

Annual Meeting of Shareholders

April 24, 2025

Notice of Annual Meeting of the Holders
of Common Shares of National Bank of Canada

Management Proxy Circular



3 IMPORTANT DOCUMENTS



Notice of meeting

Informs you of the matters being submitted to a vote and where, when and how to vote.



Management Proxy Circular

The current document which provides information, before you vote, about the matters being submitted to a vote, the experience and competencies of director nominees, director compensation, executive compensation, and the Bank's governance practices.

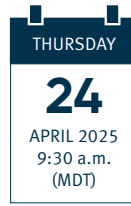


Voting form

Unable to attend the annual meeting of shareholders?
Vote using the forms received by mail or email.

NOTICE OF MEETING
to the annual meeting of
holders of common shares

NOTICE OF AVAILABILITY
of proxy-related materials



HYBRID MEETING



By live webcast at:
<https://www.icastpro.ca/upzaf1>



In person at:
Fairmont Palliser
133 9th Avenue SW
Calgary, Alberta, Canada

Join us at the **annual meeting of the holders of common shares** 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, 2024, and the independent auditor's report thereon	Section 1 of the Circular and the 2024 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 Board of directors of National Bank of Canada (the "Bank") 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

Vote now! It's simple.



We invite you to read our Circular before voting.

Consult the Circular at:
nbc.ca/investors or sedarplus.ca

Notice-and-access procedures

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

The notice-and-access procedures provide a quicker access to the Circular. As a result, you will not receive the Circular by mail unless you request it.

How to vote

Registered holders and beneficial owners holding shares on the record date, i.e., on February 24, 2025, at 5:00 p.m. (EST), are entitled to receive a notice of meeting and to cast one vote per share held, at the time of the meeting, subject to the restrictions set out in the Bank Act (Canada).

You are a **registered holder** when your shares are held directly in your name with Computershare Trust Company of Canada (“Computershare”), our transfer agent.

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

In order for you to exercise the voting rights attached to your Bank shares, you will receive by mail or email, a form of proxy or voting instructions form in addition to this notice of meeting.

For more information on how to vote, refer to [Section 1](#) of the Circular.

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 no later than **5:00 p.m. (EDT) on April 22, 2025.**

BENEFICIAL OWNER



VOTE via the voting instructions form

You must follow the instructions on your form of proxy 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, 2025,** for your vote to be processed before 5:00 p.m. (EDT) on, April 22, 2025. Please refer to the instructions on your voting instructions form.

If you prefer to exercise your voting right during the meeting or to appoint a proxyholder to represent you at the meeting and exercise your voting rights there, please refer to your form of proxy or your voting instructions form as well as to [Section 1](#) of the Circular.

Common shares outstanding on the record date

On the reference date for the annual meeting, i.e., February 24, 2025, there were 391,216,059 common shares of the Bank outstanding and conferring voting rights at this meeting, subject to the restrictions set out in the Bank Act (Canada).

How to 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		BENEFICIAL OWNER
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)	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.
Enter the 15-digit control number indicated on your form of proxy.		

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 11, 2025.

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 calendar days of receiving your request.

Who to 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 TMX Investor Solutions Inc., a proxy solicitation firm mandated by the Bank, at **1-800-864-1460** (toll-free in Canada and the United States) or 1-437-561-5062 (toll-free in other countries), or by email at: INFO_TMXIS@TMX.com.

How 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 beginning at 8:30 a.m. (MDT) on April 24, 2025. We recommend that you register in advance so that the meeting can begin promptly at 9:30 a.m. (MDT).

By order of the Board of directors,
Senior Vice President, Legal Affairs and Corporate Secretary,



Dominic Paradis

Montreal, February 24, 2025

THE BOARD'S PRIORITIES FOR 2025

The Board's primary responsibility is to ensure the Bank's sustainability and its ability to create long-term value for all stakeholders

Here are the Board's most important priorities for 2025:

- › Ensure a harmonious integration of the clients and employees of Canadian Western Bank (CWB) in order to offer them a first-class experience
- › Oversee the evolution of the strategic plan, including activities that foster an engaging culture and contribute to long-term profitability, as well as the impact of the socio-economic environment on our growth
- › Supervise the implementation of regulatory developments likely to affect the activities of the Bank and our subsidiaries, particularly in terms of extra-financial disclosure, risk management, and best governance practices
- › Monitor the evolution of the technology program, particularly investments aimed at accelerating digital transformation, strengthening cybersecurity and delivering quality client experiences

OUR ONE MISSION

We exist to have a **POSITIVE IMPACT** in people's lives.

By building **long-term relationships** with our clients, teams and communities.

People first.

Why do we need a One Mission?

Our One Mission is aligned with our continued efforts to drive social and economic development.

In response to changing trends in the banking industry, we've adopted a people first approach that will help us achieve our objectives and boost our collaboration with stakeholders.

How is our One Mission put into practice?

- › Through the experiences we want to deliver to our clients, our teams and the communities we serve.
- › Through behaviours that reflect our values: partnership, empowerment and agility.
- › Through the way employees work together to boost client satisfaction, team engagement and community involvement.
- › Through the initiatives we prioritize to have a positive impact.

Montreal, February 24, 2025



Robert Paré
Chair of the Board

Dear shareholder,

We cordially invite you to join the members of the Board of directors and the Executive Officers for the annual meeting of the holders of common shares of the Bank that will be held on April 24, 2025 in Calgary at 9:30 a.m. (MDT), or 11:30 a.m. (EDT). To allow all our shareholders to participate, we are offering the option to attend the meeting virtually or in person, in Calgary, where we have chosen to gather this year to meet our shareholders, clients and employees in Western Canada.



Laurent Ferreira
President and
Chief Executive
Officer

Your meeting – Your vote is important

At the meeting, we'll share our achievements and current projects with you. At the same time, the meeting is an opportunity for you to participate in the governance of your bank and to vote on matters that are important to you, including the election of directors. Your participation in the meeting is important to us and we encourage you to vote as soon as possible by one of the methods described in our Management Proxy Circular. We look forward to meeting you and answering your questions.

Strong performance and Canada-wide expansion

Lifted by a committed team, National Bank concluded its 2024 financial year with a strong performance. In a period of geopolitical and macroeconomic uncertainty and accelerated technological transformation, the Bank recorded another year of organic growth across all its operating sectors. Our ability to generate solid long-term returns stems from the disciplined execution of our strategic priorities, our diversified business model, our prudent approach to managing our capital, costs and risks, as well as the spirit of agility and collaboration embedded in our teams.

The year 2024 called for closer collaboration than ever between the Board, the Senior Leadership Team and many other executives and collaborators. The Bank's history has been enriched by the achievement of some remarkable milestones. Firstly, in September, the Bank inaugurated its new head office, National Bank Place, a pleasant meeting place for our clients and teams, as well as a stimulating working environment. Then, more recently, the Bank acquired Canadian Western Bank (CWB), a bank with a complementary geographical footprint and a human and entrepreneurial culture similar to our own. The year 2024 also saw key members be appointed to the Senior Leadership Team to support our strategic priorities, including the integration of CWB.

Governance practices

The Board is committed to adopting exemplary governance practices. The evolution of the Bank's strategy has led us to re-evaluate the composition of the Board to ensure that we meet present and future needs. It's in this context that Scott Burrows, President and Chief Executive Officer of Pembina Pipeline Corporation, joined the Board on August 1st. His skills reinforce the existing expertise of Board members. Following the acquisition of CWB, we were delighted to welcome to the Board, last February 3rd, Sarah Morgan-Silvester and Irfhan Rawji, formerly members of CWB's board of directors. Their knowledge of CWB's client base and the markets in which it operates will be invaluable assets to the Board as it oversees the integration of CWB's activities with those of the Bank. The composition of our Board is a key aspect of governance, and we are proud to have a strong and competent team.

Moving forward in 2025

Over the coming year, we will pursue our business objectives responsibly by focusing on areas in which we have expertise and can be competitive. We will be actively working on the integration of CWB's activities, which will strengthen our position as a leading bank in Canada.

In the current geopolitical and economic context, we want to reassure our clients and partners: you can always count on National Bank to support and advise you. Do not hesitate to contact our teams.

Furthermore, in 2025, the Board will continue to oversee the Bank's business strategy, while paying particular attention to the integration of CWB's activities, as well as to the oversight of financial and non-financial risks that require increasing attention. The Board will also pursue its dialogue with our stakeholders to discuss the issues that matter most to them. You can let us know what's important to you and your bank at the meeting or by e-mail at: boardofdirectors@nbc.ca.

After being present for over 165 years, we owe our success to the dedication and commitment of our teams, and to the trust placed in us by our clients and the communities in which we operate. The Bank is here first and foremost to support its stakeholders, and this is clearly reflected in our mission: to make a positive impact on people's lives by building long-term relationships.

Please accept our warmest greetings, and we hope you will be able to join us at the meeting.



Robert Paré
Chair of the Board



Laurent Ferreira
President and Chief Executive Officer

Caution Regarding Forward-Looking Statements

Certain statements made in this document are forward-looking statements. All such statements are made in accordance with applicable securities legislation in Canada and the United States. Forward-looking statements in this document may include, among others, statements made in our management messages and responses to shareholder proposals, as well as other statements with respect to the Bank's objectives, outlook and priorities for 2025 and beyond, its strategies and the measures it will take to achieve them, the regulatory environment in which it operates, its environmental, social and governance targets and commitments, the impacts and benefits of the acquisition of Canadian Western Bank (CWB), and certain risks to which the Bank is exposed. The Bank may also make forward-looking statements in other documents and regulatory filings, as well as orally. These forward-looking statements are typically identified by verbs or words such as "outlook", "believe", "foresee", "forecast", "anticipate", "estimate", "project", "expect", "intend" and "plan", in their future or conditional forms, notably verbs such as "will", "may", "should", "could" or "would", as well as similar terms and expressions.

These forward-looking statements are intended to assist the security holders of the Bank in understanding the Bank's financial position and results of operations as at the dates indicated and for the periods then ended, as well as the Bank's vision, strategic objectives, and performance targets, and may not be appropriate for other purposes. These forward-looking statements are based on current expectations, estimates, assumptions and intentions that the Bank deems reasonable as at the date thereof and are subject to inherent risks and uncertainty and risks, many of which are beyond the Bank's control. There is a strong possibility that the Bank's express or implied predictions, forecasts, projections, expectations or conclusions will not prove to be accurate, that its assumptions may not be confirmed, and that its vision, strategic objectives and performance targets will not be achieved. The Bank cautions shareholders that such forward-looking statements are not guarantees of future performance and that actual events or results may differ materially from these statements due to a number of factors. The Bank recommends that you not place undue reliance on forward-looking statements, as a number of factors could cause actual results to differ materially from the expectations, estimates or intentions expressed in these forward-looking statements. Shareholders and others who rely on the Bank's forward-looking statements should carefully consider the aforementioned factors as well as other uncertainties and potential risks, and the risk they entail. Except as required by legislation, the Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time, by it or on its behalf.

The forward-looking statements contained in this document are based on a number of assumptions and their future outcome is subject to a variety of risk factors, many of which are beyond the Bank's control and the impacts of which are difficult to predict. These risk factors include among others: the general economic and market conditions in Canada, the United States and other countries in which the Bank operates; measures affecting commercial relations between Canada and its partners, including the imposition of tariffs and the measures taken in response, as well as the possible impacts on our clients, our operations, and more generally, on the economy; fluctuations in foreign exchange rates and interest rates; inflation; global supply chain disruptions; rising financing costs and market volatility; changes to fiscal, monetary and other public policies; regulatory oversight and changes to regulations that affect the Bank's business; geopolitical and socio-political uncertainty; the Bank's ability to successfully integrate CWB, and potential undisclosed costs or liability associated with the acquisition; climate change, including physical and transitional risks related to the transition to a low carbon economy; the Bank's ability to meet stakeholder expectations on environmental and social issues; the need for active and continued stakeholder engagement; the availability of comprehensive, high-quality information from clients and other third parties, including greenhouse gas emissions; the Bank's ability to develop indicators to effectively monitor our progress; the development and deployment of new technologies and sustainable products; the Bank's ability to identify climate-related opportunities and to assess and manage climate-related risks; significant changes in consumer behaviour;

the housing situation, the real estate market and household indebtedness in Canada; the Bank's ability to achieve its key short-term priorities and long-term strategies; the timely development and launch of new products and services; the Bank's ability to attract and retain key resources; technological innovation, including open banking and the use of artificial intelligence; increased competition from established companies competitors offering non-traditional services; model risk, changes in the performance and creditworthiness of the Bank's clients and counterparties; the Bank's exposure to significant regulatory issues and litigation; changes in accounting policies used by the Bank to report its financial position, including the uncertainty related to assumptions and significant accounting estimates; changes in tax legislation in the countries where the Bank operates; changes to capital, capital and liquidity guidelines as well as to the instructions related to the presentation and interpretation thereof changes in the credit ratings assigned to the Bank' by financial and non-financial rating agencies; potential disruptions to key suppliers of goods and services to the Bank; third party risk, including the failure of third parties to fulfill their obligations to the Bank; the potential impacts of disruptions to the Bank's information technology systems due to cyberattacks and theft or disclosure of data, including personal information and identity theft; exposure to fraudulent activity; the possible impacts of major events on the Bank's economy, market conditions, or the Bank's outlook, including international conflicts, natural disasters, public health emergencies and measures taken in response to these events; and the ability of the Bank to foresee and successfully manage risks arising from all of the foregoing factors.

The foregoing list of risk factors is not exhaustive, and the forward-looking statements made in this document are also subject to credit risk, market risk, liquidity and funding risk, operational risk, regulatory compliance risk, reputational risk, strategic risk, and social and environmental risk, as well as certain emerging risks or risks deemed as significant. Additional information about these risk factors is provided in the "Risk Management" section of the [2024 Annual Report](#) and may be updated in the quarterly shareholders' report subsequently published.

The information contained in the various documents, policies or reports published by the Bank or available on the Bank's website and referred to in this document is not and should not be considered to be incorporated by reference in the Management Proxy Circular, unless expressly stated otherwise.

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Glossary

CSA: Canadian Securities Administrators

Other Executive Officers: Means all Executive Officers except for the President and Chief Executive Officer

OSFI: Office of the Superintendent of Financial Institutions of Canada

AC: Audit Committee of the Board

RMC: Risk Management Committee of the Board

Board: Board of directors of the Bank

CRCGC: Conduct Review and Corporate Governance Committee of the Board

HRC: Human Resources Committee of the Board

TC: Technology Committee of the Board

CWB: Canadian Western Bank

ESG: Environmental, Social and Governance

Management: Means Executive Officers and Officers combined

Officers: Means the officers of the Bank other than the Executive Officers

Executive Officers or Senior Leadership Team: Means the President and Chief Executive Officer as well as all Executive Vice Presidents

Board members: Means the directors serving on the Board of the Bank.

* Unless otherwise indicated, the terms “NBC”, “Bank”, “we”, “us” and “our” refer to National Bank of Canada, “share” refers to common share, “shareholder” refers to holders of common shares, “meeting” refers to annual meeting of shareholders.

The information provided in this Management Proxy Circular is as at February 24, 2025.
All amounts are expressed in Canadian dollars unless otherwise indicated.

1.

Agenda and Voting Information

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References

The Majority Voting Policy is available under “Board of directors” on nbc.ca/governance.

The 2024 Annual Information Form is available on nbc.ca/investors.

Glossary

Computershare: Computershare Trust Company of Canada

Deloitte: Deloitte LLP

Registered holder or registered shareholder: You are a registered shareholder when your shares are held directly in your name with Computershare, our transfer agent. You have received a form of proxy.

Beneficial owner or non-registered shareholder: You are a non-registered shareholder when your shares are held through an intermediary such as a securities broker, trustee or financial institution. You have received a voting instructions form from your intermediary.

AGENDA OF THE ANNUAL MEETING OF THE HOLDERS OF COMMON SHARES

1 Receive the consolidated financial statements and the independent auditor's report

Our consolidated financial statements for the fiscal year ended October 31, 2024, and the independent auditor's report thereon are an integral part of our 2024 Annual Report, which is available on nbc.ca/investors and sedarplus.ca.

2 Election of directors

We ask you to vote on the 16 candidates proposed as Board members. As at February 24, 2025, these candidates are all current Board members. Scott Burrows was appointed as a director of the Bank on August 1, 2024. Sarah Morgan-Silvester and Irfhan Rawji were appointed directors of the Bank on February 3, 2025, appointed by CWB pursuant to the terms of the definitive agreement between the Bank and CWB. A summary of the professional experience of each candidate for election is presented in [Section 2](#) of the Circular.

Each director elected at the meeting will hold office until his or her resignation, until the election or appointment of his or her replacement, or until the close of the next annual meeting of holders of common shares.

The election of directors will be conducted in accordance with our [Majority Voting Policy](#). For more information, refer to [page 78](#) in [Section 5](#) of the Circular.

The Board recommends voting FOR each of the director nominees.

3 Advisory vote on the Board's approach to executive compensation

As part of an ongoing dialogue between shareholders and the Board, you are being asked to vote on the advisory resolution regarding the Board's approach to executive compensation.

The Board, assisted by its Human Resources Committee, is responsible for setting the objectives and establishing the principles underlying the approach to executive compensation. The Board's objective is to provide shareholders with clear information on the key components of executive compensation and on how its approach supports the Bank's strategic objectives.

By putting its executive compensation approach to an advisory vote, the Board is demonstrating its commitment to shareholders, while recognizing its responsibility for executive compensation decisions. The Board considers it crucial for shareholders to be well-informed and to fully understand the principles on which its compensation decisions are based.

Last year, 178,618,624 (i.e., 96.14%) of the shares voted were in favour of our approach to executive compensation and, over the past five years, our approach has always received the approval of at least 92.68% of the votes cast.

The resolution to be submitted to a vote is as follows:

“IT IS RESOLVED:

THAT on an advisory basis and not to diminish the roles and responsibilities of the Board of directors of the Bank, the holders of common shares accept the approach to executive compensation disclosed in National Bank of Canada’s Management Proxy Circular delivered in advance of the annual meeting of the holders of common shares to be held in 2025.”

The above advisory resolution on which shareholders are asked to vote is not binding on the Board. However, the Board will consider the results of the vote when reviewing its approach to executive compensation.

For more information about the Board’s approach to executive compensation, refer to [Section 6](#) of the Circular.

Shareholders who have concerns or questions about the Board’s approach to executive compensation may contact the Board by email at boardofdirectors@nbc.ca, or by mail c/o: the Senior Vice President, Legal Affairs and Corporate Secretary, National Bank of Canada, 800 Saint-Jacques Street, Montreal, Quebec, H3C 1A3 Canada.

The Human Resources Committee and the Board recommend voting FOR the advisory resolution on the Board’s approach to executive compensation.

4 Appointment of the independent auditor

We ask you to vote on the appointment of the independent auditor. During fiscal 2024, the Audit Committee conducted its annual assessment of the performance and service quality of professional chartered accounting firm Deloitte, in its capacity as independent auditor of the Bank. This assessment was based, among other factors, on the audit plan submitted, the risk areas identified, the nature of the work done by Deloitte and the reports presented to the Audit Committee.

Given the satisfactory results of this assessment, the Audit Committee and the Board believe that Deloitte is the best choice in the interests of the Bank and its shareholders.

In addition to the Audit Committee’s oversight of the auditor’s performance and independence, Deloitte also conducts an annual self-assessment and reports to the Audit Committee on, among other things, its internal quality control practices, procedures for ensuring independence, and business relationships with the Bank. Furthermore, the Audit Committee carries out, at least every five years, a complete evaluation of the independent auditor in accordance with the recommendations of CPA Canada and the Canadian Public Accountability Board. The last full assessment was completed in 2021.

Deloitte has been one of the Bank’s audit firms since 1993 and became the Bank’s sole independent auditor in 2003. Deloitte’s long-term commitment has several advantages, including improving the quality of the audit thanks to its undeniable knowledge of the Bank’s activities, its policies, practices and internal controls, which allows for a more effective and efficient audit. Furthermore, diligent monitoring and periodic evaluations support an informed decision on the selection of the Bank’s independent auditor, rather than relying exclusively on a term limit.

The Bank’s Audit Committee has put in place guidelines relating to the management of the services provided by the independent auditor in order to maintain its independence, which is essential to ensuring the smooth functioning of the Bank’s operations and maintaining the confidence of its shareholders, investors and the general public. These guidelines are developed by taking into consideration the regulatory framework that governs the Bank and the independent auditor, and which also governs, among other things, the authorized services, granting conditions, as well as the rotation of associates.

For more information, refer to the “Guidelines for the Management of Services Provided by the Independent Auditor” section of the [2024 Annual Information Form](#).

Last year, 170,083,113 shares (i.e., 91.16%) were voted in favour of the appointment of Deloitte as independent auditor.

Independent auditor fees

Each year, the Audit Committee recommends to the Board that it approve the fees to be paid to the independent auditor and the budget envelopes established under the Guidelines for the Management of Services Provided by the Independent Auditor. The following table details fees billed by Deloitte to the Bank and to its subsidiaries for various services rendered during the past two fiscal years.

	2024	2023
	(\$)	(\$)
Audit fees ⁽¹⁾	6,875,018	5,800,000
Fees for audit related services ⁽²⁾	5,006,482	5,095,704
Subtotal	11,881,500	10,895,704
Fees for taxation services ⁽³⁾	109,613	177,936
Other fees ⁽⁴⁾	1,283,826	535,625
Total	13,274,939	11,609,265

- (1) The audit fees include fees for services related to the audit of the consolidated financial statements of the Bank and the financial statements of its subsidiaries or other services normally provided by the independent auditor in connection with statutory or regulatory filings or engagements required by applicable legislation. They also include fees for examining the Bank’s interim condensed consolidated financial statements.
- (2) Fees for audit-related services include fees for comfort letters, statutory audits, certification services, consents, assistance with the preparation and review of documents filed with regulators, the interpretation of accounting and financial reporting standards and the translation of reports to shareholders and related services performed by the Bank’s independent auditor. They also include fees for accounting consultations in connection with acquisitions and divestitures and internal control reviews.
- (3) Taxation service fees include fees for assistance in tax planning, during restructurings and when taking a tax position, as well as fees for the preparation and review of income and other tax returns and tax opinions.
- (4) All other fees include fees relating to project consulting services, risk management services and consultations related to acquisitions.

The Audit Committee and the Board recommend voting FOR the appointment of Deloitte as independent auditor of the Bank for the fiscal year beginning November 1, 2024, and ending October 31, 2025.

5 Shareholder proposals

This year, we have received, within the prescribed time limits, proposals from two shareholders, of which five are submitted to shareholder vote. For full details on these proposals, refer to [Section 7](#).

The Board recommends voting AGAINST the proposals submitted to shareholder vote.

DELIVERY OF MEETING DOCUMENTS

Notice-and-access procedures

In compliance with securities regulations and with the authorization of the Office of OSFI, we have chosen to adhere to the notice-and-access procedures applicable to delivery of the Circular issued by the Bank's Management for the purposes indicated in the notice of meeting, for use at the hybrid meeting.

If you are a registered shareholder or non-registered shareholder of common shares of the Bank as of February 24, 2025, at 5:00 p.m. (EST), you will receive a notice explaining how to access this Circular online instead of receiving it by mail.

You will still receive by mail the notice of meeting, as well as a form of proxy or voting instructions form allowing you to exercise the voting rights attached to your shares. This notice of meeting will explain how to view the Circular online and how to obtain a printed copy.

Who can answer questions about the notice-and-access procedures?

If you have any questions about the meeting or the notice-and-access procedures, you may contact TMX Investor Solutions Inc., a proxy solicitation firm mandated by the Bank, at **1-800-864-1460** (toll-free in Canada and the United States) or 1-437-561-5062 (toll-free in other countries), or by email at: INFO_TMXIS@TMX.com.

How to sign up for e-delivery

We encourage you to use electronic delivery (e-delivery) to receive the Circular and the Bank's other continuous disclosure documents, including annual and interim reports. You will be notified via email when a new document is made available, at which time it can be consulted or downloaded through nbc.ca/investors.

REGISTERED SHAREHOLDER

By following the instructions on computershare.com/ca/en

NON-REGISTERED SHAREHOLDER

Via proxyvote.com using the control number appearing on their voting instructions form or, after the meeting, by obtaining a unique registration number from the intermediary.

Benefits of the notice-and-access procedure and e-delivery

By signing up for e-delivery, you will receive your documents faster.





The electronic documents offer you a user-friendly consultation as well as a quick and easy access to a wealth of information thanks to their many hyperlinks.

How to access documents online

The documents relating to the meeting can be found on nbc.ca/investors and sedarplus.ca.

How to 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 SHAREHOLDER	NON-REGISTERED SHAREHOLDER
  <p>Before the meeting, call 1-866-962-0498 (toll-free in Canada and the United States) or 1-514-982-8716 (other countries)</p> <p>After the meeting, call 1-866-964-0492 (toll-free in Canada and the United States) or 1-514-982-8714 (other countries)</p> <p>Enter the 15-digit control number indicated on your form of proxy when required.</p>	 <p>At any time, dial 1-877-907-7643 (toll-free in Canada and the United States) or</p>  <p>go to proxyvote.com and enter the 16-digit control number shown on your voting instructions form.</p>

INFORMATION RELATING TO THE MEETING

How to attend the meeting

The meeting will be held on Thursday, April 24, 2025, at 9:30 a.m. (MDT) and will take place in a hybrid format. Therefore, you are invited to attend in person by going to the [Fairmont Palliser located at 133 9th Avenue SW, Calgary, Alberta, Canada](#) or by live webcast accessible directly online as of 8:30 a.m. (MDT) at <https://www.icastpro.ca/upzaf1>, as well as for any reconvening of the meeting in case of an adjournment. You can take part, vote and ask or submit your questions during the meeting.

Refer to the code of procedure of the meeting available on nbc.ca/investors to obtain more information on how to attend the meeting in person or online and on how to ask or submit questions before and during the meeting.

A recording of the meeting will be available for viewing on nbc.ca/investors until the next annual meeting.

If you opt for in-person attendance at the meeting, we invite you to visit nbc.ca/investors to obtain further details on how to attend.

VOTING INFORMATION

Who can vote

If you held shares of the Bank on February 24, 2025, at 5:00 p.m. (EST), you are entitled to receive the notice of meeting and to vote at the meeting. Each of your shares entitle you to cast one vote on each item listed in the notice of meeting.

You may exercise your voting rights before or during the meeting. The modalities of your voting rights depend on whether you are a registered shareholder or a non-registered shareholder. On February 24, 2025, there were 391,216,059 common shares of the Bank outstanding and conferring voting rights at the meeting.

Who is not entitled to vote

However, except for certain exceptions under the Bank Act (Canada), it is prohibited to exercise voting rights attached to shares of the Bank that are beneficially owned by:

- › the Government of Canada or a province;
- › the government of a foreign country or of any political subdivision of a foreign country;
- › an agency of any of these entities;
- › a person who has acquired more than 10% of a class of Bank shares without the approval of the Minister of Finance (Canada);
- › a person who holds a significant interest in a class of shares of another widely held bank or bank holding corporation with equity of \$12 billion or more; or
- › a person, either alone or in conjunction with any entity controlled by that person, if the person's shareholdings entitle the person to vote on a particular matter within a vote of shareholders and those shares in the aggregate entitle the person to more than 20% of the eligible votes.

As of February 24, 2025, Management and the Board are not aware of any person who owns or exercises control or direction over more than 10% of the outstanding shares.

How to vote

You can vote in three ways: by proxy before the meeting, in person or online at the meeting.

REGISTERED SHAREHOLDER

Vote by form of proxy before the meeting

If you wish to exercise your voting rights before the meeting is held, you may give your instructions using one of the following methods:



Go to www.investorvote.com and enter your 15-digit control number listed on your form of proxy.



Send your form of proxy duly completed, signed and dated on the back, by fax to **1-866-249-7775** (toll-free in Canada and the United States) or 1-416-263-9524 (other countries)

or



Using the envelope provided, send the duly completed, signed and dated on the back, form of proxy by mail to **100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1.**

Vote in person at the meeting

If you would like to exercise your voting rights during the meeting, please register with Computershare when you arrive at the **Fairmont Palliser located at 133 9th Avenue SW, Calgary, Alberta, Canada.**

NON-REGISTERED SHAREHOLDER

Vote by voting instructions form before the meeting

If you wish to exercise your voting rights before the meeting is held, you may give your instructions using one of the following methods:



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



Call
1-800-474-7501 (French) or
1-800-474-7493 (English)

or



Using the envelope provided, send the duly completed, signed and dated on the back, voting instructions form by mail.

Vote in person at the meeting

If you would like to exercise your voting rights during the meeting, please follow the steps below:

1. Identify yourself as a proxyholder by entering your name in the space provided on the voting instructions form you received by mail or email, as applicable.

Note: Do not complete the section of the form on voting rights, as your vote will be taken during the meeting.

2. Return the voting instructions form according to the instructions provided thereon no later than **5:00 p.m. (EDT) on April 21, 2025**, in order for your form to be processed before 5:00 p.m. (EDT) on April 22, 2025.

1. Agenda and Voting Information

REGISTERED SHAREHOLDER**Vote online during the meeting**

The link will become accessible one hour before the meeting.

Note: Make sure to have on hand your 15-digit control number, which can be found on the form of proxy that you received beforehand by mail or email.

1. Go to: <https://www.icastpro.ca/upzaf1>
2. Click on “Login” and enter your 15-digit control number as a user and the following password: “bnc2025” (case-sensitive)

NON-REGISTERED SHAREHOLDER**Vote online during the meeting**

If you would like to exercise your voting rights online during the meeting, you will need to follow these steps:

1. Identify yourself as a proxyholder by entering your name in the space provided on the voting instructions form you received by mail or email, as applicable.

Note: Do not complete the section of the form on voting rights, as your vote will be taken during the meeting.

2. Return the voting instructions form according to the instructions provided thereon no later than **5:00 p.m. (EDT) on April 21, 2025**, in order for your form to be processed before 5:00 p.m. (EDT) on April 22, 2025.
3. Register as a proxyholder with Computershare by going to <http://www.computershare.com/nationalbank> no later than **5:00 p.m. (EDT) on April 22, 2025**.

Note: If you omit any of these steps, you will not receive the information you need to vote at the meeting.

4. Computershare will send you a new control number by email that will allow you to vote online.

On the day of the meeting, the link will become accessible one hour before the meeting.

Note: Make sure to have on hand the control number received by email from Computershare.

1. Go to: <https://www.icastpro.ca/upzaf1>
2. Click on “Login” and enter your control number received from Computershare as a user and the following password: “bnc2025” (case-sensitive)

How to appoint a proxyholder

You may appoint a proxyholder to represent you at the meeting and to exercise your voting rights there.

The proxyholders already designated in the form of proxy or voting instructions form are Board members. If you wish to appoint as your proxyholder a person other than those whose names are printed on the form of proxy or voting instructions form, you may do so by striking out the names appearing thereon and inserting such other person's name in the blank space provided.

If the registered shareholder or non-registered shareholder is a business corporation or a corporate entity, the form of proxy or voting instructions form must be signed by a duly authorized officer or agent of said registered holder or beneficial owner. Your proxyholder need not be a holder of shares of the Bank.

Securities brokers and other intermediaries and their duly authorized agents are however prohibited from exercising the voting rights attached to your shares on your behalf unless you specifically instruct them to do so.

In order to appoint a proxyholder, please follow the instructions below:

REGISTERED SHAREHOLDER

Vote in person at the meeting

1. Identify your proxyholder by entering his or her name in the section provided on the form of proxy you received by mail or email.
2. Return your form of proxy no later than **5:00 p.m. (EDT) on April 22, 2025**, using one of the methods indicated in Option 1 on page 13 (by web, fax or mail).

Vote online at the meeting

If your proxyholder wishes to vote online, in addition to the first two steps:

3. Register your proxyholder with Computershare by going to <http://www.computershare.com/nationalbank> no later than **5:00 p.m. (EDT) on April 22, 2025**.
4. Computershare will send your proxyholder a new control number by email that will allow them to represent you and vote online.

NON-REGISTERED SHAREHOLDER

Vote in person at the meeting

1. Identify your proxyholder by entering his or her name in the section provided on the voting instructions form you received by mail or email.
2. Return the voting instructions form according to the instructions provided thereon no later than **5:00 p.m. (EDT) on April 21, 2025**, in order for it to be processed before 5:00 p.m. (EDT) on April 22, 2025.

Vote online at the meeting

If your proxyholder wishes to vote online, in addition to the first two steps:

3. Register your proxy with Computershare by going to <http://www.computershare.com/nationalbank> no later than **5:00 p.m. (EDT) on April 22, 2025**.
4. Computershare will send your proxyholder a new control number by email that will allow them to represent you and vote online.

Whether you are a registered shareholder or a non-registered shareholder, if you omit any of these steps, your proxyholder will not receive the information needed to represent you and vote at the meeting.

How your proxyholder will exercise the voting rights attached to your shares

The proxyholder will act in accordance with the instructions that you have carefully specified in the form of proxy or voting instructions form.

If no voting instructions are given, the directors of the Bank previously designated as proxyholders on the form of proxy or voting instructions form will exercise the voting rights attached to your shares as follows:

Matters set out in the notice to the annual meeting of shareholders	Vote
Election of the director nominees	FOR
Board's approach to executive compensation	FOR
Appointment of Deloitte as independent auditor	FOR
Proposals submitted to a vote by a shareholder and reproduced in Section 7 of the Circular	AGAINST

If no instructions are given, any other proxyholder will have discretionary authority when exercising the voting rights attached to your shares concerning these matters.

What happens if there is a change to the agenda

Your proxyholder has discretionary authority with respect to any amendments or changes proposed at the meeting to the matters set out in the notice of meeting and with respect to any other business that may properly come before the meeting. However, they may only submit a vote relating to the appointment of an independent auditor or the election of a director whose appointment or election is proposed in the form of proxy, the voting instructions form or the Circular.

On the date of the Circular, we are not aware of any amendment or other matter that will be duly presented at the meeting.

How to revoke a proxy

If you change your mind, you may revoke your proxy or voting instructions as follows:

REGISTERED SHAREHOLDER	NON-REGISTERED SHAREHOLDER
<ul style="list-style-type: none">› By delivering a written notice to this effect, signed by you or by your duly authorized agent, to c/o: Senior Vice President, Legal Affairs and Corporate Secretary, the contact information for which is provided in Section 8 of the Circular, no later than the last business day preceding the date of the meetings or prior to any reconvening thereof in case of an adjournment;› By voting again virtually on the day of the meeting or, if adjourned, any reconvening thereof; or› By completing, signing and returning to Computershare, in the manner set out on the form of proxy, a new form of proxy bearing a later date than the form already returned.	<ul style="list-style-type: none">› By following the procedure specified by your securities broker.

How the Bank solicits proxies

Proxies will be solicited by regular or electronic mail, by telephone or in person. Proxies will be solicited by employees, the Senior Leadership Team, Officers, or directors of the Bank or by representatives of TMX Investor Solutions Inc. The Bank estimates that it will pay approximately \$33,000 in fees to TMX Investor Solutions Inc. for such services.

Certain beneficial owners may be contacted by TMX Investor Solutions Inc. and receive assistance to conveniently exercise their voting rights directly by telephone using the QuickVote™ service of Broadridge Investor Communications Corporation.

How the Bank ensures voting confidentiality

To protect the confidential nature of voting, the votes exercised by registered shareholders are received and compiled for the meeting by Computershare, the Bank's registrar and transfer agent, while the votes cast by beneficial owners are compiled and submitted by intermediaries to Computershare. Computershare submits a copy of a form of proxy to the Bank only when a shareholder clearly wishes to express a personal opinion to Management or when necessary to comply with legal requirements.

Where to consult the voting results

Following the meeting, the Bank will promptly issue a press release on the voting results. You will be able to see these results directly on nbc.ca/investors or sedarplus.ca.

2.

