NATIONAL BANK

NBC EXTENDIBLE LINEAR ACCRUAL 7.18% FLEX GIC, Series 373, Advisors Category

MARKET-LINKED GUARANTEED INVESTMENT CERTIFICATE

INFORMATION STATEMENT DATED NOVEMBER 19, 2026 (the "Information Statement")

Before purchasing a market-linked GIC, prospective investors should determine whether this product corresponds to their investment objectives. The Bank has issued previous series which may have different terms and conditions. Please read this document and take it into consideration when making your decision.

INVESTMENT HIGHLIGHTS

Issuer:	National Bank of Canada (the "Bank") (long-term non-bail-inable senior debt rated DBRS: AA / S&P: A+ / Moody's: Aa2 / Fitch: AA)
Fundserv Code:	NBC37377
Issue Date:	November 30, 2026
Initial Maturity Date:	November 30, 2027
Final Maturity Date:	November 30, 2041, if extended until such date
Term:	Minimum of one year (if not extended on the Initial Maturity Date) Maximum of 15 years (if extended up to the Final Maturity Date)
Extension Feature:	The Bank may, at its option, extend the term of the market-linked GIC beginning on the Initial Maturity Date and annually thereafter up until the Final Maturity Date. The Bank will be deemed to have exercised its option to extend the Maturity Date unless it advises the holders differently prior to the relevant extension date. See "Extension Feature".
Redemption Amount:	On the Maturity Date, the holder is entitled to receive the sum of the principal invested on the Issue Date and an amount equal to the interest accrued linearly at the rate of 7.18% per annum.
Minimum Investment:	$500
Currency:	Canadian dollars
Eligibility for CDIC Coverage:	Yes, subject to the maximum dollar limit of CDIC coverage and to applicable conditions. More information about CDIC deposit insurance can be found in the "Protecting Your Deposits" brochure (available online at www.cdic.ca or by telephone at 1-800-461-2342).
Sale Back to the Bank:	You will be able to sell your market-linked GIC back to the Bank as provided herein. To this end, the Bank has appointed National Bank Financial Inc. as its agent to maintain on a daily basis until the third Business Day preceding the Maturity Date a Bid Price for the market-linked GIC and to purchase such market-linked GIC on behalf of the Bank for resale to the Bank and cancellation. If you decide to sell the market-linked GIC back to the Bank prior to maturity, you may receive less than the principal invested on the Issue Date. The daily Bid Price will be determined by the Bid Provider based on its assessment of the market value of the market-linked GIC. The amount indicated on your statements before maturity could therefore be less than your principal invested on the Issue Date. Your principal invested on the Issue Date is fully guaranteed by the Bank only at maturity. See "Transfers; No Secondary Market; Sale of the Market-Linked GIC to the Bank".
Secondary Market:	No secondary market. The market-linked GIC will not be listed on any stock exchange and no secondary market will be provided.
Transfers:	The market-linked GIC will not be transferable to other investors prior to maturity.
Fees:	The Bank will pay to the Agent for payment by the Agent to those advisors whose clients purchase the market-linked GIC a selling fee of up to 1.50% of the principal invested on the Issue Date.
Early Trading Charge:	If you sell your market-linked GIC back to the Bank prior to maturity through the Bid Provider pursuant to the process described herein, you will be subject to an early trading charge of 1.50% of the principal invested on the Issue Date, declining every 30 days by 0.30% to be 0.00% after 150 days from and including the Issue Date.

CONDITIONS SPECIFIC TO THE INVESTMENT

NBC Extendible Linear Accrual 7.18% Flex GIC, Series 373, Advisors Category (the "market-linked GIC")

The Bank may, at its option, extend the term of the market-linked GIC beginning on the Initial Maturity Date and annually thereafter (each referred to as an "Extended Maturity Date") up until the Final Maturity Date pursuant to the Extension Feature described below. On the Maturity Date, investors in the market-linked GIC will be entitled to receive the Redemption Amount applicable on the given Maturity Date.

