



NATIONAL BANK OF CANADA

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

U.S.\$18,000,000,000 Euro Note Programme

This 2nd prospectus supplement (this “**2nd Supplement**”) is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 14 June 2024, as supplemented by the 1st Supplement dated 30 August 2024 (together, the “**Prospectus**”) prepared by National Bank of Canada (the “**Issuer**” or the “**Bank**”) with respect to its U.S.\$18,000,000,000 Euro Note Programme (the “**Programme**”). Capitalised terms used but not otherwise defined in this 2nd Supplement shall have the meanings ascribed thereto in the Prospectus.

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), in its capacity as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) to approve this 2nd Supplement for use in connection with the issue of Notes (other than Exempt Notes) under the Programme. Application has also been made to the Luxembourg Stock Exchange under the Luxembourg law dated 16 July 2019 on prospectuses for securities, as amended or supplemented (the “**Prospectus Law**”), to approve this 2nd Supplement for use in connection with (i) the issue of money market instruments which have a maturity of less than twelve months to be admitted to the Regulated Market under the Programme pursuant to Part III of the Prospectus Law, and (ii) Exempt Notes under the Programme pursuant to Part IV of the Prospectus Law.

The Issuer accepts responsibility for the information contained in this 2nd Supplement. To the best of the knowledge of the Issuer, the information contained in this 2nd Supplement is in accordance with the facts and contains no omission likely to affect the import of such information.

This 2nd Supplement has been prepared pursuant to Article 23(1) of the Prospectus Regulation and Article 52 of the Prospectus Law. The following information has been filed with the CSSF and the Luxembourg Stock Exchange and is incorporated by reference into this 2nd Supplement: (i) the Bank’s 2024 Annual Report (the “**2024 Annual Report**”), which includes the Issuer’s audited consolidated financial statements for the years ended 31 October 2024 and 2023 and its management discussion and analysis as at and for the years ended 31 October 2024 and 2023; and (ii) the Bank’s 2024 Annual Information Form dated 3 December 2024 (the “**2024 Annual Information Form**”). In addition, this 2nd Supplement includes: (i) following the release of the Bank’s management’s discussion and analysis as at and for the years ended 31 October 2024 and 2023, updates to, and inclusion of new, risk factors in the Prospectus; (ii) a new statement in respect of no significant change and no material adverse change, and (iii) an update of the litigation statement.

DOCUMENTS INCORPORATED BY REFERENCE

The following information has been filed with the CSSF and the Luxembourg Stock Exchange and is incorporated by reference into the Prospectus by this 2nd Supplement: the 2024 Annual Information Form and the 2024 Annual Report.

The following information appears on the pages of the 2024 Annual Information Form and the 2024 Annual Report, as set out below and such information supplements and amends the table on pages 89 to 91 of the Prospectus and further updates the list of documents incorporated by reference in the Prospectus:

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Any information which is not incorporated by reference in the Prospectus (i.e. not included in the cross reference list) is either not relevant to investors or is covered elsewhere in the Prospectus.

The 2024 Annual Information Form is available at the following link:

<https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/relations-investisseurs/assemblee-annuelle/2025/nbc-aif-agm-2025.pdf>

The 2024 Annual Report is available at the following link:

<https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/relations-investisseurs/assemblee-annuelle/2025/na-annual-report-2024.pdf>

RISK FACTORS

A. Risks related to the Bank's financial, operational and strategic situation

(i) The risk factor entitled "**Protection of Personal Information**" on pages 33 to 34 of the Prospectus under the section entitled "*Factors which are material for the purpose of assessing the risks associated with the Bank and which may affect the Bank's ability to fulfil its obligations under Senior Notes issued under the Programme — (a) Risks related to the Bank's financial, operational and strategic situation*" shall be deleted and replaced with the following:

"Data Risk and Protection of Personal Information

The Bank operates in an environment where data plays a crucial role, both as a growth driver and potential source of risk. The Bank understands that the volume of data created, transformed and handled on a regular basis by all its segments generates a risk that could give rise to a financial impact (regulatory penalties, increase in operating costs, etc.) and an impact on its reputation, but that could also have an impact on its clients.