Director Nominees

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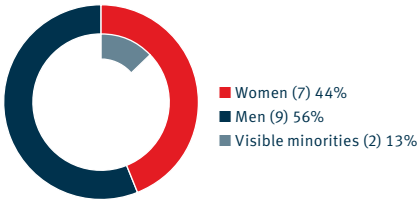
2. Director Nominees

This section provides information about each of the nominees proposed for election to the Bank’s Board. This information includes a summary of their professional experience, their competencies, the Board’s position on each nominee, their participation in one or more Board committees, their attendance at meetings during the past fiscal year as well as the public corporations on whose boards they currently serve or have served in the past five years.

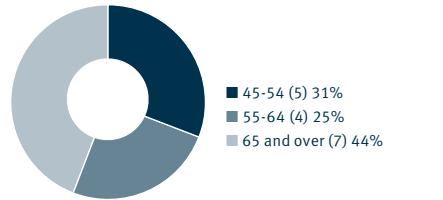
Data points on Board composition

The data presented below represents the main characteristics of the Board’s composition if each of the nominees for directorship is elected by the shareholders at the meeting:

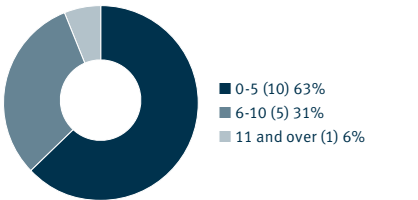
Gender and diversity



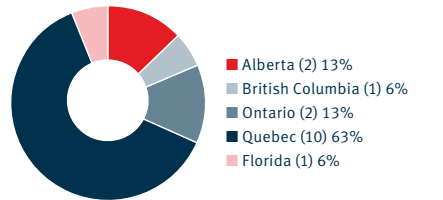
Age



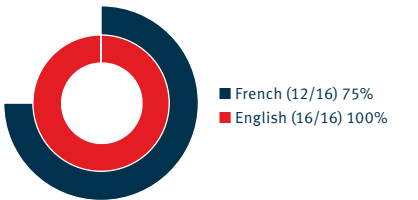
Number of years in a directorship



Geographic representation



Language proficiency



Average director tenure



2. Director Nominees

Director nominees at a glance

You are invited to elect the 16 nominees who will compose the Board. For further information on the composition of the Board, refer to [Section 5](#) of the Circular.

Nominees standing for election	Age	Board member since	Main occupation	Independent	Committees	Board and committee attendance in 2024 ⁽¹⁾	Other directorships on public corporations ⁽²⁾
Pierre Blouin	67	September 2016	Corporate director	✓	AC HRC TC ^(C)	95.35%	• Fortis Inc.
Pierre Boivin	71	April 2013	Vice Chair of the board of directors and Special Advisor of Claridge Inc.	✓	HRC ^(C)	100%	• Metro Inc.
Scott Burrows	45	August 2024	President and Chief Executive Officer of Pembina Pipeline Corporation	✓	AC	100%	• Pembina Pipeline Corporation
Yvon Charest	68	April 2020	Corporate director	✓	RMC CRGC ^(C) HRC	100%	–
Patricia Curadeau-Grou	69	April 2019	Corporate director	✓	AC RMC ^(C) TC	100%	–
Laurent Ferreira	54	February 2021	President and Chief Executive Officer of the Bank	–	–	100%	–
Annick Guérard	54	April 2023	President and Chief Executive Officer of Transat A.T. Inc.	✓	TC	93.94%	• Transat A.T. Inc.
Karen Kinsley	68	December 2014	Corporate director	✓	RMC CRGC	100%	• Choice Properties Real Estate Investment Trust • Saputo Inc.
Lynn Loewen	63	April 2022	Corporate director	✓	AC ^(C) RMC TC	100%	• Kinaxis Inc. • Emera Incorporated
Rebecca McKillican	45	October 2017	Corporate director	✓	AC HRC TC	100%	–
Arielle Melou-Wechsler	57	April 2024	Executive Vice President, Chief Human Resources Officer and Public Affairs of Air Canada	✓	HRC	100%	• Element Fleet Management Corp.
Sarah Morgan-Silvester	65	February 2025 ⁽³⁾	Corporate director	✓	RMC CRGC	–	• NAV CANADA
Robert Paré	70	April 2018	Chair of the Board	✓	CRGC	100%	• AtkinsRéalis Group Inc.
Pierre Pomerleau	61	April 2023	Executive Chair of the board of directors of Pomerleau Inc.	✓	RMC	91.43%	• Richelieu Hardware Ltd.
Irfhan Rawji	46	February 2025 ⁽⁴⁾	Managing Partner at Relay Ventures and Co-founder and Managing Partner at Realize Capital Partners	✓	TC	–	–
Macky Tall	56	April 2021	Senior Advisor to The Carlyle Group Inc.	✓	RMC CRGC	94.74%	• WSP Global Inc.

(C) Chair of the committee

- (1) During the fiscal year, the Board met 25 times, including ten Board meetings convened outside the regular schedule, notably in the context of the acquisition of CWB.
- (2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.
- (3) Sarah Morgan-Silvester was appointed a director upon closing of the Bank's acquisition of CWB and was appointed a member of the Risk Management Committee and the Conduct Review and Corporate Governance Committee on February 3, 2025.
- (4) Irfhan Rawji was appointed a director upon closing of the Bank's acquisition of CWB and was appointed a member of the Technology Committee on February 3, 2025.

Skills within the Board

The Board is composed of members who possess extensive experience and complementary knowledge.

Each year, nominees assess their knowledge and skills related to the Bank's activities and the market in which it operates, in addition to their level of knowledge or experience on various topics relevant to their role.

Such knowledge, skills, expertise and experiences may have been acquired through their education, their career or through their experience serving on the board of directors of other corporations.

The skills matrix grid presented on the following page indicates the range of skills sought by the Bank and the Board, and why they are relevant to the Board.

Each nominee's four main skills are listed in their respective profiles on the following pages.

For more information on the sought-after skills and aptitudes by the Board, refer to [Section 5](#) of the Circular.

2. Director Nominees



Skills matrix grid

Strategic Leadership/Entrepreneurship

This experience, acquired in particular as a senior executive of a major corporation, enables to advise the leadership team on the Bank’s strategic orientations and assess its performance.



Governance/Corporate Culture

Knowledge of best governance practices as well as experience implementing a corporate culture based on integrity, transparency as well as corporate and social responsibility enable the Board to be effective in its role and promote our One Mission.



Audit/Finance

Understanding of accounting principles, experience in financial resources management, presentation of financial information and internal controls are required to ensure the Bank’s financial soundness.



Employee Experience/Executive Compensation

Knowledge of social measures and practices surrounding the management of human capital, such as compensation, employee benefits, recruitment and talent management, is crucial to fostering employee well-being, inclusion, equity, diversity and retention.



Risk Oversight

Knowledge of financial and non-financial risks as well as experience managing these risks through identification, measurement and control are crucial to understanding the challenges we are facing.



**Environmental Responsibility/
Sustainable Development**

Understanding sustainable development factors as well as environmental issues, including climate risks, and the regulatory framework surrounding them is essential to overseeing the Bank’s climate strategy.



Financial/Banking Services

Understanding of the development and exploitation of financial and banking products and services is required to oversee and judiciously advise the Bank with its business strategy.



Client Experience

Experience with client relationships, such as developing and implementing strategies to improve experience with client relationships, such as customer satisfaction, deploying digital solutions and creating marketing campaigns, helps guide the Bank in its efforts to retain and develop its client base.



Financial Markets

Understanding markets, investment banking and financial services tailored for large companies, public agencies or institutional investors is useful to advise the leadership team on these important activities for the Bank.



Legal Affairs/Public Policy

Experience in public policy or as a legal advisor for a large company or law firm helps guide us in the complex regulatory environment in which we operate.



Information Technology

Knowledge of information and emerging technologies, cybersecurity and data management is relevant in order to measure risks and opportunities, oversee technology strategy and ensure sound integration of these technologies into our activities.



2. Director Nominees

The Board recommends that shareholders vote **FOR** the election of all nominees.

Pierre Blouin



Independent

Age 67
Quebec, Canada

- Director since September 2016
- Voting results in 2024: 99.54% (184,924,860) FOR

Main competencies:

- Audit/Finance
- Strategic Leadership/Entrepreneurship
- Information Technology
- Client Experience

POSITION OF THE BOARD

The Board benefits from Pierre Blouin's directorship given his extensive knowledge and experience in client experience and in information technology that he has acquired during his 20-plus-year career in telecommunications companies. His strong skillset is a major asset to the Board and to the committees on which he serves.

Roles on the Board

Meetings attended (in the past fiscal year)

Member of the Board	23/25	92%
Member of the AC	6/6	100%
Member of the HRC	6/6	100%
Chair and member of the TC	6/6	100%
Total	41/43	95.35%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Corporate director

Professional experience

- Chief Executive Officer of Manitoba Telecom Services Inc. from 2005 to 2014
- Group President, Consumer Markets of Bell Canada from 2003 to 2005, Chief Executive Officer of BCE Emergis Inc. from 2002 to 2003 and President and Chief Executive Officer of Bell Mobility Inc. from 2000 to 2002

Academic background and distinctions

- Bachelor of Business Administration with a specialization in Finance and Marketing from HEC Montréal
- Fellow Supply Chain Management Professional (FSCMP) from Supply Chain Canada Association

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of Teleco Inc. and Chair of the Human Resources Committee from 2019 to 2024
- Member of the board of directors of the Montreal Heart Institute Foundation since 2015, Chair of the Information Technology Committee and member of its Executive Committee since June 2017, served on the Audit Committee from June 2015 to June 2017

Public corporations⁽¹⁾

Director (in the past five years)

Fortis Inc. 2015 to date

Roles on boards and committees (as at the date of the Circular)

- Member of the Governance and Sustainability Committee
- Member of the Human Resources Committee

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Pierre Boivin**Independent**

Age 71
Quebec, Canada

- Director since April 2013⁽¹⁾
- Voting results in 2024: 97.82% (181,735,714) FOR

Main competencies:

- Strategic Leadership/Entrepreneurship
- Employee Experience/Executive Compensation
- Client Experience
- Information Technology

POSITION OF THE BOARD

Pierre Boivin provides the Board with extensive experience as a director of public and private corporations, particularly in strategic planning, corporate governance and technology development. In addition, his solid knowledge of human resources principles and practices is a major asset to the Board and to the committee he chairs.

Roles on the Board**Meetings attended (in the past fiscal year)**

Member of the Board	25/25	100%
Chair and member of the HRC	6/6	100%
Total	31/31	100%

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- Vice Chair of the board of directors and Special Advisor of Claridge Inc. since 2024

Professional experience

- President and Chief Executive Officer of Claridge Inc. from 2011 to 2024
- President and Chief Executive Officer of the Club de hockey Canadien, Inc., the Bell Centre and evenko from 1999 to 2011

Academic background and distinctions

- Studies in commerce at McGill University
- Honorary Doctorate from Université de Montréal in recognition of his contribution to the development of the sports industry and of his community engagement
- Companion of the Order of Canada
- Knight of the Ordre national du Québec
- Institute of Corporate Directors, ICD.D designation

Boards and committees of private corporations or public interest organizations

- Chancellor of McGill University since 2024
- Chair of the board of directors of MILA – Institut québécois d'intelligence artificielle since 2018 and member of the board of directors since 2017
- Chair of the board of directors, member of the HR & Governance Committee and member of the Audit & Finances Committee of Groupe Solotech Inc. since 2017
- Member of the board of directors of CH Group Inc. since 2011
- Member of the board of directors of Claridge Inc. since 2011
- Founder and Chair of the board of directors of the Montreal Canadiens Children's Foundation since 2000

Public corporations⁽²⁾**Director (in the past five years)****Roles on boards and committees (as at the date of the Circular)**

Metro Inc.	2019 to date	<ul style="list-style-type: none"> • Chair of the board of directors • Member of the Governance and Corporate Responsibility Committee
Canadian Tire Corporation Limited	2013 to 2020	–

(1) Refer to page 77 in Section 5 of the Circular for further information.

(2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Scott Burrows

**Independent**

Age 45
Alberta, Canada

- Director since August 2024
- New nominee

Main competencies:

- Strategic Leadership/Entrepreneurship
- Financial Markets
- Audit/Finance
- Employee Experience/Executive Compensation

POSITION OF THE BOARD**Roles on the Board****Meetings attended (in the past fiscal year)**

Scott Burrows brings to the Board a wealth of experience and knowledge of financial markets, including capital markets, investment banking and mergers and acquisitions. His financial expertise is also an important asset for the Board and the committee of which he is a member.

Member of the Board	5/5	100%
Member of the AC	3/3	100%
Total	8/8	100%

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- President and Chief Executive Officer of Pembina Pipeline Corporation since 2022

Professional experience

- Interim President and Chief Executive Officer of Pembina Pipeline Corporation from 2021 to 2022
- Chief Financial Officer of Pembina Pipeline Corporation from 2015 to 2021

Academic background and distinctions

- Bachelor of Commerce from the University of British Columbia
- Winner of the Alberta Chamber of Resources' Resource Leader Award in 2024
- Winner of the Canada Top 40 Under 40 in 2017
- Winner of Avenue Calgary's Top 40 under 40 in 2015
- Member of the Institute of Corporate Directors
- Member of the Chartered Financial Analyst (CFA®) Institute

Boards and committees of private corporations or public interest organizations

- Member of the board of directors and member of the Audit Committee of the Rundle College Society since 2018
- Member of the board of directors of the Kids Up Front Calgary Foundation from 2011 to 2016

Public corporations⁽¹⁾

Director
(in the past five years)

Roles on boards and committees
(as at the date of the Circular)

Pembina Pipeline Corporation 2022 to date

–

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Yvon Charest

**Independent**

Age 68
Quebec, Canada

- Director since April 2020
- Voting results in 2024: 98.78% (183,522,504) FOR

Main competencies:

- Audit/Finance
- Risk Oversight
- Governance/Corporate Culture
- Strategic Leadership/Entrepreneurship

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)	
Yvon Charest provides the Board with extensive knowledge in the area of financial services. His experience in risk management and in implementing a culture of transparency in a large public corporation is a major asset to the Board and to the committees on which he serves.	Member of the Board	25/25	100%
	Member of the RMC	10/10	100%
	Chair and member of the CRCGC	5/5	100%
	Member of the HRC	6/6	100%
	Total	46/46	100%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Corporate director

Professional experience

- President and Chief Executive Officer of Industrial Alliance, Insurance and Financial Services Inc. from 2000 to 2019

Academic background and distinctions

- Bachelor of Actuarial Science from Université Laval
- Honorary Doctorate in Administrative Sciences from Université Laval
- Fellow and recipient of the President's Award from the Canadian Institute of Actuaries (FCIA)
- Fellow of the Society of Actuaries (FSA)
- Officer of the Order of Canada
- Officer of the Ordre national du Québec

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of iA American Life Insurance Company since 2019
- Chair of the board of directors of Propulsons Québec vers la modernité (j'ai ma passe) from 2019 to 2024
- Special Negotiator to Infrastructure Canada from 2019 to 2024

Public corporations⁽¹⁾

Director
(in the past five years)

Roles on boards and committees
(as at the date of the Circular)

—

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Patricia Curadeau-Grou



Independent

Age 69
Quebec, Canada

- Director since April 2019
- Voting results in 2024: 99.29% (184,466,645) FOR

Main competencies:

- Audit/Finance
- Risk Oversight
- Strategic Leadership/Entrepreneurship
- Financial/Banking Services

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)	
Patricia Curadeau-Grou provides the Board with expertise in finance, risk oversight and strategic management. Her extensive senior management experience in the banking sector and as a corporate director are major assets to the Board and to the committees on which she serves.	Member of the Board	25/25	100%
	Member of the AC	6/6	100%
	Chair and member of the RMC	10/10	100%
	Member of the CRCCG ⁽¹⁾	2/2	100%
	Member of the TC ⁽²⁾	4/4	100%
Total		47/47	100%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Corporate director

Professional experience

- Chief Financial Officer and Executive Vice President – Finance, Risk and Treasury of the Bank, Executive Vice President – Risk Management and Advisor to the Bank's President and Chief Executive Officer from 1998 to 2015

Academic background and distinctions

- Bachelor of Commerce from McGill University (Finance and Marketing option)
- Institute of Corporate Directors, ICD.D designation
- Inducted into the Women's Executive Network Hall of Fame for Canada's most powerful women

Boards and committees of private corporations or public interest organizations

- Member of the board of directors and Vice President of Pointe-à-Callière, Montreal Museum of Archaeology and History and member of its Corporate Governance and Strategy Committee and of its Audit Committee since 2015, Chair of the Audit Committee since 2016 and member of its Development Committee since 2022
- Member of the board of directors of Pomerleau Inc. since 2017, Chair of the Audit and Risk Committee since 2023, Chair of the Human Resources Committee from 2020 to 2023, member of the Audit Committee from 2018 to 2019 and member of the Human Resources Committee from 2017 to 2018
- Member of the board of directors of Fairstone Financial Holdings Inc. from 2017 to 2021 and Chair of the board of directors from 2018 to 2021
- Member of the board of directors of Caisse de dépôt et placement du Québec and member of its Investment and Risk Management Committee from 2013 to 2019

Public corporations⁽³⁾

Director (in the past five years)		Roles on boards and committees (as at the date of the Circular)
Cogeco Inc.	2020 to 2024	–
Cogeco Communications Inc.	2012 to 2020	–

- (1) Patricia Curadeau-Grou ceased to be a member of the Conduct Review and Corporate Governance Committee on April 19, 2024.
- (2) Patricia Curadeau-Grou was appointed member of the Technology Committee on April 19, 2024.
- (3) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Laurent Ferreira

**Non-Independent**

Age 54

Quebec, Canada

- Director since February 2021
- Voting results in 2024: 99.59% (185,027,873) FOR

Main competencies:

- Risk Oversight
- Strategic Leadership/Entrepreneurship
- Financial/Banking Services
- Financial Markets

POSITION OF THE BOARD

The Board benefits from Laurent Ferreira's expertise in operating and developing financial services that he acquired through his various roles within the Bank and its subsidiaries. In addition, his proficient knowledge of risk oversight, financial markets and the banking industry are major assets to the Board.

Roles on the Board**Meetings attended (in the past fiscal year)**

Member of the Board	25/25	100%
Total	25/25	100%

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- President and Chief Executive Officer of the Bank since 2021

Professional experience

- Chief Operating Officer of the Bank from February 2021 to October 2021, Executive Vice President and Co-Head – Financial Markets of the Bank from 2018 to 2021 and Executive Vice President and Managing Director – Derivatives and Equities at National Bank Financial Inc. from 2015 to 2018

Academic background and distinctions

- Bachelor's degree in Economics from Université du Québec à Montréal
- Master's degree in Finance from HEC Montréal

Boards and committees of private corporations or public interest organizations

- Member of the Business Council of Canada since 2024
- Co-Chair of the 2023-2028 "Voir Grand" campaign of the CHU Sainte-Justine Foundation
- Co-Chair of the Centraide of Greater Montreal 2022 campaign
- Co-Chair of Portage's 2022 "Soiree des Grands Philanthropes" campaign
- Co-Chair of the fundraising campaign of the Women's Y Foundation of Montreal from 2021 to 2022
- Co-Chair of the fundraising campaign of the Hôpital Maisonneuve-Rosemont Foundation from 2018 to 2020
- Member of the board of directors of Hydro-Québec from 2014 to 2019

Public corporations⁽¹⁾**Director***(in the past five years)***Roles on boards and committees***(as at the date of the Circular)*

— — —

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Annick Guérard

**Independent**

Age 54
Quebec, Canada

- Director since April 2023
- Voting results in 2024: 99.22% (184,326,768) FOR

Main competencies:

- Strategic Leadership/Entrepreneurship
- Client Experience
- Governance/Corporate Culture
- Information Technology

POSITION OF THE BOARD

Roles on the Board	Meetings attended (in the past fiscal year)	
Member of the Board	23/25	92%
Member of the RMC ⁽¹⁾	4/4	100%
Member of the TC ⁽²⁾	4/4	100%
Total	31/33	93.94%

Annick Guérard brings a wealth of experience to the Board acquired through her various leadership roles at a world-renowned airline and travel company. Her knowledge and experience in risk management, information technology and client experience are a major asset to the Board and the committee on which she serves.

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- President and Chief Executive Officer of Transat A.T. Inc. since 2021

Professional experience

- Chief Operating Officer of Transat A.T. Inc. from 2017 to 2021, President and Chief Executive Officer of Transat Tours Canada Inc. from 2012 to 2017

Academic background and distinctions

- Bachelor's degree in Civil Engineering from École Polytechnique de Montréal
- Master of Business Administration from HEC Montréal
- Winner of the Prix femmes d'affaires du Québec in 2015
- Institute of Corporate Directors, ICD.D designation

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of Espace Go Inc. since 2019 and Chair of the board of directors since 2021
- Member of the board of directors of Pomerleau Inc. from 2019 to 2023

Public corporations⁽³⁾

Director (in the past five years)	Roles on boards and committees (as at the date of the Circular)
Transat A.T. Inc. 2021 to date	–

(1) Annick Guérard ceased to be a member of the Risk Management Committee on April 19, 2024.

(2) Annick Guérard was appointed member of the Technology Committee on April 19, 2024.

(3) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Karen Kinsley

**Independent**

Age 68
Ontario, Canada

- Director since December 2014
- Voting results in 2024: 98.92% (183,781,498) FOR

Main competencies:

- Audit/Finance
- Governance/Corporate Culture
- Strategic Leadership/Entrepreneurship
- Financial/Banking Services

POSITION OF THE BOARD**Roles on the Board****Meetings attended (in the past fiscal year)**

The Board benefits from Karen Kinsley's directorship given the considerable experience in real estate and finance that she has acquired throughout her career at a Crown corporation and given her role as corporate director. In addition, her accounting expertise is a major asset to the Board and to the committees on which she serves.

Member of the Board	25/25	100%
Member of the RMC	10/10	100%
Member of the CRCGC	5/5	100%
Total	40/40	100%

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- Corporate director

Professional experience

- President and Chief Executive Officer of Canada Mortgage and Housing Corporation (CMHC) from 2003 to 2013

Academic background and distinctions

- Bachelor of Commerce from the University of Ottawa
- Fellow of the Chartered Professional Accountants of Ontario
- Institute of Corporate Directors, ICD.D designation

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of the Canada Mortgage and Housing Corporation (CMHC) from 2003 to 2013

Public corporations⁽¹⁾**Director (in the past five years)****Roles on boards and committees (as at the date of the Circular)**

Choice Properties Real Estate Investment Trust ⁽²⁾	2018 to date	• Chair of the Governance, Compensation and Nominating Committee
Saputo Inc.	2015 to date	• Member of the Audit Committee

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

(2) On May 4, 2018, Canadian Real Estate Investment Trust and Choice Properties Real Estate Investment Trust entered into a business combination agreement. The combined entity operates under the corporate name Choice Properties Real Estate Investment Trust.

2. Director Nominees

Lynn Loewen

**Independent**

Age 63
Quebec, Canada

- Director since April 2022
- Voting results in 2024: 98.63% (183,238,986) FOR

Main competencies:

- Audit/Finance
- Governance/Corporate Culture
- Strategic Leadership/Entrepreneurship
- Information Technology

POSITION OF THE BOARD

Roles on the Board	Meetings attended (in the past fiscal year)	
Member of the Board	25/25	100%
Chair and member of the AC	6/6	100%
Member of the RMC ⁽¹⁾	6/6	100%
Member of the TC	6/6	100%
Total	43/43	100%

Lynn Loewen benefits the Board with her extensive experience in the areas of audit, financial control and finance which she has gained from the various positions held during her career. Furthermore, the social responsibility, environmental and sustainable development skills she has acquired through her directorships at various corporations are an asset to the Board and the committees on which she serves.

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- Corporate director

Professional experience

- President of Minogue Medical Inc. from December 2015 to 2019 and Chief Operating Officer from 2012 to November 2015
- President of Expertech Network Installation Inc. from 2008 to 2011
- Vice President of Financial Operations at BCE Inc. from 2005 to 2008 and Vice President of Financial Controls from 2003 to 2005

Academic background and distinctions

- Bachelor of Commerce with a specialization in Accounting from Mount Allison University
- Fellow of the Chartered Professional Accountants of Nova Scotia
- Institute of Corporate Directors, ICD.D designation

Boards and committees of private corporations or public interest organizations

- Chancellor of Mount Allison University, member of its Executive Committee and Chair of the Nominating and Governance Committee since 2018
- Member of the board of directors of Xplore Inc. and member of its Audit Committee from 2021 to 2023
- Member of the board of directors of Expertech Network Installation Inc. from 2006 to 2011 and Chair of the board of directors from 2008 to 2011
- Member of the board of directors of the Public Sector Pension Investment Board from 2001 to 2007, member of its Audit and Conflicts Committee from 2003 to 2007 and chaired this committee from 2006 to 2007

Public corporations⁽²⁾

Director (in the past five years)	Roles on boards and committees (as at the date of the Circular)
Kinaxis Inc. 2025 to date	• Member of the Audit Committee
Gildan Activewear Inc. 2024	–
Emera Incorporated 2013 to date	• Member of the Audit Committee • Member of the Nominating and Governance Committee

(1) Lynn Loewen was appointed member of the Risk Management Committee on April 19, 2024.

(2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Rebecca McKillican



Independent

Age 45
Ontario, Canada

- Director since October 2017
- Voting results in 2024: 99.56% (184,961,466) FOR

Main competencies:

- Strategic Leadership/Entrepreneurship
- Employee Experience/Executive Compensation
- Information Technology
- Client Experience

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)	
Rebecca McKillican provides the Board with solid experience in developing and implementing strategies designed to improve client satisfaction and experience, particularly through digital service offerings. In addition, her knowledge of corporate responsibility and sustainable development practices is a major asset to the Board and to the committees on which she serves.	Member of the Board	25/25	100%
	Member of the AC ⁽¹⁾	4/4	100%
	Member of the HRC	6/6	100%
	Member of the TC	6/6	100%
	Total	41/41	100%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Corporate director

Professional experience

- Chief Executive Officer of McKesson Canada Corporation from 2020 to 2023 and President, Retail Solutions from 2019 to 2020
- President and Chief Executive Officer of Well.ca from 2013 to 2019
- Senior Advisor of the Operating Group within the Retail and Consumer Group of Kohlberg Kravis & Roberts & Co., L.P. from 2007 to 2012

Academic background and distinctions

- Bachelor of Business Administration from the Ivey Business School of the University of Western Ontario
- Bachelor's degree in Software Engineering from the University of Western Ontario
- Master of Business Administration from Harvard Business School
- New CEO of the Year 2021 award granted by the Globe and Mail
- Winner of the Top 25 Executives of Toronto for 2023

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of Well.ca from 2013 to 2019

Public corporations⁽²⁾

Director
(in the past five years)

Roles on boards and committees
(as at the date of the Circular)

(1) Rebecca McKillican was appointed member of the Audit Committee on April 19, 2024.

(2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Arielle Meloul-Wechsler

**Independent**

Age 57

Quebec, Canada

- Director since April 2024
- Voting results in 2024: 94.14% (174,902,211) FOR

Main competencies:

- Governance/Corporate Culture
- Employee Experience/Executive Compensation
- Legal Affairs/Public Policy
- Strategic Leadership/Entrepreneurship

POSITION OF THE BOARD**Roles on the Board****Meetings attended (in the past fiscal year)**

Arielle Meloul-Wechsler brings to the Board her legal expertise and knowledge of corporate governance acquired through her leadership roles in human resources and legal affairs that she held within one of Canada's largest airlines. In addition, her knowledge of client satisfaction and employee experience is also a major asset to the Board and to the committee on which she serves.

Member of the Board	14/14	100%
Member of the HRC	4/4	100%
Total	18/18	100%

SUMMARY OF PROFESSIONAL EXPERIENCE**Main occupation**

- Executive Vice President, Chief Human Resources Officer and Public Affairs of Air Canada since 2021

Professional experience

- Executive Vice President, Chief Human Resources and Communications Officer of Air Canada from 2020 to 2021
- Senior Vice President, People, Culture and Communications of Air Canada from 2018 to 2020
- Vice President, Human Resources of Air Canada from 2017 to 2018

Academic background and distinctions

- Bachelor of Science in Psychology from McGill University
- Bachelor's degree in Law from Université de Montréal
- Member of the Quebec Bar
- Winner of the Northern Lights Aero Foundation's 2022 Annual Elsie MacGill Business Award
- Winner of the Top 100 Award by the Women Executive Network (WXN) in 2019

Public corporations⁽¹⁾**Director***(in the past five years)*Element Fleet Management Corp.⁽²⁾ 2021 to date**Roles on boards and committees***(as at the date of the Circular)*

- Member of the Audit Committee
- Member of the Compensation and Corporate Governance Committee

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

(2) Arielle Meloul-Wechsler will not seek re-election on the board of directors of Element Fleet Management Corp. and will remain director until the close of their annual general meeting later this spring.

2. Director Nominees

Sarah Morgan-Silvester

**Independent**

- Age 65
British Columbia, Canada
- Director since February 2025
 - New nominee

Main competencies:

- Strategic Leadership/Entrepreneurship
- Financial/Banking Services
- Governance/Corporate Culture
- Risk Oversight

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)
Sarah Morgan-Silvester provides the Board with expertise in financial and banking services and strategic management thanks to her career and involvement in the Canadian banking sector. As the former Chair of CWB's board of directors, she also supports the Board in its oversight of the integration of CWB following the Bank's acquisition. Her experience and skillset are valued assets to the Board and to the committees on which she serves.	Member of the Board ⁽¹⁾	–
	Member of the RMC ⁽¹⁾	–
	Member of the CRCGC ⁽¹⁾	–

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Corporate Director

Professional experience

- President and Chief Executive Officer, HSBC Trust Company of Canada from 2004 to 2006
- Executive Vice President, Personal Financial Services and Wealth Management, HSBC Bank Canada from 2002 to 2006
- Executive Vice President, HSBC Bank Canada with functions related to Credit Risk Management and Information Technology from 1998 to 2002

Academic background and distinctions

- Bachelor of Commerce (Honours) in Finance from University of British Columbia
- Doctor of Laws honoris causa from University of British Columbia
- Member of the Order of British Columbia
- Fellow of the Institute of Canadian Bankers
- Director's College, HRCCC designation

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of Grosvenor Americas Partners since 2016 and Non-Executive Chair since 2018
- Chancellor of the University of British Columbia and member of the Board of Governors from 2008 to 2014
- Member of the board of directors of Vancouver Fraser Port Authority from 2004 to 2011 and Chair of the board of directors from 2008 to 2011

Public corporations⁽²⁾

Director (in the past five years)		Roles on boards and committees (as at the date of the Circular)
NAV CANADA	2023 to date	<ul style="list-style-type: none"> • Chair of the Human Resources and Compensation Committee • Member of the Audit and Finance Committee • Member of the Transformation Committee
British Columbia Ferry Services Inc.	2016 to 2024	–
Canadian Western Bank	2014 to 2025	–

(1) Sarah Morgan-Silvester was appointed a director upon closing of the Bank's acquisition of CWB and was appointed a member of the Risk Management Committee and the Conduct Review and Corporate Governance Committee on February 3, 2025.

(2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Robert Paré

**Independent**

Age 70
Quebec, Canada

- Director since April 2018
- Voting results in 2024: 98.16% (182,356,594) FOR

Main competencies:

- Legal Affairs/Public Policy
- Governance/Corporate Culture
- Financial Markets
- Employee Experience/Executive Compensation

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)	
The Board benefits from Robert Paré's directorship given the knowledge he has acquired during a 40-plus-year career in business law, particularly in the areas of financial markets, mergers and acquisitions, and corporate governance. In addition, his experience as a director of public corporations is a major asset to the Board and to the committee on which he serves.	Chair and member of the Board	25/25	100%
	Member of the CRCGC	5/5	100%
	Total	30/30	100%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Chair of the Board of the Bank since 2023

Professional experience

- Strategic Advisor from 2018 to 2022 and Senior Partner from 1984 to 2018 to the law firm Fasken Martineau DuMoulin LLP

Academic background and distinctions

- Bachelor's degree in Law from Université Laval
- Member of the Quebec Bar

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of Université de Montréal's Institute for Research in Immunology and Cancer since 2018
- Member of the board of directors and member of the Governance and Human Resources Committee of the Institute of Corporate Directors from 2018 to 2023 and chaired the Quebec Chapter from 2015 to 2017

Public corporations⁽¹⁾

Director (in the past five years)		Roles on boards and committees (as at the date of the Circular)
AtkinsRéalis Group Inc.	2022 to date	<ul style="list-style-type: none"> • Member of the Governance, Ethics and Sustainability Committee • Member of the Safety, Project Oversight and Technology Committee
Quebecor Inc.	2014 to 2022	—

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Pierre Pomerleau



Independent

Age 61
Quebec, Canada

- Director since April 2023
- Voting results in 2024: 99.57% (184,979,742) FOR

Main competencies:

- Strategic Leadership/Entrepreneurship
- Employee Experience/Executive Compensation
- Environmental Responsibility/Sustainable Development
- Risk Oversight

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)	
Pierre Pomerleau brings to the Board the experience he has gained as President and Chief Executive Officer of a major construction company, particularly with respect to sustainable development principles, risk oversight and corporate governance. His proficient knowledge of client relations and employee experience are also major assets to the Board and to the committee on which he serves.	Member of the Board	22/25	88%
	Member of the RMC	10/10	100%
	Total	32/35	91.43%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Executive Chair of the board of directors of Pomerleau Inc. since 2023

Professional experience

- President and Chief Executive Officer of Pomerleau Inc. from 1997 to 2023

Academic background and distinctions

- Bachelor's degree in Civil Engineering from École Polytechnique de Montréal
- Master of Business Administration from the Ivey School of Business of the University of Western Ontario
- Winner of the 2022 Prix MBA Accomplissements from the Association des MBA du Québec
- Winner of the Prix Mérite 2014 from the Association des diplômés de Polytechnique

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of the CHU Sainte-Justine Foundation since 2022, Chair of the board of directors, Chair of the Executive Committee of the board and Chair of the Governance and Human Resources Committee since 2023
- Co-Chair of the major campaign Branchés sur leur avenir 2021-2025 of the Fondation La Clé from 2021 to 2022
- Member of the board of directors of Pomerleau Inc. since 2018
- Member of the board of directors of Borea Construction ULC and Chair of the board of directors since 2008
- President of Beaubois Group Inc. from 2014 to 2024
- Chair of the board of directors of the Chamber of Commerce of Metropolitan Montreal from 2016 to 2017

Public corporations⁽¹⁾

Director (in the past five years)		Roles on boards and committees (as at the date of the Circular)
Richelieu Hardware Ltd.	2016 to date	<ul style="list-style-type: none"> • Member of the Human Resources and Corporate Governance Committee

(1) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Irfhan Rawji

**Independent**

- Age 46
Alberta, Canada
- Director since February 2025
 - New nominee

Main competencies:

- Strategic Leadership/Entrepreneurship
- Financial Markets
- Information Technology
- Client Experience

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)
Irfhan Rawji benefits the Board with his extensive experience in investments and as an entrepreneur and corporate director. As the former Chair of the Special Committee tasked with overseeing the acquisition of CWB by the Bank, he also supports the Board in its oversight of the integration of CWB following the Bank's acquisition. His experience and skillset are valued assets to the Board and to the committee on which he serves.	Member of the Board ⁽¹⁾	–
	Member of the TC ⁽¹⁾	–

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Managing Partner at Relay Ventures since 2021
- Co-founder and Managing Partner of Realize Capital Partners since 2023

Professional experience

- Founder and Chief Executive Officer of MobSquad from 2018 to 2022
- Venture Partner at Relay Ventures from 2016 to 2022
- Vice President, Strategy and Corporate Development at Parkland Fuel Corporation from 2013 to 2015

Academic background and distinctions

- Bachelor of Commerce (Honours) in Finance from University of British Columbia
- Master of Business Administration (High Honors) from Harvard Business School
- Recipient of Canada's Top 40 Under 40 by Caldwell in 2017

Boards and committees of private corporations or public interest organizations

- Member of the board of directors of MobSquad since 2018 and Executive Chair since 2022
- Member of the board of directors of The Institute for Canadian Citizenship since 2008 and Chair of the board of directors since 2023
- Member of the board of directors of The Logic Inc. since 2020 and Chair of the board of directors since 2021
- Member of the board of directors of Canadian Institute for Advanced Research (CIFAR) since 2021 and Chair of the board of directors since 2024
- Member of the board of directors of the Canada Council for the Arts since 2022
- Member of the board of governors of Glenbow Museum from 2014 to 2022, Chair of the board of directors from 2018 to 2021 and co-Chair of the Glenbow Reimagined fundraising campaign since 2020

Public corporations⁽²⁾

Director (in the past five years)	Roles on boards and committees (as at the date of the Circular)
Canadian Western Bank	2021 to 2025
	–

(1) Irfhan Rawji was appointed a director upon closing of the Bank's acquisition of CWB and was appointed a member of the Technology Committee on February 3, 2025.

