

## Prospectus Supplement

### To the Short Form Base Shelf Prospectus Dated October 5, 2012

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement, together with the short form base shelf prospectus dated October 5, 2012 to which it relates, as amended or supplemented, and each document incorporated by reference into this prospectus supplement or into the short form base shelf prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been, and will not be, registered under the Securities Act of 1933 of the United States of America, as amended, or under any state securities laws and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories or possessions, or for the account or benefit of U.S. persons. Reference is made to "Plan of Distribution".

Information has been incorporated by reference in this prospectus supplement and the short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Reference is made to "Documents Incorporated by Reference". Copies of the documents incorporated herein or therein by reference may be obtained on request without charge from the Corporate Secretary, National Bank of Canada, National Bank Tower, 600 de La Gauchetière Street West, Montréal, Québec, H3B 4L2, (514) 394-6081 and are also available electronically at [www.sedar.com](http://www.sedar.com).

New Issue

Prospectus Supplement

October 2, 2014



## NATIONAL BANK OF CANADA

**\$300,000,000**  
**(12,000,000 Shares)**

### Non-cumulative 5-Year Rate Reset First Preferred Shares Series 32

The holders of Non-cumulative 5-Year Rate Reset First Preferred Shares Series 32 (the "Series 32 Preferred Shares") of National Bank of Canada (the "Bank") will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the board of directors of the Bank (the "Board of Directors"), for the initial period commencing on the closing date and ending on and including February 15, 2020 (the "Initial Fixed Rate Period"), payable quarterly on the fifteenth day of February, May, August and November in each year, at an annual rate equal to \$0.975 per share. The initial dividend, if declared, will be payable on February 15, 2015 and will be \$0.3446 per share, based on the anticipated closing date of October 9, 2014. Reference is made to "Details of the Offering".

For each five-year period after the Initial Fixed Rate Period (each a "Subsequent Fixed Rate Period"), the holders of Series 32 Preferred Shares will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the fifteenth day of February, May, August and November in each year, in the amount per share per annum determined by multiplying the Annual Fixed Dividend Rate (as defined herein) applicable to such Subsequent Fixed Rate Period by \$25.00. The Annual Fixed Dividend Rate for any Subsequent Fixed Rate Period will be determined by the Bank on the 30<sup>th</sup> day prior to the first day of such Subsequent Fixed Rate Period and will be equal to the sum of the Government of Canada Yield (as defined herein) on the date on which the Annual Fixed Dividend Rate is determined plus 2.25%. Reference is made to "Details of the Offering".

### Option to Convert Into Series 33 Preferred Shares

The holders of Series 32 Preferred Shares will have the right, at their option, to convert their shares into Non-cumulative Floating Rate First Preferred Shares Series 33 of the Bank (the "Series 33 Preferred Shares"), subject to certain conditions, on February 15, 2020 and on February 15 every five years thereafter. The holders of Series 33 Preferred Shares will be entitled to receive floating rate non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the fifteenth day of February, May, August and November in each year (the initial quarterly dividend period and each subsequent quarterly dividend period is referred to as a "Quarterly Floating Rate Period"), in the amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate (as defined herein) by \$25.00. The Floating Quarterly Dividend Rate will be equal to the sum of the T-Bill Rate (as defined herein) plus 2.25%, calculated on the basis of the actual number of days elapsed in the applicable Quarterly Floating Rate Period divided by 365, determined on the 30<sup>th</sup> day prior to the first day of the applicable Quarterly Floating Rate Period. Reference is made to "Details of the Offering".

Subject to the provisions of the *Bank Act* (Canada) (the “Bank Act”) and to the prior consent of the Superintendent of Financial Institutions Canada (the “Superintendent”) and to the provisions described below under “Details of the Offering – Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares - Restrictions on Dividends and Retirement of Shares”, on February 15, 2020 and on February 15, every five years thereafter, the Bank may redeem all or any part of the then outstanding Series 32 Preferred Shares, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption. Reference is made to “Details of the Offering”.

The Series 32 Preferred Shares and the Series 33 Preferred Shares do not have a fixed maturity date and are not redeemable at the option of the holders of Series 32 Preferred Shares or Series 33 Preferred Shares. Reference is made to “Risk Factors”.

Effective January 1, 2013 in accordance with capital adequacy requirements adopted by the Office of the Superintendent of Financial Institutions Canada (“OSFI”), non-common capital instruments issued after January 1, 2013, including subordinated debt securities or first preferred shares, must include terms providing for the full and permanent conversion of such securities into common shares upon the occurrence of certain trigger events relating to financial viability (the “Non-Viable Capital Contingency Provisions”) in order to qualify as regulatory capital. The terms of the Series 32 Preferred Shares and the Series 33 Preferred Shares provide that such shares will automatically and immediately be converted, on a full and permanent basis, into a specified number of common shares of the Bank (the “Common Shares”) upon the occurrence of a Trigger Event (as defined herein). Reference is made to “Details of the Offering”.

The Bank has applied to list the Series 32 Preferred Shares, the Series 33 Preferred Shares and the Common Shares into which such shares may be converted upon the occurrence of a Trigger Event on the Toronto Stock Exchange (the “TSX”). Listing will be subject to the Bank fulfilling all of the requirements of the TSX.

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**Price: \$25.00 per share to yield initially 3.90% per annum**

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National Bank Financial Inc., TD Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Canaccord Genuity Corp., Desjardins Securities Inc., GMP Securities L.P., Laurentian Bank Securities Inc., Dundee Securities Ltd., Industrial Alliance Securities Inc. and Manulife Securities Incorporated (collectively, the “Underwriters”), as principals, conditionally offer the Series 32 Preferred Shares, subject to prior sale, if, as and when issued by the Bank and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Bank by McCarthy Tétrault LLP and on behalf of the Underwriters by Torys LLP.

**National Bank Financial Inc., one of the Underwriters, is a wholly-owned subsidiary of the Bank. Therefore, the Bank is a related and connected issuer of National Bank Financial Inc. under applicable securities legislation. Reference is made to “Plan of Distribution”.**

	Price to the Public	Underwriters’ Fee <sup>(1)</sup>	Net Proceeds to the Bank <sup>(2)</sup>
Per Series 32 Preferred Share .....	\$25.00	\$0.75	\$24.25
Total.....	\$300,000,000	\$9,000,000	\$291,000,000

(1) The underwriting fee is \$0.25 for each share sold to certain institutions and \$0.75 per share for all other shares sold. The amounts represent the underwriting fee assuming no shares are sold to such institutions.

(2) Before deduction of expenses of the issue estimated at \$400,000, which, together with the Underwriters’ fee, are payable by the Bank.

In connection with this offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series 32 Preferred Shares in accordance with applicable market stabilization rules. Such transactions, if commenced, may be discontinued at any time.

**The Underwriters may decrease the price at which the Series 32 Preferred Shares are distributed from the initial offering price of \$25.00.** Reference is made to “Plan of Distribution”.

Subscriptions will be received by the Underwriters subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that closing will take place on

October 9, 2014 or such later date as may be agreed upon by the Bank and the Underwriters, but in any event not later than November 7, 2014. A “book-entry only” certificate representing the Series 32 Preferred Shares distributed hereunder will be issued in registered form to CDS Clearing and Depository Services Inc. (“CDS”), or its nominee, and will be deposited with CDS or such other person as CDS may appoint as “Custodian” (as such term is defined in the underwriting agreement referred to under “Plan of Distribution”) on closing of this offering. A purchaser of Series 32 Preferred Shares will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Series 32 Preferred Shares are purchased. See “Book-Entry Only Securities” in the accompanying short form base shelf prospectus dated October 5, 2012 (the “Accompanying Prospectus”).

The Bank’s head and registered office is located at the National Bank Tower, 600 de La Gauchetière Street West, 4<sup>th</sup> Floor, Montréal, Québec, H3B 4L2.

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### About this Prospectus Supplement

This document consists of two parts, the first part is this prospectus supplement (the “Prospectus Supplement”), which describes the specific terms of this offering. The second part, the Accompanying Prospectus, gives more general information, some of which may not apply to this offering. If information in this Prospectus Supplement is inconsistent with the Accompanying Prospectus, investors should rely on the information in this Prospectus Supplement. This Prospectus Supplement, the Accompanying Prospectus and the documents incorporated by reference into each of them include important information about the Bank, the First Preferred Shares of the Bank being offered and other information investors should know before investing in the Series 32 Preferred Shares and Series 33 Preferred Shares.

### Caution Regarding Forward-Looking Statements

From time to time, the Bank makes written and oral forward-looking statements, such as those contained in the sections “Major Economic Trends” and the “Outlook for National Bank” in the management’s discussion and analysis included in the Bank’s Annual Report for the year ended October 31, 2013 (the “2013 Annual Report”), in other filings with Canadian securities regulators, and in other communications, for the purpose of describing the economic environment in which the Bank will operate during fiscal 2014 and the objectives it has set for itself for that period. These forward-looking statements are made in accordance with current securities legislation. They include, among others, statements with respect to the economy—particularly the Canadian and U.S. economies—market changes, observations regarding the Bank’s objectives and its strategies for achieving them, Bank projected financial returns and certain risks faced by the Bank. These forward-looking statements are typically identified by future or conditional verbs or words such as “outlook”, “believe”, “anticipate”, “estimate”, “project”, “expect”, “intend”, “plan”, and similar terms and expressions.

By their very nature, such forward-looking statements require assumptions to be made and involve inherent risks and uncertainties, both general and specific. Assumptions about the performance of the Canadian and U.S. economies in 2014 and how that will affect the Bank’s business are among the main factors considered in setting the Bank’s strategic priorities and objectives and in determining its financial targets, including provisions for credit losses. In determining its expectations for economic growth, both broadly and in the financial services sector in particular, the Bank primarily considers historical economic data provided by the Canadian and U.S. governments and their agencies.

There is a strong possibility that express or implied projections contained in these forward-looking statements will not materialize or will not be accurate. The Bank recommends that readers not place undue reliance on these statements, as a number of factors, many of which are beyond the Bank's control, could cause actual future results, conditions, actions or events to differ significantly from the targets, expectations, estimates or intentions expressed in the forward-looking statements. These factors include strategic, credit, market, liquidity, operational, regulatory, reputation, and environmental risks; and in particular the general economic environment and financial market conditions in Canada, the United States and certain other countries in which the Bank conducts business, including regulatory changes affecting the Bank's business, capital and liquidity; the situation with respect to the restructured notes of the master asset vehicle (MAV) conduits, in particular the realizable value of underlying assets; changes in the accounting policies the Bank uses to report its financial condition, including uncertainties associated with assumptions and critical accounting estimates; tax laws in the countries in which the Bank operates, primarily Canada and the United States (including, the new reporting regime set out in Sections 1471 to 1474 of the U.S. Internal Revenue Code of 1986 (FATCA)); and changes to capital adequacy and liquidity guidelines and to the manner in which they are to be presented and interpreted. See "Risk Factors".

