



**NATIONAL BANK OF CANADA**  
**Fixed Rate Notes due February 1, 2029**  
Final Term Sheet

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<b>Issuer:</b>	National Bank of Canada (the "Issuer")
<b>Issue:</b>	Reopening of the Senior Notes due February 1, 2029 (the "Additional Notes"). The Additional Notes being offered constitute an increase to the CAD 750 million principal amount of Senior Notes due February 1, 2029 that the Issuer originally settled on December 7, 2023 (the "Original Notes" and together with the Additional Notes, the "Senior Notes")
<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>Issue Amount of Additional Notes being Offered:</b>	CAD 750 million
<b>Total Principal Amount:</b>	CAD 1.5 billion (Original Notes together with the Additional Notes being offered)
<b>Trade Date:</b>	February 1, 2024
<b>Settlement Date:</b>	February 6, 2024 (T + 3)
<b>Maturity Date:</b>	February 1, 2029
<b>Coupon:</b>	5.023% per annum, payable in equal semi-annual payments
<b>Reopening Price:</b>	CAD 101.938 plus accrued interest of CAD 0.83946027397 for the period from and including December 7, 2023 to but excluding the Settlement Date
<b>Reopening Yield:</b>	4.580%
<b>Reopening Spread:</b>	125 basis points over the GoC 3.25% due September 1, 2028 (priced at \$99.660 to yield 3.330%)
<b>Coupon Payment Dates:</b>	Interest will be paid in arrears on February 1 and August 1 each year, commencing August 1, 2024 (long first coupon) 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 "CDIC Act").
<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 <a href="https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/relations-investisseurs/fonds-propres-et-dette/bail-in_senior_debt_en.pdf">https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/relations-investisseurs/fonds-propres-et-dette/bail-in_senior_debt_en.pdf</a> which information is hereby incorporated by reference.

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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.

<b>Subsequent Holders:</b>	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.
<b>Selling Restrictions:</b>	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> and should not be offered or sold within the United States.
<b>Documentation:</b>	<p>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.</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>
<b>CUSIP / ISIN:</b>	63306AHT6 / CA63306AHT66
<b>Events of Default:</b>	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 <i>CDIC Act</i> in respect of the Issuer. The Senior Notes will remain subject to bail-in conversion until repaid in full.
<b>Set-Off:</b>	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.
<b>Governing Law:</b>	Québec and the federal laws of Canada applicable therein
<b>Attornment:</b>	Courts of the Province of Québec
<b>Language:</b>	Each investor confirms its express wish that all documents evidencing or relating to the sale of the Notes and all other documentation be drafted in the English language. Chaque investisseur confirme sa volonté expresse que tous les documents attestant de la vente des billets ou s'y rapportant ainsi que tous les autres documents s'y rattachant soient rédigés en langue anglaise.
<b>Form:</b>	Book-entry only, through participants in CDS
<b>Agent:</b>	National Bank Financial Inc.