

*This Pricing Supplement (the "Pricing Supplement") together with the short form base shelf prospectus dated June 29, 2022, as amended or supplemented (the "Prospectus"), the prospectus supplement thereto dated June 29, 2022, as amended or supplemented (the "Prospectus Supplement") to which it relates and each document incorporated by reference into such 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.*

**Pricing Supplement No. ACCI4602 dated April 24, 2024**

(to the short form base shelf prospectus dated June 29, 2022, as supplemented by the Prospectus Supplement dated December 14, 2023 and by the Prospectus Supplement entitled NBC Auto Callable Contingent Income Note Securities (no direct currency exposure) Program dated June 29, 2022)



**NATIONAL BANK OF CANADA**

**NBC Auto Callable Contingent Income Note Securities (no direct currency exposure) Program**

**NBC Auto Callable Contingent Income Note Securities (Maturity-Monitored Barrier) linked to a portfolio of Canadian energy companies, Class F, due on May 16, 2031**

**(non principal protected note securities)**

**Maximum Can\$25,000,000 (250,000 Note Securities)**

**No minimum amount of funds must be raised under this offering. This means that the Bank could complete this offering after raising only a small proportion of the offering amount set out above.**

This Pricing Supplement supplements the short form base shelf prospectus dated June 29, 2022 relating to \$12,000,000,000 Medium Term Notes of the Bank, as amended or supplemented, and the Prospectus Supplement dated June 29, 2022. If the information in this Pricing Supplement differs from the information contained in the Prospectus and/or the Prospectus Supplement, you should rely on the information in this Pricing Supplement. Holders should carefully read this Pricing Supplement, the Prospectus Supplement and the accompanying Prospectus to fully understand the information relating to the terms of the Note Securities and other considerations that are important to Holders. All three documents contain information Holders should consider when making their investment decision. The information contained in this Pricing Supplement and the accompanying Prospectus and Prospectus Supplement is current only as of the date of each.

The estimated initial value of the Note Securities as of the date of this Pricing Supplement is \$96.44 per \$100 of Principal Amount, which is less than the issue price. The estimated initial value is equal to 96.44% of the Principal Amount, being equivalent to a \$0.51 annual discount over the term of the Note Securities. The actual value of the Note Securities at any time will reflect many factors, cannot be predicted with accuracy and may be less than this amount. We describe our determination of the estimated initial value in more detail in the Prospectus. The Independent Dealer did not participate in the preparation of the estimated initial value for the Note Securities. See "Description of the Note Securities – Estimated Initial Value of Linked Note Securities" in the Prospectus.

**The Note Securities differ from conventional debt and fixed income investments; repayment of the entire Principal Amount is not guaranteed. The Note Securities entail downside risk and are not designed to be alternatives to conventional debt or fixed income investments or money market instruments.**

**The Note Securities are non principal protected note securities and the Holder may receive an amount that is less than the Principal Amount over the term of the Note Securities. For greater certainty, throughout this Pricing Supplement, “maturity” wherever used herein, shall include Maturity Date, Call Date and Special Reimbursement Date.**

The Note Securities constitute direct, unsecured and unsubordinated debt obligations of the Bank ranking *pari passu* with all other present and future unsecured and unsubordinated indebtedness of the Bank. **The Note Securities will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon insolvency of the deposit taking institution.**

**Amounts paid to Holders will depend on the performance of the Reference Portfolio. None of the Bank, its affiliates, the Dealers, or any other person or entity guarantees that Holders will receive an amount equal to their original investment in the Note Securities or guarantees that any return will be paid on the Note Securities. Since the Note Securities are not protected and the Principal Amount will be at risk (other than the minimum Maturity Redemption Payment of 1% of the Principal Amount), it is possible that Holders could lose some or substantially all of their original investment in the Note Securities. See “Risk Factors” in the Prospectus Supplement and the Prospectus.**

The Note Securities are redeemable automatically on a Call Date depending on the performance of the Reference Portfolio. In addition, the Note Securities may be redeemed by the Bank pursuant to a Reimbursement Under Special Circumstances. See “Description of the Note Securities – Reimbursement Under Special Circumstances and Payment” in the Prospectus.

The Note Securities are not redeemable prior to the Maturity Date except on a Call Date, and except by the Bank pursuant to a Reimbursement Under Special Circumstances. See “Description of the Note Securities – Reimbursement Under Special Circumstances and Payment” in the Prospectus. The Note Securities will not be listed on any securities exchange or quotation system. National Bank Financial Inc. intends to maintain, under normal market conditions, a daily secondary market for the Note Securities. National Bank Financial Inc. may stop maintaining a market for the Note Securities at any time without any prior notice to Holders. There can be no assurance that a secondary market will develop or, if one develops, that it will be liquid. Moreover, Holders selling their Note Securities prior to maturity may be subject to certain fees. See “Secondary Market for the Note Securities” in the Prospectus Supplement.

**The Reference Asset Return for each Reference Asset is a price return, and will not take into account dividends and/or distributions paid by the issuers on account of each of the Reference Assets. As of April 17, 2024, the dividends and/or distributions paid on account of all of the Reference Assets in the Reference Portfolio represented an annual indicative yield of 3.36%, representing an aggregate yield of approximately 23.52% over the term of the Note Securities, assuming that the dividends and/or distributions remain constant and are not reinvested.**

National Bank Financial Inc. is an indirect wholly-owned subsidiary of the Bank. **As a result, the Bank is a “related issuer” and a “connected issuer” of National Bank Financial Inc. within the meaning of the securities legislation of certain provinces and territories of Canada.** See “Plan of Distribution” in the Prospectus Supplement and in the Prospectus.

|                              |                              |
|------------------------------|------------------------------|
| <b>Issuer:</b>               | National Bank of Canada      |
| <b>Principal Amount:</b>     | \$100                        |
| <b>Minimum Subscription:</b> | \$1,000 (10 Note Securities) |

**Auto Callable Contingent Income Type:** Maturity-Monitored Barrier

**Issuance Date:** May 16, 2024, subject to postponement if such date is not a Trading Day for all Reference Assets and/or in certain other circumstances as described in the Prospectus Supplement and the Prospectus.