The foregoing list of risk factors is not exhaustive. Additional information about these factors can be found under sections "Risk Management" and "Other Risk Factors" in the management's discussion and analysis included in the Bank's 2013 Annual Report. Investors and others who rely on the Bank's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The Bank also cautions investors and other readers not to place undue reliance on these forward-looking statements. Except as required by law, the Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time, by it or on its behalf.

#### **Documents Incorporated by Reference**

This Prospectus Supplement is deemed to be incorporated by reference into the Accompanying Prospectus of the Bank solely for the purpose of the Series 32 Preferred Shares offered hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the Accompanying Prospectus and reference should be made to the Accompanying Prospectus for full particulars.

The following documents have been filed with the securities regulatory authorities in each province of Canada and are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement:

- (a) the Bank's Annual Information Form dated December 3, 2013;
- (b) the unaudited interim condensed consolidated financial statements for the three and nine-month period ended July 31, 2014, which include comparative unaudited interim condensed consolidated financial statements for the three and nine-month period ended July 31, 2013, together with the management's discussion and analysis as contained in the Bank's report to shareholders for the third quarter 2014;
- (c) the audited annual consolidated financial statements for the year ended October 31, 2013, which include comparative audited annual consolidated financial statements for the year ended October 31, 2012, together with the management's discussion and analysis as contained in the Bank's 2013 Annual Report;
- (d) the Independent Auditor's Report issued to the shareholders of the Bank on the audited annual consolidated financial statements as at October 31, 2013 and 2012 and for the years then ended;
- (e) the Bank's management proxy circular dated February 21, 2014 in connection with the Bank's annual meeting of shareholders held on April 10, 2014;
- (f) the material change report dated December 4, 2013 pursuant to which the Bank announced that the Board of Directors approved the 2-for-1 Common Share split in the form of a share dividend announced by the Bank on December 4, 2013, payable on February 13, 2014 to shareholders of record as of February 6, 2014; and

- (g) the template version (as defined in National Instrument 41-101 – General Prospectus Requirements (“NI 41-101”)) of the term sheet dated September 30, 2014 (the “Initial Term Sheet”) and the revised term sheet dated September 30, 2014 (the “Term Sheet”) regarding the offering of the Series 32 Preferred Shares.

Any documents of the type described in Section 11.1 of Form 44-101F1 – *Short Form Prospectus* filed by the Bank and any template version of marketing materials (as defined in NI 41-101) filed by the Bank with the securities commissions or similar authorities in Canada after the date of this Prospectus Supplement and prior to the termination of the offering contemplated hereby shall be deemed to be incorporated by reference in this Prospectus Supplement.

The Initial Term Sheet and the Term Sheet are not part of this Prospectus Supplement to the extent that the contents thereof have been modified or superseded by a statement contained in this Prospectus Supplement.

The Initial Term Sheet reflected an offering amount of \$200,000,000 (8,000,000 Series 32 Preferred Shares) and an Underwriters’ option exercisable at the issue price, in whole or in part, up to two business days prior to closing, to purchase up to 2,000,000 additional Series 32 Preferred Shares. The terms of this Offering have been confirmed, including to reflect an offering amount of \$300,000,000 (12,000,000 Series 32 Preferred Shares) and removal of the Underwriters’ option. Pursuant to subsection 9A.3(7) of National Instrument 44-102 – *Shelf Distributions*, the Bank prepared the Term Sheet reflecting the modifications discussed above, and a blackline has been prepared to show the modified statements. A copy of the Term Sheet and associated blackline can be found under the Bank’s profile on [www.sedar.com](http://www.sedar.com).

**Any statement contained in a document incorporated or deemed to be incorporated by reference in this Prospectus Supplement or the Accompanying Prospectus or contemplated in this Prospectus Supplement or the Accompanying Prospectus will be deemed to be modified or superseded for the purposes of this Prospectus Supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not to be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement.**

#### **Eligibility for Investment**

In the opinion of McCarthy Tétrault LLP, counsel to the Bank, and Torys LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) (the “Tax Act”) and the regulations thereunder, the Series 32 Preferred Shares, if issued on the date of this Prospectus Supplement, would be, on such date, qualified investments under the Tax Act and the regulations thereunder for a trust governed by a registered retirement savings plan (“RRSP”), a registered retirement income fund (“RRIF”), a registered education savings plan, a deferred profit sharing plan, a registered disability savings plan or a tax-free savings account (“TFSA”).

Notwithstanding that the Series 32 Preferred Shares may be qualified investments for a trust governed by an RRSP, RRIF or TFSA, the annuitant under an RRSP or RRIF or the holder of a TFSA will be subject to a penalty tax with respect to the Series 32 Preferred Shares if the Series 32 Preferred Shares are a “prohibited investment” for the RRSP, RRIF or TFSA, as the case may be. The Series 32 Preferred Shares will generally not be a “prohibited investment” provided the annuitant or the holder, as the case may be: (i) deals at arm’s length with the Bank for purposes of the Tax Act; and (ii) does not have a “significant interest” (as defined in the Tax Act) in the Bank. In addition, the Series 32 Preferred Shares will generally not be a “prohibited investment” if they are “excluded property” (as defined in subsection 207.01(1) of the Tax Act) for an RRSP, RRIF or TFSA. Prospective purchasers who intend to hold the Series 32 Preferred Shares in an RRSP, RRIF or TFSA should consult their own tax advisors in this regard.

## Recent Developments

On August 1, 2014, the Canadian Department of Finance issued for comment the “Taxpayer Protection and Bank Recapitalization Regime: Consultation Paper” which outlines a proposed bail-in regime applicable to Canada’s domestic systemically important banks (“D-SIBs”), which include the Bank, in line with key international standards such as the Financial Stability Board’s “Key Attributes of Effective Resolution Regimes for Financial Institutions”. This consultation paper follows a previous announcement made in Canada’s federal budget released on March 21, 2013. Under the proposed regime, the Government of Canada would be granted two significant conversion powers with respect to D-SIBs’ outstanding capital and debt: (i) first, the Government of Canada would be granted the power to permanently convert “eligible liabilities” of the D-SIB (“eligible liabilities” consisting solely of long term senior debt, which is senior unsecured debt that is tradable and transferable with an original term of over 400 days) into common equity, and (ii) the Government of Canada would be granted the power to permanently cancel existing shares of the D-SIB. See “Risk Factors” below for additional discussion on the proposed regime and any potential impact on holders of Series 32 Preferred Shares or of Series 33 Preferred Shares.

On June 11, 2014, Moody’s Investors Service, Inc. (“Moody’s”), a subsidiary of Moody’s Corporation, lowered its outlook on Canada’s seven largest banks, including the Bank, from “stable” to “negative” on the basis that the Government of Canada is becoming less willing to bail out banks in the event of a financial crisis, citing the Government of Canada’s plans to implement a “bail-in” regime, as discussed above and further discussed under “Risk Factors”. On August 8, 2014, Standard & Poor’s Financial Services LLC (“S&P”), a division of The McGraw-Hill Companies (Canada) Corporation, announced that it had revised the outlook from “stable” to “negative” for six Canadian banks, including the Bank, based on concerns about the Government of Canada’s stance on possible bailouts in the future. The change in outlook by S&P follows the announcement by the Government of Canada of the proposed bail-in regime discussed above and further discussed under “Risk Factors”. Additionally, on September 29, 2014, S&P lowered the ratings on a number of the Tier 1 preferred shares issued by Canadian banks, which include all of the First Preferred Shares of the Bank (which, in turn, include the Series 32 Preferred Shares) on the basis that the Basel III framework, including the capital conservation buffer mechanism and the requirement for Non-Viable Capital Contingency Provisions, increase the risk that such Tier 1 preferred shares will absorb losses to a greater extent through the non-payment of dividends or their conversion to common equity.

## Consolidated Capitalization of the Bank

The following table sets forth the consolidated capitalization of the Bank as at July 31, 2014, before and after giving effect to the sale by the Bank of the Series 32 Preferred Shares and to the redemption by the Bank of its 8,000,000 outstanding First Preferred Shares Series 16, as further discussed in the table. This table should be read in conjunction with the Bank’s unaudited interim condensed consolidated financial statements and the Bank’s management’s discussion and analysis for the nine-month period ended July 31, 2014:

	<u>As at July 31, 2014</u> <sup>(1) (2)</sup> (\$ millions)
<b>Subordinated Debentures</b> .....	1,885
<b>Innovative Instruments</b> .....	975
<b>Shareholders’ Equity</b> .....	
Preferred .....	923
Common .....	2,237
Contributed Surplus .....	75
Retained Earnings .....	5,660
Accumulated other comprehensive income (loss) .....	300
<b>Total Shareholders’ Equity</b> .....	9,195
<b>Total Capitalization</b> .....	12,055

Notes:

- (1) On September 26, 2014, the Bank announced its intention to redeem all of the 8,000,000 issued and outstanding non-cumulative fixed rate first preferred shares, Series 16 (the “First Preferred Shares Series 16”) on November 15, 2014 at a redemption price equal to \$25.00 per share (for an aggregate price of \$200,000,000) together with all declared and unpaid dividends on such shares.
- (2) Giving effect to the receipt of anticipated gross proceeds from the sale of the Series 32 Preferred Shares and taking into account the announced redemption of the First Preferred Shares Series 16 discussed in footnote (1) above, Preferred Shares would have amounted

to \$1,023 million, Total Shareholders' Equity would have amounted to \$9,295 million and Total Capitalization would have amounted to \$12,155 million.

## Details of the Offering

### Description of First Preferred Shares as a Class

The First Preferred Shares of each series rank *pari passu* with the First Preferred Shares of every other series and outstanding First Preferred Shares (including any First Preferred Shares issued hereunder if a trigger event has not occurred as contemplated under the specific Non-Viable Capital Contingency Provisions applicable to such First Preferred Shares) are entitled to preference over the second preferred shares and Common Shares of the Bank and over any other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and in the distribution of property in the event of the Bank's liquidation, dissolution or winding-up.

The Series 32 Preferred Shares and the Series 33 Preferred Shares will each be issued as a series of First Preferred Shares of the Bank. Reference is made to the description of the First Preferred Shares of the Bank as a class under the heading "Description of First Preferred Shares" in the Accompanying Prospectus.

The authorized First Preferred Share capital of the Bank consists of an unlimited number of First Preferred Shares without nominal or par value, issuable for a maximum aggregate consideration of \$5 billion or the equivalent thereof in foreign currencies.

### Certain Provisions of the Series 32 Preferred Shares as a Series

#### Definition of Terms

The following definitions are relevant to the Series 32 Preferred Shares.

