

This Pricing Supplement (the "Pricing Supplement") together with the short form base shelf prospectus dated July 3, 2018, as amended or supplemented (the "Prospectus") and the Prospectus Supplement thereto dated July 3, 2018 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. AC1294 dated May 15, 2020

(to the short form base shelf prospectus dated July 3, 2018, as supplemented by the Prospectus Supplement entitled NBC Auto Callable Note Securities (no direct currency exposure; price return) Program dated July 3, 2018)



NATIONAL BANK OF CANADA

NBC Auto Callable Note Securities (no direct currency exposure; price return) Program

**NBC Auto Callable Note Securities (Maturity-Monitored Barrier) linked to a portfolio of Canadian banks,
due on June 5, 2025**

(non principal protected note securities)

Maximum Can\$12,000,000 (120,000 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 July 3, 2018 relating to \$4,500,000,000 Medium Term Notes of the Bank, as amended or supplemented, and the Prospectus Supplement dated July 3, 2018. 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 \$93.09 per \$100 of Principal Amount, which is less than the issue price. The estimated initial value is equal to 93.09% of the Principal Amount, being equivalent to a \$1.38 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 at maturity. The Note Securities will not pay any interest or other amount prior to maturity. **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 on a Call Date or at maturity. 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 May 11, 2020, the dividends and/or distributions paid on account of all of the Reference Assets in the Reference Portfolio represented an annual indicative yield of 6.12%, representing an aggregate yield of approximately 30.60% over the term of the Note Securities, assuming that the yield remains constant and the dividends and/or distributions 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 of Canada.** See “Plan of Distribution” in the Prospectus Supplement and in the Prospectus.

Issuer:	National Bank of Canada
Note Securities Offered:	NBC Auto Callable Note Securities (Maturity-Monitored Barrier) linked to a portfolio of Canadian banks, due on June 5, 2025
Principal Amount:	\$100
Minimum Subscription:	\$1,000 (10 Note Securities)
Auto Callable type:	Maturity-Monitored Barrier

Issuance Date: June 3, 2020, 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: June 5, 2025

Reference Portfolio:

Reference Asset name	Reference Asset ticker	Price Source	Closing Level	Reference Asset type	Reference Asset Weight
Common shares of Bank of Montreal	BMO	TSX	Closing price	Equity security	20.00%
Common shares of The Bank of Nova Scotia	BNS	TSX	Closing price	Equity security	20.00%
Common shares of Canadian Imperial Bank of Commerce	CM	TSX	Closing price	Equity security	20.00%
Common shares of Royal Bank of Canada	RY	TSX	Closing price	Equity security	20.00%
Common shares of The Toronto-Dominion Bank	TD	TSX	Closing price	Equity security	20.00%

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

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.

Fixed Return:

Valuation Date	Call Threshold	Fixed Return	Fixed Return (Annually compounded)	Call Dates	Maturity Redemption Payment (if the Reference Portfolio Return is equal to or higher than the Call Threshold on the specified Valuation Date)
Call Valuation Date 1: May 31, 2021	-5.00%	16.25%	16.06%	June 7, 2021	\$116.25 plus the amount attributable to the Variable Return, if any.
Call Valuation Date 2: May 30, 2022	0.00%	32.50%	15.04%	June 6, 2022	\$132.50 plus the amount attributable to the Variable Return, if any.
Call Valuation Date 3: May 29, 2023	0.00%	48.75%	14.13%	June 5, 2023	\$148.75 plus the amount attributable to the Variable Return, if any.
Call Valuation Date 4: May 29, 2024	0.00%	65.00%	13.31%	June 5, 2024	\$165.00 plus the amount attributable to the Variable Return, if any.
Final Valuation Date: May 29, 2025	0.00%	81.25%	12.61%	Maturity Date	\$181.25 plus the amount attributable to the Variable Return, if any.

