

NBC Extendible Coupons 5.25% Flex GIC, Series 238F

Advisors Category (the "market-linked GIC")

Product Code: NBC28845

Oral Disclosure for Sales in Person or by Telephone

When an investor purchases a market-linked GIC, the advisor must communicate the following information.

The **term** and **important dates** of this product

The market-linked GIC has a minimum term of 5 years and a maximum of 10 years. The Issue Date is May 1, 2024 and the Bank may, at its option, extend the term of the market-linked GIC beginning on May 1, 2029, the Initial Maturity Date, and annually thereafter up until May 1, 2034, the Final Maturity Date, pursuant to the Extension Feature.

The calculation of **interest**

On the Maturity Date, investors in the market-linked GIC will be entitled to receive the principal invested on the Issue Date. In addition, during the term of the market-linked GIC, investors will be entitled to receive Interest Payments payable annually on the 1st day of each month of May starting on May 1, 2025 and ending on the Maturity Date, based on the Interest Rate per annum set out below in respect of the relevant interest period. Such Interest Rate is calculated based on a 360-day year consisting of twelve 30-day months. If an Interest Payment Date is not a Business Day, interest will be paid on the next Business Day, without adjustment for period end dates.

Interest period(s) up to the Initial Maturity Date	Interest Rate per annum
From and including May 1, 2024 to but excluding May 1, 2029	5.25%

Interest periods ending on each Extended Maturity Date and the Final Maturity Date (as applicable)	Interest Rate per annum
From and including May 1, 2029 to but excluding May 1, 2030	5.25%
From and including May 1, 2030 to but excluding May 1, 2031	5.25%
From and including May 1, 2031 to but excluding May 1, 2032	5.25%
From and including May 1, 2032 to but excluding May 1, 2033	5.25%
From and including May 1, 2033 to but excluding May 1, 2034	5.25%

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 repayment of the principal invested on the Issue Date and the relevant Interest Payment on account of the Interest Payment Date corresponding to such Maturity Date.

Sale back to the Bank prior to maturity

The market-linked GIC is not transferable to other investors prior to maturity 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 under normal market conditions until the third Business Day preceding the Maturity Date. **However, you may receive less than the principal invested on the Issue Date.**

If you sell your market-linked GIC back to the Bank prior to maturity through the Bid Provider, you will not be subject to any early trading charge.

Fees

No selling fee will be paid to the advisors whose clients purchase the market-linked GIC.

The difference between this product and a **fixed-rate GIC**

The market-linked GIC is not a conventional fixed-rate investment, as the return it provides is reflected in the annual Interest Payments, which in turn will depend on the Extension Feature throughout the term of the market-linked GIC.

Some **risk factors** linked to this **product**

- Extension feature;
- No transfer to other investors and no secondary market; and
- Sale back to the Bank at Bid Price.

Some **risk factors** linked to the **Bank**

- Unsubordinated and unsecured obligations of the Bank.

Other risk factor

- Reimbursement under special circumstances.

The circumstances in which this product is **suitable**

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 is designed for investors who:

- Seek the protection at maturity of a guaranteed investment certificate combined with the return potential of the Interest Payments;
- Are looking for a higher yield than that provided by regular bonds while maintaining the safety of their principal invested on the Issue Date;
- Are expecting interest rates to remain stable;
- 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 10 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 relevant Interest Rate.

The Bank makes no recommendation as to the suitability of the market-linked GIC for investment.

This product is eligible for the **CDIC deposit insurance**

The market-linked GIC 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.

The condition of the **right of cancellation**

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 the Information Statement is provided to the investor. To exercise their right of cancellation, investors may contact their investment advisor.

The Bank may **modify** this product

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

The Bank's and Bid Provider's possible **conflict of interest**

The Bank, as Calculation Agent, may have economic interests that differ from and may be adverse to those of the market-linked GIC investors. Conflict of interest may affect the Bid Provider, which is a wholly-owned subsidiary of the Bank. These are additional risk factors.

Availability of **information**

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.nbcstructuredolutions.ca or by contacting your advisor.

Investors should read the Information Statement dated April 22, 2024 for complete and detailed information on all aspects of the market-linked GIC.