**"Annual Fixed Dividend Rate"** means, for any Subsequent Fixed Rate Period, the rate (expressed as a percentage rate rounded down to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date plus 2.25%.

**"Bloomberg Screen GCAN5YR Page"** means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service (or such other page as may replace the GCAN5YR page on that service) for purposes of displaying Government of Canada Bond yields.

**"Fixed Rate Calculation Date"** means, for any Subsequent Fixed Rate Period, the 30<sup>th</sup> day prior to the first day of such Subsequent Fixed Rate Period.

**"Government of Canada Yield"** on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Montréal time) on such date and which appears on the Bloomberg Screen GCAN5YR Page on such date; provided that, if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, the Government of Canada Yield will mean the average of the yields determined by two registered Canadian investment dealers, other than National Bank Financial Inc., selected by the Bank, as being the yield to maturity on such date (assuming semi-annual compounding) which a Canadian dollar denominated non-callable Government of Canada bond would carry if issued in Canadian dollars at 100% of its principal amount on such date with a term to maturity of five years.

**"Initial Fixed Rate Period"** means the period commencing on the closing date and ending on and including February 15, 2020.

**"Subsequent Fixed Rate Period"** means for the initial Subsequent Fixed Rate Period, the period commencing February 16, 2020 and ending on and including February 15, 2025, and for each succeeding Subsequent Fixed Rate Period, the period commencing on the day immediately following the end of the



immediately preceding Subsequent Fixed Rate Period and ending on and including February 15 in the fifth year thereafter.

### ***Issue Price***

The Series 32 Preferred Shares will have an issue price of \$25.00 per share.

### ***Dividends***

During the Initial Fixed Rate Period, the holders of the Series 32 Preferred Shares will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, on the fifteenth day of each of February, May, August and November of each year, at an annual rate equal to \$0.975 per share. The initial dividend, if declared, will be payable on February 15, 2015 and will be \$0.3446 per share, based on the anticipated closing date of October 9, 2014.

During each Subsequent Fixed Rate Period after the Initial Fixed Rate Period, the holders of Series 32 Preferred Shares will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the fifteenth day of each of February, May, August and November of each year, in the amount per share per annum determined by multiplying the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Rate Period by \$25.00.

The Annual Fixed Dividend Rate applicable to a Subsequent Fixed Rate Period will be determined by the Bank on the Fixed Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of Series 32 Preferred Shares. The Bank will, on the Fixed Rate Calculation Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period to the registered holders of the then outstanding Series 32 Preferred Shares.

If the Board of Directors does not declare a dividend, or any part thereof, on the Series 32 Preferred Shares on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Series 32 Preferred Shares to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

Reference is also made to “Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares - Restrictions on Dividends and Retirement of Shares” below and “Bank Act Restrictions and Restrictions on Payment of Dividends” of the Accompanying Prospectus.

### ***Redemption***

The Series 32 Preferred Shares will not be redeemable prior to February 15, 2020. Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under the heading “Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares - Restrictions on Dividends and Retirement of Shares”, on February 15, 2020 and on February 15 every five years thereafter, the Bank may redeem all or any part of the then outstanding Series 32 Preferred Shares, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption.

Notice of any redemption will be given by the Bank at least 30 days and not more than 60 days prior to the date fixed for redemption. If less than all the outstanding Series 32 Preferred Shares are at any time to be redeemed, the shares to be redeemed will be redeemed *pro rata*, disregarding fractions. Reference is also made to the provisions described in the Accompanying Prospectus under the heading “Bank Act Restrictions and Restrictions on Payment of Dividends”.

The Series 32 Preferred Shares do not have a fixed maturity and are not redeemable at the option of the holders. Reference is made to “Risk Factors”.

### ***Conversion of Series 32 Preferred Shares into Series 33 Preferred Shares***

Holders of Series 32 Preferred Shares will have the right, at their option, on February 15, 2020 and on February 15 every five years thereafter (a “Series 32 Conversion Date”), to convert, subject to the restrictions on

conversion described below and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Series 32 Preferred Shares registered in their name into Series 33 Preferred Shares on the basis of one Series 33 Preferred Share for each Series 32 Preferred Share. The conversion of Series 32 Preferred Shares may be effected upon written notice given not earlier than the 30<sup>th</sup> day prior to, but not later than 5:00 p.m. (Montréal time) on the 15<sup>th</sup> day preceding, a Series 32 Conversion Date. Once received by the Bank, such written notice is irrevocable.

The Bank will, at least 30 days and not more than 60 days prior to the applicable Series 32 Conversion Date, give notice in writing to the then registered holders of the Series 32 Preferred Shares of the above-mentioned conversion right. On the 30<sup>th</sup> day prior to each Series 32 Conversion Date, the Bank will give notice in writing to the then registered holders of the Series 32 Preferred Shares of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate (as defined herein) applicable to the Series 33 Preferred Shares for the next Quarterly Floating Rate Period (as defined herein).

Holders of Series 32 Preferred Shares will not be entitled to convert their shares into Series 33 Preferred Shares if the Bank determines that there would remain outstanding on a Series 32 Conversion Date less than 1,000,000 Series 33 Preferred Shares, after having taken into account all Series 32 Preferred Shares tendered for conversion into Series 33 Preferred Shares and all Series 33 Preferred Shares tendered for conversion into Series 32 Preferred Shares. The Bank will give notice in writing thereof to all registered holders of Series 32 Preferred Shares at least seven days prior to the applicable Series 32 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 32 Conversion Date less than 1,000,000 Series 32 Preferred Shares, after having taken into account all Series 32 Preferred Shares tendered for conversion into Series 33 Preferred Shares and all Series 33 Preferred Shares tendered for conversion into Series 32 Preferred Shares, then, all of the remaining outstanding Series 32 Preferred Shares will automatically be converted into Series 33 Preferred Shares on the basis of one Series 33 Preferred Share for each Series 32 Preferred Share on the applicable Series 32 Conversion Date, without the consent of the holders, and the Bank will give notice in writing thereof to the then registered holders of such remaining Series 32 Preferred Shares at least seven days prior to the Series 32 Conversion Date.

Upon exercise by the holder of this right to convert Series 32 Preferred Shares into Series 33 Preferred Shares, the Bank reserves the right not to issue Series 33 Preferred Shares to any person in certain situations. Reference is made to “Details of the Offering - Right Not to Deliver Shares upon Conversion”.

If the Bank gives notice to the registered holders of the Series 32 Preferred Shares of the redemption of all the Series 32 Preferred Shares, the Bank will not be required to give notice as provided hereunder to the registered holders of the Series 32 Preferred Shares of any dividend rate or of the conversion right of holders of Series 32 Preferred Shares and the right of any holder of Series 32 Preferred Shares to convert such Series 32 Preferred Shares will cease and terminate in that event.

## **Certain Provisions of the Series 33 Preferred Shares as a Series**

### ***Definition of Terms***

The following definitions are relevant to the Series 33 Preferred Shares.

“**Floating Quarterly Dividend Rate**” means, for any Quarterly Floating Rate Period, the rate (expressed as a percentage rate rounded down to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date plus 2.25%, calculated on the basis of the actual number of days elapsed in such Quarterly Floating Rate Period divided by 365.

“**Floating Rate Calculation Date**” means, for any Quarterly Floating Rate Period, the 30<sup>th</sup> day prior to the first day of such Quarterly Floating Rate Period.

“**Quarterly Commencement Date**” means the 16<sup>th</sup> day of each of February, May, August and November in each year.

“**Quarterly Floating Rate Period**” means, for the initial Quarterly Floating Rate Period, the period commencing on February 16, 2020 and ending on and including May 15, 2020, and thereafter the period

from and including the day immediately following the end of the immediately preceding Quarterly Floating Rate Period to but excluding the next succeeding Quarterly Commencement Date.

“**T-Bill Rate**” means, for any Quarterly Floating Rate Period, the average yield expressed as a percentage per annum on 90-day Government of Canada Treasury Bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

### ***Issue Price***

The Series 33 Preferred Shares will have an issue price of \$25.00 per share.

### ***Dividends***

The holders of the Series 33 Preferred Shares will be entitled to receive floating rate non-cumulative preferential cash dividends as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the fifteenth day of each of February, May, August and November of each year, in the amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate by \$25.00.

The Floating Quarterly Dividend Rate for each Quarterly Floating Rate Period will be determined by the Bank on the 30<sup>th</sup> day prior to the first day of each Quarterly Floating Rate Period. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of Series 33 Preferred Shares. The Bank will, on the Floating Rate Calculation Date, give written notice of the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period to all registered holders of the then outstanding Series 33 Preferred Shares.

If the Board of Directors does not declare a dividend, or any part thereof, on the Series 33 Preferred Shares on or before the dividend payment date for a particular Quarterly Floating Rate Period, then the entitlement of the holders of the Series 33 Preferred Shares to receive such dividend, or to any part thereof, for such Quarterly Floating Rate Period will be forever extinguished.

Reference is also made to “Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares - Restrictions on Dividends and Retirement of Shares” below and “Bank Act Restrictions and Restrictions on Payment of Dividends” of the Accompanying Prospectus.

### ***Redemption***

Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under “Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares - Restrictions on Dividends and Retirement of Shares”, on not more than 60 nor less than 30 days’ notice, the Bank may redeem all or any part of the then outstanding Series 33 Preferred Shares, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of (i) \$25.00 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on February 15, 2025 and on February 15 every five years thereafter, or (ii) \$25.50 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on any other date after February 15, 2020.

If less than all the outstanding Series 33 Preferred Shares are at any time to be redeemed, the shares to be redeemed will be redeemed *pro rata*, disregarding fractions. Reference is also made to the provisions of the Accompanying Prospectus under the heading “Bank Act Restrictions and Restrictions on Payment of Dividends”.

The Series 33 Preferred Shares do not have a fixed maturity date and are not redeemable at the option of the holders. Reference is made to “Risk Factors”.

### ***Conversion of Series 33 Preferred Shares into Series 32 Preferred Shares***

Holders of Series 33 Preferred Shares will have the right, at their option, on February 15, 2025 and on February 15 every five years thereafter (a “Series 33 Conversion Date”), to convert, subject to the restrictions on conversion described below and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Series 33 Preferred Shares registered in their name into Series 32 Preferred Shares on the

basis of one Series 32 Preferred Share for each Series 33 Preferred Share. The conversion of Series 33 Preferred Shares may be effected upon written notice given not earlier than the 30<sup>th</sup> day prior to, but not later than 5:00 p.m. (Montréal time) on the 15<sup>th</sup> day preceding, a Series 33 Conversion Date. Once received by the Bank, such written notice is irrevocable.

