

The National Bank of Canada (the "Bank") short form base shelf prospectus dated June 29, 2022, as amended or supplemented (the "Prospectus"), the prospectus supplement entitled NBC Marathon™ (Accelerator) Note Securities (no direct currency exposure) Program dated July 27, 2022, as amended or supplemented (the "Prospectus Supplement") and the pricing supplement No. MA201 dated December 21, 2023 (the "Pricing Supplement") (together, the "Prospectus"), containing important information relating to the Note Securities described in this document, have been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the Prospectus is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the Note Securities offered. Prospective investors should read the Prospectus, and any amendment thereto, for disclosure of those facts, especially risk factors relating to the Note Securities offered, before making an investment decision. Capitalized terms used herein and not otherwise defined have the meaning ascribed thereto in the Pricing Supplement, the Prospectus Supplement and the Prospectus. *The Note Securities constitute Fund Linked Note Securities under the Prospectus.*

NBC NOTE SECURITIES

NBC Marathon™ (Accelerator) Note Securities (Maturity-Monitored Barrier) linked to the American Rates Market (USD), Class F, due on January 12, 2026



OFFER PERIOD:

December 22, 2023 to December 28, 2023

ISSUANCE DATE:

January 4, 2024

Linked to the
iShares® 20+ Year Treasury Bond ETF

Approximately
2-year term

Acceleration Factor:
1.20

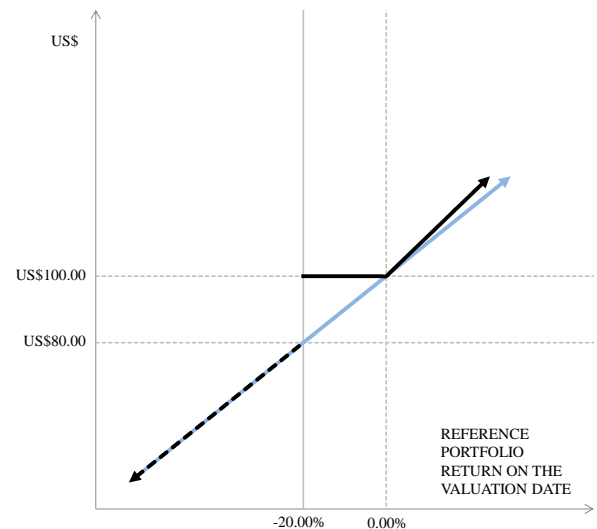
Maturity-Monitored
Barrier:
-20.00%

INVESTMENT HIGHLIGHTS:

- Currency: American dollars
- Early Trading Charge: No early trading charge
- Daily secondary market available under normal market conditions

NOTE SECURITIES RETURN PER US\$100 PRINCIPAL AMOUNT:

This graph illustrates the relationship between the Reference Portfolio Return, the Acceleration Factor, the Barrier and the Maturity Redemption Payment. There can be no assurance that the Final Level for any Reference Asset will be higher than its Initial Level and there can be no assurance that the Reference Portfolio Return on the Valuation Date will be positive or equal to or higher than the Barrier.



— US\$100 x (1 + Reference Portfolio Return)

— NBC Marathon™ (Accelerator) Note Securities (Maturity-Monitored Barrier): Maturity Redemption Payment

The Reference Asset Return for the Reference Asset is a price return, and will not take into account dividends and/or distributions paid by the issuer on account of the Reference Asset. As of December 15, 2023, the dividends and/or distributions paid on account of the Reference Asset in the Reference Portfolio represented an annual indicative yield of 3.76%, representing an aggregate yield of approximately 7.60% over the term of the Note Securities, assuming that the dividends and/or distributions remain constant and are not reinvested.

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

FUNDSERV CODE: NBC25288

Sample Return Calculations

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

Reference Portfolio Return:	Note Securities Return:	
-50%	-50.00%	Reference Portfolio Return
-15%	0.00%	Principal invested on the Issuance Date
0%	0.00%	
15%	18.00%	Acceleration Factor (1.20) x Reference Portfolio Return
50%	60.00%	