Extension Feature

The Bank may, at its option, on the Initial Maturity Date or on an Extended Maturity Date, extend the Maturity Date of the market-linked GIC to the next subsequent Extended Maturity Date or to the Final Maturity Date, as applicable, but in no event beyond the Final Maturity Date.

The Bank will be deemed to have exercised its option to extend the Maturity Date of the market-linked GIC to the next subsequent Extended Maturity Date or Final Maturity Date, as applicable, unless the Bank advises the holders of its intention not to extend the Maturity Date of the market-linked GIC. Such notice will be provided at least 10 Business Days prior to the Initial Maturity Date or the relevant Extended Maturity Date.

The decision to extend or not to extend the market-linked GIC will be made by the Bank and will be dependent on a number of factors such as the prevailing interest rates, the Bank's cost of funds and hedging costs and future market expectations.

This decision may occur at a point in time that is not advantageous to investors.

"Maturity Date" refers to the Initial Maturity Date, an Extended Maturity Date or the Final Maturity Date, as applicable. Such dates are set out in the table below. If the Maturity Date is not a Business Day, the Redemption Amount will be paid on the next Business Day.

Redemption Amount

Year	Initial Maturity Date	Redemption Rate	Redemption Rate (annualized return)	Redemption Amount
1	November 30, 2027	7.18%	7.18%	Principal invested on the Issue Date × 107.18%

Year	Extended Maturity Dates	Redemption Rate	Redemption Rate (annualized return)	Redemption Amount
2	November 30, 2028	14.36%	6.94%	Principal invested on the Issue Date × 114.36%
3	November 30, 2029	21.54%	6.72%	Principal invested on the Issue Date × 121.54%
4	November 30, 2030	28.72%	6.52%	Principal invested on the Issue Date × 128.72%
5	November 30, 2031	35.90%	6.33%	Principal invested on the Issue Date × 135.90%
6	November 30, 2032	43.08%	6.15%	Principal invested on the Issue Date × 143.08%
7	November 30, 2033	50.26%	5.99%	Principal invested on the Issue Date × 150.26%
8	November 30, 2034	57.44%	5.84%	Principal invested on the Issue Date × 157.44%
9	November 30, 2035	64.62%	5.69%	Principal invested on the Issue Date × 164.62%
10	November 30, 2036	71.80%	5.56%	Principal invested on the Issue Date × 171.80%
11	November 30, 2037	78.98%	5.43%	Principal invested on the Issue Date × 178.98%
12	November 30, 2038	86.16%	5.32%	Principal invested on the Issue Date × 186.16%
13	November 30, 2039	93.34%	5.20%	Principal invested on the Issue Date × 193.34%
14	November 30, 2040	100.52%	5.10%	Principal invested on the Issue Date × 200.52%

Year	Final Maturity Date	Redemption Rate	Redemption Rate (annualized return)	Redemption Amount
15	November 30, 2041	107.70%	4.99%	Principal invested on the Issue Date × 207.70%

If the market-linked GIC is not extended by the Bank on the Initial Maturity Date or a subsequent Extended Maturity Date, then such date will be the Maturity Date, interest will stop accruing on the market-linked GIC and investors will be entitled to receive the Redemption Amount corresponding to such Maturity Date.

SUITABILITY CONSIDERATIONS AND GUIDELINES

An investment in the market-linked GIC is not suitable for all investors and even if suitable, investors should consider what part the market-linked GIC should serve in an overall investment plan.

The market-linked GIC has certain investment characteristics that differ from conventional fixed-rate GICs offered by Canadian banks. Your return on the market-linked GICs is reflected in the Redemption Amount set out in the table above, which in turn will depend on the Extension Feature throughout the term of the market-linked GIC. Your principal invested on the Issue Date will be repaid only if the market-linked GIC is held to the Maturity Date. Moreover, the value of an investment in the market-linked GIC may diminish over time owing to inflation and other factors that adversely affect the present value of future payments.