The Bank will, at least 30 days and not more than 60 days prior to the applicable Series 33 Conversion Date, give notice in writing to the then holders of the Series 33 Preferred Shares of the above-mentioned conversion right. On the 30<sup>th</sup> day prior to each Series 33 Conversion Date, the Bank will give notice in writing to the then registered holders of Series 33 Preferred Shares of the Floating Quarterly Dividend Rate for the next Quarterly Floating Rate Period and the Annual Fixed Dividend Rate in respect of the Series 32 Preferred Shares for the next succeeding Subsequent Fixed Rate Period.

Holders of Series 33 Preferred Shares will not be entitled to convert their shares into Series 32 Preferred Shares if the Bank determines that there would remain outstanding on a Series 33 Conversion Date less than 1,000,000 Series 32 Preferred Shares, after having taken into account all Series 33 Preferred Shares tendered for conversion into Series 32 Preferred Shares and all Series 32 Preferred Shares tendered for conversion into Series 33 Preferred Shares. The Bank will give notice in writing thereof to all registered holders of the Series 33 Preferred Shares at least seven days prior to the applicable Series 33 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 33 Conversion Date less than 1,000,000 Series 33 Preferred Shares, after having taken into account all Series 33 Preferred Shares tendered for conversion into Series 32 Preferred Shares and all Series 32 Preferred Shares tendered for conversion into Series 33 Preferred Shares, then, all, but not part, of the remaining outstanding Series 33 Preferred Shares will automatically be converted into Series 32 Preferred Shares on the basis of one Series 32 Preferred Share for each Series 33 Preferred Share on the applicable Series 33 Conversion Date, without the consent of the holders, and the Bank will give notice in writing thereof to the then registered holders of such remaining Series 33 Preferred Shares at least seven days prior to the Series 33 Conversion Date.

Upon exercise by the holder of this right to convert Series 33 Preferred Shares into Series 32 Preferred Shares, the Bank reserves the right not to issue Series 32 Preferred Shares to any person in certain situations. Reference is made to “Details of the Offering - Right Not to Deliver Shares upon Conversion”.

If the Bank gives notice to the registered holders of the Series 33 Preferred Shares of the redemption on a Series 33 Conversion Date of all the Series 33 Preferred Shares, the Bank will not be required to give notice as provided hereunder to the registered holders of the Series 33 Preferred Shares of any dividend rate or of the conversion right of holders of Series 33 Preferred Shares and the right of any holder of Series 33 Preferred Shares to convert such Series 33 Preferred Shares will cease and terminate in that event.

## **Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares**

### ***Purchase for Cancellation***

Subject to the provisions of the Bank Act, the prior consent of the Superintendent and the provisions described below under the heading “Restrictions on Dividends and Retirement of Shares”, the Bank may at any time purchase for cancellation any of the Series 32 Preferred Shares or any of the Series 33 Preferred Shares in the open market at the lowest price or prices at which in the opinion of the Board of Directors such shares are obtainable.

### ***Conversion of Series 32 Preferred Shares and of Series 33 Preferred Shares Upon Occurrence of Non-Viable Contingent Capital Trigger Event***

Upon the occurrence of a Trigger Event, each outstanding Series 32 Preferred Share and each outstanding Series 33 Preferred Share will automatically and immediately be converted, on a full and permanent basis, into a number of Common Shares equal to  $(\text{Multiplier} \times \text{Share Value}) \div \text{Conversion Price}$  (rounding down, if necessary, to the nearest whole number of Common Shares) (a “NVCC Automatic Conversion”). For the purposes of the foregoing:

“**Conversion Price**” means the greater of (i) \$5.00, and (ii) the Current Market Price of the Common Shares. The floor price of \$5.00 is subject to adjustment in the event of (i) the issuance of Common

Shares or securities exchangeable for or convertible into Common Shares to all holders of Common Shares as a stock dividend, (ii) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares, or (iii) the reduction, combination or consolidation of the Common Shares into a lesser number of Common Shares. The adjustment shall be computed to the nearest one-tenth of one cent provided that no adjustment of the floor price shall be required unless such adjustment would require an increase or decrease of at least 1% of the floor price then in effect.

“**Current Market Price**” of the Common Shares means the volume weighted average trading price of the Common Shares on the TSX, if such shares are then listed on the TSX, for the 10 consecutive trading days ending on the trading day preceding the date of the Trigger Event. If the Common Shares are not then listed on the TSX, for the purpose of the foregoing calculation reference shall be made to the principal securities exchange or market on which the Common Shares are then listed or quoted or, if no such trading prices are available, “Current Market Price” shall be the fair value of the Common Shares as reasonably determined by the Board of Directors.

“**Multiplier**” means 1.0.

“**Share Value**” means \$25.00 plus declared and unpaid dividends as at the date of the Trigger Event.

“**Trigger Event**” has the meaning set out in the OSFI Guideline for Capital Adequacy Requirements (CAR), Chapter 2 – Definition of Capital, dated April 2014, as such term may be amended or superseded by the OSFI from time to time, which term currently provides that each of the following constitutes a Trigger Event:

- the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or
- a federal or provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.

Fractions of Common Shares will not be issued or delivered pursuant to a NVCC Automatic Conversion and no cash payment will be made in lieu of a fractional Common Share. Notwithstanding any other provision of the Series 32 Preferred Shares or the Series 33 Preferred Shares, the conversion of such shares shall not be an event of default and the only consequence of a Trigger Event under the provisions of such shares will be the conversion of such shares into Common Shares.

In the event of a capital reorganization, consolidation, merger or amalgamation of the Bank or comparable transaction affecting the Common Shares, the Bank will take necessary action to ensure that holders of Series 32 Preferred Shares and Series 33 Preferred Shares, as applicable, receive, pursuant to a NVCC Automatic Conversion, the number of Common Shares or other securities that such holders would have received if the NVCC Automatic Conversion occurred immediately prior to the record date for such event.

#### ***Right Not to Deliver Shares upon Conversion***

Upon (i) exercise by the holder of his right to convert Series 32 Preferred Shares into Series 33 Preferred Shares, (ii) exercise by the holder of his right to convert Series 33 Preferred Shares into Series 32 Preferred Shares, or (iii) a NVCC Automatic Conversion, the Bank reserves the right not to (a) deliver some or all, as applicable, of Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, issuable thereupon to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Person (as defined below) or any person who, by virtue of that conversion or upon a NVCC Automatic Conversion, would become a Significant Shareholder (as defined below), or (b) record in its securities register a transfer or issue of the Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, to any person whom the Bank or its

transfer agent has reason to believe is an Ineligible Government Holder based on a declaration submitted to the Bank or its transfer agent by or on behalf of such person. In such circumstances, the Bank will hold, as agent for such persons, the Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, that would have otherwise been delivered to such persons and will attempt to facilitate the sale of such Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, to parties other than the Bank and its affiliates on behalf of such persons through a registered dealer to be retained by the Bank on behalf of such persons. Those sales (if any) may be made at any time and at any price. The Bank will not be subject to any liability for failure to sell such Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, on behalf of such persons or at any particular price on any particular day. The net proceeds received by the Bank from the sale of any such Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, will be divided among the applicable persons in proportion to the number of Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, that would otherwise have been delivered to them upon the conversion or upon a NVCC Automatic Conversion after deducting the costs of sale and any applicable withholding taxes. For the purposes of the foregoing:

**“Ineligible Government Holder”** means any person who is the federal or a provincial government in Canada or agent or agency thereof, or the government of a foreign country or any political subdivision of a foreign country, or any agent or agency of a foreign government, in each case to the extent that the recording in the Bank’s securities register of a transfer or issue of any share of the Bank to such person would cause the Bank to contravene the Bank Act.

**“Ineligible Person”** means any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside of Canada to the extent that the issuance or delivery by the Bank to such person of Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, as the case may be, upon the exercise of rights of conversion or upon a NVCC Automatic Conversion (i) would require the Bank to take any action to comply with securities, banking or analogous laws of such jurisdiction, (ii) would cause the Bank to be in violation of any law to which the Bank is subject, or (iii) would give rise to a liability for withholding tax in connection with such issuance or delivery.

**“Significant Shareholder”** means any person who beneficially owns, directly or indirectly, through entities controlled by such person or persons associated with or acting jointly or in concert with such person (as determined in accordance with the Bank Act), shares of any class of the Bank in excess of 10% of the total number of outstanding shares of that class in contravention of the Bank Act.

### ***Rights on Liquidation***

In the event of the liquidation, dissolution or winding-up of the Bank, provided that a NVCC Automatic Conversion has not occurred, the holders of Series 32 Preferred Shares or Series 33 Preferred Shares will be entitled to receive \$25.00 per share, together with all dividends declared and unpaid to the date of payment, before any amount may be paid or any of our assets distributed to the registered holders of any shares ranking junior to the Series 32 Preferred Shares or the Series 33 Preferred Shares, as applicable. The holders of Series 32 Preferred Shares and Series 33 Preferred Shares will not be entitled to share in any further distribution of the Bank’s assets. If a NVCC Automatic Conversion has occurred, all Series 32 Preferred Shares and all Series 33 Preferred Shares shall have been converted into Common Shares which will rank on a parity with all other Common Shares.

### ***Restrictions on Dividends and Retirement of Shares***

So long as any of the Series 32 Preferred Shares or Series 33 Preferred Shares are outstanding, the Bank will not, without the approval of the holders of the relevant series given as specified below:

- (a) pay any dividends on the Common Shares or any other shares ranking junior to the relevant series (other than stock dividends payable in shares of the Bank ranking junior to the relevant series);
- (b) redeem, purchase or otherwise retire any Common Shares or any other shares ranking junior to the relevant series (except out of the net cash proceeds of a substantially concurrent issue of shares ranking junior to the relevant series);

- (c) redeem, purchase or otherwise retire less than all the relevant series then outstanding; or
- (d) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching to any series of First Preferred Shares of the Bank, redeem, purchase or otherwise retire any other shares ranking on a parity with the relevant series;

unless, in each such case, all dividends up to and including the dividend payment date for the last completed period for which dividends will be payable will have been declared and paid or set apart for payment in respect of each series of cumulative First Preferred Shares then issued and outstanding and on all other cumulative shares ranking on a parity with the First Preferred Shares and there will have been paid or set apart for payment all declared dividends in respect of each series of non-cumulative First Preferred Shares (including the Series 32 Preferred Shares and the Series 33 Preferred Shares) then issued and outstanding and on all other non-cumulative shares ranking on a parity with the First Preferred Shares. Reference is made to “Bank Act Restrictions and Restrictions on Payment of Dividends” of the Accompanying Prospectus.

#### ***Issue of Additional Series of First Preferred Shares***

The Bank may issue other series of First Preferred Shares ranking on a parity with the Series 32 Preferred Shares and the Series 33 Preferred Shares without the authorization of the holders of either the Series 32 Preferred Shares or the Series 33 Preferred Shares, if at the date of such issuance all cumulative dividends up to and including the dividend payment date for the last completed period for which such cumulative dividends shall be payable shall have been declared and paid or set apart for payment in respect of each series of cumulative First Preferred Shares then issued and outstanding, if any, and any declared and unpaid non-cumulative dividends shall have been paid or set apart for payment in respect of each series of non-cumulative First Preferred Shares then issued and outstanding.