The importance of effective data governance and management has grown with the rapid evolution of technology. On the one hand, the use of artificial intelligence requires quality data and generates new risks, including ethical risks, such as potential biases. On the other hand, the regulatory authorities' requirements are constantly evolving.

The Bank recognises data as strategic assets and has set the objective of enhancing the quality and integrity of data to unlock their full strategic value and improve decision-making while complying with regulatory requirements. To support its effort, the Bank applies industry best governance and risk management practices and relies in particular on the Basel Committee principles as well as internationally recognized principles that are adopted by major financial institutions. In addition, the Bank continues its effort and investments to adopt new technologies and exploit the value of data with a view to supporting informed decisions and meeting clients' needs with greater agility.

The Bank's Data Office established a data governance framework emphasizing data quality, security, transparency, protection and management. The Data Council ensures data management is aligned with the corporate strategy. The Data Office ensures that the data strategy is deployed and operationalized in each segment. Governance, accountability and risk management committees are in place to monitor the progress of initiatives, ensure effective governance and sound data management and oversee data risk across the Bank.

A significant proportion of the data held by the Bank is personal information about its customers and employees. Risks related to protecting personal information exist throughout the entire lifecycle of

information and arise, in particular, from new control measures and processes as well as from ever-evolving legislative requirements. Such risks could also arise from information being improperly created, collected, used, communicated, stored, or destroyed. Exposure to such risks may increase when the Bank uses external service providers to process personal information. The collection, use, and communication of personal information as well as the management and governance thereof are receiving increasing attention, and the Bank is investing in technological solutions and innovations according to the evolution of its commercial activities.

These risks could lead to the loss or theft of personal information decline of the client base; financial losses; non-compliance with legislation in effect; investigations; legal disputes; penalties; punitive damages; regulatory orders; reputational damage; compliance costs; corrective actions; and cost hikes to maintain and upgrade technological infrastructures and systems, all of which could affect the Bank's operating results or financial position, in addition to having an impact on its reputation.

In recent years, innovations and the proliferation of technological solutions that process or store personal information such as cloud computing, artificial intelligence, machine learning, and open banking, gave rise to significant legislative changes in many jurisdictions, including Canada and Québec.

The Bank continues to monitor relevant legislative developments and enhance its governance by updating its policies, standards and practices and by deploying a privacy program that reflects its determination to maintain the trust of its clients.

There can be no guarantee that the Bank's policies, standards and practices will be sufficient to prevent any of the risks described above related to the protection of personal information. Should any such risks materialise, it could cause the Issuer to be subject to client attrition; financial loss; non-compliance with legislation; legal disputes; fines; penalties; punitive damages; regulatory action; reputational damage; compliance, remediation, investigative, or restoration costs; cost hikes to maintain and upgrade technological infrastructures and systems, all of which could affect the Bank's operating results or financial position, in addition to having an impact on its reputation.

(ii) The risk factor entitled "***Risks related to the Bank's financial, operational and strategic situation incorporated by reference***" on pages 34 to 35 of the Prospectus under the section entitled "*Factors which are material for the purpose of assessing the risks associated with the Bank and which may affect the Bank's ability to fulfil its obligations under Senior Notes issued under the Programme — (a) Risks related to the Bank's financial, operational and strategic situation*" shall be deleted and replaced with the following:

"Risks related to the Bank's financial, operational and strategic situation incorporated by reference

Additional information on risks related to the Bank's financial, operational and strategic situation can be found in the Risk Management section of the Bank's 2024 Annual Report incorporated by reference into this Prospectus under the following headings: credit risk on pages 78 to 87 of the Bank's 2024 Annual Report, liquidity and funding risk on pages 95 to 104 of the Bank's 2024 Annual Report, operational risk on pages 104 to 105 of the Bank's 2024 Annual Report and strategic risk on page 110 of the Bank's 2024 Annual Report."