(2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

2. Director Nominees

Macky Tall



Independent

Age 56
Florida, United States

- Director since April 2021
- Voting results in 2024: 99.07% (184,061,186) FOR

Main competencies:

- Audit/Finance
- Risk Oversight
- Environmental Responsibility/Sustainable Development
- Strategic Leadership/Entrepreneurship

POSITION OF THE BOARD	Roles on the Board	Meetings attended (in the past fiscal year)	
Macky Tall provides the Board with the extensive experience in finance, business and risk management that he has acquired through various roles in major investment corporations and government institutions. Throughout his career, he has developed an expertise in implementing environmental measures and sustainable development strategies, which are major assets to the Board and to the committee on which he serves.	Member of the Board ⁽¹⁾	23/24	96%
	Member of the RMC ⁽¹⁾	8/9	88.89%
	Member of the CRCGC	5/5	100%
	Total	36/38	94.74%

SUMMARY OF PROFESSIONAL EXPERIENCE

Main occupation

- Senior Advisor to The Carlyle Group Inc. since 2024

Professional experience

- Partner and Chair from 2021 to 2024 and Co-Chair from April to August 2021 of the Global Infrastructure Group of The Carlyle Group Inc.
- Chair of the board of directors of Ivanhoé Cambridge, Head of Real Assets and Private Equity from April 2020 to December 2020, Head of Liquid Markets from 2019 to 2020, Executive Vice President Infrastructures from 2016 to 2018 of the Caisse de dépôt et placement du Québec and President and Chief Executive Officer of CDPQ Infra from 2015 to 2020

Academic background and distinctions

- Bachelor of Business Administration (Finance) from HEC Montréal
- Undergraduate diploma in Economics from Université de Montréal
- Master of Business Administration (Finance) from the University of Ottawa
- Distinguished Alumnus from HEC Montréal
- Honorary Doctorate from the University of Ottawa

Boards and committees of private corporations or public interest organizations

- Member of the Investments Committee of the United Nations Joint Staff Pension Fund since 2020
- Member of the board of directors of the Chamber of Commerce of Metropolitan Montreal from 2019 to 2022
- Member of the Infrastructure Advisory Council at Global Affairs Canada from 2014 to 2021

Public corporations⁽²⁾

Director (in the past five years)	Roles on boards and committees (as at the date of the Circular)
WSP Global Inc.	2023 to date
	• Member of the Audit Committee

(1) Due to technical issues of the Bank, Macky Tall was not able to attend a meeting of the Risk Management Committee and the Board.

(2) On February 3, 2025, CWB became a subsidiary of the Bank, which acquired all of the outstanding common shares of CWB. All Board members were appointed to CWB's board of directors and committees on this date pending amalgamation on March 1, 2025.

3.

Director Compensation

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Glossary

Share Price: Means the price of the Bank's common shares on the Toronto Stock Exchange.

Closing Price: Means the price of the Bank's common shares on the Toronto Stock Exchange at the closing of the market.

DSU: Deferred share units. The unit value is equal to one common share when paid into an account or when redeemed.

DIRECTOR COMPENSATION PLAN

Each year, the Conduct Review and Corporate Governance Committee reviews the compensation paid to independent Board members. In particular, the committee ensures that:

- › the compensation plan is competitive in relation to the peer group used;
- › the plan takes into account the complexity of the Bank's activities and is aligned with the interests of our shareholders; and
- › the plan reflects the expectations placed on our Board members and the growing responsibilities they are expected to shoulder.

As President and Chief Executive Officer, Laurent Ferreira is not an independent Board member and does not receive any compensation in this capacity. The information concerning his compensation can be consulted in [Section 6](#) of the Circular.

In June 2024, the Conduct Review and Corporate Governance Committee mandated Hexarem, an independent compensation consultant, to carry out a market benchmarking on the competitiveness of the compensation plan for independent directors, as well as a review of the peer group used. In view of the market disparities observed, the Board, on the recommendation of the Conduct Review and Corporate Governance Committee, updated the peer group⁽¹⁾ used to benchmark its compensation plan and adopted changes to the compensation paid to them, effective November 1, 2024. These changes are presented in the tables on the following page. The fees for services rendered by this consultant are available on [page 108](#) of the Circular.

(1) The peer group used to assess the director compensation plan includes Canadian banks, namely Canadian Imperial Bank of Commerce, Bank of Montreal, Royal Bank of Canada, The Bank of Nova Scotia and The Toronto-Dominion Bank, as well as financial institutions, namely Sun Life Financial Inc., iA Financial Corporation Inc., Intact Financial Corporation, Great-West Lifeco Inc., Power Corporation of Canada and Manulife Financial Corporation.

3. Director Compensation

Compensation structure

We pay Board members a fixed base compensation, which includes participation on a Board committee. They also receive additional compensation for their role as the chair of a committee or as a member of more than one committee, as the case may be.

The Chair of the Board receives a fixed base compensation for his role, including his participation as a member of the Conduct Review and Corporate Governance Committee.

Terms of the compensation

Board members must receive at least 70% of their base compensation in shares or DSUs, and the remaining 30% can be paid in cash, shares or DSUs, at their choice.

However, Board members may elect to receive the portions of their compensation payable in cash only when they have met the minimum share ownership requirements. Vested DSUs may be redeemed only when the director leaves his or her functions on the Board. The DSUs must be redeemed in cash no later than the end of the calendar year following the year in which the director leaves his or her duties, subject to prescribed administrative deadlines.

The tables below summarize the total compensation offered under the plan and the terms of payment:

Base compensation						
	Until October 31, 2024			Since November 1, 2024		
	Shares or DSUs (\$) (mandatory)	Cash (\$) (optional)	Total (\$)	Shares or DSUs (\$) (mandatory)	Cash (\$) (optional)	Total (\$)
Board member, including membership in one committee	126,000	54,000	180,000	164,500	70,500	235,000
As Chair of the Board, including membership in the CRCGC	266,000	114,000	380,000	332,500	142,500	475,000

Additional compensation				
	Until October 31, 2024		Since November 1, 2024	
	Cash, shares or DSUs (\$) (choice of)		Cash, shares or DSUs (\$) (choice of)	
Chair of a committee (per committee)	40,000		45,000	
Member of a committee (per committee, starting at the 2 nd membership)	15,000		20,000	

3. Director Compensation

Total compensation paid to independent Board members

The table below presents the total compensation paid or awarded to independent directors having served on the Board during the fiscal year ended October 31, 2024:

Total compensation						
Independent directors in office in fiscal 2024	Base compensation (\$)	Additional compensation for committee membership(s) (\$)	Additional compensation as Chair of a committee (\$)	Total (\$)	Breakdown of total compensation (\$)	
					Shares/DSUs ⁽¹⁾	Cash
Maryse Bertrand ⁽²⁾	84,500	14,083.33	–	98,583.33	98,583.33	–
Pierre Blouin	180,000	30,000	40,000	250,000	185,000	65,000
Pierre Boivin	180,000	–	40,000	220,000	173,000	47,000
Scott Burrows ⁽³⁾	45,000	–	–	45,000	45,000	–
Yvon Charest	180,000	30,000	40,000	250,000	250,000	–
Patricia Curadeau-Grou	180,000	30,000	40,000	250,000	250,000	–
Annick Guérard	180,000	–	–	180,000	180,000	–
Karen Kinsley	180,000	15,000	–	195,000	126,000	69,000
Lynn Loewen ⁽⁴⁾	180,000	23,000	40,000	243,000	243,000	–
Rebecca McKillican ⁽⁵⁾	180,000	23,000	–	203,000	203,000	–
Arielle Meloul-Wechsler ⁽⁶⁾	96,000	–	–	96,000	96,000	–
Robert Paré	380,000	–	–	380,000	380,000	–
Pierre Pomerleau	180,000	–	–	180,000	180,000	–
Lino A. Saputo ⁽⁷⁾	84,500	–	–	84,500	84,500	–
Macky Tall	180,000	15,000	–	195,000	195,000	–
Total	–	–	–	2,870,083.33	2,689,083.33	181,000

- (1) The number of shares granted is determined by dividing the amount paid by the Share Price at the time of each quarterly grant, i.e., \$103.19 on February 21, 2024; \$116.20 on May 21, 2024; \$117.24 on August 19, 2024; and \$133.71 on November 19, 2024. The number of DSUs granted is determined by dividing the amount paid by the Closing Price at the time of each quarterly grant, i.e., \$103.15 on February 15, 2024; \$115.98 on May 15, 2024; \$116.38 on August 15, 2024; and \$133.67 on November 15, 2024.
- (2) Maryse Bertrand ceased to be a member of the Board, of the Audit Committee, of the Human Resources Committee and of the Technology Committee on April 19, 2024. Her compensation has been prorated accordingly.
- (3) Scott Burrows was appointed a member of the Board and of the Audit Committee on August 1, 2024. His compensation has been prorated accordingly.
- (4) Lynn Loewen was appointed member of the Risk Management Committee on April 19, 2024. Her compensation has been prorated accordingly.
- (5) Rebecca McKillican was appointed member of the Audit Committee on April 19, 2024. Her compensation has been prorated accordingly.
- (6) Arielle Meloul-Wechsler was appointed member of the Board and of the Human Resources Committee on April 19, 2024. Her compensation has been prorated accordingly.
- (7) Lino A. Saputo ceased to be a member of the Board and of the Risk Management Committee on April 19, 2024. His compensation has been prorated accordingly.

GOVERNANCE OF DIRECTOR COMPENSATION

Certain applicable rules to compensation

We reimburse Board members the out-of-pocket expenses for attending meetings or for otherwise carrying out their duties in such capacity.

Independent Board members are not entitled to any products or services at preferential rates or reduced fees that are related solely to their status.

Furthermore, independent Board members do not participate in the Bank's employee pension plans, do not receive stock options, and do not participate in any of the Bank's security-based compensation arrangements other than the compensation plan dedicated to them.

Restrictions on trading and hedging of Bank securities

The Board members are also subject to rules established by the legislation in effect as well as the Bank's Standard with respect to Prohibited Transactions, which also applies to all Bank employees, including Officers. For more information on this standard, refer to [page 102](#) of the Circular.

Share ownership requirements

In order to align the interests of Board members with those of shareholders, independent Board members must hold a determined minimum value in shares or DSUs. They have five years from the date they assume office to meet these requirements.

In fiscal 2024, the multiple for calculating share ownership requirements was four times base compensation, corresponding to \$720,000 for Board members and \$1,520,000 for the Chair of the Board, respectively.

Since the changes to the compensation plan came into effect on November 1, 2024, this multiple has remained unchanged, thus increasing the minimum holding of shares or DSUs required. Share ownership requirements are set out in the table below:

Roles on the Board	Multiple of base compensation	Base compensation (\$)	Minimum required in shares or DSUs (\$)	Minimum holding required in common shares or DSUs ⁽¹⁾
Board members	4 times	235,000	940,000	7,518
Chair of the Board	4 times	475,000	1,900,000	15,196

(1) Minimum holding calculated based on the Closing Price on February 24, 2025, i.e., \$125.03.

As previously mentioned, Board members must still receive a minimum of 70% of their base compensation in shares or DSUs, even if the share ownership requirements have been met.

3. Director Compensation

The following table sets out, for each director nominee, their total shares and DSUs and the corresponding market value, as well as their fulfillment of the share ownership requirements. The following information is dated February 24, 2025 and February 20, 2024, respectively:

Shares and DSUs held							
	Total shares ⁽¹⁾	Total DSUs	Total shares and DSUs	Share value ⁽²⁾ (\$)	Total market value of shares and DSUs (\$)	Meets share ownership requirements	
Pierre Blouin							
2025	0	20,443	20,443	125.03	2,555,988	271.9%	Yes
2024	0	18,145	18,145	104.48	1,895,790	263.3%	Yes
Pierre Boivin							
2025	20,636	28,671	49,307	125.03	6,164,854	655.8%	Yes
2024	19,912	26,377	46,289	104.48	4,836,275	671.7%	Yes
Scott Burrows⁽³⁾							
2025	1,127	805	1,932	125.03	241,558	25.7%	No
Yvon Charest							
2025	19,232	0	19,232	125.03	2,404,577	255.8%	Yes
2024	17,750	0	17,750	104.48	1,854,520	257.6%	Yes
Patricia Curadeau-Grou							
2025	21,514	13,381	34,895	125.03	4,362,922	464.1%	Yes
2024	21,514	10,780	32,294	104.48	3,374,077	468.6%	Yes
Laurent Ferreira⁽⁴⁾							
2025	134,483	0	134,483	125.03	16,814,409	N/A	N/A
2024	111,383	0	111,383	104.48	11,637,296	N/A	N/A
Annick Guérard⁽⁵⁾							
2025	0	2,947	2,947	125.03	368,463	39.2%	No
2024	0	1,302	1,302	104.48	136,033	18.9%	No
Karen Kinsley							
2025	9,078	17,085	26,163	125.03	3,271,160	348.0%	Yes
2024	9,078	15,402	24,480	104.48	2,557,670	355.2%	Yes
Lynn Loewen⁽⁶⁾							
2025	1,000	5,672	6,672	125.03	834,200	88.7%	No
2024	1,000	3,371	4,371	104.48	456,682	63.4%	No
Rebecca McKillican							
2025	0	16,429	16,429	125.03	2,054,118	218.5%	Yes
2024	0	14,077	14,077	104.48	1,470,765	204.3%	Yes
Arielle Meloul-Wechsler⁽⁷⁾							
2025	0	1,251	1,251	125.03	156,413	16.6%	No
2024	0	0	0	104.48	0	0%	–
Sarah Morgan-Silvester⁽⁸⁾							
2025	5,242	0	5,242	125.03	655,407	69.7%	No
Robert Paré							
2025	13,611	18,267	31,878	125.03	3,985,706	209.8%	Yes
2024	13,611	14,409	28,020	104.48	2,927,530	192.6%	Yes
Pierre Pomerleau							
2025	5,150	2,947	8,097	125.03	1,012,368	107.7%	Yes
2024	5,150	1,302	6,452	104.48	674,105	93.6%	No
Irfhan Rawji							
2025	13,966	0	13,966	125.03	1,746,169	185.8%	Yes
Macky Tall⁽⁹⁾							
2025	0	6,689	6,689	125.03	836,326	89.0%	No
2024	0	4,782	4,782	104.48	499,623	69.4%	No

3. Director Compensation

- (1) This number includes shares directly or indirectly beneficially owned or controlled, including shares held by a corporation controlled by a nominee, but excluding shares which are under an individual's control for the benefit of a third party.
- (2) These values represent the Closing Price on February 24, 2025 and February 20, 2024.
- (3) Scott Burrows has a five-year grace period since August 1, 2024, which is the date on which he was appointed as director, to meet the share ownership requirements.
- (4) Laurent Ferreira is required to meet share ownership requirements specific to his position as President and Chief Executive Officer. For more information, refer to [Section 6](#) of the Circular.
- (5) Annick Guérard has a five-year grace period since April 21, 2023, which is the date on which she was appointed as director, to meet the share ownership requirements.
- (6) Lynn Loewen has a five-year grace period since April 22, 2022, which is the date on which she was appointed as director, to meet the share ownership requirements.
- (7) Arielle Meloul-Wechsler has a five-year grace period since April 19, 2024, which is the date on which she was appointed as director, to meet the share ownership requirements.
- (8) Sarah Morgan-Silvester has a five-year grace period since February 3, 2025, which is the date on which she was appointed as director, to meet the share ownership requirements.
- (9) Macky Tall has a five-year grace period since April 23, 2021, which is the date on which he was appointed as director, to meet the share ownership requirements.

4.

The Board and its Committees

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References

The mandates with respect to the Board, the Chair of the Board, the chairs of committees as well as those pertaining to the committees are published on nbc.ca/governance in the Board and Committee sections. The Board’s mandate is also available on sedarplus.ca, and incorporated by reference in this Circular.

Section 5 of this Circular provides additional information on the notions of independent director and conflicts of interest as well as on the Board and its committees, notably on their power to retain legal counsel or other independent consultants and on the performance assessment process.

The education and experience of the Audit Committee members can be found in the “Information on the Audit Committee” section in the 2024 Annual Information Form (incorporated by reference into the Circular).

You can consult the 2024 Annual Report and the 2024 Annual Information Form on nbc.ca/investors.

You can also consult the following documents and reports referred to in this section under “Codes and commitments” on nbc.ca/governance.

The information contained in the various documents, policies or reports published by the Bank or available on the Bank’s website and referred to in this section is not and should not be considered to be incorporated by reference in the Circular, unless expressly stated otherwise.

BOARD OF DIRECTORS

Role and responsibilities

The Board's responsibilities revolve around its oversight, decision-making and challenge function. Specifically, it oversees the management of commercial and internal affairs, establishes strategic directions in conjunction with Management, and challenges Management's decisions, strategies and practices.

The Board's main responsibilities



Approve
strategies, objectives
and operating plans



Promote
appropriate behaviour
and a business culture of
integrity and ethical conduct



Ensure
compliance with legislation
and regulations in addition
to sound governance,
including oversight and
integration of ESG principles



Ensure
risks are managed
effectively



Oversee
the management of
commercial activities
and internal affairs



**Plan
and develop**
Officer
succession



Report and disclose
financial information
with transparency
and diligence



Develop
a compensation and benefits
approach that maximizes the
Bank's competitiveness and
promotes the achievement of
its objectives



Ensure
that all Officers and
material risk-takers comply
with ethical and share
ownership requirements

Assisted by the Conduct Review and Corporate Governance Committee, the Board develops and approves its own mandate and that of its Chair. It periodically reviews and evaluates them to ensure that they remain compliant with applicable legislation and best practices and that they adequately reflect the duties and responsibilities of the Board and its Chair.

The Board's achievements

The Board's main objective is to ensure the Bank's sustainability and ability to create long-term value for all stakeholders.

Here are the Board's main achievements in fiscal 2024:

BOARD OF DIRECTORS

Meetings	✓ Twenty-five (25)
Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Objectives and strategies	<ul style="list-style-type: none"> ✓ Reviewed regular updates on the acquisition of CWB, including market, clients, operating model, culture, management and personnel, and approved the closing of the agreement ✓ Oversaw the progress of the 2022-2024 Strategic Plan ✓ Held regular discussions with the President and Chief Executive Officer, with the Other Executive Officers or members of Management about strategic initiatives, including growth opportunities, client interest in new digital solutions, acquisition of new clients, data management, technological change, environmental and social priorities, corporate governance, culture, economic and political impacts, investor relations, and the review of the business environment ✓ Approved the 2024-2026 Strategic Plan, including priorities and the financial plan ✓ Participated in the Bank's strategic planning days to discuss with the President and Chief Executive Officer, as well as with Other Executive Officers or members of Management about the strategic plan, risks and challenges the Bank faces, short-, medium- and long-term objectives, organizational transformation and client acquisition strategies, including business opportunities and a review of the associated risks ✓ Reviewed the business strategy of Commercial and Private Banking ✓ Reviewed the business strategy of National Bank Financial and the Wealth Management sector ✓ Reviewed and discussed the new client acquisition strategy for the Personal Banking, Commercial Banking and Wealth Management sectors, including net client acquisition and satisfaction targets ✓ Reviewed and approved the business plan, capital strategy, operating and funding budgets, and targets to be achieved ✓ Held regular discussions with Other Executive Officers about the business plans for their respective sectors as well as about their achievements and objectives ✓ Reviewed the international investment portfolio and the business strategy relative to these investments
Risk management	<ul style="list-style-type: none"> ✓ Reviewed and approved the funding plan ✓ Reviewed and approved the Bank's 2024 risk appetite framework, in particular the risk appetite statements, measures and targets ✓ Received strategic plans for the various business sectors that outline the risks to which the Bank is exposed ✓ Reviewed and discussed economic and financial outlook with the Bank's Executive Vice President and Managing Director, Financial Markets and Chief Economist and Strategist ✓ Reviewed and discussed technological debt management ✓ Discussed operational risk related to fraud ✓ Reviewed and approved the Subsidiary Governance Policy

4. The Board and its Committees

BOARD OF DIRECTORS (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Financial reporting	<ul style="list-style-type: none"> ✓ Reviewed and approved dividend declaration proposals and the proposed dividend increase ✓ Reviewed and approved the interim condensed consolidated financial statements, the audited annual consolidated financial statements, the 2023 Annual Report, the 2023 Annual Information Form and the press releases for dividend declarations ✓ Approved the appointment and compensation of the independent auditor ✓ Approved the normal course issuer bid ✓ Approved the amendment to By-Law II – Share Capital
Management, performance and compensation	<ul style="list-style-type: none"> ✓ Assessed the President and Chief Executive Officer's performance by comparing financial results against annual objectives and key performance indicators and approved the objectives for the following year ✓ Received the President and Chief Executive Officer's evaluation report on the performance of the Other Executive Officers and approved their compensation ✓ Received the reports from the RMC, AC and HRC on the performance of the Chief Compliance Officer and the Senior Vice President – Internal Audit and approved their compensation ✓ Reviewed the compensation governance of certain ABA Bank executives and approved their compensation
Board and Executive Succession Planning	<ul style="list-style-type: none"> ✓ Approved the appointment of Scott Burrows as a member of the Board and the AC as of August 1, 2024 ✓ Approved the Board's composition and the appointment of committee members, their chairs and the appointment of the Chair of the Board ✓ Approved an update to the succession and development plans of the Bank's Executive Officers and Officers ✓ Approved an update to the succession plan of the President and Chief Executive Officer in case of emergency ✓ Approved the appointment of Jean-Sébastien Gris� to the Senior Leadership Team as Executive Vice President and Chief Risk Officer (as at November 1, 2024)
ESG	<ul style="list-style-type: none"> ✓ Reviewed and approved the Management Proxy Circular and form of proxy for the annual and special meeting of holders of common shares and the special meeting of the holders of first preferred shares held on April 19, 2024 ✓ Approved the Corporate Social Responsibility Statement ✓ Approved the Report on Our Commitment to the Fight Against Modern Slavery ✓ Approved the revision of the mandates of the TC, AC and RMC ✓ Approved the revision to the Proxy Access Policy ✓ Approved the revision to the Majority Voting Policy
Other	<ul style="list-style-type: none"> ✓ Approved the revision of the director compensation plan

An assessment of the Board's performance was undertaken for fiscal 2024 and the Board is confident that it has fulfilled its duties and responsibilities with regards to its mandate.

Robert Par 
Chair of the Board

COMMITTEES OF THE BOARD

In performing its duties, the Board is assisted by five standing committees: the Audit Committee, the Risk Management Committee, the Human Resources Committee, the Conduct Review and Corporate Governance Committee, and the Technology Committee. The Board may also create ad hoc committees or subcommittees to address specific needs whenever a situation so requires.

The Board, in collaboration with the Conduct Review and Corporate Governance Committee, develops and approves the mandates that set out the roles and responsibilities of each committee.

Characteristics of the committees

Each Board committee:

- ✓ periodically reports to the Board on its activities;
- ✓ is composed exclusively of independent directors, as defined by the CSA;
- ✓ has met in camera, without the Bank's Management being present, at each of its meetings;
- ✓ may inquire about any matter it deems relevant and, to that end, has full access to the Bank's books, records, facilities, Executive Officers, Officers and to all employees of the Bank;
- ✓ may invite other individuals (who do not possess voting rights) to attend its meetings, either in full or in part; and
- ✓ in collaboration with the Conduct Review and Corporate Governance Committee, periodically reviews and revises its own mandate and recommends its approval to the Board so that it properly reflects its operations, activities, responsibilities, and those of its chair.

Experience and competencies of members

Each member has the required experience, knowledge and skills to adequately fulfill their duties and effectively contribute to the mandate of the committee on which they serve or is able to acquire the necessary knowledge or expertise within a reasonable length of time following their appointment. The Orientation and Continuing Education Program for directors described on [pages 79 to 82](#) of the Circular can contribute to obtaining the required skills.

Several Board members serve on more than one committee, which fosters a better overall understanding of the committee mandates and of the challenges related to the Bank's various business sectors.

AUDIT COMMITTEE

Members⁽¹⁾



Lynn
Loewen,
Chair



Pierre
Blouin



Scott
Burrows



Patricia
Curadeau-Grou



Rebecca
McKillican

The Audit Committee obtains reports on the Bank's Management and financial position. Its role is, notably, to review the main financial risks to which the Bank is exposed and the controls management puts in place to monitor and mitigate them. It recommends to the Board that it appoint the independent auditor to be proposed to the shareholders.

AUDIT COMMITTEE

Meetings	<ul style="list-style-type: none"> ✓ Five (5) and one (1) meeting held jointly with the Risk Management Committee ✓ The independent auditor attended each of the committee meetings
Particular characteristics of members	<ul style="list-style-type: none"> ✓ Are "financially literate" as required by Regulation 52–110 respecting Audit Committees ✓ May not serve on the audit committee of more than three public corporations, including that of the Bank
In camera meetings	<ul style="list-style-type: none"> ✓ Chief Financial Officer and Executive Vice President – Finance ✓ Senior Vice President – Internal Audit ✓ Independent auditor
Other role	<ul style="list-style-type: none"> ✓ Served as the Audit Committee for a subsidiary, namely, Natcan Trust Company

(1) On April 19, 2024, Rebecca McKillican was appointed as a member of the Audit Committee, while Maryse Bertrand ceased to be a member of the committee. On August 1, 2024, Scott Burrows was appointed as a member of the committee following his appointment on the Board.

4. The Board and its Committees

AUDIT COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Review of financial statements and management reports and monitoring their integrity	<ul style="list-style-type: none"> ✓ Reviewed and recommended that the Board approve the interim condensed consolidated financial statements, the audited annual consolidated financial statements, the 2023 Annual Report, the 2023 Annual Information Form, and the press releases for dividend declarations ✓ Recommended to the Board the approval of the dividend declarations and the proposed dividend increase
Overseeing the work of the independent auditor and assessing its performance	<ul style="list-style-type: none"> ✓ Reviewed the independent auditor's conclusions regarding the annual consolidated financial statements and discussed the annual and interim condensed consolidated financial statements ✓ Recommended to the Board the approval of the appointment and compensation of the independent auditor ✓ Reviewed and approved the independent audit plan for the fiscal year ending October 31, 2024 ✓ Carried out the annual assessment of the effectiveness and contribution of the independent auditor, including its competencies, resources and degree of autonomy, verified its independence and recommended to the Board that its services as independent auditor be proposed again for the fiscal year ending October 31, 2024 ✓ Oversaw the application of the guidelines concerning the management of services provided by the independent auditor and preapproved certain mandates ✓ Acknowledged the independent auditor's annual report on transparency
Reviewed the effectiveness of the policies and internal control mechanisms	<ul style="list-style-type: none"> ✓ Reviewed the report on internal controls over financial reporting ✓ Reviewed the reports on the Bank's compliance with regulatory capital ratios ✓ Reviewed compliance reports related to the whistleblower policy ✓ Reviewed audit-related policies, including the whistleblower policy
Oversight functions	<ul style="list-style-type: none"> ✓ Reviewed and approved the mandate, annual report and budget of the Finance oversight function ✓ Reviewed and approved the charter, nature and scope of work of the Internal Audit oversight function ✓ Approved the annual internal audit plan and reviewed its three-year strategic plan ✓ Obtained assurance regarding the independence and effectiveness of the Finance and the Internal Audit oversight functions, ensured that they have sufficient resources to fulfill their mandates and responsibilities, and approved their budgets ✓ Reviewed the interim and annual reports of the Senior Vice President – Internal Audit and ensured that necessary follow-up measures had been taken in response to the main recommendations in these reports ✓ Acknowledged ad hoc mandates carried out by Internal Audit, notably concerning subsidiary governance ✓ Acknowledged the interim and annual reports produced by the Chief Compliance Officer regarding the compliance status of the Bank and its subsidiaries, including compliance with the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (PCMLTFA) ✓ Assessed the performance of the Chief Financial Officer and Executive Vice President – Finance as well as that of the Senior Vice President – Internal Audit and made recommendations to the HRC and the Board, as appropriate, regarding their compensation ✓ Reviewed the succession plan of the Chief Financial Officer and Executive Vice President – Finance as well as that of the Senior Vice President – Internal Audit and made recommendations to the HRC and the Board

4. The Board and its Committees

AUDIT COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Reviewing financial soundness	<ul style="list-style-type: none"> ✓ Reviewed and recommended to the Board approval of the operating budget, including the efficiency plan ✓ Recommended to the Board the approval of coupon payments for the Limited Recourse Capital Notes ✓ Reviewed, with the RMC, the interim and annual reports on litigation involving the Bank and its subsidiaries ✓ Recommended to the Board the approval of the normal course issuer bid
ESG	<ul style="list-style-type: none"> ✓ Acknowledged the Climate Report ✓ Reviewed the Internal Audit function's report, covering risks such as those associated with human capital, organizational culture, privacy and ESG ✓ Reviewed the Finance function's annual report and the Bank's operating budget on, among other things, ESG initiatives and priorities ✓ Reviewed, with the RMC, the scope of OSFI's Guideline B-15 and the IFRS S1 and S2 standards on climate risk management ✓ Reviewed the Global Minimum Tax (Pillar 2)
Other	<ul style="list-style-type: none"> ✓ Recommended to the CRCGC and the Board to approve the revision to its mandate

An assessment of the Audit Committee's performance was undertaken for fiscal 2024 and the committee is confident that it has fulfilled its duties and responsibilities with regards to its mandate.

Lynn Loewen

Chair of the Audit Committee

RISK MANAGEMENT COMMITTEE

Members⁽¹⁾



Patricia
Curadeau-Grou,
Chair



Yvon
Charest



Karen
Kinsley



Lynn
Loewen



Sarah
Morgan-Silvester



Pierre
Pomerleau



Macky
Tall

The Risk Management Committee oversees and approves the risk management framework, key risk management policies and risk tolerance limits. It proactively manages significant risks and ensures that Management reports to the Board on the assessment process and control measures of such risks. It provides recommendations on risks arising from strategic decisions made by the Board and reviews certain strategic investments and initiatives that could have a significant impact on the Bank.

RISK MANAGEMENT COMMITTEE

Meetings	✓ Nine (9) and one (1) meeting held jointly with the Audit Committee
In camera meetings	✓ Executive Vice President – Risk Management ✓ Chief Compliance Officer

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Provided oversight of the management of the main risks to which the Bank is exposed	<ul style="list-style-type: none"> ✓ Discussed with the Financial Consumer Agency of Canada in the course of an annual meeting ✓ Discussed with the Canada Deposit Insurance Corporation in the course of an annual meeting ✓ Reviewed the integrated risk management reports, which include a follow-up of the main risks facing the Bank ✓ Acknowledged information on key changes made to laws, regulations and other rules, particularly those involving privacy, as well as information on material regulatory non-compliance risks ✓ Reviewed the Bank's risk posture for emerging risks

(1) On April 19, 2024, Lynn Loewen was appointed as a member of the Risk Management Committee, while Annick Guérard and Lino A. Saputo ceased to be members of the committee. On February 3, 2025, Sarah Morgan-Silvester was appointed as a member of the committee following her appointment on the Board.

4. The Board and its Committees

RISK MANAGEMENT COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Provided oversight of the management of the main risks to which the Bank is exposed (continued)	<ul style="list-style-type: none"> ✓ Reviewed, with the AC, the interim and annual reports on litigation against the Bank and its subsidiaries ✓ Reviewed the reports addressing the allowances for credit risk on impaired loans (IFRS 9) ✓ Approved the Canadian bankruptcy settlement plan ✓ Reviewed and approved various credit files of the Bank's commercial clients in accordance with the credit approval policies ✓ Reviewed and approved changes to certain sector limits and the methodology used to establish such limits ✓ Reviewed certain risk management policies and approved, in conjunction with the CRCGC, the Subsidiary Governance Policy ✓ Reviewed and approved the classification and annual policy review process ✓ Reviewed quarterly reports on the oil and gas sector ✓ Reviewed, with the HRC, the work of the Compensation Risk Oversight Working Group ✓ Reviewed the results of a stress test for the Bank and its subsidiaries ✓ Reviewed subsidiary governance, including integrated subsidiary risk management ✓ Examined a real-life case of cyber fraud and the steps involved in identity theft
Reviewing and approving the Bank's risk appetite framework	<ul style="list-style-type: none"> ✓ Recommended to the Board the approval of the Bank's risk appetite framework and ensured that the Bank's Management was implementing appropriate processes to effectively manage risks
Overseeing capital and liquidity and funding management	<ul style="list-style-type: none"> ✓ Reviewed and recommended that the Board approve the capital plan ✓ Reviewed the performance of models and parameters used to manage credit risk and calculate regulatory capital ratios ✓ Reviewed the liquidity management reports ✓ Examined and approved the funding plan ✓ Reviewed the independent auditor's annual report on operations and loans advanced by the Bank ✓ Reviewed the financing strategy and discussed the Bank's financing, treasury and deposit activities

4. The Board and its Committees

RISK MANAGEMENT COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Oversight functions	<ul style="list-style-type: none"> ✓ Reviewed and approved the mandate, nature and scope of work of the Risk Management and Compliance oversight functions ✓ Obtained assurance regarding the independence and effectiveness of the Risk Management and Compliance oversight functions, ensured that they have sufficient resources to fulfill their mandates and responsibilities and approved their budgets ✓ Reviewed the interim and annual reports produced by the Chief Compliance Officer regarding the compliance status of the Bank and its subsidiaries, including compliance with the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (PCMLTFA) ✓ Acknowledged the reports of the Senior Vice President – Internal Audit and obtained assurance that necessary follow-up measures had been taken in response to the main recommendations in these reports ✓ Acknowledged the annual audit plan ✓ Assessed the performance of the Executive Vice President – Risk Management and the Chief Compliance Officer and provided the HRC and the Board, as appropriate, with recommendations regarding their compensation ✓ Reviewed the succession plan of the Executive Vice President – Risk Management and of the Chief Compliance Officer and made recommendations to the HRC and the Board ✓ Reviewed nominees and made recommendations to the HRC and the Board regarding the appointment and compensation of the Executive Vice President and Chief Risk Officer ✓ Reviewed and recommended that the Board approve the Subsidiary Governance Policy
ESG	<ul style="list-style-type: none"> ✓ Reviewed the integrated risk management reports, which include monitoring of environmental and climate risks, as well as social risks ✓ Reviewed updates on measures and disclosure of greenhouse gas emissions for the oil and gas portfolio and on decarbonization targets ✓ Acknowledged the Climate Report ✓ Reviewed, with the AC, the scope of OSFI's Guideline B-15 and the IFRS S1 and S2 standards on climate risk management
Other	<ul style="list-style-type: none"> ✓ Recommended to the CRCGC and the Board to approve the revision to its mandate ✓ Approved the revision of the Global Risk Committee mandate

An assessment of the Risk Management Committee's performance was undertaken for fiscal 2024 and the committee is confident that it has fulfilled its duties and responsibilities with regards to its mandate.

Patricia Curadeau-Grou
Chair of the Risk Management Committee

HUMAN RESOURCES COMMITTEE

Members⁽¹⁾



Pierre
Boivin,
Chair



Pierre
Blouin



Yvon
Charest



Rebecca
McKillican



Arielle
Meloul-Wechsler

The Human Resources Committee supervises and approves the management of risks associated with compensation, the policies and major compensation programs, the main strategies and practices related to culture and talent management, the succession and development plans for Officers, the pension plans, and communication with stakeholders. It ensures the existence of human resources management programs which allow the Bank to attract and retain top talent and promote the employee experience. The committee ensures that the Bank's human resources management strategies and organizational culture are aligned with the Bank's ESG practices and strategies. The committee also puts emphasis on the employee experience by ensuring that the health, safety and well-being of teams, be it physical, mental and financial, are prioritized in its policies, programs and practices. The Compensation Risk Oversight Working Group works collaboratively with the committee.

