

NBC Deposit Notes

NBC S&P/TSX Composite Low Volatility Index with Low Point Deposit Notes

Series 68F

SALES PERIOD:

July 29, 2019 to August 21, 2019

ISSUANCE DATE:

On or about August 27, 2019

FINAL VALUATION DATE:

On or about August 20, 2024

MATURITY DATE:

On or about August 27, 2024

INVESTMENT HIGHLIGHTS:

Participation Factor of 130.00%

5-year term

Principal protection

- Principal Amount fully protected at maturity by National Bank of Canada.

Variable return

- The Deposits aim to provide you with a return at maturity linked to the performance of the S&P/TSX Composite Low Volatility Index based on the lowest monthly Reference Portfolio Level during the first nine months.

Liquidity

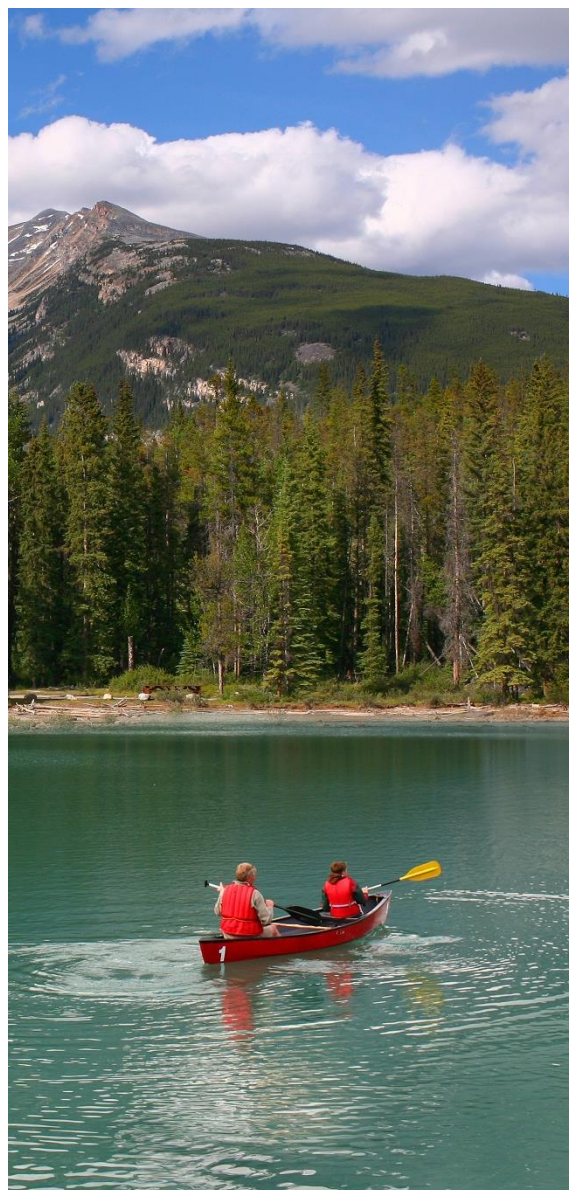
- A daily secondary market is maintained subject to availability. A Holder who sells Deposits prior to maturity may receive less than the Principal Amount per Deposit.

Eligibility

- Eligible for all types of accounts (RRSP, RRIF, DPSP, RESP, RDSP and TFSA).
- \$1,000 minimum subscription (10 Deposits).

Currency

- Canadian dollars



The Deposits are not conventional fixed income investments. There are risks associated with this investment (see page 5 for details). Investors should read the Information Statement dated July 26, 2019 (hereafter the "Information Statement") for more detailed risk disclosure and complete information on the Deposits. Please refer to our website for the list of the different terms and conditions, if any, of previous series issued by the Bank. Where an investor purchases Deposits, by phone or in person, the advisor must at the time verbally highlight certain information in respect of the Deposits contained under the document entitled Oral Disclosure for Sales in Person or by Telephone.

The Deposits will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act*.