**Maturity Date:** May 16, 2031

**Reference Portfolio:**

| Reference Asset Name                                | Reference Asset Ticker | Price Source | Closing Level | Reference Asset Type | Reference Asset Weight* |
|---|------------------------|--------------|---------------|----------------------|-------------------------|
| Common shares of Canadian Natural Resources Limited | CNQ                    | TSX          | Closing price | Equity security      | 33.33%                  |
| Common shares of Cenovus Energy Inc.                | CVE                    | TSX          | Closing price | Equity security      | 33.33%                  |
| Common shares of Suncor Energy Inc.                 | SU                     | TSX          | Closing price | Equity security      | 33.33%                  |

\* For illustration purposes, the Reference Asset Weights have been rounded. The actual Reference Asset Weight for each Reference Asset is one-third (1/3) of the Reference Portfolio.

Moreover, the Note Securities constitute Equity Linked Note Securities under the Prospectus.

**Initial Level:** Closing Level on the Issuance Date.

**Currency:** Canadian dollars

**Maturity Redemption Payment:** The Maturity Redemption Payment per Note Security will be as follows:

- (i) if the Reference Portfolio Return is equal to or higher than the Call Threshold on a Call Valuation Date, the Note Securities will be automatically called on the applicable Call Date and the Maturity Redemption Payment will be equal to  $\$100 \times [1 + \text{Variable Return}]$ ; or
- (ii) if the Note Securities are not automatically called and the Reference Portfolio Return is positive on the Final Valuation Date, the Maturity Redemption Payment will be equal to  $\$100 \times [1 + \text{Variable Return}]$ ; or
- (iii) if the Note Securities are not automatically called and the Reference Portfolio Return is nil or negative but equal to or higher than the Barrier on the Final Valuation Date, the Maturity Redemption Payment will be equal to \$100; or
- (iv) if the Note Securities are not automatically called and the Reference Portfolio Return is negative and lower than the Barrier on the Final Valuation Date, the Maturity Redemption Payment will be equal to  $\$100 \times [1 + \text{Reference Portfolio Return}]$ .

Except for the Coupon Payments during the term of the Note Securities, investors should understand from the foregoing that they will be entitled to a single payment under the Note Securities on either the Maturity Date or a Call Date. If the Note Securities are automatically called, the investment in the Note Securities will terminate as of the applicable Call Date and as such, Holders will receive the Maturity Redemption Payment applicable to such Call Date and not the Maturity Redemption Payment that they would have otherwise been entitled to on a subsequent Call Date or on the Maturity Date if the Note Securities had not been called.

Notwithstanding the foregoing, the Maturity Redemption Payment will be subject to a minimum of 1% of the Principal Amount.

**Call Feature:**

| <b>Valuation Date Type</b>    | <b>Valuation Date</b> | <b>Call Threshold</b> | <b>Call Dates</b>  |
|-------------------------------|-----------------------|-----------------------|--------------------|
| <b>Call Valuation Date 1</b>  | November 8, 2024      | 10.00%                | November 18, 2024  |
| <b>Call Valuation Date 2</b>  | December 9, 2024      | 10.00%                | December 16, 2024  |
| <b>Call Valuation Date 3</b>  | January 9, 2025       | 10.00%                | January 16, 2025   |
| <b>Call Valuation Date 4</b>  | February 10, 2025     | 10.00%                | February 18, 2025  |
| <b>Call Valuation Date 5</b>  | March 10, 2025        | 10.00%                | March 17, 2025     |
| <b>Call Valuation Date 6</b>  | April 9, 2025         | 10.00%                | April 16, 2025     |
| <b>Call Valuation Date 7</b>  | May 9, 2025           | 10.00%                | May 16, 2025       |
| <b>Call Valuation Date 8</b>  | June 9, 2025          | 10.00%                | June 16, 2025      |
| <b>Call Valuation Date 9</b>  | July 9, 2025          | 10.00%                | July 16, 2025      |
| <b>Call Valuation Date 10</b> | August 11, 2025       | 10.00%                | August 18, 2025    |
| <b>Call Valuation Date 11</b> | September 9, 2025     | 10.00%                | September 16, 2025 |
| <b>Call Valuation Date 12</b> | October 8, 2025       | 10.00%                | October 16, 2025   |
| <b>Call Valuation Date 13</b> | November 7, 2025      | 10.00%                | November 17, 2025  |
| <b>Call Valuation Date 14</b> | December 9, 2025      | 10.00%                | December 16, 2025  |
| <b>Call Valuation Date 15</b> | January 9, 2026       | 10.00%                | January 16, 2026   |
| <b>Call Valuation Date 16</b> | February 9, 2026      | 10.00%                | February 17, 2026  |
| <b>Call Valuation Date 17</b> | March 9, 2026         | 10.00%                | March 16, 2026     |
| <b>Call Valuation Date 18</b> | April 9, 2026         | 10.00%                | April 16, 2026     |
| <b>Call Valuation Date 19</b> | May 11, 2026          | 10.00%                | May 19, 2026       |

