

**Prospectus Supplement to the Short Form Base Shelf Prospectus dated December 28, 2018.**

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*This prospectus supplement, together with the short form base shelf prospectus dated December 28, 2018 to which it relates, as amended or supplemented, and each document deemed to be incorporated by reference in the short form base shelf prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*These securities have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered, sold or delivered within the United States of America, its possessions and other areas subject to its jurisdiction or to, or for the account or benefit of U.S. persons.*

New Issue

January 21, 2019

**Prospectus Supplement**



**The Toronto-Dominion Bank**

**\$350,000,000**

**14,000,000 Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 22  
(Non-Viability Contingent Capital (NVCC))**

This offering of Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 22 (Non-Viability Contingent Capital (NVCC)) (the “Series 22 Shares”) of The Toronto-Dominion Bank (the “Bank”) under this prospectus supplement (the “Prospectus Supplement”) consists of 14,000,000 Series 22 Shares. The holders of the Series 22 Shares will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the board of directors of the Bank (the “Board of Directors”), for the initial period from and including the closing date of this offering to but excluding April 30, 2024 (the “Initial Fixed Rate Period”), payable on the last day of January, April, July and October in each year (each three-month period ending on the last day of each such month, a “Quarter”), at a per annum rate of 5.20% per share, or \$1.30 per share per annum. Notwithstanding the foregoing, based on the anticipated closing date of this offering of January 28, 2019, the first dividend per Series 22 Share, if declared, will be payable on April 30, 2019 in respect of the period from and including January 28, 2019 to but excluding April 30, 2019, in the amount of \$0.3277 per share. See “Details of the Offering”.

For each five-year period after the Initial Fixed Rate Period (each, a “Subsequent Fixed Rate Period”), the holders of the Series 22 Shares will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable on the last day of January, April, July and October in each year, in an amount per share per annum determined by multiplying the Annual Fixed Dividend Rate (as defined herein) applicable to such Subsequent Fixed Rate Period by \$25.00. The Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period will be determined by the Bank on the Fixed Rate Calculation Date (as defined herein) and will be equal to the sum of the Government of Canada Yield (as defined herein) on the Fixed Rate Calculation Date plus 3.27%. See “Details of the Offering”.

### Option to Convert Into Series 23 Shares

The holders of the Series 22 Shares will have the right, at their option, to convert their shares into Non-Cumulative Floating Rate Preferred Shares, Series 23 of the Bank (the “Series 23 Shares”), subject to certain conditions, on April 30, 2024 and on April 30 every five years thereafter. The holders of the Series 23 Shares will be entitled to receive quarterly floating rate non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable on the last day of January, April, July and October in each year (the initial quarterly dividend period and each subsequent quarterly dividend period is referred to as a “Quarterly Floating Rate Period”) in an amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate (as defined herein) by \$25.00. The Floating Quarterly Dividend Rate will be equal to the sum of the T-Bill Rate (as defined herein) plus 3.27% (calculated on the basis of the actual number of days elapsed in the applicable Quarterly Floating Rate Period divided by 365) determined on the Floating Rate Calculation Date (as defined herein). See “Details of the Offering”.

**Upon the occurrence of a Trigger Event (as defined herein), each Series 22 Share and/or Series 23 Share will be automatically and immediately converted, on a full and permanent basis, without the consent of the holders thereof, into that number of fully-paid common shares of the Bank (“Common Shares”) determined by dividing the Share Value (as defined herein) in respect of such Series 22 Shares and/or Series 23 Shares by the Conversion Price (as defined herein) (a “Contingent Conversion”). Investors should therefore carefully consider the disclosure with respect to the Bank, the Series 22 Shares, the Series 23 Shares, the Common Shares and the consequences of a Trigger Event included and incorporated by reference in this Prospectus Supplement.**

**An investment in the Series 22 Shares is subject to certain risks. See “Risk Factors”.**

Subject to the provisions of the *Bank Act* (Canada) (the “Bank Act”), including the consent of the Superintendent of Financial Institutions (Canada) (the “Superintendent”), on April 30, 2024 and on April 30 every five years thereafter, the Bank may redeem all or any part of the then outstanding Series 22 Shares, at the Bank’s option without the consent of the holder, by the payment in cash of a sum per share so redeemed equal to \$25.00 together with all declared and unpaid dividends to the date fixed for redemption. See “Details of the Offering”.

The Series 22 Shares and the Series 23 Shares do not have a fixed maturity date and are not redeemable at the option of the holders of the Series 22 Shares or the Series 23 Shares, respectively. See “Risk Factors”.

The Toronto Stock Exchange (the “TSX”) has conditionally approved the listing of the Series 22 Shares, the Series 23 Shares and the underlying Common Shares that would be issued upon a Contingent Conversion subject to the Bank fulfilling all of the requirements of the TSX on or before April 18, 2019. The Bank will also apply to list the underlying Common Shares that would be issued upon a Contingent Conversion on the New York Stock Exchange. Listing will be subject to the Bank fulfilling all requirements of the New York Stock Exchange.

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**PRICE: \$25.00 per Series 22 Share to Yield initially 5.20%**

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The Underwriters (as defined herein), as principals, conditionally offer the Series 22 Shares, subject to prior sale, if, as and when issued by the Bank and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution”, and subject to approval of certain legal matters on behalf of the Bank by McCarthy Tétrault LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP. **TD Securities Inc., one of the Underwriters, is a wholly-owned subsidiary of the Bank. By virtue of such ownership, the Bank is a related and connected issuer of TD Securities Inc. under applicable securities legislation.** See “Plan of Distribution”.

	<u>Price to the Public</u>	<u>Underwriters' Fee<sup>(1)</sup></u>	<u>Net Proceeds to the Bank<sup>(2)</sup></u>
Per Series 22 Share	\$25.00	\$0.75	\$24.25
Total	\$350,000,000	\$10,500,000	\$339,500,000

- (1) The Underwriters' fee is \$0.25 for each Series 22 Share sold to certain institutions and \$0.75 per Series 22 Share for all other shares sold. The Underwriters' fee set forth in the table assumes that no shares are sold to such institutions.
- (2) Before deduction of expenses of the issue estimated at \$400,000, which, together with the Underwriters' fee, are payable by the Bank.

In connection with this offering, the Underwriters may over allot or effect transactions that stabilize or maintain the market price of the Series 22 Shares in accordance with applicable market stabilization rules. **The Underwriters may offer the Series 22 Shares at a lower price than stated above. See "Plan of Distribution".**

Subscriptions for Series 22 Shares will be received by the Underwriters subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing date will be on or about January 28, 2019 or such later date as the Bank and the Underwriters may agree, but in any event not later than February 28, 2019. A book-entry only certificate representing the Series 22 Shares will be issued in registered form only to CDS Clearing and Depository Services Inc. ("CDS"), or its nominee, and will be deposited with CDS on closing of this offering. A purchaser of the Series 22 Shares will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Series 22 Shares are purchased. See "Details of the Offering — Depository Services".

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In this Prospectus Supplement, unless otherwise indicated, capitalized terms which are defined in the accompanying short form base shelf prospectus of the Bank dated December 28, 2018 (the "Prospectus") are used herein with the meanings defined therein.

### ELIGIBILITY FOR INVESTMENT

In the opinion of McCarthy Tétrault LLP, counsel to the Bank, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, the Series 22 Shares to be issued under this Prospectus Supplement, if issued on the date hereof, would be, on such date, qualified investments under the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder for trusts governed by registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), deferred profit sharing plans, registered education savings plans ("RESPs"), registered disability savings plans ("RDSPs") and tax-free savings accounts ("TFSA"). The Series 22 Shares will not be prohibited investments (as defined in the Tax Act) on such date for a TFSA, RDSP, RESP, RRSP or RRIF provided that, for purposes of subsection 207.01(4) of the Tax Act, the holder of the TFSA or RDSP, the subscriber of the RESP or the annuitant of the RRSP or RRIF, as the case may be, deals at arm's length with the Bank and does not have a significant interest (within the meaning of the Tax Act) in the Bank, or provided that such shares constitute "excluded property" (as defined in subsection 207.01(1) of the Tax Act) for the TFSA, RDSP, RESP, RRSP or RRIF, as the case may be. Holders of TFSAs or RDSPs, subscribers of RESPs and annuitants of RRSPs or RRIFs should consult their own tax advisors in this regard.

### CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus Supplement, including those documents incorporated by reference, may contain forward-looking statements. All such statements are made pursuant to the "safe harbour" provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in this Prospectus Supplement, the Bank's management's discussion & analysis for the fiscal year ended October 31, 2018 (the "2018 MD&A") under the heading "Economic Summary and Outlook", for the Canadian Retail, U.S. Retail, and Wholesale Banking segments under the heading "Business Outlook and Focus for 2019" and for the Corporate segment "Focus for 2019", and in other statements regarding the Bank's objectives and priorities for 2019 and beyond and strategies to achieve them, the regulatory environment in which the Bank operates and the Bank's anticipated financial performance. Forward-looking statements are typically identified by words such as "will", "would", "should", "believe", "expect", "anticipate", "intend", "estimate", "plan", "goal", "target", "may", and "could".

By their very nature, these forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the physical, financial, economic, political, and regulatory environments, such risks and uncertainties – many of which are beyond the Bank’s control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause, individually or in the aggregate, such differences include: credit, market (including equity, commodity, foreign exchange, interest rate and credit spreads), liquidity, operational (including technology and infrastructure), reputational, insurance, strategic, regulatory, legal, environmental, capital adequacy, and other risks. Examples of such risk factors include the general business and economic conditions in the regions in which the Bank operates; the ability of the Bank to execute on long-term and shorter-term strategic priorities, including the successful completion of acquisitions and strategic plans; the ability of the Bank to attract, develop, and retain key executives; disruptions in or attacks (including cyber-attacks) on the Bank’s information technology, internet, network access, or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behaviour to which the Bank is exposed; the failure of third parties to comply with their obligations to the Bank or its affiliates, including relating to the care and control of information; the impact of new and changes to, or application of, current laws and regulations, including without limitation tax laws, capital guidelines and liquidity regulatory guidance and the bank recapitalization "bail-in" regime; exposure related to significant litigation and regulatory matters; increased competition, from incumbents and non-traditional competitors, including Fintech and big technology competitors; changes to the Bank’s credit ratings; changes in currency and interest rates (including the possibility of negative interest rates); increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies and methods used by the Bank; existing and potential international debt crises; and the occurrence of natural and unnatural catastrophic events and claims resulting from such events. The Bank cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank’s results. For more detailed information, please refer to the “Risk Factors and Management”, and “Significant Events and Pending Acquisitions” sections of the 2018 MD&A, as may be updated in subsequently filed quarterly reports to shareholders. All such factors should be considered carefully, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, when making decisions with respect to the Bank and the Bank cautions readers not to place undue reliance on the Bank’s forward-looking statements.