#### ***Amendments to Series***

The Bank will not, without the approval of the holders of the applicable series given as specified below under “Shareholder Approvals”, delete or vary any rights, privileges, restrictions and conditions attaching to the Series 32 Preferred Shares or the Series 33 Preferred Shares. In addition to the aforementioned approval, the Bank will not without, but may from time to time with, the prior approval of the Superintendent, make any such deletion or variation which might affect the classification afforded the Series 32 Preferred Shares or the Series 33 Preferred Shares from time to time for capital adequacy requirements pursuant to the Bank Act and the regulations and guidelines thereunder.

#### ***Shareholder Approvals***

The approval of any amendments to the rights, privileges, restrictions and conditions attaching to the Series 32 Preferred Shares or the Series 33 Preferred Shares may be given by a resolution carried by the affirmative vote of not less than  $66\frac{2}{3}\%$  of the votes cast at a meeting of holders of the relevant series which a majority of the outstanding shares of the relevant series is represented or, if no such quorum is present at such meeting, at any adjourned meeting at which shareholders then present or represented by proxy would form the necessary quorum.

In addition to the aforementioned approval, any amendments to the rights, privileges, restrictions and conditions attaching to the Series 32 Preferred Shares or the Series 33 Preferred Shares that affect the classification afforded to the Series 32 Preferred Shares or the Series 33 Preferred Shares from time to time for capital adequacy requirements pursuant to the Bank Act and the regulations and guidelines thereunder can only be made with the consent of the Superintendent.

#### ***Voting Rights***

Subject to the provisions of the Bank Act, the holders of Series 32 Preferred Shares or Series 33 Preferred Shares as such will not be entitled to receive notice of, attend, or vote at, any meeting of the shareholders of the Bank unless and until the first time at which the rights of such holders to any undeclared dividends have become extinguished as described under “Certain Provisions of the Series 32 Preferred Shares as a Series - Dividends” and “Certain Provisions of the Series 33 Preferred Shares as a Series - Dividends”. In that event, the holders of the relevant series will be entitled to receive notice of, and to attend, meetings of shareholders at which directors of the Bank are to be elected and will be entitled to one vote for each share held. The voting rights of the holders of shares

of the relevant series will forthwith cease upon payment by the Bank of the first quarterly dividend on the shares of such series to which the holders are entitled subsequent to the time such voting rights first arose. At such time as the rights of such holders to any undeclared dividends on the shares of the relevant series have again become extinguished, such voting rights will become effective again and so on from time to time.

In connection with any action to be taken by the Bank which requires the approval of the holders of Series 32 Preferred Shares or Series 33 Preferred Shares voting as a series or as part of the class, each such share will entitle the holder thereof to one vote.

### ***Tax Election***

The Series 32 Preferred Shares and the Series 33 Preferred Shares will be “taxable preferred shares” as defined in the Tax Act for the purposes of the tax under Part IV.1 of the Tax Act applicable to certain corporate holders of such shares. The terms of each of the Series 32 Preferred Shares and the Series 33 Preferred Shares will require the Bank to make the necessary election under Part VI.1 of the Tax Act to pay tax under Part VI.1 at a rate such that corporate holders will not be subject to tax under Part IV.1 of the Tax Act on dividends received (or deemed to be received) on the Series 32 Preferred Shares and the Series 33 Preferred Shares, respectively.

### ***Business Days***

If any action is required to be taken by the Bank on a day that is not a business day, then such action will be taken on the next succeeding day that is a business day.

### **Bank Act Restrictions and Approvals**

The Accompanying Prospectus sets out a summary of the restrictions contained in the Bank Act concerning the declaration and payment of dividends. The Bank does not anticipate that such restrictions will prevent a declaration or payment of dividends on the Series 32 Preferred Shares or Series 33 Preferred Shares in the normal course and the Superintendent has not made any direction to the Bank pursuant to the Bank Act regarding its capital or its liquidity. The Accompanying Prospectus also sets out a summary of the restrictions contained in the Bank Act concerning the issue, transfer, acquisition, beneficial ownership and voting of all shares of the Bank.

### **Earnings Coverage Ratios**

The following consolidated earnings coverage ratios, taking into account the First Preferred Shares, innovative capital instruments and subordinated debentures outstanding as of October 31, 2013 and July 31, 2014 respectively (assuming each of the securities was outstanding from the first day of such period) and giving effect to the issue of the Series 32 Preferred Shares to be distributed under this Prospectus Supplement and to the redemption by the Bank of its 8,000,000 outstanding First Preferred Shares Series 16, are calculated for the 12 months ended October 31, 2013 and for the 12 months ended July 31, 2014:

	October 31, 2013	July 31, 2014
Earnings coverage ratio	9.22 times	9.55 times

The Bank’s dividend requirements on all of its outstanding First Preferred Shares, after giving effect to the issue of the Series 32 Preferred Shares to be distributed under this Prospectus Supplement, and adjusted to a before-tax equivalent using a statutory income tax rate of 26.8% for the 12 months ended October 31, 2013 and 27.0% for the 12 months ended July 31, 2014, amounted to \$60 million and \$60 million for the 12 months ended October 31, 2013 and for the 12 months ended July 31, 2014, respectively. The Bank’s disbursement requirements for innovative capital instruments for the 12 months ended October 31, 2013 and for the 12 months ended July 31, 2014 amounted to \$67 million and \$67 million, respectively. The Bank’s interest requirements for subordinated debentures for the 12 months ended October 31, 2013 and for the 12 months ended July 31, 2014, amounted to \$73 million and \$73 million, respectively. The Bank’s earnings before income taxes, non-controlling interest, debentures and innovative capital instruments adjusted following the retrospective application of accounting standard changes for the 12 months ended October 31, 2013 and for the 12 months ended July 31, 2014 were \$1,849 million and \$1,916 million, respectively, which are 9.22 times and 9.55 times the Bank’s aggregate dividend, disbursement on innovative capital instruments and interest requirements for these periods, respectively, after giving effect to the issue of the Series 32 Preferred Shares.



## **Ratings**

The Series 32 Preferred Shares are provisionally rated “Pfd-2 (Low)” by DBRS Limited (“DBRS”). A “Pfd-2” rating is the second highest of five categories available from DBRS for first preferred shares. A reference to “high” or “low” reflects the relative standing within the rating category.

The Series 32 Preferred Shares are provisionally rated “P-3(High)” by S&P, using the S&P Canadian scale for first preferred shares and are provisionally rated “BB+” using S&P’s global scale for first preferred shares. The “P-3” rating is the third highest of the five categories used by S&P on its Canadian first preferred share scale. The “BB” rating is the fifth highest of the nine categories used by S&P on its global scale. A reference to “high” or “low” or “+/-” reflects the relative standing within the rating category. On August 8, 2014, S&P announced that it had revised the outlook from “stable” to “negative” for six Canadian banks, including the Bank. Additionally, on September 29, 2014, S&P lowered the ratings on a number of Tier 1 preferred shares issued by Canadian banks, which include all of the First Preferred Shares of the Bank (which, in turn, include the Series 32 Preferred Shares).

The Series 32 Preferred Shares are provisionally rated “Baa3” (hyb) by Moody’s. A Baa rating by Moody’s is the fourth highest of the nine categories used by Moody’s. The modifier “3” indicates that the obligation ranks at the lower of the “Baa” rating category. The “hyb” indicator signals the potential for ratings volatility due to less predictable exogenous (and often non-credit linked) factors such as regulatory and/or government intervention coupled with a hybrid’s equity-like features. On June 11, 2014, Moody’s changed its outlook on Canada’s seven largest banks, including the Bank, from “stable” to “negative”.

The Bank made payments to DBRS, S&P and Moody’s in connection with the assignment of ratings on its rated instruments. In addition, the Bank has or may have made payments in respect of certain other services provided to the Bank by each of such rating agencies during the last two years.

Credit ratings are intended to provide investors with an independent measure of credit quality of any issue of securities. The credit ratings accorded to securities by the rating agencies are not recommendations to purchase, hold or sell the securities inasmuch as such ratings do not comment as to market price or suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if in its judgment circumstances so warrant, and if any such rating is so revised or withdrawn, the Bank is under no obligation to update this Prospectus Supplement. Prospective purchasers of Series 32 Preferred Shares should consult the relevant rating organization with respect to the interpretation and implications of the foregoing ratings.

## **Plan of Distribution**

Pursuant to an agreement (the “Underwriting Agreement”) dated October 2, 2014 between the Bank and the Underwriters, the Bank has agreed to sell and the Underwriters have jointly and not solidarily (the equivalent of severally at common law) agreed to purchase on October 9, 2014, or on such other date not later than November 7, 2014 as may be agreed upon, subject to the terms and conditions contained therein, all but not less than all of the 12,000,000 Series 32 Preferred Shares at a price of \$25.00 per share payable in cash to the Bank against delivery of the Series 32 Preferred Shares. The offering price was determined by negotiations between the Bank and the Underwriters. The Underwriting Agreement provides that the Underwriters will be paid an underwriting fee per share equal to \$0.25 with respect to Series 32 Preferred Shares sold to certain institutions and \$0.75 with respect to all other Series 32 Preferred Shares sold. Assuming no Series 32 Preferred Shares are sold to such institutions, the total underwriting fee would be \$9,000,000.

The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Series 32 Preferred Shares if any of the Series 32 Preferred Shares are purchased under the Underwriting Agreement.

The Bank has applied to list the Series 32 Preferred Shares, the Series 33 Preferred Shares and the Common Shares into which such shares may be converted upon the occurrence of a Trigger Event on the TSX. Listing will be subject to the Bank fulfilling all of the requirements of the TSX.

After the Underwriters have made a reasonable effort to sell all of the Series 32 Preferred Shares at \$25.00 per share, the Underwriters may subsequently reduce, and thereafter change, from time to time, the price at which the Series 32 Preferred Shares are offered to an amount not greater than \$25.00 per share and, in such case, the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Series 32 Preferred Shares is less than the gross proceeds paid by the Underwriters to the Bank.

Neither the Series 32 Preferred Shares nor the Series 33 Preferred Shares have been or will be registered under the *Securities Act of 1933* of the United States of America, as amended (the “1933 Act”) or any state securities laws and may not be offered or sold within the United States, territories or possessions or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) except in transactions exempt from the registration requirements of the 1933 Act.

In connection with this offering, the Underwriters may, subject to applicable laws, over-allot or effect transactions which stabilize or maintain the market price of the Series 32 Preferred Shares at a level other than that which might otherwise prevail in the open market.

