





The National Bank of Canada (the “Bank”) short form base shelf prospectus dated June 27, 2024, as amended or supplemented, the prospectus supplement entitled NBC Auto Callable Contingent Income Note Securities (no direct currency exposure) Program dated June 27, 2024, as amended or supplemented and the pricing supplement No. ACCI5369 dated December 5, 2024 (the “Pricing Supplement”) (together, the “Prospectus”), containing important information relating to the Note Securities described in this document, have been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the Prospectus is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the Note Securities offered. Prospective investors should read the Prospectus, and any amendment thereto, for disclosure of those facts, especially risk factors relating to the Note Securities offered, before making an investment decision. Capitalized terms used herein and not otherwise defined have the meaning ascribed thereto in the Prospectus. *The Note Securities constitute Index Linked Note Securities under the Prospectus.*

## NBC NOTE SECURITIES

# NBC Auto Callable Contingent Income Note Securities (Maturity-Monitored Barrier) linked to the Solactive United States Big Banks Hedged to CAD Index 3.25% AR, due on December 12, 2031

<p>Linked to the <b>Solactive United States Big Banks Hedged to CAD Index 3.25% AR</b></p>	<p><b>7-year term</b></p> 	<p><b>Callable monthly</b> (Starting in December 2025)</p> 
<p><b>Potential Coupon Payments:</b> <b>\$7.38 p.a.</b> Paid monthly</p> 	<p><b>Maturity-Monitored Barrier:</b> <b>-35.00%</b></p> 	

### OFFER PERIOD:

**December 6, 2024**

### ISSUANCE DATE:

**December 12, 2024**

### INVESTMENT HIGHLIGHTS:

- **Reference Asset:** The Reference Asset is the Solactive United States Big Banks Hedged to CAD Index 3.25% AR, which aims to track the gross total return performance of the Solactive United States Big Banks Hedged to CAD Index TR (the “TR Index”), reduced by an adjusted return factor of 3.25% per annum calculated daily in arrears (the “AR Factor”).
- **Coupon Payment Threshold:** -35.00%
- **Coupon Payment Frequency:** Monthly, as set forth in Schedule A
- **Call Frequency:** Monthly, starting in December 2025, as set forth in Schedule A
- **Call Threshold:** 5.00%
- **Participation Factor:** 0.00%
- **Currency:** Canadian dollars
- **Early Trading Charge:** \$2.40 per Note Security, declining every 15 days by \$0.20 to be \$0.00 after 180 days from and including the Issuance Date
- **Daily secondary market available under normal market conditions**

The performance of the Reference Asset will vary higher or lower from the performance of the price return version of the TR Index (that is, a version that does not reflect the reinvestment of dividends and/or distributions paid on the equity securities making up the TR Index) over the term of the Note Securities, depending on whether the impact of the dividends and/or other distributions reinvested in the TR Index is greater or less than the impact of the deduction of the AR Factor over the term of the Note Securities.

As of November 25, 2024, the dividends and/or distributions paid on account of the constituent securities that comprise the TR Index represented an annual indicative yield of approximately 2.07%.

The foregoing dividend yield information is for comparative purposes only and is not an indication of any future dividends and/or distributions that might be paid or payable on such constituent securities.

