

FINAL TERMS

Final Terms dated January 22, 2015



NATIONAL BANK OF CANADA

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(a Canadian chartered bank)

Issue of €1,000,000,000 0.50% Series CBL3 Covered Bonds due January 26, 2022
under the

U.S.\$7,000,000,000

Legislative Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
NBC COVERED BOND (LEGISLATIVE) GUARANTOR
LIMITED PARTNERSHIP

(a limited partnership formed under the laws of Ontario)

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“CMHC”) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, THE COVERED BONDS MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.

PART A—CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Prospectus dated December 17, 2014 and the 1st Supplementary Prospectus dated January 14, 2015 (which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended, including by Directive 2010/73/EU (the “**Prospectus Directive**” which term includes any relevant implementing measures in the United Kingdom). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the 1st Supplementary Prospectus dated January 14, 2015, together with these Final Terms and all documents incorporated by reference therein, are available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name National Bank of Canada and the headline “Publication of Prospectus” and copies may be obtained from the specified offices of the Issuer and the Issuing and Paying Agent, as set out at the end of this Prospectus.

1 (i) Issuer: National Bank of Canada

Branch: Head office of the Bank in Montréal

	(ii) Guarantor:	NBC Covered Bond (Legislative) Guarantor Limited Partnership
2	(i) Series Number:	CBL3
	(ii) Tranche Number:	1
	(iii) Date on which the Covered Bonds become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (EUR)
	(Condition 1.10)	
4	Aggregate Principal Amount:	
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 1,000,000,000
5	Issue Price:	99.473% of the Aggregate Principal Amount
6	(i) Specified Denominations:	Minimum denomination of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Covered Bonds in definitive form will be issued in a denomination above EUR 199,000.
	(Condition 1.08 or 1.09)	
	(ii) Calculation Amount:	EUR 1,000
7	(i) Issue Date:	January 26, 2015
	(ii) Interest Commencement Date:	Issue Date
8	(i) Final Maturity Date:	January 26, 2022
	(ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	January 26, 2023
9	Interest Basis:	0.50 per cent per annum. Fixed Rate from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date. If applicable in accordance with item 15 below, 1-month EURIBOR + 0.14 per cent. per annum. Floating Rate from (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date. (further particulars specified in item 15 below)

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|----|----------------------------------------------------------------|---------------------------------------------------------------------------------------|
| 10 | Redemption/Payment Basis: | Redemption at par |
| 11 | Change of Interest Basis: | Applicable if and only to the extent that item 15 below applies to the Covered Bonds. |
| 12 | Put/Call Options: | Not Applicable |
| 13 | Date of Board approval for issuance of Covered Bonds obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14 | Fixed Rate Covered Bond Provisions: | Applicable from and including the Interest Commencement Date, to but excluding the Final Maturity Date |
| | (Condition 5.02) | |
| | (i) Rate of Interest: | 0.50 per cent. per annum payable annually in arrears on each Interest Payment Date |
| | (ii) Interest Payment Dates: | January 26 th in each year up to and including the Final Maturity Date, commencing January 26, 2016 (provided however that after the Extension Determination Date, the Interest Payment Date shall be monthly) |
| | (iii) Fixed Coupon Amount: | EUR 5.00 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates: | January 26 th in each year |
| 15 | Floating Rate Covered Bond Provisions: | Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date |
| | (Condition 5.03) | |
| | (i) Interest Period(s): | The first Interest Period shall comprise of the period from and including the Final Maturity Date to but excluding the first Specified Interest Payment Date. The Interest Periods shall, thereafter, be the period from and including each Specified Interest Payment Date to but excluding the next following Specified Interest Payment Date. |
| | (ii) Specified Interest Payment Dates: | The Specified Interest Payment Dates shall be monthly on the 26 th day of each month from but excluding the Final Maturity Date to and including the Extended Due for Payment Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in item 15(iii) below. |
| | (iii) Business Day Convention: | Modified Following Business Day Convention |