Pursuant to the policy statement of certain securities regulators, the Underwriters may not, throughout the period of distribution of Series 32 Preferred Shares, bid for or purchase Series 32 Preferred Shares. The foregoing restriction is subject to certain exceptions including: (i) a bid or purchase permitted under the Universal Market Integrity Rules for the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities; and (ii) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of such securities.

As a result of these activities, the price of the Series 32 Preferred Shares may be higher than the price that otherwise might exist in the open market. Such transactions, if commenced, may be discontinued at any time. The Underwriters may carry out these transactions on any stock exchange on which the Series 32 Preferred Shares are listed, in the over-the-counter market, or otherwise.

**National Bank Financial Inc., one of the Underwriters, is an indirect wholly-owned subsidiary of the Bank. As a result, the Bank is a related and connected issuer to National Bank Financial Inc. under applicable securities legislation. The decision to distribute the Series 32 Preferred Shares and the determination of the terms of the distribution were made through negotiation between the Bank and the Underwriters. TD Securities Inc., an Underwriter, in respect of which the Bank is not a related or connected issuer, has participated in the structuring and pricing of the offering and in the due diligence activities performed by the Underwriters for the offering and review of this Prospectus Supplement. National Bank Financial Inc. will not receive any benefit in connection with this offering other than its share of the Underwriters’ fee payable by the Bank.**

#### **Certain Canadian Federal Income Tax Considerations**

In the opinion of McCarthy Tétrault LLP, counsel to the Bank, and Torys LLP, counsel to the Underwriters, the following is a summary of the principal Canadian federal income tax considerations generally applicable to a holder of Series 32 Preferred Shares acquired pursuant to this Prospectus Supplement, Series 33 Preferred Shares acquired on a conversion of Series 32 Preferred Shares and Common Shares acquired pursuant to a NVCC Automatic Conversion, who, for the purposes of the Tax Act and at all relevant times, is or is deemed to be a resident of Canada, deals at arm's length with the Bank, is not affiliated with the Bank, holds the Series 32 Preferred Shares and will hold any Series 33 Preferred Shares and Common Shares (as applicable) as capital property and is not exempt from tax under Part I of the Tax Act (a “Holder”).

Generally, the Series 32 Preferred Shares, the Series 32 Preferred Shares and the Common Shares will be capital property to a Holder provided the Holder does not acquire or hold such shares in the course of carrying on a business of trading or dealing in securities and does not acquire them as part of an adventure or concern in the nature of trade. Certain Holders whose Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares would not otherwise qualify as capital property may, in certain circumstances, be entitled to have them and all other “Canadian securities”, as defined in the Tax Act, owned by such Holder in the taxation year of the election and in all subsequent taxation years, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act.

This summary does not apply to a purchaser (i) that is a “financial institution”, as defined in the Tax Act for purposes of the mark-to-market rules; (ii) an interest in which is a “tax shelter investment” (as defined in the Tax Act); (iii) who has made a “functional currency” election under the Tax Act to determine its “Canadian tax results” (as defined in the Tax Act) in a currency other than Canadian currency; or (iv) that has entered into, with respect to the Series 32 Preferred Shares, Series 33 Preferred Shares or the Common Shares, a “derivative forward agreement” or “synthetic disposition arrangement” (each as defined in the Tax Act). Such purchasers should consult their own tax advisors. Furthermore, this summary is not applicable to a Holder that is a “specified financial institution” (as defined in the Tax Act) that receives (or is deemed to receive), alone or together with persons with whom it does not deal at arm's length, in the aggregate, dividends in respect of more than 10% of the Series 32 Preferred Shares or the Series 33 Preferred Shares, as the case may be, outstanding at the time the dividend is received or deemed to be received. This summary also assumes that all issued and outstanding Series 32 Preferred Shares and Series 33 Preferred Shares will be listed on a “designated stock exchange” (as defined in the Tax Act) in Canada (which currently includes the TSX) at such times as dividends (including deemed dividends) are received (or deemed to be received) on such shares.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder and no representation with respect to the income tax consequences to any particular Holder is made. Accordingly, prospective Holders are urged to consult their own tax advisors with respect to the consequences of acquiring, holding or disposing of Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares in their particular circumstances.

This summary is based upon the current provisions of the Tax Act, the regulations thereunder in force as of the date hereof, all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “Proposals”) and counsel’s understanding of the current administrative practices and assessing policies published in writing by the Canada Revenue Agency prior to the date hereof. Except for the Proposals, this summary does not otherwise take into account any changes in law or in administrative practices or assessing policies, whether by legislative, administrative or judicial decision or action, nor does it take into account or consider any provincial, territorial or foreign income tax considerations, which may differ materially from those discussed herein. No assurance can be given that the Proposals will be enacted as proposed or at all.

### ***Dividends***

Dividends (including deemed dividends) received on the Series 32 Preferred Shares, the Series 33 Preferred Shares or the Common Shares by a Holder who is an individual (other than certain trusts) will be included in the individual’s income and generally will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received by individuals from taxable Canadian corporations, including the enhanced dividend tax credit rules applicable to any dividends designated by the Bank as “eligible dividends” in accordance with the Tax Act. There may be limitations on the ability of the Bank to designate dividends as eligible dividends.

Dividends (including deemed dividends) on the Series 32 Preferred Shares, the Series 33 Preferred Shares or the Common Shares received by a Holder that is a corporation will be included in computing the corporation’s income and will generally be deductible in computing its taxable income.

The Series 32 Preferred Shares and the Series 33 Preferred Shares will be “taxable preferred shares” as defined in the Tax Act for the purposes of the tax under Part IV.1 of the Tax Act applicable to certain corporate Holders of the Series 32 Preferred Shares and Series 33 Preferred Shares. The terms of each of the Series 32 Preferred Shares and the Series 33 Preferred Shares require the Bank to make the necessary election under Part VI.1 of the Tax Act so that corporate Holders will not be subject to tax under Part IV.1 of the Tax Act on dividends received (or deemed to be received) on the Series 32 Preferred Shares and the Series 33 Preferred Shares, respectively.

A Holder that is a “private corporation”, as defined in the Tax Act, or any other Canadian resident corporation controlled, whether by reason of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay a 33<sup>1</sup>/<sub>3</sub>% refundable tax under Part IV of the Tax Act on dividends received (or deemed to be received) on the Series 32 Preferred Shares, the Series 33 Preferred Shares or the Common Shares to the extent such dividends are deductible in computing its taxable income.

## ***Dispositions***

A Holder who disposes of or is deemed to dispose of the Series 32 Preferred Shares, the Series 33 Preferred Shares or the Common Shares (including, generally, on redemption of the shares or other acquisition by the Bank but excluding on a conversion) will generally realize a capital gain (or sustain a capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of such shares to the Holder thereof immediately before the disposition or deemed disposition. The amount of any deemed dividend arising on the redemption or acquisition by the Bank of Series 32 Preferred Shares, the Series 33 Preferred Shares or the Common Shares will generally not be included in computing the proceeds of disposition of a Holder for purposes of computing the capital gain or capital loss arising on the disposition of such shares. See “Redemption” below. If the Holder is a corporation, any such capital loss may in certain circumstances be reduced by the amount of any dividends, including deemed dividends, which have been received on such shares to the extent and under circumstances prescribed by the Tax Act. Analogous rules apply to a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

Generally, one-half of any such capital gain will be included in computing the Holder’s income as a taxable capital gain. One-half of any such capital loss (an allowable capital loss) realized in a taxation year must be deducted from the Holder’s taxable capital gains realized in that year in accordance with the rules contained in the Tax Act. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act. Taxable capital gains of a “Canadian-controlled private corporation” (as defined in the Tax Act) may be subject to an additional refundable tax.

## ***Redemption***

If the Bank redeems for cash or otherwise acquires the Series 32 Preferred Shares, the Series 33 Preferred Shares or the Common Shares, other than by a purchase in the open market in the manner in which shares are normally purchased by a member of the public in the open market, the Holder will be deemed to have received a dividend equal to the amount, if any, paid by the Bank, including any redemption premium, in excess of the paid-up capital in respect of such shares at such time as computed for purposes of the Tax Act. See “Dividends” above. Generally, the difference between the amount paid by the Bank and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such shares. See “Dispositions” above. In the case of a corporate Holder, it is possible that in certain circumstances all or part of the amount so deemed to be a dividend may be treated as proceeds of disposition and not as a dividend.

## ***Conversion***

The conversion of (i) a Series 32 Preferred Share into a Series 33 Preferred Share or Common Share; and (ii) a Series 33 Preferred Share into a Series 32 Preferred Share or Common Share, will be deemed not to be a disposition of property and, accordingly, will not give rise to a capital gain or capital loss. The cost to a Holder of a Series 32 Preferred Share, Series 33 Preferred Share or Common Share, as the case may be, received on the conversion will be deemed to be an amount equal to the adjusted cost base to the Holder of the converted Series 32 Preferred Share or Series 33 Preferred Share, as the case may be, immediately before the conversion. The adjusted cost base of the Series 32 Preferred Shares, Series 33 Preferred Shares or Common Shares, respectively, held by the Holder will be determined in accordance with the averaging rules in the Tax Act.

## ***Alternative Minimum Tax***

A capital gain realized, or a dividend received or deemed to be received, by a Holder who is an individual or trust (other than certain specified trusts) may give rise to a liability for alternative minimum tax under the Tax Act.

## **Use of Proceeds**

The net proceeds to the Bank from the sale of the Series 32 Preferred Shares, after deducting the estimated expenses of the issue and the underwriting fee (assuming no Series 32 Preferred Shares are sold to institutions) will

amount to \$290,600,000. Such net proceeds will be added to the Bank's funds and will be used for general business purposes.

### Prior Sales

On February 7, 2014, pursuant to a prospectus supplement dated January 31, 2014 to the Accompanying Prospectus, the Bank issued 14,000,000 of its Non-Cumulative 5-Year Rate Reset First Preferred Shares, Series 30 at a price of \$25.00 per share for aggregate gross proceeds of \$350,000,000.

### Market for Securities

The Common Shares and the First Preferred Shares Series 16, 20, 28 and 30 are listed on the TSX under the symbols "NA", "NA.PR.L", "NA.PR.M", "NA.PR.Q" and "NA.PR.S", respectively. On September 26, 2014, the Bank announced its intention to redeem all of the issued and outstanding First Preferred Shares Series 16 on November 15, 2014 at a redemption price equal to \$25.00 per share together with all declared and unpaid dividends on such shares.

### Trading Price and Volume

The following tables show the monthly price ranges and total monthly volumes of shares or notes traded on the TSX for each month in the twelve month period ended October 1, 2014.