Material economic assumptions underlying the forward-looking statements contained in this Prospectus Supplement or any documents incorporated by reference herein are set out in the 2018 MD&A under the headings “Economic Summary and Outlook”, for the Canadian Retail, U.S. Retail, and Wholesale Banking segments, “Business Outlook and Focus for 2019”, and for the Corporate segment, “Focus for 2019”, each as may be updated in subsequently filed quarterly reports to shareholders.

Any forward-looking statements contained in this Prospectus Supplement represent the views of management only as of the date of this Prospectus Supplement and are presented for the purpose of assisting prospective purchasers of the Bank’s securities in understanding the Bank’s financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation. See “Risk Factors”.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

This Prospectus Supplement is deemed to be incorporated by reference into the Prospectus solely for the purpose of the offering of the Series 22 Shares. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full particulars thereof. In addition, the following documents filed with the Superintendent and the various securities commissions or similar authorities in Canada are incorporated by reference into this Prospectus Supplement:

- (i) the initial term sheet delivered to potential investors with respect to this offering dated January 17, 2019 (the “Initial Term Sheet”); and

- (ii) the revised term sheet delivered to potential investors with respect to this offering dated January 17, 2019 (the “Revised Term Sheet”, together with the Initial Term Sheet, the “Marketing Materials”).

Any statement contained in this Prospectus Supplement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus Supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement.

### MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus Supplement or the Prospectus to the extent that the contents of such materials have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment. In addition, any template version of any other marketing materials filed with the securities commission or similar authority in each of the provinces and territories of Canada in connection with this offering after the date hereof but prior to the termination of the distribution of the Series 22 Shares under this Prospectus Supplement is deemed to be incorporated by reference herein and in the Prospectus.

### TRADING PRICE AND VOLUME OF THE BANK’S SECURITIES

The following chart sets out the trading price and volume of the Bank’s securities on the TSX during the 12 months preceding the date of this Prospectus Supplement.

	Jan 2018	Feb 2018	Mar 2018	Apr 2018	May 2018	June 2018	July 2018	Aug 2018	Sept 2018	Oct 2018	Nov 2018	Dec 2018	Jan 1, 2019 to Jan 18, 2019
<b>COMMON SHARES</b>													
High (\$)	75.21	75.67	76.65	73.27	76.81	77.47	77.17	79.54	80.05	79.24	74.26	74.40	72.58
Low (\$)	73.16	69.21	72.17	69.37	71.90	74.85	75.45	76.38	78.05	71.31	70.32	65.56	67.12
Vol. ('000)	66,822	73,716	82,349	56,470	75,987	74,506	44,755	53,733	60,650	75,110	62,809	89,169	58,699
<b>PREFERRED SHARES</b>													
<b>Series 1</b>													
High (\$)	24.26	24.13	23.65	23.24	23.71	23.58	23.79	23.88	23.70	23.89	23.02	21.23	20.63
Low (\$)	23.59	23.42	23.18	22.55	22.64	23.16	23.10	23.54	23.25	22.045	20.17	17.76	18.70
Vol ('000)	1,267	822	1,648	439	432	263	147	194	164	354	248	527	162
<b>Series 3</b>													
High (\$)	24.04	23.99	23.64	23.15	23.75	23.54	23.79	23.80	23.70	24.08	23.02	21.13	20.59
Low (\$)	23.43	23.27	22.92	22.46	22.68	23.12	23.17	23.50	23.27	21.71	20.15	17.75	18.70
Vol ('000)	224	143	590	624	322	286	133	397	75	311	232	380	116

	Jan 2018	Feb 2018	Mar 2018	Apr 2018	May 2018	June 2018	July 2018	Aug 2018	Sept 2018	Oct 2018	Nov 2018	Dec 2018	Jan 1, 2019 to Jan 18, 2019
<b>Series 5</b>													
High (\$)	23.86	23.75	23.39	22.97	23.60	23.44	23.71	23.77	23.77	23.77	22.76	21.00	20.48
Low (\$)	23.25	23.00	22.85	22.38	22.50	22.96	23.00	23.35	23.10	21.74	19.81	17.66	18.35
Vol ('000)	549	566	1,299	198	687	246	299	452	278	458	248	523	131
<b>Series 7</b>													
High (\$)	24.99	24.94	24.54	24.36	24.86	24.72	24.68	24.75	24.72	25.00	24.35	22.47	22.34
Low (\$)	24.24	24.15	24.13	23.91	24.24	24.32	24.26	24.51	24.38	23.21	21.45	19.98	20.54
Vol. ('000)	340	616	246	283	345	86	386	240	205	288	86	279	255
<b>Series 9</b>													
High (\$)	25.25	25.06	24.75	24.48	24.99	24.84	24.92	24.95	24.97	25.05	24.42	22.86	23.04
Low (\$)	24.60	24.40	24.12	24.07	24.40	24.50	24.43	24.72	24.59	23.43	21.97	20.20	21.17
Vol. ('000)	176	57	378	105	475	128	42	82	103	109	206	99	290
<b>Series 11</b>													
High (\$)	25.55	25.10	24.95	24.91	24.60	25.10	25.18	24.99	24.98	24.99	24.24	24.43	24.41
Low (\$)	24.99	24.81	24.66	24.30	24.37	24.50	24.72	24.76	24.75	23.42	23.35	23.40	23.85
Vol. ('000)	134	125	77	85	63	41	44	47	34	170	100	75	38
<b>Series 12</b>													
High (\$)	27.19	26.61	26.75	26.80	26.65	26.62	26.63	26.50	26.64	26.59	26.15	26.16	26.08
Low (\$)	26.44	26.16	26.36	26.25	26.34	26.30	26.22	26.25	26.15	25.71	25.63	25.45	25.55
Vol. ('000)	252	220	773	436	846	451	163	294	245	292	830	290	242
<b>Series 14</b>													
High (\$)	26.48	26.25	26.25	26.24	26.27	26.17	26.16	26.18	26.08	26.12	25.75	25.65	25.64
Low (\$)	25.92	25.79	25.81	25.72	25.90	25.99	25.80	25.97	25.83	25.25	25.25	25.15	25.11
Vol. ('000)	646	303	898	415	269	176	175	575	708	761	1,413	512	417
<b>Series 16</b>													
High (\$)	25.90	25.60	25.74	25.30	25.45	25.35	25.57	25.60	25.43	25.42	25.10	24.05	23.65
Low (\$)	25.25	25.00	25.05	24.82	25.12	24.92	24.98	25.31	25.00	24.30	23.05	21.10	21.83
Vol. ('000)	283	282	231	419	224	407	206	409	206	304	278	293	261
<b>Series 18<sup>(1)</sup></b>													
High (\$)	-	-	25.25	25.73	25.68	25.30	25.63	25.72	25.67	25.54	25.18	22.90	23.54
Low (\$)	-	-	24.94	24.90	25.00	25.04	24.95	25.29	25.01	24.71	22.49	20.05	21.84
Vol. ('000)	-	-	1,319	1,469	359	181	144	109	246	245	163	659	180
<b>Series 20<sup>(2)</sup></b>													
High (\$)	-	-	-	-	-	-	-	-	25.17	25.25	24.99	23.25	23.40
Low (\$)	-	-	-	-	-	-	-	-	24.86	24.55	22.23	19.90	21.80
Vol. ('000)	-	-	-	-	-	-	-	-	1,861	1,532	329	780	189

(1) The Series 18 Shares were issued on March 14, 2018.

(2) The Series 20 Shares were issued on September 13, 2018.

## DETAILS OF THE OFFERING

The following is a summary of certain provisions attaching to the Series 22 Shares as a series and the Series 23 Shares as a series, each of which represents a series of Class A First Preferred Shares. See “Description of Preferred Shares” in the Prospectus for a description of the general terms and provisions of the Class A First Preferred Shares as a class.

### Certain Provisions of the Series 22 Shares as a Series

#### *Definition of Terms*

The following definitions are relevant to the Series 22 Shares.

**“Annual Fixed Dividend Rate”** means, for any Subsequent Fixed Rate Period, the rate of interest (expressed as a percentage rate rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the Government of Canada Yield on the applicable Fixed Rate Calculation Date plus 3.27%.

**“Bloomberg Screen GCAN5YR Page”** means the display designated as page “GCAN5YR<INDEX>” on the Bloomberg Financial L.P. service (or such other page as may replace the GCAN5YR page on that service) for purposes of displaying Government of Canada bond yields.

**“Fixed Rate Calculation Date”** means, for any Subsequent Fixed Rate Period, the 30<sup>th</sup> day prior to the first day of such Subsequent Fixed Rate Period.

**“Government of Canada Yield”** means, on any date, the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and which appears on the Bloomberg Screen GCAN5YR Page on such date; provided that, if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, the Government of Canada Yield will mean the arithmetic average of the yields quoted to the Bank by two registered Canadian investment dealers selected by the Bank as being the annual yield to maturity on such date, compounded semi-annually, which a non-callable Government of Canada bond would carry if issued, in Canadian dollars in Canada, at 100% of its principal amount on such date with a term to maturity of five years.

**“Initial Fixed Rate Period”** means the period from and including the closing date of this offering to but excluding April 30, 2024.

**“Subsequent Fixed Rate Period”** means, for the initial Subsequent Fixed Rate Period, the period from and including April 30, 2024 to but excluding April 30, 2029, and for each succeeding Subsequent Fixed Rate Period, the period from and including the day immediately following the end of the immediately preceding Subsequent Fixed Rate Period to but excluding April 30 in the fifth year thereafter.

#### ***Issue Price***

The Series 22 Shares will have an issue price of \$25.00 per share.

#### ***Dividends on Series 22 Shares***

During the Initial Fixed Rate Period, the holders of the Series 22 Shares will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable on the last day of January, April, July and October in each year, at a per annum rate of 5.20% per share or \$1.30 per share per annum. Notwithstanding the foregoing, the first dividend per Series 22 Share, if declared, will be payable on April 30, 2019 in respect of the period from and including January 28, 2019 to but excluding April 30, 2019, in the amount of \$0.3277 per share, based on the anticipated closing date of this offering of January 28, 2019.

