

**NATIONAL BANK OF CANADA**  
**ANNUAL MEETING OF COMMON SHAREHOLDERS**  
**FEBRUARY 29, 2008**

**REPORT OF VOTING RESULTS**

in accordance with section 11.3 of *National Instrument 51-102 Continuous Disclosure Obligations*

The following matters were voted upon at the Annual Meeting of Common Shareholders of National Bank of Canada (the “Bank”) held on February 29, 2008. Each of the matters set out below is described in greater detail in the Notice of Annual Meeting of Common Shareholders (the “Meeting”) and in the Management Proxy Circular dated January 11, 2008 and mailed to Common Shareholders.

**PROPOSALS PRESENTED BY BANK MANAGEMENT**

Percentages shown in items 1 and 2 are expressed as a percentage of the total number of votes cast and withheld.

**1. Election of Directors**

Each of the nominees listed in the Management Proxy Circular were elected as Directors of the Bank.

All the nominees for election as directors received at least 91,32 % of votes **FOR** their election.

<b>Nominee</b>	<b>FOR</b>	<b>% FOR</b>	<b>WITHHELD</b>	<b>% WITHHELD</b>
Lawrence S. Bloomberg	69 590 585	91,35 %	5 588 335	8,65 %
Pierre Bourgie	69 623 145	91,39 %	6 555 594	8,61 %
André Caillé	71 066 835	93,29 %	5 112 289	6,71 %
Gérard Coulombe	69 564 116	91,32 %	6 615 006	8,68 %
Bernard Cyr	71 100 929	93,33 %	5 078 195	6,67 %
Shirley A. Dawe	71 082 121	93,31 %	5 097 003	6,69 %
Nicole Diamond-Gélinas	71 123 483	93,36 %	5 055 643	6,64 %
Jean Douville	71 061 054	93,28 %	5 118 070	6,72 %
Marcel Dutil	70 990 008	93,19 %	5 188 553	6,81 %
Jean Gaulin	71 069 559	93,29 %	5 109 565	6,71 %
Paul Gobeil	70 900 280	93,07 %	5 278 844	6,93 %
Roseann Runte	71 084 300	93,33 %	5 078 543	6,67 %
Marc P. Tellier	69 590 585	91,35 %	5 588 335	8,65 %
Louis Vachon	69 623 145	91,39 %	6 555 594	8,61 %

## 2. Appointment of Auditor

Samson Bélair/Deloitte & Touche LLP was appointed as auditor of the Bank.

FOR	% FOR	WITHHELD	% WITHHELD
736 018 501	99,79 %	160 633	0,21 %

## **PROPOSAL PRESENTED BY MR. PHILIP A. MACDONALD, A SHAREHOLDER OF THE BANK**

### 3. Shareholder Proposal No. 1

“It is proposed that the Bank, as a part of any normal course issuer bid, and in any case at least once every three years, offer to repurchase, direct from shareholders, for subsequent cancellation, any ‘odd lot’ shareholdings (i.e., shareholdings of from one to ninety-nine shares).”

FOR	% FOR	AGAINST	% AGAINST
989 302	1,30 %	75 183 846	98,70 %

## **PROPOSALS PRESENTED BY MR. LOWELL WEIR, A SHAREHOLDER OF THE BANK**

### 4. Shareholder Proposal No. 2

“The Bank shall re-affirm its commitment to adoption of and adherence to industry-leading standards of corporate governance.”

FOR	% FOR	AGAINST	% AGAINST
74 204 707	97,44 %	1 945 840	2,56 %

### 5. Shareholder Proposal No. 3

“The Bank improve the competency and governance on Board Committees though adopting a cap on years of committee service by a Bank director. It is proposed that no director be permitted to serve on a specific Board Committee for more than five (5) consecutive years and no director be permitted to serve more than ten (10) years in total on the specific committee.”

FOR	% FOR	AGAINST	% AGAINST
1 221 038	1,60 %	74 953 610	98,40 %

#### 6. Shareholder Proposal No. 4

“The Bank conduct a review of the performance of the Chief Executive Officer and the performance of the Executive Vice President – Finance, Risk and Treasury in light of the strong possibility of the Bank suffering extensive losses emulating from the Bank’s heavy participation in the non-bank Asset Backed Commercial Paper (“ABCP”) debacle.”

FOR	% FOR	AGAINST	% AGAINST
5 924 895	7,78 %	70 242 760	92,22 %

#### 7. Shareholder Proposal No. 5

“The Bank secure indemnification from the minority shareholders of Natcan Investment Management Inc (“Natcan”) for their proportionate share of the potential losses on the approximately \$2.0 billion of non-bank Asset Backed Commercial Paper (“ABCP”) purchased by the Bank from mutual fund clients accounts of National Bank Securities Inc. and Altamira Investment Services Inc. which were managed by Natcan. As the minority shareholders of Natcan are also executive officers of the Bank, no bonus or stock based compensation should be provided to these executives until the Bank has received full indemnification.”

FOR	% FOR	AGAINST	% AGAINST
1 117 343	1,48 %	74 620 736	98,52 %

#### 8. Shareholder Proposal No. 6

“The Chairman for the Annual Meeting of Shareholders should be a shareholder selected from non-management shareholders registered and in attendance at the meeting.”

FOR	% FOR	AGAINST	% AGAINST
695 277	0,91 %	75 479 490	99,09 %

#### 9. Shareholder Proposal No. 7

“The Secretary for the Annual Meeting of Shareholders should be a shareholder selected from non-management shareholders registered and in attendance at the meeting.”

