

FINAL TERMS

MiFID II PRODUCT GOVERNANCE / TARGET MARKET - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Senior Notes has led to the conclusion that: (i) the target market for the Senior Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Senior Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Senior Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Senior Notes has led to the conclusion that: (i) the target market for the Senior Notes is only eligible counterparties, as defined in the Financial Conduct Authority (the "FCA") Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Senior Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Notes (a "UK distributor") should take into consideration the manufacturers' target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Senior Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Senior Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Senior Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Senior Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as

it forms part of domestic law of the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law of the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Senior Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

THESE SENIOR NOTES ARE 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 NATIONAL BANK OF CANADA OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE *CANADA DEPOSIT INSURANCE CORPORATION ACT* (“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.

Final Terms dated 23 January 2023



NATIONAL BANK OF CANADA

(A bank governed by the Bank Act (Canada))

(LEI: BSGEFEIOM18Y80CKCV46)

**Issue of EUR 500,000,000 3.750 per cent. Senior Notes due 25 January 2028
(the “Notes”) under a US\$10,000,000,000 Euro Note Programme
by the Montréal Branch of National Bank of Canada
(the “Bank”)**

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 15 June 2022 and the supplements to it dated 26 August 2022 and 7 December 2022 which together constitute a base prospectus (the Prospectus as so supplemented, the “**Prospectus**”) for the purposes of the Prospectus Regulation. As used herein, “**Prospectus Regulation**” means Regulation (EU) 2017/1129 (as amended). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Prospectus. Full information on the Bank and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing during normal business hours and copies may be obtained at the registered office of the Bank, 4th Floor, 600 de La Gauchetière Street West, Montréal, Québec, H3B 4L2, Canada, and at the office of the Fiscal Agent, Transfer Agent and Calculation Agent, Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Prospectus has been published on the website of the Luxembourg Stock Exchange at www.bourse.lu.

1.	(i) Series Number: (Condition 1)	2023-6
	(ii) Tranche Number: (Condition 1)	1
	(iii) Date on which the Notes will be consolidated and form a single Series: (Condition 1)	Not Applicable
2.	Specified Currency or Currencies: (Condition 1)	Euro (“ EUR ”)
3.	Aggregate Nominal Amount: (Condition 1)	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
4.	Issue Price: (Condition 5)	99.517 per cent. of the Aggregate Nominal Amount
5.	(i) Specified Denominations: (Condition 1)	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
	(ii) Calculation Amount: (Condition 4)	EUR 1,000
6.	(i) Issue Date: (Condition 4)	25 January 2023
	(ii) Trade Date:	18 January 2023
	(iii) Interest Commencement Date: (Condition 4)	Issue Date
7.	Maturity Date: (Condition 5)	25 January 2028
8.	Interest Basis: (Condition 4)	3.750 per cent. Fixed Rate Note (further particulars specified below)
9.	Change of Interest Basis: (Condition 4)	Not Applicable
10.	Redemption / Payment Basis: (Condition 5)	Subject to early redemption or purchase, redemption at par on the Maturity Date
11.	Put/Call Options: (Condition 5)	Not Applicable

12. Date approval for issuance of Notes obtained: Not Applicable
13. Bail-inable Notes: Yes
(Condition 3)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions:** Applicable
(Condition 4)
- (i) Fixed Rate of Interest: 3.750 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 25 January in each year up to and including the Maturity Date, commencing 25 January 2024, subject to adjustment for payment day purposes only in accordance with the Business Day Convention set out in (iii) below
- (iii) Business Day Convention: Following Business Day Convention
- (iv) Additional Business Centre(s): London, New York City, Toronto, Montreal and TARGET2
- (v) Fixed Coupon Amount(s): EUR37.50 per Calculation Amount
- (vi) Broken Amount(s): Not Applicable
- (vii) Day Count Fraction: Actual/Actual (ICMA)
- (viii) Determination Dates: Not Applicable
- (ix) Calculation Agent: Not Applicable
- (x) Range Accrual: Not Applicable
15. **Fixed Rate Reset Note Provisions:** Not Applicable
(Condition 4)
16. **Floating Rate Note Provisions:** Not Applicable
(Condition 4)
17. **Zero Coupon Note Provisions:** Not Applicable
(Condition 4)

PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call Option: (Condition 5)	Not Applicable
19.	Noteholder Put Option: (Condition 5)	Not Applicable
20.	Early Redemption for Illegality:	Not Applicable
21.	Early Redemption for a Disruption Event:	Not Applicable
22.	Early Redemption for Special Circumstance:	Not Applicable
23.	Early Redemption for an Administrator/ Benchmark Event:	Not Applicable
24.	Bail-inable Notes - TLAC Disqualification Event Call: (Condition 5)	Applicable
25.	Final Redemption Amount:	EUR1,000 per Calculation Amount
26.	Early Redemption Amount: (Condition 5) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, TLAC Disqualification Event or on Event of Default or other early redemption:	EUR1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES


27.	Form of Notes: (Condition 1)	Bearer Notes: Temporary Global Note exchangeable on or after 6 March 2023 for a Permanent Global Bearer Note which is exchangeable for Definitive Bearer Notes in the limited circumstances specified in the Permanent Global Note
28.	Financial Centre(s): (Condition 6)	London, New York City, Toronto, Montreal and TARGET2

