



Important Tax Notice to U.S. Unitholders of Fund

NBI U.S. High Conviction Equity Private Portfolio (the “Fund”)

Passive Foreign Investment Company (PFIC) Annual Information Statement For the tax year ending December 31, 2023

This notice is provided to unitholders who are considered United States persons (“U.S. persons”) for purposes of the U.S. Internal Revenue Code of 1986, as amended (the “IRC”), and the regulations thereunder. The notice does not concern other unitholders. U.S. persons include U.S. citizens (whether or not they are U.S. residents), certain individuals with U.S. permanent resident status, U.S. corporations, and certain U.S. trusts and estates. Unitholders should consult with a U.S. tax specialist to determine their U.S. tax status.

Note that the Fund is classified as a Passive Foreign Investment Company (“PFIC”) as defined in Section 1297(a) of the IRC for the year ending December 31, 2023.

The PFIC Annual Information Statement (“PFIC AIS”) attached is provided pursuant to the requirements of the Code of Federal Regulations §1.1295-1(g)(1). The PFIC AIS contains reporting information enabling unitholders to make a tax election. Such a tax election allows the classification of the Fund as a qualified electing fund (“QEF”). Normally, unitholders who are considered U.S. persons and make a QEF election are required to include in their U.S. tax returns their prorated share of the ordinary earnings and net capital gains of the Fund, whether or not that Fund distributed any amounts to its unitholders. Unitholders should consult a professional before making a tax election based on their situation and completing the necessary forms to file a U.S. tax return.

To make a QEF election, unitholders must file Form 8621 - *Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund* as required by the U.S. Internal Revenue Service. A separate Form 8621 must be completed with respect to each fund for which the unitholder wishes to make the QEF tax election. Each form must be filed with the unitholder’s U.S. income tax return by the mandatory deadline.

In the case of a National Bank Investments Inc. fund (“NBI Fund”) whose assets include units of another NBI Fund, the owner must complete a separate Form 8621 for that other indirectly held NBI Fund in order to make the QEF tax election. The PFIC AIS allows for a QEF tax election to be made for an NBI Fund held directly or for any indirectly held underlying NBI Fund.

We recommend that unitholders consult a professional regarding U.S. tax reporting requirements. Information on the U.S. tax rules applicable to investments in PFICs is also available on the U.S. Internal Revenue Service website (www.irs.gov) by entering “Form 8621 Instructions” in the search bar.

If you have any questions, please contact your advisor or a U.S. tax specialist. Thank you for your support and confidence in NBI Funds.

NBI U.S. High Conviction Equity Private Portfolio (the “Fund”)

Passive Foreign Investment Company (PFIC) Annual Information Statement For the tax year ending December 31, 2023

- 1) This Information Statement applies to the tax year of the Fund and any underlying NBI Fund(s) held by the Fund for the year beginning on January 1, 2023, and ending on December 31, 2023.
- 2) The per-unit, per-day amounts of ordinary earnings for each series of the Fund and its underlying NBI Fund(s) as applicable for the period specified in paragraph (1) are provided in the table(s) below:

Directly Held Fund Series	Per-Day Per-Unit Ordinary Earnings (USD)
Advisor Series	0.0000000000
Advisor-2 Series	0.0000000000
Series F	0.0000877591
Series F-2	0.0003265973
Series F5	0.0002366065
Series FH	0.0000616890
Series FH-2	0.0001800160
Series H	0.0000000000
Series H-2	0.0000000000
Series N	0.0003920568
Series NR	0.0002686108
Series O	0.0002635779
Series PW	0.0008257457
Series PWH	0.0003166679
Series PWO	0.0014164320
Series PWOH	0.0004671906
Series T5	0.0000000000

- 3) The per-unit, per-day amounts of Net Capital Gains for each Fund series and its underlying NBI Fund(s) as applicable for the period specified in paragraph (1) are provided in the table(s) below:

Directly Held Fund Series	Per-Day Per-Unit Net Capital Gains (USD)
Advisor Series	0.0021849700
Advisor-2 Series	0.0054062561
Series F	0.0023436413
Series F-2	0.0063756438
Series F5	0.0044873815
Series FH	0.0023490701
Series FH-2	0.0045689840
Series H	0.0021762904
Series H-2	0.0040937503
Series N	0.0059419050
Series NR	0.0040721687
Series O	0.0023089198
Series PW	0.0111628951
Series PWH	0.0046859489
Series PWO	0.0135122174
Series PWOH	0.0046304302
Series T5	0.0037306190

- 4) To determine the prorated amount of the ordinary income and net capital gains for the Fund series and for each of the underlying NBI Funds held directly or indirectly by the unitholder, as set out in the table above, multiply the per-unit and per-day amounts by the number of units of the respective Fund series held, and then by the number of days held by the unitholder during the period specified in paragraph (1).