|                               |                   |        |                    |
|-------------------------------|-------------------|--------|--------------------|
| <b>Call Valuation Date 20</b> | June 9, 2026      | 10.00% | June 16, 2026      |
| <b>Call Valuation Date 21</b> | July 9, 2026      | 10.00% | July 16, 2026      |
| <b>Call Valuation Date 22</b> | August 10, 2026   | 10.00% | August 17, 2026    |
| <b>Call Valuation Date 23</b> | September 9, 2026 | 10.00% | September 16, 2026 |
| <b>Call Valuation Date 24</b> | October 8, 2026   | 10.00% | October 16, 2026   |
| <b>Call Valuation Date 25</b> | November 6, 2026  | 10.00% | November 16, 2026  |
| <b>Call Valuation Date 26</b> | December 9, 2026  | 10.00% | December 16, 2026  |
| <b>Call Valuation Date 27</b> | January 11, 2027  | 10.00% | January 18, 2027   |
| <b>Call Valuation Date 28</b> | February 8, 2027  | 10.00% | February 16, 2027  |
| <b>Call Valuation Date 29</b> | March 9, 2027     | 10.00% | March 16, 2027     |
| <b>Call Valuation Date 30</b> | April 9, 2027     | 10.00% | April 16, 2027     |
| <b>Call Valuation Date 31</b> | May 10, 2027      | 10.00% | May 17, 2027       |
| <b>Call Valuation Date 32</b> | June 9, 2027      | 10.00% | June 16, 2027      |
| <b>Call Valuation Date 33</b> | July 9, 2027      | 10.00% | July 16, 2027      |
| <b>Call Valuation Date 34</b> | August 9, 2027    | 10.00% | August 16, 2027    |
| <b>Call Valuation Date 35</b> | September 9, 2027 | 10.00% | September 16, 2027 |
| <b>Call Valuation Date 36</b> | October 8, 2027   | 10.00% | October 18, 2027   |
| <b>Call Valuation Date 37</b> | November 8, 2027  | 10.00% | November 16, 2027  |
| <b>Call Valuation Date 38</b> | December 9, 2027  | 10.00% | December 16, 2027  |
| <b>Call Valuation Date 39</b> | January 10, 2028  | 10.00% | January 17, 2028   |
| <b>Call Valuation Date 40</b> | February 9, 2028  | 10.00% | February 16, 2028  |
| <b>Call Valuation Date 41</b> | March 9, 2028     | 10.00% | March 16, 2028     |
| <b>Call Valuation Date 42</b> | April 7, 2028     | 10.00% | April 17, 2028     |
| <b>Call Valuation Date 43</b> | May 9, 2028       | 10.00% | May 16, 2028       |
| <b>Call Valuation Date 44</b> | June 9, 2028      | 10.00% | June 16, 2028      |
| <b>Call Valuation Date 45</b> | July 10, 2028     | 10.00% | July 17, 2028      |

|                               |                    |        |                    |
|-------------------------------|--------------------|--------|--------------------|
| <b>Call Valuation Date 46</b> | August 9, 2028     | 10.00% | August 16, 2028    |
| <b>Call Valuation Date 47</b> | September 11, 2028 | 10.00% | September 18, 2028 |
| <b>Call Valuation Date 48</b> | October 6, 2028    | 10.00% | October 16, 2028   |
| <b>Call Valuation Date 49</b> | November 8, 2028   | 10.00% | November 16, 2028  |
| <b>Call Valuation Date 50</b> | December 11, 2028  | 10.00% | December 18, 2028  |
| <b>Call Valuation Date 51</b> | January 9, 2029    | 10.00% | January 16, 2029   |
| <b>Call Valuation Date 52</b> | February 9, 2029   | 10.00% | February 16, 2029  |
| <b>Call Valuation Date 53</b> | March 9, 2029      | 10.00% | March 16, 2029     |
| <b>Call Valuation Date 54</b> | April 9, 2029      | 10.00% | April 16, 2029     |
| <b>Call Valuation Date 55</b> | May 9, 2029        | 10.00% | May 16, 2029       |
| <b>Call Valuation Date 56</b> | June 11, 2029      | 10.00% | June 18, 2029      |
| <b>Call Valuation Date 57</b> | July 9, 2029       | 10.00% | July 16, 2029      |
| <b>Call Valuation Date 58</b> | August 9, 2029     | 10.00% | August 16, 2029    |
| <b>Call Valuation Date 59</b> | September 10, 2029 | 10.00% | September 17, 2029 |
| <b>Call Valuation Date 60</b> | October 9, 2029    | 10.00% | October 16, 2029   |
| <b>Call Valuation Date 61</b> | November 8, 2029   | 10.00% | November 16, 2029  |
| <b>Call Valuation Date 62</b> | December 10, 2029  | 10.00% | December 17, 2029  |
| <b>Call Valuation Date 63</b> | January 9, 2030    | 10.00% | January 16, 2030   |
| <b>Call Valuation Date 64</b> | February 11, 2030  | 10.00% | February 19, 2030  |
| <b>Call Valuation Date 65</b> | March 11, 2030     | 10.00% | March 18, 2030     |
| <b>Call Valuation Date 66</b> | April 9, 2030      | 10.00% | April 16, 2030     |
| <b>Call Valuation Date 67</b> | May 9, 2030        | 10.00% | May 16, 2030       |
| <b>Call Valuation Date 68</b> | June 10, 2030      | 10.00% | June 17, 2030      |
| <b>Call Valuation Date 69</b> | July 9, 2030       | 10.00% | July 16, 2030      |
| <b>Call Valuation Date 70</b> | August 9, 2030     | 10.00% | August 16, 2030    |
| <b>Call Valuation Date 71</b> | September 9, 2030  | 10.00% | September 16, 2030 |

|                               |                   |        |                   |
|-------------------------------|-------------------|--------|-------------------|
| <b>Call Valuation Date 72</b> | October 8, 2030   | 10.00% | October 16, 2030  |
| <b>Call Valuation Date 73</b> | November 8, 2030  | 10.00% | November 18, 2030 |
| <b>Call Valuation Date 74</b> | December 9, 2030  | 10.00% | December 16, 2030 |
| <b>Call Valuation Date 75</b> | January 9, 2031   | 10.00% | January 16, 2031  |
| <b>Call Valuation Date 76</b> | February 10, 2031 | 10.00% | February 18, 2031 |
| <b>Call Valuation Date 77</b> | March 10, 2031    | 10.00% | March 17, 2031    |
| <b>Call Valuation Date 78</b> | April 8, 2031     | 10.00% | April 16, 2031    |
| <b>Final Valuation Date</b>   | May 9, 2031       | N/A    | Maturity Date     |

