



ANNUAL MEETING OF THE HOLDERS OF COMMON SHARES

APRIL 22, 2022

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 22, 2022. Each of the matters set out below is described in greater detail in the Management Proxy Circular dated February 23rd, 2022 and available on the nbc.ca/investorrelations website. 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	188,387,729	99.54%	869,883	0.46%
Pierre Blouin	Elected	188,291,387	99.49%	966,225	0.51%
Pierre Boivin	Elected	188,402,916	99.55%	854,696	0.45%
Yvon Charest	Elected	188,070,423	99.37%	1,187,189	0.63%
Patricia Curadeau-Grou	Elected	188,168,697	99.42%	1,088,915	0.58%
Laurent Ferreira	Elected	188,879,043	99.80%	378,569	0.20%
Jean Houde	Elected	187,582,298	99.11%	1,675,314	0.89%
Karen Kinsley	Elected	186,731,955	98.67%	2,525,657	1.33%
Lynn Loewen	Elected	188,842,530	99.78%	415,082	0.22%
Rebecca McKillican	Elected	188,857,117	99.79%	400,495	0.21%
Robert Paré	Elected	188,148,137	99.41%	1,109,475	0.59%
Lino A. Saputo	Elected	188,498,873	99.60%	758,739	0.40%
Andrée Savoie	Elected	188,182,196	99.43%	1,075,416	0.57%
Macky Tall	Elected	188,823,268	99.77%	434,344	0.23%
Pierre Thabet	Elected	188,484,570	99.59%	773,042	0.41%

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

OUTCOME	FOR	% FOR	AGAINST	% AGAINST
Approved	182,133,975	96.24%	7,123,637	3.76%

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.

OUTCOME	FOR	% FOR	WITHHELD	% WITHHELD
Approved	185,940,807	97.71%	4,354,909	2.29%

4. Shareholder proposal No. 1 (Become a benefit company)

OUTCOME	FOR	% FOR	AGAINST	% AGAINST	WITHHELD*
Rejected	6,737,737	3.58%	181,670,607	96.42%	848,261

5. Shareholder proposal No. 2 (Environmental policy advisory vote)

OUTCOME	FOR	% FOR	AGAINST	% AGAINST	WITHHELD*
Rejected	41,545,115	23.62%	134,344,450	76.38%	13,368,033

6. Shareholder proposal No. 3 (French, the official language)

OUTCOME	FOR	% FOR	AGAINST	% AGAINST	WITHHELD*
Rejected	937,562	0.50%	187,615,838	99.50%	704,205

* 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.