Month	Common Shares (NA) <sup>(1)</sup>		
	High	Low	Total Volume
October 1	\$51.40	\$50.32	1,818,270
September 1 to 30, 2014	\$53.97	\$50.56	23,301,656
August 2014	\$52.31	\$47.79	19,049,460
July 2014	\$49.41	\$45.24	20,310,246
June 2014	\$46.29	\$45.13	17,161,090
May 2014	\$47.22	\$45.10	17,178,898
April 2014	\$45.77	\$44.31	14,965,114
March 2014	\$44.82	\$43.52	21,584,366
February 2014	\$44.60	\$41.26	25,902,113
January 2014	\$45.11	\$41.46	30,045,626
December 2013	\$46.48	\$44.00	28,490,196
November 2013	\$46.96	\$45.18	19,157,276
October 2013	\$45.44	\$42.15	18,986,558
September 2013	\$43.03	\$40.86	21,499,176

<sup>(1)</sup> The trading volumes and prices have been adjusted to reflect the impact of the stock dividend of one common share on each issued and outstanding common share declared on December 3, 2013 and paid on February 13, 2014.

Month	First Preferred Shares Series 16 (NA.PR.L)		
	High	Low	Total Volume
October 1	\$25.28	\$25.27	2,991
September 1 to 30, 2014	\$25.54	\$25.26	46,502
August 2014	\$25.58	\$25.30	43,310
July 2014	\$25.62	\$25.18	59,853
June 2014	\$25.70	\$25.17	65,758
May 2014	\$25.46	\$25.18	305,331
April 2014	\$25.55	\$25.09	91,853
March 2014	\$25.45	\$25.14	182,400
February 2014	\$25.22	\$25.02	87,644
January 2014	\$25.30	\$24.97	175,756
December 2013	\$25.38	\$25.04	99,985
November 2013	\$25.40	\$25.22	101,187
October 2013	\$25.35	\$24.96	187,313
September 2013	\$25.35	\$24.90	121,993

**First Preferred Shares Series 20 (NA.PR.M)**

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>Total Volume</b>
October 1	\$26.61	\$26.46	3,075
September 1 to 30, 2014	\$26.75	\$26.60	63,923
August 2014	\$26.69	\$26.30	91,490
July 2014	\$26.71	\$26.18	68,634
June 2014	\$26.76	\$26.31	81,943
May 2014	\$26.50	\$26.26	59,824
April 2014	\$26.45	\$26.02	103,339
March 2014	\$26.35	\$26.15	140,503
February 2014	\$26.22	\$26.00	165,849
January 2014	\$26.50	\$26.00	105,435
December 2013	\$26.61	\$26.13	46,113
November 2013	\$26.60	\$26.20	128,900
October 2013	\$26.79	\$25.98	118,893
September 2013	\$26.54	\$26.00	80,985

**First Preferred Shares Series 28 (NA.PR.Q)**

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>Total Volume</b>
October 1	\$25.94	\$25.94	100
September 1 to 30, 2014	\$26.19	\$25.77	262,911
August 2014	\$25.94	\$25.77	38,416
July 2014	\$26.04	\$25.71	84,785
June 2014	\$25.84	\$25.40	75,931
May 2014	\$26.05	\$25.50	114,076
April 2014	\$26.04	\$25.65	99,336
March 2014	\$25.98	\$25.73	332,742
February 2014	\$26.00	\$25.15	194,086
January 2014	\$25.74	\$24.86	547,006
December 2013	\$26.00	\$25.21	109,520
November 2013	\$25.84	\$25.40	110,106
October 2013	\$25.72	\$25.13	135,314
September 2013	\$25.50	\$24.96	170,556

**First Preferred Shares Series 30 (NA.PR.S)**

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>Total Volume</b>
October 1	\$25.64	\$25.55	47,429
September 1 to 30, 2014	\$25.84	\$25.53	662,604
August 2014	\$25.87	\$25.50	196,369
July 2014	\$25.94	\$25.49	400,401
June 2014	\$25.71	\$25.20	379,296
May 2014	\$25.95	\$25.20	354,768
April 2014	\$25.95	\$25.20	732,517
March 2014	\$25.48	\$25.17	832,150
February 2014	\$25.21	\$24.90	1,839,127
January 2014	n/a	n/a	n/a
December 2013	n/a	n/a	n/a
November 2013	n/a	n/a	n/a
October 2013	n/a	n/a	n/a
September 2013	n/a	n/a	n/a

**Transfer Agent and Registrar**

Computershare Trust Company of Canada, at its principal offices in the cities of Vancouver, Calgary, Winnipeg, Toronto and Montréal, will be the transfer agent and registrar for the Series 32 Preferred Shares and the Series 33 Preferred Shares.

## Risk Factors

An investment in Series 32 Preferred Shares is subject to certain risks.

The value of Series 32 Preferred Shares and the Series 33 Preferred Shares, respectively, will be affected by the general credit worthiness of the Bank. We refer you to the risks described in the Accompanying Prospectus and the documents incorporated by reference in this Prospectus Supplement (including subsequently filed documents incorporated by reference), including under the section entitled “Management’s Discussion and Analysis” contained in the Bank’s 2013 Annual Report. This analysis discusses, among other things, known material trends and events, and risks or uncertainties that are reasonably expected to have a material effect on the Bank’s business, financial condition or results of operations.

Real or anticipated changes in credit ratings on the Series 32 Preferred Shares or the Series 33 Preferred Shares, if any, may affect the market value of the Series 32 Preferred Shares and the Series 33 Preferred Shares, respectively. In addition, real or anticipated changes in credit ratings can affect the cost at which the Bank can transact or obtain funding, and thereby affect the Bank’s liquidity, business, financial condition or results of operations.

The Series 32 Preferred Shares and the Series 33 Preferred Shares are non-cumulative and dividends are payable at the discretion of the Board of Directors. Reference is made to “Earnings Coverage Ratios”, which is relevant to an assessment of the risk that the Bank will be unable to pay dividends on the Series 32 Preferred Shares or the Series 33 Preferred Shares.

Prevailing yields on similar securities will affect the market value of the Series 32 Preferred Shares and the Series 33 Preferred Shares. Assuming all other factors remain unchanged, the market value of the Series 32 Preferred Shares and the Series 33 Preferred Shares will decline as prevailing yields for similar securities rise, and will increase as prevailing yields for similar securities decline. Spreads over the Government of Canada Yield, T-Bill Rate and comparable benchmark rates of interest for similar securities will also affect the market value of the Series 32 Preferred Shares and the Series 33 Preferred Shares in an analogous manner.

The redemption or purchase by the Bank of the Series 32 Preferred Shares and the Series 33 Preferred Shares is subject to the consent of the Superintendent and other restrictions contained in the Bank Act. Reference is made to “Bank Act Restrictions and Restrictions on Payment of Dividends” of the Accompanying Prospectus.

Neither the Series 32 Preferred Shares nor the Series 33 Preferred Shares have a fixed maturity date and are not redeemable at the option of the holders of Series 32 Preferred Shares or Series 33 Preferred Shares, as applicable. The ability of a holder to liquidate its holdings of Series 32 Preferred Shares or Series 33 Preferred Shares, as applicable, may be limited.

The dividend rate in respect of the Series 32 Preferred Shares and the Series 33 Preferred Shares will reset every five years and quarterly, respectively. In each case, the new dividend rate is unlikely to be the same as, and may be lower than, the dividend rate for the applicable preceding dividend period.

An investment in the Series 32 Preferred Shares, or in the Series 33 Preferred Shares, as the case may be, may become an investment in Series 33 Preferred Shares, or in Series 32 Preferred Shares, respectively, without the consent of the holder in the event of an automatic conversion in the circumstances described under “Certain Provisions of the Series 32 Preferred Shares as a Series - Conversion of Series 32 Preferred Shares into Series 33 Preferred Shares” and “Certain Provisions of the Series 33 Preferred Shares as a Series - Conversion of Series 33 Preferred Shares into Series 32 Preferred Shares” above. Upon the automatic conversion of the Series 32 Preferred Shares into Series 33 Preferred Shares, the dividend rate on the Series 33 Preferred Shares will be a floating rate that is adjusted quarterly by reference to the T-Bill Rate which may vary from time to time while, upon the automatic conversion of the Series 33 Preferred Shares into Series 32 Preferred Shares, the dividend rate on the Series 32 Preferred Shares will be, for each five-year period, a fixed rate that is determined by reference to the Government of Canada Yield on the 30<sup>th</sup> day prior to the first day of each such five-year period.

Stock market volatility may affect the market price of the Series 32 Preferred Shares and the Series 33 Preferred Shares for reasons unrelated to the Bank’s performance. Also, the financial markets are generally characterized by extensive interconnections among financial institutions. As such, defaults by other financial

institutions in Canada, the United States or other countries could adversely affect the Bank and the market price of the Series 32 Preferred Shares or the Series 33 Preferred Shares. Additionally, the respective value of the Series 32 Preferred Shares and the Series 33 Preferred Shares is subject to market value fluctuations based upon factors which influence the Bank's operations, such as legislation or regulatory developments, competition, technological change and global capital market activity.

There can be no assurance that an active trading market will develop for the Series 32 Preferred Shares after the offering or for the Series 33 Preferred Shares following the issuance of any of those shares, or if developed, that such a market will be sustained at the offering price of the Series 32 Preferred Shares or the issue price of the Series 33 Preferred Shares.

Upon the occurrence of a Trigger Event and a NVCC Automatic Conversion, there is no certainty of the value of the Common Shares to be received by the holders of the Series 32 Preferred Shares or the Series 33 Preferred Shares and the value of such Common Shares could be significantly less than the issue price or face value of the Series 32 Preferred Shares or the Series 33 Preferred Shares, as applicable. A Trigger Event involves a subjective determination by OSFI that is outside the control of the Bank. If a NVCC Automatic Conversion occurs, then the interest of depositors, other creditors of the Bank, and holders of Bank securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Series 32 Preferred Shares and the Series 33 Preferred Shares. Upon a NVCC Automatic Conversion, the rights, terms and conditions of the Series 32 Preferred Shares and the Series 33 Preferred Shares, including with respect to priority and rights on liquidation, will no longer be relevant as all such shares will have been converted on a full and permanent basis without the consent of the holders thereof into Common Shares ranking on parity with all other outstanding Common Shares. Given the nature of the Trigger Event, a holder of Series 32 Preferred Shares or the Series 33 Preferred Shares will become a holder of Common Shares at a time when the Bank's financial condition has deteriorated. The Series 32 Preferred Shares rank and the Series 33 Preferred Shares will, if issued, rank, equally with other First Preferred Shares of the Bank in the event of an insolvency or winding-up of the Bank where a NVCC Automatic Conversion has not occurred. If the Bank becomes insolvent or is wound-up where a NVCC Automatic Conversion has not occurred, the Bank's assets must be used to pay deposit liabilities and other debt, including subordinated debt, before payments may be made on the Series 32 Preferred Shares or the Series 33 Preferred Shares. If a NVCC Automatic Conversion has occurred, the ranking of the Series 32 Preferred Shares and Series 33 Preferred Shares will not be relevant since all Series 32 Preferred Shares and Series 33 Preferred Shares will be converted into Common Shares which will rank on a parity with all other Common Shares of the Bank.