**Variable Return:** A percentage calculated as follows:

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

**Variable Return Threshold:** 0.00%

**Participation Factor:** 0.00%

**Coupon Payment Feature:** Provided that the Reference Portfolio Return is equal to or higher than the Coupon Payment Threshold on the applicable Coupon Payment Valuation Date, Holders will be entitled to receive Coupon Payments of \$0.835 (equivalent to 0.835% of the Principal Amount of each Note Security) on each Coupon Payment Date.

| <b>Coupon Payment Valuation Dates</b> | <b>Coupon Payment Threshold</b> | <b>Coupon Payments</b> | <b>Coupon Payment Dates</b> |
|---------------------------------------|---------------------------------|------------------------|-----------------------------|
| June 10, 2024                         | -30.00%                         | \$0.835                | June 17, 2024               |
| July 9, 2024                          | -30.00%                         | \$0.835                | July 16, 2024               |
| August 9, 2024                        | -30.00%                         | \$0.835                | August 16, 2024             |
| September 9, 2024                     | -30.00%                         | \$0.835                | September 16, 2024          |
| October 8, 2024                       | -30.00%                         | \$0.835                | October 16, 2024            |
| November 8, 2024                      | -30.00%                         | \$0.835                | November 18, 2024           |

|                   |         |         |                    |
|-------------------|---------|---------|--------------------|
| December 9, 2024  | -30.00% | \$0.835 | December 16, 2024  |
| January 9, 2025   | -30.00% | \$0.835 | January 16, 2025   |
| February 10, 2025 | -30.00% | \$0.835 | February 18, 2025  |
| March 10, 2025    | -30.00% | \$0.835 | March 17, 2025     |
| April 9, 2025     | -30.00% | \$0.835 | April 16, 2025     |
| May 9, 2025       | -30.00% | \$0.835 | May 16, 2025       |
| June 9, 2025      | -30.00% | \$0.835 | June 16, 2025      |
| July 9, 2025      | -30.00% | \$0.835 | July 16, 2025      |
| August 11, 2025   | -30.00% | \$0.835 | August 18, 2025    |
| September 9, 2025 | -30.00% | \$0.835 | September 16, 2025 |
| October 8, 2025   | -30.00% | \$0.835 | October 16, 2025   |
| November 7, 2025  | -30.00% | \$0.835 | November 17, 2025  |
| December 9, 2025  | -30.00% | \$0.835 | December 16, 2025  |
| January 9, 2026   | -30.00% | \$0.835 | January 16, 2026   |
| February 9, 2026  | -30.00% | \$0.835 | February 17, 2026  |
| March 9, 2026     | -30.00% | \$0.835 | March 16, 2026     |
| April 9, 2026     | -30.00% | \$0.835 | April 16, 2026     |
| May 11, 2026      | -30.00% | \$0.835 | May 19, 2026       |
| June 9, 2026      | -30.00% | \$0.835 | June 16, 2026      |
| July 9, 2026      | -30.00% | \$0.835 | July 16, 2026      |
| August 10, 2026   | -30.00% | \$0.835 | August 17, 2026    |
| September 9, 2026 | -30.00% | \$0.835 | September 16, 2026 |
| October 8, 2026   | -30.00% | \$0.835 | October 16, 2026   |
| November 6, 2026  | -30.00% | \$0.835 | November 16, 2026  |
| December 9, 2026  | -30.00% | \$0.835 | December 16, 2026  |
| January 11, 2027  | -30.00% | \$0.835 | January 18, 2027   |
| February 8, 2027  | -30.00% | \$0.835 | February 16, 2027  |
| March 9, 2027     | -30.00% | \$0.835 | March 16, 2027     |



|                    |         |         |                    |
|--------------------|---------|---------|--------------------|
| April 9, 2027      | -30.00% | \$0.835 | April 16, 2027     |
| May 10, 2027       | -30.00% | \$0.835 | May 17, 2027       |
| June 9, 2027       | -30.00% | \$0.835 | June 16, 2027      |
| July 9, 2027       | -30.00% | \$0.835 | July 16, 2027      |
| August 9, 2027     | -30.00% | \$0.835 | August 16, 2027    |
| September 9, 2027  | -30.00% | \$0.835 | September 16, 2027 |
| October 8, 2027    | -30.00% | \$0.835 | October 18, 2027   |
| November 8, 2027   | -30.00% | \$0.835 | November 16, 2027  |
| December 9, 2027   | -30.00% | \$0.835 | December 16, 2027  |
| January 10, 2028   | -30.00% | \$0.835 | January 17, 2028   |
| February 9, 2028   | -30.00% | \$0.835 | February 16, 2028  |
| March 9, 2028      | -30.00% | \$0.835 | March 16, 2028     |
| April 7, 2028      | -30.00% | \$0.835 | April 17, 2028     |
| May 9, 2028        | -30.00% | \$0.835 | May 16, 2028       |
| June 9, 2028       | -30.00% | \$0.835 | June 16, 2028      |
| July 10, 2028      | -30.00% | \$0.835 | July 17, 2028      |
| August 9, 2028     | -30.00% | \$0.835 | August 16, 2028    |
| September 11, 2028 | -30.00% | \$0.835 | September 18, 2028 |
| October 6, 2028    | -30.00% | \$0.835 | October 16, 2028   |
| November 8, 2028   | -30.00% | \$0.835 | November 16, 2028  |
| December 11, 2028  | -30.00% | \$0.835 | December 18, 2028  |
| January 9, 2029    | -30.00% | \$0.835 | January 16, 2029   |
| February 9, 2029   | -30.00% | \$0.835 | February 16, 2029  |
| March 9, 2029      | -30.00% | \$0.835 | March 16, 2029     |
| April 9, 2029      | -30.00% | \$0.835 | April 16, 2029     |
| May 9, 2029        | -30.00% | \$0.835 | May 16, 2029       |
| June 11, 2029      | -30.00% | \$0.835 | June 18, 2029      |
| July 9, 2029       | -30.00% | \$0.835 | July 16, 2029      |

