



The Toronto-Dominion Bank

CHF 200,000,000 2.2025% Senior Unsecured Notes due January 2028

Final Termsheet dated January 16, 2023

Issuer:	The Toronto-Dominion Bank
Branch of Account:	Toronto Branch
Expected Instrument Ratings:	A1/A/AA- (Stable/Stable/Stable) (Moody's/S&P/Fitch)
Nominal Amount:	CHF 200,000,000
Issue Type:	Fixed-rate senior notes (Bail-inable in accordance with applicable regulations, waiver of set-off and netting rights applicable)
Bond Status:	Senior Unsecured (Bail-inable)
Daycount:	30/360 following unadjusted
Benchmark:	CHF SARON Midswap Rate (Gottex)
Benchmark Yield:	1.3525%
Re-offer Spread vs Benchmark:	MS+85 bps
Re-offer Yield:	2.2025%
Coupon to Maturity Date:	2.2025%
Issue (Reoffer) Price:	100%
Management Fees:	0.275%
Paying Agency Fees:	0.010% of aggregate nominal amount on each coupon payment and on redemption for Swiss Principal Paying Agent. No further Swiss paying agents
Documentation Costs:	CHF 125,000
<u>Dates:</u>	
Trade Date:	January 16, 2023
Settlement Date:	January 31, 2023 (T+11)
Coupon Dates:	Annually, starting on January 31, 2024 and each January 31 thereafter up to and including the Maturity Date
Maturity Date:	January 31, 2028
<u>Cash Flows:</u>	
Net Proceeds:	CHF 199,325,000
Regular Coupons:	CHF 4,425,000
Redemption (Including Last Coupon):	CHF 204,445,000



Documentation:

Documentation Basis:	US\$20,000,000,000 EMTN Programme dated 30 June 2022 as supplemented
FinSA prospectus:	Delayed prospectus approval, in accordance with art. 51 FinSA
Proviso:	Force Majeure and other customary conditions precedent
Status:	<p>The Senior Notes will rank pari passu 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 Notes do not evidence or constitute deposits that are insured under the Canada Deposit Insurance Corporation Act (the "CDIC Act").</p>
Bail-inable:	The Notes are bail-inable notes (as defined in the accompanying prospectus) and 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. See "Risk Factors – Risks applicable to the Bail-inable Notes" in the EMTN Programme prospectus dated 30 June 2022, as supplemented
Form:	Intermediated Securities represented by a Permanent Global Bearer Note
Global Note:	Permanent Global Bearer Note to be deposited with SIX SIS AG
Reopening Clause:	The Issuer reserves the right to reopen the issue at any time without the consent of the Noteholders
Early Redemption:	The Notes are not redeemable prior to their stated maturity except for taxation reasons. TLAC Disqualification Event Call Option is not applicable.
Clearing / Settlement:	SIX SIS Ltd
Business Days:	Zurich, London, New York, Toronto
Denomination:	CHF 5,000 and multiples thereof
Provisional Admission to Trading / Listing:	Provisional admission to trading as of January 27, 2023. Application for listing on the SIX Swiss Exchange Ltd will be made as soon as practicable and (if granted) will only be granted after the Settlement Date
Listing Agent:	UBS AG
Governing Law:	The Notes and all related contractual documentation will be governed, by and construed in accordance with, the laws of the Province of Ontario, Canada and the federal laws of Canada applicable therein.
Attornment to Jurisdiction:	By acquiring 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 the Notes.
Selling Restrictions:	In particular U.S.A., U.S. persons, European Economic Area, United Kingdom, Canada (Canadian sales not permitted), Hong Kong, France, Italy, Japan, Singapore, the Peoples Republic of China, Belgium and the Netherlands.
TEFRA:	D Rules, in accordance with Swiss practice (foreign jurisdiction)
Sole Bookrunning Manager:	UBS AG
Joint Lead (No Books)	Toronto-Dominion Bank, London Branch
Swiss Principal Paying Agent:	UBS AG, Zurich (no further Swiss paying agents)



ISIN: CH1243933558
VALOREN: 124393355
