

## FINAL TERMS

Final Terms dated July 17, 2019



### THE TORONTO-DOMINION BANK *(a Canadian chartered bank)*

Legal Entity Identifier (LEI): PT3QB789TSUIDF371261

Issue of € 1,250,000,000 0.10% Series CBL28 Covered Bonds due July 19, 2027  
under the

**CAD 55,000,000,000**

**Global Legislative Covered Bond Programme  
unconditionally and irrevocably guaranteed as to payments by  
TD COVERED BOND (LEGISLATIVE) GUARANTOR  
LIMITED PARTNERSHIP**

#### **PROHIBITION OF SALES TO EEA RETAIL INVESTORS.**

The Covered Bonds are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended) (“**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended or superseded (the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“CMHC”) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.**

**THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR THE SECURITIES LAWS OR “BLUE SKY” LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND, ACCORDINGLY, MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.**

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** - Solely for the purposes of each manufacturers’ product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market

assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

The Guarantor is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a "covered fund" for purposes of regulations adopted under Section 13 of the U.S. Bank Holding Company Act of 1956, as amended, commonly known as the "Volcker Rule." In reaching this conclusion, although other statutory or regulatory exemptions under the U.S. Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the U.S. Investment Company Act of 1940, as amended. See "*Certain Volcker Rule Considerations*" in the Prospectus dated July 5, 2019.

## PART A-CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Prospectus dated July 5, 2019 (the "**Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive as implemented in the United Kingdom and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus, together with these Final Terms and all documents incorporated by reference therein, is available for viewing at, and copies may be obtained from the registered office of the Issuer at 21st Floor, TD Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1A2, Canada and at the office of the Issuing and Paying Agent, Citibank, N.A., acting through its London Branch, Citigroup Centre 2, 25 Canada Square, Canary Wharf, London E14 5LB, United Kingdom, and can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name "Toronto-Dominion Bank" and the headline "Publication of Prospectus".

1.	(i)	Issuer:	The Toronto-Dominion Bank (the " <b>Bank</b> ")
	(ii)	Branch:	Main Toronto Branch located at the Executive Offices at the address indicated at the back of the Prospectus
	(iii)	Guarantor:	TD Covered Bond (Legislative) Guarantor Limited Partnership
2.	(i)	Series Number:	CBL28
	(ii)	Tranche Number:	1
	(iii)	Date on which the Covered Bonds become fungible:	Not Applicable.
3.		Specified Currency or Currencies: (Condition 1.10)	Euro (" <b>EUR</b> ")
4.		Aggregate Principal Amount of Covered Bonds admitted to trading:	
	(i)	Series:	EUR 1,250,000,000
	(ii)	Tranche:	EUR 1,250,000,000
5.		Issue Price:	99.944 per cent. of the Aggregate Principal Amount
6.	(i)	Specified Denominations: (Condition 1.08 or 1.09)	Minimum denomination of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof
	(ii)	Calculation Amount	EUR 1,000
7.	(i)	Issue Date:	July 19, 2019
	(ii)	Interest Commencement Date:	Issue Date

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| 8.  | (i)  | Final Maturity Date:   | July 19, 2027   |
|     | (ii) | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | July 19, 2028   |
| 9.  |      | Interest Basis:  | 0.10 per cent. per annum Fixed Rate from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date (see further particulars in Paragraph 14 below).<br>If applicable in accordance with item 15 below, 1-month EURIBOR plus 0.16 per cent. per annum. Floating Rate from (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date, subject to a minimum interest rate of 0.00 per cent. (further particulars specified in item 15 below). |
| 10. |      | Redemption/Payment Basis:  | Redemption at par   |
| 11. |      | Change of Interest Basis:  | Applicable if and only to the extent that item 15 below applies to the Covered Bonds  |
| 12. |      | Put/Call Options:  | Not Applicable  |
| 13. |      | Date of Board approval for issuance of Covered Bonds obtained:   | Not Applicable  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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| 14. |        | Fixed Rate Covered Bond Provisions:   | Applicable from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date.  |
|     |        | (Condition 5.02)  |   |
|     | (i)    | Rate of Interest:   | 0.10 per cent. per annum payable annually in arrear on each Interest Payment Date commencing July 19, 2020  |
|     | (ii)   | Interest Payment Date(s):   | July 19 in each year adjusted for payment date purposes only in accordance with the Business Day Convention up to and including the Final Maturity Date |
|     | (iii)  | Business Day Convention:  | Following Business Day Convention   |
|     | (iv)   | Business Centres:   | Toronto, London and a TARGET 2 Business Day   |
|     | (v)    | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent): | Not Applicable  |
|     | (vi)   | Fixed Coupon Amount:  | EUR 1.00 per Calculation Amount   |
|     | (vii)  | Broken Amount(s):   | Not Applicable  |
|     | (viii) | Day Count Fraction:   | Actual/Actual (ICMA)  |
|     | (ix)   | Determination Dates:  | July 19 in each year  |