Variable Return:	On a given Call Valuation Date and the Final Valuation Date, a percentage calculated as follows:
	(i) Where the Reference Portfolio Return is less than or equal to the Fixed Return applicable to the given Call Valuation Date or Final Valuation Date, the Variable Return will be equal to 0%; or
	(ii) Where the Reference Portfolio Return is greater than the Fixed Return applicable to the given Call Valuation Date or Final Valuation Date, 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 such Fixed Return.
Participation Factor:	5.00%
Call Dates:	The dates indicated as such in the table above.
Call Valuation Dates:	The dates indicated as such in the table above, 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.
Final Valuation Date:	The date indicated as such in the table above, 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.
Call Threshold:	As set forth under the column entitled “Call Threshold” in the table above.
Barrier:	-30.00%
Selling commission:	\$2.50 per Note Security (2.50% of the Principal Amount of each Note Security sold).
Dealers:	National Bank Financial Inc. and Desjardins Securities Inc. (the “Dealers”). Desjardins Securities Inc. will act as Independent Dealer. The Dealers will act as agents in connection with the offering and sale of the Note Securities.
Independent Dealer Fee:	Up to \$0.15 per Note Security (up to 0.15% of the Principal Amount of each Note Security sold).
Early Trading Charge:	\$3.60 per Note Security, declining every 15 days by \$0.30 to be \$0.00 after 180 days from and including the Issuance Date.
Eligibility for Investment:	Eligible for RRSPs, RRIFs, RESPs, RDSPs, DPSPs and TFSAs. See “Eligibility for Investment” in the Prospectus.
Credit Rating:	The Note Securities have not been rated by any rating agencies. The long-term senior debt obligations of the Bank that are not subject to Bail-In Conversion under the Bail-In Regulations (the “Long-Term Non Bail-inable Senior Debt”) are, at the date of this Pricing Supplement, rated AA (low) by DBRS, A by S&P, Aa3 by Moody’s and AA- by Fitch Ratings. There can be no assurance that, if the Note Securities were specifically rated by these agencies, they would have the same ratings as the Long-Term Non Bail-inable Senior Debt of the Bank. A credit rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

Form of the Note Securities:	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.
Fundserv:	NBC23653
Timely Information on the Note Securities:	The Bank will seek to make available at www.nbcstructuredolutions.ca 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.

This information is derived solely from publicly available information and 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.

Bank of Montreal

Bank of Montreal, doing business as BMO Financial Group, is a Canadian chartered bank which operates throughout the world. Bank of Montreal offers commercial, corporate, governmental, international, personal banking, and trust services. Bank of Montreal also offers full brokerage, underwriting, investment and advisory services.

The Bank of Nova Scotia

The Bank of Nova Scotia provides retail, commercial, international, corporate, investment and private banking services and products.

Canadian Imperial Bank of Commerce

Canadian Imperial Bank of Commerce provides banking and financial services to consumers, individuals, and corporate clients in Canada and around the world.

Royal Bank of Canada

Royal Bank of Canada is a diversified financial services company. The company provides personal and commercial banking, wealth management services, insurance, corporate and investment banking, and transaction processing services. Royal Bank of Canada offers its services to personal, business, public sector and institutional clients with operations worldwide.

The Toronto-Dominion Bank

The Toronto-Dominion Bank conducts a general banking business through banking branches and offices located throughout Canada and overseas. The Toronto-Dominion Bank and other subsidiaries offer a broad range of banking, advisory services, and discount brokerage to individuals, businesses, financial institutions, governments, and multinational corporations.

Historical Reference Assets Data

The following table shows the calendar year and year-to-date (“YTD”) price performance of each of the Reference Assets which are included in the Reference Portfolio. The YTD price performance is as of May 11, 2020. 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 2019 below refers to the year as measured from December 31, 2018 to December 31, 2019.

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	YTD
Common shares of Bank of Montreal	2.92%	-2.78%	8.91%	16.35%	16.06%	-4.99%	23.68%	4.16%	-11.33%	12.84%	-31.73%
Common shares of The Bank of Nova Scotia	16.01%	-10.98%	13.04%	15.61%	-0.18%	-15.59%	33.57%	8.51%	-16.11%	7.79%	-27.18%
Common shares of Canadian Imperial Bank of Commerce	14.94%	-5.80%	8.38%	13.44%	10.05%	-8.66%	20.14%	11.85%	-17.02%	6.27%	-22.70%
Common shares of Royal Bank of Canada	-7.23%	-0.65%	15.20%	19.26%	12.37%	-7.59%	22.55%	12.96%	-8.97%	9.96%	-15.72%
Common shares of The Toronto-Dominion Bank	12.57%	2.75%	9.78%	19.53%	10.90%	-2.29%	22.09%	11.22%	-7.86%	7.32%	-20.54%