HUMAN RESOURCES COMMITTEE

Meetings	✓ Seven (7)
Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Monitoring of human resources policies, programs and practices including compensation and organizational culture	<ul style="list-style-type: none"> ✓ Reviewed the total compensation strategy to ensure and improve the offering, with a focus on direct compensation and the health and well-being of teams, both physically, mentally and financially ✓ Recommended that the Board approve the targets and parameters of the Annual Incentive Compensation Program (ICP), which applies to over 18,000 participating employees and the parameters of the SYNERGY – Executives Compensation Program for Executive Officers and Officers for fiscal 2024 and 2025, including ESG priorities ✓ Reviewed, with the CRCGC, the evolution of ESG priorities and its impact on the SYNERGY – Executives envelope and approved the short-, mid- and long-term variable compensation envelopes for 2024 ✓ Approved the salary increase budget for the Bank and its subsidiaries for 2025 ✓ Reviewed, with the RMC, the work of the Compensation Risk Oversight Working Group including the approval of its own mandate ✓ Reviewed and approved proposed changes to certain compensation programs, including the Financial Markets compensation program and the Performance Share Units program

(1) On April 19, 2024, Arielle Meloul-Wechsler was appointed as a member of the Human Resources Committee following her appointment on the Board, while Maryse Bertrand ceased to be a member of the committee.

4. The Board and its Committees

HUMAN RESOURCES COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Monitoring of human resources policies, programs and practices including compensation and organizational culture (continued)	<ul style="list-style-type: none"> ✓ Recommended that the Board approve the compensation breakdown for Executive Officers and the new shareholding requirements for Executive Officers ✓ Reviewed the report on culture, a distinctive element of the Bank's employer brand, on access to key talent to grow, perform and evolve, and on team engagement support ✓ Discussed overall compensation strategy and our desire to maintain a comfortable position without compromising consistency with the strategic vision of the Bank's development ✓ Reviewed on a quarterly basis the Employee Experience scorecard presenting an overview of various dimensions, including culture, talent management, health, well-being, inclusion and diversity, as well as various employee initiatives, such as performance and talent management, impact of artificial intelligence on the Bank's workforce and its governance
Performance and compensation management of the President and Chief Executive Officer	<ul style="list-style-type: none"> ✓ Recommended to the Board the approval of the Officers scorecard objectives and the performance targets of the SYNERGY – Executives Compensation Program applicable to the President and Chief Executive Officer, Other Executive Officers and all Officers ✓ Recommended to the Board the revision of the compensation peer group and the competitiveness of the target total direct compensation of Executive Officers ✓ Reviewed the competitiveness of the target total direct compensation of the President and Chief Executive Officer, and recommended that the Board approve target total direct compensation ✓ Enhanced the President and Chief Executive Officer's assessment process by focusing on the execution of corporate strategy, outreach and leadership, and by supporting the assessment with quantitative and qualitative information, as well as feedback from directors and Other Executive Officers ✓ Assessed the President and Chief Executive Officer's performance based on his role and responsibilities, financial results, annual objectives derived from the mid-term business plan and key performance indicators, including ESG priorities, as well as the prudence with which he managed the Bank's operations and the risks to which the Bank is exposed, and subsequently reported to the Board
Performance and compensation management of the Other Executive Officers and heads of the oversight functions	<ul style="list-style-type: none"> ✓ Received the President and Chief Executive Officer's report on the performance assessment of the Other Executive Officers ✓ Reviewed, with the AC and the RMC, the competitiveness of the target total direct compensation of the heads of the oversight functions and recommended that the Board approve their compensation for fiscal 2024
Review of the Executive Officers' and Officers' succession and development plan	<ul style="list-style-type: none"> ✓ Reviewed and recommended that the Board approve the updated succession and development plan of the Executive Officers, of the heads of the oversight functions and of the Officers of the Bank, with consideration for our principles of inclusion and diversity ✓ Approved and recommended to the Board the updated duties and responsibilities of the Bank's President and Chief Executive Officer ✓ Reviewed, with the RMC, and recommended to the Board the approval of the appointment, mandate and compensation of the new member who joined the Senior Leadership Team in fiscal 2024

4. The Board and its Committees

HUMAN RESOURCES COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Oversight of pension plans and employee benefits	<ul style="list-style-type: none"> ✓ Reviewed a report on the performance, risk-taking and governance of the mutual fund and on the application of the investment policy to the Bank's pension plans ✓ Approved the revision of the Mutual Fund Policy for the Bank's pension plans ✓ Approved the approach to use of pension plans surplus ✓ Received the annual report on governance and risk management of pension plans and the quarterly updates ✓ Received the administrator's report on the Post-Retirement Allowance Program (PRAP) for Officers ✓ Approved the appointment of the members of the Retirement Committee ✓ Discussed the portrait of health and well-being at the Bank, and the preferred approach for pursuing the evolution of the well-being offering
Stakeholder engagement and compliance with governance standards	<ul style="list-style-type: none"> ✓ Verified that each of the Executive Officers and the heads of the oversight functions comply with the Bank's Code of Conduct and conflict of interest standards ✓ Reviewed the results of the self-assessment of the HRC members' knowledge and expertise in risk management ✓ Reviewed the summary of the Internal Audit Report on total compensation policies, programs and practices

An assessment of the Human Resources Committee's performance was undertaken for fiscal 2024 and the committee is confident that it has fulfilled its duties and responsibilities with regards to its mandate.

Pierre Boivin

Chair of the Human Resources Committee

CONDUCT REVIEW AND CORPORATE GOVERNANCE COMMITTEE

Members⁽¹⁾



Yvon
Charest,
Chair



Karen
Kinsley



Sarah
Morgan-Silvester



Robert
Paré



Macky
Tall

The Conduct Review and Corporate Governance Committee keeps abreast of the latest governance trends and oversees the progress of the Bank's environmental and social strategy to ensure that the Bank's practices in this regard are sound and compliant with legislation. The committee also plays a role with the Bank's stakeholders, ensuring that a constructive dialogue is in place. It also ensure the competence and integrity of the Board members, plan their succession and share the roles and responsibilities between the Board and the committees. The committee ensures that mechanisms are put in place to prevent transactions prohibited by legislation between the Bank and related parties are carried out.

CONDUCT REVIEW AND CORPORATE GOVERNANCE COMMITTEE

Meetings	✓ Four (4) and one (1) meeting held jointly with the Technology Committee
Other role	✓ Served as the Conduct Review Committee for a subsidiary, namely, Natcan Trust Company

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Composition and functioning of the Board and its committees	<ul style="list-style-type: none"> ✓ Verified the independence, eligibility, availability and competencies of the Board members and director nominees ✓ Revised the skills matrix for Board members ✓ Reviewed and recommended that the Board approve the composition of its committees and the appointment of committee members, their chairs and of the Chair of the Board ✓ Obtained assurance that each Board member complies with the Code of Conduct and conflict of interest standards ✓ Reviewed and recommended the revision of the mandates of the TC, AC and RMC
Assessment of the Board, its committees and directors	<ul style="list-style-type: none"> ✓ Reviewed the methodology for assessing the Board, its chair and members, as well as the committees and their chairs ✓ Reviewed the results and informed the Board of the assessment of the performance and effectiveness of the Board and its members, the Chair of the Board, the committees and briefed the Board ✓ Developed an annual action plan based on results and informed the Board ✓ Monitored periodically the implementation of the objectives and proposals set out in the 2023-2024 action plan

(1) On April 19, 2024, Patricia Curadeau-Grou ceased to be a member of the Conduct Review and Corporate Governance Committee. On February 3, 2025, Sarah Morgan-Silvester was appointed as a member of the committee following her appointment on the Board.

4. The Board and its Committees

CONDUCT REVIEW AND CORPORATE GOVERNANCE COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Orientation and education of directors	<ul style="list-style-type: none"> ✓ Monitored periodically the integration and orientation of new Board members ✓ Updated the orientation and integration program for Board members ✓ Identified training sessions for Board members
Board succession planning	<ul style="list-style-type: none"> ✓ Reviewed the composition of the Board, the diversity, the tenure of each existing member, the complementarity of skills and experiences on the Board ✓ Reviewed the revised Background Checks Policy applicable to the Bank as a whole, as well as to Board members, and ensured compliance with OSFI's new guideline on integrity and security ✓ Evaluated potential candidates for the role of director ✓ Recommended that the Board approve the appointment of Scott Burrows as a member of the Board and the AC as at August 1, 2024
Compensation of independent directors and insurances	<ul style="list-style-type: none"> ✓ Reviewed and recommended that the Board approve the revised director compensation plan ✓ Reviewed the purchase of liability insurance and of crime insurance for financial institutions
Oversight of governance matters	<ul style="list-style-type: none"> ✓ Reviewed updates relating to recent changes in regulations, guidelines and governance and recommended to the Board amendments to the Bank's governance practices ✓ Reviewed and recommended that the Board approve the Majority Voting Policy ✓ Discussed shareholder activism in the Canadian banking industry and reviewed its various forms ✓ Reviewed and recommended that the Board approve the Management Proxy Circular (including the shareholder proposals and responses thereto and the form of proxy) for the annual and special meeting of holders of common shares and the special meeting of first preferred shareholders held on April 19, 2024 ✓ Reviewed and recommended that the Board approve the Proxy Access Policy ✓ Received the annual report on compliance with the Subsidiary Governance Framework and the status on certain subsidiaries ✓ Reviewed and recommended that the Board approve the Subsidiary Governance Policy ✓ Reviewed, with the TC, the governance, oversight and use of artificial intelligence at the Bank and its legislative and regulatory environment

4. The Board and its Committees

CONDUCT REVIEW AND CORPORATE GOVERNANCE COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Oversight of environmental and social responsibility matters	<ul style="list-style-type: none"> ✓ Reviewed progress on the Bank’s ESG priorities, including targets, commitments and rating agency results, on a semi-annual basis ✓ Reviewed the sustainable procurement strategy and action plan ✓ Reviewed trends in environmental and social responsibility and related best governance practices ✓ Examined and discussed shareholder proposals on environmental and social responsibility ✓ Reviewed and discussed the ESG 2024-2026 strategic plan ✓ Received the Climate Report, Sustainable Bonds Report, Principles for Responsible Banking Report and the Report on Environmental, Social and Governance (ESG) Advances (now, the Sustainability Report) ✓ Reviewed the Bank’s approach to responsible procurement ✓ Reviewed and recommended that the Board approve the Report on Our Commitment to the Fight Against Modern Slavery ✓ Reviewed and recommended that the Board approve the Corporate Social Responsibility Statement ✓ Received the Internal Audit report on the progress status of ESG priorities
Oversight of matters related to review, ethics and stakeholder engagement	<ul style="list-style-type: none"> ✓ Reviewed the Chief Compliance Officer’s annual report on consumer protection and complaint processing ✓ Discussed semi-annually with the Compliance function and the Client Complaint Appeal Office the operationalization of consumer measures and their effectiveness ✓ Approved the Bank’s Annual Report on Consumer Protection for submission to the Commissioner of the Financial Consumer Agency of Canada ✓ Recommended that the Board approve the Annual Consumer Protection Report for submission to the Commissioner of the Financial Consumer Agency of Canada ✓ Reviewed the annual report on ethics and reviewed the application of the Code of Conduct and its related policies and standards ✓ Received the annual report of the Employee Ombudsman ✓ Reviewed the scorecard of Board and committee interactions with the Bank’s key stakeholders ✓ Examined the half-yearly reports on transactions with related parties ✓ Reviewed and recommended that the Board approve the whistleblower policy

An assessment of the Conduct Review and Corporate Governance Committee’s performance was undertaken for fiscal 2024 and the committee is confident that it has fulfilled its duties and responsibilities with regards to its mandate.

Yvon Charest

Chair of the Conduct Review and Corporate Governance Committee

TECHNOLOGY COMMITTEE

Members⁽¹⁾



Pierre
Blouin,
Chair



Patricia
Curadeau-Grou



Annick
Guérard



Lynn
Loewen



Rebecca
McKillican



Irfhan
Rawji

The Technology Committee oversees the technology and data strategy, and ensures that it supports and enables the Bank's overall strategy. The committee oversees Management's implementation of a technology program that meets the Bank's current and future needs. It advises Management on technological risk management, particularly with respect to cybercrime, personal information, obsolescence, and artificial intelligence. The committee also examines major innovation projects and significant technological investments.

TECHNOLOGY COMMITTEE

Meetings	<ul style="list-style-type: none"> ✓ Five (5) and one (1) meeting held jointly with the Conduct Review and Corporate Governance Committee
Main responsibilities	<p>Main achievements in fiscal 2024</p> <p>Notably, we:</p>
Technology strategy	<ul style="list-style-type: none"> ✓ Reviewed technology strategy, including risk posture, outsourcing agreements, workforce and talent, and validated its alignment with the Bank's business strategy ✓ Reviewed, with the CRCGC, the governance, oversight and use of artificial intelligence at the Bank and its legislative and regulatory environment ✓ Reviewed on a quarterly basis the ESG risks and issues raised by the various sectors and ensured that the technology strategy is aligned to support the various business lines
Transformation, investments and technological assets	<ul style="list-style-type: none"> ✓ Reviewed quarterly reports from the Executive Vice President – Technology and Operations, including progress on technology strategy, assets and investments ✓ Reviewed the annual budget to support the technology strategy as well as the Bank's day-to-day technological operations ✓ Reviewed the technology initiatives portfolios for each of the business sectors ✓ Reviewed the interim reports regarding the delivery of technology services, including project follow-ups and technology modernization ✓ Reviewed the methodology, risks and impacts of technological debt ✓ Examined digital transformation and evolution projects in certain sectors of the Bank

(1) On April 19, 2024, Patricia Curadeau-Grou and Annick Guérard were appointed as members of the Technology Committee, while Maryse Bertrand ceased to be a member of the committee. On February 3, 2025, Irfhan Rawji was appointed as a member of the committee following his appointment on the Board.

4. The Board and its Committees

TECHNOLOGY COMMITTEE (continued)

Main responsibilities	Main achievements in fiscal 2024 Notably, we:
Technology risks, cybersecurity and technology monitoring	<ul style="list-style-type: none"> ✓ Reviewed third-party risk management and the profile of the Bank's technology suppliers ✓ Reviewed the effectiveness of the cybersecurity program and cyber resiliency practices, including cybersecurity risk posture ✓ Reviewed the interim reports on technology risks, including cyber risks and cybercrime ✓ Received information about the delivery of technology risk projects, including cybersecurity ✓ Reviewed real cases of cyber attacks, their impacts and the lessons learned ✓ Ensured compliance with legislative and regulatory requirements, including OSFI's Guideline B-13 on Technology and Cyber Risk Management and its Guideline B-10 on Third-Party Risk Management
Privacy	<ul style="list-style-type: none"> ✓ Reviewed the Bank's privacy priorities and projects ✓ Received quarterly privacy status monitoring ✓ Acknowledged the Privacy Booklet

An assessment of the Technology Committee's performance was undertaken for fiscal 2024 and the committee is confident that it has fulfilled its duties and responsibilities with regards to its mandate.

Pierre Blouin
Chair of the Technology Committee

5.

Governance Practices

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References

The Sustainability Report, Climate Report and the Report on our Commitment to the Fight Against Modern Slavery are available under “Commitments and Impact” on nbc.ca/about-esg.

You can consult the following documents under “Board of directors” on nbc.ca/governance:

- > Mandates of the Board, the committees, the Chair of the Board and the committee chairs
- > The Board’s Inclusion and Diversity Policy
- > Director Independence Policy
- > Majority Voting Policy (this policy is incorporated by reference into the Circular)
- > Proxy Access Policy

You can consult the following documents under “Codes and commitments” on nbc.ca/governance:

- > Stakeholder Engagement Guidelines
- > Code of Conduct

The information contained in the various documents, policies or reports published by the Bank or available on the Bank’s website and referred to in this document is not and should not be considered to be incorporated by reference in the Circular, unless expressly stated otherwise.

Glossary

Code: Code of Conduct

UN: United Nations

GOVERNANCE STRUCTURE AND APPROACH

Our approach is based on the following principles:



Rigour

Board members exercise independent judgment in the performance of their duties to protect the interests of the Bank. They have the necessary skills to advise Management on the Bank's strategic orientation.



Oversight

The Board oversees the policies and the risk management framework to ensure that the Bank takes on risks in line with its risk appetite.



Integrity

Board members and Officers embody the values of the Bank and guide its governance culture.



Transparency

Board members avoid conflicts of interest and ensure transparency in their interactions to maintain stakeholder confidence in the Bank.



Independence

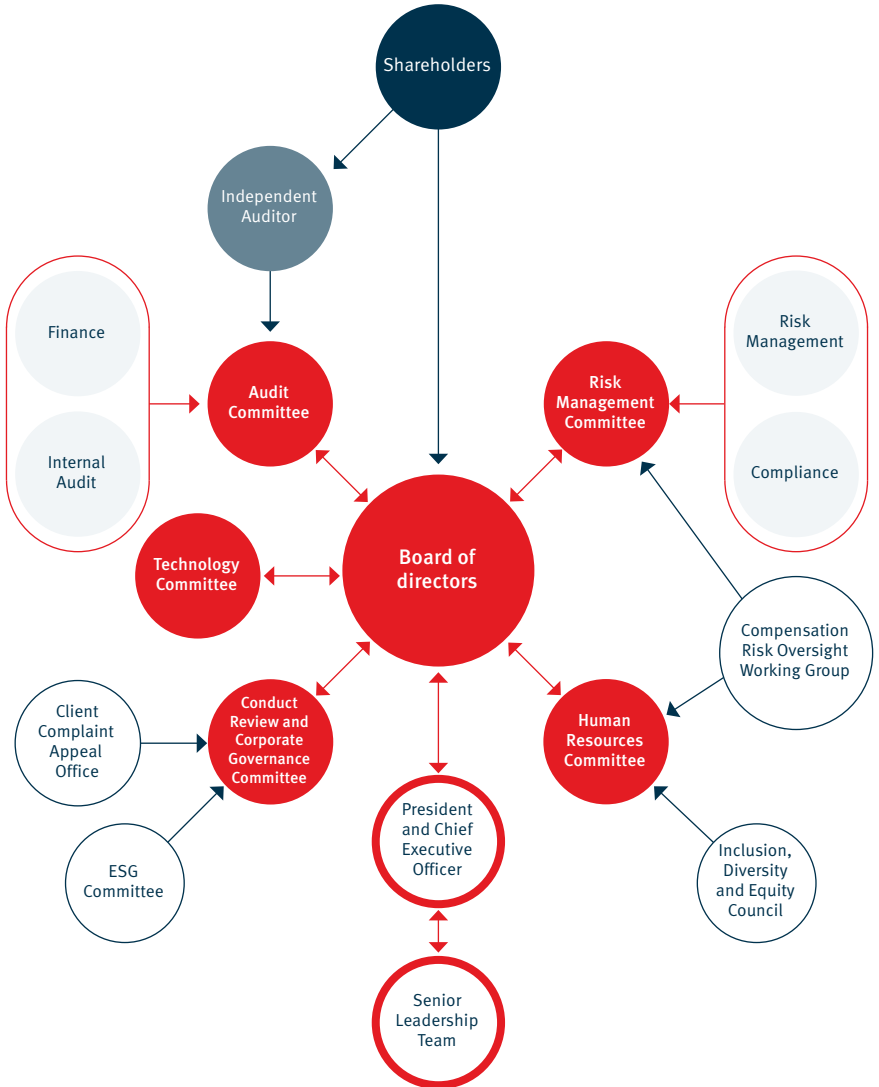
The Board is independent of the Bank and of its Management so that it can carry out its oversight duties adequately.

We believe it is vital to adopt a governance culture that aims not only to have a positive impact in people's lives, as stated in our One Mission, but also, to ensure our compliance with best practices and the applicable rules, so we can meet the expectations of the Canadian regulatory authorities and our stakeholders. This transparency and independence allow the Board to meet its good governance goals. These rigorous principles are based on exemplary ethical standards and are aligned with our strategy; they guide the Bank in its interactions with its stakeholders, as well as promote the proper operation of the Bank.

Our governance structure

Five committees support the Board in its mandate: Audit, Risk Management, Human Resources, Conduct Review and Corporate Governance, and Technology. It also receives recommendations from the four oversight functions: Internal Audit, Risk Management, Compliance and Finance.

The diagram below illustrates the interactions between the Board, the committees, the oversight functions and other bodies mentioned in this section of the Circular:



Oversight functions

Internal Audit

- › The Internal Audit segment is the third line of defence in the risk management framework.
- › It is responsible for objectively providing the Bank's Board and Management with:
 - Independent assurance on the effectiveness of the main governance, risk management, and internal control processes and systems
 - Recommendations that promote the long-term strength of the Bank

Finance

- › The Finance segment is responsible for optimizing management of financial resources and ensuring sound governance of financial information.
- › It helps the business sectors and the support functions with their financial performance.
- › It ensures regulatory compliance.
- › It is responsible for the presentation of the Bank's reporting to shareholders as well as the presentation of its external reporting outside of the various units, entities and subsidiaries of the Bank.
- › It is also responsible for capital management and actively participates in the activities of the Asset/Liability Management Committee.

Risk Management

- › The Risk Management segment is responsible for:
 - Independent and integrated identification, assessment and monitoring of the various risks to which the Bank and its subsidiaries are exposed
 - Promoting a risk management culture within the Bank
- › The Risk Management team helps the Board and Management understand and monitor the main risks.
- › This sector develops, maintains and communicates the risk appetite framework while ensuring the integrity and reliability of risk measures.

Compliance

- › The Compliance segment is responsible for implementing a Bank-wide risk management framework for regulatory compliance.
- › It relies on an organizational structure that includes functional links to the main business sectors.
- › It also oversees and assesses independently the compliance of the Bank and its subsidiaries with the standards and policies relating to the management of risk of non-compliance with regulations.

Chair of the Board

The Chair takes on the leadership of the Board, directs its activities and presides over its meetings as well as the shareholder meetings. The Chair ensures that the Board performs its duties effectively and independently, in the interests of the Bank and taking into consideration the interests of its stakeholders.

The Chair promotes the highest standards of integrity and ethical conduct among Board members, as well as rigorous governance standards. Moreover, the Chair encourages frank and constructive debate among the members and fosters open dialogue between the Board and Management.

The Chair also:

- › ensures that the Board’s committees fulfill the responsibilities assigned to them by the Board and that they report back to the Board on the results of their work;
- › ensures that the Board has the necessary resources and information to fulfill its mandate and responsibilities;
- › ensures that the independent Board members meet at the end of each Board meeting, without the presence of any employee or member of Management, and presides these proceedings in camera;
- › participates as a non-voting guest at meetings of committees of which the Chair is not a member, without the right to vote, but may, at the request of the committee chair, act as a member and cast a vote if the quorum could not otherwise be reached at a meeting;
- › assists the Conduct Review and Corporate Governance Committee in overseeing the process for evaluating the performance of the Board, committees and Board members; and
- › participates in meetings with Bank stakeholders.

The Chair of the Board is independent as defined by the CSA and does not have a casting vote in the event of a tie among Board member votes.

The Chair’s mandate describes his or her role and responsibilities. It is revised periodically, as required.

Committees created by the Board

The Board delegates some of its powers to its committees. It appoints members and chairs chosen from among the Board members, in accordance with the eligibility criteria established by the legislation in force.

Following the recommendations of the Conduct Review and Corporate Governance Committee, the Board approves the mandates of its committees as well as those of the committee chairs.

For further information on the composition, mandates and achievements of the committees, refer to [Section 4](#).

CULTURE AND INTEGRITY

The Board, accompanied by Management, sets an example and promotes an ethical and transparent business culture across the Bank, particularly with regard to the duties to act with honesty and integrity, to comply with the law, to treat clients with respect and civility, to protect their privacy and avoid conflicts of interest.

Our Code of Conduct

The Board upholds the rules of conduct and ethics, by way of the Conduct Review and Corporate Governance Committee, which adopts and regularly reviews the Bank's Code.

The Bank considers strict adherence to the Code essential to maintain the trust of our stakeholders. This applies to Board members, Officers and all employees of the Bank. Our Code sets out six guiding principles aligned with our values that guide our actions. These principles guide the Board in fulfilling its mandate, including the important decisions it must make and the policies it adopts. It sets out standards for desired conduct and how the Board members, Management and employees interact, with each other and with our stakeholders, including regulators, suppliers, the media, competitors and the public.

In addition, the Board ensures that the Bank has a permanent, appropriate and effective process in place that ensures compliance with these rules. Annually, a certificate signed by all persons covered by the Code to confirm their commitment to comply with it. The Board also ensures, in line with the existing continuous disclosure obligations, the reporting of any material breach of the rules of this Code by a Board member or an Executive Officer.

Finally, the Board ensures that the Code is filed with the CSA and that it be made available on the Bank's website. The Code is available on nbc.ca/governance.

No waivers to the Code of Conduct were granted by the Board to Executive Officers or Board members during fiscal 2024.

Independent complaint and report handling

The Board and the Senior Leadership Team strive to foster an environment open to dialogue, where employees can express themselves and share their concerns.

To ensure that our teams can raise concerns relating to accounting, internal accounting controls and auditing, and report wrongdoings without fear of reprisal, the Audit Committee and the Conduct Review and Corporate Governance Committee have adopted a whistleblower policy and oversee its application. This means we have an effective, accessible and confidential process in place to facilitate the handling of these complaints and irregularities, so as to foster a culture conducive to reporting for all of our teams and those of our subsidiaries. It is the Reporting Office who receives, handles and archives these complaints, concerns and reports.

5. Governance Practices

Furthermore, the Bank has a Client Complaint Appeal Office and an Employee Ombudsman. The Client Complaint Appeal Office investigates, as a last resort, complaints from clients relating to products and services offered by the Bank. The Employee Ombudsman helps resolve disputes employees may have in the course of their duties and handles their reports anonymously when required. In all these situations, the complaint handling process is impartial and independent, to ensure equitable treatment.

For further information on the duties of the Client Complaint Appeal Office, the Reporting Office and the Employee Ombudsman, consult the “Complaint settlement” and “Reporting wrongdoing” pages on nbc.ca.

BOARD COMPOSITION

The Board, with the support of the Conduct Review and Corporate Governance Committee, regularly reviews its size and composition using a set of criteria and expectations for directors that it establishes and reviews on an ongoing basis, and which include:

- › Skills
- › Independence
- › Integrity
- › Availability
- › Diversity

These expectations are described in further detail in the following pages. The Board believes that its composition is adequate to allow it to make informed decisions, staff its committees and plan its succession.

Expectations for directors and desired skills

To be able to fulfill its role, the Board is made up of members with a wide range of knowledge and complementary skills. The Board believes that having directors from different backgrounds and industries is an asset.

Every year, the Conduct Review and Corporate Governance Committee reviews the list of skills sought by the Bank so that it reflects our evolving needs and relevant best practices. You can consult these skills, as well as the reasons why they are useful to the Board in [Section 2](#).

The Board members perform an annual self-assessment of their skills, and these are reflected in the skills matrix grid provided in [Section 2](#) of the Circular. This grid is subsequently used in the succession planning process, when staffing committees, as well as to identify specific skills required by future candidates for a director position, as the Bank’s strategy evolves. Scott Burrows was appointed director on August 1, 2024. We believe that his experience, financial skills and knowledge of financial markets are an asset to the Board and a valuable addition to those of the existing Board members.

5. Governance Practices

Following the Bank's acquisition of CWB, Sarah Morgan-Silvester, corporate director, and Irfhan Rawji, managing director in venture capital, were appointed on the Board on February 3, 2025.

We believe that their skills and experiences are major assets to the Board. Altogether, Board members will have the skills, knowledge and expertise to fulfill their responsibilities.

In addition to the desired skills, the Conduct Review and Corporate Governance Committee also keeps a list of expectations for Board member contributions, in the form of desired aptitudes and behaviours. As such, the Board expects all candidates and directors to demonstrate the following skills and conduct:



Dedication and integrity

- › Look after the interests of the Bank
- › Strive for continuous improvement
- › Act as ambassador of the Bank in their area and in the broader community
- › Understand their role and responsibilities as well as the associated expectations and obligations
- › Make full use of their skills, experience and influence in a constructive manner
- › Perform their duties with integrity, honesty and candour
- › Adhere to the Bank's Code
- › Ensure compliance with the eligibility criteria set out in the Bank Act (Canada), in any other legislation and within any internal rules
- › Avoid conflicts of interest
- › Ensure the confidentiality of all information to which they have access
- › Adhere to the standards of independence from the Bank's Management



Commitment, rigour and participation

- › Devote the time and energy needed to meet their obligations in full
- › Prepare adequately for meetings
- › Attend at least 75% of the meetings to which they are called
- › Keep financial skills up to date
- › Meet share ownership requirements and demonstrate transparency in transactions
- › Stay up to date on the Bank's affairs and on any issues or trends that could affect its activities
- › Participate in the Orientation and Continuing Education Program
- › Take responsibility for decisions made by the Board



Contribution to the Bank's values and business acumen

- › Challenge the status quo, encourage change and seek solutions
- › Contribute to responsible risk management across the Bank
- › Demonstrate leadership, initiative, foresight and courage
- › Manage conflicts constructively and work collaboratively with other members
- › Have an entrepreneurial spirit and an interest in innovation
- › Understand the vision, strategic direction, objectives and risks associated with the Bank's activities
- › Exercise clear and sound judgment to assess opportunities for the Bank
- › Exhibit sound business judgment
- › Think critically about the Bank's growth strategies
- › Lead by example and contribute to the corporate culture
- › Be open to the views and concerns of the Bank's stakeholders

Director independence

A director who has no direct or indirect material relationship with the Bank is independent. A material relationship is one that the Board could reasonably expect it to interfere with a Board member's independent judgment.

The Board implements structures and procedures to ensure its independence from the Bank's Management. Thus, for instance, the Conduct Review and Corporate Governance Committee has drafted the [Director Independence Policy](#), which sets out standards generally based on the criteria issued by the CSA and the Affiliated Persons (Banks) Regulations (Canada). The committee regularly assesses the independence of Board members, using among other things, information they provide or which is otherwise brought to its attention. The Board then reviews the independence assessment conducted by the Conduct Review and Corporate Governance Committee.

- All members of the Board and director nominees are independent as defined by the CSA, with the exception of the President and Chief Executive Officer of the Bank, who in accordance with the Bank Act (Canada), is required to sit on the Board while serving in these roles.
- The role of the Chair of the Board and the role of the President and Chief Executive Officer of the Bank are distinct.

During fiscal 2024, the independent directors met *in camera*, without members of Management being present at each Board meeting and committee meeting, as set out in the agenda.

Moreover, the Board and its committees may hire legal counsel or other independent external consultants. They may define the mandates of these consultants and set their compensation, which is paid by the Bank. The Board or the relevant committee assesses the nature of the other mandates assigned by the Bank to these consultants, to ensure that these do not compromise their independence. When the Board or a committee retains the services of such consultants for an indefinite period, it must approve the list of mandates that the Bank plans to assign to the consultants annually so that these do not affect their independence.

Director integrity

The Board members act with integrity and exercise independent judgment in fulfilling their roles and responsibilities.

The Conduct Review and Corporate Governance Committee conducts a background and reference check on all director candidates before their election and at least once every five years thereafter. The Board members submit an annual confirmation, in writing, that they do not have a criminal record.

Also on an annual basis, the Board members agree, in writing, to comply with the Bank's conflict-of-interest standards. They must avoid all real, potential or apparent conflicts of interest with the Bank.

Any Board member who is party to a contract with the Bank or has an interest in a material transaction with the Bank must disclose the nature and scope of this interest to the Chair of the Board or of the Conduct Review and Corporate Governance Committee as soon as possible, in accordance with applicable legislation. This Board member must leave the meeting during review of the contract or transaction and abstain from voting on the matter, barring exceptions set out in the applicable legislation.

Moreover, the Board members regularly confirm the existence or absence of conflicts of interest to the Corporate Secretary, which ensures full disclosure.

Board member availability

The Board and its committees met frequently in 2024:

Board	AC	RMC	HRC	CRCGC	TC	Total
25 meetings	6 meetings	10 meetings	7 meetings	5 meetings	6 meetings	59 meetings

The Board expects all of its members to attend the meetings to which they are called and to remain present throughout. All Board members must attend at least 75% of the meetings to which they are called unless the Conduct Review and Corporate Governance Committee excuses them due to factors beyond their control. In such cases, the Board may review his or her ability to serve effectively as a director of the Bank.

Information regarding the attendance of Board members seeking re-election is provided in [Section 2](#) of the Circular.

During fiscal 2024, the average attendance rate of Board members seeking re-election was 98% for Board and committee meetings.

Attendance rates of directors who served on the Board during fiscal 2024 and have not sought re-election:

Director	Date of departure	Attendance at meetings called upon during the fiscal year
Maryse Bertrand	April 19, 2024	100%
Lino A. Saputo	April 19, 2024	100%

Outside directorships

Board members must inform the Chair of the Conduct Review and Corporate Governance Committee or of the Board before accepting any invitation to serve on a board of directors other than that of the Bank. In such cases, the Chair of the Conduct Review and Corporate Governance Committee, along with the Chair of the Board, assess whether the member would have a real, potential or apparent conflict of interest and would be able to continue fulfilling their duties on the Bank’s Board.

Following amalgamation with CWB, no Board member will sit simultaneously with another Board member of the Bank on the board of directors of another public company.

The President and Chief Executive Officer does not serve on the board of directors of any other public corporation.

5. Governance Practices

The Board considers that the fact that a Board member sits on the board of directors of another public corporation does not necessarily impair their ability to exercise independent judgment and act in the best interest of the Bank. We do not limit the number of boards on which Board members may serve, but we regularly review this information to verify that each member can properly fulfill their role as a Bank director. Members of the Audit Committee are not permitted to serve on the audit committees of more than three public corporations, including that of the Bank, without prior approval of the Board.

We maintain a list of all the directorships of our Board members and director nominees. In [Section 2](#) of the Circular, we disclose the names of the public corporations on whose boards the director nominees currently serve or have served in the past five years.

Change of status

Board members must notify the Chair of the Board or of the Conduct Review and Corporate Governance Committee as soon as possible in the event of any change in their professional or personal circumstances that may affect their role as a Bank director, as well as any conflict of interest. The Chair of the Board or of the Conduct Review and Corporate Governance Committee then reports to the Board and makes the appropriate recommendations.

DIVERSITY

Diversity of the Board

The Bank and the Board members believe in the importance of having a board that is representative of the Bank's clients, employees and the communities in which it operates. We believe that a balanced and diverse board has many benefits, such as complementary skills, the presence of different perspectives, and a good understanding of the needs and expectations of our stakeholders. In addition, a culture of inclusion promotes open and constructive debates within the Board, its committees and in discussions with Management.

In 2023, the Board revised its [Inclusion and Diversity Policy](#) to clarify its objective of increasing inclusion and diversity on the Board, by striving for parity and maintaining at least 40% women and 40% men among the independent directors.

In assessing the composition of the Board, succession planning and the review of new director candidates, the Conduct Review and Corporate Governance Committee ensures compliance with applicable legislation and considers a variety of factors, including the current and future needs of the Board, our business reality and geographic location, in addition to our requirements in terms of independence, competence, availability, integrity and adherence to the Bank's values.

To achieve our goal of increasing Board inclusion and diversity, the committee also considers the following criteria:

- gender identity and being a part of the following under-represented groups: visible minorities, Indigenous peoples, persons with disabilities (visible and non-visible) and members of LGBTQ2+ communities
- other diversity factors, such as age, ethnicity or place of residence
- the presence of different profiles with a wide range of experience, career paths, knowledge and complementary skills.

5. Governance Practices

The Board relies on the tools put in place by its Conduct Review and Corporate Governance Committee, including:


- > a robust succession planning process
- > a director term limit
- > a pool of candidates consistent with our objective and the above criteria continuously updated
- > the possibility of using the services of external consultants to identify potential candidates.

