



**THE TORONTO-DOMINION BANK**

**US\$350,000,000 FLOATING RATE SENIOR MEDIUM-TERM NOTES, SERIES C, DUE 2029**

**FINAL TERM SHEET**

**DATED DECEMBER 9, 2024**

This final term sheet supplements the information set forth under the caption “Terms of the Notes” in the preliminary pricing supplement dated December 9, 2024 relating to the Notes (as defined below) and filed under Rule 424(b)(5), the caption “Description of the Notes We May Offer” in the prospectus supplement dated March 4, 2022 and the caption “Description of the Debt Securities” in the prospectus dated March 4, 2022. For the avoidance of doubt, the preliminary pricing supplement dated December 9, 2024, relating to the Notes and filed under Rule 424(b)(2), should not be relied upon.

Issuer:	The Toronto-Dominion Bank
Issue:	Floating Rate Senior Medium-Term Notes, Series C, due 2029 (the “Notes”)
Format:	SEC-Registered
Expected Ratings <sup>1</sup> :	Moody’s Investors Service: A2 (outlook: stable) / Standard & Poor’s: A- (outlook: stable) / Fitch Ratings, Inc.: AA- (outlook: negative) / DBRS: AA (outlook: negative)
Principal Amount:	US\$350,000,000
Issue Price:	100.000% plus accrued interest, if any, from December 17, 2024
Trade Date:	December 9, 2024
Settlement Date (T+6) <sup>2</sup> :	December 17, 2024
Maturity Date:	December 17, 2029
Minimum Denomination:	US\$2,000 and multiples of US\$1,000 in excess thereof
Interest Rate:	The interest rate on the Notes for each period will be equal to Compounded SOFR (as defined herein) plus the Margin.

<sup>1</sup> A credit rating is not a recommendation to buy, sell or hold securities, and it may be subject to revision or withdrawal at any time by the assigning rating organization.

<sup>2</sup> Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in one business day, unless the parties to such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes prior to the business day before settlement will be required, by virtue of the fact that the Notes initially will settle in six business days (T+6), to specify alternative settlement arrangements to prevent a failed settlement.

Compounded SOFR:	A compounded average of daily SOFR determined for each quarterly Interest Period in accordance with the specific formula described under “Terms of the Notes — Interest — Compounded SOFR” in the preliminary pricing supplement.
Margin:	+103 basis points
Commissions:	0.350%
Day Count Convention:	Actual/360
Interest Periods:	Each quarterly period from, and including, an Interest Payment Date (or, in the case of the first Interest Period, December 17, 2024) to, but excluding, the next Interest Payment Date (or, in the case of the final Interest Period, the Maturity Date).
Interest Payment Dates:	Quarterly, on March 17, June 17, September 17, and December 17 of each year, beginning on March 17, 2025 and ending on the Maturity Date.
Interest Payment Determination Date:	The date two U.S. Government Securities Business Days before each Interest Payment Date.
Observation Period:	In respect of each Interest Period, the period from, and including, the date two U.S. Government Securities Business Days preceding the first date in such Interest Period to, but excluding, the date two U.S. Government Securities Business Days preceding the Interest Payment Date for such Interest Period.
Business Day Convention:	Modified following; adjusted
Business Day:	Any weekday that is a U.S. Government Securities Business Day and is not a legal holiday in New York or Toronto and is not a date on which banking institutions in those cities are authorized or required by law or regulation to be closed.
U.S. Government Securities Business Day:	Any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.
Canadian Bail-in Provisions:	The Notes are bail-inable notes (as defined in the accompanying prospectus supplement) and subject to conversion in whole or in part — by means of a transaction or series of transactions and in one or more steps — into common shares of the Bank or any of its affiliates under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act (the “CDIC Act”) and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the CDIC Act with respect to the Notes. See “Description of the Debt Securities — Terms Specific to Senior Debt Securities — Special Provisions Related to Bail-inable Debt Securities” and “Risk Factors — Risks Related to the Bail-inable Debt Securities” in the prospectus.

Calculation Agent:	The Bank of New York Mellon
Optional Redemption by Holders of Notes:	Not applicable
Optional Redemption by the Issuer for Tax Reasons:	In certain circumstances where the Issuer has or will become obligated to pay additional amounts (as described in the pricing supplement), the Issuer may, at its option, redeem the Notes in whole, but not in part, at any time before maturity, after giving not less than 10 nor more than 60 calendar days' notice to the holders of the Notes, at a redemption price equal to 100% of their principal amount together with accrued interest, if any, to, but excluding, the redemption date. See "Terms of the Notes — Redemption for Tax Reasons" in the pricing supplement.
Concurrent Offerings:	US\$1,100,000,000 4.568% Senior Medium-Term Notes, Series C, due 2026, US\$550,000,000 Floating Rate Senior Medium-Term Notes due 2026, and US\$1,000,000,000 4.783% Senior Medium-Term Notes, Series C, due 2029.  The settlement of the Notes is not contingent on the settlement of the concurrent offerings.
Listing:	The Notes will not be listed on any securities exchange.
Joint Bookrunners:	TD Securities (USA) LLC BofA Securities, Inc. Goldman Sachs & Co. LLC Santander US Capital Markets LLC SG Americas Securities, LLC
Co-Managers:	AmeriVet Securities, Inc. C.L. King & Associates, Inc. CIBC World Markets Corp. Citizens JMP Securities, LLC Independence Point Securities LLC KeyBanc Capital Markets Inc. M&T Securities, Inc. Samuel A. Ramirez & Company, Inc. Regions Securities LLC Roberts & Ryan, Inc.
CUSIP / ISIN:	89115A 3D2 / US89115A3D29

**The Issuer has filed a registration statement (including a prospectus supplement and a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, TD Securities (USA) LLC will arrange to send you the pricing supplement, when available, the prospectus supplement, and the prospectus if you request them by contacting TD Securities (USA) LLC at 1-855-495-9846.**