B. Risks related to the Bank's business activities and industry

(i) The risk factor entitled "***The Bank's revenues and earnings are substantially dependent on the general economic, geopolitical and business conditions in regions where it operates.***" on pages 36 to 38 of the Prospectus under the section entitled "*Factors which are material for the purpose of assessing the risks associated with the Bank and which may affect the Bank's ability to fulfil its obligations under Senior Notes issued under the Programme — (b) Risks related to the Bank's business activities and industry*" shall be deleted and replaced with the following:

"The Bank's revenues and earnings are substantially dependent on the general economic, geopolitical and business conditions in regions where it operates.

Although the Bank operates primarily in Canada, it also has business operations in the United States and other countries. See the sections entitled "Economic Review and Outlook" on page 24 of the Bank's 2024 Annual Report and "Business Segment Analysis" on pages 28 to 47 of the Bank's 2024 Annual Report, each of which is incorporated by reference in this Prospectus, for a description of the global, Canadian and Québec economies relevant to the Bank and a detailed analysis of the Bank's principal business segments. The Bank is exposed to financial risks outside Canada and the United States primarily through its interbank transactions on international financial markets or through international trade finance activities. This geographic exposure represents a moderate proportion of the Bank's total risk.

Government decisions and international relations can have a significant impact on the environment in which the Bank operates. Geopolitical events can lead to volatility, have a negative impact on at risk assets, and cause financial conditions to deteriorate. They can also directly or indirectly affect banking activities by having repercussions on clients. The war in Ukraine, which has temporarily disrupted energy and agricultural supply chains, is a good example. The economic sanctions taken against Russia for its invasion of Ukraine and the steps taken by Russia to significantly reduce natural gas supply to Europe have led to soaring energy costs. In turn, this situation has triggered the economic headwinds now facing Europe and heightened the risk of a political reaction in the form of new governments taking power and social unrest. Even if the war were to end, the shattered trust suggests that Europe and Russia will continue to take measures to become less dependent on one another, notably regarding energy matters. In addition, the current conflict between Hamas and Israel adds a new risk of regional escalation in the Middle East. As at the date of this Prospectus, there is an escalation between Israel and Hezbollah in Lebanon, which is supported by Iran. The greatest risk is that this conflict spreads and develops into a more direct and lengthy confrontation between Iran and Israel, which could complicate oil deliveries in the Persian Gulf. This would have negative consequences on the global geopolitical and economic landscape, as well as on energy prices. While new risks could arise at any time, certain concerns are compelling the Bank to monitor other situations at this time. The geopolitical power struggle that for years has pitted the United States against China is one such concern. Businesses, in particular those operating in sectors deemed strategic, run an increasing risk of finding themselves in a maze of contradictory regulations, where complying with U.S. regulations means violating Chinese law, and vice versa. These tensions could also partially undo some of the ties forged between these two superpowers in the financial markets, which means that Canada is being increasingly caught in the crosshairs of the two countries. The tariffs on Chinese electric vehicles is just one of many examples. Tensions between China and the United States on the subject of Taiwan is another source of disagreement between the two superpowers. While the Bank does not believe an invasion is imminent, China will continue to exert pressure on Taiwan through a combination of unprecedented military exercises and economic sanctions. Taiwan's

importance is highlighted by the fact that it is by far the leading global producer of advanced microchips (over 90% of the market share).

Closer to home, Canada is also dealing with some tensions. Until recently, India represented an alternative to China as a potential trading partner against a backdrop of persistent tensions with the Middle Kingdom (detention of two Canadians in China and Chinese interference in Canadian elections). However, Ottawa's accusations that the Indian government was involved in the murder of a Canadian citizen have soured relations with India, and the conflict could affect companies that have forged trade links or made investments there. However, the potential for confrontation does not end there, as protectionism is gaining popularity, and a growing number of countries are implementing measures to both financially support domestic businesses in key sectors (high tech, health care, and food) and to protect them against global competition through business restrictions. The combined effects of supply shortages experienced during the COVID-19 pandemic and geopolitical tensions have shifted the focus from efficiency to supply security.