The market-linked GIC is designed for investors who:

- Seek the protection at maturity of a guaranteed investment certificate combined with the return potential of the relevant Redemption Rates;
- Are expecting interest rates to remain stable or gradually decrease;
- Seek to diversify the fixed income component of their investment portfolio;
- Are prepared to hold the market-linked GIC for an investment horizon that can go up to 15 years; and
- Are prepared to assume the risks associated with the market-linked GIC, including the risk that they remain invested in the market-linked GIC through the Extension Feature while interest rates for debt instruments with a similar credit risk and term to maturity increase over the term to a level that could exceed the annualized return of the relevant Redemption Rate.

RISK FACTORS

An investment in the market-linked GIC is subject to certain risks that investors should carefully examine before purchasing the market-linked GIC, including the following risk factors. **Prospective investors that are not prepared to accept the following risks should not invest in the market-linked GIC.**

Suitability for investment. An investor should reach a decision to invest in the market-linked GIC after carefully considering, in conjunction with his or her advisor or otherwise, the suitability of the market-linked GIC in light of his or her investment objectives and the other information set out in this document. Neither the Bank nor the Agent makes any recommendation as to whether the market-linked GIC is a suitable investment for any person. The market-linked GIC has certain investment characteristics that differ from those of conventional fixed-rate GICs. The market-linked GIC is not designed to be short-term trading instruments and is intended to be held to maturity. The market-linked GIC may not be a suitable investment for some investors.

Extension Feature. The Extension Feature of the market-linked GIC is unique. As a result of the Extension Feature of the market-linked GIC, the price movement of the market-linked GICs will be quite different from that of other market-linked GIC, fixed-term GICs, bonds and similar debt instruments with the same credit risk and term to maturity. For example, if prevailing interest rates fall, the market price of the market-linked GIC may be limited to the price applicable to the then existing Maturity Date, as the Bank may likely not use the Extension Feature in a context where it can borrow funds at a lower interest rate. Investors are compensated for the uncertainty caused by the Extension Feature of the market-linked GIC by receiving a higher yield compared to other debt instruments with a similar credit risk and term to maturity. The decision to extend or not to extend the market-linked GIC will be made by the Bank and will be dependent on a number of factors such as the prevailing interest rates, the Bank's cost of funds and hedging costs and future market expectations in terms of interest rates. The decision to extend or not to extend the market-linked GIC will be made by the Bank and may occur at a point in time that is not advantageous to investors. It is more likely that the Bank will not extend the market-linked GIC to the extent that the interest payable on the market-linked GIC is greater than the interest that would be payable on other instruments of a comparable maturity, terms and credit rating trading in the market. If the market-linked GIC is not extended until the Final Maturity Date, holders may have to re-invest the proceeds in a lower rate environment. Conversely, in a rising interest rate environment, the Bank will be more likely to use the Extension Feature, meaning that investors may remain invested in the market-linked GIC while interest rates for debt instruments with a similar credit risk and term to maturity increase to a level that could exceed the annualized return of the relevant Redemption Rate.

No interest paid before the applicable Maturity Date. No interest will be paid during the term of the market-linked GIC as interest will accrue annually on a linear basis and will only be payable on the applicable Maturity Date as part of the Redemption Amount. As a result, investors looking for annual cash flows from their investments should not invest in the market-linked GIC.

Unsubordinated and unsecured obligations of the Bank. Because the obligation to make payments to investors of the market-linked GIC (i.e., the Redemption Amount) is incumbent upon the Bank, the likelihood that such investors will receive the payments owing to them in connection with the market-linked GIC, including the principal invested on the Issue Date, will be dependent upon the financial health and creditworthiness of the Bank.

No independent calculations; conflict of interest. The Bank, as Calculation Agent, will be solely responsible for the determination and calculation with respect to any payment in connection with the market-linked GIC. The Calculation Agent will also be solely responsible for determining whether a market disruption event or extraordinary event has occurred and for making certain other determinations with regard to the market-linked GIC. No calculation agent other than the Bank or an affiliate will be retained to make or confirm the determinations and calculations made by the Calculation Agent.

The Bank, as Calculation Agent, may have economic interests that differ from and may be adverse to those of the market-linked GIC investors, including with respect to certain determinations that the Calculation Agent must make in connection with the amounts owing by the Bank under the terms and conditions of the market-linked GIC.

