

The 160th Annual Meeting of Shareholders¹ of NATIONAL BANK OF CANADA was held at the Fairmont Le Château Frontenac located at 1 rue des Carrières in Quebec City (Quebec), on April 24, 2019 at 10:00 a.m.

On behalf of Louis Vachon, President and Chief Executive Officer, the members of the Board of Directors and of the Office of the President, Jean Houde, Chairman of the Board, welcomed the shareholders. He thanked the city of Quebec for its warm welcome and highlighted that, on its 160th anniversary, the Bank was privileged to be able to hold its first eco-responsible Annual Meeting in the city where it had been founded.

Jean Houde explained the procedure for interventions during the Meeting. He indicated that some of the statements contained or could contain forward-looking statements. As Chairman of the Board, Jean Houde explained how the members of the Board ensured the Bank's future and its capacity for creating value. He highlighted the initiatives that the Board had focused on, such as social and environmental responsibility.

QUORUM

As quorum was attained, Jean Houde declared the Meeting duly convened.

APPOINTMENT OF THE SECRETARY AND THE SCRUTINEERS

Jean Houde stated that, in accordance with the by-law, the Board had designated him, as well as Dominic Paradis, Vice-President, Legal Affairs and Corporate Secretary, to respectively act as Chairman and as Secretary of the Meeting.

Jean Houde appointed Martine Gauthier and Quentin Weber of Computershare Trust Company of Canada to act as Scrutineers.

ADDRESS BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

Louis Vachon welcomed the shareholders, colleagues and clients to the Meeting. He highlighted that, as well as celebrating the Bank's 160th anniversary, the question period would be accessible for the first time to the public via webcast. He introduced the members of the Office of the President and highlighted Ricardo Pascoe's retirement.

Louis Vachon brought up the previous year's profitability. He described the achievements made in terms of innovation and cultural shift. He reminded everyone of the importance of offering a client experience based on technology and expert advisory services. He described NatGo, a promising investment solution, in addition to interesting partnerships between *Fintechs* and the Bank.

Louis Vachon expressed his pride in the social and environmental commitments made by the Bank and its employees and reminded everyone that the Bank was a member of the TCFD, UNPRI and UNEPFI. He concluded by reiterating the Bank's commitment to its clients, employees and community.

ANNUAL FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

Jean Houde confirmed that the financial statements had already been approved by the Board of Directors and declared having received the consolidated financial statements of the Bank for the fiscal year ending October 31, 2018 and the independent auditor's report thereon.

GENERAL VOTING PROCEDURE

Jean Houde stated that the voting on each of the proposals would proceed by way of secret ballot and added that shareholders would be asked to vote after each proposal. The results of the vote would be presented as soon as the Scrutineers' report was given to him, in addition to being published after the Meeting on the Bank and SEDAR websites.

MANAGEMENT PROPOSALS AND VOTING RESULTS⁽²⁾

Election of directors

In accordance with a resolution adopted by the Board, Jean Houde indicated the number of directors to be elected, and specified that Patricia Curadeau-Grou was a first-time director nominee, following Richard Fortin's retirement in December 2018.

Linda Taklit, a shareholder, listed the director nominees: Jean Houde, Raymond Bachand, Maryse Bertrand, Pierre Blouin, Pierre Boivin, Patricia Curadeau-Grou, Gillian H. Denham, Karen Kinsley, Rebecca McKillican, Robert Paré, Lino A. Saputo, Jr., Andrée Savoie, Pierre Thabet and Louis Vachon, and moved that each of these nominees be elected until the close of the next annual meeting or sooner if he or she were to leave his or her position.

Voting Result: Each of the director nominees had been elected by at least 97.38% of votes cast.

Advisory vote on the Board's approach to executive compensation

Jean Houde stressed that by requesting a vote on the Board's approach to executive compensation, it demonstrated its commitment to shareholders. He stated that in 2018, in a context of constant change, the Board and the Human Resources Committee had continued their review of good governance practices regarding executive compensation.

Maxime Ross-Gagné, a shareholder, 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 described in the Bank's Circular.

Voting Result: More than 92% of votes cast were for this proposal.

Appointment of the independent auditor

Pierre-Luc Jutras, a shareholder, moved that the professional accounting firm of Deloitte LLP be appointed to act as independent auditor of the Bank for the fiscal year beginning November 1, 2018 and ending October 31, 2019.

Voting Result: More than 99% of votes cast were for this proposal.

Increase in the aggregate compensation payable to directors

Jean Houde indicated that under the Bank Act, the aggregate compensation payable to directors in a fiscal year must be set by regulations and confirmed by shareholders by way of special resolution and adopted by two thirds of the votes.

The Board proposed to increase this amount by \$1 million for a total of \$3.5 million to be able to continue to recruit qualified directors and prepare successors.

Brigitte Banville, a shareholder, proposed the approval of the by-law setting the amount of aggregate compensation payable to directors of the Bank during a fiscal year, as approved by the Board of Directors on October 31, 2018.

Willie Gagnon, of *Mouvement d'éducation et de défense des actionnaires* ("MÉDAC"), asked for more detailed explanations on this proposal. Jean Houde thanked Mr. Gagnon for his intervention and answered the question raised.

Voting Result: More than 98% of votes cast were for this proposal.

⁽¹⁾ All registered holders or beneficial owners of Common Shares of the Bank.

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

SHAREHOLDER PROPOSALS AND VOTING RESULTS⁽³⁾

Jean Houde indicated that MÉDAC had submitted four proposals to the Bank. After discussions with the Bank, MÉDAC accepted to only submit two of them to the vote. The representatives of MÉDAC were invited to address the shareholders. Before proceeding, Willie Gagnon mentioned the sustained and cordial relations between the Bank and MÉDAC.

Shareholder proposal No. 3: Disclosure of the compensation ratio

Willie Gagnon proposed that the Bank disclose the equity ratio used by the Compensation Committee when setting compensation.

Voting Result: More than 91% of votes cast were against this proposal.

Shareholder proposal No. 4: Creation of a new technology committee

Michel Desjardins proposed that the Board of Directors create a new technology committee to anticipate issues arising from the incorporation of technological innovations within the Bank.

Voting Result: More than 95% of votes cast were against this proposal.

QUESTION PERIOD

Louis Vachon led the question period, which focused on the following points:

- The shift towards an integrated economy
- The environmental, economic and social transition
- The expansion strategy outside Quebec
- The Bank's activities in Cambodia
- Sustainable development

TERMINATION OF THE MEETING

The question period having ended and there being no further business, Jean Houde thanked the shareholders and the employees for their contribution to the Bank's success and declared the meeting terminated.

(s) Jean Houde
Chairman

(s) Dominic Paradis
Secretary

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