|  |         |                |                    |
|--|---------|----------------|--------------------|
| August 9, 2029   | -30.00% | \$0.835        | August 16, 2029    |
| September 10, 2029   | -30.00% | \$0.835        | September 17, 2029 |
| October 9, 2029  | -30.00% | \$0.835        | October 16, 2029   |
| November 8, 2029   | -30.00% | \$0.835        | November 16, 2029  |
| December 10, 2029  | -30.00% | \$0.835        | December 17, 2029  |
| January 9, 2030  | -30.00% | \$0.835        | January 16, 2030   |
| February 11, 2030  | -30.00% | \$0.835        | February 19, 2030  |
| March 11, 2030   | -30.00% | \$0.835        | March 18, 2030     |
| April 9, 2030  | -30.00% | \$0.835        | April 16, 2030     |
| May 9, 2030  | -30.00% | \$0.835        | May 16, 2030       |
| June 10, 2030  | -30.00% | \$0.835        | June 17, 2030      |
| July 9, 2030   | -30.00% | \$0.835        | July 16, 2030      |
| August 9, 2030   | -30.00% | \$0.835        | August 16, 2030    |
| September 9, 2030  | -30.00% | \$0.835        | September 16, 2030 |
| October 8, 2030  | -30.00% | \$0.835        | October 16, 2030   |
| November 8, 2030   | -30.00% | \$0.835        | November 18, 2030  |
| December 9, 2030   | -30.00% | \$0.835        | December 16, 2030  |
| January 9, 2031  | -30.00% | \$0.835        | January 16, 2031   |
| February 10, 2031  | -30.00% | \$0.835        | February 18, 2031  |
| March 10, 2031   | -30.00% | \$0.835        | March 17, 2031     |
| April 8, 2031  | -30.00% | \$0.835        | April 16, 2031     |
| May 9, 2031  | -30.00% | \$0.835        | May 16, 2031       |
| <b>Potential sum of<br/>Coupon Payments<br/>over the term of the<br/>Note Securities</b> |         | <b>\$70.14</b> |                    |

**Coupon Payment Frequency:** Monthly

**Barrier:** -30.00%

|   |  |
|---|--|
| <b>Selling Commission:</b>                        | No selling commission.   |
| <b>Dealers:</b>                                   | National Bank Financial Inc. and CIBC World Markets Inc. (the “Dealers”). CIBC World Markets Inc. will act as Independent Dealer. The Dealers will act as agents in connection with the offering and sale of the Note Securities.  |
| <b>Independent Dealer Fee:</b>                    | Up to \$0.15 per Note Security (up to 0.15% of the Principal Amount of each Note Security sold).   |
| <b>Early Trading Charge:</b>                      | No early trading charge.   |
| <b>Eligibility for Investment:</b>                | Eligible for RRSPs, RRIFs, RESPs, RDSPs, DPSPs and TFSA. See “Eligibility for Investment” in the Prospectus.<br><br>In addition, in the opinion of Fasken Martineau DuMoulin LLP, counsel to the Bank, the Note Securities, if issued on the date hereof, would be, on such date, “qualified investments” under the Act for trusts governed by first home savings accounts (“FHSAs”). Even if the Note Securities may be qualified investments for a trust governed by a FHSA, if the Note Securities are “prohibited investments” (as defined in section 207.01 of the Act) for a FHSA, then the holder of the FHSA will be subject to a penalty tax as set out in the Act. The Note Securities would not be prohibited investments, if issued on the date hereof, for a FHSA provided the holder of the FHSA does not have a “significant interest” (as defined in subsection 207.01(4) of the Act) in the Bank and deals at arm’s length with the Bank for the purposes of the Act. Investors should consult their own tax advisors in this regard. |
| <b>Form of the Note Securities:</b>               | The Note Securities will be issued as Uncertificated Note Securities. See “Description of the Note Securities – Form, Registration and Transfer of Note Securities” in the Prospectus and “Description of the Note Securities – Form of Note Securities” in the Prospectus Supplement.   |
| <b>Fundserv:</b>                                  | NBC27733   |
| <b>Timely Information on the Note Securities:</b> | The Bank will seek to make available at <a href="http://www.nbcstructuredolutions.ca">www.nbcstructuredolutions.ca</a> certain information regarding the Note Securities. Such information is provided for information purposes only and will not be incorporated by reference into this Pricing Supplement.   |

## **REFERENCE ASSETS**

The following contains a brief description of the issuer of each of the Reference Assets and tables illustrating the historical price performance and historical volatility of the Reference Assets.

See “Public Information – Equity Linked Note Securities” in the Prospectus. All data and information below is sourced from Bloomberg and/or publicly available sources.

None of the Bank, the Dealers or any of their respective affiliates makes any assurances, representations or warranties as to the accuracy, reliability or completeness of such information.

## Canadian Natural Resources Limited

Canadian Natural Resources Limited acquires, explores for, develops and produces natural gas, crude oil and related products. The company operates in the Canadian provinces of Alberta, northeastern British Columbia and Saskatchewan. Canadian Natural Resources Limited also operates in areas which have access for exploration activities and where pipeline systems already exist.

## Cenovus Energy Inc.

Cenovus Energy Inc. operates as an oil and gas company. The company focuses on production of integrated oils. Cenovus Energy Inc. serves clients in Canada.