5) The per-unit amounts distributed or deemed distributed by the Fund in cash or in kind at fair market value to unitholders during the period specified in paragraph (1) are provided in the table below:

Directly Held Fund Series	Distribution Record Date	Cash/In Kind Distribution Per Unit (USD)
Series F	21-Dec-23	0.0006108019
Series F-2	21-Dec-23	0.0721257710
Series F5	25-Jan-23	0.0590531574
Series F5	27-Feb-23	0.0583527332
Series F5	27-Mar-23	0.0578752009
Series F5	25-Apr-23	0.0581257797
Series F5	25-May-23	0.0580874157
Series F5	26-Jun-23	0.0602571320
Series F5	25-Jul-23	0.0601016769
Series F5	25-Aug-23	0.0581300455
Series F5	25-Sep-23	0.0587901729
Series F5	25-Oct-23	0.0575137961
Series F5	27-Nov-23	0.0581001980
Series F5	21-Dec-23	0.0595817662
Series FH-2	21-Dec-23	0.0744584023
Series N	21-Dec-23	0.1951263728
Series NR	25-Jan-23	0.0478640125
Series NR	27-Feb-23	0.0472963018
Series NR	27-Mar-23	0.0469092503
Series NR	25-Apr-23	0.0471123505
Series NR	25-May-23	0.0470812555
Series NR	26-Jun-23	0.0488398631
Series NR	25-Jul-23	0.0487138630
Series NR	25-Aug-23	0.0471158080
Series NR	25-Sep-23	0.0476508573
Series NR	25-Oct-23	0.0466163230
Series NR	27-Nov-23	0.0470916159
Series NR	21-Dec-23	0.0482924628
Series O	21-Dec-23	0.0388145028
Series PW	27-Mar-23	0.0583983633
Series PW	26-Jun-23	0.0609311525
Series PW	25-Sep-23	0.0515891041
Series PW	21-Dec-23	0.0633428614
Series PWH	21-Dec-23	0.0333977734
Series PWO	27-Mar-23	0.1063480929
Series PWO	26-Jun-23	0.1131380753
Series PWO	25-Sep-23	0.1000927781
Series PWO	21-Dec-23	0.1196788025

Series PWOH	21-Dec-23	0.1342598165
Series T5	25-Jan-23	0.0518772832
Series T5	27-Feb-23	0.0512619714
Series T5	27-Mar-23	0.0508424668
Series T5	25-Apr-23	0.0510625963
Series T5	25-May-23	0.0510288941
Series T5	26-Jun-23	0.0529349563
Series T5	25-Jul-23	0.0527983914
Series T5	25-Aug-23	0.0510663438
Series T5	25-Sep-23	0.0516462555
Series T5	25-Oct-23	0.0505249782
Series T5	27-Nov-23	0.0510401232
Series T5	21-Dec-23	0.0523416579

- 6) The Fund and its underlying NBI Funds, if any, will, upon receipt of a request, permit the unitholder to inspect and copy its permanent books of accounts, records, and other such documents as may be maintained by the Fund that are necessary to establish its ordinary earnings and net capital gains calculated in accordance with U.S. income tax principles under IRC Section 1293, and to verify these amounts and the unitholder's prorated share thereof.

NATIONAL BANK INVESTMENTS INC.,
acting as manager of the Funds



Eric-Olivier Savoie
President and Chief Executive Officer
National Bank Investments Inc.
Date: March 28, 2024

The information and opinions herein are provided for information purposes only and are subject to change without notice. The opinions are not intended as investment advice nor are they provided to promote any particular investments and should in no way form the basis for your investment decisions. National Bank Investments Inc. ("NBI") has taken the necessary measures to ensure the quality and accuracy of the information contained herein at the time of publication. It does not, however, guarantee that the information is accurate or complete, and this communication creates no legal or contractual obligation on the part of NBI.

Information contained herein is taken from the Fund's financial statements and is provided in order to assist unitholders in making calculations and does not constitute tax advice. Copies of the financial statements are available at www.nbinvestments.ca. Unitholders are advised to consult their own tax professional concerning the overall tax consequences of the ownership of units arising in their own particular situations under United States Federal, State, Local or Foreign law.

Units of the Fund offered by NBI have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("1933 Act") or under the securities laws of any state. Subject to certain exceptions, the units may not be offered or sold in the United States or offered or sold to U.S. persons (as such term is defined in the 1933 Act). The Fund offered by NBI has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended. NBI has not been registered under the U.S. Investment Advisers Act of 1940.

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