In addition, the Chair of the Board and committee chairs are responsible for promoting inclusion by fostering a climate of openness and respect where each member can fully play their role.

The Conduct Review and Corporate Governance Committee regularly assesses the composition of the Board based on the following data:

- > the aggregated results from the voluntary self-identification questionnaire completed by the directors
- > the results of the annual assessment of directors on Board composition, diversity and spirit of inclusion.

If the 16 director nominees are elected at the meeting, the Board will consist of seven women, representing 47% of the independent directors.



As at February 24, 2025:

- > The Board includes two persons that belong to a visible minority group
- > The proportion of women on the Board is 43.75% (46.67% of independent directors)
- > The Audit Committee and the Risk Management Committee are chaired by women
- > The representation of women on the Board and the committees is as follows:

Board	AC	RMC	HRC	CRCGC	TC
7/16 43.75%	3/5 60%	4/7 57.14%	2/5 40%	2/5 40%	4/6 66.67%

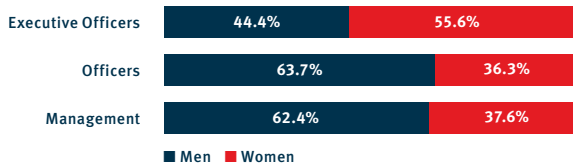
Diversity in Management^{(1) (2)}

Providing an inclusive and diverse environment where each person can be themselves and develop with confidence, ensures the realization of their full potential. For this, the Bank continuously deploys a variety of initiatives to foster inclusion, diversity, equity and the development of its different groups of employees.

The Bank considers the representation of women and diversity in its appointments to Executive Officer positions. The Bank has not set a specific target for these positions, as there are too few executive officers to set realistic targets. It does, however, monitor succession to ensure fair representation of women in this group. The Senior Leadership Team and the Human Resources Committee receive a quarterly status progress report on this representation, by way of the Employee Experience scorecards.

As part of the 2024-2026 three-year plan presented to the Human Resources Committee, the target for representation of women in the Bank’s Management positions is set at 39% for this period. At December 31, 2024, the representation of women within this group was 37.6%. This represents an increase of 1.2 points since December 31, 2023.

The following table shows the representation of women in Executive Officer and Officer positions at the Bank within Canada:



As part of the 2024-2026 three-year plan, the target for visible minority representation was also revised. This target was increased from 7% in 2023, to 12% in 2026, while currently, persons belonging to visible minority groups represent 8.3% in Executive Officer and Officer positions. These targets were established following a rigorous review of our corporate commitments and support the Bank’s priorities in terms of culture and talent, namely to:

- Foster an inclusive culture based on our guiding principles aimed at raising awareness and valuing differences, removing barriers, implementing equity measures, and adapting our practices.
- Build diverse teams that are representative of the society and communities in which the Bank does business, and where differences are valued.
- Be a social player in inclusion, diversity, equity and accessibility for our teams, communities, clients and suppliers.

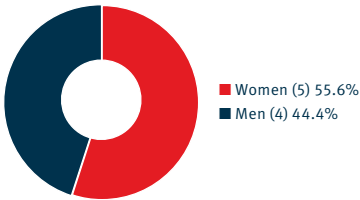
While the Bank does not favour imposing a minimum number of hires as part of its approach in the representation of minority groups, it ensures that its human resources practices always consider the diversity of the population and its employees. Global and senior management-level representation targets, for women and other minority groups, are set out in the “Inclusion, Diversity and Equity Booklet” section of the Sustainability Report.

(1) Regular employees active in Canada as of December 31, 2024.

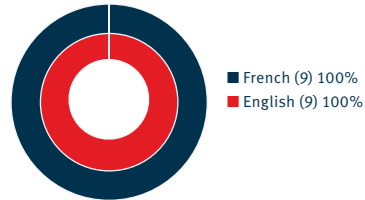
(2) In this subsection, “senior managers” refers to managing directors, principals or another equivalent role, and “managers” refers to other management roles.

The composition of the Senior Leadership Team in a few comments

Diversity and gender



Language proficiency



Inclusion, Diversity and Equity Council

The Bank's Inclusion, Diversity and Equity Council, chaired by a member of the Senior Leadership Team, is made up of Officers and senior managers involved in all business sectors and diversity representation groups, who work in close collaboration with our employee resource groups to promote inclusion, diversity and equity throughout the organization. The Inclusion, Diversity and Equity Council is also mandated to define the Bank's Inclusion, Diversity and Equity objectives and strategy, to implement the required guiding principles, policies and programs, to prioritize the actions to be taken in order to achieve the objectives, to ensure a consistent cross-sectional execution, and finally to measure, analyze and report progress quarterly to the Senior Leadership Team and the Human Resources Committee.

The past year has been marked by several achievements. These included the continuation of the sponsorship program for women and visible minority groups sponsored by senior officers and managers, the tabling of the progress report on the accessibility plan and an awareness campaign, a focus on the experience of people with disabilities with the simplification of accommodation requests, and the completion of our second year of the Progressive Aboriginal Relations certification program of the Canadian Council for Aboriginal Business. The Bank is also continuing its partnership with the Business Development Bank of Canada in the "FORTES" program, an initiative to facilitate the advancement of women in science, technology, engineering and mathematics (STEM). Finally, other bold initiatives have emerged, such as our "Taking action to remove barriers" project, which has given rise to six initiatives in which all areas of the Bank have been involved in designing and implementing intentional measures to break down barriers to the career development of black people.

Our commitment to making the Bank a more inclusive, diverse and equitable company continues to be praised by external bodies. The Bank has received, for a fifth year in a row, Platinum-Level Parity Certification, the highest distinction awarded by the Women in Governance organization.

2024-2026 Three-Year Plan

The Bank's 2024-2026 three-year plan is based on a strategy and clear guidelines, established in collaboration with the Inclusion, Diversity and Equity Council. These draw on the experience shared by employees and on industry best practices and uses dialogue and awareness to change mindsets and foster openness while strengthening manager commitment and accountability. To align its strategies and support its day-to-day actions and to foster the inclusion and development of the various employee groups (women, visible minorities, persons with disabilities, Indigenous peoples, LGBTQ2+ communities and different cultural communities), the Bank has three guiding principles for inclusion, diversity and equity:

- › Be curious and value differences
- › Adapt how we do things so that every person has an equitable experience
- › Eliminate barriers and implement intentional measures

These guiding principles reaffirm our desire to ensure that our values are supported through our various practices, products and services. It is also a way to highlight the work already achieved and support tomorrow's efforts to continue to evolve in an inclusive environment.

The Bank is also continuing its activities and developing numerous initiatives to boost its impact and create an inclusive culture, with training programs and workshops open to all teams.

The Bank's initiatives and achievements can be found in the "Inclusion, Diversity and Equity" section of the Sustainability Report.

Talent management and succession planning for Management

The Bank's leadership vision is constantly evolving, which makes it possible to respond to the challenges posed by globalization and the impact of various major events on the economy, or on environmental and social issues, including the evolution of employees' job expectations and the ongoing talent race. This agility is essential in achieving our One Mission and our business strategies. To this end, we have developed three competency profiles for managers and Officers. These profiles are used to identify the skills and level of mastery expected to perform in a given role. The profiles help employees identify the priority skills they wish to develop. Each profile integrates key competencies in talent development, diversity and inclusion, as well as resource mobilization, which are essential to fostering the development of a diverse workforce. The Bank's succession planning analysis model allows it to refine its analysis of workforce risks and mitigate them. Based on the data collected during the year and drawing on the experience of the Bank's leaders, we continuously adjust our approach to meet needs in a targeted and timely manner. This year, 73% of executive recruitment positions were filled by internal employees. In addition, to support the development and advancement of women and racialized people, programs are offered throughout the year. In 2024, 144 women took part in the Ambition Challenge, a women's leadership program, and 71 participants joined the Sponsorship program, aimed at women and racialized people. This year, 50% of executive recruitment positions were filled by women.

The annual Executive Officer succession planning process is a key component of the Human Resources Committee's mandate. Monitoring helps identify potential candidates, supports the development of Management teams and ensures the management of workforce risks. During the year, the Human Resources Committee reviews the succession plans for the President and Chief Executive Officer, for all members of the Senior Leadership Team and for the heads of oversight functions. It actively participates in the review, analysis, discussion and reflection on executive succession and reviews the development plans for key talent. The objective is to ensure a holistic overview of high-potential successors and of those in critical positions; to get acquainted with the candidates chosen for succession positions and to ensure that acquisition and development strategies support current and future needs in terms of skills and diversity. This year, the Human Resources Committee also reviewed the state of the pool of employees who constitute the successors of the Officers of the Bank.

Lastly, the Human Resources Committee also reviews a variety of Employee Experience strategies, including those relating to talent acquisition, inclusion, diversity and equity, the promotion of women in managerial and executive positions as well as the health and well-being of Bank employees.

SUCCESSION PLANNING, ASSESSMENT AND TRAINING

Succession planning

The Conduct Review and Corporate Governance Committee implements the director succession planning process. This committee is responsible for selecting candidates for director positions and for determining whether it is appropriate to re-elect each current Board member.

For new candidates, the Conduct Review and Corporate Governance Committee:



The committee conducts an annual assessment of the eligibility and availability of Board members for re-election. It takes into account the annual performance assessments of the Board members, their attendance at meetings of the Board and the committees they sit on and, their independence, skills and seniority.

In addition, on an ongoing basis throughout the year, the Conduct Review and Corporate Governance Committee reviews the selection criteria, updates the candidate list and regularly examines potential nominees, even when the Board does not have an immediate vacancy.

Director nomination by shareholders

Proposal under the Bank Act (Canada)	In accordance with the Bank Act (Canada), shareholders holding at least 5% of the Bank's outstanding shares for the minimum period set out in the legislation may submit a formal proposal to nominate candidates for election as Board members.
Proposal pursuant to the Proxy Access Policy	<p>The Board has developed a Proxy Access Policy to promote the ability of shareholders to influence the nominations for election as Board members. This policy specifies how eligible shareholders (as defined in the policy) may nominate persons for election to the Board and have them included in the Bank's Management Proxy Circular and form of proxy.</p> <p>Shareholders who wish to make nominations under the Proxy Access Policy are encouraged to read the full text of the policy, which is available under "Board of directors" on nbc.ca/governance.</p>
Other proposals	Shareholders who do not meet the minimum criteria to make an official proposal, or who choose not to do so, may nevertheless recommend nominees for election to the Board at any time. They must submit the names of these nominees and the supporting information, for the consideration of the Bank's Corporate Secretary at 800 Saint-Jacques Street, Montreal, Quebec, Canada H3C 1A3.

Director tenure and Board vacancies

The term of a director mandate is subject to the following conditions:

- › **Term limit:** A Board member may not seek re-election beyond the 12th annual meeting following their first election. However, upon recommendation of the Conduct Review and Corporate Governance Committee, the Board may decide that a member who has reached this limit may again seek re-election for an additional one-year term, up to a maximum of three additional terms. This year, on the recommendation of the Conduct Review and Corporate Governance Committee, the Board considers it appropriate for Pierre Boivin to stand for re-election.
- › **Age limit:** None.
- › **President and Chief Executive Officer:** In accordance with the Bank Act (Canada), the person serving as President and Chief Executive Officer must also sit on the Board for as long as they hold that position.

The Board has adopted a guideline requiring a director to tender their resignation to the Chair of the Conduct Review and Corporate Governance Committee if he or she:

- › has acted contrary to the policies of the Bank;
- › behaves or has behaved in a manner that could, directly or indirectly, have a material adverse effect on the interests, image or reputation of the Bank; and
- › has undergone a significant change in status that may affect their ability to contribute to the Board, including but not limited to no longer meeting the regulatory requirements to serve as a Board member.

The Conduct Review and Corporate Governance Committee makes a recommendation to the Board on whether to accept a resignation. The Board member does not participate in any meetings until the Board has issued its decision on the resignation.

Majority voting

The Board has adopted a [Majority Voting Policy](#) governing the uncontested election of Board members. Under this policy, a director nominee will be deemed not to have received the support of shareholders, even if elected, if the director does not receive a majority (50% plus one) of the votes cast on his or her election.

A Board member elected under these circumstances must immediately submit their resignation to the Conduct Review and Corporate Governance Committee. The committee will make a recommendation to the Board, which must, within 90 days of the date of the election, accept the resignation, barring exceptional circumstances. The Bank will immediately publish a press release announcing the resignation of such member or stating the reasons for not accepting their resignation. The policy is available on nbc.ca/governance under the “Board of directors” page and is incorporated by reference into the Circular.

Board performance assessment

In the interest of continuous improvement, the Board regularly assesses its own performance and effectiveness. The Conduct Review and Corporate Governance Committee is responsible for developing and overseeing the annual assessment process of the Board and its committees, in accordance with their respective mandates, as well as the management of their priorities, their effectiveness and communications with Management and those responsible for oversight functions. Every year, the committee reviews this process and the contents of the questionnaire so that it meets the evolving needs of the Bank and the Board.

The questionnaire has three sections:

1. A performance and effectiveness assessment of the Board and its Chair, the committees and their respective chairs, and the President and Chief Executive Officer
2. A self-assessment
3. A peer input assessment

The Board members answer questions on different topics to assess the performance of the Board and the committees, including the fulfillment of their duties in accordance with their respective mandates, the management of their priorities, their effectiveness and communications with Management and those responsible for oversight functions. In addition, Board members assess the composition of the Board and the diversity of its members.

They then assess their respective contribution as a Board member and of any committee(s), their skills as well as those of their peers. They also indicate the areas in which they would like to receive training and, according to the priorities of the Board and the committees, identify topics of interest for the following year.

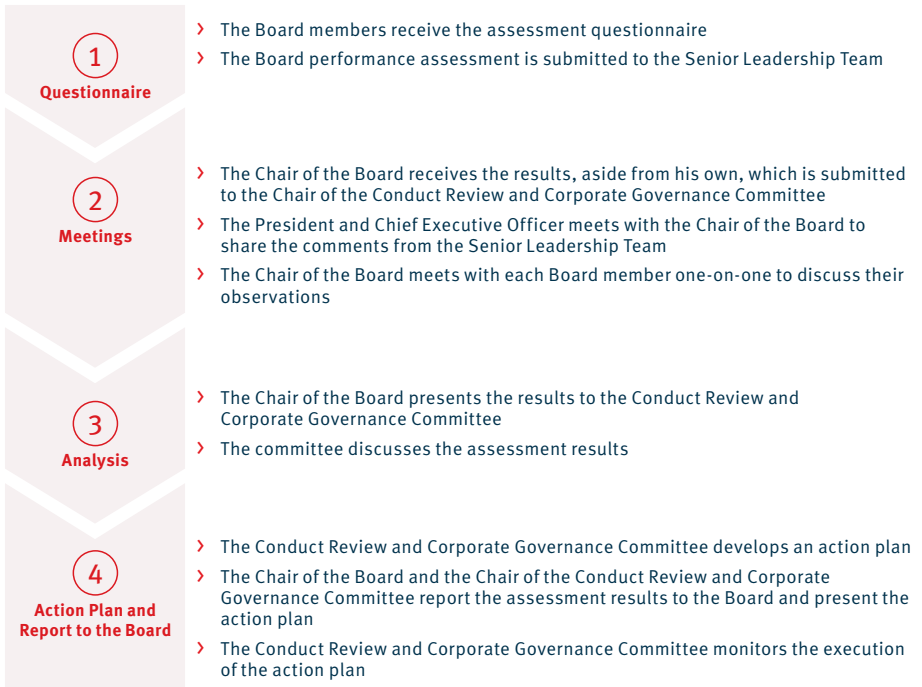
The self-assessment results are useful for several purposes:

- › The development of an action plan aimed at improving the functioning of the Board
- › Planning the priorities that the Board will set for the next fiscal year
- › The performance assessment of Board members as part of the annual re-election and nomination process
- › Succession planning, particularly with regard to diversity and the skills sought in future candidates
- › Identification of continuing education topics for Board members

The Bank’s Senior Leadership Team is also called upon to assess the performance of the Board through an annual questionnaire in order to have the opportunity to offer input on ways the Board can assist them with their strategic plans and objectives.

5. Governance Practices

The annual assessment process is as follows:



For fiscal 2024, concrete improvements were realized thanks to the implementation of the action plan following the 2023 annual assessment process. For instance, the Board and its committees benefited from frequent updates on the Bank's business and strategic plans, and in particular on its national growth objectives, including the acquisition of CWB. In addition, Board members received detailed updates on the new head office, the Bank's environmental and social objectives, and on subsidiary governance. Board members also attended various in-depth sessions organized or coordinated by Management, which focused on emerging risks and topical issues, including the economic environment, artificial intelligence, the fight against money laundering and terrorist financing, and fraud prevention.

Based on the 2024 assessment, the members of the Conduct Review and Corporate Governance Committee concluded that the Board and its committees are operating effectively and that their members, the Chair of the Board and the committee chairs have the required knowledge and dedicate the required time to perform their duties. The assessment results also served to fuel the priorities the Board set for the 2025 fiscal year. Based on the feedback received, the committee has identified a few opportunities for improvement, the execution of which it will oversee through the action plan presented to Board members. To find out more about the achievements of the Board and its committees in 2024, consult [Section 4](#) of the Circular.

Orientation and continuing education for directors

Board members must constantly expand their knowledge and their understanding of our activities and regulatory framework. To support them, in fiscal 2024, we have revised and enhanced the Orientation and Continuing Education Program, taking into consideration the expertise and different needs of the Board members.

An orientation program for new directors

The Board created an orientation program for new directors based on recommendations from the Conduct Review and Corporate Governance Committee. The program provides new directors with an overview of the Bank to help them better understand its operations, activities business plan, regulators' expectations and key challenges.

The program is continuously reviewed to ensure that it is aligned with best market practices and that it is adapted to the needs of each new Board member. As such, a personalized training plan may be offered according to each member's development path, including in anticipation of, or at the request of, his or her upcoming duties (for example, on a committee).

New directors participate in training and mentorship sessions on their duties as Board and committee members and on the Board's expectations of individual members.

In addition, new directors are invited to attend a meeting of every Board committee on which they do not sit. He or she also participates in individual information meetings with Executive Officers as well as with the Senior Vice President – Chief compliance Officer and Chief Anti-money laundering Officer; the Chief Information Security Officer; the Senior Vice President – Internal Audit; the Vice President and Head – Investor Relations; the Senior Vice President – Legal Affairs and Corporate Secretary; the Senior Vice President – Integrated Risk Management; the Senior Vice President – Communications, Public Affairs and ESG; and the Vice President, Corporate Development Strategy, in order to deepen their knowledge and understanding of the issues facing the Bank.

Director handbook

Board members always have access to a set of reference materials covering matters such as their duties and the scope of their responsibilities.

A continuing education program for directors

Board members regularly attend presentations and in-depth training sessions given by in-house experts or external consultants, to further enhance their knowledge in areas related to their duties. At least 10% of the time allocated annually to regular Board meetings is devoted to continuing education.

During the year, Board members attend presentations by the heads of each business sector on their strategic orientations and business plans. When possible, Board members participate in branch, subsidiary, business centre and operations centre visits. In 2024, the Board members met in Toronto for certain Board and committee meetings. On the same occasion, they had the opportunity to visit the Financial Markets teams, meet a number of Officers, including leaders from National Bank Independent Network, and attend an economic conference organized by the Bank.

The continuing education program is periodically reviewed by the Conduct Review and Corporate Governance Committee periodically, in particular to facilitate access to training and relevant information outside Board meetings. Board members are invited to share their training suggestions at any time and during the annual assessment process. These suggestions are then considered in the development of the Board's action plan, overseen by the Conduct Review and Corporate Governance Committee.

The Bank encourages Board members to participate in training programs offered by the Bank and by various external organizations and makes available to them a schedule of training sessions selected according to the current and future needs of the Board.

The Chair of the Board or the Chair of the Conduct Review and Corporate Governance Committee may authorize the reimbursement of expenses incurred as part of such training.

Board members also always have access to a list of relevant resources on topics of interest to the Board and its committees. In addition, from time to time, the Corporate Secretary provides them with various articles and publications relevant to their duties.

5. Governance Practices

To help Board members stay current with developments in the areas of audit, risk management, human resources, governance and technology, they have access at all times to the documentation submitted to the Board committee meetings on which they do not sit and may assist by giving notice to the chair of that committee. In addition, Board members are invited to all training sessions offered in connection with meetings of the Board and its committees, even when they are held at meetings of committees of which they are not members.

The following table presents the training provided by the Bank during meetings of the Board or its committees throughout the fiscal year:

Quarter	Training provided by the Bank	Participants
Q1	Outlook on the Commercial and Private Banking 1859 Sector	Board
	Investor Relations Priorities	Board
	Demystifying the Profile of Client Identity Theft	RMC
	Lessons Learned: Impacts of Commercial Fraud	Board
	Technology Debt Management	Board
	Subsidiary Governance: Advanced Bank of Asia Limited	Board
Q2	Inclusion, Diversity and Equity: Review of Three-Year Plans	HRC
	Subsidiary Governance: National Bank Financial and Wealth Management	Board and RMC
	Responsible Sourcing: 2024 Strategy	CRGC
	Economic Update	Board
	Client Experience: Review of Strategies and Performance Indicators	HRC
	Commercial Digital Fraud	Board
Q3	Artificial Intelligence: Governance and Framework	CRGC and TC
	Global Minimum Tax (Pillar 2)	AC
Q4	The Fight Against Money Laundering: Observed Trends	AC
	Shareholder Activism	CRGC
	Digital Banking in the Commercial Sector	TC
	National Bank Independent Network	Board
	Subsidiary Governance: Foreign Subsidiaries	Board
	Subsidiary Governance: National Bank Life Insurance	RMC
	Outlook on Financing Activities	RMC
	Employee Wellbeing at the Bank	HRC
	Outlook on Client Strategy: Personal, Commercial and Wealth Management	Board
	Economic Update	Board
	Update on Guideline B-15: Climate Risk Management	AC and RMC
	Update on IFRS S1 and S2 Standards for Reporting on Climate and Sustainability Related Disclosures	AC and RMC
	Client Experience and Net Acquisition Target	Board
	Third-Party Risk Management	TC

5. Governance Practices

To further enhance their knowledge, directors also attend conferences and training sessions offered by recognized organizations outside of Board and committee meetings. The following table provides an overview of the training topics attended by certain directors during the year:

Training provided by recognized organizations

- › Environment and Climate Change
- › Innovation, Technology and Cybersecurity
- › Climate-Related Disclosures
- › Executive Compensation
- › Governance
- › Business Ethics and Probity
- › Economy

SUBSIDIARY GOVERNANCE

The governance of the Bank’s subsidiaries is an essential component of its risk management.

The Board conducts its oversight with the help of its committees, in particular the Conduct Review and Corporate Governance Committee and the Risk Management Committee, which are responsible for overseeing the governance practices of the subsidiaries. The Board and its committees have specific tools that ensure a long-term governance strategy for all our subsidiaries.

A policy for subsidiaries

This year, the Conduct Review and Corporate Governance Committee and the Risk Management Committee approved the new Subsidiary Governance Policy, which replaces the Subsidiary Governance Framework. This policy ensures that our subsidiaries adopt best practices in governance, compliance and risk management; it enables them to report annually to the Conduct Review and Corporate Governance Committee and the Risk Management Committee. The policy thus helps the boards of directors of the subsidiaries ensure that the necessary controls are observed, while also considering the specific realities of the business, oversight by regulatory authorities and the risk appetite of the Bank. The Subsidiary Governance Policy is reviewed periodically to keep pace with the subsidiaries’ best governance practices.

Oversight by NBC

Next, the Senior Vice President – Legal Affairs and Corporate Secretary of the Bank, and a dedicated governance team, jointly with the Compliance and Risk Management segments, manage subsidiary governance. These parties identify best practices and work collaboratively with the management teams of subsidiaries to enable implementation of good governance practices within all our subsidiaries. Moreover, the subsidiaries present to the Risk Management Committee periodic overviews of their activities, the portrait of their operations, their business strategy, their governance, their risk management framework, including their risk appetite and regulatory environment.

This centralized approach facilitates the mitigation of risks and allows us to respond to the changing needs of subsidiaries and the requirements and expectations of regulatory bodies.

Our approach ensures the uniform deployment of a long-term governance strategy across all our subsidiaries, promoting best practices as well as a robust accountability framework.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITMENTS




As a key player in the Canadian financial sector, the Bank is committed to understanding and continuously reducing the impact of its operations on the environment and contributing to the prosperity of the communities where it operates. Having a strong ethical culture, rigorous risk management and sound governance practices, which support, among other things, smooth energy transition and equity, inclusion and diversity, enable the Bank to create value for all of its stakeholders.

The Bank and its subsidiaries have upheld their commitments, namely through the following initiatives:

- › Partnership for Carbon Accounting Financials
- › UN Principles for Responsible Banking
- › UN Environment Programme Finance Initiative
- › UN Principles for Responsible Investment
- › UN Women’s Empowerment Principles
- › UN Global Business Standards of Conduct for Tackling Discrimination Against Lesbian, Gay, Bi, Trans and Intersex People.

The ESG strategy of the Bank is based on the nine ESG principles adopted by the Board in 2019.

Our ESG principles

ENVIRONMENT	SOCIAL	GOVERNANCE
 <p>We're working to develop a green economy</p> <ol style="list-style-type: none">1. We consider the fight against climate change in our economic and community actions2. We guide and advise our clients in their energy transition3. We manage and reduce our environmental footprint across all our business lines	 <p>We're enriching communities</p> <ol style="list-style-type: none">4. We maximize the potential of individuals and the community5. We promote inclusion and diversity6. We foster entrepreneurship, financial literacy, philanthropy and support for health and education	 <p>We govern according to the highest standards</p> <ol style="list-style-type: none">7. We promote a strong ethics culture, sound governance practices and rigorous risk management8. We manage according to responsible business practices9. We ensure the long-term viability of the institution

To learn more about the Bank’s progress on environmental, social and governance goals, refer to nbc.ca/about-esg.

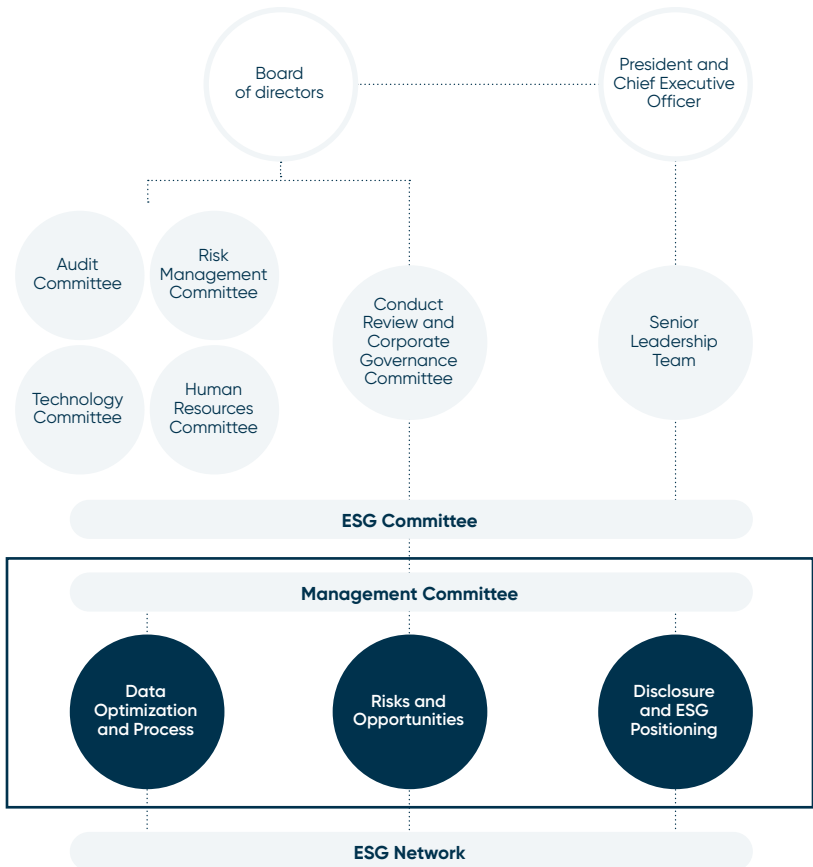
Our ESG governance approach

Our commitment to sustainability issues is an integral part of our culture. As such, we have developed strategies and identified priorities and activities that contribute to the Bank's ESG mission. At the Bank, everyone contributes to the success of this process, including the Board. In addition to fulfilling its strategic oversight role, it ensures that ESG governance practices are ethical, transparent and supported by sound mechanisms, including stakeholder engagement.

Oversight by the Board and committees

Our ESG governance structure relies on the fact that all levels of the organization participate in the achievement of our objectives and commitments, including Board members, who exercise their oversight role over ESG factors. Along with Management, the Board, through its committees, oversees the execution of the Bank's ESG strategy, which is structured around the nine ESG principles referred to on [page 83](#). The Board ensures inclusion of the ESG criteria in the Bank's long-term strategic objectives, and discusses climate and sustainability strategy at strategic meetings with the Senior Leadership Team.

We consider ESG oversight to be a shared responsibility between the Board and its committees. Thus, in their mandates, the Board and its committees all have ESG responsibilities integrated, based on their respective roles and the expertise of their members.



5. Governance Practices

The expertise of our Board members in matters of social measures, in governance and corporate culture and in sustainable development strategy and environmental responsibility enables the Board to fulfill its mandate adequately. This set of skills can be consulted in the skills matrix grid in [Section 2](#) and is considered in the composition of the committees and the succession planning process. In the annual self-assessment questionnaire, all of our Board members report having skills in environmental, social or governance matters.

The Board and committees are supported by Management in their oversight of ESG matters, including by the ESG Committee. This committee is composed of Officers representing all sectors of the organization. In particular, the ESG Committee is responsible for developing and supporting the Bank's ESG strategy while ensuring compliance with the commitments adopted and achievement of the targets set. It is supported by three working groups: Data Optimization and Process, Risk and Opportunities and Disclosure and ESG Positioning. For more information, please see the "Governance" section of the Sustainability Report.

The ESG Committee acts as an ambassador and promotes a culture that supports the Bank's ESG strategy. By maintaining a proactive dialogue with the Senior Leadership Team and the Board, the committee is able to support them in integrating ESG criteria into business strategies and priorities and in overseeing sustainability risks and opportunities. It reports twice a year to the Conduct Review and Corporate Governance Committee, to present status on the advancement of priorities and the achievement of targets, and on an ad hoc basis to the Audit and Risk Management committees on topics of particular interest, such as the Climate Report and the standards on management and disclosure of climate risks.

The Bank has implemented other governance structures to properly address specific ESG matters, such as diversity, equity, inclusion and privacy.

Portrait of the main ESG responsibilities of the Board and the committees

Committee	Key Responsibilities
Audit Committee	<ul style="list-style-type: none"> ➤ Monitor trends related to control mechanisms and the integration of ESG factors into financial reporting
Risk Management Committee	<ul style="list-style-type: none"> ➤ Ensure that the risk management framework and risk appetite take ESG risks into account, including climate risk ➤ Monitor key and emerging risks, including ESG risks and specifically climate risk ➤ Ensure that ESG risks, including climate risk, are properly identified, monitored and integrated into the risk management process ➤ Review climate risk reports, including the Climate Report
Human Resources Committee	<ul style="list-style-type: none"> ➤ Ensure that the Bank has programs in place to attract and retain top talent and promote the employee experience ➤ Ensure that organizational culture and human resources management strategies are aligned with the Bank's ESG practices and strategies, including aspects related to employee health and well-being ➤ Ensure inclusion, diversity and equity strategies are in place ➤ Communicate with Bank stakeholders and ensure compliance with governance standards on compensation and other governance issues

5. Governance Practices

Conduct Review and Corporate Governance Committee	<ul style="list-style-type: none"> › Oversee the Bank's ESG strategy › Keep abreast of ESG best practices › Ensure that the Bank operates in accordance with its one mission › Ensure that the Bank's ESG practices are sound and compliant with legislation › Examine certain Bank statements related to ESG, including the Sustainability Report, Climate Report, Corporate Social Responsibility Statement and Human Rights Statement › Ensure Board members, Officers and employees act ethically and responsibly › Oversee implementation of the Bank's consumer protection framework › Plan succession for Board members and Committee and Board chairs
Technology Committee	<ul style="list-style-type: none"> › Ensure practices identify, assess and prevent cybersecurity, privacy, technology and data risks

For more information on the main ESG achievements of the Board and its committees, see [Section 4](#) of the Circular.

STAKEHOLDER ENGAGEMENT

Good governance is the fruit of the joint efforts of the Board, the Bank and its stakeholders. The Bank's growth has long been rooted in dialogue with stakeholders and the importance of these relationships lies at the heart of our One Mission.

Engagement: a lever that creates opportunities

As set out in our [Stakeholder Engagement Guidelines](#), we are committed to engaging in open, transparent and constructive discussions with our clients, employees, shareholders, regulatory bodies and investors as well as with the broader community and to conferring with them on a variety of topics throughout the year. This dialogue is essential for the Bank. It gives us a better understanding of the views and concerns of our stakeholders, who in turn receive the information they need regarding our strategy, objectives and achievements. These discussions may explore any subject of interest to our stakeholders, such as financial performance, our governance approach, or even our diversity, equity and inclusion strategy. We strive to be a key partner in the important issues that affect our clients, which is why we maintain a dialogue on both our day-to-day activities, as well as on our ESG activities, such as the fight against climate change. It is through concerted actions with our various stakeholders that we will be able to make a lasting contribution to our society.

Our principles of engagement, which govern the consideration of our stakeholders in our strategic decisions, notably ESG decisions, are an integral part of our governance practices because we also rely on this mechanism to update these practices. The rapid evolution of their expectations offers ample opportunities to engage and to better understand their priorities and concerns. We view dialogue as an effective process for bringing about positive change within our organization and the communities in which we do business.

5. Governance Practices

The Bank considers a variety of criteria in identifying the stakeholders that will be approached as part of the annual ongoing dialogue process. Some examples here would be:

- › The presence and involvement of the stakeholder in the community we serve
- › The relative importance of the ESG matters with which the stakeholder is confronted or interested
- › The continuity of a pre-existing dialogue
- › The fact that a stakeholder is involved in or directly affected by the development of our business or ESG strategies or by our results
- › Shareholder positions.

The Bank's annual meeting is also an opportunity for the Board and Management to discuss with shareholders. It is the time and place for them to have frank discussions on topics of interest to them and on their proposals. We review each of these and prepare recommendations based on our governance practices, the discussions we have had with the shareholder and the resulting conclusions.

An efficient approach

Eager to demonstrate its commitment to an effective stakeholder engagement process, the Board has adopted guidelines describing the various channels in place that enable the Bank to initiate a conversation with its stakeholders and which also allow stakeholders to share their comments and questions. The Conduct Review and Corporate Governance Committee monitors the Bank's dialogue mechanism, including its responses to shareholder proposals.

The Board and Management are supported in this process by internal teams, namely the Corporate Secretary and the Corporate Governance, ESG and Investor Relations segments. These teams contribute to maintaining open, transparent and constructive dialogue. The Board regularly receives reports and presentations on topics of interest to each of the main stakeholders and exchanges with Management on these items.

What we have accomplished

Over the past year, at the request of our stakeholders, we have organized and participated in meetings on a variety of topics to discuss our ESG progress. This includes meeting with parties such as shareholders, shareholder rights education groups, regulatory bodies, rating agencies and consulting firms, including Institutional Shareholder Services (ISS) and Glass Lewis, to discuss our practices and their recommendations and positions.

In 2024, the Chair of the Board met with various investors to discuss our governance practices, including how the Board is involved in strategic planning, risk management and the oversight of subsidiaries. The Board also participates in a some of these meetings, particularly with regulators. Some meetings were recurring, while others were held on an ad hoc basis, as needed. Moreover, members participate in a variety of events and engagement with stakeholders, allowing them to fully understand the expectations and challenges they face and which can then be considered in Board decisions. The Conduct Review and Corporate Governance Committee periodically receives a report outlining various discussion activities on environmental, social and governance issues.

5. Governance Practices

This year, our discussion activities focused primarily on: initiatives and progress towards meeting our climate targets, monitoring environmental and social risks, macro-economic outlooks, the economic situation and impact of slowing growth in Canada, and the impact of inflation on our clients' financial health.