→ Should you have any questions, do not hesitate to contact your advisor.

FUNDSERV CODE: NBC26735



Suitability Considerations and Guidelines

An investment in the Deposits is not suitable for all investors and even if suitable, investors should consider what part the Deposits should serve in an overall investment plan. The Deposits may be suitable for you if:

- you are seeking protection of your capital at maturity;
- you are seeking the potential for higher returns in a low interest rate environment;
- you have a long-term investment horizon and are prepared to hold the Deposits to maturity;
- you do not need or do not expect certainty of return and can accept seeing the value of your investment in the Deposits diminish over time due to inflation;
- you are looking to participate in the growth potential of a portfolio composed of the Reference Asset;
- you are prepared to assume the risks as described in the “Risk Factors” section in the Information Statement;
- you are looking to diversify your portfolio across different sectors in the Canadian market through large market capitalization companies;
- in order to benefit from the Deposit structure and capital protection at maturity, you are prepared to waive the aggregate dividend and/or distribution yield provided by the issuers or constituents of the Reference Asset over the term of the Deposits to maturity, on the assumption that the dividend and/or distribution yield remains constant and that the dividends and/or distributions are not reinvested; and
- you are looking to benefit from locking in the lowest monthly Reference Portfolio Level during the first nine months.

The Deposits have certain investment characteristics that differ from those of conventional fixed income investments in that they may not provide you with a return or income stream prior to maturity, or a return at maturity, calculated by reference to a fixed or floating rate of interest that is determinable prior to maturity. The return on the Deposits, unlike the return on many deposit liabilities of Canadian chartered banks, is uncertain in that if the Reference Portfolio does not generate a positive return, the Deposits will produce no return on your original investment.

Return of your Deposit

Payment at maturity of your Deposits will be linked to the price performance of each Reference Asset included in the Reference Portfolio. The Deposits will have a principal amount of \$100 each (the “Principal Amount”). The investment objective of your Deposits is to repay you on the Maturity Payment Date your Principal Amount and provide you with a Variable Return if the Reference Portfolio Return is positive on the Final Valuation Date.

- **Maturity Redemption Payment:** An amount per Deposit to which you are entitled on the Maturity Payment Date based on the performance of the Reference Portfolio which is equal to your Principal Amount \times (1 + Variable Return).
- **Variable Return:** A percentage equal to the product of (i) the Reference Portfolio Return on the Final Valuation Date and (ii) the Participation Factor, subject to a minimum of zero.
- **Participation Factor:** 130.00%
- **Low Point Valuation Dates:** August 27, 2019, September 27, 2019, October 28, 2019, November 27, 2019, December 27, 2019, January 27, 2020, February 27, 2020, March 27, 2020, April 27, 2020 and May 27, 2020 (provided that if any of such dates is not a Trading Day, it will be postponed to the next Trading Day).
- **Reference Portfolio Return:** The difference between the Reference Portfolio Final Level and the Reference Portfolio Initial Level, divided by 1,000.
- **Reference Portfolio Final Level:** The Reference Portfolio Level on the Final Valuation Date.
- **Reference Portfolio Initial Level:** The lowest Reference Portfolio Level observed on each of the Low Point Valuation Dates.

Investors should realize that even though the increase in the Reference Portfolio Level on the Final Valuation Date will be measured from the Reference Portfolio Initial Level, such increase will be compared to the Reference Portfolio Level of 1,000 to calculate the Reference Portfolio Return, and not the Reference Portfolio Initial Level, which could be less than 1,000. As a result, in the case where the Reference Portfolio Initial Level is less than 1,000, the Reference Portfolio Return will not be as significant as if the increase in the Reference Portfolio Level were compared to such Reference Portfolio Initial Level. See the examples under “Examples”.