FOR	% FOR	AGAINST	% AGAINST
705 768	0,93 %	75 479 528	99,07 %

### 10. Shareholder Proposal No. 8

“Management of the Bank must adhere to TSX and other applicable securities commissions regulations in not providing unapproved supplementary material to shareholders at the Annual Meeting of Shareholders.”

FOR	% FOR	AGAINST	% AGAINST
1 212 548	1,59 %	74 962 404	98,41 %

### 11. Shareholder Proposal No. 9

“The Bank engage an independent investigator to conduct a formal investigation into the acquisition of \$2.0 Billion in non-bank Asset Backed Commercial Paper (“ABCP”) without the performance of due diligence announced by the Bank on August 20, 2007 and partially completed on August 24, 2007. The investigator shall provide a report to the shareholders of the Bank by June 1, 2008 and address the following issues:

- (a) Was the non-bank ABCP held by Bank mutual fund accounts in National Bank Securities Inc. and Altamira Investment Services Inc purchased from the seven conduit Trusts managed by Metcalf and Mansfield Capital Corporation, a subsidiary of Quanto Financial Corporation (“Quanto”), which is partially owned by National Bank Financial (“NBF”)?
- (b) Did NBF have any involvement or earn any commission in the original sale of the non-bank ABCP to the mutual fund accounts.
- (c) Were those transaction scrutinized by managers at Natcan Investment Management Services Inc (“Natcan”)? Was any outside influence placed on the Natcan managers by senior officers of the Bank or NBF to purchase non-bank ABCP from Quanto?
- (d) Why did the Natcan managers purchase such large positions in non-bank ABCP for National Bank mutual fund clients and why were normal risk management techniques not employed?
- (e) What the potential loss to the Bank on the acquisition of the non-bank ABCP?”

FOR	% FOR	AGAINST	% AGAINST
2 662 570	3,52 %	73 082 262	96,48 %

### 12. Shareholder Proposal No. 10

“The Bank undertake a review of the operations of National Bank Financial to ensure that the brokerage has put in place proper and effective management and supervisory controls to end the financial drain on National Bank Financial caused by continuous disciplinary fines imposed on National Bank Financial by Canadian securities regulators.”

FOR	% FOR	AGAINST	% AGAINST
1 309 504	1,72 %	74 857 501	98,28 %

### 13. Shareholder Proposal No. 11

“The Bank conduct a review of Press Release Policy of the Bank to ensure the Policy are in compliance with the policies of the Toronto Stock Exchange and the Canadian Securities Regulators.”

FOR	% FOR	AGAINST	% AGAINST
1 470 082	1,93 %	74 699 529	98,07 %

### PROPOSALS PRESENTED BY THE *MOUVEMENT D'ÉDUCATION ET DE DÉFENSE DES ACTIONNAIRES (MÉDAC)*, A SHAREHOLDER OF THE BANK

### 14. Shareholder Proposal No. 12

“It is proposed that National Bank of Canada encourage longer share ownership by increasing the dividend normally paid to shareholders by 10% when shares are held for more than two years.”  
[Translation]

FOR	% FOR	AGAINST	% AGAINST
589 362	0,77 %	75 583 582	99,23 %

### 15. Shareholder Proposal No. 13

“It is proposed that shareholders obtain their right to vote after a minimum one-year holding period.”  
[Translation]

FOR	% FOR	AGAINST	% AGAINST
540 412	0,71 %	75 636 328	99,29 %

### 16. Shareholder Proposal No. 14

“It is proposed that in the event of a merger or of an acquisition, the By-Laws of National Bank of Canada provide for the payment to the employee pension fund of an amount equal to twice the compensatory awards and benefits paid to officers and directors.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
1 117 925	1,47 %	75 048 045	98,53 %

### 17. Shareholder Proposal No. 15

“It is proposed that there be an equal number of men and women on the Board of Directors of National Bank of Canada within three years of the adoption of this proposal.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
3 623 179	4,76 %	72 554 500	95,24 %

#### 18. Shareholder Proposal No. 16

“It is proposed that the Annual Report and the Management Proxy Circular report the equity ratio between the total compensation of the most senior officer of National Bank of Canada, including annual salary, bonuses, rewards, payments under long-term bonus programs and any other form of compensation, and the average compensation of employees.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
3 418 720	4,49 %	72 749 152	95,51 %

#### 19. Shareholder Proposal No. 17

“It is proposed that the compensation policy for the top five executives of National Bank of Canada, as well as the fees paid to Board members, be subject to prior shareholder approval.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
2 669 771	3,51 %	73 373 063	96,49 %

#### 20. Shareholder Proposal No. 18

“It is proposed that National Bank of Canada oversee the exercise of options assigned to the executive officers and directors of our companies by stipulating that such options are not to be exercised by those persons until the end of their mandate.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
2 277 041	2,99 %	73 763 109	97,01%

#### 21. Shareholder Proposal No. 19

“Given the serious concerns expressed by numerous observers and regulators about the effects of so-called hedge funds and subprime mortgage loans on the stability of the financial system, it is proposed that the Bank disclose information on its direct or indirect involvement in such operations.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
6 869 188	9,03 %	69 175 501	90,97 %

**22. Shareholder Proposal No. 20**

“It is proposed that National Bank of Canada amend its by-laws to set up a cumulative voting system to elect members of the Board of Directors.” [Translation]

FOR	% FOR	AGAINST	% AGAINST
4 264 811	5,61 %	71 760 861	94,39 %