

***1<sup>st</sup> COMBINED SUPPLEMENTARY PROSPECTUS DATED 25 AUGUST 2023  
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 30 June 2023 (the “**CB Prospectus**”), in relation to the CAD 80,000,000,000 Global Legislative Covered Bond Programme (the “**CB Programme**”) of The Toronto-Dominion Bank (the “**Bank**”), unconditionally and irrevocably guaranteed as to payments by TD Covered Bond (Legislative) Guarantor Limited Partnership (the “**Guarantor**”) and the base prospectus dated 30 June 2023 (the “**GMTN Prospectus**”) in relation to the USD 40,000,000,000 Global Medium Term Note Programme (the “**GMTN Programme**”) (the CB Prospectus and the GMTN Prospectus, together the “**Base Prospectuses**”). Each of the Base Prospectuses comprises 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.

Terms defined in each of the Base Prospectuses have the same meaning when used in this Supplement. The 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 the 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 SUPPLEMENTARY PROSPECTUS. 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 the Bank’s latest unaudited interim financial results (including management’s discussion and analysis thereof);
- (II) incorporate by reference in the CB Prospectus the monthly investor report for the months of June 2023 and July 2023 containing information on the Covered Bond Portfolio;
- (III) update the no significant change statement in the sections of each of the Base Prospectuses entitled “*General Information*”;
- (IV) update the section of the CB Prospectus entitled “*The Toronto-Dominion Bank – Board of Directors*” as a result of changes to the board of the Issuer;

- (V) update the section of the GMTN Prospectus entitled “*The Toronto-Dominion Bank – Board of Directors*” as a result of changes to the board of the Issuer;
- (VI) amend the section of the GMTN Prospectus entitled “*Certain Tax Considerations - Singapore*” as a result of legislative updates in Singapore; and
- (VII) amend the section of the CB Prospectus entitled “*Subscription and Sale and Transfer and Selling Restrictions*” as a result of legislative updates in Singapore.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectuses 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.

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 by this Supplement and (b) any other statement in, or incorporated by reference in either of the Base Prospectuses, the statements in (a) above will prevail.

**I. By virtue of this Supplement each of the Base Prospectuses 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 each of the Base Prospectuses:

- (a) the [Bank’s Report to Shareholders](#) for the quarter ended 31 July 2023 (the “**2023 Third Quarter Report**”) in its entirety, including without limitation the following specific sections:
  - (i) management’s discussion and analysis on pages 4 to 50; and
  - (ii) the unaudited interim consolidated financial statements and notes thereto for the three and nine-month periods ended 31 July 2023, with comparative unaudited interim consolidated financial statements for the three and nine-month periods ended 31 July 2022, (including the notes thereto) prepared in accordance with International Accounting Standard (IAS) 34 “Interim Financial Reporting”, set out on pages 51 to 82, including without limitation Note 18: Contingent Liabilities on page 79.

**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 30 June 2023 (the “**June 2023 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 2023 (the “**July 2023 Investor Report**”) and together with the June 2023 Investor Report, the “**Investor Reports**”), which is incorporated by reference in its entirety.

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

***General Information***

- (a) Paragraph 10 of the section entitled “*General Information*” of the GMTN Prospectus is deleted and replaced with the following:

“10. Since 31 July 2023, 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 2022, 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) Paragraph 4 of the section entitled “*General Information*” of the CB Prospectus is deleted and replaced with the following:

“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 2023, 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.”

- IV. By virtue of this Supplement, the list of the board of directors of the Bank in the section of the CB Prospectus entitled “*The Toronto-Dominion Bank – Board of Directors*” is updated to add the following:**

<u>Name, Responsibility and Location</u>	<u>Principal Outside Activities</u>
John B. MacIntyre Toronto, Ontario, Canada	Partner, Birch Hill Equity Partners
Keith G. Martell Eagle Ridge, Saskatchewan, Canada	Corporate Director, and former President & Chief Executive Officer, First Nations Bank of Canada

- V. By virtue of this Supplement, the list of the board of directors of the Bank in the section of the GMTN Prospectus entitled “*The Toronto-Dominion Bank – Board of Directors*” is updated to add the following:**

<u>Name and Residence</u>	<u>Function</u>	<u>Principal Activities Outside the Bank</u>
John B. MacIntyre Toronto, Ontario, Canada	Director	Partner, Birch Hill Equity Partners
Keith G. Martell Eagle Ridge, Saskatchewan, Canada	Director	Corporate Director, and former President & Chief Executive Officer, First Nations Bank of Canada

**VI. By virtue of this Supplement the GMTN Prospectus shall be supplemented as follows:**

Paragraph 2 of the section entitled “*Certain Tax Considerations – Singapore – Adoption of FRS 39, FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes*” is deleted and replaced with the following:

“FRS 109 or SFRS(I) 9 (as the case may be) is mandatorily effective for annual periods beginning on or after 1 January 2018, replacing FRS 39. Section 34AA of the ITA requires taxpayers who adopt or who are required to adopt FRS 109 or SFRS(I) 9 for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions provided in that section. The IRAS has also issued an e-tax guide entitled “*Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments*”.”

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

Sub-paragraphs (i) and (v) of Paragraph 2 of the section entitled: “*Subscription and Sale and Transfer and Selling Restrictions – Selling Restrictions – Other Jurisdictions – Singapore*” are deleted and replaced with the following:

“(i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;” and

“(v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.”

A copy of each of the 2023 Third Quarter Report and the Investor Reports has been submitted to the National Storage Mechanism (operated by the FCA) and they are 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, 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/investor-relations/ir-homepage/debt-information/legislative-covered-bonds/LCBTermsofAccess.jsp> and <https://www.td.com/investor-relations/ir-homepage/debt-information/bail-in-debt/index.jsp> 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.