

Notice of meeting

to the annual meeting of the holders of common shares

Notice of availability

of proxy-related materials



Hybrid meeting



By live webcast at:
<https://www.icastpro.ca/ebnc260424>



In person at:
[National Bank Place](#)
[800 Saint-Jacques Street, 3rd Floor](#)
[Montreal, Quebec, Canada](#)

Join us at the **annual meeting of the holders of common shares of National Bank of Canada (the “Bank”)** to vote on the following matters:

Agenda

For more information,
please see:

1	To receive the consolidated financial statements for the fiscal year ended October 31, 2025 and the independent auditor’s report thereon	Section 1 of the Circular and the 2025 Annual Report
2	To elect the directors	Section 1 of the Circular
3	To consider an advisory resolution to accept the approach taken by the Bank’s Board of Directors of with respect to executive compensation	Section 1 of the Circular
4	To appoint Deloitte LLP as independent auditor	Section 1 of the Circular
5	To examine shareholder proposals	Sections 1 and 7 of the Circular
6	To examine any other matter that may be duly brought before the meeting	Section 1 of the Circular

You will find attached your form of proxy or your voting instructions form allowing you to exercise your voting rights. You can exercise your voting rights before or during the meeting. **Please note that you will not receive another proxy or voting instructions form. In order to exercise your voting rights, please keep the one you received with this notice.**

→ **Vote now!**
It’s simple.

We invite you to read our Circular before voting.
Consult the Circular at: nbc.ca/investors
or sedarplus.ca

Registered holder

Vote via the form of proxy

You must follow the instructions on your form of proxy and return it using one of the following methods:



To be valid, your form of proxy must be received by Computershare Trust Company of Canada **no later than 5:00 p.m. (EDT) on April 22, 2026**.

Beneficial owner

Vote via the voting instructions form

You must follow the instructions on your voting instructions form and return it using one of the following methods:



Your intermediary must receive your instructions **no later than 5:00 p.m. (EDT) on April 21, 2026** for your vote to be processed before 5:00 p.m. (EDT) on April 22, 2026. Please refer to the instructions on your voting instructions form.

If you prefer to exercise your voting rights during the meeting or to appoint a proxyholder to represent you at the meeting and exercise your voting rights there, please refer to your proxy or your voting instructions forms as well as Section 1 of the Circular.

How do I obtain a printed copy of the Circular?

To receive a free printed copy of the Circular before the meeting or in the year after the date the Circular was filed, you may submit a request using the procedure below:

Registered holder

Before the meeting, call:

1-866-962-0498

(toll-free in Canada and the United States)
or 1-514-982-8716 (other countries)

After the meeting, call:

1-866-964-0492

(toll-free in Canada and the United States)
or 1-514-982-8714 (other countries)

Enter the 15-digit control number indicated on your form of proxy.

Beneficial owner

Call **1-877-907-7643**

(toll-free in Canada and the United States)

or

go to proxyvote.com and enter the 16-digit control number shown on your voting instructions form.

If you request the Circular before the date of the meeting, it will be sent to you within three business days. To receive the Circular before the voting deadline and the date of the meeting, we estimate that your request must be received no later than 5:00 p.m. (EDT) on Friday, April 10, 2026.

If you request it on the date of the meeting or in the year following the filing of the Circular, it will be sent to you within ten (10) calendar days of receiving your request.

Registered holder or beneficial owner?

Registered holder

You are a registered holder when your common shares are held directly in your name with Computershare Trust Company of Canada, our transfer agent.

Beneficial owner

You are a beneficial owner when your common shares are held through an intermediary such as a securities broker, trustee or financial institution.

For more information, refer to Section 1 of the Circular.

Notice-and-access procedures

In accordance with securities regulations and the authorization of the Office of the Superintendent of Financial Institutions of Canada, we have elected to follow notice-and-access procedures for the delivery of the Circular.

The notice-and-access procedures provide quicker access to the Circular. As a result, you will not receive the Circular by mail unless you request it. Consult the Circular at nbc.ca/investors or sedarplus.ca.

Contact for questions or assistance with voting

If you have any questions regarding this notice, the notice-and-access procedures, or the meeting or if you require assistance with voting, you may contact Laurel Hill Advisory Group, a proxy solicitation firm mandated by the Bank, at **1-877-452-7184** (toll-free in Canada and the United States) or 1-416-304-2011 (collect calls for shareholders in other countries), by texting "INFO" to 1-877-452-7184 or 416-304-0211, or by email at assistance@laurelhill.com.

To participate in the meeting

Please refer to Section 1 of the Circular and the code of procedure at nbc.ca/investors for more details, as well as the most recent information on how to attend the meeting.

Shareholders will be able to register and connect to the live webcast starting at 9:30 a.m. (EDT) on April 24, 2026. We recommend that you register in advance so that the meeting can begin promptly at 10:00 a.m. (MDT).