- **Reference Portfolio Level:** On any day, the level of the Reference Portfolio, which shall correspond to the Reference Portfolio Level on the Issuance Date (being 1,000), adjusted upward or downward by a proportion equal to the following formula: a number equal to the product of (i) 1,000 and (ii) one plus the sum of the Weighted Reference Asset Return of each Reference Asset comprising the Reference Portfolio.
- **Weighted Reference Asset Return:** For each Reference Asset contained in the Reference Portfolio and on any day, the product of (i) the Reference Asset Return and (ii) the Reference Asset Weight.
- **Reference Asset Weight:** The weight of each Reference Asset comprising the Reference Portfolio.
- **Reference Asset Return:** For each Reference Asset contained in the Reference Portfolio and on any day, a number, which may be positive or negative, expressed as a percentage, calculated as follows: (Closing Level on such day / Closing Level on the Issuance Date) - 1.
- **Closing Level:** On any day, the closing price, the closing level or the official net asset value, as applicable, and reported and/or published by the applicable Price Source as specified in the table under “Reference Portfolio”. If there is no closing price, no closing level or no official net asset value, as applicable, reported or published on that day, then the Closing Level will be the closing price, the closing level or the official net asset value, as applicable, on the immediately preceding day on which such closing price, closing level or official net asset value is reported or published by the applicable Price Source (except if this occurs on the Issuance Date, on any of the Low Point Valuation Dates or on the Final Valuation Date, in which case the closing price, the closing level or the official net asset value, as applicable, on the immediately following day on which such closing price, closing level or official net asset value is reported or published by the applicable Price Source will be used, subject to the provisions under “Extraordinary Events and Special Circumstances” in the Information Statement).

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The Reference Asset Return is a price return, and will not take into account dividends and/or distributions paid by the issuers or constituents of the Reference Asset. As of July 23, 2019, the dividends and/or distributions paid on account of all of the issuers or constituents of the Reference Asset in the Reference Portfolio represented an annual return of approximately 4.21%, representing an aggregate yield of approximately 21.05% over the term of the Deposits, assuming that the yield remains constant and the dividends and/or distributions are not reinvested.

Reference Portfolio

Reference Asset name	Reference Asset ticker from Bloomberg	Price Source	Closing Level	Reference Asset type	Reference Asset Weight
S&P/TSX Composite Low Volatility Index	SPTXLVPR	S&P Dow Jones Indices LLC	Closing level	Index	100%

Scenario Analysis

The following are hypothetical examples that illustrate how the Maturity Redemption Payment shall be calculated under different scenarios. These examples are included for illustration purposes only. The amounts and all other variables used in the following examples are hypothetical and are not forecasts or projections of the Reference Asset Return of each Reference Asset, the Reference Portfolio or the performance of the Deposits. No assurance can be given that the results shown in these examples will be achieved.

(1) Hypothetical example of a positive Variable Return

The following table is based on the assumption that the Closing Level of the Reference Asset will increase during the 5-year term of the Deposits.

Reference Asset	Low Point Valuation Dates										Reference Portfolio Initial Level	Final Valuation Date		
	Issuance Date	2	3	4	5	6	7	8	9	10		Closing Level	Reference Portfolio Final Level	Reference Portfolio Return
	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level				
S&P/TSX Composite Low Volatility Index	406.51	402.54	399.07	423.11	404.03	321.23	407.08	406.13	398.55	401.24		480.00		
Reference Asset Return	N/A	-0.98%	-1.83%	4.08%	-0.61%	-20.98%	0.14%	-0.09%	-1.96%	-1.30%		18.08%		39.06%
Reference Portfolio Level	1,000.00	990.23	981.70	1,040.84	993.90	790.21	1,001.40	999.07	980.42	987.04	790.21	1,180.78	1,180.78	

Reference Portfolio Initial Level	790.21
Reference Portfolio Final Level on the Final Valuation Date	1,180.78
Reference Portfolio Return: $(1,180.78 - 790.21) / 1,000$	39.06%
Variable Return: $\text{MAX} [0\%, 130.00\% \times 39.06\%]$	50.77%
Maturity Redemption Payment: $\$100 \times [1 + 50.77\%]$	\$150.77
Annualized compounded return over the 5-year term	8.56%

In this example, the Reference Portfolio Return on the Final Valuation Date is 39.06%. The Variable Return would be 50.77% and the Maturity Redemption Payment payable on the Maturity Payment Date would be \$150.77 (approximately 8.56% compounded annually over 5 years).

