



## ANNUAL MEETING OF THE HOLDERS OF COMMON SHARES

APRIL 21, 2023

### 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 Meeting of the Holders of Common Shares of National Bank of Canada (the “Bank”) held on April 21, 2023. Each of the matters set out below is described in greater detail in the Management Proxy Circular dated February 22<sup>nd</sup>, 2023 and available on [nbc.ca/investors](http://nbc.ca/investors). 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
Maryse Bertrand	Elected	180,966,737	99.02%	1,796,550	0.98%
Pierre Blouin	Elected	182,225,385	99.71%	537,902	0.29%
Pierre Boivin	Elected	179,473,973	98.20%	3,289,314	1.80%
Yvon Charest	Elected	180,396,986	98.71%	2,366,305	1.29%
Patricia Curadeau-Grou	Elected	181,395,120	99.25%	1,368,171	0.75%
Laurent Ferreira	Elected	182,281,521	99.74%	481,770	0.26%
Annick Guérard	Elected	181,694,527	99.42%	1,068,764	0.58%
Karen Kinsley	Elected	181,403,656	99.26%	1,359,635	0.74%
Lynn Loewen	Elected	182,233,238	99.71%	530,053	0.29%
Rebecca McKillican	Elected	182,206,372	99.70%	556,919	0.30%
Robert Paré	Elected	180,394,022	98.70%	2,369,269	1.30%
Pierre Pomerleau	Elected	182,269,614	99.73%	493,677	0.27%
Lino A. Saputo	Elected	180,906,809	98.98%	1,856,482	1.02%
Macky Tall	Elected	177,222,630	96.97%	5,540,661	3.03%

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

<b>OUTCOME</b>	<b>FOR</b>	<b>% FOR</b>	<b>AGAINST</b>	<b>% AGAINST</b>
Approved	174,521,302	95.49%	8,241,989	4.51%

**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.

<b>OUTCOME</b>	<b>FOR</b>	<b>% FOR</b>	<b>WITHHELD</b>	<b>% WITHHELD</b>
Approved	162,661,788	88.74%	20,633,760	11.26%

**4. Shareholder proposal No. 1 (Environmental policy advisory vote)**

<b>OUTCOME</b>	<b>FOR</b>	<b>% FOR</b>	<b>AGAINST</b>	<b>% AGAINST</b>	<b>WITHHELD*</b>
Rejected	33,251,526	19.78%	134,892,301	80.22%	14,617,551

\* 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.