In addition, the Bank or its affiliates may, at the present or in the future, publish research reports with respect to movements in interest rates generally. This research may be modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the market-linked GIC. Any of these activities may affect the market value of the market-linked GIC.

Reimbursement under special circumstances. If a special circumstance (as defined in this document) occurs, the Bank may redeem the market-linked GIC before its maturity pursuant to a reimbursement under special circumstances. Upon the occurrence of a special circumstance where the Bank decides to reimburse the market-linked GIC, the Calculation Agent will establish a value for the market-linked GIC, acting in good faith in accordance with market-accepted methods, based on a number of interrelated factors, such as interest rates in general and the time remaining to maturity. Such value will be the reimbursement amount and will not be less than the principal invested on the Issue Date and, if applicable, the accrued portion of the interest payments to be made under the market-linked GIC.

No transfer to other investors and no secondary market. Investors should be willing to hold the market-linked GIC to maturity. The market-linked GIC is not transferable to other investors prior to maturity. If you purchase the market-linked GIC through a dealer, you may not be able to transfer the market-linked GIC to an investment account held with another dealer. The market-linked GIC will not be listed on any stock exchange and no secondary market will be provided.

Sale back to the Bank at Bid Price. You will be able to sell your market-linked GIC back to the Bank at the Bid Price, as provided herein. To this end, the Bank has appointed the Bid Provider (National Bank Financial Inc.) as its agent to quote on a daily basis a price based on its assessment of the market value for the market-linked GIC (the "Bid Price") and to purchase from investors that wish to sell back their market-linked GIC prior to maturity such market-linked GIC on behalf of the Bank for resale to the Bank and cancellation.

The Bid Provider will provide a daily Bid Price under normal market conditions. If any market disruption event occurs, the Bid Provider will generally deem that normal market conditions do not exist. In such instances, there may be no Bid Price quoted and investors may be unable to sell back their market-linked GIC to the Bank.

The fact that the Bank will be the sole purchaser of the market-linked GIC may affect the Bid Price such an investor will receive from the Bid Provider. The Bid Provider will carry out its bid making activities in good faith and in accordance with applicable regulations governing its business.

The price at which an investor will be able to sell the particular market-linked GIC prior to maturity may be at a discount (which could be substantial) from the amount that would be payable if the particular market-linked GIC were maturing on such day, based upon one or more factors. Many factors independent of the Bank's creditworthiness may affect the Bid Price for the particular market-linked GIC. These factors include those detailed under "Transfers; No Secondary Market; Sale of the Market-Linked GIC to the Bank". The effect of any one factor may be offset or magnified by the effect of another factor.

Furthermore, the sale of the market-linked GIC back to the Bank will need to be effected using Fundserv (as defined below under the section entitled "Fundserv"). The sale of market-linked GICs using Fundserv is not like standard over-the-counter markets for debt instruments maintained by registered dealers and carries certain restrictions, including selling procedures that require the initiation of an irrevocable sale order at a Bid Price that will not be known prior to placing such sale order. See "Fundserv".

Risk of conflict of interest of the Bid Provider. The Bid Provider for the market-linked GIC is a wholly-owned subsidiary of the Bank. Under the market-linked GIC, the interests of the holders and the Bank may be different. The Bid Provider will carry out its activities in good faith and in accordance with applicable regulations governing its business.

TRANSFERS; NO SECONDARY MARKET; SALE OF THE MARKET-LINKED GIC TO THE BANK

Investors should be willing to hold the market-linked GIC to maturity. The market-linked GIC is not transferable to other investors prior to maturity.

The market-linked GIC will not be listed on any stock exchange and no secondary market will be provided.

You will however be able to sell your market-linked GIC back to the Bank at the Bid Price. To this end, the Bank has appointed the Bid Provider (National Bank Financial Inc.) as its agent to quote on a daily basis a Bid Price based on its assessment of the market value for the market-linked GIC and to purchase from investors that wish to sell back their market-linked GIC prior to maturity such market-linked GIC on behalf of the Bank for resale to the Bank and cancellation.