(2) Hypothetical example of a smaller positive Variable Return

The following table is based on the assumption that the Closing Level of the Reference Asset will decrease during the 5-year term of the Deposits, but the locked in Reference Portfolio Initial Level is below the Reference Portfolio Final Level.

Reference Asset	Low Point Valuation Dates										Reference Portfolio Initial Level	Final Valuation Date		
	Issuance Date	2	3	4	5	6	7	8	9	10		Closing Level	Reference Portfolio Final Level	Reference Portfolio Return
	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level				
S&P/TSX Composite Low Volatility Index	406.51	402.54	399.07	423.11	404.03	397.93	407.08	406.13	398.55	401.24		402.13		
Reference Asset Return	N/A	-0.98%	-1.83%	4.08%	-0.61%	-2.11%	0.14%	-0.09%	-1.96%	-1.30%		-1.08%		1.03%
Reference Portfolio Level	1,000.00	990.23	981.70	1,040.84	993.90	978.89	1,001.40	999.07	980.42	987.04	978.89	989.23	989.23	

Reference Portfolio Initial Level	978.89
Reference Portfolio Final Level on the Final Valuation Date	989.23
Reference Portfolio Return: $(989.23 - 978.89) / 1,000$	1.03%
Variable Return: $\text{MAX} [0\%, 130.00\% \times 1.03\%]$	1.34%
Maturity Redemption Payment: $\$100 \times [1 + 1.34\%]$	\$101.34
Annualized compounded return over the 5-year term	0.27%

In this example, the Reference Portfolio Return on the Final Valuation Date is 1.03%. The Variable Return would be 1.34% and the Maturity Redemption Payment payable on the Maturity Payment Date would be \$101.34 (approximately 0.27% compounded annually over 5 years).

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(3) Hypothetical example of a nil Variable Return

The following table is based on the assumption that the Closing Level of the Reference Asset will decrease during the 5-year term of the Deposits.

Reference Asset	Low Point Valuation Dates										Reference Portfolio Initial Level	Final Valuation Date		
	Issuance Date	2	3	4	5	6	7	8	9	10		Closing Level	Reference Portfolio Final Level	Reference Portfolio Return
	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level	Closing Level				
S&P/TSX Composite Low Volatility Index	406.51	408.13	422.55	427.91	410.11	413.12	407.08	412.00	407.77	414.83		330.25		
Reference Asset Return	N/A	0.40%	3.95%	5.26%	0.89%	1.63%	0.14%	1.35%	0.31%	2.05%		-18.76%		-18.76%
Reference Portfolio Level	1,000.00	1,003.99	1,039.46	1,052.64	1,008.86	1,016.26	1,001.40	1,013.51	1,003.10	1,020.47	1,000.00	812.40	812.40	

Reference Portfolio Initial Level	1,000.00
Reference Portfolio Final Level on the Final Valuation Date	812.40
Reference Portfolio Return: $(812.40 - 1,000.00) / 1,000$	-18.76%
Variable Return: $\text{MAX}[0\%, 130.00\% \times -18.76\%]$	0.00%
Maturity Redemption Payment: $\$100 \times [1 + 0.00\%] =$	\$100.00
Annualized compounded return over the 5-year term	0.00%

In this example, the Reference Portfolio Return on the Final Valuation Date is -18.76%. The Variable Return would be nil and the Maturity Redemption Payment payable on the Maturity Payment Date would be \$100 because the Deposits are principal protected at maturity.