The success of our engagement with our stakeholders rests on our collective efforts. For further information on the main ESG topics discussed, consult the “Governance” section of the Sustainability Report.

Publications

In addition to these interactions, we inform and communicate with our stakeholders through documents that we publish on our website. These documents provide information on many topics of interest, including:

- › Our financial position (nbc.ca/investors): Annual Report, Annual Information Form, Management Reports and Quarterly Financial Statements
- › Our governance (nbc.ca/governance): Management Proxy Circular, Privacy Booklet
- › Our extra-financial performance (nbc.ca/about-esg): Sustainability Report, Climate Report, Corporate Social Responsibility Statement, Principles for Responsible Banking Report

Contact the Board and Management

Please do not hesitate to share your questions and comments with us:

Who do you want to communicate with?	Who to contact	How
Board	Corporate Secretary	› boardofdirectors@nbc.ca
Request a meeting with a Board member	Corporate Secretary	› Indicate whether you are a shareholder or a shareholder representative and the number and type of shares held › Identify any other person(s) who would like to attend the meeting › Outline the topic(s) to be discussed
Management of the Bank	Investor Relations or Public Affairs	› investorrelations@nbc.ca › pa@nbc.ca (Public Affairs)

Complete contact details are available in [Section 8](#) at the end of the Circular.

6.

Executive Officer Compensation

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References

You can consult the 2024 Annual Report and the 2024 Annual Information Form on [nbc.ca/investors](https://www.nbc.ca/investors).

The Sustainability Report and the Climate Report are available on [nbc.ca/about-esg](https://www.nbc.ca/about-esg).

You can consult the Stakeholder Engagement Guidelines at “Codes and commitments” on [nbc.ca/governance](https://www.nbc.ca/governance).

The information contained in the various documents, policies or reports published by the Bank or available on the Bank’s website and referred to in this document is not and should not be considered to be incorporated by reference in the Circular, unless expressly stated otherwise.

Glossary

ANI: Available net income, i.e., net income attributable to shareholders

CET1: Capital measure representing Common Equity Tier 1 capital ratio

Closing Price: Means the price of the Bank’s common shares on the Toronto Stock Exchange at the closing of the market

DSUs: Deferred share units

ICP: Corporate Annual Incentive Compensation Program applicable to employees in corporate sectors and sales forces with cross-sector roles

Named Executive Officers: Means the President and Chief Executive Officer, the Chief Financial Officer and the three most highly compensated Executive Officers of the Bank, as defined in Regulations 51-102 respecting Continuous Disclosure Obligations

Option(s): Option(s) to purchase common shares of the Bank

Pension plan: Means the Pension Plan for Designated Employees of the National Bank of Canada (registered plan). The Pension plan has two components, being the defined benefit component and defined contribution component

PRAP: Means the National Bank of Canada Post-Retirement Allowance Program (non-registered plan) which covers Executive Officers who have participation in the defined benefit component of the Pension plan

PSUs: Performance share units

ROE: Return on equity

RSUs: Restricted share units

SARs: Stock appreciation rights

Share Price: Means the price of the Bank’s common shares on the Toronto Stock Exchange

Stock Option Plan: Stock option plan of the Bank

Supplemental Plan: Supplemental defined contribution pension plan of the National Bank of Canada (non-registered plan) which covers Executive Officers who participate in the defined contribution component of the Pension plan

SYNERGY: Incentive compensation program for our employees serving clients

SYNERGY – Executives: Unique total direct compensation program for our Officers

TSR: Total shareholder return represents the average total return on an investment in the Bank’s common shares. The return includes changes in share price and assumes that the dividends received were reinvested in additional common shares of the Bank

NAMED EXECUTIVE OFFICERS



Laurent Ferreira
President and
Chief Executive



**Marie Chantal
Gingras**
Chief Financial Officer
and Executive
Vice President – Finance



Lucie Blanchet
Executive
Vice President –
Personal Banking and
Client Experience



William Bonnell
Executive
Vice President –
Risk Management
(until October 31, 2024)



Étienne Dubuc
Executive Vice President –
Financial Markets and
Co-President and
Co-Chief Executive Officer,
National Bank Financial
(Executive Vice President –
Financial Markets)

MEASURES AND INDICATORS RELATED TO THE SYNERGY – Executives Compensation Program

<p>Common Equity Tier 1 capital ratio threshold CET1⁽¹⁾</p> <p>✓</p>	<p>ANI threshold</p> <p>✓</p>	<p>Evaluation of ESG priorities progress</p> <p>100.0%</p>								
<p>Ajusted ANI 2024 Ajusted available net income attributable to shareholders⁽²⁾ (growth versus fiscal 2023)</p> <p>\$3,563M 10.5%</p>	<p>2024 Multiplier</p> <table border="1"> <thead> <tr> <th>Indicator</th> <th>Result vs. target</th> </tr> </thead> <tbody> <tr> <td>Net Client Growth</td> <td>99.8%</td> </tr> <tr> <td>Net Promoter Score</td> <td>104.5%</td> </tr> <tr> <td>Adjusted Operating Leverage^{(2) (3)}</td> <td>107.7%</td> </tr> </tbody> </table>		Indicator	Result vs. target	Net Client Growth	99.8%	Net Promoter Score	104.5%	Adjusted Operating Leverage ^{(2) (3)}	107.7%
Indicator	Result vs. target									
Net Client Growth	99.8%									
Net Promoter Score	104.5%									
Adjusted Operating Leverage ^{(2) (3)}	107.7%									

- (1) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the 2024 Annual Report for details on capital management measures.
- (2) The ANI and adjusted operating leverage used in the SYNERGY – Executives Compensation Program were subject to discretionary adjustments. Consult page 110 of the Circular.
- (3) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the 2024 Annual Report for details on non-GAAP ratios.

MESSAGE TO SHAREHOLDERS

This section presents our compensation approach, the components that determine the total compensation package applicable to Executive Officers, key information from the past fiscal year, as well as the compensation granted to the Named Executive Officers.

Throughout its history, and across different economic cycles, the Bank has given priority to value creation.

With the acquisition of CWB, our aim is to create a new leading bank in Canada, bringing together banks with complementary geographic footprints. We share similar core values and an unwavering commitment to our clients and the communities we serve, as well as deep and long-standing support for local entrepreneurship – notions that will help us build a strong common foundation to serve Canadians.

We continue to demonstrate our commitment to sustainable development and to supporting a diverse client base. Canada's energy transition is well underway, presenting great potential for new opportunities for businesses and for National Bank. As a key player in the Canadian financial sector, we are determined to play our part in the fight against climate change.

Fiscal 2024

We demonstrate resilience and adaptability in an environment that remains complex. The year 2024 will have been marked by persistent macroeconomic and geopolitical uncertainty.

Thanks to disciplined execution of our strategic priorities, a diversified business model and our prudent approach to capital, credit and costs, we have succeeded in delivering another year of organic growth across all our sectors, as well as a superior return on equity for 2024.

- › In 2024, all our business segments posted strong results.
- › The thresholds of the SYNERGY – Executives Program were reached, allowing the creation of an envelope. Adjusted ANI⁽¹⁾ is 10.5% higher than the one from the previous fiscal year. At the end of fiscal 2024, two of the three objectives of the key multiplier indicators were exceeded (combined result of 104.0%) and we consider that we have achieved the level of progress in our ESG priorities corresponding to the objectives we have set ourselves (i.e., 100%).
- › Our performance was also reflected in the ICP payouts to eligible employees (nearly 10,000 participating employees) as well as in the payouts of the SYNERGY variable compensation programs which include a component of the ICP (nearly 8,000 participating employees).
- › The total direct compensation paid under the SYNERGY – Executives Program is consistent with the compensation paid by our other compensation programs.
- › The total direct compensation paid to the President and Chief Executive Officer as well as to all of the Named Executive Officers reflects a solid performance for the fiscal year.
- › During fiscal 2023 and 2024, the Human Resources Committee reviewed the competitiveness of the target total direct compensation and recommended that the Board approve adjustments that took effect in June 2024 to the total direct compensation of some of the Named Executive Officers. The changes made to their compensation are explained in the “Compensation of Named Executive Officers” section starting on [page 113](#) of the Circular.

(1) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the [2024 Annual Report](#) for details on non-GAAP financial measures.

- ▶ The Board is satisfied that the Bank’s compensation approach is conducive to long-term value creation for shareholders. The average actual value of every \$100 granted annually to the President and Chief Executive Officer, in the form of direct compensation over the past five years was \$172 on December 31, 2024. By comparison, from a shareholder’s viewpoint, the average value of a \$100 annual investment in shares over the same period was \$188. For more information, refer to page 126 of the Circular.

High TSR

We stood out with our TSR for the three, five and ten-year periods.

Compound annual growth rate for the periods ended October 31, 2024.

Source: Nasdaq IR Insight via Factset.

	Rank ⁽¹⁾	National Bank	Canadian banks	TSX
3 years	#2	14%	6%	8%
5 years	#1	19%	10%	11%
10 years	#1	14%	9%	8%

Evolution of practices and programs

Our compensation and benefits programs continue to evolve. They generate a good level of profitability, efficiency, client satisfaction and team engagement. These are aligned around our One Mission and our common scorecard that combine the common objectives applicable to all Officers, including the Executive Officers.

In 2024, we reviewed our SYNERGY – Executives Compensation Program in order to further align the interests of Officers with the long-term interests of shareholders and emphasize the link with the Bank’s performance, while taking into account the expectations of governance bodies.

- ▶ The compensation composition for Executive Officers has been adjusted so that a greater proportion of variable compensation is deferred. In addition, the constitution of the deferred variable compensation now has a higher ratio of PSUs and less in Options.
- ▶ Our PSU deferred compensation program has undergone changes. We have revised the peer group used to assess our relative performance in the payment of PSUs to include only the five major Canadian banks. We have added a relative measure, i.e., the ROE, with equal weight to the TSR. And finally, we have widened the range of the adjustment value so that it ranges from 0% up to 200%.
- ▶ In order to encourage them to increase their personal investment in the Bank’s shares, we have modified our approach to share ownership requirements for Executive Officers. We now require a multiple to satisfy requirements based on total direct compensation rather than base salary. In addition, a portion of the holding must now be in shares directly held by the Executive Officer.

(1) Among Canadian banks: i.e., Bank of Montreal, Canadian Imperial Bank of Commerce, Royal Bank of Canada, The Bank of Nova Scotia, and The Toronto-Dominion Bank.

The SYNERGY – Executives Compensation Program is described in detail on [pages 109 to 112](#) of the Circular.

As expressed in our One Mission, we are here to make a positive impact in people’s lives. Our strategy is to build long-term relationships with our clients, teams, shareholders and community. We are committed to the health and well-being of our employees. Over the past year, a number of initiatives have been put forward to foster the overall health of our teams. Our wellness strategy is based on four pillars: psychological, physical, social and financial. These pillars guide our choices in health and well-being.

- ▶ We have brought together various health and wellness services in an integrated platform to enable simplified access for employees and their families, and thus better support them in their overall well-being. A fitness and wellness program and a self-care toolbox have been added to the overall wellness offering.
- ▶ We are constantly upgrading our group insurance offering to meet the needs of all our employees, by adding new treatments or coverage.
- ▶ Universal accessibility, inclusion and well-being guide many of our choices in the design of all our work arrangements, including our new head office, which officially opened in 2024 at 800 Saint-Jacques Street in Montreal. These include ergonomic, adjustable workstations on all floors, as well as a wellness floor featuring a gym, a clinic, a nursing room and a relaxation room.
- ▶ A great deal of effort was made throughout 2024 to publicize the Bank’s benefits and wellness offer, so that employees are aware of the services available to them.
- ▶ We are always looking to develop our benefits and wellness offering. A number of enhancements and new features will be introduced in 2025, including improvements to the Employee Share Purchase Plan and the creation of a team of banking advisors dedicated to employees, to provide support through specialized advice on their financial needs and benefits.
- ▶ In order to take a neutral, objective look at our compensation practices, for the second year running we have commissioned an external firm to analyze our compensation practices for over 18,000 employees across Canada. More specifically, the statistical analysis compared the salary positioning of members of designated groups (women, Indigenous peoples, visible minorities and people with disabilities) with non-members of these groups. Comparisons were made with similar positions using neutral, unbiased criteria, including general experience, performance history and the scope of responsibilities associated with the position. For more information, please consult the [2024 Statement on equitable compensation](#) available on [nbc.ca](#).

Compensation of the President and Chief Executive Officer

Driven by a highly talented team, headed by Laurent Ferreira, the Bank concluded its 2024 financial year with a solid performance across all sectors. The Bank’s history has been enriched by the achievement of two remarkable milestones in recent months. First, in June 2024, the Bank announced an agreement to acquire CWB. Then, in September 2024, the Bank inaugurated its new head office, National Bank Place, a friendly meeting place for our clients and teams, as well as a stimulating working environment. As a result, the Board and the Human Resources Committee set Laurent Ferreira total direct compensation at \$11,425,050 for fiscal 2024.

Changes to Executive Officers

In 2024, one of our leaders, William Bonnell, Executive Vice President – Risk Management, announced his retirement at the beginning of November. He will be acting as strategic advisor during a transition period and will take the lead of the Bank’s international investment activities as of May 1, 2025. Jean-Sébastien Grisé, formerly Senior Vice President and Chief Credit Officer, took over and joined the Senior Leadership Team as Executive Vice President, Risk Management and Chief Risk Officer.

Appointments to the Senior Leadership Team support our strategic vision and accelerated growth in select markets, considering the acquisition of CWB announced in June 2024.

Michael Denham, Executive Vice President, Commercial Banking and Private Banking 1859, was appointed Executive Vice President and Vice Chairman. His appointment will be effective March 1, 2025. In this new capacity, Michael will lead the integration of CWB and provide counsel to the Senior Leadership Team on strategic decisions and business opportunities to enhance the Bank’s performance and competitive position. He will remain a member of the Senior Leadership Team. Judith Ménard will succeed Michael Denham as Executive Vice President, Commercial Banking and Private Banking.

Dominic Paradis, Senior Vice President, Legal Affairs and Corporate Secretary, has been promoted to Executive Vice President and General Counsel. His new position is effective as of March 1, 2025, when he will join the Bank’s Senior Leadership Team.

A constant commitment to good governance

The Board is committed to adopt the best governance practices with respect to compensation and human resources. It champions a strong risk management culture, strengthened through active compliance, controls, and audits across all of our business lines. It is in the context of our risk management framework, which takes into account both financial and non-financial risks, that the Board assesses the relevance of various business opportunities.

Conclusion

We continually seek input from our stakeholders, including our shareholders, investors, shareholder representative groups and the various regulatory bodies, regarding our approach, strategy and governance regarding the compensation of Executive Officers.

We believe that our compensation approach, on which you are invited to vote, and our compensation-related decisions adhere to our guiding principles on compensation and, as such, achieve the right balance between earning the loyalty of talented and qualified Officers, tying compensation closely to performance, promoting sound risk taking, and aligning the interests of Executive Officers with those of shareholders.

We invite you to read the following pages of the Circular, where you will find more information on the compensation of Executive Officers.



Robert Paré
Chair of the Board



Pierre Boivin
Chair of the Human Resources Committee

GUIDING PRINCIPLES FOR COMPENSATION

To create value for shareholders, our Executive Officers and Officers must make decisions that help us reach our financial and stock performance objectives over the short-, mid- and long-term periods as well as our non-financial objectives such as client satisfaction, as well as inclusion and diversity. They must also make decisions that are in the fundamental interest of the Bank. Our compensation policy developed in conjunction with our Human Resources Committee is based on the guiding principles described hereafter.

Summary of our key compensation policies and practices

Our goal is to be a leader in our governance practices and compensation strategies. The four principles below allow us to maintain an appropriate and coherent balance between expected performance, prudent risk management and the compensation offered, as well as our compensation practices.

1. Pay for performance



- › Incentivize sustained performance
 - › Tie to financial/ stock performance
 - › Provide recognition for different performance periods
- › We grant Executive Officers a target total direct compensation with a low fixed compensation component (fixed compensation represents less than 20% of total direct compensation).
 - › We assess Executive Officer performance in two areas:
 - We consider financial results, the demonstration of prudent risk management, net client growth and their satisfaction, the headway on our ESG priorities, the level of team engagement, and the inclusive culture of their segment.
 - We also assess their leadership posture and how the Bank's values are embodied in their achievements.
 - › We ensure a significant portion of compensation is conditional and performance-based and maximizes the organizational transformation and the achievement of our ESG priorities.
 - › We compensate Executives Officers and Officers according to short-, mid- and long-term variable compensation programs based on complementary financial and non-financial measures, which are established according to our financial and stock performance.
 - › We cap the allocation of the SYNERGY – Executives envelope to 150% of the individual target total direct compensation of the Executive Officers and Officers.
 - › The creation of the ICP offered to the vast majority of employees is limited to 200% of the target.
 - › We adopt performance measures that are consistent with the strategic plan approved by the Board.
 - › We implement our compensation programs only when simulations that consider different scenarios of our performance have been conducted in advance.

2. Promote sound risk taking



- › Promote compliance with our risk tolerance guidelines
- › Ensure a balance between risk and performance
- › Meet regulatory and normative requirements
- › We make sure to maintain an appropriate and coherent balance between expected performance, prudent risk management, and the compensation awarded.
- › We implement compensation policies and practices aligned with the Principles for Sound Compensation Practices and their Implementation Standards published by the Financial Stability Board.
- › We make sure that a significant portion of Executive Officer variable compensation is deferred, making them accountable for decisions that may entail greater long-term risk.
- › We have implemented a policy that confers the right to cancel and claw back variable compensation previously awarded to Officers and material risk takers if they fail to meet our risk tolerance limits, whether or not there has been a restatement of the financial statement.
- › Before being implemented, compensation programs applicable to material risk takers are examined and approved by the Compensation Risk Oversight Working Group, which is supervised by both the HRC and RMC.
- › We maintain a capital management policy whereby annual bonus envelopes can be reduced, even cancelled, if our minimum regulatory capital level required by the regulatory authorities is not achieved.
- › We make sure that the compensation paid to the heads of oversight functions is structured in such a way as to ensure their independence in the exercise of their duties and that it does not depend on the performance of the business lines they oversee.

3. Reward contribution



- › Ensure the competitiveness relative to that offered by organizations that make up our peer group
- › Recognize the level of responsibility, expertise, competence and experience
- › We use a peer group consisting of Canadian banks and other financial institutions whose target profile converges with ours to establish the value of the total direct compensation of Executive Officers.
- › We determine the value of the target total direct compensation by adjusting the peer group median downward to reflect, among other things, our relative size.
- › We make sure that the HRC can use independent external consulting firms to obtain necessary information about trends and best practices on compensation policies and programs.
- › Our benchmarking approach reflects the best compensation practices.
- › Comparison ratios of the compensation of the President and Chief Executive Officer and that of the staff are submitted to the HRC annually (CEO-to-Employee Pay Ratio).
- › We implement practices that ensure equitable compensation for all teams by ensuring compliance with applicable regulations and standards, including pay equity.
- › We reward Executive Officers and Officers for their contributions to the success of the Bank and the achievement of our One Mission objectives, which include ESG priorities.

4. Align vision with that of shareholders



- › **Ensure that a significant portion of the compensation is share-based**
 - › **Compensate according to TSR and ROE relative to that of other banks**
 - › **Ensure compliance with share ownership and direct share ownership requirements**
 - › **Be responsive to shareholders and best governance bodies with respect to recommended practices**
- › We have implemented share ownership guidelines to align the interests of Executive Officers, Officers and material risk takers with our long-term performance.
 - › Executive Officers and Officers may receive the gains resulting from the exercise of Options, without retaining shares equivalent to the gain, only when applicable share ownership requirements are met.
 - › We offer Executive Officers and Officers the possibility of receiving up to 30% of their long-term variable compensation in the form of DSUs, redeemable only upon retirement or termination of employment, thus strengthening the alignment between their individual interests and those of the shareholders.
 - › We have implemented several measures that ensure sound management of the Stock Option Plan.
 - › Options are granted at Share Price.
 - › Any downward adjustment of the exercise price of existing Options is prohibited.
 - › Hedging transactions of equity-based compensation are prohibited.
 - › We invite you to participate in an advisory vote on the Board's approach to Executive Officer compensation.
 - › We have established Stakeholder Engagement Guidelines on dialogue so that shareholders, associations representing them, and other stakeholders of the Bank can provide us with their questions, comments and suggestions.
 - › We communicate regularly with institutional investors, proxy advisory firms and organizations specialized in corporate governance on issues raised by them.

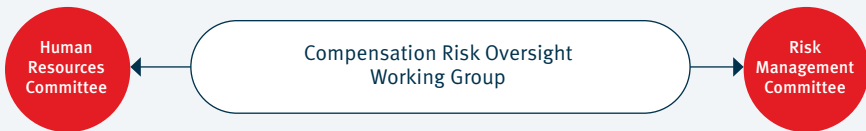
COMPENSATION GOVERNANCE

We view risk governance as an integral part of our success and operational diversification. As such, we favour a risk management approach consistent with our business expansion strategy. The purpose of the risk appetite framework is to provide reasonable assurance that incurred risks do not exceed acceptable thresholds and that such risks contribute to the creation of value for our shareholders. This means striking a just balance between return and the risks taken.

In the normal course of business, we are primarily exposed to credit risk, market risk, liquidity and funding risk, operational risk, regulatory non-compliance risk, reputational risk, strategic risk, and environmental and social risk. These main risks, as well as others such as emerging risks or risks that are considered important, may result in losses that could adversely affect expected earnings.

As part of its compensation risk oversight role, the Human Resources Committee must ensure that compensation policies and programs do not induce Executive Officers, Officers, material risk takers, and our teams as a whole to take risks that exceed our risk tolerance limits or risks that could damage our reputation. The Human Resources Committee fulfills this significant role with the support of various stakeholders, including the Compensation Risk Oversight Working Group. It also ensures that we comply with the principles of the Financial Stability Board.

The following diagram shows the interactions between the Compensation Risk Oversight Working Group and two of the committees created by the Board to which certain powers have been delegated, including oversight of compensation risks. For more information about the interactions among the committees, the oversight functions and the Board, refer to the diagram on [page 63](#) of the Circular.



The Compensation Risk Oversight Working Group created by the HRC has three members: the Executive Vice President and Chief Risk Officer; the Chief Financial Officer and Executive Vice President – Finance; and the Executive Vice President – Employee Experience. As part of its mandate, this working group:

- › reviews our main variable compensation policies and programs at the design, review, and implementation stages to ensure that they are consistent with our risk management framework, taking into account a defined approval framework;
- › ensures that our compensation policies, programs, and practices are conducive to our business objectives without compromising our viability, solvency, or reputation;
- › ensures that our compensation programs and policies support our corporate values and standards of ethical conduct and are applied so as to provide an appropriate framework for sales practices;
- › verifies that our compensation policies, programs, and practices comply with applicable standards and regulations;
- › reviews the annual objectives and performance targets of the main variable compensation programs, including ESG priorities, to ensure they are consistent with our risk management framework;
- › assesses the levels of the various risks incurred during the year by our material risk takers and as well as an element or event deemed important and, if necessary, recommends the HRC to adjust the annual bonus envelopes downward;
- › assesses the levels of the various risks incurred during deferred variable compensation vesting periods and if deemed necessary, recommends that the HRC adjust payments downward;
- › assesses whether there are circumstances that should lead to the application of the variable compensation clawback policy explained on [page 102](#) of the Circular;
- › annually reviews the criteria used to define material risk takers;
- › reviews Internal Audit’s annual report to identify any significant variances between our compensation policies, programs and practices and the regulations and standards in effect; and
- › ensures its activities are carried out in accordance with our ESG practices and strategies and ensures policies and programs are also aligned.

Human Resources Committee

With respect to compensation governance, the role of the Human Resources Committee is to:

- › review the various components of total compensation, either when policies and programs are being developed or when they are being applied, while ensuring compliance with compensation governance principles;
- › recommend that the Board approve new compensation programs or material changes to existing programs;
- › ensure that our compensation policies and programs comply with applicable regulations and standards, without compromising our viability, solvency and reputation;
- › ensure that we comply with the Corporate Governance Guideline issued by OSFI and with the Principles for Sound Compensation Practices and their Implementation Standards issued by the Financial Stability Board;
- › review the Senior Vice President – Internal Audit’s annual report on the assessment of any major variance between compensation paid and the compensation payable under our total compensation policies and programs and in accordance with Financial Stability Board principles;
- › consider the expectations of organizations specialized in corporate governance;
- › ensure that our compensation policies and programs promote sound risk management and closely tie compensation paid, our strategy and our financial performance and TSR; and
- › exercise its discretion, as it deems necessary, to adjust the annual variable compensation envelopes.

Competencies of committee members

In accordance with best governance practices, the Human Resources Committee is made up entirely of independent directors. All committee members have the competencies required to make decisions on our compensation policies and practices. These competencies were gained from the experience they acquired in current or former leadership positions, particularly in their capacities as chief executive officers or leading officers at other major corporations or as members of boards of directors or through their educational background.

For more information about the experience of each Human Resources Committee member as well as their role and education, refer to the individual biographies provided in [Section 2](#) of this Circular. For more information about the continuing education of our directors, refer to [pages 79 to 82](#) of the Circular.

The majority of the committee members serve on other Board committees, which helps the Human Resources Committee make more informed decisions on the alignment of our compensation policies and practices as well as its alignment with sound risk management principles and practices. In addition, the majority of members have complementary experience in human resources, having either sat on the human resources committees of other companies or been head of human resources for a major corporation.

Training and self-assessment

- › Members of the Human Resources Committee participate in the Orientation and Continuing Education Program for directors. As soon as they arrive at the Bank and as long as they remain directors, members regularly attend training sessions at committee meetings, as well as at meetings of the Board and of other committees of which they are members. For example, the Human Resources Committee members attended presentations on well-being, strategies and key indicators for client measures used in variable compensation programs, the results of the 2020-2023 Inclusion and Diversity Plan, and the 2024-2026 Plan, among other topics. They then apply the knowledge acquired in their assessment of compensation.
- › As part of the orientation program for directors, all new directors meet with several of our Officers. During these meetings, they learn about the organizational structure, compensation and employee experience practices.
- › The Board has a process for self-assessment of the level of expertise and experience of its members, including those of the Human Resources Committee. Please refer to [Section 5](#) of the Circular for more information on the Orientation and Continuing Education Program and the annual assessment process.

Collaboration with other segments of the Bank

- › At its discretion, the Human Resources Committee may also call on the expertise of our various segments, such as Total Compensation, Employee Relations, Finance, Internal Audit, and Risk Management. These segments work together, in particular to design and review compensation programs.
- › The Human Resources Committee relies on the governance in place, including the assurance obtained from Officers tasked with overseeing the application of variable compensation programs to confirm that the data used to establish the SYNERGY – Executives envelope and the annual bonus envelopes are consistent with the results for the purposes of these programs, and that the envelopes are calculated in accordance with the programs applicable to Executive Officers, Officers, Financial Markets specialists and all other employees.

To know more about the Human Resources Committee and its achievements in the past year, refer to [Section 4](#) of the Circular.

Monitoring implementation of compensation policies and programs

In exercising its duties, our Employee Experience sector oversees the implementation of policies and of all of our variable compensation programs and those of our subsidiaries.

Additional measures are taken to balance risks and return, to adequately satisfy regulatory and prescriptive requirements, and to ensure our sustainability. More specifically, the various programs for Executive Officers, Officers, and material risk takers include the following measures:

Variable compensation deferral

A portion of the variable compensation of Executive Officers, Officers, and Financial Markets specialists who may have a considerable impact on our risk profile is deferred over three years or more.

Restrictions on trading and hedging of Bank securities

All Executive Officers are required to comply with certain rules established under the legislation in addition to those reiterated in our Prohibited Trading Standard, which also applies to directors and all Bank employees. It is therefore prohibited to:

- › willfully sell, directly or indirectly, any security not owned by the holder or not fully paid for;
- › directly or indirectly, sell a call or put option on a security; and
- › purchase financial instruments that are designed to offset a decrease in market value of equity securities granted as compensation or held directly or indirectly, or to cancel such a decrease.

Variable compensation clawback policy

Policy allowing us to cancel and claw back not only the deferred portion but also all of the variable compensation awarded to Executive Officers, Officers, and Financial Markets specialists in specific circumstances, i.e., when any of the following scenarios arise:

- › the person has engaged in dishonest actions or unethical behaviour in the course of employment;
- › the person has failed to comply with policies, rules, or procedures during the current fiscal year or retroactively up to three previous fiscal years; or
- › a business segment's financial results must be materially restated and reissued for the current fiscal year or retroactively up to three preceding fiscal years, and staff compensation is based on those results.

Independent analysis of Internal Audit

Each year, Internal Audit submits annually to the Compensation Risk Oversight Working Group and the Human Resources Committee the results of its independent analysis designed to detect any material differences between our compensation policies, programs, and practices and the principles and standards issued by the Financial Stability Board. Furthermore, the Internal Audit oversight function's analysis aims to detect any material differences between compensation paid and compensation payable under our total compensation policies and programs.

Share ownership requirements

Requirements designed to tie the long-term interests of Executive Officers, Officers and certain Financial Markets specialists with the interests of shareholders and to discourage them from taking undue and excessive risks. The Human Resources Committee regularly monitors compliance with the minimum holding requirements.

Share ownership requirement for Executive Officers

Effective February 1, 2025, we increased the minimum holding requirements for Executive Officers. From now on, their minimum holding must be more significant in relation to their economic situation, bearing in mind that most of their total direct compensation is paid in the form of deferred compensation. As their salary represents less than 20% of their total direct compensation, establishing a share ownership multiple on total direct compensation strengthens their holding. In addition, we have introduced a new requirement to encourage personal investment in shares specifically or equivalent (direct shareholding). The share ownership requirements for Executive Officers are now twofold:

- › shareholding; and
- › direct shareholding.

Until January 31, 2025:

- › The Executive Officers must maintain minimum holding of shares, including non-vested RSUs, non-vested PSUs, vested and non-vested DSUs, and the increase in value of vested (but unexercised) in-the-money Options and SARs, it being understood that this minimum holding must be proportional to the compensation received and given that it is based on the position held.
- › The minimum holding represented a multiple of the previous three years' average base salary in which the employee held the role subject to the policy. If the employee held the role subject to the policy for less than three years, the average annual base salary earned for the period to which they are subject to the policy is used.

Since February 1, 2025:

- › To meet shareholding requirements, Executive Officers must maintain a minimum holding in shares, including non-vested RSUs, non-vested PSUs, vested and non-vested DSUs.
- › In addition, to meet the direct shareholding requirements, Executive Officers must also maintain a minimum holding in shares or equivalent.
- › The minimum holding in shareholding and direct shareholding requirements for Executive Officers is a multiple of the average total direct compensation target for the last three years during which the employee has held the role subject to the policy. If the Executive Officer has held the role subject to the policy for less than three years, then the average target total direct compensation for the period to which they are subject to the policy is used.
- › The appreciation in value of vested and in-the-money (but unexercised) Options and SARs is no longer recognized in the calculation of the minimum holding of Executive Officers.

Position	Until January 31, 2025	Since February 1, 2025	
	Multiple of previous three years' average base salary	Shareholding	Direct shareholding
President and Chief Executive Officer ⁽¹⁾	8 times	3 times	1 time
Other Executive Officers ⁽¹⁾⁽²⁾	5 times	1 time	0.25 times

(1) The President and Chief Executive Officer shall maintain the minimum share ownership requirements for a period of at least two years after retirement. This period is one year for Other Executive Officers.

(2) Executive Advisors Reporting to the President and Chief Executive Officer remain subject to the multiple of five times the average base salary of the last three years and the requirement to maintain the minimum holding for a period of one year after retirement.

Period granted to Executive Officers for meeting new requirements:

	Initial time frame	Time after promotion	Time after hiring
Shareholding	3 years	3 years	5 years
Direct Shareholding	5 years	5 years	7 years

Officers share ownership requirements

The share ownership requirements for Officers, excluding Executive Officers, remain unchanged.

- › The incumbents in the positions must maintain minimum holding of shares, including non-vested RSUs, non-vested PSUs, vested and non-vested DSUs, and the increase in value of vested (but unexercised) in-the-money Options and SARs, it being understood that this minimum holding must be proportional to the compensation received and given that it is based on the position held.
- › The minimum holding represents a multiple of the previous three years' average base salary in which the Officer is in the role subject to the policy. If the incumbent has held the role subject to the policy for less than three years, the average annual base salary earned for the period to which they are subject to the policy is used.

Position	Multiple of previous three years' average base salary
Members of the Financial Markets Management Committee	3 times
Executive Vice Presidents (or equivalent)	2 times
Vice Presidents (or equivalent)	1 time

Period for meeting the share ownership requirements

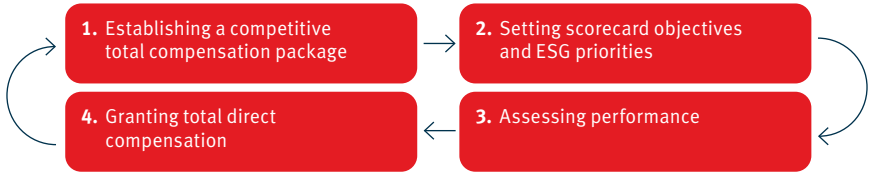
- › The Officer has five years from the date of hire, appointment or promotion, if not already subject to the requirements, to meet these requirements. In case of promotion and if already subject to the requirements, the period is three years.
- › The Officer must comply with the share ownership requirements at all times. If, for any reason, there is a gap, the person must refrain from selling their shares and from exercising their vested Options (unless the shares are kept) until such time as the minimum holding requirements are once again met.

Valuation method

- › The minimum number of shares that must be held is calculated by dividing the minimum holding amount by the Share Price.

COMPENSATION DECISION-MAKING

A rigorous process is followed to establish the compensation of the President and Chief Executive Officer, Executive Officers and Officers. This annual cycle includes the major steps described hereafter.



1. Establishing a competitive total compensation package

Determining the components of the compensation package

Our compensation package is made up of direct compensation components such as base salary and variable compensation programs as well as indirect compensation components such as employee benefits that promote the well-being of our staff and their families.

Time horizon of variable compensation	Components				Why do we offer this component and method of payment?							
	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	
Direct compensation	Base salary (ongoing)				– Rewards level of responsibility, expertise, competence and experience – Paid in cash							
	Short-term variable compensation (1 year)				– Rewards achievement of key annual financial and non-financial objectives – Paid in cash							
	Mid-term variable compensation (3 years)				– Rewards the creation of sustainable value for shareholders – Awarded in the form of PSUs or RSUs							
	Long-term variable compensation (10 years or until the termination/retirement)				– Rewards sustained long-term growth in Share Price – Awarded in the form of Options, SARs where applicable, and DSUs							
Indirect compensation	Employee benefits and perquisites (ongoing)				– Provides employees and their families with assistance and security – Completes the total compensation package offered to Executive Officers and Officers							
	Pension plan (long-term)				– Encourages long-term retention of employees by rewarding their continued service and contributing to their retirement income							

When programs are developed, the Compensation Risk Oversight Working Group and the Human Resources Committee ensure that they comply with the Financial Stability Board Principles for Sound Compensation and their Implementation Standards. They review the results of stress tests on various program application scenarios and consider the impact of these scenarios on our performance over different periods.

Establishing the compensation policy

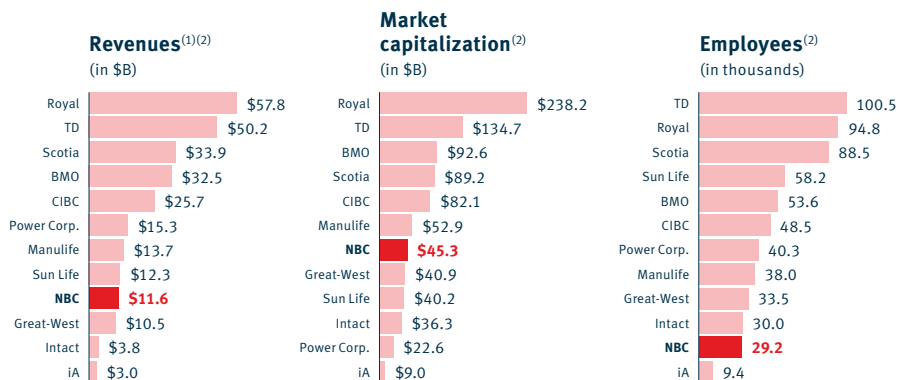
The compensation policy for Executive Officers generally aims to position their target total compensation at the peer group median (the 50th percentile) when results meet expectations and to ensure competitive compensation aligned with the market while considering the experience of the incumbents in the position. The peer group used to establish the compensation value varies according to our business sectors.