**FUNDSEV CODE: NBC29912**



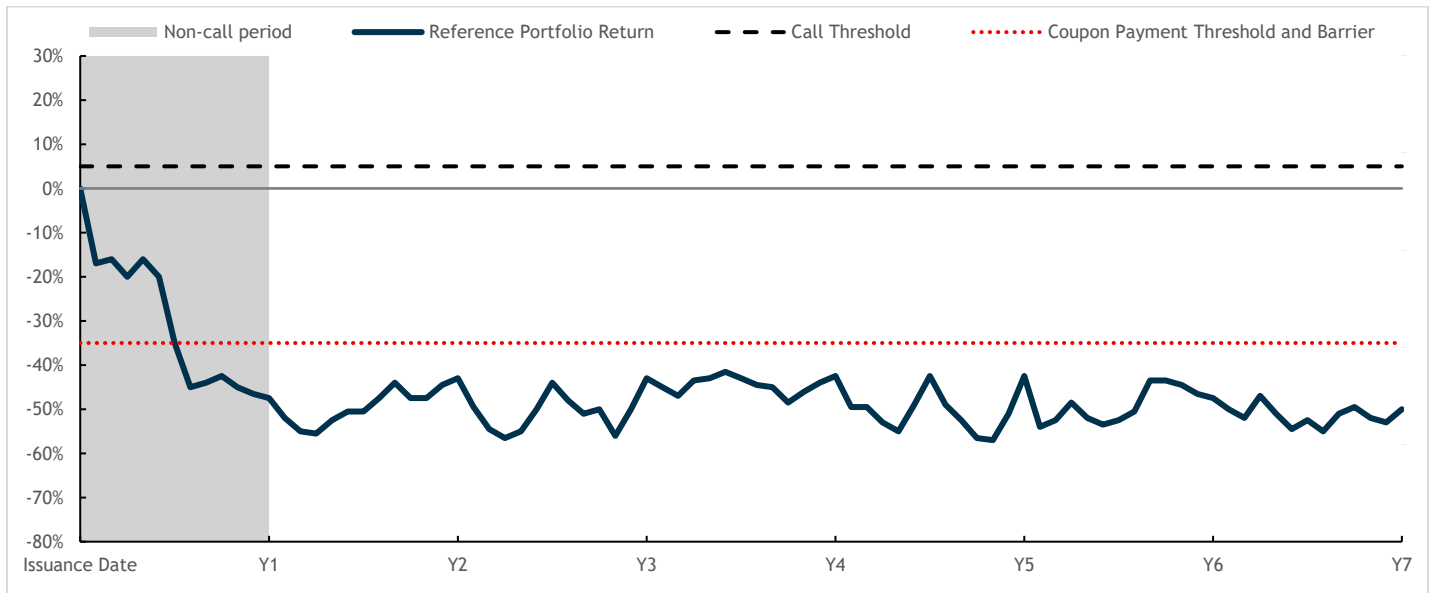
→ **Should you have any questions, do not hesitate to contact your advisor.**

Dated December 5, 2024

## Sample Return Calculations

The following examples are included for illustration purposes only. The amounts and all other variables used are hypothetical, are rounded for illustration purposes and are not forecasts or projections. No assurance can be given that the results shown in these examples will be achieved.

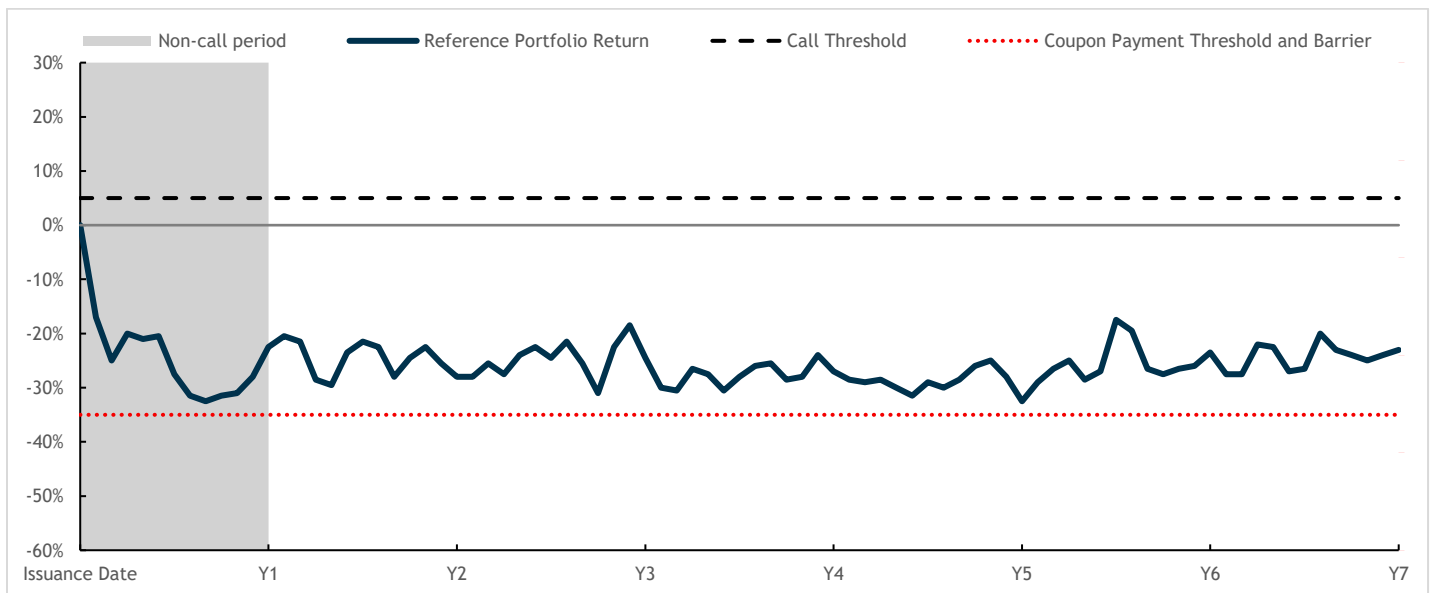
**Example 1: The Note Securities are not automatically called prior to the Maturity Date and the Reference Portfolio Return is negative and lower than the Barrier on the Final Valuation Date.**



