2nd COMBINED SUPPLEMENTARY PROSPECTUS DATED 25 SEPTEMBER 2024 TO THE BASE PROSPECTUSES REFERRED TO BELOW



THE TORONTO-DOMINION BANK

(a Canadian chartered bank)

This supplement (the "**Supplement**") has been prepared in connection with the base prospectus dated 28 June 2024, as supplemented by the first combined supplementary prospectus dated 27 August 2024 (the "**CB Prospectus**"), in relation to the CAD 100,000,000,000 Global Legislative Covered Bond Programme (the "**CB Programme**") of The Toronto-Dominion Bank (the "**Bank**" or the "**Issuer**"), unconditionally and irrevocably guaranteed as to payments by TD Covered Bond (Legislative) Guarantor Limited Partnership (the "**Guarantor**") and the base prospectus dated 31 July 2024, as supplemented by the first combined supplementary prospectus dated 27 August 2024 and as further supplemented by the first GMTN supplementary prospectus dated 30 August 2024 (the "**GMTN Prospectus**", and together with the CB Prospectus, the "**Base Prospectuses**"), and admission particulars dated 31 July 2024, as supplemented by the first combined supplementary prospectus dated 27 August 2024 and as further supplemented by the first GMTN supplementary prospectus dated 30 August 2024 (the "**Admission Particulars**") each in relation to the USD 40,000,000,000 Global Medium Term Note Programme (the "**GMTN Programme**") of the Bank. Each of the Base Prospectuses constitutes a base prospectus under Article 8 of Regulation (EU) 2017/1129, as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK Prospectus Regulation**"). This Supplement constitutes a supplementary prospectus in respect of each of the Base Prospectuses for the purposes of Article 23 of the UK Prospectus Regulation and supplementary admission particulars in respect of the Admission Particulars for the purposes of the rulebook of the International Securities Market of the London Stock Exchange (the "**ISM Rulebook**").

Terms defined in each of the Base Prospectuses have the same meanings when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, each of the Base Prospectuses. This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation, as a supplement to each of the Base Prospectuses.

The Bank and, in relation only to information in this Supplement relating to the CB Prospectus, the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of the Bank and the Guarantor, as applicable, the information contained in this Supplement is in accordance with the facts and this Supplement contains no omission likely to affect its import.

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 THIS SUPPLEMENT. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

The purpose of this Supplement is to:

(I) incorporate by reference in each of the Base Prospectuses and the Admission Particulars the Material Change Report of the Issuer (as defined below) in respect of upcoming executive officer changes; and

(II) add a new statement in respect of upcoming executive officer changes in the section of each of the Base Prospectuses and Admission Particulars entitled "*General Information*".

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectuses and the Admission Particulars which may affect the assessment of (i) Covered Bonds issued under the CB Programme has arisen or been noted since the publication of the first combined supplementary prospectus dated 27 August 2024 or (ii) Notes issued under the GMTN Programme has arisen or been noted, since the publication of the first GMTN supplementary prospectus dated 30 August 2024.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into either of the Base Prospectuses and the Admission Particulars by this Supplement and (b) any other statement in, or incorporated by reference in, either of the Base Prospectuses and the Admission Particulars, the statements in (a) above will prevail.

I. By virtue of this Supplement each of the Base Prospectuses and the Admission Particulars shall be supplemented as follows:

Document Incorporated by Reference

The following document which has previously been published by the Bank or is published simultaneously with this Supplement and as at the date of this Supplement has been approved by or filed with the FCA is hereby incorporated by reference in, and forms part of each of the Base Prospectuses and the Admission Particulars:

(a) the material change report of the Issuer dated 19 September 2024 (the "**Material Change Report**") in respect of upcoming executive officer changes.

II. By virtue of this Supplement the section entitled "*General Information*" in each of the Base Prospectuses and the Admission Particulars shall be supplemented as follows:

(a) The following new paragraph is added as a new final paragraph in each of the Base Prospectuses and the Admission Particulars:

"On 19 September 2024, TD announced that TD Bank Group President and Chief Executive Officer, Bharat Masrani, announced his intention to retire on 10 April 2025. In line with TD Bank Group's succession plan, the Board of Directors announced that Raymond Chun, Group Head, Canadian Personal Banking will be appointed to the Board of Directors and become Chief Operating Officer, TD Bank Group, reporting to Mr. Masrani, effective 1 November 2024, with responsibility for all of TD's lines of business. The Board also announced its intention that Mr. Chun will become Group President and Chief Executive Officer, TD Bank Group, 10 April 2025, at the Bank's next Annual Meeting of Shareholders. Following his retirement as CEO, Bharat Masrani will continue to serve as an advisor to the Bank until 31 October 2025."

A copy of the Material Change Report has been submitted to the National Storage Mechanism (operated by the FCA) and is available for viewing at *https://data.fca.org.uk/#/nsm/nationalstoragemechanism*.

To the extent that any document or information incorporated by reference in this Supplement, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the UK Prospectus Regulation, or the ISM Rulebook, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

Copies of this Supplement, each of the Base Prospectuses and all documents incorporated by reference in either can be (i) 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" and the headline "Publication of Prospectus"; (ii) viewed on the Bank's website at *https://www.td.com/ca/en/about-td/for-investors/investor-relations/fixed-income-investor/debt-information/td-global-legislative-covered-bond-programme* and *https://www.td.com/ca/en/about-td/for-investors/investor-relations/fixed-income-investor/debt-information/bail-in-debt* respectively; and (iii) inspected during usual business hours on any week day (Saturdays, Sundays and holidays excepted) at the head office of the Bank and at the offices of the applicable Issuing and Paying Agent located at the addresses specified at the end of the Base Prospectuses. No website referred to herein nor any information contained thereon, forms part of this Supplement, nor have the contents of any such website been approved by or submitted to the FCA, unless, in each case, such website or information is expressly incorporated by reference in this Supplement.