



Minutes of the Annual and Special Meeting of the Holders of Common Shares of the Bank¹ (the “meeting”) of National Bank of Canada (the “Bank”)

Montreal, Friday, April 19, 2024 at 10 a.m.

The meeting was held in a hybrid format: in person on the 4th floor at 600 De La Gauchetière Street West in Montreal, Quebec, online, and via conference call.

Opening of the meeting

Robert Paré, Chair of the Board of Directors of the Bank (the “Board”) and of the meeting welcomed the shareholders. He was joined by the President and Chief Executive Officer, Laurent Ferreira, and the Senior Vice-President – Legal Affairs and Corporate Secretary, Dominic Paradis, who acted as Secretary of the meeting. The directors, director nominees, members of senior management, and Deloitte representatives attended the meeting.

He mentioned that he was honoured to chair the meeting for the first time and that it was the last time it would be held at the Bank’s current head office.

Mr. Paré stated that the meeting was being held in French but that shareholders could communicate with the Bank in French or English. Mr. Paradis then explained the online voting procedure. Mr. Paré then provided details concerning the program for the meeting. He indicated that certain statements contained or could contain forward-looking statements.

Agenda

Mr. Paré explained how the meeting would proceed and mentioned the topics on the agenda. He noted that the Bank had received eight (8) proposals from the Mouvement d’éducation et de défense des actionnaires (“MÉDAC”), two (2) of which were being put to a vote, that one proposal had been submitted by Investors for Paris Compliance on behalf of the Salal Foundation, and that further to discussions with the Bank, this shareholder agreed to withdraw the proposal.

Quorum and constitution of the meeting

Mr. Paré appointed Martine Gauthier of Computershare Trust Company of Canada to act as scrutineer for the meeting. It was confirmed that the notice of meeting had been sent to shareholders in accordance with the applicable legislation.

As quorum was attained, Mr. Paré declared the meeting duly convened and constituted.

Chair of the Board’s Address

Mr. Paré highlighted that the Bank had maintained its privileged positioning in the market despite economic uncertainty throughout 2023, characterized by higher inflationary pressures, high interest rates and geopolitical instability, among other things, and mentioned that this strength was proof of our organization’s adaptability, as well as its diversified and balanced business model.

In 2023, the Board continued to implement the Bank’s leading priorities, namely:

- oversight of the Bank’s three-year strategic plan and key projects;
- the digital transformation and investment in technology;
- oversight of the cultural shift and alignment with the Bank’s One Mission;
- assurance of the effectiveness of programs and practices relating to cybersecurity and privacy; and
- oversight of advances and changes in ESG targets and commitments.

Mr. Paré continued, stating that as a systemically important bank and key player in the Canadian financial industry, the Bank was concerned about reducing the impact of its activities on the environment and help create sustainable solutions, as well as for the prosperity of its clients in its own journey towards a sustainable economy.

⁽¹⁾ All registered holders or beneficial owners of common shares of the Bank.



Mr. Paré indicated that in 2024, the Board would continue to oversee the execution of the Bank's ESG plan as well as the implementation of its guiding principles, primarily in the sustainable products and services offered by the Bank and its subsidiaries and in the advisory services for Bank clients in their personal or business endeavours.

Mr. Paré thanked all Bank employees, the members of the Senior Leadership Team, and the Board directors for their contribution to the Bank's success.

He announced that Arielle Meloul-Wechsler, Executive Vice President, Chief Human Resources Officer and Public Affairs at Air Canada, was standing for election to the Board of Directors for the first time.

Mr. Paré warmly thanked Maryse Bertrand and Lino A. Saputo, who were not seeking a new mandate, for their dedication, collegiality, insight of the Bank and overall contribution for the past 12 years, which helped drive the Bank's growth and establish the Bank as an industry leader.

President and Chief Executive Officer's Address

Mr. Ferreira congratulated Mr. Paré on his first year as Chair of the Board and welcomed everyone to the meeting. He mentioned that members of the Senior Leadership Team were in attendance and highlighted their day-to-day dedication and passion.

He welcomed Arielle Meloul-Wechsler and also thanked Maryse Bertrand and Lino A Saputo for their contribution as members of the Board and for making him feel welcome among the Board of Directors during his transition to the position of Bank President.

The President and Chief Executive Officer called attention to the Bank's strong performance in 2023 in an uncertain environment. He stated that the Bank would continue to evolve in a complex environment where monetary tightening and inflation would put greater pressure on consumers and businesses in Canada in addition to geopolitical tensions and conflicts that have led to further macroeconomic uncertainty.

He specified that for the first time in its history, the Bank's total revenues had surpassed the 10-billion-dollar mark and explained that it generated organic growth in all its business lines.