### Cash Flow Summary

Sum of Coupon Payments	\$3.69 (6 Coupon Payments)
Maturity Redemption Payment	\$50.00
Total Payments	\$53.69 (Annual compounded return of -8.50%)

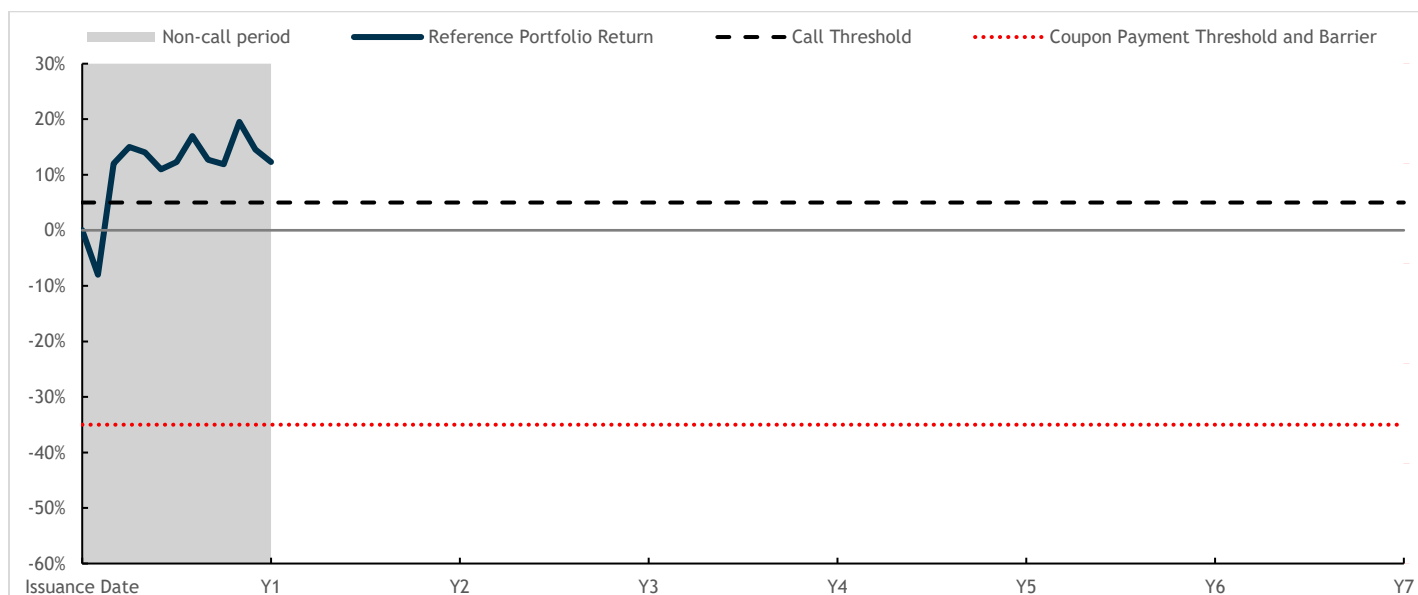
**Example 2: The Note Securities are not automatically called prior to the Maturity Date and the Reference Portfolio Return is negative but higher than the Barrier on the Final Valuation Date.**



### Cash Flow Summary

Sum of Coupon Payments	\$51.66 (84 Coupon Payments)
Maturity Redemption Payment	\$100.00
Total Payments	\$151.66 (Annual compounded return of 6.13%)

**Example 3: The Note Securities are automatically called prior to the Maturity Date since the Reference Portfolio Return is higher than the Call Threshold on the first Call Valuation Date.**



#### Cash Flow Summary

Sum of Coupon Payments	\$7.38 (12 Coupon Payments)
Maturity Redemption Payment	\$100.00
<b>Total Payments</b>	<b>\$107.38 (Annual compounded return of 7.38%)</b>

