

## Oral Disclosure for Sales in Person or by Telephone

The NBC Auto Callable Growth GIC (USD), Series 6MV, Advisors Category (herein referred to as a “Deposit”) is governed by federal regulations. Whether an investor purchases Deposits over the telephone or in person, the advisor must at the time orally highlight certain information in respect of the Deposits:

### Term and important dates of your Deposit

The Deposit has a 10-year term with a closing on April 25, 2024. The Maturity Date will be April 25, 2034 and the Final Valuation Date will be April 18, 2034. The Deposit may be automatically redeemed on April 26, 2027.

### Return of your Deposit

Payment at maturity of your Deposits will be linked to the price performance of the Solactive Equal Weight Canada Banks 5% AR Index (the “Reference Index”). The Deposits will have a Principal Amount of US\$100 each. The deposits will be denominated in American dollars.

The Deposits aim to repay you, on the Maturity Payment Date, your Principal Amount and provide you, (i) if the Deposits are automatically called by the Bank, which will occur if the Reference Portfolio Return is equal to or higher than the Call Threshold on a Call Valuation Date, with a fixed positive return at the Call Date and an additional Variable Return if the Reference Portfolio Return is greater than such fixed positive return or (ii) if the Deposits are not automatically called by the Bank on a Call Date, with a Variable Return at the Maturity Date if the Reference Portfolio Return is positive on the Final Valuation Date.

**Maturity Redemption Payment:** means an amount per Deposit to which you are entitled on a Call Date (if the Deposits are automatically called for redemption by the Bank on a Call Date) or on the Maturity Date based on the performance of the Reference Portfolio. The Maturity Redemption Payment will be calculated as follows:

- (i) if the Reference Portfolio Return is equal to or higher than the Call Threshold on a Call Valuation Date, the Deposits will be automatically called on the applicable Call Date and the Maturity Redemption Payment will be equal to the Principal Amount x [1 + Fixed Return applicable to the given Call Valuation Date + Variable Return]; or
- (ii) if the Deposits are not automatically called, the Maturity Redemption Payment will be equal to the Principal Amount x [1 + Variable Return].

**Fixed Return:** means 32.50% if the Deposits are automatically called for redemption after 3 years.

**Call Threshold:** means 0.00% on a Call Valuation Date.

**Variable Return:** means a percentage calculated as follows:

- (i) on a given Call Valuation Date
  - (A) where the Reference Portfolio Return is less than or equal to the Fixed Return applicable to the given Call Valuation Date, the Variable Return will be equal to 0%;
  - (B) where the Reference Portfolio Return is greater than the Fixed Return applicable to the given Call Valuation Date, the Variable Return will be equal to the product of (i) the Call Participation Factor and (ii) the amount by which the Reference Portfolio Return exceeds such Fixed Return; or
- (ii) on the Final Valuation Date, the Variable Return will be equal to the product of (i) the Participation Factor and (ii) the Reference Portfolio Return, subject to a minimum of zero.

**Call Participation Factor:** means 5.00% on a Call Valuation Date.

**Participation Factor:** means 100.00% on the Final Valuation Date.

The Reference Portfolio Return means, on any day, the sum of the Weighted Reference Asset Return of each Reference Asset comprising the Reference Portfolio. The Weighted Reference Asset Return means 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. The Reference Asset Return means 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.

### Reference Portfolio

The Reference Index aims to track the gross total return performance of the Solactive Equal Weight Canada Banks Index (the “TR Index”), reduced by a synthetic dividend of 5.00% per annum calculated daily (the “Adjusted Return Factor”). The Reference Index is calculated in CAD.

As of April 9, 2024, the dividends and/or distributions paid on account of all the issuers or constituents of the TR Index represented an annual indicative yield of approximately 4.88%, representing an aggregate yield of approximately 48.80% over the term of the Deposits, assuming that the dividends and/or distributions remain constant and are not reinvested.

An investment in the Deposits does not represent a direct or indirect investment in the TR Index or any of the constituent securities that comprise the TR Index. Holders do not have an ownership interest or other interest (including, without limitation, voting rights or rights to receive dividends and/or distributions) in any of the constituent securities comprising the TR Index. The performance of the Reference Index will vary higher or lower from the performance of the price return version of the TR Index over the term of the Deposits depending on whether the impact of the dividends and/or other distributions reinvested in the TR Index is greater or less than the impact the Adjusted Return Factor has on the Closing Level over the term of the Deposits.

