

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus Supplement together with the short form base shelf prospectus dated June 29, 2022, to which it relates, as amended or supplemented (the “Prospectus”), and each document incorporated by reference in the Prospectus constitutes a public offering of securities only in the jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or similar regulatory authority has in any way passed upon the merits of securities offered hereunder and any representation to the contrary is an offence. The Note Securities to be issued hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended and, subject to certain exemptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America to or for the account or benefit of U.S. persons.

Prospectus Supplement
(to the short form base shelf prospectus dated June 29, 2022)

December 14, 2023



NATIONAL BANK OF CANADA

CAD\$12,000,000,000

**Medium Term Notes – Debt Securities
(Unsubordinated Indebtedness)**

On December 14, 2023, National Bank of Canada appointed iA Private Wealth Inc. as dealer in accordance with the dealer agreement dated June 29, 2022, among the Bank and the dealers therein named. Accordingly, every reference to “Dealers” in the short form base shelf prospectus dated June 29, 2022, including this prospectus supplement, is to be read as including iA Private Wealth Inc. as of the date hereof.

CERTIFICATE OF THE DEALER

Dated: December 14, 2023

To the best of our knowledge, information and belief, the short form prospectus dated June 29, 2022, together with the documents incorporated therein by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

IA PRIVATE WEALTH INC.

(s) Richard Kassabian

Per: Richard Kassabian