The Bid Provider will maintain until the third Business Day preceding the Maturity Date, under normal market conditions, a daily Bid Price for the market-linked GIC. If any market disruption event occurs, the Bid Provider will generally deem that normal market conditions do not exist. In such instances, there may be no Bid Price quoted and investors may be unable to sell back their market-linked GIC to the Bank. The Bid Provider may also, in its sole discretion, stop maintaining a daily Bid Price for the market-linked GIC at any time without any prior notice to holders.

If you decide to sell the market-linked GIC back to the Bank prior to maturity, you may receive less than the principal invested on the Issue Date. See "Risk Factors – Sale back to the Bank at Bid Price".

The sale of the market-linked GIC back to the Bank will need to be effected using Fundserv. Fundserv carries certain restrictions with respect to the sale of market-linked GICs, including the selling procedures that require an irrevocable sale order be initiated at a Bid Price that will not be known prior to initiating such sale order. See "Fundserv".

You should be aware that any valuation price for the market-linked GICs appearing in your periodic investment account statements, as well as any Bid Price quoted to you to sell the market-linked GICs back to the Bank, will be before the application of any applicable early trading charge. If you wish to sell a market-linked GIC back to the Bank prior to maturity, you should consult your investment advisor on whether such sale of the market-linked GICs will be subject to an early trading charge and, if so, the amount of the early trading charge. If you sell your market-linked GIC back to the Bank prior to maturity, you may have to do so at a discount from the principal invested on the Issue Date, and as a result, you may suffer a loss.

There will not be any trading market for the market-linked GIC other than the ability to sell back the market-linked GIC to the Bank under the conditions described above. If you cannot accept that the transfer and sale are limited in this way or you must have the ability to sell back to the Bank at all times, you should not invest in the market-linked GIC.

Factors affecting the Bid Price of the market-linked GIC. The Bid Price of a market-linked GIC will be determined by the Bid Provider at any time, acting in its sole discretion, based on its assessment of the market value of the market-linked GIC and will be dependent upon a number of factors, which may include, among other things:

- **interest rates in the market** – an increase in interest rates will adversely affect the price of the market-linked GIC;
- **the time remaining until the maturity of the market-linked GIC** – where the value may be discounted prior to such time;
- **the creditworthiness of the Bank** – a deterioration of the creditworthiness of the Bank may bring uncertainty as to the capacity of paying amounts owed under the market-linked GIC at maturity, and therefore adversely affect the demand for and price of the market-linked GIC; and
- **the Bank's costs relating to the market-linked GIC, including the cost of hedging its obligations under the market-linked GIC** – when offering a Bid Price for a market-linked GIC, the Bid Provider will consider the price it will receive when it will sell back the market-linked GIC to the Bank, which price will reflect the Bank's costs relating to the manufacture, sale and hedging of the market-linked GIC.

The effect of any one factor may be offset or amplified by the effect of another factor. The relationship among these factors is complex and may also be influenced by various political, economic and other factors that can affect the market value of, and Bid Price for, a market-linked GIC. As well, the market value and Bid Price for a market-linked GIC may be substantially affected by changes in the level of interest rates.

Moreover, while the payment at maturity is based on the principal invested on the Issue Date, the pricing of the market-linked GIC will factor in any selling commission described herein and the Bank's costs of hedging its obligations under the market-linked GIC. As a result, assuming no change in market conditions and any other relevant factors highlighted herein that may affect the Bid Price of the market-linked GIC, the market value and the Bid Price will likely be lower than the original issue price when taking such fees and costs into consideration. This effect is expected to be greater if the market-linked GICs are sold earlier in the term of the market-linked GICs. It is expected that the early trading charge, if any, will correspond to such discount from the original issue price.

You should consult your investment advisors as to whether it would be more favorable in the circumstances at any time to sell the market-linked GIC or to hold the market-linked GIC until maturity.