During each Subsequent Fixed Rate Period, the holders of the Series 22 Shares will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable on the last day of January, April, July and October in each year, in an amount per share per annum determined by multiplying the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Rate Period by \$25.00.

The Annual Fixed Dividend Rate applicable to a Subsequent Fixed Rate Period will be determined by the Bank on the Fixed Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of the Series 22 Shares. The Bank will, on the Fixed Rate Calculation Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period to the registered holders of the then outstanding Series 22 Shares.



If the Board of Directors does not declare a dividend, or any part thereof, on the Series 22 Shares on or before the dividend payment date therefor, then the rights of the holders of the Series 22 Shares to such dividend, or to any part thereof, will be extinguished.

### ***Redemption of Series 22 Shares***

The Series 22 Shares will not be redeemable prior to April 30, 2024. Subject to the provisions of the Bank Act, including the prior consent of the Superintendent, and to the provisions described below under “ — Certain Provisions Common to the Series 22 Shares and the Series 23 Shares — Restrictions on Dividends and Retirement of Series 22 Shares and Series 23 Shares”, on April 30, 2024 and on April 30 every five years thereafter, the Bank may redeem all or any part of the then outstanding Series 22 Shares, at the Bank’s option without the consent of the holder, by the payment in cash of a sum per share so redeemed equal to \$25.00 together with all declared and unpaid dividends to the date fixed for redemption.

Notice of any redemption of the Series 22 Shares will be given in writing by the Bank not more than 60 days and not less than 30 days prior to the date fixed for redemption. If less than all of the outstanding Series 22 Shares are at any time to be redeemed, the shares to be redeemed will be selected pro rata disregarding fractions or in such other manner as the Bank may determine.

### ***Conversion of Series 22 Shares into Series 23 Shares***

The holders of the Series 22 Shares will have the right, at their option, on April 30, 2024 and on April 30 every five years thereafter (each, a “Series 22 Conversion Date”), to convert, subject to the restrictions on conversion described below and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Series 22 Shares into Series 23 Shares on the basis of one Series 23 Share for each Series 22 Share. Notice of a holder’s intention to convert Series 22 Shares is irrevocable and must be received by the Bank not earlier than the 30<sup>th</sup> day prior to, but not later than 5:00 p.m. (Toronto time) on the 15<sup>th</sup> day preceding, a Series 22 Conversion Date.

The Bank will, not more than 60 and not less than 30 days prior to the applicable Series 22 Conversion Date, give notice in writing to the then registered holders of the Series 22 Shares of the above-mentioned conversion right. On the 30<sup>th</sup> day prior to each Series 22 Conversion Date, the Bank will give notice in writing to the then registered holders of the Series 22 Shares of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate applicable to the Series 23 Shares for the next succeeding Quarterly Floating Rate Period.

The holders of the Series 22 Shares will not be entitled to convert their shares into Series 23 Shares if the Bank determines that there would remain outstanding on a Series 22 Conversion Date less than 1,000,000 Series 23 Shares, after having taken into account all Series 22 Shares tendered for conversion into Series 23 Shares and all Series 23 Shares tendered for conversion into Series 22 Shares. The Bank will give notice in writing thereof to all registered holders of the Series 22 Shares at least seven days prior to the applicable Series 22 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 22 Conversion Date less than 1,000,000 Series 22 Shares, after having taken into account all Series 22 Shares tendered for conversion into Series 23 Shares and all Series 23 Shares tendered for conversion into Series 22 Shares, then, all, but not part, of the remaining outstanding Series 22 Shares will automatically be converted into Series 23 Shares on the basis of one Series 23 Share for each Series 22 Share on the applicable Series 22 Conversion Date and the Bank will give notice in writing thereof to the then registered holders of such remaining Series 22 Shares at least seven days prior to the Series 22 Conversion Date.

Upon exercise by a holder of this right to convert Series 22 Shares into Series 23 Shares, or upon automatic conversion as described above, the Bank reserves the right not to (i) deliver Series 23 Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Person or any person who, by virtue of that conversion, would become a Significant Shareholder, or (ii) record in its securities register a transfer or issue of Series 23 Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Government Holder based on a declaration submitted to the Bank or its transfer agent by or on behalf of such person. In such circumstances, the Bank or its agent will hold, as agent of any such person, all or the relevant

number of Series 23 Shares otherwise to be delivered to such Ineligible Persons or persons who would become Significant Shareholders or registered to such Ineligible Government Holders, as the case may be, and the Bank or its agent will deliver such shares to a broker retained by the Bank for the purpose of selling such Series 23 Shares to parties other than the Bank and its affiliates on behalf of any such person. Such sales (if any) will be made at such times and at such prices, as the Bank (or its agent as directed by the Bank), in its sole discretion, may determine. Neither the Bank nor its agent will be subject to any liability for failure to sell any such Series 23 Shares on behalf of any such person or at any particular price on any particular day. The net proceeds received by the Bank or its agent from the sale of any such Series 23 Shares will be delivered to any such person, after deducting the costs of sale and any applicable withholding taxes, in accordance with CDS procedures or otherwise. See “Bank Act Restrictions and Approval” in this Prospectus Supplement and “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

If the Bank gives notice to the registered holders of the Series 22 Shares of the redemption of all the Series 22 Shares, the Bank will not be required to give notice as provided hereunder to the registered holders of the Series 22 Shares of an Annual Fixed Dividend Rate, a Floating Quarterly Dividend Rate or of the conversion right of the holders of the Series 22 Shares and the right of any holder of Series 22 Shares to convert such Series 22 Shares will cease and terminate in that event.

### **Certain Provisions of the Series 23 Shares as a Series**

#### ***Definition of Terms***

The following definitions are relevant to the Series 23 Shares.

**“Floating Quarterly Dividend Rate”** means, for any Quarterly Floating Rate Period, the rate of interest (expressed as a percentage rate rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date plus 3.27% (calculated on the basis of the actual number of days elapsed in such Quarterly Floating Rate Period divided by 365).

**“Floating Rate Calculation Date”** means, for any Quarterly Floating Rate Period, the 30<sup>th</sup> day prior to the first day of such Quarterly Floating Rate Period.

**“Quarterly Commencement Date”** means the last day of January, April, July and October in each year, commencing April 30, 2024.

**“Quarterly Floating Rate Period”** means, for the initial Quarterly Floating Rate Period, the period from and including April 30, 2024 to but excluding the next following Quarterly Commencement Date, and thereafter the period from and including the day immediately following the end of the immediately preceding Quarterly Floating Rate Period to but excluding the next succeeding Quarterly Commencement Date.

**“T-Bill Rate”** means, for any Quarterly Floating Rate Period, the average yield expressed as a percentage per annum on three-month Government of Canada Treasury Bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

#### ***Issue Price***

The Series 23 Shares will have an issue price of \$25.00 per share.

#### ***Dividends on Series 23 Shares***

The holders of the Series 23 Shares will be entitled to receive quarterly floating rate non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable on the last day of January, April, July and October in each year. Such quarterly cash dividends, if

declared, will be in an amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate by \$25.00.

The Floating Quarterly Dividend Rate for each Quarterly Floating Rate Period will be determined by the Bank on the Floating Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of the Series 23 Shares. The Bank will, on the Floating Rate Calculation Date, give written notice of the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period to the registered holders of the then outstanding Series 23 Shares.

If the Board of Directors does not declare a dividend, or any part thereof, on the Series 23 Shares on or before the dividend payment date therefor, then the rights of the holders of the Series 23 Shares to such dividend, or to any part thereof, will be extinguished.

### ***Redemption of Series 23 Shares***

Subject to the provisions of the Bank Act, including the prior consent of the Superintendent, and to the provisions described below under “ — Certain Provisions Common to the Series 22 Shares and the Series 23 Shares — Restrictions on Dividends and Retirement of Series 22 Shares and Series 23 Shares”, the Bank may redeem all or any part of the then outstanding Series 23 Shares, at the Bank’s option without the consent of the holder, by the payment in cash of a sum per share so redeemed equal to (i) \$25.00 in the case of redemptions on April 30, 2029 and on April 30 every five years thereafter, or (ii) \$25.50 in the case of redemptions on any other date on or after April 30, 2024, together, in each case, with all declared and unpaid dividends to the date fixed for redemption.

Notice of any redemption of the Series 23 Shares will be given in writing by the Bank not more than 60 days and not less than 30 days prior to the date fixed for redemption. If less than all of the outstanding Series 23 Shares are at any time to be redeemed, the shares to be redeemed will be selected pro rata disregarding fractions or in such other manner as the Bank may determine.

### ***Conversion of Series 23 Shares into Series 22 Shares***

The holders of the Series 23 Shares will have the right, at their option, on April 30, 2029 and on April 30 every five years thereafter (each, a “Series 23 Conversion Date”), to convert, subject to the restrictions on conversion described below and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Series 23 Shares into Series 22 Shares on the basis of one Series 22 Share for each Series 23 Share. Notice of a holder’s intention to convert Series 23 Shares is irrevocable and must be received by the Bank not earlier than the 30<sup>th</sup> day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 23 Conversion Date.

The Bank will, not more than 60 and not less than 30 days prior to the applicable Series 23 Conversion Date, give notice in writing to the then registered holders of the Series 23 Shares of the above-mentioned conversion right. On the 30<sup>th</sup> day prior to each Series 23 Conversion Date, the Bank will give notice in writing to the then registered holders of the Series 23 Shares of the Annual Fixed Dividend Rate applicable to the Series 22 Shares for the next succeeding Subsequent Fixed Rate Period.

The holders of the Series 23 Shares will not be entitled to convert their shares into Series 22 Shares if the Bank determines that there would remain outstanding on a Series 23 Conversion Date less than 1,000,000 Series 22 Shares, after having taken into account all Series 23 Shares tendered for conversion into Series 22 Shares and all Series 22 Shares tendered for conversion into Series 23 Shares. The Bank will give notice in writing thereof to all registered holders of the Series 23 Shares at least seven days prior to the applicable Series 23 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 23 Conversion Date less than 1,000,000 Series 23 Shares, after having taken into account all Series 23 Shares tendered for conversion into Series 22 Shares and all Series 22 Shares tendered for conversion into Series 23 Shares, then, all, but not part, of the remaining outstanding Series 23 Shares will automatically be converted into Series 22 Shares on the basis of one Series 22 Share for each Series 23 Share on the applicable Series 23 Conversion Date and the Bank will give notice

in writing thereof to the then registered holders of such remaining Series 23 Shares at least seven days prior to the Series 23 Conversion Date.