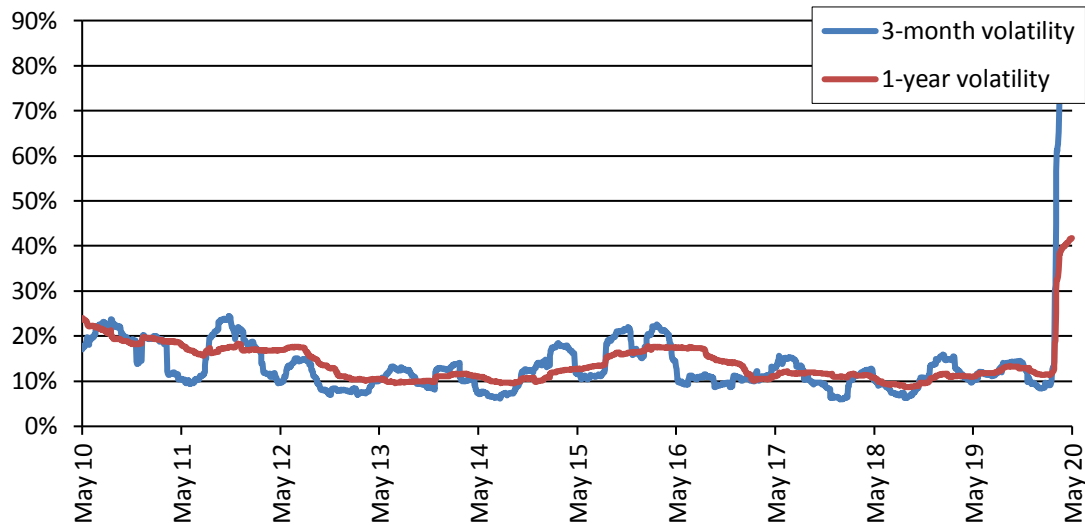
The following table shows the price performance of each of the Reference Assets included in the Reference Portfolio from the period beginning on May 11, 2010 (or the actual first date of trading on which any of the Reference Assets were listed on the Exchange, if later) and ending on May 11, 2020. The 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 Bank of Montreal	-8.51%	-32.74%	-31.62%	-34.03%	-17.43%	-10.07%	-4.18%	-2.52%	1.31%
Common shares of The Bank of Nova Scotia	-6.95%	-28.10%	-30.18%	-26.16%	-18.30%	-11.01%	-3.96%	-4.03%	0.33%
Common shares of Canadian Imperial Bank of Commerce	-3.06%	-24.41%	-27.07%	-24.59%	-14.81%	-8.01%	-4.53%	-2.61%	1.43%
Common shares of Royal Bank of Canada	-1.87%	-19.64%	-19.96%	-17.85%	-7.12%	-2.26%	3.11%	1.81%	3.73%
Common shares of The Toronto-Dominion Bank	-3.92%	-23.45%	-24.54%	-22.09%	-11.97%	-3.01%	0.80%	0.80%	4.63%

The following are charts illustrating the historical 1-Year and 3-Month volatility of each of the Reference Assets included in the Reference Portfolio from the period beginning on May 11, 2010 (or the actual first date of trading on which any of the Reference Assets were listed on the Exchange, if later) and ending on May 11, 2020. Historical volatility is not a guarantee of future volatility.

