



NATIONAL BANK OF CANADA
Fixed-to-Fixed Senior Notes due August 18, 2026
Final Term Sheet

Issuer:	National Bank of Canada (the “Issuer” or the “Bank”)			
Issue:	Fixed-to-Fixed Rate Senior Notes (the “Senior Notes”)			
Expected Credit Ratings¹:	DBRS: A (high)	S&P: BBB+	Moody’s: A3	Fitch: A+
Rank:	The Senior Notes will be direct unsecured liabilities of the Issuer ranking <i>pari passu</i> with all present and future unsecured and unsubordinated liabilities of the Issuer (except as otherwise prescribed by law) and without any preference among themselves.			
Principal Amount:	CAD 750 million			
Trade Date:	July 8, 2020			
Settlement Date:	July 15, 2020 (T + 5)			
Interest Reset Date:	August 18, 2025			
Maturity Date:	August 18, 2026			
Interest Payment Dates:	From, and including, July 15, 2020 to, but excluding, August 18, 2025 (the “Initial Fixed Rate Period”), interest will be payable on the Senior Notes semi-annually in arrears on February 18 and August 18 each year, beginning on February 18, 2021 (long first coupon)			
	From, and including, August 18, 2025 to, but excluding, August 18, 2026 (the “Reset Fixed Rate Period”), interest will be payable on the Senior Notes semi-annually in arrears on February 18, 2026 and August 18, 2026			
Day Count Convention:	Actual/Actual			
Initial Issue Spread:	122 basis points over interpolated Government of Canada (“GoC”) curve (GoC 1.25% due March 1, 2025 and GoC 0.50% due September 1, 2025).			
	121.8 basis points (includes a -0.2 basis points curve adjustment) over the GoC 0.50% due September 1, 2025 (priced at \$100.74 to yield 0.355%).			
Yield to Interest Reset Date:	1.573%			
Initial Coupon:	1.573%			
Issue Price:	CAD 99.999			

¹ A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**Reset Fixed Rate
Period Coupon:**

The applicable Government of Canada Yield (as defined below) as determined by the Bank, in its capacity as calculation agent, on the Reset Determination Date + 122 bps during the Reset Fixed Rate Period.

Government of Canada Yield calculated at 10:00 am (Montreal time) on the Reset Determination Date means the yield to August 18, 2026 on such date, compounded semi-annually and calculated in accordance with generally accepted Canadian financial practice, which a non-callable Government of Canada bond would carry if issued in dollars in Canada, at 100% of its principal amount on such date with a term to maturity equal to, or if no Government of Canada bond having an equal term to maturity exists, as close as possible to, the remaining term to maturity of the Senior Notes, such yield to maturity being determined by the Bank in its capacity as calculation agent.

**Reset Determination
Date:**

The second business day immediately preceding the Interest Reset Date

Redemption:

The Senior Notes shall be redeemable by the Bank on August 18, 2025, in whole or in part, upon not less than 10 nor more than 30 days' prior notice, at a redemption price which is equal to par, plus accrued and unpaid interest to, but excluding, the date fixed for redemption.

In the case of a partial redemption of the Senior Notes then held in book-entry form, the Senior Notes to be redeemed will be selected by the Bank, in its capacity as paying agent, on a pro rata basis, in accordance with the customary procedures of CDS.

Where the redemption would lead to a breach of the Bank's Total Loss Absorbing Capacity requirements applicable to it pursuant to the TLAC Guideline, that redemption would be subject to the prior approval of the Superintendent of Financial Institutions Canada.

Any portion of the Senior Notes redeemed by the Bank shall be cancelled and may not be reissued.

CDIC:

The Senior Notes do not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* (the "CDIC Act").

**Bail-inable Notes
/ Canadian Bank
Resolution Powers
Acknowledgement:**

The Senior Notes are bail-inable notes 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 Issuer or any of its affiliates under subsection 39.2(2.3) of the *CDIC Act* and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Québec and the federal laws of Canada applicable therein in respect of the operation of the *CDIC Act* with respect to the Senior Notes. For a description of Canadian bank resolution powers and the consequent risk factors attaching to the Senior Notes reference is made to https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/relation-investisseurs/fonds-propres-et-dette/bail-in_senior_debt_en.pdf which information is hereby incorporated by reference.

Subsequent Holders:

Each holder or beneficial owner of a Senior Note that acquires an interest in the Senior Note in the secondary market and any successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of any such holder or beneficial owner shall be deemed to acknowledge, accept, agree to be bound by and consent to the same provisions specified in the Senior Note to the same extent as the holders or beneficial owners that acquire an interest in the Senior Note upon its initial issuance, including, without limitation,

with respect to the acknowledgement and agreement to be bound by and consent to the terms of the Senior Note related to the bail-in regime.

Selling Restrictions:	This Term sheet does not constitute an offer or invitation by anyone in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Term sheet and the offering or sale of the Senior Notes in some jurisdictions may be restricted by law. This Term sheet constitutes an offering of the Senior Notes only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale and then only through persons duly qualified to effect such sales. The Senior Notes have not been and will not be registered under the <i>United States Securities Act of 1933</i> (the “1933 Act”) and should not be offered or sold within the United States.
Documentation:	<p>No offering memorandum, prospectus, sales or advertising literature, or any other document describing or purporting to describe the business and affairs of the Bank has been prepared or is being provided to prospective purchasers in order to assist them in making an investment decision in respect of the Senior Notes.</p> <p>This Term Sheet does not address the various consequences of ownership of the Senior Notes, including tax consequences. Prospective investors should consult their own legal and tax advisors before making an investment in the Senior Notes.</p>
CUSIP / ISIN:	63306AGJ9 / CA63306AGJ93
Events of Default:	Non-payment of principal and interest when due for a period of 30 business days and acts of insolvency. Default rights may not be exercised where an order has been made pursuant to s. 39.13(1) of the <i>CDIC Act</i> in respect of the Issuer. The Senior Notes will remain subject to bail-in conversion until repaid in full.
Set-Off:	The holders and beneficial owners of the Senior Notes will not be entitled to exercise, or direct the exercise of, any set-off or netting rights with respect to the Senior Notes.
Governing Law:	Québec and the federal laws of Canada applicable therein
Attornment:	Courts of the Province of Québec
Form:	Book-entry only, through participants in CDS
Business Days:	Days banks are open for business in Toronto, Ontario
Agent:	National Bank Financial Inc.