Risk Factors

An investment in the Deposits involves certain risks. You should, in consultation with your own financial and legal advisers, carefully consider, among other matters, the following discussion of risks, before deciding whether an investment in the Deposits is suitable. The Deposits are not a suitable investment for a prospective purchaser who does not understand their terms or the risks involved in holding the Deposits. Such risk factors include, without limitation, the following:

- Bank's creditworthiness;
- Investors could make no return in the Deposits;
- Risks relating to unsecured nature of the Deposits;
- The Deposits could be redeemed prior to maturity under a Reimbursement Under Special Circumstances;
- Reliance on the Calculation Agent;
- Conflicts of interest may affect the Calculation Agent;
- Hedging transactions may affect the underlying interests;
- The Final Valuation Date or any of the Low Point Valuation Dates or the date on which the Maturity Redemption Payment is payable may be postponed if a Market Disruption Event occurs on the given date;
- The Reference Asset Return will not reflect the full appreciation in the Reference Asset when including dividends and other distributions;
- In the case where the Reference Portfolio Initial Level is less than 1,000, the Reference Portfolio Return will not be as significant as if the increase in the Reference Portfolio Level were compared to such Reference Portfolio Initial Level;
- The return on the Deposits may not reflect the full performance of the Reference Portfolio that could be realized if investors held the Reference Asset directly;
- Holders have no ownership interest in the underlying interest or the constituents thereof;
- Concentration risk; the Deposits are linked only to the underlying interests;
- Deferred payment;
- Legal, administrative and regulatory change;
- Deposits are not qualified by prospectus;
- The Deposits will not be insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime;
- Uncertain trading market for the Deposits; many factors affect the trading value of the Deposits; offer prices for Deposits may not reflect the return of the underlying interest; and
- Conflicts of interest may affect the Market Maker.

Certain Risk Factors related to Index Linked Deposits:

- Trading prices;
- Potential modifications of a Reference Index;
- Adjustments to a Reference Index could adversely affect the value of the Deposits; and
- Neither the Bank nor the Agent nor the Market Maker make any representation or warranty as to the accuracy or completeness of the information regarding the Reference Index.

Investors should read the Information Statement for the complete details of risks factors.

Use of the Reference Index

The Reference Index is a product of S&P Dow Jones Indices LLC, a division of S&P Global, or its affiliates ("SPDJI") and TSX, Inc., and has been licensed for use by the Bank. Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC, a division of S&P Global ("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"); and TSX is a trademark of TSX, Inc. and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by the Bank. The Deposits are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, their respective affiliates, or TSX, Inc. and none of such parties make any representation regarding the advisability of investing in such products nor do they have any liability for any errors, omissions, or interruptions of the Reference Index.

Suitability Considerations and Guidelines

An investment in the NBC S&P/TSX Composite Low Volatility Index with Low Point Deposit Notes, Series 68F is not suitable for all investors and even if suitable, investors should consider what part the NBC S&P/TSX Composite Low Volatility Index with Low Point Deposit Notes, Series 68F should serve in an overall investment plan. The Information Statement includes a summary of various suitability considerations and guidelines. Investors are encouraged to read the Information Statement carefully.

The statements contained herein are based upon information which we believe to be reliable but we cannot represent that they are complete or accurate. The complete information related to this issue of the Deposits will be contained in the Information Statement which will be sent to investors prior to the closing date. Capitalized terms used herein and not otherwise defined have the meaning ascribed thereto in the Information Statement. This document is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy the Deposits referred to herein.

The NBC S&P/TSX Composite Low Volatility Index with Low Point Deposit Notes, Series 68F are principal-protected at maturity. Variation in the Reference Portfolio Return will have a direct impact on the return payable. It is possible that no return will be paid. Deposits are not suitable for all types of investors. An investment in the Deposits is subject to a number of risk factors. Potential purchasers should consult the Information Statement before investing in the Deposits. The Deposits will not be insured under the *Canada Deposit Insurance Corporation Act*.