Upon exercise by a holder of this right to convert Series 23 Shares into Series 22 Shares, or upon automatic conversion as described above, the Bank reserves the right not to (i) deliver Series 22 Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Person or any person who, by virtue of that conversion, would become a Significant Shareholder, or (ii) record in its securities register a transfer or issue of Series 22 Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Government Holder based on a declaration submitted to the Bank or its transfer agent by or on behalf of such person. In those circumstances, the Bank or its agent will hold, as agent of any such person, all or the relevant number of Series 22 Shares otherwise to be delivered to such Ineligible Persons or persons who would become Significant Shareholders or registered to such Ineligible Government Holders, as the case may be, and the Bank or its agent will deliver such shares to a broker retained by the Bank for the purpose of selling such Series 22 Shares to parties other than the Bank and its affiliates on behalf of any such person. Such sales (if any) will be made at such times and at such prices, as the Bank (or its agent as directed by the Bank), in its sole discretion, may determine. Neither the Bank nor its agent will be subject to any liability for failure to sell any such Series 22 Shares on behalf of any such person or at any particular price on any particular day. The net proceeds received by the Bank or its agent from the sale of any such Series 22 Shares will be delivered to any such person, after deducting the costs of sale and any applicable withholding taxes, in accordance with CDS procedures or otherwise. See “Bank Act Restrictions and Approval” in this Prospectus Supplement and “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

If the Bank gives notice to the registered holders of the Series 23 Shares of the redemption of all the Series 23 Shares, the Bank will not be required to give notice as provided hereunder to the registered holders of the Series 23 Shares of an Annual Fixed Dividend Rate or of the conversion right of the holders of the Series 23 Shares and the right of any holder of Series 23 Shares to convert such Series 23 Shares will cease and terminate in that event.

## **Certain Provisions Common to the Series 22 Shares and the Series 23 Shares**

### *Definition of Terms*

The following definitions are relevant to both the Series 22 Shares and the Series 23 Shares:

“**Common Share Price**” means the volume weighted average per share trading price of the Common Shares on the TSX for the 10 consecutive Trading Day period ending on the Trading Day immediately before the occurrence of a Trigger Event, or if the Common Shares are not then listed on the TSX, the principal stock exchange on which the Common Shares are then listed or quoted (being the stock exchange with the greatest volume of trading in the Common Shares during the previous six months), or if such shares are not listed or quoted on any stock exchange, or if no such trading prices are available, the Floor Price.

“**Conversion Price**” means the greater of the Common Share Price and the Floor Price.

“**Floor Price**” means \$5.00, as such price may be adjusted as described under “— Conversion of Series 22 Shares or Series 23 Shares into Common Shares upon a Trigger Event”.

“**Ineligible Government Holder**” means any person who is the federal or a provincial government in Canada or agent or agency thereof, or the government of a foreign country or any political subdivision of a foreign country, or any agent or agency of a foreign government, in each case to the extent that the recording in the Bank’s securities register of a transfer or issue of any share of the Bank to such person would cause the Bank to contravene the Bank Act.

“**Ineligible Person**” means any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside of Canada to the extent that the issuance or delivery by the Bank to such person of Series 22 Shares, Series 23 Shares, New Preferred Shares or

Common Shares, as the case may be, upon the exercise of rights of conversion or upon a Contingent Conversion (a) would require the Bank to take any action to comply with securities, banking or analogous laws of such jurisdiction or (b) would give rise to a liability for withholding tax in connection with such issuance or delivery.

**“Multiplier”** means 1.0.

**“New Preferred Shares”** means a further series of Class A First Preferred Shares constituted by the Board of Directors having rights, privileges, restrictions and conditions attaching thereto which would qualify such New Preferred Shares as Tier 1 capital or equivalent of the Bank under the then current capital adequacy guidelines prescribed by the Superintendent if applicable, and if not applicable, having such rights, privileges, restrictions and conditions as the Board of Directors may determine, provided that in each case such New Preferred Shares will not, if issued, be or be deemed to be “short term preferred shares” within the meaning of the Tax Act.

**“Share Value”** means for a Series 22 Share or Series 23 Share, as applicable, \$25.00 plus declared and unpaid dividends thereon as of the date of the Trigger Event.

**“Significant Shareholder”** means any person who beneficially owns, directly or indirectly, through entities controlled by such person or persons associated with or acting jointly or in concert with such person (as determined in accordance with the Bank Act), shares of any class of the Bank in excess of 10% of the total number of outstanding shares of that class in contravention of the Bank Act.

**“Trading Day”** means, with respect to any stock exchange or market, a day on which shares may be traded through the facilities of that stock exchange or market.

**“Trigger Event”** has the meaning set out in the Office of the Superintendent of Financial Institutions Canada (“OSFI”), Guideline for Capital Adequacy Requirements (CAR), Chapter 2 — Definition of Capital, effective November 2018, as such term may be amended or superseded by OSFI from time to time, which term currently provides that each of the following constitutes a Trigger Event:

- (a) 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 or write-off, as applicable, of all contingent instruments (including the Series 22 Shares and the Series 23 Shares) 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
- (b) 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.

***Conversion of Series 22 Shares or Series 23 Shares into Another Series of Preferred Shares at the Option of the Holder***

The Bank may at any time, with the consent of the Superintendent, give the holders of the Series 22 Shares or the Series 23 Shares notice that they have the right, pursuant to the terms of the Series 22 Shares or the Series 23 Shares, at their option, to convert their Series 22 Shares or Series 23 Shares, as applicable, on the date specified in the notice into fully-paid New Preferred Shares on a share for share basis. Notice shall be given by the Bank in writing not more than 60 and not less than 30 days prior to such conversion date.

Upon exercise by the holder of this right to convert Series 22 Shares or Series 23 Shares into New Preferred Shares, the Bank reserves the right not to (i) deliver New Preferred Shares to any person whom the Bank or its

transfer agent has reason to believe is an Ineligible Person or any person who, by virtue of that conversion, would become a Significant Shareholder, or (ii) record in its securities register a transfer or issue of New Preferred Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Government Holder based on a declaration submitted to the Bank or its transfer agent by or on behalf of such person. In such circumstances, the Bank or its agent will hold, as agent of any such person, all or the relevant number of New Preferred Shares otherwise to be delivered to such Ineligible Persons or persons who would become Significant Shareholders or registered to such Ineligible Government Holders, as the case may be, and the Bank or its agent will deliver such shares to a broker retained by the Bank for the purpose of selling such New Preferred Shares to parties other than the Bank and its affiliates on behalf of any such person. Such sales (if any) will be made at such times and at such prices, as the Bank (or its agent as directed by the Bank), in its sole discretion, may determine. Neither the Bank nor its agent will be subject to any liability for failure to sell any such New Preferred Shares on behalf of any such person or at any particular price on any particular day. The net proceeds received by the Bank or its agent from the sale of any such New Preferred Shares will be delivered to any such person, after deducting the costs of sale and any applicable withholding taxes, in accordance with CDS procedures or otherwise. See “Bank Act Restrictions and Approval” in this Prospectus Supplement and “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

#### ***Conversion of Series 22 Shares or Series 23 Shares into Common Shares upon a Trigger Event***

Upon the occurrence of a Trigger Event, each Series 22 Share and Series 23 Share will be automatically and immediately converted, on a full and permanent basis, without the consent of the holders thereof, into that number of fully-paid Common Shares determined by dividing (a) the product of the Multiplier multiplied by the Share Value in respect of such Series 22 Share or Series 23 Share, as applicable, by (b) the Conversion Price. In any case where the aggregate number of Common Shares to be issued to a holder of Series 22 Shares or Series 23 Shares pursuant to a Contingent Conversion includes a fraction of a Common Share, such number of Common Shares to be issued to such holder shall be rounded down to the nearest whole number of Common Shares and no cash payment shall be made in lieu of such fractional Common Share.

As promptly as practicable after the occurrence of a Trigger Event, the Bank shall announce the Contingent Conversion by way of a press release and shall give notice of the Contingent Conversion to the then registered holders of the Series 22 Shares and the Series 23 Shares. From and after the Contingent Conversion, the Series 22 Shares and the Series 23 Shares will cease to be outstanding, the holders of the Series 22 Shares and the Series 23 Shares will cease to be entitled to dividends on such shares and any certificates representing the Series 22 Shares or the Series 23 Shares, as applicable, will represent only the right to receive upon surrender thereof certificates representing the applicable number of Common Shares described above. A Contingent Conversion shall be mandatory and binding upon both the Bank and all holders of the Series 22 Shares and the Series 23 Shares notwithstanding anything else including: (a) any prior action to or in furtherance of redeeming, exchanging or converting the Series 22 Shares or the Series 23 Shares pursuant to the other terms and conditions of such Series 22 Shares or Series 23 Shares; and (b) any delay in or impediment to the issuance or delivery of the Common Shares to the holders of the Series 22 Shares or the Series 23 Shares. See “Risk Factors” for a discussion of the circumstances that may result in a Trigger Event and the consequences of a Trigger Event to a holder of the Series 22 Shares or the Series 23 Shares.

Upon a Contingent Conversion, the Bank reserves the right not to (i) deliver Common Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Person or any person who, by virtue of the Contingent Conversion, would become a Significant Shareholder, or (ii) record in its securities register a transfer or issue of Common Shares to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Government Holder based on a declaration submitted to the Bank or its transfer agent by or on behalf of such person. In those circumstances, the Bank or its agent will hold, as agent of any such person, all or the relevant number of Common Shares otherwise to be delivered to such Ineligible Persons or persons who would become Significant Shareholders or registered to such Ineligible Government Holders, as the case may be, and the Bank or its agent will deliver such shares to a broker retained by the Bank for the purpose of selling such Common Shares to parties other than the Bank and its affiliates on behalf of any such person. Such sales (if any) will be made at such times and at such prices, as the Bank (or its agent as directed by the Bank), in its sole discretion, may determine. Neither the Bank nor its agent will be subject to any liability for failure to sell any such Common Shares on behalf of any such person or at any particular price on any particular day. The net proceeds received by the Bank or its

agent from the sale of any such Common Shares will be delivered to any such person, after deducting the costs of sale and any applicable withholding taxes, in accordance with CDS procedures or otherwise. See “Bank Act Restrictions and Approval” in this Prospectus Supplement and “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

The Floor Price is subject to adjustment in the event of: (a) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or similar distribution; (b) the subdivision, redivision or change of the Common Shares into a greater number of shares; or (c) the reduction, combination or consolidation of the Common Shares into a lesser number of shares.