15.	Floating Rate Covered Bond Provisions: (Condition 5.03)	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date to the extent payment of the Final Redemption Amount is deferred until the Extended Due for Payment Date in accordance with Condition 6.01.
	(i) Specified Period(s):	Not Applicable
	(ii) Specified Interest Payment Dates:	The date falling on or nearest to the 19th day of each month from but excluding the Final Maturity Date to and including the Extended Due for Payment Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in (iii) below.
	(iii) Business Day Convention:	Modified Following Business Day Convention
	(iv) Business Centre(s):	Toronto, London and a TARGET2 Business Day
	(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent):	Not Applicable
	(vii) Screen Rate Determination:	Applicable
	– Reference Rate:	1 - month EURIBOR
	– Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of each Interest Period
	– Relevant Screen Page:	Reuters EURIBOR01
	– Relevant Time:	11:00 a.m. (Central European Time)
	– Reference Banks:	Not Applicable
	– Principal Financial Centre:	Not Applicable
	– Observation Look-Back Period:	Not Applicable
	(viii) ISDA Determination:	Not Applicable
	(ix) Margin(s):	+ 0.16 per cent. per annum
	(x) Linear Interpolation (Condition 5.10)	Not Applicable
	(xi) Minimum Interest Rate: (Condition 5.05)	0.00 per cent. per annum
	(xii) Maximum Interest Rate: (Condition 5.05)	Not Applicable
	(xiii) Day Count Fraction:	Actual/360
16.	Zero Coupon Covered Bond Provisions: (Condition 5.11)	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17.	Call Option (Condition 6.03)	Not Applicable
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| 18. | Put Option<br>(Condition 6.06)   | Not Applicable  |
| 19. | Final Redemption Amount of each Covered Bond   | EUR 1,000 per Calculation Amount  |
| 20. | Early Redemption Amount:<br><br>Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default and/or the method of calculating the same<br>(Conditions 6.02, 6.13 or 7)<br>Early Redemption Amount includes amount in respect of accrued interest: | EUR 1,000 per Calculation Amount<br><br><br><br><br>No: together with the Early Redemption Amount, accrued interest shall also be paid. |

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

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| 21. | Form of the Covered Bonds:  | Registered Covered Bonds:<br><br>Regulation S Global Covered Bond registered in the name of a nominee for a common safekeeper for Euroclear and/or Clearstream, Luxembourg (that is, held under the NSS) and exchangeable only after an Exchange Event |
| 22. | New Global Covered Bond:  | No   |
| 23. | Financial Centre(s) or other special provisions relating to payment dates:  | Toronto, London and a TARGET2 Business Day   |
| 24. | Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature):<br>(Condition 1.06) | No   |
| 25. | Details relating to Instalment Covered Bonds: amount of each instalment date on which each payment is to be made<br>(Condition 6.12)          | (i) Instalment Amount(s): Not applicable<br>(ii) Instalment Date(s): Not applicable  |

**THIRD PARTY INFORMATION**

Not Applicable.

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Signed on behalf of the Issuer:

Signed on behalf of the Managing GP for and on behalf  
of the Guarantor:

By: "Brooke Hales"  
Duly authorized

By: "Brooke Hales"  
Duly authorized

## PART B-OTHER INFORMATION

### 1. LISTING

- (i) Listing/Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to the Official List of the FCA and to trading on London Stock Exchange's Market with effect from July 19, 2019.
- (ii) Estimate of total expenses related to admission to trading: £4,560

### 2. RATINGS

The Covered Bonds to be issued are expected to be rated:

Ratings:

Moody's: Aaa

DBRS: AAA

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale and Transfer and Selling Restrictions", so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Issuer, the Guarantor and their affiliates.

### 4. FIXED RATE COVERED BONDS ONLY—YIELD

Indication of yield based on the Issue Price: 0.107 per cent. per annum.

### 5. DISTRIBUTION

- (i) US Selling Restrictions: Regulation S compliance Category 2; TEFRA rules not applicable; Not Rule 144A eligible.
- (ii) Additional Selling Restrictions: The Covered Bonds may not be offered, sold or distributed, directly or indirectly, in Canada or to or for the benefit of, any resident in Canada.
- (iii) Prohibition of Sales to EEA Retail Investors: Applicable

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2028803984
- (ii) Common Code: 202880398
- (iii) CFI: DAFNFR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

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| (iv)   | FISN:  | THE TORONTO-DOM/1EMTN 20270719, as updated, as set out on the website of ANNA or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.  |
| (v)    | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking SA, DTC, or CDS their addresses and the relevant identification number(s): | Not Applicable   |
| (vi)   | Delivery:  | Delivery against payment   |
| (vii)  | Name(s) and address(es) of additional or substitute Paying Agent(s) or Transfer Agent(s):  | Not Applicable   |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation “yes” simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Covered Bonds will be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

7. **USE OF PROCEEDS**

As specified in the Prospectus.

8. **UNITED STATES TAX CONSIDERATIONS**

Not applicable.