

**MiFID II PRODUCT GOVERNANCE / TARGET MARKET** - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the Financial Conduct Authority (the "FCA") Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "UK distributor") should take into consideration the manufacturers' target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**THESE NOTES ARE SUBJECT TO CONVERSION IN WHOLE OR IN PART – BY MEANS OF A TRANSACTION OR SERIES OF TRANSACTIONS AND IN ONE OR MORE STEPS – INTO COMMON SHARES OF NATIONAL BANK OF CANADA OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE CANADA DEPOSIT INSURANCE CORPORATION ACT ("CDIC ACT") AND TO VARIATION OR EXTINGUISHMENT IN CONSEQUENCE AND SUBJECT TO THE APPLICATION OF THE LAWS OF THE PROVINCE OF QUÉBEC AND THE FEDERAL LAWS OF CANADA APPLICABLE THEREIN IN RESPECT OF THE OPERATION OF THE CDIC ACT WITH RESPECT TO THE NOTES.**

Final Terms dated 11 December 2025



**NATIONAL BANK OF CANADA**

*(A bank governed by the Bank Act (Canada))*  
(LEI: BSGEFEIOM18Y80CKCV46)

**Issue of EUR 500,000,000 Callable Floating Rate Senior Notes due December 2028**  
**(the “Notes”) under a U.S.\$25,000,000,000 Euro Note Programme**  
**by the Montréal Branch of National Bank of Canada**  
**(the “Bank”)**

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the prospectus dated 13 June 2025 and the supplements to it dated 27 August 2025 and 5 December 2025 (together, the “**Prospectus**”), which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the “**EU Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the EU Prospectus Regulation and must be read in conjunction with the Prospectus. Full information on the Bank and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing during normal business hours and copies may be obtained at the registered office of the Bank, 800 Saint-Jacques Street, Montréal, Québec, Canada H3C 1A3, and at the office of the Fiscal Agent and Transfer Agent, Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Prospectus has been published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

- |    |   |   |
|----|---|---|
| 1. | (i) Series Number:<br>(Condition 1)   | 2025-54   |
|    | (ii) Tranche Number:<br>(Condition 1)   | 1   |
|    | (iii) Date on which the Notes will be consolidated and form a single Series:<br>(Condition 1) | Not Applicable  |
| 2. | Specified Currency or Currencies:<br>(Condition 1)  | Euro (“ <b>EUR</b> ”)   |
| 3. | Aggregate Nominal Amount:<br>(Condition 1)  |   |
|    | (i) Series:   | EUR 500,000,000   |
|    | (ii) Tranche:   | EUR 500,000,000   |
| 4. | Issue Price:<br>(Condition 5)   | 100.00 per cent. of the Aggregate Nominal Amount  |
| 5. | (i) Specified Denominations:<br>(Condition 1)   | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000 |
|    | (ii) Calculation Amount:<br>(Condition 4)   | EUR 1,000   |

6.	(i) Issue Date: (Condition 4)	15 December 2025
	(ii) Trade Date:	8 December 2025
	(iii) Interest Commencement Date: (Condition 4)	Issue Date
7.	Maturity Date: (Condition 5)	Interest Payment Date falling in or nearest to December 2028
8.	Interest Basis: (Condition 4)	3-month EURIBOR +0.57 per cent. Floating Rate Note (further particulars specified below)
9.	Change of Interest Basis: (Condition 4)	Not Applicable
10.	Redemption / Payment Basis: (Condition 5)	Subject to early redemption or purchase, redemption at par on the Maturity Date
11.	Put/Call Options: (Condition 5)	Issuer Call Option
12.	Date Board approval for issuance of Notes obtained: (Condition 3)	Not Applicable
13.	Bail-inable Notes: (Condition 3)	Yes

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	<b>Fixed Rate Note Provisions:</b> (Condition 4)	Not Applicable
15.	<b>Fixed Rate Reset Note Provisions:</b> (Condition 4)	Not Applicable
16.	<b>Floating Rate Note Provisions:</b> (Condition 4)	Applicable
	(i) Specified Period(s):	Not Applicable
	(ii) Specified Interest Payment Date(s):	15 March, 15 June, 15 September and 15 December in each year up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
	(iii) First Interest Payment Date:	15 March 2026