FUNDSERV

"Fundserv" means either the network maintained and operated by Fundserv Inc. for electronic communication with participating companies, including the receiving of orders, order match, contracting, registrations and settlement of orders, transmission of confirmation of purchases, and the redemption of investments or instruments, or the applicable internal system maintained by the Bank.

In order to purchase a market-linked GIC using Fundserv, the full principal invested on the Issue Date must be delivered to the Bank in immediately available funds prior to the Issue Date. Despite delivery of such funds, the Bank reserves the right not to accept any offer to purchase a market-linked GIC, in whole or in part. If a subscription for a market-linked GIC is not accepted (in whole or in part) or the market-linked GICs are not issued to you for any reason, such funds will be returned forthwith to you. In any case, if the market-linked GICs are not issued for any reason as determined by the Bank, no interest or other compensation will be paid to you on such funds.

Sale of market-linked GICs to the Bank. If you wish to sell back the market-linked GICs to the Bank prior to maturity, you will be subject to certain procedures and limitations and you should consult with your financial advisor in advance in order to understand the timing and other procedural requirements and limitations of selling. You will not be able to negotiate a sale price for the market-linked GICs. Instead, you will need to initiate an irrevocable request to sell the market-linked GIC in accordance with the then established procedures of Fundserv. Provided the order is received before 1:00 p.m. (Montréal time) or such other time as may be established by the Bid Provider (the "Sale Deadline Time") on any Business Day, the request will be treated on the same day. Any request received after such time or on a day that is not a Business Day will be deemed to be a request sent and received before the Sale Deadline Time on the following Business Day. The sale of the market-linked GIC will be effected at a sale price established after the close of market on the day the request is treated, equal to the Bid Price on the applicable day, as posted by the Bid Provider, minus any applicable early trading charge for the market-linked GIC.

The Bid Provider will provide the Bank for posting, under normal market conditions, a Bid Price for the market-linked GICs on a daily basis, which value may also be used for valuation purposes in any statement sent to the investors. The Bid Price will actually represent the Bid Provider's bid price for the market-linked GICs (i.e., the price it is offering to purchase market-linked GICs) for the applicable day, less the applicable early trading charge (if any). There is no guarantee that the Bid Price for any day is the highest bid price possible for the market-linked GICs, but it will represent the Bid Provider's bid price generally available to all investors.

GENERAL CONDITIONS OF THE INVESTMENT

1. The initial principal amount will be invested on the Issue Date (the "principal invested on the Issue Date") and is fully guaranteed at maturity by the Bank.

2. The calculation agent will be National Bank of Canada (the "Calculation Agent").

   The Calculation Agent is responsible for all calculations and decisions concerning the market-linked GIC; it will calculate the interest payments, if applicable, and will determine if a market disruption event or an extraordinary event has occurred. All the Calculation Agent's decisions will bind the investors of the market-linked GIC. The Calculation Agent will act in good faith in accordance with accepted market practices.

3. A market-linked GIC issued by the Bank is a deposit eligible for deposit insurance by the Canada Deposit Insurance Corporation (the "CDIC"), subject to the maximum dollar limit of CDIC coverage and to applicable conditions. More information about CDIC deposit insurance can be found in the "Protecting Your Deposits" brochure (available online at www.cdic.ca or by telephone at 1-800-461-2342).

4. The long-term non-bail-inable senior debt of the Bank is, at the date of this Information Statement, rated as specified in the "Investment Highlights" section on the cover page of this Information Statement. The market-linked GICs have not been rated by any rating agency. There can be no assurance that, if the market-linked GICs were specifically rated by these rating agencies, they would have the same rating as the other deposit liabilities of the Bank. A credit rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

5. A minimum investment of $500 is required for any investment in a market-linked GIC. The Bank reserves the right to discontinue accepting subscriptions at any time without notice. The Bank may in its sole discretion, at any time prior to the Issue Date, elect whether or not to proceed in whole or in part with the issue of a market-linked GIC. If for any reason the issuance of the market-linked GIC does not occur, all subscription funds will be returned to investors, without interest or charge. Moreover, the Bank may, in its sole discretion, postpone the Issue Date to a later date within thirty days following the Issue Date specified in this Information Statement. In such case, the relevant dates set out herein will be postponed by an equivalent number of Business Days.

