

Disclosure Template of Main Features		4.859% Medium Term Notes due March 4, 2031	3.625% USD Medium Term Notes due September 15, 2031	3.224% Medium Term Notes due July 25, 2029
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	8911457R9	891160MJ9	891160QY2
3	Governing law(s) of the instrument	Province of Ontario and Canada	State of New York, Province of Ontario, and Canada	Province of Ontario and Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
<b>Regulatory treatment</b>				
4	Transitional Basel III rules	Tier 2	Tier 2	Tier 2
5	Post-transitional Basel III rules	Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Tier 2 Subordinated debt	Tier 2 Subordinated debt	Tier 2 Subordinated debt
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$1,259	\$1,828	\$1,536
9	Par value of instrument	\$1,250MM	USD \$1,500MM	\$1,500MM
10	Accounting classification	Liability - amortised cost	Liability - amortised cost	Liability - amortised cost
11	Original date of issuance	March 4, 2016	September 15, 2016	July 25, 2017
12	Perpetual or dated	Dated	Dated	Dated
13	Original maturity date	March 4, 2031	September 15, 2031	July 25, 2029
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
	Optional call date, contingent call dates and redemption amount	On or after March 4, 2026, on any date, at par  Prior to March 4, 2026, upon the occurrence of a Regulatory Event or Tax Event, at the greater of (i) par and (ii) the Canada Yield Price	September 15, 2026 at par  At any time within 90 days following a Regulatory Event Date or at any time following the occurrence of a Tax Event, in each case, at par	On or after July 25, 2024, on any date, at par  Prior to July 25, 2024, upon the occurrence of a Regulatory Event or Tax Event, at the greater of (i) par and (ii) the Canada Yield Price
15				
16	Subsequent call dates, if applicable	On or after March 4, 2026, on any date, at par	NA	On or after July 25, 2024, on any date, at par
<b>Coupons/dividends</b>				
17	Fixed or floating dividend/coupon	Fixed	Fixed	Fixed
18	Coupon rate and any related index	4.859%	3.625%	3.224%
19	Existence of a dividend stopper	No	No	No
20	Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory	Mandatory
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Cumulative	Cumulative	Cumulative
23	Convertible or non-convertible <sup>(1)</sup>	Convertible	Convertible	Convertible
	If convertible, conversion trigger (s)	Trigger Event (contractual approach): 1. the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments (including the Notes) and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2. the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1. the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments (including the Notes) and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2. the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1. the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments (including the Notes) and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2. the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
24				
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
	If convertible, conversion rate	Upon the occurrence of a Trigger Event, each outstanding Note will be converted into a number of common shares equal to (Multiplier x Note Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Note will be converted into a number of common shares equal to (Multiplier x Note Value) / Conversion Price. Refer to prospectus for further details	Upon the occurrence of a Trigger Event, each outstanding Note will be converted into a number of common shares equal to (Multiplier x Note Value) / Conversion Price. Refer to prospectus for further details
26				
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30	Write-down feature	No	No	No
31	If write-down, write-down trigger (s)	NA	NA	NA
32	If write-down, full or partial	NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA	NA
34a	Type of subordination			
	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinate to deposit liabilities and all other senior indebtedness of the Bank	Subordinate to deposit liabilities and all other senior indebtedness of the Bank	Subordinate to deposit liabilities and all other senior indebtedness of the Bank
35				
36	Non-compliant transitioned features	No	No	No
37	If yes, specify non-compliant features	N/A	N/A	N/A

<sup>(1)</sup> The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares).

Disclosure Template of Main Features		3.589% Medium Term Notes due September 14, 2028	3.06% Medium Term Notes due January 26, 2032	3.105% Medium Term Notes due April 22, 2030
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891160RP0	89117FPG8	89117FWS4
3	Governing law(s) of the instrument	Province of Ontario and Canada	Province of Ontario and Canada	Province of Ontario and Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
<b>Regulatory treatment</b>				
4	Transitional Basel III rules	Tier 2	Tier 2	Tier 2
5	Post-transitional Basel III rules	Eligible	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Tier 2 Subordinated debt	Tier 2 Subordinated debt	Tier 2 Subordinated debt
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$1,748	\$1,686	\$3,009
9	Par value of instrument	\$1,750MM	\$1,750MM	\$3,000MM
10	Accounting classification	Liability - amortised cost	Liability - amortised cost	Liability - amortised cost
11	Original date of issuance	September 14, 2018	June 25, 2019	April 22, 2020
12	Perpetual or dated	Dated	Dated	Dated
13	Original maturity date	September 14, 2028	January 26, 2032	April 22, 2030
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
	Optional call date, contingent call dates and redemption amount	On or after September 14, 2023, on any date, at par  Prior to September 14, 2023, upon the occurrence of a Regulatory Event or Tax Event, at the greater of (i) par and (ii) the Canada Yield Price	On or after January 26, 2027, on any date, at par  Prior to January 26, 2027, upon the occurrence of a Regulatory Event or Tax Event, at the greater of (i) par and (ii) the Canada Yield Price	On or after April 22, 2025, on any date, at par  Prior to April 22, 2025, upon the occurrence of a Regulatory Event or Tax Event, at the greater of (i) par and (ii) the Canada Yield Price
15				
16	Subsequent call dates, if applicable	On or after September 14, 2023, on any date, at par	On or after January 26, 2027, on any date, at par	On or after April 22, 2025, on any date, at par
<b>Coupons/dividends</b>				
17	Fixed or floating dividend/coupon	Fixed	Fixed	Fixed
18	Coupon rate and any related index	3.589%	3.06%	3.105%
19	Existence of a dividend stopper	No	No	No
20	Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory	Mandatory
21	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Cumulative	Cumulative	Cumulative
23	Convertible or non-convertible <sup>(1)</sup>	Convertible	Convertible	Convertible
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31	If write-down, write-down trigger (s)	NA	NA	NA
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