(iv) Business Day Convention:	Modified Following Business Day Convention
(v) Additional Business Centre(s):	London, New York, Toronto, Montréal and T2
(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii) Calculation Agent:	National Bank of Canada
(viii) Screen Rate Determination:	Applicable
- Benchmark:	3-month EURIBOR
- Applicable CMS Formula:	Not Applicable
- Calculation Method:	Not Applicable
- Observation Method:	Not Applicable
- Relevant Time:	11:00 am (Brussels time)
- Interest Determination Date(s):	Second T2 Business Day prior to the start of each Interest Period
- Screen Page	Bloomberg Page EUR003M Index
- Reference Banks	As set out in the definition of "Reference Banks" in Condition 4(m)
- Relevant Financial Centre:	Euro-Zone
- Representative Amount:	As set out in the definition of "Representative Amount" in Condition 4(m)
- Effective Date:	As set out in the definition of "Effective Date" in Condition 4(m)
- Specified Duration:	3-months
- Observation Look-Back Period:	Not Applicable
- Observation Period Shift:	Not Applicable
- Relevant Number:	Not Applicable
- Relevant ISDA Definitions:	Not Applicable
(ix) ISDA Determination:	Not Applicable
(x) Range accrual:	Not Applicable
(xi) Linear Interpolation:	Not Applicable
(xii) Margin(s):	+0.57 per cent. per annum

(xiii) Multiplier:	Not Applicable
(xiv) Minimum Rate of Interest:	Zero per cent. per annum
(xv) Maximum Rate of Interest:	Not Applicable
(xvi) Day Count Fraction:	Actual/360
(xvii) Benchmark Discontinuation (General):	Condition 4(o) is Applicable
(xviii) Benchmark Replacement Provisions – Compounded SOFR:	Condition 4(p) is Not Applicable
(xix) Benchmark Replacement Provisions – SARON	Condition 4(q) is Not Applicable
17. <b>Zero Coupon Note Provisions:</b> (Condition 4)	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18. <b>Issuer Call Option:</b> (Condition 5)	Applicable
(i) Optional Redemption Date(s):	Interest Payment Date falling in or nearest to December 2027
(ii) Optional Redemption Amount(s):	EUR 1,000 per Calculation Amount
(iii) if redeemable in part:	Applicable
(a) Minimum Redemption Amount:	EUR 100,000
(b) Maximum Redemption Amount:	Not Applicable
(iv) Notice period:	Minimum period: 10 days Maximum period: 30 days
19. <b>Noteholder Put Option:</b> (Condition 5)	Not Applicable
20. <b>Early Redemption for Illegality:</b>	Not Applicable
21. <b>Early Redemption for a Disruption Event:</b>	Not Applicable
22. <b>Early Redemption for Special Circumstance:</b>	Not Applicable
23. <b>Early Redemption for an Administrator/ Benchmark Event:</b>	Not Applicable

24.	<b>Bail-inable Notes - TLAC Disqualification Event Call:</b> (Condition 5)	Applicable
	(i) Minimum Period:	30 days
	(ii) Maximum Period:	60 days
25.	<b>Final Redemption Amount:</b>	EUR 1,000 per Calculation Amount
26.	<b>Early Redemption Amount:</b> (Condition 5)	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, TLAC Disqualification Event or on Event of Default or other early redemption:	EUR 1,000 per Calculation Amount

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	Form of Notes: (Condition 1)	<b>Bearer Notes (Classic Global Note form):</b> Temporary Global Note exchangeable on or after 24 January 2026 for a Permanent Global Note which is exchangeable for Definitive Bearer Notes in the limited circumstances specified in the Permanent Global Note
28.	Financial Centre(s): (Condition 6)	London, New York, Toronto, Montréal and T2
29.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): (Condition 4)	No
30.	English Law:	Not Applicable
31.	Calculation Agent for purposes of Condition 6(j) RMB Notes) ((if other than the Fiscal Agent):	Not Applicable
32.	RMB Settlement Centre:	Not Applicable
33.	Relevant Valuation Time for RMB Notes:	Not Applicable

### **THIRD PARTY INFORMATION**

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from the websites of S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of the S&P Global Corp ("**S&P Canada**"), Moody's Canada Inc. ("**Moody's Canada**"), Fitch Ratings, Inc. ("**Fitch**") and DBRS Limited ("**DBRS**") (as applicable), as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P Canada, Moody's Canada, Fitch and DBRS, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of National Bank of Canada:

B S// Mélanie Viguié-Bilodeau

Name: Mélanie Viguié-Bilodeau

Title: Managing Director, Term Funding, Treasury

Duly authorised



## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing/Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange's regulated market with effect from 15 December 2025.
- (ii) Estimate of total expenses related to admission to trading: EUR 2,875

### 2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S&P Canada: A-

A long-term obligation 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The addition of a minus (-) sign shows relative standing within the rating category.

(Source: S&P, [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

Moody's Canada: A2

Long- term obligations rated "A" are considered upper-medium- grade and are subject to low credit risk. The modifier '2' indicates a mid-range ranking.