No adjustment of the Floor Price will be required if the amount of such adjustment will be less than 1% of the Floor Price in effect immediately prior to the event giving rise to the adjustment, provided, however, that in such case any adjustment that would otherwise be required then to be made will be carried forward and will be made at the time of and together with the next subsequent adjustment which, together with any adjustment so carried forward, will amount to at least 1% of the Floor Price.

In the event of a capital reorganization, consolidation, merger or amalgamation of the Bank or comparable transaction affecting the Common Shares, the Bank shall take all necessary action to ensure that the holders of the Series 22 Shares and the Series 23 Shares receive, pursuant to a Contingent Conversion, after such event, the number of shares or other securities that the holders of such Series 22 Shares and Series 23 Shares would have received if the Contingent Conversion occurred immediately prior to the record date for such event. Notwithstanding any other provision of the Series 22 Shares or the Series 23 Shares, a Contingent Conversion of such shares shall not be an event of default and the only consequence of a Trigger Event under the provisions of such shares will be the conversion of such shares into Common Shares.

#### ***Purchase for Cancellation***

Subject to the provisions of the Bank Act, including the prior consent of the Superintendent, and to the provisions described below under “—Restrictions on Dividends and Retirement of Series 22 Shares and Series 23 Shares”, the Bank may at any time purchase for cancellation any Series 22 Shares or Series 23 Shares at the lowest price or prices at which, in the opinion of the Bank, such shares are obtainable.

#### ***Rights on Liquidation***

In the event of the liquidation, dissolution or winding-up of the Bank, where a Trigger Event has not occurred, the holders of the Series 22 Shares and the Series 23 Shares will be entitled to receive a sum per share equal to \$25.00, together with the amount of declared and unpaid dividends to the date of payment, before any amount shall be paid or any assets of the Bank distributed to the holders of the Common Shares or other shares ranking junior to the Series 22 Shares and the Series 23 Shares. The holders of the Series 22 Shares and the Series 23 Shares will not be entitled to share in any further distribution of the property or assets of the Bank.

If a Trigger Event occurs, the rights on liquidation described above will not be relevant since all Series 22 Shares and Series 23 Shares will be converted into Common Shares which will rank on parity with all other issued and outstanding Common Shares. See “Risk Factors”.

#### ***Restrictions on Dividends and Retirement of Series 22 Shares and Series 23 Shares***

So long as any Series 22 Shares or Series 23 Shares are outstanding, the Bank will not, without the approval of the holders of the Series 22 Shares or the Series 23 Shares, as applicable, given as specified below under “— Issuance of Additional Series of Class A First Preferred Shares and Amendment of Series 22 Share or Series 23 Share Provisions”:

- (a) declare any dividend on the Common Shares or any other shares ranking junior to the Series 22 Shares or the Series 23 Shares (other than stock dividends on shares ranking junior to the Series 22 Shares or the Series 23 Shares); or
- (b) redeem, purchase or otherwise retire any Common Shares or any other shares ranking junior to the Series 22 Shares or the Series 23 Shares (except out of the net cash proceeds of a substantially concurrent issue of shares ranking junior to the Series 22 Shares or the Series 23 Shares); or
- (c) redeem, purchase or otherwise retire: (i) less than all the Series 22 Shares or the Series 23 Shares; or (ii) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching to any series of preferred shares of the Bank, any other shares ranking prior to or on a parity with the Series 22 Shares or the Series 23 Shares;

unless, in each case, all dividends on the Series 22 Shares or the Series 23 Shares, as applicable, up to and including those payable on the dividend payment date for the last completed period for which dividends shall be payable and in respect of which the rights of the holders thereof have not been extinguished, and all dividends then accrued on all other shares ranking prior to or on a parity with the Series 22 Shares or the Series 23 Shares, have been declared and paid or set apart for payment.

***Issuance of Additional Series of Class A First Preferred Shares and Amendment of Series 22 Share or Series 23 Share Provisions***

The Bank may not, without the prior approval of the holders of the Class A First Preferred Shares (in addition to such approvals as may be required by the Bank Act or any other legal requirement), (i) create or issue any shares ranking in priority to the Class A First Preferred Shares, or (ii) create or issue any additional series of Class A First Preferred Shares or any shares ranking pari passu with the Class A First Preferred Shares, unless at the date of such creation or issuance all cumulative dividends up to and including the last completed period for which such cumulative dividends shall be payable, shall have been declared and paid or set apart for payment in respect of each series of cumulative Class A First Preferred Shares then issued and outstanding and any declared and unpaid non-cumulative dividends shall have been paid or set apart for payment in respect of each series of non-cumulative Class A First Preferred Shares then issued and outstanding. Currently, there are no outstanding Class A First Preferred Shares which carry the right to cumulative dividends.

The provisions attaching to the Series 22 Shares and the Series 23 Shares may not be deleted or varied without such approval as may then be required by the Bank Act, subject to a minimum requirement for approval by at least two-thirds of the votes cast at a meeting of the holders of the Series 22 Shares or the Series 23 Shares, as applicable, duly called for the purpose or by the signature of the holders of at least two-thirds of the Series 22 Shares or the Series 23 Shares outstanding. In addition to the aforementioned approval, the Bank will not without, but may from time to time with, the prior approval of the Superintendent make any such deletion or variation which might affect the classification afforded to the Series 22 Shares or the Series 23 Shares from time to time for capital adequacy requirements pursuant to the Bank Act and the Regulations and Guidelines thereunder.

***Voting Rights***

The holders of the Series 22 Shares and the Series 23 Shares will not be entitled as such to receive notice of or to attend or to vote at any meeting of the shareholders of the Bank unless and until the first time at which the rights of such holders to any undeclared dividends have been extinguished as described under “— Certain Provisions of the Series 22 Shares as a Series — Dividends on Series 22 Shares” and “— Certain Provisions of the Series 23 Shares as a Series — Dividends on Series 23 Shares” above. In that event, the holders of the Series 22 Shares and the Series 23 Shares will be entitled to receive notice of, and to attend, all meetings of the shareholders at which directors are to be elected and will be entitled to one vote for each share held. The voting rights of the holders of the Series 22 Shares and the Series 23 Shares shall forthwith cease upon the first payment by the Bank of a dividend on the Series 22 Shares or the Series 23 Shares, as applicable, to which the holders are entitled subsequent to the time such voting rights arose. At such time as the rights of such holders to any undeclared dividends on the



Series 22 Shares or the Series 23 Shares have again been extinguished, such voting rights will become effective again and so on from time to time.

### ***Tax Election***

The Series 22 Shares and the Series 23 Shares will be “taxable preferred shares” as defined in the Tax Act for purposes of the tax under Part IV.1 of the Tax Act applicable to certain corporate holders of the Series 22 Shares and the Series 23 Shares. The terms of the Series 22 Shares and the Series 23 Shares require the Bank to make the necessary election under Part VI.1 of the Tax Act so that such corporate holders will not be subject to the tax under Part IV.1 of the Tax Act on dividends received (or deemed to be received) on the Series 22 Shares or the Series 23 Shares. See “Canadian Federal Income Tax Considerations”.

### ***Business Day***

If any action is required to be taken by the Bank on a day that is not a business day, then such action will be taken on or by the next succeeding day that is a business day.

### **Depository Services**

Except as otherwise provided below, the Series 22 Shares and the Series 23 Shares will be issued in “book-entry only” form and must be purchased, transferred, converted or redeemed through participants (“Participants”) in the depository service of CDS or its nominee. Each of the Underwriters is a Participant. On the closing of this offering, the Bank will cause a global certificate or certificates representing the Series 22 Shares to be delivered to, and registered in the name of, CDS or its nominee. Except as described below, no purchaser of Series 22 Shares or Series 23 Shares, as applicable, will be entitled to a certificate or other instrument from the Bank or CDS evidencing that purchaser’s ownership thereof, and no purchaser will be shown on the records maintained by CDS except through a book-entry account of a Participant acting on behalf of such purchaser. Each purchaser of Series 22 Shares or Series 23 Shares, as applicable, will receive a customer confirmation of purchase from the registered dealer from which the Series 22 Shares or the Series 23 Shares, as applicable, are purchased in accordance with the practices and procedures of that registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. CDS will be responsible for establishing and maintaining book-entry accounts for its Participants having interests in the Series 22 Shares or the Series 23 Shares, as applicable. Reference in this Prospectus Supplement to a holder of the Series 22 Shares or the Series 23 Shares, as applicable, means, unless the context otherwise requires, the owner of the beneficial interest in the Series 22 Shares or the Series 23 Shares, as applicable.

If the Bank determines, or CDS notifies the Bank in writing, that CDS is no longer willing or able to discharge properly its responsibilities as depository with respect to the Series 22 Shares or the Series 23 Shares, as applicable, and the Bank is unable to locate a qualified successor, or if the Bank at its option elects, or is required by law, to withdraw the Series 22 Shares or the Series 23 Shares, as applicable, from the book-entry system, then the Series 22 Shares or the Series 23 Shares, as applicable, will be issued in fully registered form to holders or their nominees.

### **Transfers**

Transfers of ownership in the Series 22 Shares or the Series 23 Shares, as applicable, will be effected only through records maintained by CDS for such Series 22 Shares or Series 23 Shares, as applicable, with respect to interests of Participants and on the records of Participants with respect to interests of holders other than Participants. The holders of the Series 22 Shares or the Series 23 Shares, as applicable, other than Participants, wishing to purchase, sell or otherwise transfer ownership of or other interests in the Series 22 Shares or the Series 23 Shares, as applicable, may do so only through Participants. The ability of a holder to pledge Series 22 Shares or Series 23 Shares, as applicable, or otherwise take action with respect to such holder’s interest in Series 22 Shares or Series 23 Shares, as applicable, (other than through a Participant) may be limited due to the lack of a physical certificate.

## **Payments and Deliveries**

Payments of dividends, if any, or other amounts in respect of Series 22 Shares or Series 23 Shares, as applicable, will be made by or on behalf of the Bank to CDS or its nominee, as the case may be, as the registered holder of the Series 22 Shares or the Series 23 Shares, as applicable, and the Bank understands that such payments will be forwarded by CDS or its nominee in the appropriate amounts to the relevant Participants in accordance with CDS procedures. Deliveries of shares in respect of the exercise of the conversion rights attached to the Series 22 Shares and the Series 23 Shares or the operation of the automatic conversion features of the Series 22 Shares and the Series 23 Shares will be made by or on behalf of the Bank to CDS or its nominee, as the case may be, as the registered holder of the Series 22 Shares or the Series 23 Shares, as applicable, and the Bank understands that such shares will be forwarded by CDS or its nominee in the appropriate amounts to the relevant Participants in accordance with CDS procedures. As long as CDS or its nominee is the sole registered holder of the Series 22 Shares or the Series 23 Shares, as applicable, CDS or its nominee will be considered the sole owner of the Series 22 Shares or the Series 23 Shares, as applicable, for purposes of receiving any payments or deliveries thereon and for all other purposes.