The peer group consists of banks and financial institutions with head offices in Canada, which target a comparable clientele, attract a similar employee profile, and have a large number of shareholders.

In 2024, an independent consulting firm, Hexarem, was mandated for a thorough assessment of the criteria for selecting the companies that make up the peer group for Executive Officers to ensure that the process for obtaining market data is robust and reliable, so that the Human Resources Committee has sufficient, fair and equitable information to position compensation. Following this assessment the criteria were reconfirmed and the peer group was adjusted.

The target total compensation of the peer group is adjusted downward to reflect our specific characteristics, notably our relative size. In 2024, we have assessed and concluded that the methodology for adjusting market data to the Bank's size still reliable to establish the Executive Officers' total direct compensation.

The Bank's ranking relative to Canadian banks and other financial institutions in the peer group is illustrated below. Our comparison is based on public sources of information on revenues⁽¹⁾, market capitalization, and the number of employees.



- (1) Revenues exclude non-recurring items, as well as benefits and claims related to insurance contracts presented by the respective financial institutions. In addition, there are distinctions in revenue recognition between banks and insurance companies. Refer to the "Financial Reporting Method" section on pages 14 to 20 of the 2024 Annual Report for details on non-GAAP financial measures.
- (2) Information on Canadian banks, i.e., Canadian Imperial Bank of Commerce, Bank of Montreal, Royal Bank of Canada, The Bank of Nova Scotia, and The Toronto-Dominion Bank are as at October 31, 2024. The information of the financial institutions, i.e., Sun Life Financial Inc., iA Financial Corporation Inc., Intact Financial Corporation, Great-West Lifeco Inc., Power Corporation of Canada, and Manulife Financial Corporation is as at December 31, 2023.

Each year, the Human Resources Committee reviews the competitiveness of the target total direct compensation of Executive Officers. It examines the results of compensation studies prepared by an independent external consulting firm mandated for that purpose. It receives the recommendations of the President and Chief Executive Officer, the Audit Committee and the Risk Management Committee for the compensation of Other Executive Officers and the heads of the oversight functions, and then conducts its own review in order to make its recommendations to the Board.

Our compensation policy, which covers most other functions, also aims at positioning the target total direct compensation of Officers and staff at the peer group median (the 50th percentile) when results meet expectations. To do so, market studies produced by external consultants are used, in particular to establish our salary scales, which ensure a competitive salary according to the region in which the employee works. Our compensation policy also applies to our subsidiaries in Canada and abroad. However, it is aligned with market practices by offering compensation that may vary from one business sector to another and accounts for significant pay disparities that may exist among the large regions or countries where we provide our services.

Independent external consulting firms

The Human Resources Committee has the power to retain, when it deems appropriate, the services of independent external consulting firms to assist in performing its duties and provide it with necessary information on trends and best practices in its peer group regarding compensation policies and programs as well as on the competitiveness of Executive Officer compensation.

In keeping with sound governance practices, the Human Resources Committee sets guidelines for awarding mandates to independent external consulting firms. These guidelines notably require external consulting firms to be independent from Executive Officers. They also enable the Human Resources Committee to select those it considers the most qualified to carry out the mandates.

All contracts given for work related to Executive Officers' compensation are approved by the Chair of the Human Resources Committee.

At the start of the fiscal year, the Human Resources Committee members also review the performance and independence of the external consulting firms and approve the planned mandates to be awarded by us during the fiscal year. When their services are retained, external consulting firms are informed of these guidelines and must follow them.

Korn Ferry has acted for several years as external consulting firm to the Human Resources Committee on executive compensation matters. They are the external consulting firms whose services have been retained for fiscal 2023 and 2024. They have:

- ▶ adjusted the peer group data downward to reflect our relative size and differences in the level of responsibility associated with our positions compared to peer group positions;
- ▶ submitted to the Human Resources Committee the market positioning of Executive Officers' compensation as well as market trends and developments in compensation for Officers and Executive Officers, organizational structure, governance and regulation;
- ▶ confirmed, this past fiscal year, that the target total direct compensation (base salary and variable compensation) of the positions held by Executive Officers and by the heads of the oversight functions is competitive with the compensation paid by corporations in our peer group; and
- ▶ conducted compensation surveys, in which we participate each year, on market practices and compensation levels for all positions.

In 2024, Hexarem was retained to evaluate the Executive Peer Group and to work on the director compensation plan. For further information on director compensation, please refer to [Section 3](#) of the Circular.

The following table presents the fees paid to Korn Ferry and Hexarem in the past two fiscal years:

Independent external consulting firms	Fiscal 2023			Fiscal 2024		
	Executive Officers' compensation – Related fees	Other fees ⁽¹⁾	Total	Executive Officers' compensation – Related fees	Other fees ⁽²⁾	Total
Korn Ferry	\$76,784	\$113,526	\$190,310	\$68,265	\$366,321	\$434,586
Hexarem	\$35,392	\$68,412	\$103,804	\$73,574	\$89,277	\$162,851
Total	\$112,176	\$181,938	\$294,114	\$141,839	\$455,598	\$597,437

2. Setting scorecard objectives and ESG priorities

To ensure the best possible client and employee experience, we are constantly refining our performance management approach in order to further strengthen synergy across business units, improve team performance, and facilitate learning and skills development. The annual objectives of the President and Chief Executive Officer are examined by the Human Resources Committee and approved by the Board at the beginning of each year, aligning with our Board-approved business plan. The objectives approved for the President and Chief Executive Officer apply to all Executive Officers as well as to Officers. They share a single scorecard with common objectives and ESG priorities (refer to the “Officer Scorecard” section starting on [page 122](#) of the Circular). These objectives are cascaded to all our teams. Supporting sustainable development is an intrinsic part of our One Mission. We incorporate ESG matters into our business and operating decisions. These objectives support the financial and non-financial indicators used to balance the interests of the various stakeholders: shareholders, employees, clients and the communities we serve.

3. Assessing performance

All employees, including Officers, are subject to an assessment whereby annual objectives and our preferred behaviours that are in line with our values each represent 50% of the annual performance evaluation. When assessing the performance of the President and Chief Executive Officer and Other Executive Officers, the Board makes sure to consider all the fundamental pillars on which our social strategy is built.

In 2024, the Human Resources Committee enhanced the evaluation process for the President and Chief Executive Officer, focusing on execution of corporate strategy, outreach and leadership, and supporting the assessment with quantitative and qualitative information, as well as feedback from directors and Other Executive Officers.

We are committed to having a positive impact on people’s lives. Our priorities, which are approved by the Board, demonstrate the importance we place on sustainable development and on maintaining the best balance of stakeholder interests in society.

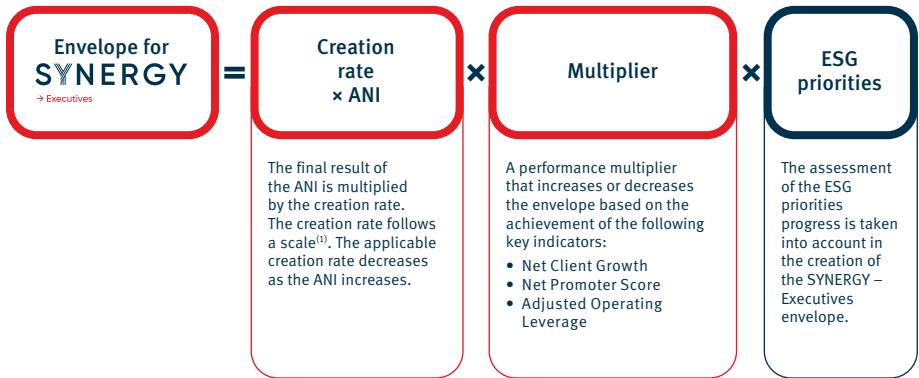
Executive Officers are expected to be continually engaged in discussions with the Board, to keep it informed on the changes and the performance of their sectors as well as the strategic initiatives they oversee.

- (1) Total costs related to our participation in compensation surveys for non-executive managers, analyses and communications with respect to our total compensation package.
- (2) Total costs related to our participation in compensation surveys for non-executive managers, consulting services for due diligence and compensation programs and practices, including those of the Board members and recruitment mandates.

4. Granting total direct compensation

Formula for creating the SYNERGY – Executives envelope

The creation of the SYNERGY – Executives envelope, i.e., the total direct compensation envelope that includes base salary as well as short-, mid- and long-term variable compensation for Executive Officers and Officers, is subject to a discretionary review by the Board and is calculated based on the following parameters:



Individual awards are capped at 150% of the target total direct compensation established for each participant.

The initial SYNERGY – Executives envelope for 2024

At the beginning of fiscal 2024, the Board approved the renewal of the SYNERGY – Executives envelope creation rate scale. The targets for each of the key multiplier indicators, the ANI growth projections, the new three-year ESG priorities as well as Officers participating in the program have also been approved by the Human Resources Committee for fiscal 2024.

The SYNERGY – Executives envelope is reviewed annually by the Board considering, among other factors:

- › ANI projections
- › The Bank's relative performance
- › The competitiveness of the compensation market
- › Special events or transactions

The SYNERGY – Executives program may not pay variable cash compensation in the event that the CET1 capital ratio threshold is not met.

(1) The scale is not disclosed as it is deemed to be sensitive information.

Available Net Income 2024

For fiscal 2024, the Bank generated an ANI of \$3,663M. For the purposes of the SYNERGY – Executives Compensation Program, the Board approved the Human Resources Committee’s recommendation to exclude, as in the past, all specific items of net income, which had the effect of adjusting net income downward by \$100M. These specific items that are beyond the control of staff are detailed on page 18 of the [2024 Annual Report](#). Adjusted ANI used for compensation purposes is \$3,574M and includes an additional discretionary adjustment to exclude a non-recurring expense that is beyond the control of staff that has been recorded in the financial statements. This adjusted ANI⁽¹⁾, along with other indicators, reflects our solid performance for fiscal 2024.

- Despite a still complex economic climate, we delivered organic growth across our business sectors.
- Our CET1⁽²⁾ ratio at 13.7%, return on shareholders’ equity⁽³⁾ at 16.7% and adjusted dividend payout ratio⁽³⁾ at 41.2% are all aligned with our mid-term objectives.

No other adjustments deriving from the use of their discretionary authority were made for Executive Officers by the Board.

The 2024 multiplier

The multiplier is composed of a set of three key performance indicators aligned with our Officer Scorecard and is consistent with the key compensation metrics used in all of our variable compensation programs. The multiplier can influence the amount of the SYNERGY – Executives envelope by a result that can vary between 90% and 110%. The following table shows the indicators as well as the weighted result for fiscal 2024. Therefore, the envelope created has been increased by a factor of 104.0%.

2024 Multiplier						
Indicator	Threshold	Target	Maximum	Result	Weighting	Weighted result
Net Client Growth⁽⁴⁾ Measure that seeks to recognize both the acquisition of new clients and the retention and engagement of existing clients	90.0%	100.0%	110.0%	99.8%	33⅓%	33.3%
Net Promoter Score⁽⁴⁾ Measure of client loyalty	90.0%	100.0%	110.0%	104.5%	33⅓%	34.8%
Adjusted Operating Leverage⁽³⁾⁽⁵⁾ Measure of operational efficiency	90.0% (2.7%)	100.0% 0.3%	110.0% 3.3%	107.7% 2.6%	33⅓%	35.9%
2024 Multiplier						104.0%

Adjusted operating leverage is positive due to the good performance of all business sectors.

(1) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the [2024 Annual Report](#) for details on non-GAAP financial measures.
(2) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the [2024 Annual Report](#) for details on capital management measures.
(3) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the [2024 Annual Report](#) for details on non-GAAP ratios.
(4) Not reported as we consider this information to be commercially sensitive.
(5) Adjusted operating leverage used for the SYNERGY – Executive program reflects the downward impact of the exclusion of specific items and the additional discretionary adjustment to operating leverage.

ESG priorities for 2024

The new mid-term priorities identified in 2024, which aim to make ESG a lever for growth and an impact multiplier, are based on four pillars: Climate, Clients, Community and ESG Capital. For each of these priorities, we have associated performance indicators, covering one or more initiatives, which are taken into account in the creation of the SYNERGY – Executives envelope ESG priorities can influence the amount of the SYNERGY – Executives envelope by a result that can vary between 95% and 105%.

At the end of fiscal 2024, we believe that we have achieved the level of progress in our ESG priorities corresponding to the objectives we have set ourselves. As such, the envelope created remained unchanged, given the 2024 achievements and the assessment of the advancement of ESG priorities.

The table below shows the priorities by pillar, along with a summary of the main achievements. These priorities are aligned with our business strategy, risk appetite framework, values and long-term interests.

ESG priorities	2024 achievements	Weighting
Climate – Support the transition to a low-carbon economy	<ul style="list-style-type: none"> ✓ Follow-up on the target to reduce GHG emissions from our operational activities by 25% by the end of 2025 and follow-up on funded emissions reduction targets⁽¹⁾ 	25%
Clients – Support our clients in their ESG ambitions	<ul style="list-style-type: none"> ✓ Participation in several renewable energy financing projects ✓ Several sustainable loans granted in commercial real estate 	25%
Community – Create shared value with our clients, employees and the community	<ul style="list-style-type: none"> ✓ Deployment of the Inclusion, diversity and Equity 2024-2026 Plan ✓ Increasing representation, including women (at the senior management and Officer levels), visible minority groups (at the global and senior management levels), and persons with disabilities 	25%
ESG Capital – Continue ESG awareness-raising efforts	<ul style="list-style-type: none"> ✓ New ESG training program rolled out to all employees in Canada 	25%

Final SYNERGY – Executives envelope for 2024

Given the performance reached in 2024, the Board approved the 2024 multiplier of 104.0%, and the result of the assessment of the progress of ESG priorities at 100%. The envelope created in 2024 serves to recognize all Officers in a manner consistent with most of our compensation programs.

(1) Refer to the Climate Report for further information.

Adjusting annual variable compensation envelopes, including the SYNERGY – Executives, as necessary

We are always striving to more closely align the potential impact of all types of risks with the compensation of Executive Officers, Officers and material risk takers from all our sectors, as required by the Financial Stability Board and OSFI. We provide the Human Resources Committee and the Board with discretionary power to adjust, downward or upward, as it deems necessary, annual variable compensation envelopes including the SYNERGY – Executives envelope.

To avoid decisions based essentially on judgment, the Compensation Risk Oversight Working Group uses a scoring grid, jointly developed by the Internal Audit, Risk Management and Compliance segments, that flags the main potential sources of significant risk, both internal (related to decision-making) and external (related to business conditions). The assessment therefore considers credit risk, market risk, liquidity and funding risk, operational risk, regulatory non-compliance risk, reputational risk, strategic risk, and environmental and social risk. In addition, a mechanism provides for referring to the Basel III Accord guidelines to reduce the size of annual bonus envelopes if we do not meet the minimum regulatory capital required by regulatory authorities. These guidelines dictate the elements to be reduced (share buyback, dividends, and annual bonuses) and the weighting of such reductions. The mechanism applies to all short-term variable compensation programs and to the programs offered to Executive Officers, Officers and all our other teams. The Compensation Risk Oversight Working Group may recommend to the Human Resources Committee and then to the Board, if necessary, to adjust the SYNERGY – Executives envelope downward.

The Human Resources Committee and the Board considered additional factors to determine if a discretionary adjustment to the calculated SYNERGY – Executives envelope should be recommended for Board approval:

- › Outcome of the annual risk review, in collaboration with the Risk Management Committee
- › Financial and nonfinancial absolute and relative performance
- › Compliance with the CET1 capital ratio and ANI thresholds
- › Officer Scorecard results, including employee engagement and assessment of the progress of our ESG priorities
- › Analysis, feedback and recommended adjustments from Executive Officers
- › Any unforeseen events during the fiscal year

No other adjustments, other than the one presented in the “Available Net Income 2024” section (on [page 110](#) of the Circular), deriving from the use of their discretionary authority were made in fiscal 2024 for Executive Officers or Officers by the Human Resource Committee or the Board.

Assessing performance and approving awards

Following the creation of the SYNERGY – Executive envelope, the final step in the award process consists of an individual and business line performance evaluation against the scorecard set out at the beginning of the fiscal year for Executive Officers and Officers. After considering the recommendations made by the Human Resources Committee and the President and Chief Executive Officer for the Other Named Executive Officers, the Board confirms the short-, mid-, and long-term variable compensation awards. The fiscal 2024 awards and total direct compensation approved for each Named Executive Officer are presented on [pages 125 to 130](#) of the Circular.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

This section presents information on the total direct compensation awarded to Named Executive Officers for the fiscal year ended October 31, 2024.

Components of total direct compensation

Although they are funded from the SYNERGY – Executives envelope, base salaries of Officers are not at risk. The remainder of the envelope depends on our performance, is at risk and is allocated in the form of short-, mid- and long-term variable compensation based on our guidelines. Mid-term variable compensation is granted in the form of PSUs or RSUs, and long-term variable compensation is granted in the form of Options or DSUs. Succession planning considerations, competitive pressures and internal equity can influence total direct compensation.

For fiscal 2025, we are making changes to the composition of the variable compensation for Executive Officers in order to generate long-term growth, encourage personal investment by each Executive Officer and defer variable compensation for a longer period.

Deferred compensation accounts for a larger proportion of total direct compensation. The deferred compensation mix is modified:

- › The proportion of PSUs is increased
- › The proportion of Options is decreased



The 2024 and the 2025 composition of the target total compensation and of the variable compensation that is pre-determined according to the level of position held are presented below.

Compensation						
TARGET TOTAL DIRECT						
	Compensation FIXED (base salary)	Compensation VARIABLE			Compensation DEFERRED	
			Compensation CASH (annual bonus)		PSUs and/or RSUs	Options and/or DSUs
2024						
President and Chief Executive Officer	11%	89%	25%	75%	67% in PSUs 33% in Options ⁽¹⁾	
Other Named Executive Officers	7% to 19%	81% to 93%	40%	60%	67% in PSUs 33% in Options ⁽¹⁾ When the deferred compensation exceeds \$1.5M, the excess amount is granted in the form of RSUs.	
2025						
President and Chief Executive Officer	11%	89%	20%	80%	75% in PSUs 25% in Options	
Other Named Executive Officers	7% to 19%	81% to 93%	30%	70%	75% in PSUs 25% in Options When the deferred compensation exceeds \$2M, the excess amount is granted in the form of RSUs ⁽²⁾ .	

Our allocation guidelines ensure that:

- ▶ Variable compensation is fully at risk and fluctuates based on the creation of the SYNERGY – Executives envelope.
- ▶ At least 60% of variable compensation, and starting in fiscal 2025, at least 70% is deferred over a three-year period for PSUs and RSUs, up to ten years for Options, and up to retirement or termination of employment for DSUs.
- ▶ PSUs remain the main driver for the target deferred compensation of Named Executive Officers.
- ▶ In 2024, 89% of Laurent Ferreira’s target total direct compensation was at risk, and a minimum of 81% for the other Named Executive Officers was at risk.

Individual awards are capped at 150% of target total direct compensation.

(1) Executive Officers and Officers may elect to receive up to 30% of their long-term compensation in the form of DSUs.

(2) For the incumbent of the Executive Vice President – Financial Markets position, the excess amount is granted in the form of RSUs when the differed compensation exceeds \$4M.

Total direct compensation

Under the SYNERGY – Executives Compensation Program, total direct compensation is discretionary. In accordance with our compensation policies, the purpose of total direct compensation is to recognize annual financial performance, client satisfaction and the progress of our ESG priorities. It considers the prudence demonstrated in risk management as well as the achievement of the Officer Scorecard objectives which include staff engagement, diversity, inclusion and ESG objectives. SYNERGY – Executives aims to continue to increase complicity between teams, support concerted decision-making, optimize the use of all compensation components, recognize excellence, and increase the rigour in cost management.

Fixed compensation – base salary

In accordance with the objectives of the compensation policy, the purpose of base salary is to reward the contribution. It allows to ensure that our compensation is competitive relative to that offered by our peer group. It also recognizes the level of responsibility, expertise, competence and experience.

Variable compensation

Variable compensation is total direct compensation minus base salary.

Variable compensation consists of two parts:

- › Variable compensation paid in cash based on the SYNERGY – Executives envelope.
- › Discretionary deferred compensation as a retention incentive granted in the form of PSUs, RSUs, Options, and DSUs.

Clawback of variable compensation

In accordance with the variable compensation clawback policy, payments made to employees subject to the policy may be clawed back in certain circumstances.

Variable cash compensation

Objectives

For Executive Officers and Officers, variable cash compensation (i.e., annual bonus) is designed to:

- › Strengthen the value of cooperation among all segments;
- › Encourage Officers to:
 - generate sustained and growing net income, year after year
 - accelerate the organizational transformation
 - improve client satisfaction
 - meet the Executive Scorecard objectives, which include employee engagement, diversity, inclusion, equity and ESG objectives; and
- › Share part of our success with Executive Officers and Officers and identify, as well as recognize those whose performance exceeds expectations.

Allocation

Variable cash compensation awards are subject to the attainment of a CET1 ratio threshold. Given that the threshold was exceeded in fiscal 2024, the Board approved the allocation of the short-term variable compensation under the SYNERGY – Executives envelope and based on our established guidelines.

Deferred variable compensation

The purpose of deferred variable compensation is to align the vision and expectations of Executive Officers and Officers with those of shareholders over mid- and long-term horizons. The award of deferred variable compensation is influenced by our performance and by the expected contribution of Executive Officers and Officers to our future success.

Mid-term deferred variable compensation

Our deferred variable compensation program, granted in the form of PSUs, has undergone a number of changes, effective since fiscal 2025.

We aim to maximize the incentive to generate medium-term performance and align the interests of Officers with those of shareholders by:

- › Adding the relative Return on Equity Growth Index (ROE) to determine the performance of PSUs
- › Changing the peer group that determines our relative performance
- › Expanding the performance range from 0% to 200%

Mid-term deferred variable compensation is granted in the form of PSUs and RSUs, if applicable, i.e., when the deferred variable compensation of the Other Executive Officers exceeds \$1.5M (until October 31, 2024). Starting in fiscal 2025, when the deferred variable compensation of the Other Executive Officers exceeds \$2M, and when the incumbent of the Executive Vice President, Financial Markets position exceeds \$4M, the excess amount is granted in RSUs.

It aims to align the vision and expectations of Executive Officers and Officers with those of shareholders over a three-year horizon.

PSUs	RSUs								
Objectives									
The program is designed to tie a portion of the value of the compensation to the future value of the shares and relative performance compared to our peers.	The program is designed to tie a portion of the value of the compensation of eligible Officers to the future value of the shares.								
Grant									
<p>The value granted to each Executive Officer is based on the composition of predetermined compensation package.</p> <p>Ultimately, the HRC also has discretionary power over the value of annual awards.</p> <p>The number of PSUs granted is based on fair market value⁽¹⁾.</p> <p>Additional PSUs are credited to the participant's account, in an amount proportional to the dividends paid on shares, during the period between award and payment.</p>	<p>For the Other Executive Officers when deferred compensation is above \$1.5M, the excess is granted in the form of RSUs. Starting in fiscal 2025, this amount is increased to \$2M for Other Executive Officers, and to \$4M for the incumbent of the Executive Vice President, Financial Markets position.</p> <p>Ultimately, the HRC also has discretionary power over the value of annual awards.</p> <p>The number of RSUs granted is based on fair market value⁽¹⁾.</p> <p>Additional RSUs are credited to the account of the individual, in an amount proportional to the dividends paid on the shares, during the period between award and payment.</p>								
Vesting, performance indicator and payment									
<p>The PSUs vest after three years.</p> <p>For all grants prior to fiscal 2025 Upon vesting, the cash payment is equal to the number of vested PSUs, multiplied by the fair market value⁽¹⁾, and then adjusted upward or downward depending on relative TSR.</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> $\frac{\text{Growth rate of our TSR over three years}}{\text{TSR of the S\&P/TSX Banks Sub-Index}^{(2)} \text{ over three years}}$ </div> <p>The adjustment to the payable value, based on the relative TSR, is established in a linear manner within the following limits:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Relative TSR result</th> <th style="text-align: center;">Adjustment range of payable value</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">≥ 1.25</td> <td style="text-align: center;">125%</td> </tr> <tr> <td style="text-align: center;">= 1.00</td> <td style="text-align: center;">100%</td> </tr> <tr> <td style="text-align: center;">≤ 0.75</td> <td style="text-align: center;">75%</td> </tr> </tbody> </table>	Relative TSR result	Adjustment range of payable value	≥ 1.25	125%	= 1.00	100%	≤ 0.75	75%	<p>There are two possible types of vesting for RSUs: full vesting after three years and vesting in equal portions spread over three years.</p> <p>On vesting, the cash payment is equal to the number of RSUs vested, multiplied by the fair market value⁽¹⁾.</p>
Relative TSR result	Adjustment range of payable value								
≥ 1.25	125%								
= 1.00	100%								
≤ 0.75	75%								

(1) The fair market value is determined by the average of the closing share prices published on the Toronto Stock Exchange for the grants:

- Before January 1, 2027: the last ten (10) trading days preceding the sixth business day in December; and
- Starting January 1, 2027: the five (5) trading days preceding the sixth business day of the authorized trading period following publication of the annual financial statements.

(2) The sub-index is adjusted to exclude Equitable Bank and National Bank. It therefore includes Royal Bank of Canada, The Toronto-Dominion Bank, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, Bank of Montreal, CWB, and Laurentian Bank of Canada.

PSUs	RSUs								
Vesting, performance indicator and payment (continued)									
<p>For all grants from fiscal year 2025 onwards Upon vesting, the cash payment is equal to the number of vested PSUs, multiplied by the fair market value⁽¹⁾, and then adjusted upward or downward by an equal weighting between relative TSR (50%) and relative adjusted ROE (50%).</p> <p>The peer group used to establish our relative performance against our peers is now made up solely of the five major banks whose activities are most similar to those of the Bank. It consists of Royal Bank of Canada, The Toronto-Dominion Bank, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, and Bank of Montreal.</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p>50% weighting Growth rate of our TSR over three years ÷ Peer group TSR over three years</p> </div> <p>+</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p>50% weighting rowth rate of our adjusted ROE over three years ÷ Peer group adjusted ROE over three years</p> </div> <p>x3</p> </div> <p>The broadening of the adjustment range for all grants made from fiscal 2025 onwards will allow full recognition of over- or under-performance, up to 0%. The adjustment to the payable value, based on the relative TSR and relative adjusted ROE, is established in a linear manner within the following limits:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #f4cccc;">Combined result of relative TSR and relative adjusted ROE</th> <th style="background-color: #f4cccc;">Adjustment range of payable value</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">≥ 2.00</td> <td style="text-align: center;">200%</td> </tr> <tr> <td style="text-align: center;">= 1.00</td> <td style="text-align: center;">100%</td> </tr> <tr> <td style="text-align: center;">≤ 0</td> <td style="text-align: center;">0%</td> </tr> </tbody> </table> <p>In addition, the Board has the discretionary power to adjust the cash value downwards to as low as \$0, if it considers that a significant event has occurred during the performance period has had an impact on our financial performance or that of our peers.</p>		Combined result of relative TSR and relative adjusted ROE	Adjustment range of payable value	≥ 2.00	200%	= 1.00	100%	≤ 0	0%
Combined result of relative TSR and relative adjusted ROE	Adjustment range of payable value								
≥ 2.00	200%								
= 1.00	100%								
≤ 0	0%								

(1) The fair market value is determined by the average of the closing share prices published on the Toronto Stock Exchange for the grants:

- Before January 1, 2027: the last ten (10) trading days preceding the sixth business day in December; and
- Starting January 1, 2027: the five (5) trading days preceding the sixth business day of the authorized trading period following publication of the annual financial statements.

Payment of PSUs granted in 2021

For the PSUs granted in 2021 to Executive Officers that vested in 2024, the relative TSR was 22.5% higher than that of the banks included in the peer group, i.e., the banks included in the S&P/TSX Banks Sub-Index⁽¹⁾. Consequently, a payment with a performance factor of 122.5% was awarded to participants, as shown in the table below:

Relative TSR result	Adjustment of payable value
1.225	122.5%

For information on the treatment of PSUs and RSUs according to reason for the departure, refer to the table entitled “Conditions applicable in the event of the termination of employment” on page 141 of the Circular.

(1) The sub-index is adjusted to exclude Equitable Bank and National Bank. It therefore includes Royal Bank of Canada, The Toronto-Dominion Bank, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, Bank of Montreal, CWB, and Laurentian Bank of Canada.

Long-term deferred variable compensation

The purpose of long-term deferred variable compensation is to align the vision and expectations of Executive Officers and Officers with those of shareholders, i.e., over a ten-year horizon for Options, and up to retirement or termination of employment for DSUs.

Executive Officers and Officers may elect to receive up to 30% of their long-term compensation in the form of DSUs.

Options	DSUs
Objectives	
<p>The program is aligned with the Bank’s entrepreneurial culture and is designed to retain eligible Executive Officers and Officers and to encourage them to contribute to our success and to work towards growing the value of the investment of shareholders.</p> <p>Each Option confers the right to purchase one share at a price equal to the Closing Price on the day preceding the grant.</p> <p>The exercise price of Options already granted cannot be lowered, despite changes in the Share Price, so that Executive Officers and Officers can only benefit from the Options granted to them to the extent that the Share Price increases steadily over the long term.</p>	<p>The program is designed to tie a portion of the value of certain Officers’ compensation to the future value of our shares.</p>
Grant	
<p>The number of Options granted is based on:</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0; text-align: center;"> $\frac{\text{the dollar value of the grant}}{\text{the value determined using the Black-Scholes Model}}$ </div> <p>The exercise price of each Option granted is equal to the Closing price of the shares on the open trading day preceding the date the Options are granted.</p> <p>Since the Stock Option Plan was adopted, we have made only one grant of Options per fiscal year, on a specific date (in December), regardless of any hire or appointment of Executive Officers and Officers during the fiscal year. This annual grant date has never been amended retroactively.</p> <p>Each year, when granting Options, the HRC takes into account the number and term of the Options previously granted.</p>	<p>The number of DSUs granted is based on:</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0; text-align: center;"> $\frac{\text{the dollar value of the grant}}{\text{the Closing Price, the day before the grant}}$ </div> <p>Additional DSUs are credited to the account of the participant, in an amount proportional to the dividends paid on the shares, during the period between award and payment.</p>

6. Executive Officer Compensation

Options	DSUs
Vesting and payment	
<p>Options vest over a four-year period at a rate of 25% per year. No Options may be exercised in the first year after the grant date. Vested Options may be exercised:</p> <ul style="list-style-type: none"> › only during quarterly authorized trading periods, as established by Legal Affairs, following the release of the financial statements; › only by a participant or their estate (Options may not be sold to a third party, but ownership may be transferred to a beneficiary or to a legal representative in the event of the participant's death); › in whole or in part, before the expiration date set by the HRC at the time the Options are granted. However, where the expiration date falls outside an authorized trading period or within ten business days after the beginning of such period, the expiration date is extended for the number of business days equal to ten business days less the number of business days elapsed between the beginning of the authorized trading period and the expiration date. <p>Each Executive Officer and Officers must keep at all times after the exercise of Options, shares with a value equal to the gain resulting from the exercise of vested Options, until the minimum holding requirements applicable to that individual have been met.</p> <p>The payment of an Option is based on the difference between its exercise price and the Share Price at the time of exercise.</p>	<p>DSUs granted following conversion of long-term variable compensation vest over a four-year period, at a rate of 25% per year.</p> <p>DSUs may be redeemed only upon the termination of employment or retirement of the Executive Officer or Officer.</p> <p>A participant may redeem vested DSUs by filing redemption notices during a fixed period after the termination of employment.</p> <p>The cash payment is equal to the number of vested DSUs multiplied by the Closing Price on the business day preceding receipt of the redemption notice.</p>

For information on the treatment of Options and DSUs according to reason for the departure, please refer to the table entitled “Conditions applicable in the event of the termination of employment” on [page 141](#) of the Circular.

Officer Scorecard

The Human Resources Committee evaluated the performance of Laurent Ferreira and the Other Named Executive Officers, including the execution of strategy, by taking into account the results obtained with respect to the objectives of the scorecard applicable to all Executive Officers and Officers. We present below the main results considered in the Officer Scorecard.

Shareholders

The year 2024 will have been marked by persistent macroeconomic and geopolitical uncertainty. Thanks to disciplined execution of our strategic priorities, a diversified business model and our prudent approach to capital, credit and costs, we have succeeded in delivering another year of organic growth across all our business sectors, as well as a superior return on equity for 2024. We are in a good position to continue supporting our growth and redistributing capital to our shareholders, notably in the form of sustainable dividend increases.

In addition, our dividend has a ten-year compound annual growth rate of 8.7%, while our ten-year average adjusted dividend payout ratio⁽¹⁾ is 42%, placing it within our mid-term target distribution target range of 40% to 50% of net income. Three, five and ten-year TSR have been among the best in the industry, demonstrating our ability to generate consistent returns over time.

<p>Growth in adjusted diluted earnings per share⁽²⁾</p> <p>9.8%</p>	<p>Growth in adjusted Pre-Tax Pre-Provision earnings⁽²⁾</p> <p>12.9%</p>	<p>Adjusted return on equity for holders of common shares⁽¹⁾</p> <p>16.7%</p>	<p>Adjusted operating leverage⁽¹⁾</p> <p>2.4%</p>
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(1) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the [2024 Annual Report](#) for details on non-GAAP ratios.

(2) Refer to the “Financial Reporting Method” section on pages 14 to 20 of the [2024 Annual Report](#) for details on non-GAAP financial measures.

Clients

We once again achieved our growth targets in the Personal Banking and Commercial Banking sector for total client acquisition. We have also simplified and modernized our banking product and service offerings, and enhanced our efforts to raise client awareness of fraud prevention and cybersecurity. The sector is also pursuing its domestic growth outside Quebec.

Our Wealth Management sector is among the leaders in full-service brokerage and private banking in Canada and posted a solid financial performance in 2024. We maintain our position as the leading provider of solutions to independent firms nationwide, who can now benefit from an enhanced digital offering. Our open-architecture approach continues to be a growth driver for our clients in targeted activities across the country.

The Financial Markets sector once again posted excellent results, while maintaining disciplined risk management. By investing in technology and innovative solutions, the sector has been able to diversify and deliver solid results. Year after year, our team demonstrates its ability to deliver consistent financial performance while adapting to ever-changing market conditions.

The Bank complements its Canadian growth with a focused and disciplined international strategy aimed at superior returns. Our U.S. subsidiary, Credigy, achieved significant balance sheet growth thanks to a disciplined investment approach.

In Cambodia, ABA Bank continued to consolidate its position as the leading bank of choice for individuals and SMEs. Despite the economic slowdown in Cambodia, 2024 saw significant growth in loan volumes and the opening of a dozen new branches, enabling ABA Bank to maintain its position in the market while continuing to grow its business.

The measure that seeks to recognize both the acquisition of new clients and the retention and engagement of existing clients, i.e., net client growth, almost met our objective in 2024. In addition, the result of the net recommendation rate, a measure of client loyalty used in the SYNERGY – Executives multiplier, exceeded our target as presented in the 2024 multiplier table on [page 110](#) of the Circular.

Employees

This year was marked by a major milestone: the inauguration of our new head office, National Bank Place, in downtown Montreal. This 40-storey tower, built to the highest standards of sustainable construction, was born of the desire to bring together in a single location the majority of our teams, who were spread across several buildings downtown, thus providing a place for collaboration and meetings between ourselves and with our clients. An environment where design and technology encourage creativity and promote well-being.