## Suncor Energy Inc.

Suncor Energy Inc. is an integrated energy company focused on developing the Athabasca oil sands basin. The company extracts and upgrades oil sands into refinery feedstock and diesel fuel, explores for, develops and produces natural gas, refines crude oil and markets a range of petroleum and petrochemical products and operates crude oil pipelines and retail petroleum stations.

## Historical Reference Assets Data

The following table shows the calendar year and year-to-date (“YTD”) price performance of each of the Reference Assets. The year-to-date price performance is as of April 17, 2024. **Historical performance is not a guarantee of future performance.** Each year is measured starting from the month of December of the previous year indicated. For example: the year 2023 below refers to the year as measured from December 31, 2022 to December 31, 2023.

|   | 2014    | 2015    | 2016   | 2017    | 2018    | 2019   | 2020    | 2021    | 2022   | 2023    | YTD    |
|---|---------|---------|--------|---------|---------|--------|---------|---------|--------|---------|--------|
| Common shares of Canadian Natural Resources Limited | -0.06%  | -15.87% | 43.46% | 4.98%   | -26.67% | 27.50% | -27.17% | 74.73%  | 40.67% | 15.45%  | 22.45% |
| Common shares of Cenovus Energy Inc.                | -21.15% | -26.99% | 16.00% | -43.45% | -16.38% | 37.50% | -41.29% | 100.13% | 69.37% | -15.95% | 29.35% |
| Common shares of Suncor Energy Inc.                 | -0.91%  | -3.20%  | 22.90% | 5.13%   | -17.38% | 11.62% | -49.84% | 48.24%  | 35.70% | -1.16%  | 22.92% |

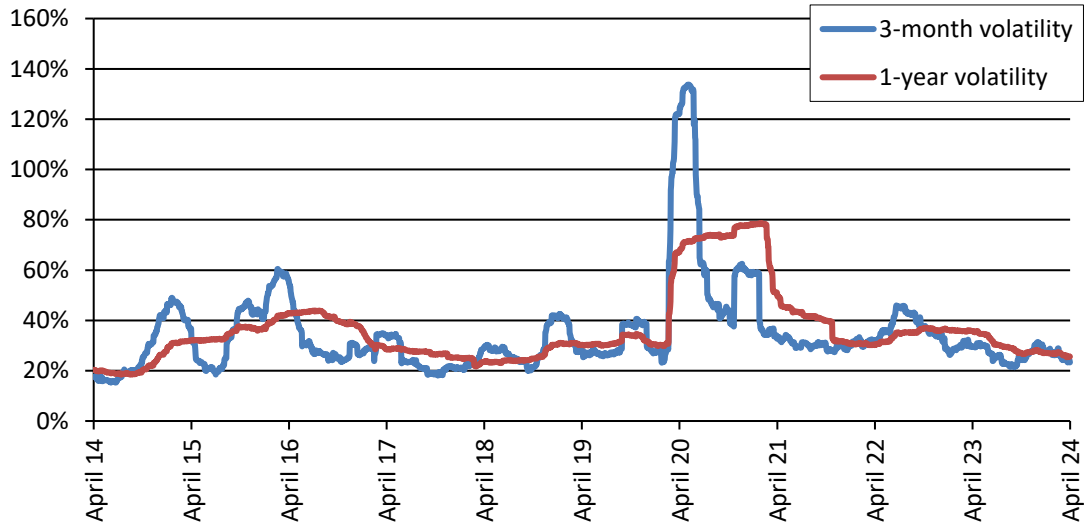
The following table shows the price performance of each of the Reference Assets from the period beginning on April 17, 2014 (or the actual first date of trading on which any of the Reference Assets were listed on the Exchange, if later) and ending on April 17, 2024. The performance for periods that are less than one year is cumulative and is not annualized, and the performance for periods of one year or more is annualized. **Historical performance is not a guarantee of future performance.**

|   | 1 month | 3 month | 6 month | 1 year | 2 year | 3 year | 4 year | 5 year | 10 year |
|---|---------|---------|---------|--------|--------|--------|--------|--------|---------|
| Common shares of Canadian Natural Resources Limited | 8.16%   | 25.03%  | 16.19%  | 29.27% | 13.17% | 40.24% | 54.33% | 20.52% | 9.18%   |
| Common shares of Cenovus Energy Inc.                | 13.42%  | 41.95%  | -0.80%  | 20.51% | 13.81% | 42.02% | 65.14% | 16.06% | -1.20%  |
| Common shares of Suncor Energy Inc.                 | 6.79%   | 22.60%  | 11.31%  | 20.45% | 10.71% | 25.91% | 25.00% | 3.32%  | 2.57%   |

The following are charts illustrating the historical 1-Year and 3-Month volatility of each of the Reference Assets from the period beginning on April 17, 2014 (or the actual first date of trading on which any of the Reference Assets were listed on the Exchange, if later) and ending on April 17, 2024. **Historical volatility is not a guarantee of future volatility.**

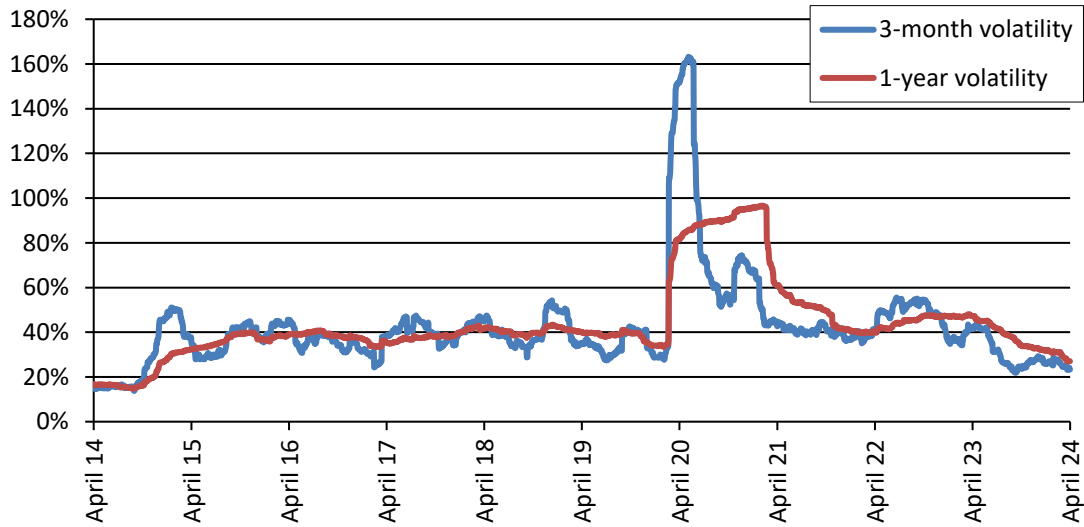
**Common shares of Canadian Natural Resources Limited**