## **RATINGS**

The Series 22 Shares have been given a preliminary rating of “Pfd-2” with a Positive trend by DBRS Limited (“DBRS”), “P-2 and “BBB” by S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of S&P Global Canada Corp. (“S&P”), using S&P’s Canadian Scale for preferred shares and S&P’s global scale for preferred shares, respectively, and “Baa1 (hyb)” by Moody’s Investors Service, Inc. (“Moody’s”), a subsidiary of Moody’s Corporation.

A “Pfd-2” rating by DBRS is the second highest category granted by DBRS for preferred shares. A reference to “high” or “low” reflects the relative strength within the rating category. The absence of either a “high” or “low” designation indicates the rating is in the middle of the category. DBRS uses three categories of rating trends - “positive”, “stable” or “negative” - to provide guidance in respect of its opinion regarding the outlook for the rating of the issuer in question. The rating trend indicates the direction in which DBRS considers the Bank’s rating is headed should present tendencies continue. A “P-2” rating by S&P is the second highest of the eight categories used by S&P in its Canadian preferred share rating scale. The “BBB” rating by S&P is the third highest of nine categories used by S&P in its global preferred share scale. A “Baa” rating by Moody’s is the fourth highest of the nine categories used by Moody’s. Securities rated Baa by Moody’s are considered medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier “1” indicates that the obligation ranks in the higher end of the Baa rating category. A “(hyb)” indicator is appended to all ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms.

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. The credit ratings assigned to the Series 22 Shares may not reflect the potential impact of all risks on the value of the Series 22 Shares. A rating is therefore not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating agency.

## **BANK ACT RESTRICTIONS AND APPROVALS**

The Prospectus sets out a summary of the restrictions contained in the Bank Act concerning the declaration and payment of dividends. The Bank does not anticipate that such restrictions will prevent a declaration or payment of dividends on the Series 22 Shares or the Series 23 Shares, as applicable, in the normal course and the Superintendent has not made any direction to the Bank pursuant to the Bank Act regarding its capital or its liquidity.

## **CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of McCarthy Tétrault LLP, counsel to the Bank, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, the following is a summary of the principal Canadian federal income tax considerations generally applicable to a purchaser of Series 22 Shares pursuant to this Prospectus Supplement (a “Holder”) who,

for purposes of the Tax Act and at all relevant times, is resident or is deemed to be resident in Canada, deals at arm's length with the Bank and each Underwriter and is not affiliated with the Bank or any Underwriter, holds such Series 22 Shares and will hold any Series 23 Shares, New Preferred Shares and Common Shares as capital property and is not exempt from tax under Part I of the Tax Act. Generally, the Series 22 Shares, Series 23 Shares, New Preferred Shares and Common Shares will be considered to constitute capital property to a holder provided that the holder does not acquire or hold such shares in the course of carrying on a business of trading or dealing in securities or as part of an adventure or concern in the nature of trade. Certain holders who might not otherwise be considered to hold their Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares as capital property may, in certain circumstances, be entitled to have such shares and all of their other "Canadian securities", as defined in the Tax Act, owned by them in the taxation year of the election and any subsequent taxation year treated as capital property by making the irrevocable election permitted under subsection 39(4) of the Tax Act.

This summary is not applicable to a purchaser an interest in which is a "tax shelter investment" (as defined in the Tax Act), to a purchaser who has elected to determine its Canadian tax results in a currency (other than Canadian currency) that is a "functional currency" (as defined in the Tax Act), to a purchaser who is a "financial institution" (as defined in the Tax Act) for purposes of certain rules applicable to securities held by financial institutions (referred to as the "mark-to-market" rules) or a purchaser that enters into a "derivative forward agreement" (as defined in the Tax Act) with respect to, or that, under or part of a "dividend rental arrangement" (as defined in the Tax Act), received dividends on, Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares. Such purchasers should consult their own tax advisors. Furthermore, this summary is not applicable to a purchaser that is a "specified financial institution" (as defined in the Tax Act) that receives or is deemed to receive, alone or together with persons with whom it does not deal at arm's length, in the aggregate dividends in respect of more than 10% of the Series 22 Shares, New Preferred Shares or Series 23 Shares, as the case may be, outstanding at the time a dividend is (or is deemed to be) received. This summary also assumes that all issued and outstanding Series 22 Shares, Series 23 Shares and New Preferred Shares are listed on a designated stock exchange in Canada (as defined in the Tax Act, such as the TSX) at the time dividends are (or are deemed to be) paid or received on such shares.

This summary is based upon the current provisions of the Tax Act and the regulations issued thereunder in force as of the date hereof, all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals") and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") published in writing by the CRA prior to the date hereof. This summary is not exhaustive of all possible Canadian federal income tax considerations, and, except for the Tax Proposals, does not take into account or anticipate any changes in law or CRA administrative policies or assessing practices, whether by way of legislative, governmental or judicial decision or action, nor does it take into account or consider any other federal tax considerations or any provincial, territorial or foreign tax considerations, which may differ materially from those discussed herein. While this summary assumes that the Tax Proposals will be enacted in the form proposed, no assurance can be given that this will be the case, and no assurance can be given that judicial, legislative or administrative changes will not modify or change the statements below. Further, this summary is based upon statements made in this Prospectus Supplement.

**This summary is of a general nature only and is not, and is not intended to be, and should not be construed to be, legal or tax advice to any particular Holder and no representation with respect to the income tax consequences to any particular Holder is made. Prospective purchasers of Series 22 Shares should consult their own tax advisors with respect to the tax consequences of acquiring, holding and disposing of Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares having regard to their own particular circumstances.**

## **Dividends**

Dividends (including deemed dividends) received on the Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares by a Holder that is an individual (other than certain trusts) will be included in the individual's income and generally will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit rules applicable to any dividends designated by the Bank as eligible dividends in accordance with the

provisions of the Tax Act. Dividends (including deemed dividends) received on the Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares by a Holder that is a corporation will be included in computing its income and will generally be deductible in computing its taxable income. In some circumstances, all or part of a dividend or deemed dividend may be treated as proceeds of disposition or a gain of a corporate Holder from the disposition of a capital property and not as a dividend.

The Series 22 Shares, New Preferred Shares and Series 23 Shares will be “taxable preferred shares” as defined in the Tax Act for purposes of the tax under Part IV.1 of the Tax Act applicable to certain corporate Holders of the Series 22 Shares, New Preferred Shares and Series 23 Shares. The terms of the Series 22 Shares and the Series 23 Shares require the Bank to make the necessary election under Part VI.1 of the Tax Act so that such corporate Holders will not be subject to tax under Part IV.1 of the Tax Act on dividends received (or deemed to be received) on the Series 22 Shares and the Series 23 Shares, respectively.

A Holder that is a “private corporation”, as defined in the Tax Act, or any other Canadian resident corporation controlled, whether by reason of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay a refundable tax under Part IV of the Tax Act on dividends received (or deemed to be received) on the Series 22 Shares, Series 23 Shares, New Preferred Shares and Common Shares to the extent such dividends are deductible in computing its taxable income, respectively.

### **Dispositions**

A Holder who disposes of or is deemed to dispose of Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares (including on a redemption of the shares or other acquisition by the Bank, but not including a conversion) will generally realize a capital gain (or sustain a capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such shares to such Holder immediately before the disposition or deemed disposition. The amount of any deemed dividend arising on the redemption, acquisition or cancellation by the Bank of Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares (described below) generally will not be included in computing the proceeds of disposition to a Holder for purposes of computing the capital gain or capital loss arising on the disposition of such shares. See “Redemption” below. If the Holder is a corporation, any capital loss realized on a disposition or deemed disposition of Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares may in certain circumstances be reduced by the amount of any dividends, including deemed dividends, which have been received on such shares, or any shares which were converted or exchanged for such shares, to the extent and under circumstances prescribed by the Tax Act. Analogous rules apply to a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

### **Redemption**

If the Bank redeems for cash or otherwise acquires Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares, other than by a purchase in the manner in which shares are normally purchased by a member of the public in the open market or by reason of a conversion, the Holder will be deemed to have received a dividend equal to the amount, if any, paid by the Bank, including any redemption premium, in excess of the paid-up capital (as determined for purposes of the Tax Act) of such shares at such time. See “Dividends” above. Generally, the difference between the amount paid and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such shares. See “Dispositions” above.

### **Conversion**

The conversion of the Series 22 Shares into Series 23 Shares, New Preferred Shares or Common Shares and the conversion of Series 23 Shares into Series 22 Shares, New Preferred Shares or Common Shares will be deemed not to be a disposition of property and accordingly will not give rise to any capital gain or capital loss. The cost to a Holder of Series 23 Shares, Series 22 Shares, New Preferred Shares or Common Shares, as the case may be, received on the conversion will be deemed to be equal to the Holder’s adjusted cost base of the converted Series 22 Shares, Series 23 Shares or New Preferred Shares, as the case may be, immediately before the conversion. The

adjusted cost base of the Series 22 Shares, Series 23 Shares, New Preferred Shares or Common Shares, respectively, held by a Holder will be subject to the cost averaging rules in the Tax Act.

### **Taxation of Capital Gains and Capital Losses**

Generally, a Holder is required to include in computing its income for a taxation year one-half of the amount of any capital gain (a “taxable capital gain”) realized by the Holder in the year. Subject to and in accordance with the provisions of the Tax Act, a Holder is required to deduct one-half of the amount of any capital loss (an “allowable capital loss”) realized in a taxation year from taxable capital gains realized by the Holder in the year and allowable capital losses in a taxation year in excess of taxable capital gains in the taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years.

### **Additional Refundable Tax**

A Holder that is a Canadian-controlled private corporation (as defined in the Tax Act) may be liable to pay an additional refundable tax on certain investment income including amounts in respect of taxable capital gains.

### **Alternative Minimum Tax**

Capital gains realized and dividends received (or deemed to be received) by a Holder that is an individual (including certain trusts) may give rise to a liability for alternative minimum tax.