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|-----|--|----------------|
| 29. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):
(Condition 4) | No |
| 30. | English Law: | Not Applicable |
| 31. | Calculation Agent for purposes of Condition 6(j) RMB Notes) ((if other than the Agent): | Not Applicable |
| 32. | RMB Settlement Centre: | Not Applicable |
| 33. | Relevant Valuation Time for RMB Notes: | Not Applicable |

THIRD PARTY INFORMATION

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from the websites of S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of the S&P Global Corp ("**S&P Canada**"), Moody's Canada Inc. ("**Moody's Canada**"), Fitch Ratings, Inc. ("**Fitch**") and DBRS Limited ("**DBRS**") (as applicable), as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P Canada, Moody's Canada, Fitch and DBRS, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of National Bank of Canada:

By:  _____

Name: Jean-Sébastien Gagné

Title: Treasurer

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing/Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange's regulated market with effect from 25 January 2023.
- (ii) Estimate of total expenses related to admission to trading: EUR 3,750

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P Canada: BBB+

A long-term obligation rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The addition of a plus (+) sign shows the relative standing within the rating category. (Source: S&P, https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)

Moody's Canada: A3

Long-term obligations rated "A" are considered upper-medium-grade and are subject to low credit risk. The modifier "3" indicates a ranking in the lower end of that generic rating category (Source: Moody's, <https://ratings.moody's.io/ratings>)

Fitch: A+

"A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The additional '+' indicates relative differences of probability of default or recovery for issues (Source: Fitch, <https://www.fitchratings.com/products/rating-definitions#rating-scales>).

DBRS: AA (low)

Obligations rated "AA" are judged to have superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree.

Unlikely to be significantly vulnerable to future events. The modifier “low” shows the relative standing within the rating category.

(Source: DBRS Morningstar Product Guide, <https://www.dbrsmorningstar.com/media/DBRSM-Product-Guide.pdf>)

Each of S&P Canada, Moody's Canada, Fitch and DBRS is established outside the EU and the UK and has not applied for registration under the Regulation (EC) No. 1060/2009 (as amended) (the “**EU CRA Regulation**”) or Regulation (EC) No. 1060/2009 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”). Ratings by S&P Canada are endorsed by S&P Global Ratings Europe Limited and S&P Global Ratings UK Limited, ratings by Moody's Canada are endorsed by Moody's Deutschland GmbH and Moody's Investors Services Ltd., ratings by Fitch are endorsed by Fitch Ratings Ireland Limited and Fitch Ratings Limited and DBRS are endorsed by DBRS Ratings Limited and DBRS Ratings GmbH, each of which is a credit rating agency established in the EU and registered under the EU CRA Regulation or established in the United Kingdom and registered under the UK CRA Regulation, respectively, each in accordance with the EU CRA Regulation or the UK CRA Regulation, as applicable.

ESMA is obliged to maintain on its website a list of credit rating agencies registered in accordance with the EU CRA Regulation. This list must be updated within 5 working days of ESMA's adoption of any decision to withdraw the registration of a credit rating agency under the EU CRA Regulation. The list is located on ESMA's website at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>. The FCA is obliged to maintain on its website a list of credit rating agencies registered in accordance with the UK CRA Regulation. The FCA's website address is <https://www.fca.org.uk/markets/credit-rating-agencies/registered-certified-cras>.

See section headed “Credit Rating Agencies” of the Prospectus for details regarding such ratings.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in “SUBSCRIPTION AND SALE” in the Base Prospectus, and for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD

Indication of yield: 3.858 per cent. per annum

5. OPERATIONAL INFORMATION

ISIN: XS2579324869

Common Code: 257932486

CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

WKN or any other relevant codes: Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A., their addresses and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional
Paying Agent(s) (if any),
Registrar(s) or Transfer Agent(s): None

6. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of
Manager(s):
- Joint Lead Managers**
BNP Paribas
National Bank Financial Inc.
Commerzbank Aktiengesellschaft
Natixis
NatWest Markets Plc
- Co-managers**
Crédit Agricole CIB
Société Générale
Barclays Bank PLC
Credit Suisse International
HSBC Bank plc
Intesa Sanpaolo S.p.A.
Landesbank Baden-Württemberg
Norddeutsche Landesbank – Girozentrale -
RBC Europe Limited
Standard Chartered Bank
UBS AG London Branch
- (iii) If non-syndicated, name of
Dealer(s): Not Applicable
- (iv) Prohibition of Sales to EEA
Retail Investors: Applicable
- (v) Prohibition of Sales to UK
Retail Investors: Applicable
- (vi) Prohibition of Sales to Belgian
Consumers: Applicable

7. TEFRA RULES

US selling restrictions
(categories of potential
investors to which the Notes
are offered): Regulation S Category 2; TEFRA D Rules applicable

8. **USE OF PROCEEDS:** As described in the Prospectus.

9. **ESTIMATED NET PROCEEDS:** EUR496,335,000

10. BENCHMARKS:

Not Applicable