

Final Terms dated 26 July 2019



The Toronto-Dominion Bank

(a Canadian chartered bank)

Legal Entity Identifier (LEI): PT3QB789TSUIDF371261

Issue of GBP 400,000,000 Floating Rate Notes due July 2020

under the U.S.\$20,000,000,000 Programme for the issuance of Notes

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET - Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") set forth in the Prospectus dated 9 July 2019 which constitutes a base prospectus for the purposes of the Prospectus Directive. As used herein, the "**Prospectus Directive**" means Directive 2003/71/EC (as amended or superseded). This document constitutes the Final Terms of the Notes 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 Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at and copies may be obtained from the registered office of the Issuer at TD Bank Tower, King Street West and Bay Street, Toronto, Ontario, M5K 1A2, Canada and at the offices of the Paying Agents, Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London EC1A 1HQ and Citibank Europe plc, 1 North Wall Quay, Dublin 1 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 of the Issuer and the headline "Publication of Prospectus".

1.	Issuer:	The Toronto-Dominion Bank
	Branch of Account:	Toronto branch
2.	(a) Series Number:	EMTN2019-1
	(b) Tranche Number:	1
	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	Pounds Sterling (“ GBP ”)
4.	Aggregate Nominal Amount:	
	(i) Series:	GBP 400,000,000
	(ii) Tranche:	GBP 400,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof.
	(ii) Calculation Amount:	GBP 1,000
7.	(i) Issue Date:	30 July 2019
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date falling in or nearest to July 2020
9.	Interest Basis:	3 month GBP LIBOR + 0.09 per cent. Floating Rate (See paragraph 18 below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior Notes
	(ii) Date Board approval for issuance of Notes obtained:	Not Applicable
	(iii) Automatic Contingent Conversion:	No
14.	Bail-inable Notes:	Not Applicable
15.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Note Provisions	Not Applicable
17.	Fixed Rate Reset Note Provisions	Not Applicable
18.	Floating Rate Note Provisions	Applicable
(i)	Interest Payment Dates/ Specified Period(s):	30 January, 30 April, 30 July and 30 October in each year up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (ii) below
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Business Centre(s):	London and Toronto
(iv)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(v)	Name and address of party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issue Agent):	Not Applicable
(vi)	Screen Rate Determination:	Applicable
	- Reference Rate/Reference Basis	3 month GBP LIBOR
	- Interest Determination Date(s):	The first day of each Interest Period
	- Relevant Screen Page:	Reuters Screen page LIBOR01
	- Principal Financial Centre:	London
	- Observation Look-Back Period:	Not Applicable
(vii)	ISDA Determination:	Not Applicable
(viii)	Linear Interpolation:	Not Applicable
(ix)	Margin(s):	+ 0.09 per cent. per annum
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/365 (Fixed)
19.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call Option	Not Applicable
21.	Noteholder Put Option	Not Applicable
22.	TLAC Disqualification Event Call Option	Not Applicable
23.	Final Redemption Amount	GBP 1,000 per Calculation Amount
24.	Early Redemption Amount	GBP 1,000 per Calculation Amount
	Early Redemption Amount(s) payable on redemption for taxation reasons (additional amounts), upon the occurrence of a Special Event, TLAC Disqualification Event or on Event of Default:	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Registered Notes: Global Registered Notes registered in the name of a nominee for a Common Safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under NSS)
26.	(i) New Global Note:	No
	(i) New Safekeeping Structure:	Yes
27.	Financial Centre(s) or other special provisions relating to Payment Dates:	London and Toronto
28.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
29.	RMB Settlement Centre(s):	Not Applicable
30.	RMB Rate Calculation Agent:	Not Applicable
31.	Calculation Agent for the purposes of Condition 5(h)	Not Applicable
32.	Alternative Currency Payment:	Not Applicable

Signed on behalf of the Issuer:

By: /s/ "Brooke Hales"
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

Listing/Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Financial Conduct Authority and to trading on the Regulated Market with effect from 30 July 2019. No assurance can be given as to whether or not, or when, such application will be granted.
Estimate of total expenses related to admission to trading:	GBP 4,500

2. RATINGS

Ratings:	The Senior Notes to be issued are expected to be rated: S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of the S&P Global Corp.: AA- (Stable) Moody's Canada Inc.: Aa1 (Stable)
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “Plan of Distribution”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

4. DISTRIBUTION

Prohibition of Sales to EEA Retail Investors:	Not Applicable
Canadian Selling Restrictions:	Canadian Sales Not Permitted

5. OPERATIONAL INFORMATION

ISIN:	XS2034854336
Common Code:	203485433
CFI:	DTVXFR
FISN:	TORONTO-DOMINIO/VAREMTN 20200700
Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, their addresses and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
TEFRA:	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. The designation “yes” simply means that the Notes 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 Notes will be recognised as

eligible collateral for Eurosystem monetary policy and intra-day 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.

Relevant Benchmark

LIBOR is provided by ICE Benchmark Administration. As at the date hereof, ICE Benchmark Administration appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation

6. USE OF PROCEEDS

As specified in the Prospectus