## **EARNINGS COVERAGE**

The Bank’s dividend requirements on all its outstanding preferred shares, after adjustment for new issues, including the issue of the Series 22 Shares, and retirement and adjusted to a before-tax equivalent using an effective tax rate of 23.1% for the twelve months ended October 31, 2018, amounted to \$302 million for the twelve months ended October 31, 2018. The Bank’s interest and dividend requirements on all subordinated notes and debentures, preferred shares and liabilities for capital trust securities, after adjustment for new issues and retirement, amounted to \$789.6 million for the twelve months ended October 31, 2018. The Bank’s reported net income, before interest on subordinated debt and liabilities for preferred shares and capital trust securities and income taxes was \$14,114 million for the twelve months ended October 31, 2018, which was 17.9 times the Bank’s aggregate dividend and interest requirement for this period.

On an adjusted basis, the Bank’s net income before interest on subordinated debt and liabilities for preferred shares and capital trust securities and income taxes for the twelve months ended October 31, 2018, was \$14,455 million, which was 18.3 times the Bank’s aggregate dividend and interest requirement for this period.

The Bank’s financial results are prepared in accordance with International Financial Reporting Standards (“IFRS”), the current generally accepted accounting principles (“GAAP”). The Bank refers to results prepared in accordance with IFRS as “reported” results. The Bank also utilizes non-GAAP financial measures referred to as “adjusted” results to assess each of its businesses and to measure overall Bank performance. To arrive at adjusted results, the Bank removes “items of note” from reported results. The items of note relate to items which management does not believe are indicative of underlying business performance. The Bank believes that adjusted results provide the reader with a better understanding of how management views the Bank’s performance. As explained, adjusted results are different from reported results determined in accordance with IFRS. Adjusted results, items of note, and related terms used herein are not defined terms under IFRS, and, therefore, may not be comparable to similar terms used by other issuers. Please refer to the “Financial Results Overview – How the Bank Reports” section of the Bank’s 2018 MD&A for a reconciliation between the Bank’s reported and adjusted results.

## **PLAN OF DISTRIBUTION**

Under an underwriting agreement (the “Underwriting Agreement”) dated as of January 21, 2019 between the Bank and TD Securities Inc. and the other underwriters whose names appear under the heading “Certificate of

the Underwriters” (together, the “Underwriters”), the Bank has agreed to sell and the Underwriters have severally agreed to purchase on January 28, 2019 or such later date as may be agreed upon, but not later than February 28, 2019, subject to the terms and conditions stated therein, all but not less than all of the 14,000,000 Series 22 Shares at a price of \$25.00 per share payable in cash to the Bank against delivery of such Series 22 Shares. The obligations of the Underwriters under the Underwriting Agreement may be terminated if there should occur conditions of national or international consequence which may seriously adversely affect the Canadian financial markets and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Series 22 Shares if any Series 22 Shares are purchased under the Underwriting Agreement.

The Underwriting Agreement provides that the Underwriters will be paid a fee equal to \$0.25 per share in respect of Series 22 Shares sold to certain institutions and \$0.75 per share in respect of all other Series 22 Shares sold, on account of underwriting services rendered in connection with this offering, which fees will be paid out of the general funds of the Bank.

The Underwriters may not, throughout the period of distribution, bid for or purchase the Series 22 Shares. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of the Series 22 Shares. These exceptions include a bid or purchase permitted under the Universal Market Integrity Rules administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market-making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. The Bank has been advised that, in connection with this offering and subject to the foregoing, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series 22 Shares at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The Underwriters propose to offer the Series 22 Shares initially at the offering price specified on the front cover of this Prospectus Supplement. After the Underwriters have made a reasonable effort to sell all of the Series 22 Shares at the price specified on the cover page, the offering price may be decreased and may be further changed from time to time to an amount not greater than that set out on the cover page.

The TSX has conditionally approved the listing of the Series 22 Shares, the Series 23 Shares and the underlying Common Shares that would be issued upon a Contingent Conversion subject to the Bank fulfilling all of the requirements of the TSX on or before April 18, 2019.

TD Securities Inc., one of the Underwriters, is a wholly-owned subsidiary of the Bank. By virtue of such ownership, the Bank is a related and connected issuer of TD Securities Inc. under applicable securities legislation. The decision to distribute the Series 22 Shares and the determination of the terms of the distribution were made through negotiations between the Bank on the one hand and the Underwriters on the other hand. TD Securities Inc. will not receive any benefit in connection with this offering, other than its share of the Underwriters’ fee payable by the Bank.

Under applicable securities laws, RBC Dominion Securities Inc. (“RBC Securities”) and Scotia Capital Inc. (“Scotia”) are independent underwriters in connection with this offering and are not related or connected to the Bank or to TD Securities Inc. In that capacity, RBC Securities and Scotia have participated with all other Underwriters in due diligence meetings relating to this Prospectus Supplement with the Bank and its representatives and each of RBC Securities and Scotia has reviewed this Prospectus Supplement and has had the opportunity to propose such changes to this Prospectus Supplement as it considered appropriate. In addition, RBC Securities and Scotia have participated, together with the other Underwriters, in the structuring and pricing of this offering.

## **RISK FACTORS**

An investment in the Series 22 Shares is subject to certain risks including those set out in the Prospectus and the following. From time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Series 22 Shares, the Series 23 Shares and the Common Shares for reasons unrelated to the Bank’s performance. Also, the financial markets are generally characterized by extensive interconnections among financial institutions. As such, financial difficulties experienced, or a perception in the marketplace of such

difficulties, by other financial institutions in Canada, the United States or other countries could adversely affect the Bank and the market price of the Series 22 Shares, the Series 23 Shares and the Common Shares. Additionally, the Series 22 Shares and the Common Shares are, and the Series 23 Shares will be, subject to market value fluctuations based upon factors which influence the Bank's operations, such as legislative or regulatory developments, competition, technological change and global capital market activity.

#### ***Automatic Conversion into Common Shares Upon a Trigger Event***

Upon the occurrence of a Trigger Event, an investment in the Series 22 Shares or the Series 23 Shares will automatically become an investment in fully-paid Common Shares without the consent of the holder. See "Details of the Offering — Certain Provisions Common to the Series 22 Shares and the Series 23 Shares — Conversion of Series 22 Shares or Series 23 Shares into Common Shares upon a Trigger Event". After a Contingent Conversion, a holder of Series 22 Shares or Series 23 Shares will no longer have any rights as a preferred shareholder of the Bank and will only have rights as a common shareholder. While the Series 22 Shares, the Series 23 Shares and the Common Shares are all equity capital of the Bank, the claims of holders of Series 22 Shares and Series 23 Shares have certain priority of payment over the claims of holders of Common Shares. Given the nature of a Trigger Event, a holder of Series 22 Shares or Series 23 Shares will become a holder of Common Shares at a time when the Bank's financial condition has deteriorated and, as such, the terms of the Series 22 Shares and Series 23 Shares with respect to priority and rights upon liquidation will not be relevant. If the Bank were to become insolvent or wound-up after the occurrence of a Trigger Event, the holders of the Common Shares may receive, if anything, substantially less than the holders of the Series 22 Shares or the Series 23 Shares might have received had the Series 22 Shares or the Series 23 Shares not been converted into Common Shares. A Contingent Conversion may also occur at a time when a federal or provincial government or other government agency in Canada has provided, or will provide, a capital injection or equivalent support, the terms of which may rank in priority to the Common Shares with respect to the payment of dividends, rights on liquidation or other terms.

#### ***A Trigger Event Involves a Subjective Determination Outside the Bank's Control***

The decision as to whether a Trigger Event will occur is a subjective determination by the Superintendent that the Bank has ceased, or is about to cease, to be viable and that the conversion of all contingent instruments is reasonably likely, taking into account any other factors or circumstances that are considered relevant or appropriate by the Superintendent, to restore or maintain the viability of the Bank. See the definition of Trigger Event under "Details of the Offering — Certain Provisions Common to the Series 22 Shares and the Series 23 Shares — Definition of Terms".

OSFI has stated that the Superintendent will consult with the Canada Deposit Insurance Corporation, the Bank of Canada, the Department of Finance and the Financial Consumer Agency of Canada prior to making a determination as to the non-viability of a financial institution. The conversion of contingent instruments alone may not be sufficient to restore an institution to viability and other public sector interventions, including liquidity assistance, could be required along with the conversion of contingent instruments to maintain an institution as a going concern.

In assessing whether the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments, it is reasonably likely that the viability of the Bank will be restored or maintained, OSFI has stated that the Superintendent will consider, in consultation with the authorities referred to above, all relevant facts and circumstances. Those facts and circumstances could include, in addition to other public sector interventions, a consideration of whether, among other things:

- the assets of the Bank are, in the opinion of the Superintendent, sufficient to provide adequate protection to the Bank's depositors and creditors;
- the Bank has lost the confidence of depositors or other creditors and the public (for example, ongoing increased difficulty in obtaining or rolling over short-term funding);

- the Bank’s regulatory capital has, in the opinion of the Superintendent, reached a level, or is eroding in a manner, that may detrimentally affect its depositors and creditors;
- the Bank has failed to pay any liability that has become due and payable or, in the opinion of the Superintendent, the Bank will not be able to pay its liabilities as they become due and payable;
- the Bank has failed to comply with an order of the Superintendent to increase its capital;
- in the opinion of the Superintendent, any other state of affairs exists in respect of the Bank that may be materially prejudicial to the interests of the Bank’s depositors or creditors or the owners of any assets under the Bank’s administration; and
- the Bank is unable to recapitalize on its own through the issuance of Common Shares or other forms of regulatory capital (for example, no suitable investor or group of investors exists that is willing or capable of investing in sufficient quantity and on terms that will restore the Bank’s viability, nor is there any reasonable prospect of such an investor emerging in the near-term in the absence of conversion of contingent instruments).

If a Contingent Conversion occurs, then the interests of the Bank’s depositors, other creditors of the Bank, and holders of the Bank’s securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Series 22 Shares and the Series 23 Shares. The Superintendent retains full discretion to choose not to trigger non-viable contingent capital notwithstanding a determination that the Bank has ceased, or is about to cease, to be viable. Under such circumstances, the holders of the Series 22 Shares and the Series 23 Shares could be exposed to losses through the use of other resolution tools or in liquidation.

***Number and Value of Common Shares to be Received on Contingent Conversion is Variable***

The number of Common Shares to be received for each Series 22 Share and each Series 23 Share upon a Contingent Conversion is calculated by reference to the prevailing market price of Common Shares immediately prior to a Trigger Event, subject to the Floor Price. See “Details of the Offering — Certain Provisions Common to the Series 22 Shares and the Series 23 Shares — Conversion of Series 22 Shares or Series 23 Shares into Common Shares upon a Trigger Event”. If there is a Contingent Conversion at a time when the market price of the Common Shares is below the Floor Price, investors will receive Common Shares with an aggregate market price less than the Share Value. Investors may also receive Common Shares with an aggregate market price less than the prevailing market price of the Series 22 Shares or the Series 23 Shares being converted if such shares are trading at a price above the Share Value.