Summary of the Offering

Issuer Credit Rating:	Long-Term Non Bail-inable Senior Debt rated DBRS: AA / S&P: A / Moody's: Aa3 / Fitch: AA- The Note Securities have not been rated by any rating agencies.					
Principal Amount:	US\$100					
Minimum Subscription:	US\$1,000 (10 Note Securities)					
Valuation Date:	January 5, 2026, subject to postponement in certain circumstances as described in the Prospectus Supplement and the Prospectus.					
Maturity Date:	January 12, 2026					
Reference Portfolio:	Reference Asset Name	Reference Asset Ticker	Price Source	Closing Level	Reference Asset Type	Reference Asset Weight
	Shares of the iShares® 20+ Year Treasury Bond ETF	TLT	NASDAQ GM	Closing price	Exchange-traded fund	100%
Maturity Redemption Payment:	<p>The Maturity Redemption Payment per Note Security will be as follows:</p> <ul style="list-style-type: none"> (i) if the Reference Portfolio Return is positive on the Valuation Date, the Maturity Redemption Payment will be equal to US\$100 x [1 + (Acceleration Factor x Reference Portfolio Return)]; or (ii) if the Reference Portfolio Return is nil or negative but equal to or higher than the Barrier on the Valuation Date, the Maturity Redemption Payment will be equal to US\$100; or (iii) if the Reference Portfolio Return is negative and lower than the Barrier on the Valuation Date, the Maturity Redemption Payment will be equal to US\$100 x [1 + Reference Portfolio Return]. <p>Notwithstanding the foregoing, the Maturity Redemption Payment will be subject to a minimum of 1% of the Principal Amount.</p>					
Reference Portfolio Return:	On any day, the weighted average return of the Reference Assets calculated as the sum of the Weighted Reference Asset Return of each of the Reference Assets comprising the Reference Portfolio.					
Weighted Reference Asset Return:	For each Reference Asset contained in the Reference Portfolio and on any day, the product of (i) the Reference Asset Return and (ii) the Reference Asset Weight.					
Reference Asset Return:	<p>For each Reference Asset contained in the Reference Portfolio and on any day, a number, expressed as a percentage, calculated as follows:</p> $(\text{Closing Level} / \text{Initial Level}) - 1$ <p>The Reference Asset Return for the Reference Asset is a price return, and will not take into account dividends and/or distributions paid by the issuer on account of the Reference Asset.</p>					
Initial Level:	The Closing Level on the Issuance Date.					
Final Level:	The Closing Level on the Valuation Date.					
Dealers:	National Bank Financial Inc. ("NBF") and Wellington-Altus Private Wealth Inc. (the "Dealers"). Wellington-Altus Private Wealth Inc. will act as Independent Dealer. The Dealers will act as agents in connection with the offering and sale of the Note Securities.					
Listing and Secondary Market:	<p>The Note Securities will not be listed on any securities exchange or quotation system. NBF intends to maintain until the Valuation Date, under normal market conditions, a daily secondary market for the Note Securities. If the price or the level of a Reference Asset is not published or, in an applicable case, if trading in a Reference Asset is disrupted or suspended, or if any other Market Disruption Event occurs, NBF will generally deem that normal market conditions do not exist. NBF may, in its sole discretion, stop maintaining a market for the Note Securities at any time without any prior notice to Holders. There can be no assurance that a secondary market will develop or, if one develops, that it will be liquid.</p> <p>In addition, any sale of Note Securities facilitated by NBF may be subject to an early trading charge, deductible from the sale proceeds of the Note Securities. Holders who have purchased Note Securities using the Fundserv network will be limited to the Fundserv network to sell Note Securities. Holders will thereby need to initiate an irrevocable request to sell the Note Securities to NBF. Provided the order is received before 1:00 p.m. (Montreal time), or such other time as may be established by NBF (the "Sale Deadline Time") on any Business Day, the request will be treated on the same day. Any request received after such time or on a day that is not a Business Day will be deemed to be a request sent and received before the Sale Deadline Time on the following Business Day.</p>					

Eligibility for Investment:

Eligible for RRSPs, RRIFFs, RESPs, RDSPs, DPSPs, TFSA's and FHSAs. See "Eligibility for Investment" in the Prospectus and the Pricing Supplement.

Suitability for Investment

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

- the Note Securities provide no protection for your original principal investment and if the Reference Portfolio Return is negative and lower than the Barrier on the Valuation Date, you will receive an amount which is less than your original principal investment at maturity;
- your investment strategy should be consistent with the investment features of the Note Securities;
- your investment time horizon should correspond with the term of the Note Securities; and
- your investment will be subject to the risk factors summarized in the section "Risk Factors" in the Prospectus Supplement and the Prospectus.

Risk Factors

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

Investing in the Note Securities involves risks that are described under "Risk Factors" in the Prospectus Supplement and the Prospectus, including, without limitation, the section therein entitled "Certain Risk Factors related to the Fund Linked Note Securities". Purchasers are urged to read the information about these risks, together with the other information in the Pricing Supplement, the Prospectus Supplement and the Prospectus, before investing in the Note Securities. **Holders who are not prepared to accept the risks described in the Prospectus Supplement and the Prospectus should not invest in the Note Securities.**

NOTICE

The Note Securities will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon insolvency of the deposit taking institution.

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

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