In addition, the combined effect of climate change and armed conflict could lead to massive involuntary migration, which has already risen sharply in recent years. This could have economic and political repercussions, with Europe being particularly vulnerable. Lastly, with rising debt levels and interest rates, some governments could face a dilemma as they try to satisfy public demands to maintain social safety nets and respond to pressure from the financial markets to improve their fiscal balance, causing political tensions in the developed countries. The Bank will continue to monitor all of these developments, analyse any new risks that arise, and assess the impacts that they may have on the organisation.

Nevertheless, the Bank's revenues could be affected by the economic, geopolitical and business conditions prevailing in the countries in which it operates, including as a result of the strength of the economy and inflation, the credit conditions of businesses, financial market and exchange rate fluctuations, monetary policy trends and interest rates. All of these factors affect the business, geopolitical and economic conditions in a given geographic region and, consequently, affect the Bank's level of business activity and resulting earnings in that region. Although some risks may seem remotely related to the Bank's business context, strong global economic and financial integration requires a vigilant approach.

(ii) A new risk factor entitled "**Economic Risk**" shall be inserted into the Prospectus on page 43 of the Prospectus before the risk factor entitled "**Reliance on technology and third-party providers may affect the Bank's ability to serve and retain its clients.**" under the section entitled "*Factors which are material for the purpose of assessing the risks associated with the Bank and which may affect the Bank's ability to fulfil its obligations under Senior Notes issued under the Programme — (b) Risks related to the Bank's business activities and industry*", as follows:

"Economic Risk

Global economic growth remains relatively healthy, but still seems to have slowed down in recent months. Once again, the manufacturing sector is the source of this downturn, as the worldwide demand for goods continued to wane after the post-pandemic rush. Geographically, the eurozone and China are the main areas responsible for the tempered growth. In the single currency zone, the consequences of the invasion of Ukraine by Russia are still felt, especially in Germany, where energy price increases accelerated the erosion of the industrial base and resulted in gross domestic product stagnation and a rise in the unemployment rate. The determination of the central bank to reduce key interest rates is certainly good news, but due to the significant lag in the transmission of the monetary

policy, it may be a long time before the actions of the European Central Bank succeed in boosting growth once and for all. China continues to face a painful deleveraging process in the real estate sector that undermines household confidence and could lead to an international reduction in commodities demand. Low inflation, or even negative inflation, is a factor to monitor, not only because it reflects weak domestic demand, but also because a potential entrenchment of deflation could make debt service more challenging in the world's second largest economy.

Even in the United States, where growth remains solid, some risk factors persist, such as the lagged effects of the monetary policy tightening or the regional banks' exposure to commercial real estate. The growing popularity of protectionist policies on both sides of the political aisle is another source of concern, as it may strain further commercial relations with China.

While the economic risks mentioned up to this point are more short-term, there are other risks that are longer term, such as the significant deterioration of the fiscal position of many countries. Many governments became much more indebted during the pandemic and are now facing an interest payment shock as bonds come due. Government financing needs will be considerable in the years to come, with demographic changes, the fight against climate change, and reindustrialization all risking to exacerbate the pressure on public finances. There is reason to believe that investors could demand compensation for financing more fragile governments. This could limit the power of governments to act in the event of economic weakness.

Lastly, climate issues are an added risk in the current context. If too few measures are adopted on the climate front, severe weather events will intensify and result in economic woes over the long term. Conversely, a too-swift transition could result in other risks, particularly short- and medium-term costs and rising pressure on production costs.

In short, given the ongoing uncertainties in this economic environment, the Bank remains vigilant in the face of numerous factors and will continue to rely on its strong risk management framework to identify, assess, and mitigate the negative impacts while also remaining within its risk appetite limits.

Despite the Bank's sustained effort, these economic risks may adversely affect the macro-economic and financial market conditions relevant to the Issuer, consequently, negatively impacting the Issuer's business, operating results and financial position."