**Historical 1-Year & 3-Month Volatility of the common shares of Canadian Natural Resources Limited**



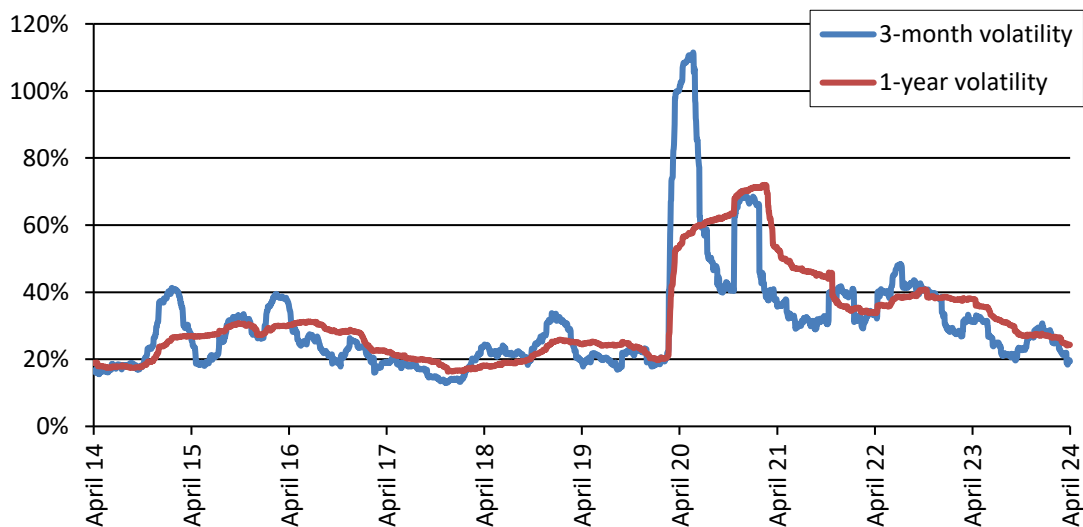
**Common shares of Cenovus Energy Inc.**

**Historical 1-Year & 3-Month Volatility of the common shares of Cenovus Energy Inc.**



## Common shares of Suncor Energy Inc.

**Historical 1-Year & 3-Month Volatility of the common shares of Suncor Energy Inc.**



Volatility is the term used to describe the magnitude and frequency of the changes in a security's value over a given time period. A higher volatility means that a security's value can potentially be spread out over a larger range of values. This means that the price of the security can change dramatically over a short time period in either direction. A lower volatility means that a security's value does not fluctuate dramatically, but changes in value at a steady pace over a period of time.

### **INVESTMENT STRATEGY SUPPORTING A PURCHASE OF THE NOTE SECURITIES**

#### **NBC Auto Callable Contingent Income Note Securities (Maturity-Monitored Barrier)**

You should consider a purchase of the Note Securities rather than alternative investments (including a direct purchase of the Reference Assets or exposure to them) if you expect that:

- (i) the Reference Portfolio Return will be equal to or higher than the Coupon Payment Threshold on the Coupon Payment Valuation Dates; and
- (ii) 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; or
- (iii) if the Reference Portfolio Return is lower than the Call Threshold on every Call Valuation Date and is negative on the Final Valuation Date, the Reference Portfolio Return will be equal to or higher than the Barrier on the Final Valuation Date.

If your expectations of the Reference Portfolio Return differ from these, you should consider alternative investments rather than an investment in the Note Securities.

## SUITABILITY OF THE NOTE SECURITIES FOR INVESTORS

### **NBC Auto Callable Contingent Income Note Securities (Maturity-Monitored Barrier)**

The Note Securities are not suitable for all investors. In determining whether the Note Securities are a suitable investment for you please consider that:

- (i) the Note Securities provide no guaranteed Coupon Payments and if the Reference Portfolio Return is lower than the Coupon Payment Threshold on a Coupon Payment Valuation Date, you will receive no Coupon Payment on the related Coupon Payment Date, and you will receive no Coupon Payments over the term of the Note Securities if this occurs on all Coupon Payment Valuation Dates;
- (ii) the Note Securities provide no protection for your original principal investment and if (i) the Reference Portfolio Return is lower than the Call Threshold on every Call Valuation Date and is lower than the Barrier on the Final Valuation Date, and (ii) the sum of the resulting Maturity Redemption Payment and the aggregate Coupon Payments paid during the term of the Note Securities is less than the Principal Amount, you will receive an amount which is less than your original principal investment over the term of the Note Securities;
- (iii) you will not be entitled to any return beyond the Coupon Payments and the repayment of your original principal investment;
- (iv) your Note Securities will be redeemed automatically prior to the Maturity Date if on any Call Valuation Date the Reference Portfolio Return is equal to or higher than the Call Threshold;
- (v) your investment strategy should be consistent with the investment features of the Note Securities;
- (vi) your investment time horizon should correspond with the term of the Note Securities; and
- (vii) your investment will be subject to the risk factors summarized in the section “Risk Factors” in the Prospectus Supplement and the Prospectus.

