



**NATIONAL BANK OF CANADA**  
**Fixed Rate Senior Notes due June 14, 2028**  
Final Term Sheet

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<b>Issuer:</b>	National Bank of Canada (the " <b>Issuer</b> ")
<b>Issue:</b>	5-year Fixed Rate Senior Notes (the " <b>Senior Notes</b> ")
<b>Expected Credit Ratings<sup>1</sup>:</b>	DBRS: AA (low)                      S&P: BBB+                      Moody's: A3                      Fitch: A+
<b>Rank:</b>	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.
<b>Principal Amount:</b>	CAD 1.0 billion
<b>Trade Date:</b>	June 12, 2023
<b>Settlement Date:</b>	June 14, 2023 (T + 2)
<b>Maturity Date:</b>	June 14, 2028
<b>Coupon:</b>	5.219% per annum, payable in equal semi-annual payments
<b>Issue Price:</b>	CAD 100.000
<b>Issue Yield:</b>	5.219%
<b>Issue Spread:</b>	160 basis points over the interpolated Government of Canada (" <b>GoC</b> ") curve (GoC 3.50% due March 1, 2028 and GoC 3.25% due September 1, 2028)  157.1 basis points (includes a -2.9 basis points curve adjustment) over the GoC 3.50% due March 1, 2028 (priced at \$99.36 to yield 3.648%)
<b>Coupon Payment Dates:</b>	Interest will be paid in arrears on June 14 and December 14 each year, commencing December 14, 2023 until the Maturity Date. If the Coupon Payment Date is not a Business Day, interest shall be calculated to and paid on the next Business Day (Actual / 365 days).
<b>Business Days:</b>	Days banks are open for business in Toronto, Ontario.
<b>Redemption:</b>	Not redeemable prior to Maturity Date.
<b>CDIC:</b>	The Senior Notes do not constitute deposits that are insured under the <i>Canada Deposit Insurance Corporation Act</i> (the " <b>CDIC Act</b> ").
<b>Bail-inable Notes / Canadian Bank Resolution Powers Acknowledgement:</b>	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 <i>CDIC Act</i> 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 <i>CDIC Act</i> 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

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

[https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/rerelations-investisseurs/fonds-propres-et-dette/bail-in\\_senior\\_debt\\_en.pdf](https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/rerelations-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 *United States Securities Act of 1933* and should not be offered or sold within the United States.
- Documentation:** No offering memorandum, prospectus, sales or advertising literature, or any other document describing or purporting to describe the business and affairs of the Issuer 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.
- 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.
- CUSIP / ISIN:** 63306AHP4 / CA63306AHP45
- Events of Default:** Non-payment of principal and interest when due for a period of thirty (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 *CDIC Act* 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
- Agent:** National Bank Financial Inc.