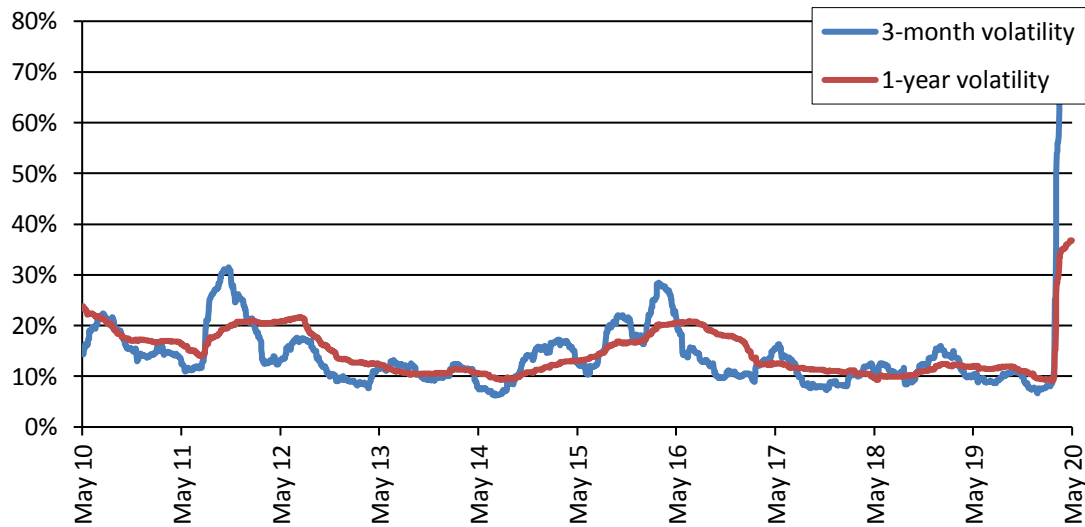
Common shares of Bank of Montreal

Historical 1-Year & 3-Month Volatility of the common shares of Bank of Montreal



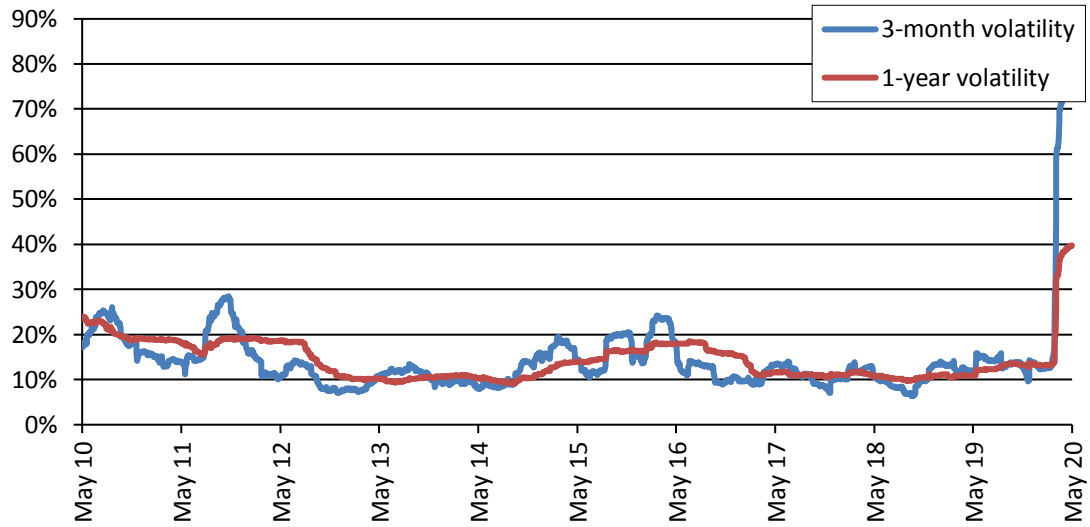
Common shares of The Bank of Nova Scotia

Historical 1-Year & 3-Month Volatility of the common shares of The Bank of Nova Scotia



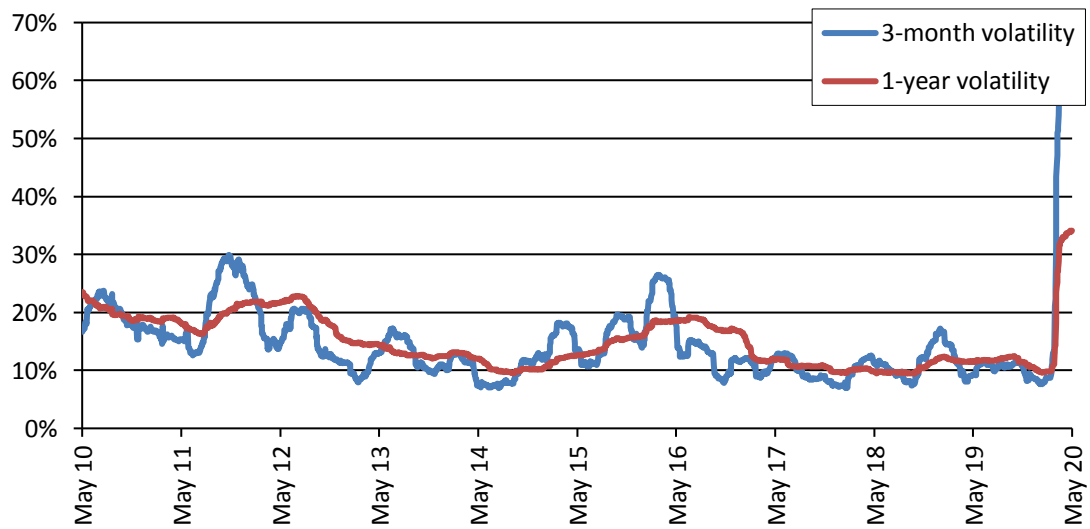
Common shares of Canadian Imperial Bank of Commerce