OSFI has stated that the Superintendent will consult with the Canada Deposit Insurance Corporation, the Bank of Canada, the Department of Finance and the Financial Consumer Agency of Canada prior to making a determination as to the non-viability of a financial institution. The conversion of contingent instruments alone may not be sufficient to restore an institution to viability and other public sector interventions, including liquidity assistance, could be required along with the conversion of contingent instruments to maintain an institution as a going concern.

In assessing whether the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments, it is reasonably likely that the viability of the Bank will be restored or maintained, OSFI has stated that the Superintendent will consider, in consultation with the authorities referred to above, all relevant facts and circumstances. Those facts and circumstances could include, in addition to other public sector interventions, a consideration of whether, among other things:

- (a) the assets of the Bank are, in the opinion of the Superintendent, sufficient to provide adequate protection to the Bank's depositors and creditors;
- (b) the Bank has lost the confidence of depositors or other creditors and the public (for example, ongoing increased difficulty in obtaining or rolling over short-term funding);
- (c) the Bank's regulatory capital has, in the opinion of the Superintendent, reached a level, or is eroding in a manner, that may detrimentally affect its depositors and creditors;
- (d) the Bank has failed to pay any liability that has become due and payable or, in the opinion of the Superintendent, the Bank will not be able to pay its liabilities as they become due and payable;



- (e) the Bank has failed to comply with an order of the Superintendent to increase its capital;
- (f) in the opinion of the Superintendent, any other state of affairs exists in respect of the Bank that may be materially prejudicial to the interests of the Bank's depositors or creditors or the owners of any assets under the Bank's administration; and
- (g) the Bank is unable to recapitalize on its own through the issuance of Common Shares or other forms of regulatory capital (for example, no suitable investor or group of investors exists that is willing or capable of investing in sufficient quantity and on terms that will restore the Bank's viability, nor is there any reasonable prospect of such an investor emerging in the near-term in the absence of conversion of contingent instruments).

If a NVCC Automatic Conversion occurs, then the interests of depositors, other creditors of the Bank, and holders of the Bank's securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Series 32 Preferred Shares and the Series 33 Preferred Shares. The Superintendent retains full discretion to choose not to trigger non-viable contingent capital notwithstanding a determination that the Bank has ceased, or is about to cease, to be viable. Under such circumstances, the holders of the Series 32 Preferred Shares and the Series 33 Preferred Shares could be exposed to losses through the use of other resolution tools or in liquidation.

The number of Common Shares to be received for each Series 32 Preferred Share and each Series 33 Preferred Share upon a NVCC Automatic Conversion is calculated by reference to the prevailing market price of Common Shares immediately prior to a Trigger Event, subject to the floor price. See "Details of the Offering — Provisions Common to the Series 32 Preferred Shares and the Series 33 Preferred Shares — Conversion of Series 32 Preferred Shares and of Series 33 Preferred Shares Upon Occurrence of Non-Viable Contingent Capital Trigger Event". If there is a NVCC Automatic Conversion at a time when the market price of the Common Shares is below the floor price, investors will receive Common Shares with an aggregate market price less than the Share Value. Investors may also receive Common Shares with an aggregate market price less than the prevailing market price of the Series 32 Preferred Shares or the Series 33 Preferred Shares being converted if such shares are trading at a price above the Share Value.

The Bank is expected to have outstanding from time to time other preferred shares and subordinated debt that will automatically convert into Common Shares upon a Trigger Event. In the case of such subordinated debt, the number of Common Shares to be received on conversion will be calculated by reference to the principal amount of such debt, together with accrued and unpaid interest and, in order to take into account the hierarchy of claims in a liquidation, holders of subordinated debt are expected to receive economic entitlements which are more favourable than preferred shareholders. Subordinated debt that is convertible into Common Shares upon a Trigger Event will likely use, and other preferred shares that are convertible into Common Shares upon a Trigger Event may also use, a lower effective floor price (for example, using a different multiple) than that applicable to the Series 32 Preferred Shares and Series 33 Preferred Shares to determine the maximum number of Common Shares to be issued to holders of such instruments upon a NVCC Automatic Conversion. Accordingly, holders of Series 32 Preferred Shares and Series 33 Preferred Shares will receive Common Shares pursuant to a NVCC Automatic Conversion at a time when subordinated debt is converted into Common Shares at a conversion rate that is more favourable to the holder of such instruments and other preferred shares are converted into Common Shares at a conversion rate that may be more favourable to the holder of such instruments, in each case, than the rate applicable to the Series 32 Preferred Shares and Series 33 Preferred Shares, thereby causing substantial dilution to holders of Common Shares and the holders of Series 32 Preferred Shares and Series 33 Preferred Shares, who will become holders of Common Shares upon the Trigger Event.

No assurance can be given as to the impact of any possible judicial decision or change to the laws of the Province of Québec and the federal laws of Canada applicable therein or administrative practice after the date of this Prospectus Supplement and before the date on which the Preferred Shares are issued. Any such change could materially adversely impact the value of any Preferred Shares affected by it. Such changes in law may include, but are not limited to, the introduction of a "bail-in" regime, described below, which may affect the rights of holders of securities issued by the Bank, including the Series 32 Preferred Shares and the Series 33 Preferred Shares.

The Canada Deposit Insurance Corporation, Canada's resolution authority, was granted additional powers in 2009 to transfer certain assets and liabilities of a bank to a newly created "bridge bank" for such consideration as

it determines in the event of a bank getting into distress, presumably to facilitate a sale of the bank to another financial institution as a going concern. Upon exercise of such power, any remaining assets and liabilities would remain with the “bad bank” which would then be wound up. As such, in this scenario, any securities of the Bank, including Series 32 Preferred Shares, Series 33 Preferred Shares and Common Shares into which such shares may be converted upon the occurrence of a Trigger Event, that remain with the “bad bank” would be effectively written off, subject to only partial repayment, devalued or otherwise become worthless, in the ensuing winding-up.

On August 1, 2014, the Canadian Department of Finance issued for comment the “Taxpayer Protection and Bank Recapitalization Regime: Consultation Paper” which outlines a proposed bail-in regime applicable to Canada’s domestic systemically important banks (“D-SIBs”), which include the Bank, in line with key international standards such as the Financial Stability Board’s “Key Attributes of Effective Resolution Regimes for Financial Institutions”. This consultation paper follows a previous announcement made in Canada’s federal budget released on March 21, 2013. Under the proposed regime, the Government of Canada would be granted two significant conversion powers with respect to D-SIBs’ outstanding capital and debt: (i) first, the Government would be granted the power to permanently convert “eligible liabilities” of the D-SIB (“eligible liabilities” consisting solely of long term senior debt, which is senior unsecured debt that is tradable and transferable with an original term of over 400 days) into common equity, and (ii) the Government would be granted the power to permanently cancel existing shares of the D-SIB. Each of those powers would only be exercisable if two preconditions were met: (a) first, the Superintendent of Financial Institutions would need to have determined that the D-SIB has ceased or is about to cease being viable and (b) second, the full conversion of the D-SIB’s securities, such as the Series 32 Preferred Shares and the Series 33 Preferred Shares, following the occurrence of a Trigger Event would need to have occurred. The proposed conversion power would apply only to “eligible liabilities” issued after the implementation of the regime with no retroactive application to existing debt.

If this proposed regime is implemented, any “eligible liabilities” issued after such implementation would be subject to the conversion powers described above and holders of such “eligible liabilities” may receive Common Shares in exchange for their “eligible liabilities” in the event that the Bank ceases or is about to cease being viable. Moreover, holders of Series 32 Preferred Shares or of Series 33 Preferred Shares who receive Common Shares following the occurrence of a Trigger Event and as a result of an NVCC Automatic Conversion may sustain substantial dilution following the conversion of such “eligible liabilities”, as it is expected that the conversion rate of such “eligible liabilities” will be significantly more favourable to the holders of such obligations than the rate applicable to holders of Series 32 Preferred Shares or of Series 33 Preferred Shares.

### **Legal Matters**

Legal matters in connection with the issue and sale of the Series 32 Preferred Shares will be passed upon, on behalf of the Bank, by McCarthy Tétrault LLP and, on behalf of the Underwriters, by Torys LLP. The partners, associates and counsel of each of McCarthy Tétrault LLP and Torys LLP beneficially own, directly or indirectly, less than 1% of the issued and outstanding securities of the Bank or of any associate or affiliate of the Bank.

### **Statutory Rights of Withdrawal and Rescission**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal adviser.

In an offering of Series 32 Preferred Shares, to the extent such Series 32 Preferred Shares are convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus Supplement or the Accompanying Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Series 32 Preferred Shares are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise, as applicable, of the

security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

## Certificate of the Underwriters

Dated: October 2, 2014

To the best of our knowledge, information and belief, the short form base shelf prospectus dated October 5, 2012, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the *Bank Act* (Canada) and the regulations thereunder and by the securities legislation of all provinces of Canada.

### NATIONAL BANK FINANCIAL INC.

*(s) Maude Leblond*  
By: Maude Leblond

### TD SECURITIES INC.

*(s) Jonathan Broer*  
By: Jonathan Broer

#### **BMO NESBITT BURNS INC.**

*(s) Annie Lapointe*  
By: Annie Lapointe

#### **CIBC WORLD MARKETS INC.**

*(s) Paul St-Michel*  
By: Paul St-Michel

#### **RBC DOMINION SECURITIES INC.**

*(s) John Bylaard*  
By: John Bylaard

#### **SCOTIA CAPITAL INC.**

*(s) Elaine Barsalou*  
By: Elaine Barsalou

#### **CANACCORD GENUITY CORP.**

*(s) Alan Polak*  
By: Alan Polak

#### **DESJARDINS SECURITIES INC.**

*(s) A. Thomas Little*  
By: A. Thomas Little

#### **GMP SECURITIES L.P.**

*(s) Eric Desrosiers*  
By: Eric Desrosiers

#### **LAURENTIAN BANK SECURITIES INC.**

*(s) Michel Richard*  
By: Michel Richard

#### **DUNDEE SECURITIES LTD.**

*(s) Aaron Unger*  
By: Aaron Unger

#### **INDUSTRIAL ALLIANCE SECURITIES INC.**

*(s) Frédéric Paquette*  
By: Frédéric Paquette

#### **MANULIFE SECURITIES INCORPORATED**

*(s) David MacLeod*  
By: David MacLeod