(iii) The risk factor entitled "***Risks related to the Bank's business activities and industry incorporated by reference***" on page 43 of the Prospectus under the section entitled "*Factors which are material for the purpose of assessing the risks associated with the Bank and which may affect the Bank's ability to fulfil its obligations under Senior Notes issued under the Programme — (b) Risks related to the Bank's business activities and industry*" shall be deleted and replaced with the following:

"Risks related to the Bank's business activities and industry incorporated by reference

Additional information on risks related to the Bank's business activities and industry can be found in the Risk Management section of the Bank's 2024 Annual Report incorporated by reference into this Prospectus under the following headings: market risk on pages 88 to 94 of the Bank's 2024 Annual Report, reputation risk on page 109 of the Bank's 2024 Annual Report and environmental and social risk on pages 110 to 112 of the Bank's 2024 Annual Report."

C. Legal and regulatory risk

The risk factor entitled “**Legal and regulatory risk incorporated by reference**” on page 45 of the Prospectus under the section entitled “*Factors which are material for the purpose of assessing the risks associated with the Bank and which may affect the Bank’s ability to fulfil its obligations under Senior Notes issued under the Programme — (c) Legal and regulatory risk*” shall be deleted and replaced with the following:

“*Legal and regulatory risk incorporated by reference*”

Additional information on risks related to the Bank’s legal and regulatory risk can be found in the Risk Management section of the Bank’s 2024 Annual Report incorporated by reference into this Prospectus under the heading regulatory compliance risk on pages 105 to 109”

NO SIGNIFICANT CHANGE / NO MATERIAL ADVERSE CHANGE

The paragraph “*No Significant Change / No Material Adverse Change*” on page 359 of the Prospectus shall be deemed deleted and replaced with the following:

“As at the date hereof, there has been no significant change in the financial performance or financial position of the Bank or the Bank and its subsidiaries taken as a whole and there has been no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole, in each case since 31 October 2024, being the date of the latest annual audited published consolidated financial statements of the Bank.”

LEGAL AND ARBITRATION PROCEEDINGS

The paragraph “**Legal and Arbitration Proceedings**” on page 359 of the Prospectus shall be deemed deleted and replaced with the following:

“Other than as disclosed under the section “Litigation” on pages 117 to 118, under the subsection entitled “Notice of Assessment” in Note 26 on page 222 and under the subsection entitled “Contingent Liabilities – Litigation” in Note 28 on page 226 of the 2024 Annual Report incorporated by reference in this Prospectus, neither the Bank nor any of its subsidiaries is or has been involved in any governmental, legal and arbitration proceedings relating to claims or amounts that are material in the context of the issue of the Senior Notes or that may have, or have had in the recent past, significant effects on the Bank’s financial position or profitability, nor, so far as the Bank is aware, are any such proceedings pending or threatened during the 12 months before the date of this Prospectus.”

GENERAL

To the extent that there is any inconsistency between (a) any statement in this 2nd Supplement or any statement incorporated by reference into the Prospectus by this 2nd Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this 2nd Supplement, the statements in (a) will prevail.

Statements contained in this 2nd Supplement will, to the extent applicable and whether expressly, by implication or otherwise, be deemed to modify or supersede statements in the Prospectus (or the documents incorporated in the Prospectus by reference).

Any websites included in the Prospectus or this 2nd Supplement are for information purposes only and do not form part of the Prospectus.

The Arrangers and the Dealers have not separately verified the information contained in this 2nd Supplement. None of the Arrangers or the Dealers makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information contained in this 2nd Supplement or any of the information incorporated by reference in this 2nd Supplement.

Save as disclosed in this 2nd Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus since the publication of the Prospectus.

Copies of this 2nd Supplement, the 2024 Annual Information Report and the 2024 Annual Report can be reviewed on the website of the Luxembourg Stock Exchange at www.luxse.com and may be obtained from the head office of the Issuer and the specified offices of each Paying Agent and Listing Agent, as set out at the end of the Prospectus. In addition, the Canadian Securities Administrators maintain an Internet web site through which all of the documents incorporated by reference herein, or deemed incorporated herein, that the Issuer files electronically can be retrieved. The address of the site is www.sedarplus.com.