6. The investment is in Canadian dollars. The principal invested on the Issue Date and interest, if any, will be paid in Canadian dollars.

7. The Bank has entered into an agency agreement with National Bank Investments Inc. (the "Agent") pursuant to which the Agent has agreed to offer market-linked GICs for sale on a best efforts basis. The Agent is a wholly-owned subsidiary of the Bank.

8. The market-linked GICs are offered only in the provinces and territories in Canada where permitted by law. The market-linked GICs may be subject to other restrictions in a given province or territory.

9. Principal invested on the Issue Date will be paid on the Maturity Date and the interest payments, if any, on the relevant payment dates, during the Bank's regular business hours.

10. For those accounts held in an investor's name: If you have not provided the Agent with instructions regarding the payment of those amounts payable on the Maturity Date or on any other payment dates, those amounts payable under the market-linked GICs will be reinvested into a savings account. For nominee accounts: The Bank will be required to make available to nominees or owners, as the case may be, on the Maturity Date or on any other payment dates, funds in an amount sufficient to pay the amounts then due under the market-linked GICs. The Bank expects that payments made by nominees to owners will be governed by standing instructions and customary practices, as is the case with instruments held for the accounts of investors in bearer form or registered in the nominee's name, and will be the responsibility of such nominees.

    Prior to the Maturity Date and in accordance with the conditions set forth in the contract between the investor and his advisor or broker, it is the investor's responsibility to give the relevant instructions to his advisor or broker with respect to the reinvestment, at maturity, of the principal invested on the Issue Date (and of the interest payments, if any).

11. If a special circumstance (as defined below) occurs, the Bank may redeem the market-linked GICs before their maturity pursuant to a reimbursement under special circumstances. Upon the occurrence of a special circumstance where the Bank decides to reimburse the market-linked GICs, the Calculation Agent will establish a value for the market-linked GICs, acting in good faith in accordance with market-accepted methods, based on a number of interrelated factors, such as the level of interest rates and the time remaining to maturity. Such value will be the reimbursement amount, and will not be less than the principal invested on the Issue Date and if applicable, the accrued portion of the interest payments. Investors may only be entitled to receive their principal invested on the Issue Date and if applicable, the accrued portion of the interest payment. A "special circumstance" means an event where, in the opinion of the Bank acting reasonably and in good faith, an amendment or a change is made (or, in the case of a taxation statute or regulation, is proposed to be made) to a taxation statute or regulation, to taxation practices, policies or administration, or to the interpretation of any of the foregoing by any court, tribunal or other governmental or regulatory authority, or an event occurs, now or in the future, caused by circumstances beyond the control of the Bank making (or, in the case of a taxation statute or regulation, which would, if enacted or implemented, make) it illegal or disadvantageous, from a legislative or regulatory point-of-view, or disadvantageous, from a financial point-of-view, for the Bank to allow the market-linked GIC of such series to remain outstanding.

12. There is no assurance that an investment in the market-linked GIC will be eligible for protection under the Canadian Investor Protection Fund (the "CIPF"). An investor should take the necessary steps in order to verify the product's eligibility with respect to the protection under the CIPF and, where applicable, consult with his or her investment advisor as to whether the investor's investment in the market-linked GIC is eligible for protection in light of such investor's particular circumstances.

13. The Bank will pay to the Agent for payment by the Agent to those advisors whose clients purchase the market-linked GIC a selling fee of up to 1.50% of the principal invested on the Issue Date. The selling fee will be paid out of the Bank's own funds. Accordingly, the payment of this fee will not affect the performance of the market-linked GIC. For greater certainty, the pricing of the market-linked GIC will factor in such selling fee and the Bank's cost of hedging its obligations under the market-linked GIC.

14. Investors shall be entitled to a right of cancellation, which must be exercised within two Business Days after the later of (i) the day on which the agreement to purchase the market-linked GIC is entered into, and (ii) the day on which this Information Statement is provided to the investor.