## Summary of the Offering

Issuer Credit Rating:	Long-Term Non Bail-in-able Senior Debt rated DBRS: AA / S&P: A+ / Moody's: Aa3 / Fitch: AA-. The Note Securities have not been rated by any rating agencies.
Principal Amount:	\$100
Minimum Subscription:	\$1,000 (10 Note Securities)
Final Valuation Date:	December 5, 2031
Maturity Date:	December 12, 2031

Reference Portfolio:	Reference Asset Name	Reference Asset Ticker from Bloomberg	Price Source	Closing Level	Reference Asset Type	Reference Asset Weight
	Solactive United States Big Banks Hedged to CAD Index 3.25% AR	SOUSBBC3	Solactive AG	Closing level	Index (adjusted return index)	100%

#### Maturity Redemption Payment:

Because the Participation Factor is 0%, there will be no Variable Return payable.

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; or
- (ii) if the Note Securities are not automatically called and the Reference Portfolio Return is positive or 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
- (iii) 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.

Variable Return:	Because the Participation Factor is 0%, there will be no Variable Return payable.
Variable Return Threshold:	N/A
Reference Portfolio Return:	On any day, the weighted average return of the Reference Assets calculated as the sum of the Weighted Reference Asset Return of each of the Reference Assets comprising the Reference Portfolio.
Weighted Reference Asset Return:	For each Reference Asset contained in the Reference Portfolio and on any day, the product of (i) the Reference Asset Return and (ii) the Reference Asset Weight.
Reference Asset Return:	For each Reference Asset contained in the Reference Portfolio and on any day, a number, expressed as a percentage, calculated as follows: $(Closing\ Level \div Initial\ Level) - 1$
Initial Level:	The Closing Level on the Issuance Date.
Final Level:	The Closing Level on the Call Valuation Date and the Final Valuation Date.
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 a Coupon Payment of \$0.615 (equivalent to 0.615% of the Principal Amount of each Note Security) on the applicable Coupon Payment Date, as set forth in the Pricing Supplement.
Dealers:	National Bank Financial Inc. (“NBF”) 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.
Listing and Secondary Market:	<p>The Note Securities will not be listed on any securities exchange or quotation system. NBF intends to maintain until the Final Valuation Date (or until a Call Valuation Date, if the Note Securities are automatically called (i.e., redeemed) prior to the Maturity Date), under normal market conditions, a daily secondary market for the Note Securities. If the price or the level of a Reference Asset is not reported or published or, in an applicable case, if the trading in a Reference Asset is disrupted or suspended, or if any other Market Disruption Event occurs, NBF will generally deem that normal market conditions do not exist. NBF may, in its sole discretion, 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.</p> <p>In addition, any sale of Note Securities facilitated by NBF may be subject to an early trading charge, deductible from the sale proceeds of the Note Securities. Holders who have purchased Note Securities using the Fundserv network will be limited to the Fundserv network to sell Note Securities. Holders will thereby need to initiate an irrevocable request to sell the Note Securities to NBF. Provided the order is received before 1:00 p.m. (Montréal time) or such other time as may be established by NBF (the “Sale Deadline Time”) on any Business Day, the request will be treated on the same day. Any request received after such time or on a day that is not a Business Day will be deemed to be a request sent and received before the Sale Deadline Time on the following Business Day.</p>
Eligibility for Investment:	Eligible for RRSPs, RRIFs, RESPs, RDSPs, DPSPs, TFSAs and FHSAs. See “Eligibility for Investment” in the Prospectus.

## Suitability for Investment

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

- 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;
- 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;
- you will not be entitled to any return beyond the Coupon Payments and the repayment of your original principal investment;
- 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;
- your investment strategy should be consistent with the investment features of the Note Securities;
- your investment time horizon should correspond with the term of the Note Securities; and
- your investment will be subject to the risk factors summarized in the section “Risk Factors” in the Prospectus.

## Risk Factors

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.

Investing in the Note Securities involves risks described under “Risk Factors” in the Prospectus, including, without limitation, the section therein entitled “Certain Risk Factors related to the Index Linked Note Securities”. Investors should be mindful of the following additional risks involved with an investment in the Note Securities:

- The performance of the Reference Asset will be affected by the ability of issuers comprising the TR Index to pay dividends and/or distributions;
- The deduction of the AR Factor may cause the Reference Asset to underperform the price return version of the TR Index; and
- As a consequence of the deduction of the fixed AR Factor, there is a risk of an adverse investment outcome under the Note Securities compared to securities linked to the price return version of the TR Index with similar parameters.