He added that this success was attributable to all employees who continue to be attentive to clients and demonstrate agility and determination, and he thanked employees and clients.

Mr. Ferreira went on to present a few key issues for the Bank. He pointed out that Canadian productivity would have to be the top priority and that all investors and banks should help strengthen the Canadian economy by investing domestically. He stipulated that the role of governments was essential in creating an operating environment that would stimulate and encourage investments in Canada. He reiterated the need to work in partnership with universities, the private sector and governments to build solid ecosystems and competitive industries that would attract both capital and talent.

The President and Chief Executive Officer then addressed the environment and stated that the Bank would continue to take up its role in the energy transition with conviction and that it was acting on two fronts by managing the impact of its own operations as well as by supporting its clients, including carbon-intensive industries, in their decarbonization efforts. He stated that the Bank was making an impact in this respect by being a leader among North American banks in terms of financing renewable energies and added that, effective this year, the Bank would be financing more renewable than non-renewable energy initiatives.

He highlighted the Bank's progress in terms of inclusion and diversity and indicated that more than 30% of Bank employees were from different cultural communities across 145 countries and spoke more than 65 languages. He mentioned that women represented more than 51% of the workforce and that close to 45% of them were in senior management level jobs. He also proudly pointed out that the Bank had achieved gender parity in the Senior Leadership Team. Mr. Ferreira called attention to the fact that the Bank was also in the second year of its commitment to the Canadian Council for Aboriginal Business through the Progressive Aboriginal Relations' certification program.

Mr. Ferreira continued with information about employees moving to the new National Bank Place head office at 800 St-Jacques Street and the acquisition of 10 floors of office space in the neighbouring building to be able to



accommodate more teams in the coming years. He indicated that the Bank respectfully acknowledged that they were on land that had been occupied for thousands of years by Indigenous peoples. He pointed out that this was the last annual meeting that would be held at 600 De La Gauchetière Street West, a landmark for employees and clients for over 40 years.

In closing, Mr. Ferreira thanked clients and employees and mentioned that the macroeconomic context in 2024 was still uncertain thus far but that the Bank was well aware of the many challenges ahead and was being attentive to clients and committed to offering them advice geared to their situation.

Annual financial statements and independent auditor's report

Mr. Paré confirmed that the financial statements had been sent to shareholders who had requested them and that they were available online. He indicated that the financial statements had already been approved by the Board in accordance with the *Bank Act* and declared having received the consolidated financial statements and the report from the independent auditor for the fiscal year ended October 31, 2023.

Voting

At the request of Mr. Paré, Mr. Paradis explained the general rules for voting online and in person. He added that the results would be made known at the end of the voting period and posted after the meeting on the Bank and SEDAR+ websites. He explained to the shareholders the process for submitting comments and asking questions online about the proposals.

Management proposals⁽²⁾

Election of directors

Mr. Paré reminded everyone that Board composition and succession planning were essential elements of the Bank's governance. He specified that the Bank is proud to have a Board that is skilled and diversified, especially with respect to the representation of women. He stated that Board succession was based on an ongoing process that helps identify candidates whose profiles align with the Bank's values and mission, the implementation of its strategic plan and the Board's oversight responsibilities. In accordance with a resolution adopted by the Board, Mr. Paré indicated that the number of directors to be elected was 13.

Linda Taklit, an employee and shareholder of the Bank, listed the director nominees: Pierre Blouin, Pierre Boivin, Yvon Charest, Patricia Curadeau-Grou, Laurent Ferreira, Annick Guérard, Karen Kinsley, Lynn Loewen, Rebecca McKillican, Arielle Meloul-Wechsler, Robert Paré, Pierre Pomerleau, and Macky Tall, and moved that each of these nominees be elected until the close of the next annual meeting or earlier if he or she were to leave office.

There being no questions, the Chair of the meeting invited the shareholders to vote.

Voting results: Each of the director nominees had been elected by at least 94.14% of the votes cast.

Advisory vote on the Board's approach to executive compensation

Mr. Paré pointed out that by requesting an advisory vote on its approach to executive compensation, the Board was demonstrating its commitment to the Bank's shareholders and recognizing its responsibility regarding executive compensation decisions.

Ms. Taklit moved that, on an advisory basis and not to diminish the role and responsibilities of the Board, holders of common shares accept the approach to executive compensation disclosed in the Management Proxy Circular.

There being no questions, the Chair of the meeting invited the shareholders to vote.

Voting results: 96.14% of shareholders voted in favour of this proposal.

⁽²⁾ The proposals submitted by the Bank's management are presented in their entirety in the Management Proxy Circular.



