



Final Sheet  
The Toronto-Dominion Bank  
New Issue 2y

12 July 2023

EUR 1bn Floating Rate Notes due 21 July 2025

<b>Issuer:</b>	The Toronto-Dominion Bank, Toronto Branch (the "Bank")
<b>Expected Issue Specific Ratings:</b>	Moody's: A1 Standard & Poors: A Fitch: AA-
<b>Instrument:</b>	Floating Rate Note off the Issuer's Programme for the Issuance of Notes
<b>Specified Currency:</b>	Euro ("EUR")
<b>ISIN:</b>	XS2652775789
<b>Issue Amount:</b>	EUR 1,000,000,000
<b>Launch Date:</b>	12 July 2023
<b>Pricing Date:</b>	12 July 2023
<b>Settlement Date:</b>	21 July 2023 (T+7)
<b>Maturity Date:</b>	21 July 2025
<b>Coupon:</b>	3-month EURIBOR + the Margin, payable quarterly in arrear and accruing from, and including, the Issue Date to, but excluding, the Maturity Date
<b>Margin:</b>	0.45 per cent. per annum
<b>Day Count Fraction:</b>	Actual / 360
<b>Business Day Convention:</b>	Modified Following, Adjusted
<b>Payment Dates:</b>	Quarterly on the 21 <sup>st</sup> of January, April, July and October each year up to and including the Maturity Date subject to adjustment in accordance with the Business Day Convention. Full first coupon payable on 21 <sup>st</sup> October 2023
<b>Business Days:</b>	London, Toronto and T2 system

<b>Redemption:</b>	100%
<b>Re-offer Spread vs EURIBOR:</b>	3-month EURIBOR +45 bps
<b>Issue Price:</b>	100%
<b>Commissions:</b>	0.125%
<b>Net Proceeds Price:</b>	99.875%
<b>Net Proceeds:</b>	EUR 998,750,000
<b>Specified Denomination:</b>	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof
<b>Listing:</b>	London Stock Exchange's Main Market
<b>Early Redemption:</b>	The Notes are not redeemable prior to their stated maturity except for taxation reasons. TLAC Disqualification Event Call Option is not applicable
<b>Governing Law:</b>	Province of Ontario, Canada and the federal laws of Canada applicable therein
<b>Status of the Senior Notes:</b>	<p>The Senior Notes will rank <i>pari passu</i> with all deposit liabilities of the Bank without any preference amongst themselves except as otherwise prescribed by law and subject to the exercise of bank resolution powers</p> <p>The Senior Notes do not evidence or constitute deposits that are insured under the Canada Deposit Insurance Corporation Act (the "CDIC Act")</p>
<b>Bail-inable:</b>	The Senior 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 Bank 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 Senior Notes. For a description of Canadian bank resolution powers and the consequent risk factors attaching to Bail-inable Notes, reference is made to the Base Prospectus dated 30 June 2023
<b>Attornment:</b>	By acquiring the Senior 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 Senior Notes

<b>Sales Restrictions:</b>	As set out in the Base Prospectus dated 30 June 2023. Regulation S compliance Category 2, TEFRA not applicable. Not Rule 144a eligible. Canadian Sales not permitted. The Notes are not available to EEA or UK retail investors
<b>Cross Default:</b>	None
<b>Negative Pledge:</b>	None
<b>Force Majeure:</b>	Yes
<b>Form of Notes:</b>	Registered Form
<b>New Safekeeping Structure:</b>	No (not ECB collateral eligible)
<b>Method of Distribution:</b>	Syndicated
<b>Joint Lead Managers:</b>	Credit Agricole CIB, Deutsche Bank AG London Branch, IMI-Intesa Sanpaolo, Coöperatieve Rabobank U.A and The Toronto-Dominion Bank, London Branch
<b>UK MiFIR/MiFID II Target Market:</b>	Professional investors and ECPs only target market (all distribution channels)
<b>PRIIPs/UK PRIIPs:</b>	No EEA or UK PRIIPs key information document (KID) has been prepared as not available to retail in EEA or UK
<b>Legal Entity Identifier (“LEI”):</b>	PT3QB789TSUIDF371261
<b>Clearing/ Settlement:</b>	Euroclear / Clearstream
<b>Documentation:</b>	Final Terms under the Issuer’s US\$40bn Programme for the Issuance of Notes using the Base Prospectus dated 30 June 2023 Syndication Agreement Legal Opinions Agreed Upon Procedures Letter
<b>Expenses:</b>	The Joint Lead Managers to proportionally share the listing and dealer counsel legal fees.
<b>Stabilisation:</b>	FCA/ICMA

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**As of March 1, 2023**