



ANNUAL AND SPECIAL MEETING OF THE HOLDERS OF COMMON SHARES
APRIL 19, 2024

REPORT OF VOTING RESULTS

in accordance with section 11.3 of *Regulation 51-102 Respecting Continuous Disclosure Obligations*
(Quebec)

The following matters were voted upon at the Annual and Special Meeting of the Holders of Common Shares of National Bank of Canada (the “Bank”) held on April 19, 2024. Each of the matters set out below is described in greater detail in the Management Proxy Circular dated February 20, 2024 and available on the nbc.ca/investors website. The vote on each matter was conducted by secret ballot.

PROPOSALS PRESENTED BY THE BANK

1. Election of Directors

Each of the director nominees listed in the Management Proxy Circular was elected as a Director of the Bank.

Figures shown below represent a percentage of the total number of votes cast and withheld.

DIRECTOR NOMINEE	OUTCOME	FOR	% FOR	WITHHELD	% WITHHELD
Pierre Blouin	Elected	184,924,860	99.54%	856,522	0.46%
Pierre Boivin	Elected	181,735,714	97.82%	4,045,620	2.18%
Yvon Charest	Elected	183,522,504	98.78%	2,258,878	1.22%
Patricia Curadeau-Grou	Elected	184,466,645	99.29%	1,314,737	0.71%
Laurent Ferreira	Elected	185,027,873	99.59%	753,509	0.41%
Annick Guérard	Elected	184,326,768	99.22%	1,454,614	0.78%
Karen Kinsley	Elected	183,781,498	98.92%	1,999,884	1.08%
Lynn Loewen	Elected	183,238,986	98.63%	2,542,396	1.37%
Rebecca McKillican	Elected	184,961,466	99.56%	819,916	0.44%
Arielle Meloul-Wechsler	Elected	174,902,211	94.14%	10,879,171	5.86%
Robert Paré	Elected	182,356,594	98.16%	3,424,788	1.84%
Pierre Pomerleau	Elected	184,979,742	99.57%	801,640	0.43%
Macky Tall	Elected	184,061,186	99.07%	1,720,210	0.93%

2. Advisory resolution to accept the approach taken by the Bank’s Board of Directors with respect to executive compensation

OUTCOME	FOR	% FOR	AGAINST	% AGAINST
Approved	178,618,624	96.14%	7,162,772	3.86%

3. Appointment of Deloitte LLP as independent auditor

Professional accounting firm Deloitte LLP was appointed as independent auditor of the Bank.

Figures shown below represent a percentage of the total number of votes cast and withheld.

OUTCOME	FOR	% FOR	WITHHELD	% WITHHELD
Approved	170,083,113	91.16%	16,500,749	8.84%

4. Special resolution to approve the adoption of By-Law III – Director Compensation, for the purpose of increasing the aggregate amount of compensation that may be paid to all directors during a fiscal year

OUTCOME	FOR	% FOR	WITHHELD	% WITHHELD
Approved	182,849,484	98.42%	2,931,912	1.58%

5. Special resolution to confirm the approval of the amendment to Section 1 of By-Law II – Share Capital, which amends the description of authorized share capital to increase the maximum aggregate consideration for which the first preferred shares may be issued

OUTCOME	FOR	% FOR	AGAINST	% AGAINST
Approved	184,210,390	99.16%	1,565,084	0.84%

6. Shareholder proposal No. 1 (Public Disclosure of Non-Confidential Information, Country-by-Country Reporting, Compensation Ratios and Tax Havens)

OUTCOME	FOR	% FOR	AGAINST	% AGAINST	WITHHELD*
Approved	19,231,665	11.90%	142,336,797	88.10%	24,208,474

7. Shareholder proposal No. 2 (Environmental policy advisory vote)

OUTCOME	FOR	% FOR	AGAINST	% AGAINST	WITHHELD*
Approved	27,749,589	17.48%	131,036,902	82.52%	26,994,852

* A “withheld” vote is counted as present for quorum purposes but not counted as a vote cast in determining whether the requisite majority of votes cast has approved the proposal.