

***1st COMBINED SUPPLEMENTARY PROSPECTUS DATED 27 AUGUST 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 (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 (the “**GMTN Prospectus**”, and together with the CB Prospectus, the “**Base Prospectuses**”), and admission particulars dated 31 July 2024 (the “**Admission Particulars**”) 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 Bank’s latest unaudited interim financial results (including management’s discussion and analysis thereof) and the Material Change Report (as defined below);
- (II) incorporate by reference in the CB Prospectus the monthly investor report for the months of June 2024 and July 2024, containing information on the Covered Bond Portfolio; and

- (III) update the litigation statement and the no significant change statement and add a new statement regarding provisions and contingent liabilities 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 Covered Bonds issued under the CB Programme or Notes issued under the GMTN Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectuses and the Admission Particulars.

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:

Documents Incorporated by Reference

Each of the following documents 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 [Bank’s Report to Shareholders](#) for the quarter ended 31 July 2024 (the “**2024 Third Quarter Report**”) in its entirety, including without limitation, the following specific sections:
- (i) management’s discussion and analysis on pages 4 to 49; and
 - (ii) the unaudited interim consolidated financial statements and notes thereto for the three and nine-month periods ended 31 July 2024, with comparative unaudited interim consolidated financial statements for the three and nine-month periods ended 31 July 2023 (including the notes thereto), prepared in accordance with International Accounting Standard (IAS) 34 “Interim Financial Reporting”, as set out on pages 50 to 81, including without limitation Note 19: Provisions and Contingent Liabilities on page 79; and
- (b) the [material change report](#) of the Issuer dated 22 August 2024 (the “**Material Change Report**”) regarding the announcement that: (i) the Issuer continues to actively pursue a global resolution of the civil and criminal investigations into its U.S. Bank Secrecy Act (BSA)/anti-money laundering (AML) program by its U.S. prudential regulators, the Financial Crimes Enforcement Network and the U.S. Department of Justice; (ii) in anticipation of a global resolution, the Issuer has taken a further provision of US\$2.6 billion in its third quarter financial results to reflect the Issuer’s current estimate of the total fines related to these matters; and (iii) the Issuer expects the global resolution will be finalized by calendar year end.

II. By virtue of this Supplement the CB Prospectus shall be supplemented as follows:

Documents Incorporated by Reference

The following documents which have previously been published by the Bank or are published simultaneously with this Supplement and as at the date of this Supplement have been approved by or filed with the FCA are hereby incorporated by reference in, and form part of the CB Prospectus:

- (a) the [Bank’s monthly \(unaudited\) Investor Report](#) containing information on the Covered Bond Portfolio as at the Calculation Date falling on 28 June 2024 (the “**June 2024 Investor Report**”), which is incorporated by reference in its entirety; and

- (b) the [Bank's monthly \(unaudited\) Investor Report](#) containing information on the Covered Bond Portfolio as at the Calculation Date falling on 31 July 2024 (the “**July 2024 Investor Report**” and together with the June 2024 Investor Report, the “**Investor Reports**”), which is incorporated by reference in its entirety.

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

General Information

- (a) Paragraphs 5 and 10 of the section entitled “*General Information*” of the GMTN Prospectus and the Admission Particulars are deleted and replaced with the following:

“5. Other than as disclosed in Note 26 of the audited consolidated financial statements for the year ended 31 October 2023 set out on pages 213 to 214 of the 2023 Annual Report and in Note 19 of the unaudited interim consolidated financial statements for the nine-month period ended 31 July 2024, each incorporated by reference in this Prospectus, there are no governmental, legal or arbitration proceedings involving the Issuer or any of its subsidiaries (including any such proceedings which are pending or threatened of which the Issuer is aware) which, during the 12 months prior to the date of this Prospectus, may have or have had in the recent past, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer, or of the Issuer and its subsidiaries taken as a whole.”

“10. Since 31 July 2024, the last day of the financial period in respect of which the most recent unaudited interim consolidated financial statements of the Bank were published, there has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole and since 31 October 2023, the last day of the financial period in respect of which the most recent audited consolidated financial statements of the Bank were published, there has been no material adverse change in the prospects of the Bank and its subsidiaries, taken as a whole.”

- (b) Paragraphs 3 and 4 of the section entitled “*General Information*” of the CB Prospectus are deleted and replaced with the following:

“3. Other than as disclosed in Note 26 of the audited consolidated financial statements for the year ended 31 October 2023 set out on pages 213 to 214 of the 2023 Annual Report and in Note 19 of the unaudited interim consolidated financial statements for the nine-month period ended 31 July 2024, each incorporated by reference in this Prospectus, there are no governmental, legal or arbitration proceedings involving the Issuer or any of its subsidiaries or the Guarantor (including any such proceedings which are pending or threatened of which the Issuer or the Guarantor is aware) which, during the 12 months prior to the date of this Prospectus, may have or have had in the recent past, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer, or of the Issuer and its subsidiaries taken as a whole, or the Guarantor.”

“4. There has been no significant change in the financial performance or financial position of the Issuer and its consolidated subsidiaries, including the Guarantor, taken as a whole since 31 July 2024, the last day of the financial period in respect of which the most recent interim unaudited published consolidated financial statements of the Issuer have been prepared.”

- (c) The following new paragraph is added to the section entitled “*General Information*” as a new paragraph 4 in the CB Prospectus and as a new paragraph 6 in the GMTN Prospectus and the Admission Particulars:

“As disclosed in “*Note 19: Provisions and Contingent Liabilities – (b) Legal and Regulatory Matters*” of the Issuer’s 2024 Third Quarter Report which is incorporated by reference herein, in connection with the civil and criminal investigations into the Issuer’s U.S. *Bank Secrecy Act* (BSA)/anti-money laundering (AML) program by its U.S. prudential regulators, the Financial Crimes Enforcement Network (FinCEN) and the U.S. Department of Justice (DOJ), and in anticipation of a global resolution, which will include monetary and non-monetary penalties, the Issuer has taken a further provision of C\$3.57 billion (US\$2.60 billion) to reflect the Issuer’s current estimate of the total fines related to these matters. In the second quarter of 2024, the Issuer took an initial provision of C\$615 million (US\$450 million) in connection with its discussions with one of its U.S. regulators related to this matter. The Issuer expects that a global resolution will be finalized by calendar year end. Reference can be made

to the “*Significant and Subsequent Events*” section in the Issuer’s 2024 Third Quarter Report and the Material Change Report, each of which is incorporated by reference herein, for further information.”

A copy of each of the 2024 Third Quarter Report, the Material Change Report and the Investor Reports 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.