Appointment of the independent auditor

Ms. Taklit moved that professional accounting firm Deloitte LLP be appointed to act as the independent auditor of the Bank for the fiscal year beginning November 1, 2023 and ending October 31, 2024.

There being no questions, the Chair of the meeting invited the shareholders to vote.

Voting results: More than 91.16% of shareholders voted in favour of this proposal.

Adoption of By-Law III – Director Compensation

Mr. Paré stated that, under the *Bank Act*, the aggregate compensation payable to directors in a fiscal year must be set by a by-law. He pointed out that the last increase was in 2019 when the shareholders approved a resolution establishing aggregate compensation of \$3.5 million. He indicated that, in fiscal 2023, the aggregate compensation paid to the Directors totalled 76.5% of the aggregate authorized amount.

Mr. Paré mentioned that the Bank deemed it necessary to increase the aggregate amount by \$1.5 million so that the Board could have the leeway it needed to be able to continue to recruit skilled directors and plan succession.

He stated that on October 23, 2023, the Board adopted a resolution approving By-Law III – Director Compensation, which established at \$5 million the aggregate compensation payable to directors in a fiscal year. However, before it can be adopted, this By-Law must be approved by a special resolution adopted by at least two thirds of the votes cast by the shareholders or proxies present at the meeting.

Ms. Taklit moved to approve adoption of By-Law III – Director Compensation relating to increasing the aggregate compensation payable to all the directors during a fiscal year.

There being no questions, the Chair of the meeting invited the shareholders to vote.

Voting results: 98.42% of shareholders voted in favour of this proposal.

Amendment to section 1 of By-Law II – Share Capital

Mr. Paré stated that section 1 of By-Law II – Share Capital authorized the Bank to issue an unlimited number of first preferred shares without par value, issuable for a maximum aggregate consideration of \$5 billion.

He pointed out that as at January 31, 2024, there were 67.5 million first preferred shares outstanding for an aggregate consideration of \$3.15 billion and that the Bank was authorized to issue additional first preferred shares for an aggregate consideration of up to \$1.85 billion.

He informed everyone that the Bank recommended that Section 1 of By-Law II – Share Capital be amended to increase the maximum aggregate consideration of \$5 billion for which first preferred shares are issuable to \$7.5 billion or the equivalent in foreign currencies.

He specified that on November 30, 2023 the Board approved an amendment to Section 1 of By-Law II – Share Capital. However, approval of the amendment of this By-Law would have to be confirmed by a special resolution adopted by at least two thirds of the votes cast by the shareholders or proxies present at the meeting.

Ms. Taklit moved that the amendment to Section 1 of By-Law II – Share Capital to amend the description of the share capital authorized to increase the maximum aggregate consideration for which first preferred shares are issuable be confirmed.

There being no questions, the Chair of the meeting invited the shareholders to vote.

Voting results: 99.16% of shareholders voted in favour of this proposal.

Shareholder proposals ⁽³⁾

⁽³⁾ The shareholder proposals and the Bank's position are presented in their entirety in the Circular.



Mr. Paré asked Mr. Willie Gagnon, representing MÉDAC, to present the two proposals that were being submitted to a vote and a summary of the six proposal that were not being submitted to a vote.

Proposal No. 1: Non-confidential public disclosure, country-by-country statement, compensation ratios and tax havens

MÉDAC proposed that the Bank annually disclose to the general public non-confidential information related to its country-by-country reporting for the purposes of a detailed and meaningful calculation of compensation ratios broken down by territory, and for the purposes of contributing to the fight against tax havens, particularly in terms of transparency.

Voting results: More than 88.10% of shareholders voted against this proposal.

Proposal No. 2: Advisory vote on environmental policies

MÉDAC proposed that the Bank adopt an annual advisory voting policy with respect to its environmental and climate action plan and objectives.

Voting results: More than 82.52% of shareholders voted against this proposal.

Mr. Paré asked Mr. Renaud Gignac, representing Investors for Paris Compliance on behalf of the Salal Foundation, to present the proposal not being submitted to a vote.

Mr. Paré asked Mr. Paradis to present the voting results and indicated that the detailed final report on the voting results would be made available on the Bank and SEDAR+ websites during the course of the day and that the Bank would also publish a press release announcing the election of Directors.

Termination of the meeting

There being no further business, Mr. Paré declared the meeting terminated and thanked all clients and shareholders for their trust in the Bank. He mentioned that the Board was proud to support the Bank's business strategy, which was solid and demonstrated its ability to create long-term value for its stakeholders year after year. In closing, he again thanked all Bank employees for their talent and commitment which contribute to making the Bank's One Mission a remarkable success, adding that it reflects positively on the Bank's partners, clients and the communities served.

(s) Robert Paré (s) Dominic Paradis
Chair Secretary