies of this Supplement, each of the Base Prospectuses, the Admission Particulars and all information incorporated by reference in either can be (i) 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" and the headline "Publication of Prospectus"; (ii) viewed on the Bank's website at *https://www.td.com/ca/en/about-td/for-investors/investor-relations/fixed-income-investor/debt-information/td-global-legislative-covered-bond-programme* and *https://www.td.com/ca/en/about-td/for-investors/investor-relations/fixed-income-investor/debt-information/bail-in-debt* respectively; and (iii) inspected during usual business hours on any week day (Saturdays, Sundays and holidays excepted) at the head office of the Bank and at the offices of the applicable Issuing and Paying Agent located at the addresses specified at the end of the Base Prospectuses. No website referred to herein nor any information contained thereon, forms part of this Supplement, nor have the contents of any such website been approved by or submitted to the FCA, unless, in each case, such website or information is expressly incorporated by reference in this Supplement.