### **ABOUT THE ISSUERS OF THE REFERENCE ASSETS**

**The issuer of each of the Reference Assets is a reporting issuer or the equivalent in Canada and is required to file periodically certain financial and other information specified by securities legislation. The information provided to or filed electronically with the securities regulatory authorities can be accessed through SEDAR+, a filing system developed for the Canadian Securities Administrators that provides access to most public securities documents and information filed by public companies and investment funds with the Canadian Securities Administrators. SEDAR+'s website is [www.sedarplus.ca](http://www.sedarplus.ca). See “Public Information – Equity Linked Note Securities” in the Prospectus.**

**This Pricing Supplement relates only to the Note Securities offered hereby and does not relate to the Reference Assets or other securities of the issuer of each of the Reference Assets. The Bank and the Dealers have not verified the accuracy or completeness of any information contained in such documents and information or determined if there has been any omission by the issuer of each of the Reference Assets to disclose any facts, information or events which may have occurred prior to or subsequent to the date as of which any information contained in such documents and information has been furnished by the issuer of each of the Reference Assets which may affect the significance or accuracy of any information contained in any such documents and information. Neither the Bank nor any Dealer makes any representation that such publicly available documents or any other publicly available information regarding the issuer of each of the Reference Assets or the Reference Assets are accurate or complete.**

**The issuers of the Reference Assets are not affiliates of the Bank and its affiliates. The issuers of the Reference Assets have not participated in the preparation of this Pricing Supplement, do not take any responsibility or assume any liability with respect to the accuracy or completeness of any information contained herein and make no representation regarding the advisability of purchasing the Note Securities.**

**The Note Securities are not in any way sponsored, endorsed, sold or promoted by the issuers of the Reference Assets. The issuers of the Reference Assets are not responsible for and have not participated in the determination of the timing, pricing or number of Note Securities to be issued. The issuers of the Reference Assets do not have any statutory liability with respect to the accuracy or completeness of any of the information contained in this Pricing Supplement and have no obligation or liability in connection with the administration, marketing or trading of the Note Securities. Investing in the Note Securities is not equivalent to investing directly in the Reference Assets. The issuance of the Note Securities is not a financing for the benefit of any of the issuers of the Reference Assets or any insiders of any of the issuers of the Reference Assets.**

**Prospective investors should independently investigate the issuers of the Reference Assets and decide whether an investment in the Note Securities is appropriate.**

#### **DOCUMENTS INCORPORATED BY REFERENCE**

In addition to this Pricing Supplement, the following documents are specifically incorporated by reference into, and form an integral part of, the Prospectus as of the date of this Pricing Supplement:

- (i) the Audited Consolidated Financial Statements for the year ended October 31, 2023, which include comparative consolidated financial statements of the Bank for the year ended October 31, 2022, together with the Independent Auditor's Report thereon;
- (ii) the Management's Discussion and Analysis for the year ended October 31, 2023, as contained in the Bank's 2023 Annual Report;
- (iii) the Bank's Annual Information Form dated November 30, 2023;
- (iv) the unaudited interim condensed consolidated financial statements of the Bank for the first quarter ended January 31, 2024, which include comparative unaudited interim condensed consolidated financial statements of the Bank for the first quarter ended January 31, 2023, together with the Management's Discussion and Analysis as contained in the Bank's Report to Shareholders for the First Quarter 2024; and
- (v) the Management Proxy Circular dated February 20, 2024 in connection with the Bank's annual meeting of shareholders held on April 19, 2024.

#### **MARKETING MATERIALS**

Any template version of "marketing materials" (as defined in *National Instrument 41-101 – General Prospectus Requirements*) filed with the securities regulatory authorities in each of the provinces and territories of Canada in connection with this offering after the date of filing hereof but prior to the termination of the distribution of the Note Securities under this Pricing Supplement (including any amendments to, or an amended version of, the marketing materials) is deemed to be incorporated by reference herein. Any such marketing materials are not part of this Pricing Supplement to the extent that the contents of the marketing materials have been modified or superseded by a statement contained in an amendment to this Pricing Supplement.



## **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

All subheadings of the section “Certain Canadian Federal Income Tax Considerations” of the Prospectus Supplement, shall apply unchanged, except for the subheading “Capital Gains and Losses” which shall be replaced by the below:

### **“Capital Gains and Losses**

One-half of any capital gain realized will constitute a taxable capital gain that must be included in the Noteholder’s income. One-half of any capital loss incurred will constitute an allowable capital loss that is deductible against taxable capital gains of the Noteholder, subject to and in accordance with the provisions of the Act.

Very generally, proposals set out in the Federal Budget released on April 16, 2024 (the “2024 Budget Proposals”) would increase the portion of capital gains realized on or after June 25, 2024 (including capital gains realized indirectly through a trust or partnership) that must be included in a Noteholder’s income from one half to two thirds, to the extent that the aggregate amount of such capital gains realized by such Noteholder on or before the end of a taxation year exceeds \$250,000. The 2024 Budget Proposals would also increase the portion of capital losses realized by a Noteholder on or after that date that may be deducted against taxable capital gains from one half to two thirds. The 2024 Budget Proposals do not include comprehensive rules (including draft legislation) implementing these changes and state that additional details related to the change of the capital gains inclusion rate are forthcoming. Noteholders who may be subject to the increased rate of capital gains inclusion under the 2024 Budget Proposals should consult their own tax advisors.

Capital gains realized by a Noteholder may give rise to alternative minimum tax under the Act.”

## **ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS**

Mr. Macky Tall, a director of the Bank, resides outside of Canada and has appointed the Bank, 600 de La Gauchetière Street West, 4<sup>th</sup> Floor, Montréal, Quebec H3B 4L2, as agent for service of process.

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if such person has appointed an agent for service of process.