Historical 1-Year & 3-Month Volatility of the common shares of Canadian Imperial Bank of Commerce



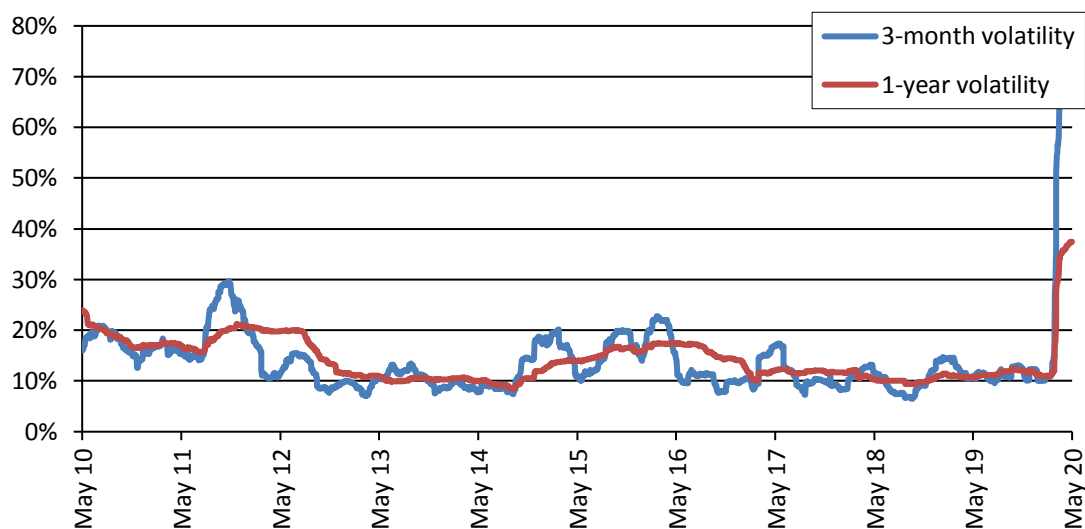
Common shares of Royal Bank of Canada

Historical 1-Year & 3-Month Volatility of the common shares of Royal Bank of Canada



Common shares of The Toronto-Dominion Bank

Historical 1-Year & 3-Month Volatility of the common shares of The Toronto-Dominion Bank



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 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 Call Threshold on at least one Call Valuation Date or on the Final Valuation Date; and
- (ii) the first time the Reference Portfolio Return is equal to or higher than the Call Threshold on any Call Valuation Date or the Final Valuation Date, the Reference Portfolio Return will not be higher than the Fixed Return applicable to the given Call Valuation Date or Final Valuation Date, as the case may be; or
- (iii) if the Reference Portfolio Return is lower than the Call Threshold on every Call Valuation Date and 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 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 protection for your original principal investment and if 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, you will receive an amount which is less than your original principal investment on the Maturity Payment Date;
- (ii) 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;
- (iii) any positive Reference Portfolio Return in excess of the Fixed Return on either a Call Valuation Date or the Final Valuation Date will be multiplied by a Participation Factor which will result in a Holder receiving less than 100% of that excess amount, as the case may be;
- (iv) your investment strategy should be consistent with the investment features of the Note Securities;
- (v) your investment time horizon should correspond with the term of the Note Securities; and
- (vi) 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.sedar.com. 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, 2019, which include comparative consolidated financial statements of the Bank for the year ended October 31, 2018, together with the Independent Auditor's Report thereon;
- (ii) the Management's Discussion and Analysis for the year ended October 31, 2019, as contained in the Bank's 2019 Annual Report;
- (iii) the Bank's Annual Information Form dated December 3, 2019;
- (iv) the unaudited interim condensed consolidated financial statements of the Bank for the first quarter ended January 31, 2020, which include comparative unaudited interim condensed consolidated financial statements of the Bank for the first quarter ended January 31, 2019, together with the Management's Discussion and Analysis as contained in the Bank's Report to Shareholders for the First Quarter 2020; and
- (v) the Management Proxy Circular dated February 27, 2020 in connection with the Bank's annual meeting of shareholders held on April 24, 2020.