(iv) Financial Centre(s):	Toronto, Montréal, London and a TARGET2 Business Day
(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Agent):	Not Applicable
(vii) Screen Rate Determination:	Applicable
– Reference Rate:	1 month EURIBOR
– Interest Determination Date(s):	The second TARGET2 Business Day prior to the start of each Interest Period
– Relevant Screen Page:	Reuters EURIBOR01
– Relevant Time:	11:00 a.m. (Central European Time)
– Reference Banks:	Has the meaning given in the ISDA Definitions
(viii) ISDA Determination:	Not Applicable
(ix) Margin(s):	+ 0.14 per cent. per annum
(x) Minimum Interest Rate:	
(Condition 5.05)	Not Applicable
(xi) Maximum Interest Rate:	
(Condition 5.05)	60 per cent. per annum
(xii) Day Count Fraction:	Actual/360
16 Zero Coupon Covered Bond Provisions: (Condition 5.10)	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17 Call Option	Not Applicable
(Condition 6.03)	
18 Put Option	Not Applicable
(Condition 6.06)	

- 19 Final Redemption Amount of each Covered Bond: EUR 1,000 per Calculation Amount
- 20 Early Redemption Amount:
- Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default and/or the method of calculating the same:
(Conditions 6.02, 6.13 or 7) EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- 21 Form of the Covered Bonds: Bearer Covered Bonds:
- Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only after an Exchange Event.
- 22 New Global Covered Bond: Yes
- 23 Financial Centre(s) or other special provisions relating to payment dates: Toronto, Montréal and a TARGET2 Business Day
- 24 Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature):
(Condition 1.06) No
- 25 Details relating to Instalment Covered Bonds: amount of each instalment, date on which each payment is to be made:
(Condition 6.12) (i) Instalment Amount(s): Not Applicable
(ii) Instalment Date(s): Not Applicable

THIRD PARTY INFORMATION

Not Applicable

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Signed on behalf of the Issuer:

By: _____

Duly authorized

ERIC GIRARD

By: _____

Duly authorized

GHISLAIN PARENT

Signed on behalf of the Managing GP for and on behalf
of the Guarantor:

By: _____

Duly authorized

ERIC GIRARD

PART B—OTHER INFORMATION

1 LISTING

- (i) Listing/Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to the Official List of the UKLA and to trading on the London Stock Exchange's Market with effect from January 26, 2015.
- (ii) Estimate of total expenses related to admission to trading: £3,650

2 RATINGS

The Covered Bonds to be issued are expected to be rated:

Ratings: Moody's: Aaa

Fitch: AAA

DBRS: AAA

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Issuer and the Guarantor and their affiliates.

4 FIXED RATE COVERED BONDS ONLY – YIELD

Indication of yield based on the Issue Price 0.577 per cent, per annum

5 DISTRIBUTION

- (i) US Selling Restrictions: Regulation S compliance Category 2; TEFRA D rules apply; Not 144A Eligible
- (ii) Additional Selling Restrictions: Covered Bonds may only be offered, sold or distributed by the Managers on such basis and in such provinces of Canada as, in each case, are agreed with the Issuer and in compliance with any applicable securities laws of Canada or any province, to the extent applicable.

6 OPERATIONAL INFORMATION

- (i) ISIN Code: XS1173616753
- (ii) Common Code: 117361675
- (iii) Insert here any other relevant codes such as CUSIP and CINS codes: Not Applicable
- (iv) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking Société Anonyme or DTC or CDS, their addresses and the relevant: Not Applicable

identification number(s):

(v) Delivery:

Delivery against payment

(vi) Name(s) and address(es) of initial
Paying Agent(s), Registrars, Exchange
Agent and Transfer Agents:

Issuing and Paying Agent, European Exchange Agent and
Transfer Agent:

The Bank of New York Mellon, London Branch
One Canada Square, 48th Floor
London E14 4AL
United Kingdom

European Registrar:

The Bank of New York Mellon (Luxembourg) S.A.
Vertigo Building – Polaris
2-4 rue Eugene Ruppert
L-2453 Luxembourg
R.C. Luxembourg No. B 67.654

(vii) Name(s) and address(es) of additional
or substitute Paying Agent(s) or Transfer
Agent(s):

Not Applicable