

## FINAL TERMS

Final Terms dated January 8, 2016



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

Issue of € 1,000,000,000 0.375 per cent. Series CBL10 Covered Bonds due January 12, 2021  
under the

**CAD 40,000,000,000**

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

**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 ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.**

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 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 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) of the Investment Company Act of 1940, as amended. See “Certain Investment Company Act Considerations” in the Prospectus dated July 14, 2015.

### **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 14 July 2015, as supplemented by (i) the 1<sup>st</sup> supplementary prospectus dated 28 August 2015 and (ii) the 2<sup>nd</sup> supplementary prospectus dated 4 December 2015, which together constitute a base prospectus (collectively, the “**Prospectus**”) for the purposes of the Directive 2003/71/EC, as amended, including by Directive 2010/73/EU, and includes any relevant implementing measures in each Relevant Member State (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, the Guarantor 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 21<sup>st</sup> 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 “**Bank**”)
  - (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: CBL10
  - (ii) Tranche Number: 1
  - (iii) Date on which the Covered Bonds become fungible: Not Applicable
3. Specified Currency or Currencies: (Condition 1.10) Euro (**EUR**)
4. Aggregate Principal Amount of Covered Bonds admitted to trading:
  - (i) Series: EUR 1,000,000,000
  - (ii) Tranche: EUR 1,000,000,000
5. Issue Price: 99.527 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 up to and including EUR 199,000. No Covered Bonds in definitive form will be issued with a denomination above EUR 199,000.
  - (ii) Calculation Amount: EUR 1,000
7.
  - (i) Issue Date: January 12, 2016
  - (ii) Interest Commencement Date: Issue Date
8.
  - (i) Final Maturity Date: January 12, 2021
  - (ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: January 12, 2022
9. Interest Basis: 0.375 per cent. per annum Fixed Rate from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date.  
  
If applicable in accordance with Paragraph 15 below, 1-month EURIBOR plus 0.20 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**

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:	0.375 per cent. per annum payable annually in arrears on each Interest Payment Date.
	(ii) Interest Payment Date(s):	January 12 <sup>th</sup> in each year up to and including the Final Maturity Date, commencing January 12, 2017.
	(iii) Business Day Convention:	Not Applicable
	(iv) Fixed Coupon Amount:	EUR 3.75 per Calculation Amount
	(v) Broken Amount(s):	Not Applicable
	(vi) Day Count Fraction:	Actual/Actual (ICMA)
	(vii) Determination Dates:	January 12 <sup>th</sup> in each year
15.	Floating Rate Covered Bond Provisions:	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.
	(Condition 5.03)	
	(i) Specified Period(s):	Not Applicable
	(ii) Specified Interest Payment Dates:	The date falling on or nearest to the 12 <sup>th</sup> 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	Not Applicable

Paying Agent):

- |        |  |   |
|--------|--|---|
| (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  |
| (viii) | ISDA Determination:                        | Not Applicable  |
| (ix)   | Margin(s):                                 | + 0.20 per cent. per annum  |
| (x)    | Linear Interpolation<br>(Condition 5.10)   | Not Applicable  |
| (xi)   | Minimum Interest Rate:<br>(Condition 5.05) | 0.00 per cent. per annum  |
| (xii)  | Maximum Interest Rate:<br>(Condition 5.05) | Not Applicable  |
| (xiii) | Day Count Fraction:                        | Actual/360  |

16. Zero Coupon Covered Bond Provisions: Not Applicable  
(Condition 5.11)

#### **PROVISIONS RELATING TO REDEMPTION**

17. Call Option Not Applicable  
(Condition 6.03)

18. Put Option Not Applicable  
(Condition 6.06)

19. Final Redemption Amount of each Covered Bond EUR 1,000 per Calculation Amount

20. Early Redemption Amount:
- |   |   |
|---|---|
| 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) | EUR 1,000 per Calculation Amount  |
| Early Redemption Amount includes amount in respect of accrued interest:   | No: together with the Early Redemption Amount, accrued interest shall also be paid. |

#### **GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

21. Form of the Covered Bonds: Registered Covered Bonds:

- 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): (Condition 1.06) No
25. Details relating to Instalment Covered Bonds: amount of each instalment date on which each payment is to be made (Condition 6.12) (i) Instalment Amount(s): Not applicable (ii) Instalment Date(s): Not applicable

### **THIRD PARTY INFORMATION**

Not Applicable.

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Signed on behalf of the Issuer:

By: Wegj  
Duly authorized

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

By: Wegj  
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 UK Listing Authority and to trading on London Stock Exchange's Market with effect from January 12, 2016. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,650  |

### 2. RATINGS

The Covered Bonds to be issued have been 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:	0.471 per cent. per annum.
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### 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. |

### 6. OPERATIONAL INFORMATION

- |       |  |                |
|-------|--|----------------|
| (i)   | ISIN Code:   | XS1342818470   |
| (ii)  | Common Code:   | 134281847      |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking Société Anonyme or DTC, their addresses and the relevant identification number(s): | Not Applicable |

- (iv) Delivery: Delivery against payment
- (v) Name(s) and address(es) of additional or substitute Paying Agent(s) or Transfer Agent(s): Not Applicable