



NATIONAL BANK OF CANADA
Fixed Rate Senior Notes due February 3, 2025
Final Term Sheet

Issuer:	National Bank of Canada (the "Issuer")
Issue:	5-Year 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:	December 16, 2019
Settlement Date:	December 19, 2019 (T + 3)
Maturity Date:	February 3, 2025
Coupon:	2.580% per annum, payable in equal semi-annual payments
Issue Price:	CAD 99.997
Issue Yield:	2.580%
Issue Spread:	94 basis points over interpolated Government of Canada ("GoC") curve (GoC 1.50% due September 1, 2024 and GoC 2.25% due June 1, 2025) 93.8 basis points (includes a -0.2 basis points curve adjustment) over the GoC 1.50% due September 1, 2024 (priced at \$99.360 to yield 1.642%)
Coupon Payment Dates:	Interest will be paid in arrears on February 3 and August 3 of each year, commencing August 3, 2020 until Maturity Date (long first coupon). 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)
Redemption Provision:	Not redeemable prior to Maturity Date
CDIC:	The Senior Notes do not constitute deposits that are insured under the <i>Canada Deposit Insurance Corporation Act</i> (the " <i>CDIC Act</i> ").
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 <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

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.

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 *United States Securities Act of 1933* (the “1933 Act”) 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 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.
- CUSIP / ISIN:** 63306AGE0 / CA63306AGE07
- 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 *CDIC Act* in respect of the Issuer. The Senior Notes will remain subject to bail-in conversion until repaid in full.
- Set-Off:** No holder or beneficial owner of this Global Senior Note and the Senior Notes may exercise, or direct the exercise of, claim or plead any right of set-off, netting, compensation or retention in respect of any amount owed to it by the Bank arising under, or in connection with, this Global Senior Note and the Senior Notes, and each holder or beneficial owner of this Global Senior Note and the Senior Notes shall, by virtue of its acquisition of an interest in this Global Senior Note and any Senior Note, be deemed to have irrevocably and unconditionally waived all such rights of set-off, netting, compensation or retention. Notwithstanding the foregoing, if any amounts due and payable to any holder or beneficial owner of this Global Senior Note and the Senior Notes by the Bank in respect of, or arising under, this Global Senior Note and the Senior Notes are purportedly discharged by set-off, netting, compensation or retention, without limitation to any other rights and remedies of the Bank under applicable law, such holder or beneficial owner shall receive and hold an amount equal to the amount of such discharge in trust for the Bank and, accordingly, any such discharge shall be deemed not to have taken place and such set-off, netting, compensation or retention shall be ineffective.



Governing Law: Québec and the federal laws of Canada applicable therein

Attornment: Courts of the Province of Québec

Amount at Maturity: 100% of the Principal Amount, on Maturity Date

Form: Book-entry only, through participants in CDS

Business Days: Days banks are open for business in Toronto, Ontario

Agent: National Bank Financial Inc.