### Fees

- The advisors, whose clients purchase the Deposits, will receive a selling fee of up to US\$3.00 per Deposit sold under the offering.

Risk factors. Such risk factors include, without limitation, the following:

- Bank’s creditworthiness;
- The Deposits are subject to an automatic call feature;
- Investors could make no return on 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;
- Conflict of interest may affect the Calculation Agent;

## 2 INVESTING

### – NBC Auto Callable Growth GIC (USD), Series 6MV, Advisors Category

- Hedging transactions may affect the underlying interests;
- A Valuation Date may be postponed if a Market Disruption Event occurs on the given date, which may affect the payment at maturity;
- 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 constituent securities of the TR Index;
- Concentration risk. The Deposits are linked only to the underlying interests;
- Deferred payment;
- Legal, administrative and regulatory change;
- Deposits are not qualified by prospectus;
- You will not be entitled to the benefit of any changes in the Closing Level for the Reference Asset included in the Reference Portfolio prior to a Valuation Date;
- Risks relating to Deposits in foreign currencies;
- No early redemption and no secondary market; and
- Tax may be withheld from interest paid or deemed to be paid to a Holder who is a non-resident of Canada.

#### Risk factors related to index linked Deposits, including:

- Trading prices;
- Potential modifications of the Reference Index;
- Adjustments to the Reference Index could adversely affect the value of the Deposits;
- Neither the Bank nor the Agent make any representation or warranty as to the accuracy or completeness of the information regarding the Reference Index;
- Performance of the Reference Index will be less than that of the TR Index or a direct investment in the constituent securities of the TR Index;
- Performance of the Reference Index will be affected by the ability of issuers comprising the TR Index to pay dividends and/or distributions; and
- The Reference Index and the TR Index have a limited performance history.

Investors should read the Information Statement dated April 18, 2024 for complete details of the risk factors.

#### 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 looking for an automatic call feature and you expect that the Reference Portfolio Return will be equal to or higher than the Call Threshold on at least one Call Valuation Date or positive on the Final Valuation Date;
- you are seeking the potential for higher returns in the current interest rate environment;
- you have a long-term investment horizon and are prepared to hold the Deposits until the Maturity Date;
- 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 receive less than the full Reference Portfolio Return above the Fixed Return on a Call Valuation Date as such excess amount will be multiplied by a Call Participation Factor which will result in you receiving less than 100% of that excess amount, as the case may be; and
- you are prepared to assume the risks as described in the “Risk Factors” section in the Information Statement.

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.

#### No transfer or early redemption

The Deposits will not be listed on any stock exchange or other market and no secondary market will be established. The Deposits are not transferable to other investors or redeemable by the investor prior to the Maturity Date, except in case of death. In such an exceptional event, the investor’s successors shall have the option, among others, to proceed with the redemption of the Deposit at the market value of the Deposit, as indicated in the Information Statement.

#### Eligibility for the CDIC deposit insurance

The Deposit is a deposit eligible for deposit insurance by the Canada Deposit Insurance Corporation (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](http://www.cdic.ca) or by telephone at 1-800-461-2342).

#### Right of cancellation

Investors are 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 Deposits is entered into and (ii) the day on which the Information Statement of the Deposits is provided to the investor. To exercise their right of cancellation, investors may contact their investment advisor.

#### Amendment to the Deposits

The terms of the Deposits may be amended without the consent of the Holders if, in the reasonable opinion of the Bank, the amendment would not materially and adversely affect the interests of the investors.

#### Conflict of interest

The Bank, as Calculation Agent, may have economic interests which differ from and may be adverse to those of the Holders.

3 INVESTING

– NBC Auto Callable Growth GIC (USD), Series 6MV, Advisors Category

Certain Canadian federal income tax considerations

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

Availability of information

All information about the Deposits, including those disclosed, the estimated value of the Deposits (being the price payable on the Maturity Date should the date of the estimated price be the Maturity Date) and the last available measures on which the Maturity Redemption Payment is determined, is available on request from your investment advisor or on the Bank's website at [www.nbcstructuredolutions.ca](http://www.nbcstructuredolutions.ca).

This is only a summary of certain terms of the Deposits. Investors should read the Information Statement dated April 18, 2024 for complete and detailed information on all aspects of the Deposits. Capitalized terms used and not otherwise defined herein have the meaning ascribed thereto in the Information Statement.