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 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.

CHANGE TO THE CAPITAL OF THE BANK

On May 4, 2020, NBC Asset TrustTM, a closed-end trust established by the Bank, announced its intention to redeem all of the outstanding 350,000 Trust Capital Securities – Series 2 on June 30, 2020 at a price per unit of \$1,000, for an aggregate amount of \$350,000,000.

COVID-19 RISK FACTOR

On March 11, 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. Governments worldwide adopted emergency measures designed to contain the outbreak, including widespread business closures, travel restrictions, border closures, quarantines and social distancing measures.

The spread of COVID-19 has had disruptive and adverse effects in countries in which the Bank operates and the global economy more widely, as well as causing increased volatility and declines in financial markets, disruption of global supply chains, a sharp and sudden rise in unemployment, and an economic slowdown. Governments, monetary authorities and regulators have taken actions to support the economy and the financial system, including taking fiscal and monetary measures to increase liquidity and support incomes, and regulatory flexibility measures in respect of capital and liquidity requirements for financial institutions. If the COVID-19 pandemic is prolonged the adverse impact on the global economy could deepen, augmenting financial market volatility, corporate insolvency risks and negative household wealth impacts.

The continuation or worsening of the economic conditions caused by the COVID-19 pandemic could have a significant adverse effect on the business, results of operations, corporate reputation and financial condition of institutions active in the financial services sector such as the Bank. Some of the potential adverse impacts include important changes in consumer behavior, reduced demand for financial products and services; changes to payment terms leading to reduced margins or unprofitable loans; increased borrower defaults leading to increased credit losses and lower mortgaged property values; constraints on liquidity and capital; and business disruption and reputational harm resulting from an inability for the Bank's workforce to work effectively (due to illness, quarantines, or other restrictions related to the pandemic) or from disruptions to key suppliers of goods and services to the Bank.

The extent to which the COVID-19 pandemic negatively affects the Bank's business, results of operations, corporate reputation and financial condition, including its regulatory capital and liquidity ratios and ability to meet regulatory and other requirements, the global economy and financial markets, will depend on future developments that are highly uncertain and cannot be predicted. These future developments include the scope, severity and duration of the pandemic, actions and measures taken by governmental, monetary and regulatory authorities and other third parties in response to the pandemic and the impact and effectiveness of those actions and measures.

Such negative impacts could result in losses on the Note Securities and adverse effects on liquidity in the market for the Note Securities which may adversely affect the ability to resell the Note Securities. More specifically, such negative impacts could have a material adverse effect on the level of the Reference Assets and constituents of the Reference Assets and the return on the Note Securities. In particular, an increase in market volatility could make it more likely for Note Securities with a Barrier feature for such Barrier to be reached with potential adverse consequences to Holders. Note Securities linked to Reference Assets or constituents thereof that are concentrated in a particular industry or geographic area that is more significantly impacted by the pandemic could experience a greater decline in value and potential for loss.

The pandemic may also cause disruptions to financial markets such as interruptions, limitations, breakdowns, suspensions or the permanent discontinuance of trading on any exchange or trading system on which the Reference Assets or constituents thereof are traded which may adversely affect the level or price for such Reference Assets or constituents thereof and therefore the amounts that may be payable on the Note Securities and the value of the Note Securities on or prior to maturity. Such occurrences may also lead to the determination that a Market Disruption Event has occurred which could lead to disruptions in the valuation of the Reference Assets or a Reimbursement Under Special Circumstances.