Purchasers are urged to read the information about these risks, together with the other information in the Prospectus, before investing in the Note Securities.  **Holders who are not prepared to accept the risks described in the Prospectus should not invest in the Note Securities.**

## Use of the Reference Asset

The Reference Asset is the intellectual property (including any registered trademarks) of Solactive AG, which is used under license. The Note Securities are not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regards to the results of using the Reference Asset and/or Reference Asset trademark or the Closing Level of the Reference Asset at any time or in any other respect.

### NOTICE

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.

For the various risks associated with such an investment, please see the “Risk Factors” section of this document and the “Risk Factors” section in the Prospectus. Any prospective investor must be able to bear the risks involved and must meet the suitability requirements of the Note Securities. Please see the section “Suitability of the Note Securities for Investors” in the Prospectus.



## SCHEDULE A

### Call Dates, Coupon Payment Dates and Valuation Dates

The following dates are subject to postponement in certain circumstances as described in the Prospectus.

Coupon Payment Valuation Dates/ Call Valuation Dates	Coupon Payment Dates/ Call Dates	Coupon Payment Valuation Dates/ Call Valuation Dates	Coupon Payment Dates/ Call Dates
January 6, 2025	January 13, 2025*	July 5, 2028	July 12, 2028
February 5, 2025	February 12, 2025*	August 4, 2028	August 14, 2028
March 5, 2025	March 12, 2025*	September 5, 2028	September 12, 2028
April 7, 2025	April 14, 2025*	October 4, 2028	October 12, 2028
May 5, 2025	May 12, 2025*	November 6, 2028	November 14, 2028
June 5, 2025	June 12, 2025*	December 5, 2028	December 12, 2028
July 7, 2025	July 14, 2025*	January 5, 2029	January 12, 2029
August 5, 2025	August 12, 2025*	February 5, 2029	February 12, 2029
September 5, 2025	September 12, 2025*	March 5, 2029	March 12, 2029
October 6, 2025	October 14, 2025*	April 5, 2029	April 12, 2029
November 4, 2025	November 12, 2025*	May 7, 2029	May 14, 2029
December 5, 2025	December 12, 2025	June 5, 2029	June 12, 2029
January 5, 2026	January 12, 2026	July 5, 2029	July 12, 2029
February 5, 2026	February 12, 2026	August 3, 2029	August 13, 2029
March 5, 2026	March 12, 2026	September 5, 2029	September 12, 2029
April 6, 2026	April 13, 2026	October 4, 2029	October 12, 2029
May 5, 2026	May 12, 2026	November 5, 2029	November 13, 2029
June 5, 2026	June 12, 2026	December 5, 2029	December 12, 2029
July 6, 2026	July 13, 2026	January 7, 2030	January 14, 2030
August 5, 2026	August 12, 2026	February 5, 2030	February 12, 2030
September 4, 2026	September 14, 2026	March 5, 2030	March 12, 2030
October 5, 2026	October 13, 2026	April 5, 2030	April 12, 2030
November 4, 2026	November 12, 2026	May 6, 2030	May 13, 2030
December 7, 2026	December 14, 2026	June 5, 2030	June 12, 2030
January 5, 2027	January 12, 2027	July 5, 2030	July 12, 2030
February 5, 2027	February 12, 2027	August 2, 2030	August 12, 2030
March 5, 2027	March 12, 2027	September 5, 2030	September 12, 2030
April 5, 2027	April 12, 2027	October 7, 2030	October 15, 2030
May 5, 2027	May 12, 2027	November 4, 2030	November 12, 2030
June 7, 2027	June 14, 2027	December 5, 2030	December 12, 2030
July 2, 2027	July 12, 2027	January 6, 2031	January 13, 2031
August 5, 2027	August 12, 2027	February 5, 2031	February 12, 2031
September 3, 2027	September 13, 2027	March 5, 2031	March 12, 2031
October 4, 2027	October 12, 2027	April 4, 2031	April 14, 2031
November 4, 2027	November 12, 2027	May 5, 2031	May 12, 2031
December 6, 2027	December 13, 2027	June 5, 2031	June 12, 2031
January 5, 2028	January 12, 2028	July 7, 2031	July 14, 2031
February 7, 2028	February 14, 2028	August 5, 2031	August 12, 2031
March 6, 2028	March 13, 2028	September 5, 2031	September 12, 2031
April 5, 2028	April 12, 2028	October 6, 2031	October 14, 2031
May 5, 2028	May 12, 2028	November 4, 2031	November 12, 2031
June 5, 2028	June 12, 2028	December 5, 2031	Maturity Date*

\* The Note Securities are not callable on such dates.