The Bank is expected to have outstanding from time to time other preferred shares and subordinated debt that will automatically convert into Common Shares upon a Trigger Event. In the case of such subordinated debt, the number of Common Shares to be received on conversion will be calculated by reference to the principal amount of such debt, together with accrued and unpaid interest and, in order to take into account the priority of claims in liquidation, holders of subordinated debt are expected to receive economic entitlements which are more favourable than preferred shareholders. Other preferred shares or subordinated debt that are convertible into Common Shares upon a Trigger Event may also use a lower effective floor price (e.g. including using a different multiplier) than that applicable to the Series 22 Shares and the Series 23 Shares to determine the maximum number of Common Shares to be issued to holders of such instruments upon a Contingent Conversion. Accordingly, holders of the Series 22 Shares and the Series 23 Shares will receive Common Shares pursuant to a Contingent Conversion at a time when other preferred shares and subordinated debt are converted into Common Shares, possibly at a conversion rate that is more favourable to the holders of such instruments than the rate applicable to the Series 22 Shares and the Series 23 Shares, thereby causing substantial dilution to holders of Common Shares and the holders of the Series 22 Shares and the Series 23 Shares, who will become holders of Common Shares upon the Trigger Event.



### ***Common Shares Received on a Contingent Conversion Could be Subject to Further Dilution***

In the circumstances surrounding a Trigger Event, the Superintendent or other governmental authorities or agencies may also require other steps to be taken to restore or maintain the viability of the Bank under Canadian bank resolution powers, such as the injection of new capital and the issuance of additional Common Shares or other securities, including pursuant to a Bail-In Conversion (as defined in the Prospectus). Accordingly, holders of the Series 22 Shares and the Series 23 Shares will receive Common Shares pursuant to a Contingent Conversion at a time when debt obligations of the Bank may be converted into Common Shares, at a conversion rate that is more favourable to the holders of such obligations than the rate applicable to the Series 22 Shares and the Series 23 Shares, and additional Common Shares or other securities ranking in priority to the Common Shares may be issued, thereby causing substantial dilution to holders of Common Shares and the holders of the Series 22 Shares and the Series 23 Shares, who will become holders of Common Shares upon the Trigger Event.

### ***Circumstances Surrounding Contingent Conversion and Effect on Market Price***

The occurrence of a Trigger Event is subject to a subjective determination by the Superintendent that the conversion of all contingent instruments is reasonably likely to restore or maintain the viability of the Bank. See the definition of Trigger Event under “Details of the Offering — Certain Provisions Common to the Series 22 Shares and the Series 23 Shares — Definition of Terms”. As a result, a Contingent Conversion may occur in circumstances that are beyond the control of the Bank. Also, even in circumstances where the market expects a Contingent Conversion to occur, the Superintendent may choose not to take that action. Because of the inherent uncertainty regarding the determination of when a Contingent Conversion may occur, it will be difficult to predict, when, if at all, the Series 22 Shares or the Series 23 Shares will be mandatorily converted into Common Shares. Accordingly, trading behavior in respect of the Series 22 Shares or the Series 23 Shares is not necessarily expected to follow trading behavior associated with other types of convertible or exchangeable securities. Any indication, whether real or perceived, that the Bank is trending towards a Trigger Event can be expected to have an adverse effect on the market price of the Series 22 Shares, the Series 23 Shares and the Common Shares, whether or not such Trigger Event actually occurs.

### ***Credit Ratings***

Real or anticipated changes in credit ratings on the Series 22 Shares or the Series 23 Shares may affect the market value of the Series 22 Shares and the Series 23 Shares, respectively. In addition, real or anticipated changes in credit ratings can affect the cost at which the Bank can transact or obtain funding, and thereby affect its liquidity, business, financial condition or results of operation.

### ***Rankings on Insolvency or Winding-Up***

The Series 22 Shares and the Series 23 Shares are equity capital of the Bank which, provided such shares have not been converted into Common Shares upon a Trigger Event, rank equally with other Class A First Preferred Shares in the event of an insolvency or winding-up of the Bank. If the Bank becomes insolvent or is wound-up, the Bank’s assets must be used to pay deposit liabilities and other debt, including subordinated debt, before payments may be made on the Series 22 Shares, the Series 23 Shares, the other Class A First Preferred Shares and the Common Shares.

Upon a Contingent Conversion of the Series 22 Shares or the Series 23 Shares, the terms of such shares with respect to priority and rights upon liquidation will not be relevant as such securities will have been converted to Common Shares ranking on parity with all other outstanding Common Shares. If the Bank were to become insolvent or wound-up after the occurrence of a Trigger Event, the holders of the Common Shares may receive, if anything, substantially less than the holders of the Series 22 Shares or the Series 23 Shares might have received had the Series 22 Shares or the Series 23 Shares not been converted into Common Shares.

### ***Market Value Fluctuations***

Prevailing yields on similar securities will also affect the market value of the Series 22 Shares and the Series 23 Shares.

### ***Reset of Dividend Rate***

After the Initial Fixed Rate Period, the dividend rate in respect of the Series 22 Shares and the Series 23 Shares will reset every five years and quarterly, respectively. In each case, the new dividend rate is unlikely to be the same as, and may be lower than, the dividend rate for the applicable preceding dividend period.

### ***No Fixed Maturity Date***

The Series 22 Shares and the Series 23 Shares do not have a fixed maturity date and are not redeemable at the option of the holders of the Series 22 Shares or the Series 23 Shares, as applicable. The ability of a holder to liquidate its holdings of Series 22 Shares or Series 23 Shares, as applicable, may be limited.

### ***Automatic Conversion into Series 23 Shares or Series 22 Shares***

An investment in the Series 22 Shares or the Series 23 Shares may become an investment in Series 23 Shares or Series 22 Shares, respectively, without the consent of the holder in the event of an automatic conversion in the circumstances described under “Details of the Offering — Certain Provisions of the Series 22 Shares as a Series — Conversion of Series 22 Shares into Series 23 Shares” and “Details of the Offering — Certain Provisions of the Series 23 Shares as a Series — Conversion of Series 23 Shares into Series 22 Shares” above. Upon the automatic conversion of the Series 22 Shares into Series 23 Shares, the dividend rate on the Series 23 Shares will be a floating rate that is adjusted quarterly by reference to the T-Bill Rate which may vary from time to time while, upon the automatic conversion of the Series 23 Shares into Series 22 Shares, the dividend rate on the Series 22 Shares will be, for each five-year period, a fixed rate that is determined by reference to the Government of Canada Yield on the 30<sup>th</sup> day prior to the first day of each such five-year period. In addition, holders may be prevented from converting their Series 22 Shares into Series 23 Shares, and vice versa, in certain circumstances. See “Details of the Offering — Certain Provisions of the Series 22 Shares as a Series — Conversion of Series 22 Shares into Series 23 Shares” and “Details of the Offering — Certain Provisions of the Series 23 Shares as a Series — Conversion of Series 23 Shares into Series 22 Shares”.

### ***Bank Recapitalization “Bail-In” Regime***

Holders of the Bank’s subordinated notes, preferred shares (including the Series 22 Shares and the Series 23 Shares) and Common Shares, including upon a Contingent Conversion of the Series 22 Shares or the Series 23 Shares, who receive Common Shares following the occurrence of a Trigger Event, may sustain substantial dilution following a Bail-In Conversion including, in the case of holders of subordinated notes or preferred shares, including the Series 22 Shares or the Series 23 Shares, if the conversion rate of other securities is more favourable to the holders of such securities than the rate applicable to holders of subordinated notes or preferred shares. The Bail-In Regulations (as defined in the Prospectus) prescribe that holders of bail-in eligible instruments that are subject to a Bail-In Conversion must receive more Common Shares per dollar amount converted than holders of any subordinate ranking bail-in eligible instruments or NVCC instruments converted.

In addition, the bail-in regime could adversely affect the Bank’s cost of funding. See “Recent Developments” in the Prospectus.

## **USE OF PROCEEDS**

The net proceeds to the Bank from the sale of the Series 22 Shares, after deducting expenses of issue, will be used for general corporate purposes of the Bank.

## **LEGAL MATTERS**

In connection with the issue and sale of the Series 22 Shares, certain legal matters will be passed upon on behalf of the Bank by McCarthy Tétrault LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP. As of the date hereof, partners, counsel and associates of McCarthy Tétrault LLP and Fasken Martineau DuMoulin LLP, respectively, as a group, beneficially own, directly or indirectly, less than one percent of any securities of the Bank or any associates or affiliates of the Bank.

### **TRANSFER AGENT AND REGISTRAR**

AST Trust Company (Canada), is a transfer agent and registrar for the Series 22 Shares and the Series 23 Shares and is the transfer agent and registrar for each outstanding series of Class A First Preferred Shares and the Common Shares.

### **PURCHASERS' STATUTORY RIGHTS**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

**CERTIFICATE OF THE UNDERWRITERS**

Dated: January 21, 2019

To the best of our knowledge, information and belief, the short form base shelf prospectus dated December 28, 2018, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

**TD SECURITIES INC.**

By: (signed) R. Geoff Bertram

**RBC DOMINION SECURITIES INC.**

By: (signed) John Bylaard

**SCOTIA CAPITAL INC.**

By: (signed) David Garg

**BMO NESBITT BURNS INC.**

By: (signed) Bradley J. Hardie

**CIBC WORLD MARKETS INC.**

By: (signed) Shannan Levere

**NATIONAL BANK FINANCIAL INC.**

By: (signed) Maude Leblond

**DESJARDINS SECURITIES INC.**

By: (signed) William Tebbutt

**BFIN SECURITIES LP**

By: (signed) Mark Murski

**CANACCORD  
GENUITY CORP.**

By: (signed) Michael Shuh

**INDUSTRIAL  
ALLIANCE  
SECURITIES INC.**

By: (signed) Fred Westra

**LAURENTIAN BANK  
SECURITIES INC.**

By: (signed) Michel Richard

**MANULIFE SECURITIES  
INCORPORATED**

By: (signed) David MacLeod

**RAYMOND JAMES LTD.**

By: (signed) Sean C. Martin

**GMP SECURITIES L.P.**

By: (signed) Harris Fricker