(Source: Moody's, <https://ratings.moodys.io/ratings>)

Fitch: A+

"A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The additional "+" indicates relative differences of probability of default or recovery for issues.

(Source: Fitch,  
<https://www.fitchratings.com/products/rating-definitions#rating-scales>)

DBRS: AA (low)

Obligations rated “AA” are judged to have superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree. Unlikely to be significantly vulnerable to future events. The modifier “low” shows the relative standing within the rating category.

(Source: DBRS Morningstar Product Guide,  
<https://www.dbrsmorningstar.com/media/DBRSM-Product-Guide.pdf>)

Each of S&P Canada, Moody's Canada, Fitch and DBRS is established outside the EU and the UK and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the “**EU CRA Regulation**”) or Regulation (EC) No. 1060/2009 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”). Ratings by S&P Canada are endorsed by S&P Global Ratings Europe Limited and S&P Global Ratings UK Limited, ratings by Moody's Canada are endorsed by Moody's Deutschland GmbH and Moody's Investors Services Ltd., ratings by Fitch are endorsed by Fitch Ratings Ireland Limited and Fitch Ratings Limited and ratings by DBRS are endorsed by DBRS Ratings Limited and DBRS Ratings GmbH, each of which is a credit rating agency established in the EU and registered under the EU CRA Regulation or established in the United Kingdom and registered under the UK CRA Regulation, respectively, each in accordance with the EU CRA Regulation or the UK CRA Regulation, as applicable.

ESMA is obliged to maintain on its website a list of credit rating agencies registered in accordance with the EU CRA Regulation. This list must be updated within 5 working days of ESMA's adoption of any decision to withdraw the registration of a credit rating agency under the EU CRA Regulation. The list is located

on ESMA's website at  
<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>.

The FCA is obliged to maintain on its website a list of credit rating agencies registered in accordance with the UK CRA Regulation. The FCA's website address is <https://www.fca.org.uk/firms/credit-rating-agencies>.

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "SUBSCRIPTION AND SALE" in the Base Prospectus, and for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### **4. YIELD**

Indication of yield: Not Applicable

### **5. HISTORICAL INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

### **6. OPERATIONAL INFORMATION**

ISIN:	XS3251660703
Common Code:	325166070
CFI Code:	DTVNFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	NATIONAL BANK O/VAREMTN 20271215, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
WKN or any other relevant codes:	A4EMJA
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A., their addresses and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment

Names and addresses of additional Paying Agent(s) (if any), Registrar(s) or Transfer Agent(s):	None
--	------

## 7. DISTRIBUTION

- |       |   |  |
|-------|---|--|
| (i)   | Method of distribution:                       | Syndicated   |
| (ii)  | If syndicated, names of Manager(s):           | <p><b>Joint Lead Managers</b></p> <p>BNP PARIBAS</p> <p>Commerzbank Aktiengesellschaft</p> <p>Deutsche Bank AG, London Branch</p> <p>National Bank Financial Inc.</p> <p>Natixis</p> <p>NatWest Markets Plc</p><br><p><b>Co-Managers</b></p> <p>Bank of Montreal, London Branch</p> <p>Barclays Bank PLC</p> <p>Crédit Agricole Corporate and Investment Bank</p> <p>HSBC Bank plc</p> <p>ING Bank N.V., Belgian Branch</p> <p>Landesbank Baden-Württemberg</p> <p>Lloyds Bank Corporate Markets plc</p> <p>RBC Europe Limited</p> <p>Banco Santander, S.A.</p> <p>Société Générale</p> <p>Standard Chartered Bank</p> <p>The Toronto-Dominion Bank, London Branch</p> <p>UBS AG London Branch</p> |
| (iii) | If non-syndicated, name of Dealer(s):         | Not Applicable   |
| (iv)  | Prohibition of Sales to EEA Retail Investors: | Applicable   |
| (v)   | Prohibition of Sales to UK Retail Investors:  | Applicable   |

## 8. TEFRA RULES

US selling restrictions (categories of potential investors to which the Notes are offered):	Regulation S Category 2; TEFRA D Rules applicable
---	---

- |     |                                |   |
|-----|--------------------------------|---|
| 9.  | <b>USE OF PROCEEDS:</b>        | As described in the Prospectus  |
| 10. | <b>ESTIMATED NET PROCEEDS:</b> | EUR 499,250,000   |
| 11. | <b>BENCHMARKS:</b>             | Amounts payable under the Notes will be calculated by reference to EURIBOR which is provided by the European Money Markets Institute (" <b>EMMI</b> "). As at the date hereof, EMMI appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) 2016/1011, as amended from time to time. |