



NATIONAL BANK OF CANADA

(a Canadian chartered bank)

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)

This Supplement (the “Supplement”) to the Prospectus dated 4 November 2013 (the “Prospectus”), which comprises a base prospectus under Article 5.4 of the Prospectus Directive for National Bank of Canada (“NBC”, the “Bank” or the “Issuer”), constitutes a supplementary prospectus in respect of the base prospectus for NBC for purposes of Section 87G of the *Financial Services and Markets Act 2000* (as amended, the “FSMA”) and is prepared in connection with the U.S.\$7,000,000,000 Legislative Global Covered Bond Programme of NBC, unconditionally and irrevocably guaranteed as to payments by NBC Covered Bond (Legislative) Guarantor Limited Partnership (the “Guarantor”), established by NBC.

Terms defined in the Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Prospectus. This Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom, as a supplement to the Prospectus.

NBC and the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of NBC and the Guarantor, having taken reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to incorporate by reference in the Prospectus (i) the latest audited annual results (including management’s discussion and analysis thereof) and Annual Information Form of NBC, and (ii) a report on the Covered Bond Portfolio.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the Prospectus dated 4 November 2013.

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 THIS SUPPLEMENTARY PROSPECTUS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

Investors should be aware of their rights under Section 87Q(4)-(6) of the FSMA. An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Covered Bonds issued under the Programme, where the securities have not been delivered prior to the publication of this Supplement, may withdraw such acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive. This right to withdraw shall expire by close of business on 10 December 2013. Investors wishing to withdraw their acceptances should contact their brokers for details.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published by the Issuer or are published simultaneously with this Supplement are hereby incorporated in, and form part of, the Prospectus:

- (a) NBC's Annual Information Form dated 3 December 2013 (the "2013 Annual Information Form"):
- (b) the following sections of NBC's Annual Report for the year ended 31 October 2013 (the "2013 Annual Report") which are incorporated by reference in the 2013 Annual Information Form:
 - (i) Management's Discussion and Analysis of the Bank for the fiscal year ended 31 October 2013 on pages 11 to 93 of the 2013 Annual Report;
 - (ii) a discussion of major economic trends and outlook on pages 19 to 21 of the 2013 Annual Report;
 - (iii) a business segment analysis on pages 22 to 38 of the 2013 Annual Report;
 - (iv) a discussion of off-balance sheet arrangements on pages 45 to 46 of the 2013 Annual Report;
 - (v) a discussion of critical accounting estimates on pages 48 to 51 of the 2013 Annual Report;
 - (vi) information concerning risk management on pages 60 to 84 of the 2013 Annual Report;
 - (vii) a description of the Bank's share capital on pages 166 to 169 of the 2013 Annual Report;
 - (viii) information concerning the shares outstanding and the dividends declared on pages 168 to 169 of the 2013 Annual Report;
 - (ix) information concerning principal subsidiaries of the Bank on page 189 of the 2013 Annual Report; and
 - (x) the Bank's audited consolidated financial statements for the years ended 31 October 2013 and 2012, together with the notes thereto and the independent auditor's report thereon dated 3 December 2013 on pages 95 through 192 of the 2013 Annual Report, included therein;

the remainder of the 2013 Annual Report is not relevant for prospective investors or is covered elsewhere in this document; and
- (c) the report dated 4 December 2013 containing static data in respect of the Covered Bond Portfolio (the "NBC Legislative Covered Bond Programme Portfolio Report").

A copy of each of the 2013 Annual Information Form, the 2013 Annual Report and the NBC Legislative Covered Bond Programme Portfolio Report has been filed with Morningstar plc (appointed by the United Kingdom Financial Conduct Authority to act as the National Storage Mechanism), and is available for viewing at <http://www.morningstar.co.uk/uk/NSM>.

To the extent that any document or information incorporated by reference in this Supplement, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the Prospectus Directive, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

Copies of this Supplement, the Prospectus and the documents incorporated by reference in either can be (i) viewed 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 of the Issuer and the headline “Publication of Prospectus” and (ii) obtained without charge from the Issuer at 600 De La Gauchetière Street West, Montréal, Québec, Canada H3B 4L2, Attention: Investor Relations and the specified office each Paying Agent set out at the end of the Prospectus.