    The agreement to purchase the market-linked GIC will be entered into (i) if the order to purchase is received via telephone, on the day on which the order to purchase is received, and (ii) if the order to purchase is received in person or by electronic means, on the later of (a) the day on which the Information Statement is provided to the investor and (b) the day on which the order to purchase is received.

    Investors will be deemed to have been provided the Information Statement (i) on the day recorded as the time of sending by the server or other electronic transmission system, if provided by electronic means; (ii) on the day recorded on the transmission report as the time of sending, if provided by fax; (iii) five Business Days after the postmark date, if provided by mail; and (iv) when it is received, in any other case.

    Upon cancellation of the purchase of the market-linked GIC, investors will be entitled to a refund of the principal invested on the Issue Date. To exercise their right of cancellation, investors may contact their investment advisor.

15. All information regarding the market-linked GIC, including the most recent Bid Price of the market-linked GIC, the applicable early trading charge (if any) and the last available measures on which the payments are determined, is available on the website www.nbcstructuredsolutions.ca or by contacting your advisor.

16. The terms of the market-linked GICs may be amended by the Bank without the consent of the investors if, in the reasonable opinion of the Bank, the amendment would not materially and adversely affect the interest of the investors. In all other cases, the Bank will provide investors a notice of the amendment prior to making the amendment or without delay after the amendment is made.

17. The Bank will give notice to the investors of any material events relating to the market-linked GICs, including any amendments to the market-linked GICs that impact interest payable under the market-linked GICs. All notices to the investors will be validly given once published on the website www.nbcstructuredsolutions.ca.

18. In this document, "Business Day" means every day, other than a Saturday or a Sunday or a day on which commercial banks in either Montréal or Toronto are required or authorized by law to remain closed. Unless otherwise mentioned, if any day on which an action specified in this Information Statement is required to be taken in respect of the market-linked GICs falls on a day which is not a Business Day, such action may be postponed to the following Business Day.

19. The market-linked GICs will not be transferable between investors and will not be listed on any stock exchange or other market. As described in this Information Statement, investors will be able to sell their market-linked GICs back to the Bank through National Bank Financial Inc., the Bid Provider, which shall be appointed as agent to the Bank to provide a daily Bid Price for the market-linked GICs under normal market conditions and purchase market-linked GICs on behalf of the Bank for resale to the Bank and cancellation.

20. If you sell your market-linked GIC back to the Bank prior to maturity through the Bid Provider pursuant to the process described herein, you may be subject to an early trading charge as set out under "Investment Highlights – Early Trading Charge".

21. Funds delivered to the Bank prior to the Issue Date will be held in escrow pending issuance of the market-linked GICs. A purchaser of market-linked GICs will not receive interest on funds so delivered.

    Despite delivery of such funds, the Bank reserves the right not to accept any offer to purchase market-linked GICs, in whole or in part. If a subscription for market-linked GICs is not accepted (in whole or in part) or market-linked GICs are not issued to the investors for any reason, such funds will be returned forthwith to the investor. In such case, no interest or other compensation will be paid to the investor on such funds.

22. If the payment of the full amount of the interest due under the market-linked GICs (if any) would result in payment of interest at a criminal rate, defined in the *Criminal Code* (Canada) as an annual percentage rate of interest exceeding 35%, such payment would be prohibited by the *Criminal Code*. Accordingly, the Bank reserves the right to defer payment of a portion of such amount until the earliest time that it may be lawfully paid.

Investors should be aware that market-linked GICs are not securities issued by a mutual fund and that investors do not benefit from certain rights and recourses otherwise provided by certain securities laws in connection with the issuance of such securities, including the right to receive a prospectus and other current information documents provided by issuers, right of rescission and certain other rights to cancel a purchase, revise the purchase price or seek damages in case documents show false or misleading information. However, investors will receive a copy of this Information Statement, which grants investors, in certain circumstances, a contractual right of cancellation described herein.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS - TAXABLE INVESTORS

Holders should consult and rely on their own tax advisors as to the overall consequences of their acquisition, ownership and disposition of the market-linked GIC having regard to their particular circumstances.