In 2024, we rolled out modern tools and a more personalized approach to support skills and career development.

Engagement and inclusion remain our hallmarks. The target employee engagement index was exceeded.

Operational quality

In 2024, we focused on simplification and increased operational efficiency by streamlining and modernizing our banking offers and services, and by continuing to adapt and automate our financing processes in order to reduce our lead times for clients.

We have improved the accessibility of our client contact centres through the deployment of modernized capabilities and have evolved our Commercial Banking distribution model outside Quebec to tailor service delivery to potential market and client needs.

Fiscal 2024 also marks the gradual launch of a simplified, fully integrated digital platform, designed specifically to meet the needs of our clients as well as the requirements of independent institutions.

ESG

We continue to demonstrate our commitment to sustainable development and to supporting a diverse client base. Canada’s energy transition is well underway, presenting great potential for new opportunities for businesses and for National Bank. As a key player in the Canadian financial sector, we are determined to play our part in the fight against climate change.

This fight mobilizes society, entrepreneurship and innovation – a winning trio to stimulate the development of clean technologies. We are contributing to this development with our significant investments in this sector, most recently with Deep Sky, a Montreal-based developer of carbon removal projects, to support its infrastructure projects, with initial sites in Alberta and Quebec.

For more information on ESG priorities and achievements, please refer to the [Sustainability Report](#). For more information on our ESG governance practices, consult the “Governance” section of the Sustainability Report and [pages 83 to 88](#) of the Circular.

6. Executive Officer Compensation

Laurent Ferreira

President and Chief Executive Officer



Education
Master's degree in Finance from HEC Montréal

Years of service with the Bank
26 years

Key responsibilities and 2024 highlights

Laurent Ferreira has been Chief Executive Officer since November 1, 2021. Laurent Ferreira reports to the Board on the strategies, orientations, and development of the Bank and its subsidiaries.

Socially engaged, Laurent Ferreira is dedicated to many causes. He recently co-chaired the Centraide of Greater Montreal campaign, the Bal des lumières, La Soirée des grands philanthropes of Portage, in addition to having acted as Co-Chair of the most recent "Re-Building" campaign of Women's Y Foundation Montreal. He was also the Honorary President of the 85th edition of the St. Mary's Ball.

He has skilfully overseen the execution of the strategy that ensures the Bank's differentiating position in the market. His positive and engaging leadership motivates the teams to pursue the Bank's growth. The Officer Scorecard illustrates all of Laurent Ferreira's achievements for fiscal 2024.

Human Resources Committee decisions regarding total direct compensation

The Human Resources Committee and the Board, following a performance evaluation and the positioning of Laurent Ferreira's compensation in relation to the market, determined that his target total direct compensation would be \$10,200,000 and his annual base salary would be \$1,100,000 for fiscal 2024. As of the fiscal 2025, the composition of Laurent Ferreira's remuneration has been adjusted in order to increase the proportion of deferred variable compensation and to grant more PSUs compared to Options (please refer to "Components of total direct compensation" on page 114).

Given the Bank's solid performance and Laurent Ferreira's leadership in the context of the acquisition of CWB and his individual performance (please refer to the "Officer Scorecard" starting on page 122). In accordance with the recommendation made by the Human Resources Committee and the approval of the Board, his total direct compensation for the 2024 fiscal year was set at \$11,425,050. Please refer to the table below for the breakdown of his total direct compensation by compensation components.

Compensation							
TOTAL DIRECT							
2024	Compensation FIXED (base salary)	Compensation VARIABLE			Compensation DEFERRED		
	9%	91%	CASH (annual bonus) 25%	75%	PSUs	RSUs	Options
\$11,425,050	\$1,046,747	\$10,378,303	\$2,594,563	\$7,783,740	\$5,215,072	\$0	\$2,568,668
2023							
\$8,490,036	\$992,667	\$7,497,369	\$1,874,334	\$5,623,035	\$3,767,409	\$0	\$1,855,626

Share ownership requirements for 2024 and 2025

As of October 31, 2024, Laurent Ferreira was compliant with his share ownership requirements of eight times the average base salary of the last three years (i.e., \$1,016,675).

He also meets the shareholding requirements that came into effect on February 1, 2025, being the share ownership requirements of three times his average target total direct compensation over the last three years (i.e., \$8,883,333) and the direct share ownership requirements of one time this same average (i.e., \$8,883,333).

He will have to maintain the required multiple of shareholdings, including direct shareholding, for a period of at least two years after retirement. The following table sets forth his 2024 holding as of October 31, 2024, based on the Closing Price, i.e., \$132.80, and his 2025 holding as of February 1, 2025, based on the Closing Price, i.e., \$128.99.

	Directly held shares	Multiple of direct shareholding ⁽¹⁾	Non-vested PSUs	Non-vested RSUs	DSUs vested and non-vested	Appreciation in value of vested Options	Total value of shareholding	Multiple of total shareholding ⁽¹⁾
2024	\$14,791,662	14.5 times	\$13,642,627	\$6,004,853	\$0	\$19,124,225	\$53,563,367	52.7 times
2025	\$17,346,962	1.95 times	\$16,168,851	\$0	\$0	N/A	\$33,515,813	3.77 times

(1) The total shareholder multiple represents a multiple of the average base salary over the last three years. As of February 1, 2025, the minimum shareholding to be held, including in directly held shares, represents a multiple of the average target total direct compensation over the last three years.

Link between performance and compensation for the President and Chief Executive Officer

A significant portion of the President and Chief Executive Officer's direct compensation is conditional on our financial and Share Price performance. The average actual value of every \$100 granted annually to our President and Chief Executive Officer, in the form of direct compensation over the past five years was \$172 on December 31, 2024. By comparison, from a shareholder's viewpoint, the average value of every \$100 invested on the first day of each fiscal year in our shares over the same period was \$188. The Board is therefore satisfied with our compensation approach which is conducive to long-term value creation for shareholders.

The chart below shows the historical link between the direct compensation granted to the President and Chief Executive Officer since 2020 and our TSR. These values are defined as:

- Total direct compensation **awarded**: corresponds to the salary and annual bonus paid as well as the value of the RSUs, PSUs and Options awarded for each fiscal year.
- Total direct compensation **received**: equals the sum of the salary and annual bonus paid, the value of the RSUs and PSUs vested and paid, and the Options vested and exercised each fiscal year.
- Total direct **realizable** compensation: is equal to the value at risk of non-vested PSUs and in-the-money and unexercised Options for each year. The value of the PSUs is established by multiplying the number of PSUs by the Closing price on December 31, 2024, i.e., \$131,04, while the value of the Options is established by the difference between the Closing price on December 31, 2024, i.e., \$131,04, and the exercise price of the Options.
- **Actual** total direct compensation: is the sum of the total direct compensation realized and the realizable compensation as at December 31, 2024.
- Value of \$100 paid as **actual** total direct compensation to the President and Chief Executive Officer: value of **actual** total direct compensation divided by total direct compensation **awarded**.

Laurent Ferreira succeeded Louis Vachon as President and Chief Executive Officer on November 1, 2021. For each fiscal year, we indicate the total direct compensation values according to the previous concepts for Louis Vachon between 2020 and 2021 and the total direct compensation values for Laurent Ferreira since 2022.

These compensation values are compared to the value of a \$100 investment in our shares made on the first day of the fiscal year.

Year	A	B	C	D = B+C	D/A	
	Value of total direct compensation awarded (\$M)	Value of total direct compensation received (\$M)	Value of total direct realizable compensation (\$M)	Value of actual total direct compensation (\$M)	President and Chief Executive Officer	Shareholders
2020	\$7.4	\$7.9	\$13.2	\$21.1	\$285	\$237
2021	\$9.7	\$11.4	\$6.7	\$18.1	\$187	\$241
2022	\$8.7	\$2.9	\$10.9	\$13.8	\$159	\$146
2023	\$8.5	\$2.9	\$10.3	\$13.2	\$155	\$155
2024	\$11.4	\$3.6	\$5.0	\$8.6	\$75	\$159
Average 2020-2024					\$172	\$188

■ Realized compensation ■ Realizable compensation (at risk) ■ Value of a \$100 investment in our shares

Marie Chantal Gingras

Chief Financial Officer and Executive Vice President – Finance



Education
Bachelor's degree in
Business Administration
from HEC Montréal

Chartered Financial
Analyst®

Years of service
with the Bank
26 years

Key responsibilities and 2024 highlights

Marie Chantal Gingras joined the Senior Leadership Team on April 1, 2022, as Chief Financial Officer and Executive Vice President – Finance. She is responsible for all activities related to accounting, finance and corporate treasury, strategic planning, mergers and acquisitions, real estate strategy, tax, investor relations and she is responsible for ESG and sourcing under matrix management.

In September 2024, Marie Chantal Gingras has completed her term as Vice Chair of the Board of the Montreal Institute of Internal Auditors. In addition to her professional activities, she is also dedicated to the organization Regroupement Partage for the advancement and development of sustainable solutions in food security, to the Maison Bleue for the optimal development of children up to the age of five, and to Sainte-Justine Foundation.

Thanks to disciplined execution of our strategic priorities, a diversified business model and our prudent approach to capital, credit and costs, we have succeeded in delivering another year of organic growth across all our business sectors as well as a superior return on equity for 2024.

Human Resources Committee decisions regarding total direct compensation

Marie Chantal Gingras's target total direct compensation and base salary as Chief Financial Officer and Executive Vice President – Finance has been reviewed in 2024 to ensure better positioning with the market. The composition of her compensation is determined according to the SYNERGY – Executives program.

Given Marie Chantal Gingras' exceptional contribution, particularly in the context of the acquisition of the CWB, in addition to the Bank's solid performance (refer to the "Officer Scorecard" starting on page 122), her total direct compensation was established at \$3,125,038, as recommended by the Human Resources Committee and approved by the Board.

Compensation							
TOTAL DIRECT							
2024	Compensation FIXED (base salary)	Compensation VARIABLE			Compensation DEFERRED		
	14%	86%	CASH (annual bonus) 40%	60%	PSUs	RSUs	Options
\$3,125,038	\$449,664	\$2,675,374	\$1,070,135	\$1,605,239	\$1,005,000	\$105,202	\$495,037
2023							
\$2,200,024	\$410,469	\$1,789,555	\$715,812	\$1,073,743	\$719,391	\$0	\$354,352

Share ownership requirements for 2024 and 2025

As of October 31, 2024, Marie Chantal Gingras was compliant with the share ownership requirements of five times the previous three years' average base salary (i.e., \$440,014).

She also meets the new share ownership requirements that came into effect on February 1, 2025, i.e., of one time her average target total direct compensation of the last three years (i.e., \$2,366,667). The direct share ownership requirements of 25% of this same average (i.e., \$591,667) have not been met yet. The deadline for meeting the minimum direct share ownership requirements is five years from the effective date of the changes, i.e., until January 31, 2030. She will have to maintain the required multiple of shareholding for a period of at least one year after retirement. The following table sets forth her 2024 holding as of October 31, 2024, based on the Closing Price, i.e., \$132.80, and her 2025 holding as of February 1, 2025, based on the Closing Price, i.e., \$128.99.

	Directly held shares	Multiple of direct shareholding ⁽¹⁾	Non-vested PSUs	Non-vested RSUs	DSUs vested and non-vested	Appreciation in value of vested Options	Total value of shareholding	Multiple of total shareholding ⁽¹⁾
2024	\$291,352	0.7 times	\$2,503,254	\$63,942	\$0	\$8,546,556	\$11,405,104	25.9 times
2025	\$285,783	0.12 times	\$3,228,681	\$99,643	\$0	N/A	\$3,614,107	1.52 times

(1) The total shareholder multiple represents a multiple of the average base salary over the last three years. As of February 1, 2025, the minimum shareholding to be held, including in directly held shares, represents a multiple of the average target total direct compensation over the last three years.

Lucie Blanchet

Executive Vice President – Personal Banking and Client Experience



Education
Bachelor's degree in Business Administration
from Université du Québec à Montréal

Chartered Professional Accountant (CPA)

Years of service with the Bank
22 years

Key responsibilities and 2024 highlights

As Executive Vice President – Personal Banking and Client Experience, Lucie Blanchet is responsible for all personal banking activities. In this capacity, her responsibilities extend from managing the financial planner network, branches and the Client Experience Centre, product and pricing management, distribution and marketing strategies, and the development of digital banking.

We once again achieved our growth targets in the Personal Banking and Commercial Banking sector for total client acquisition. We have also simplified and modernized our banking product and service offerings, and enhanced our efforts to raise client awareness of fraud prevention and cybersecurty. The sector is also pursuing its domestic growth outside Quebec.

Human Resources Committee decisions regarding total direct compensation

Lucie Blanchet's target total direct compensation was adjusted in 2024 to better position herself with the market. The composition of her compensation remained unchanged for fiscal year 2024.

The achievement of the objectives set and the individual performance of Lucie Blanchet justify the fact that her total direct compensation was set at \$4,030,024 (refer to the "Officer Scorecard" starting on page 122), as recommended by the Human Resources Committee and approved by the Board.

Compensation								
TOTAL DIRECT								
2024	Compensation FIXED (base salary)	Compensation VARIABLE			Compensation			
	14%	86%	CASH (annual bonus) 40%	DEFERRED 60%	PSUs	RSUs	Options	DSUs
\$4,030,024	\$552,715	\$3,477,309	\$1,390,914	\$2,086,395	\$1,005,000	\$586,371	\$445,524	\$49,500
2023								
\$3,400,020	\$546,388	\$2,853,632	\$1,141,445	\$1,712,187	\$1,005,000	\$212,167	\$495,020	\$0

Share ownership requirements for 2024 and 2025

As of October 31, 2024, Lucie Blanchet was compliant with her share ownership requirements of five times the average base salary of the last three years (i.e., \$541,673).

She also meets the new share ownership requirements that came into effect on February 1, 2025, i.e., of one time her average target total direct compensation of the last three years (i.e., \$3,433,333). The direct share ownership requirements of 25% of this same average (i.e., \$858,333) have not been met yet. The deadline for meeting the minimum direct share ownership requirements is five years from the effective date of the changes, i.e., until January 31, 2030. She will have to maintain the required multiple of shareholding for a period of at least one year after retirement. The following table sets forth her 2024 holding as of October 31, 2024, based on the Closing Price, i.e., \$132.80, and her 2025 holding as of February 1, 2025, based on the Closing Price, i.e., \$128.99.

	Directly held shares	Multiple of direct shareholding ⁽¹⁾	Non-vested PSUs	Non-vested RSUs	DSUs vested and non-vested	Appreciation in value of vested Options	Total value of shareholding	Multiple of total shareholding ⁽¹⁾
2024	\$316,996	0.6 times	\$4,511,811	\$1,242,523	\$604,187	\$14,157,860	\$20,833,377	38.5 times
2025	\$315,162	0.09 times	\$3,897,834	\$1,187,267	\$640,563	N/A	\$6,040,826	1.75 times

(1) The total shareholder multiple represents a multiple of the average base salary over the last three years. As of February 1, 2025, the minimum shareholding to be held, including in directly held shares, represents a multiple of the average target total direct compensation over the last three years.

William Bonnell

Executive Vice President – Risk Management



Education
Master of International
Business Administration,
Schulich School of
Business

Chartered Financial
Analyst®

Financial Risk Manager®

Years of service
with the Bank
23 years

Key responsibilities and 2024 highlights

William Bonnell was appointed Executive Vice President – Risk Management in June 2012. As the Bank's Chief Risk Officer, he led the Risk Management and Compliance sector and oversaw financial and non-financial risk management strategies and policies across the Bank.

Over the years, he has played a key role in developing a solid risk management culture, through several economic cycles. Mr. Bonnell has announced his retirement and holds the role of Strategic Advisor to the President and Chief Executive Officer since November 1, 2024.

Throughout his career, Mr. Bonnell has been actively involved in various corporate, educational and not-for-profit boards. He is a member and former Chair of the Board of the International Financial Risk Institute in Geneva. He has also served as Chair of the Board of the Risk Management Association of Philadelphia, as a member of the Advisory Board of Rotman's Master of Financial Risk Management program, and as a director of the Montreal Children's Hospital Foundation.

Human Resources Committee decisions regarding total direct compensation

William Bonnell's total direct compensation and base salary are determined following a match to comparable positions within our reference group, adjusted downwards to take into account our size and the composition of his compensation is determined according to the SYNERGY – Executives program.

To reflect William Bonnell's contribution to the Bank's success (refer to the "Officer Scorecard" starting on page 122), while taking our results into account, his total direct compensation has been set at \$3,710,037, as recommended by the Human Resources Committee and approved by the Board.

Compensation							
TOTAL DIRECT							
2024	Compensation FIXED (base salary)	Compensation VARIABLE			Compensation DEFERRED		
	14%	86%	Compensation CASH (annual bonus) 40%	60%	PSUs	RSUs	Options
\$3,710,037	\$527,584	\$3,182,453	\$1,272,966	\$1,909,487	\$1,005,000	\$409,450	\$495,037

Share ownership requirements for 2024

As of October 31, 2024, William Bonnell was compliant with his share ownership requirements of five times the previous three years' average base salary (i.e., \$508,334).

He will have to maintain the required multiple of shareholding for a period of at least one year after retirement. The following table sets forth his 2024 holding as of October 31, 2024, based on the Closing Price, i.e., \$132.80. The position held by William Bonnell since November 1, 2024, is not subject to the new provisions of the shareholding requirements, therefore no 2025 data is presented for this purpose.

	Directly held shares	Multiple of direct shareholding ⁽¹⁾	Non-vested PSUs	Non-vested RSUs	DSUs vested and non-vested	Appreciation in value of vested Options	Total value of shareholding	Multiple of total shareholding ⁽¹⁾
2024	\$1,963,362	3.9 times	\$4,340,497	\$340,566	\$4,374,255	\$21,201,069	\$32,219,749	63.4 times

(1) The total shareholder multiple represents a multiple of the average base salary over the last three years.

Étienne Dubuc

Executive Vice President – Financial Markets



Education
Master's degree in
Finance from HEC
Montréal

Years of service
with the Bank
26 years

Key responsibilities and 2024 highlights

Étienne Dubuc became the sole holder of the position of Executive Vice President – Financial Markets on April 1, 2023, while he was Executive Vice President and Co-Head of Financial Markets from November 1, 2022, to March 31, 2023. In this role, he is responsible for wholesale banking services and treasury, including investment banking, corporate banking, equities, fixed income and derivatives. He is also responsible for the U.S. Specialty Finance Business.

Alongside his professional activities, Étienne Dubuc has been a director of the C.H.U. Sainte-Justine Foundation since 2020.

The Financial Markets sector once again posted excellent results, while maintaining disciplined risk management. By investing in technology and innovative solutions, the sector has been able to diversify and deliver solid results. Year after year, our team demonstrates its ability to deliver consistent financial performance while adapting to ever-changing market conditions.

Human Resources Committee decisions regarding total direct compensation

Étienne Dubuc's total direct compensation was reviewed upward for fiscal 2024, while his base salary and compensation mix remained unchanged. Étienne Dubuc's total direct compensation was set at \$8,500,036 for fiscal 2024. It takes into account the solid relative performance of his sector and his individual performance (refer to the "Officer Scorecard" starting on page 122), as recommended by the Human Resources Committee and approved by the Board.

Compensation							
TOTAL DIRECT							
2024	Compensation FIXED (base salary)	Compensation VARIABLE			Compensation DEFERRED		
	6%	94%	Compensation CASH (annual bonus) 40%	60%	PSUs	RSUs	Options
\$8,500,036	\$502,471	\$7,997,565	\$3,199,011	\$4,798,554	\$1,005,000	\$3,298,517	\$495,037
2023							
\$7,000,020	\$500,554	\$6,499,466	\$2,599,779	\$3,899,687	\$1,005,000	\$2,399,667	\$495,020

Share ownership requirements for 2024 and 2025

As of October 31, 2024, Étienne Dubuc was compliant with his share ownership requirements of five times the previous three years' average base salary (i.e., \$500,004).

He also meets the new share ownership requirements that came into effect on February 1, 2025, i.e., of one time his average target total direct compensation of the last three years (\$6,931,250) and direct share ownership requirements of 25% of this same average (i.e., \$1,732,813). He will have to maintain the required multiple of shareholding for a period of at least one year after retirement. The following table sets forth his 2024 holding as of October 31, 2024, based on the Closing Price, i.e., \$132.80, and his 2025 holding as of February 1, 2025, based on the Closing Price, i.e., \$128.99.

	Directly held shares	Multiple of direct shareholding ⁽¹⁾	Non-vested PSUs	Non-vested RSUs	DSUs vested and non-vested	Appreciation in value of vested Options	Total value of shareholding	Multiple of total shareholding ⁽¹⁾
2024	\$1,994,921	4.0 times	\$1,868,133	\$9,950,209	\$0	\$1,458,024	\$15,271,287	30.5 times
2025	\$1,947,346	0.28 times	\$2,606,329	\$7,641,253	\$0	N/A	\$12,194,928	1.75 times

(1) The total shareholder multiple represents a multiple of the average base salary over the last three years. As of February 1, 2025, the minimum shareholding to be held, including in directly held shares, represents a multiple of the average target total direct compensation over the last three years.

Summary of compensation of Named Executive Officers

The following table has been prepared in accordance with Canadian securities legislation. It shows the total compensation we awarded to each Named Executive Officer for the last three fiscal years.

Led by a highly talented team, the Bank ended its 2024 financial year with a solid performance. This is reflected in the total direct compensation paid for all Named Executive Officers. The ANI threshold was met, the multiplier of the SYNERGY – Executive envelope is over 100%, and the progress of our ESG priorities met the objectives we had set ourselves.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾⁽²⁾⁽³⁾	Option-based awards (\$) ⁽¹⁾⁽⁴⁾⁽⁵⁾	Non-equity incentive plan compensation		Value of pension plan (\$) ⁽⁷⁾	Other compensation (\$) ⁽⁸⁾	Total compensation (\$)
					Annual incentive plans (\$) ⁽⁶⁾	Long-term incentive plans (\$) ⁽⁶⁾			
Laurent Ferreira President and Chief Executive Officer	2024	1,046,747	5,215,072	2,568,668	2,594,563	–	649,000	0	12,074,050
	2023	992,667	3,767,409	1,855,626	1,874,334	–	841,000	0	9,331,036
	2022	947,409	3,894,872	1,918,384	1,937,748	–	2,290,000	0	10,988,413
Marie Chantal Gingras Chief Financial Officer and Executive Vice President – Finance	2024	449,664	1,110,202	495,037	1,070,135	–	562,000	802	3,687,840
	2023	410,469	719,391	354,352	715,812	–	25,000	1,575	2,226,599
	2022	342,010	834,545	411,055	830,392	–	1,622,000	1,487	4,041,489
Lucie Blanchet Executive Vice President – Personal Banking and Client Experience	2024	552,715	1,591,371	495,024	1,390,914	–	69,000	2,054	4,101,078
	2023	546,388	1,217,167	495,020	1,141,445	–	210,000	2,137	3,612,157
	2022	523,575	1,223,992	495,031	1,145,995	–	1,124,000	1,767	4,514,360
William Bonnell ⁽⁹⁾ Executive Vice President – Risk Management	2024	527,584	1,414,450	495,037	1,272,966	–	71,000	1,309	3,782,346
Étienne Dubuc ⁽¹⁰⁾ Executive Vice President – Financial Markets	2024	502,471	4,303,517	495,037	3,199,011	–	87,000	1,498	8,588,534
	2023	500,554	3,404,667	495,020	2,599,779	–	294,000	677	7,294,697

- (1) The share-based and Option-based awards listed represent the most recently approved awards as at December 9, 2024.
- (2) The Named Executive Officers are eligible for mid-term share-based variable compensation. This compensation is paid in the form of PSUs. The value of each PSU granted on December 9, 2024, was determined based on an award price corresponding to the average Share Price for the ten trading days preceding the sixth business day of December, being \$137.39. The fair value of the award is equal to the fair book value, amortized over a three-year period on a degressive basis. The number of PSUs granted in December 2024 is 37,958 to Laurent Ferreira, 7,315 to Marie Chantal Gingras, Lucie Blanchet, William Bonnell and Étienne Dubuc.
- (3) The Other Named Executive Officers are eligible for mid-term share-based variable compensation paid in the form of RSUs when the deferred compensation exceeds \$1.5M. The value of each RSU granted on December 9, 2024, was determined based on the average Share Price for the ten trading days preceding the sixth business day of December, being \$137.39. The fair value of the award is equal to the fair book value, amortized over a three-year period on a degressive basis. The number of PSUs granted in December 2024 is 766 to Marie Chantal Gingras, 4,268 to Lucie Blanchet, 2,980 to William Bonnell and 24,008 to Étienne Dubuc.
- (4) Lucie Blanchet elected to receive 10% in 2024 and 25% in 2022 of her long-term variable compensation in the form of DSUs, rather than Options. The value of each DSU was determined based on the Closing Price of the last business day preceding the grant date. The number of DSUs granted in December 2024 and December 2022 to Lucie Blanchet is 373 and 1,315 respectively.

6. Executive Officer Compensation

- (5) The Named Executive Officers are eligible for long-term variable compensation in the form of Options. The value of Options granted in 2024 for compensation purposes was estimated using the Black-Scholes model. Therefore, the valuation was based on the average of the percentages of the Closing Price on the last business day preceding the grant date of the 2022 to 2024 fiscal years, using the Black-Scholes model. The compensation value was established on December 9, 2024, at 16.3% of the exercise price (i.e., \$132.75) for the 2024 fiscal year, using a ten-year life expectancy.
- In addition, the assumptions used to determine the fair value award for compensation purposes differ from those used in the notes to the Bank's financial statements. Under International Financial Reporting Standards, Options must be treated as an expense in the financial statements. Accordingly, different assumptions are used for accounting purposes to determine the appropriate Black-Scholes factor, in particular, a life expectancy of seven years per Option (instead of ten years), which reflects the exercise history of plan participants and the rate of cancellation due to the departure.
- Therefore, the book value of an Option granted on December 9, 2024, was established at 17.5% of the grant price (i.e., \$132.75). As the fair value award for compensation purposes is higher (approximately 1.2% lower in fiscal 2024), we granted more Options than if we had used the fair book value to determine the Option grants.
- (6) The amounts in this column include the annual bonuses earned during each fiscal year ended October 31st and paid in cash.
- (7) The present value of the pension benefit accumulated during the fiscal year and any compensatory change during the fiscal year and calculated based on the assumptions used in the Bank's Annual Report for each of those years. For more information, refer to the "Defined benefit pension plans" table on page 140 of the Circular.
- (8) The amounts represent the value of perquisites on banking products and insurance premiums as well as contributions paid by the Bank into the Employee Share Ownership Plan (ESOP). Named Executive Officers are members of the ESOP on the same terms as all staff where the employer's contribution is equal to 25% of the participating employee's contribution, to a maximum of \$1,500 per year. The value of other taxable benefits is not shown as they total less than \$50,000 and 10% of each Named Executive Officer's salary.
- (9) No historical data prior to 2024 is included for William Bonnell, who became a Named Executive Officer in 2024.
- (10) No historical data prior to 2023 is included for Étienne Dubuc, who became a Named Executive Officer in 2023.

Link between the TSR and Named Executive Officer compensation

Annualized increase of Named Executive Officers total compensation between 2019 and 2024

4.9%

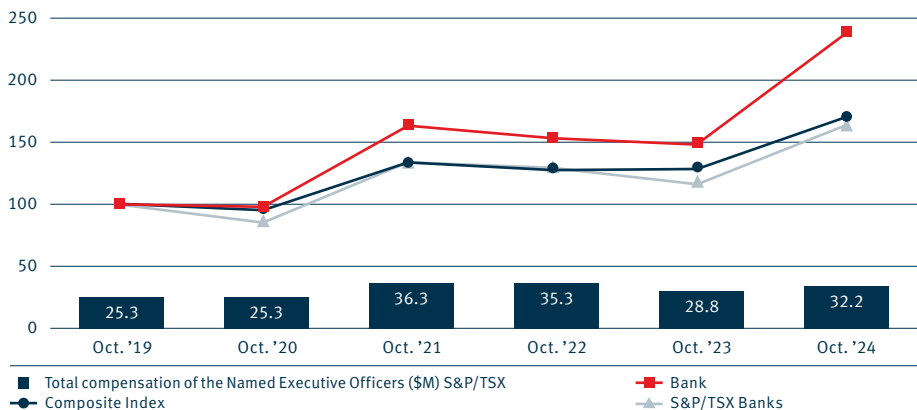
Annualized increase in TSR⁽¹⁾ between 2019 and 2024

19.0%

The performance graph on the following page shows the cumulative total return on a \$100 investment in shares on October 31, 2019, and the total cumulative return of the S&P/TSX Banks Sub-Index and the S&P/TSX Composite Index for the past five fiscal years, assuming dividends are fully reinvested at the market price on each dividend payment date.

(1) See the "Glossary" on pages 130 to 133 of the 2024 Annual Report for details on the composition of this measure.

The performance graph below shows that our share generated a 138.52% total cumulative return between 2019 and 2024. The total return on our share far surpasses that of the S&P/TSX Banks Sub-Index and the S&P/TSX Composite Index.



Total cumulative return on \$100 investment

	Oct. 2019	Oct. 2020	Oct. 2021	Oct. 2022	Oct. 2023	Oct. 2024
Bank	\$100.00	\$98.45	\$163.05	\$153.55	\$148.95	\$238.52
S&P/TSX Banks Sub-Index	\$100.00	\$86.43	\$134.42	\$128.95	\$117.69	\$163.83
S&P/TSX Composite Index	\$100.00	\$97.70	\$135.58	\$128.95	\$129.50	\$171.01

Total compensation awarded to Named Executive Officers

	Oct. 2019	Oct. 2020	Oct. 2021	Oct. 2022	Oct. 2023	Oct. 2024
Total compensation of Named Executive Officers (\$M) ⁽¹⁾	25.3	25.3	36.3	35.3	28.8	32.2
Total compensation ratio of the Named Executive Officers versus the Adjusted ANI ⁽²⁾ attributable to shareholders used for compensation calculation purposes	1.2%	1.2%	1.2%	1.1%	0.9%	0.9%

The graph above shows the total compensation awarded to the Named Executive Officers in office at the end of each fiscal year. Although there have been some changes among Named Executive Officers since 2019, the change year-to-year in the value of total compensation came mainly from ICP-attainment levels which influenced the short-term variable compensation of the officers between 2019 and 2020, and from our performance, as reflected in the SYNERGY – Executives Program for fiscal years 2021 to 2024. The change in the total compensation ratio of the Named Executive Officers compared to our Adjusted ANI⁽²⁾ was also due to the ICP-attainment level and the SYNERGY – Executives program, as the primary financial measure used to calculate them is the ANI. Refer to [page 109](#) of the Circular for more details on the 2024 results.

(1) Annually since 2019, there were five Named Executive Officers, except for fiscal year 2022, when there were six.

(2) Refer to the "Financial Reporting Method" section on pages 14 to 20 of the [2024 Annual Report](#) for details on non-GAAP financial measures. Adjusted ANI was used for the ratio calculation for years prior to 2024.

6. Executive Officer Compensation

Outstanding share-based and Option-based awards

The following table summarizes, for each Named Executive Officer, all awards outstanding at the end of fiscal 2024:

Name	Award date	Number of securities underlying unexercised Options (#)	Exercise price of Options (\$)	Option expiration date	Value of unexercised in-the-money Options (\$) ⁽¹⁾	Number of non-vested Shares or Share units (#)	Market value or payout value of non-vested share-based awards (\$) ⁽²⁾	Market value or payout value of vested share-based awards (unpaid or undistributed) (\$)	
Laurent Ferreira	Dec. 10, 2014	21,956	47.93	Dec. 10, 2024	1,863,406	–	–	–	
	Dec. 9, 2015	19,748	42.17	Dec. 9, 2025	1,789,761	–	–	–	
	Dec. 12, 2016	16,320	54.69	Dec. 12, 2026	1,274,755	–	–	–	
	Dec. 11, 2017	16,236	64.14	Dec. 11, 2027	1,114,764	–	–	–	
	Dec. 11, 2018	59,764	58.79	Dec. 11, 2028	4,423,134	–	–	–	
	Dec. 9, 2019	55,420	71.86	Dec. 9, 2029	3,377,295	–	–	–	
	Dec. 8, 2020	59,368	71.55	Dec. 8, 2030	3,636,290	–	–	–	
	Dec. 14, 2021	65,372	96.35	Dec. 14, 2031	2,382,809	61,655	8,187,720	–	
	Dec. 14, 2022	140,644	94.05	Dec. 14, 2032	5,449,955	43,679	5,800,516	–	
	Dec. 8, 2023	127,272	94.08	Dec. 8, 2033	4,927,972	42,615	5,659,242	–	
Total		582,100			30,240,141	147,949	19,647,478	–	
Marie Chantal Gingras	Dec. 10, 2014	9,880	47.93	Dec. 10, 2024	838,516	–	–	–	
	Dec. 9, 2015	9,640	42.17	Dec. 9, 2025	873,673	–	–	–	
	Dec. 12, 2016	18,280	54.69	Dec. 12, 2026	1,427,851	–	–	–	
	Dec. 11, 2017	18,184	64.14	Dec. 11, 2027	1,248,513	–	–	–	
	Dec. 11, 2018	19,060	58.79	Dec. 11, 2028	1,410,631	–	–	–	
	Dec. 9, 2019	18,968	71.86	Dec. 9, 2029	1,155,910	–	–	–	
	Dec. 8, 2020	21,784	71.55	Dec. 8, 2030	1,334,270	–	–	–	
	Dec. 14, 2021	16,396	96.35	Dec. 14, 2031	597,634	1,835	243,695	–	
	Dec. 14, 2022	30,136	94.05	Dec. 14, 2032	1,167,770	9,359	1,242,862	–	
	Dec. 8, 2023	24,304	94.08	Dec. 8, 2033	941,051	8,137	1,080,640	–	
Total		186,632			10,995,819	19,331	2,567,197	–	
Lucie Blanchet	Dec. 10, 2013	–	–	–	–	–	–	87,749	
	Dec. 10, 2014	–	–	–	–	–	–	156,073	
	Dec. 9, 2015	8,596	42.17	Dec. 9, 2025	779,055	–	–	61,524	
	Dec. 12, 2016	19,648	54.69	Dec. 12, 2026	1,534,705	–	–	–	
	Dec. 11, 2017	27,936	64.14	Dec. 11, 2027	1,918,086	–	–	–	
	Dec. 11, 2018	46,016	58.79	Dec. 11, 2028	3,405,644	–	–	109,900	
	Dec. 9, 2019	47,416	71.86	Dec. 9, 2029	2,889,531	–	–	–	
	Dec. 8, 2020	55,412	71.55	Dec. 8, 2030	3,393,985	–	–	–	
	Dec. 14, 2021	45,084	96.35	Dec. 14, 2031	1,643,312	15,837	2,103,103	–	
	Dec. 14, 2022	27,220	94.05	Dec. 14, 2032	1,054,775	14,793	1,964,561	188,941	
	Dec. 8, 2023	33,952	94.08	Dec. 8, 2033	1,314,621	13,768	1,828,377	–	
	Total		311,280			17,933,714	44,398	5,896,041	604,187
	William Bonnell	Dec. 12, 2007	–	–	–	–	–	–	72,241
Dec. 14, 2011		–	–	–	–	–	–	318,168	
Dec. 12, 2012		–	–	–	–	–	–	1,693,072	
Dec. 10, 2013		–	–	–	–	–	–	554,203	
Dec. 10, 2014		–	–	–	–	–	–	416,196	
Dec. 9, 2015		44,236	42.17	Dec. 9, 2025	4,009,109	–	–	542,860	
Dec. 12, 2016		39,168	54.69	Dec. 12, 2026	3,059,412	–	–	332,090	
Dec. 11, 2017		53,248	64.14	Dec. 11, 2027	3,656,008	–	–	–	
Dec. 11, 2018		54,452	58.79	Dec. 11, 2028	4,029,993	–	–	–	
Dec. 9, 2019		50,496	71.86	Dec. 9, 2029	3,077,726	–	–	–	
Dec. 8, 2020		54,092	71.55	Dec. 8, 2030	3,313,135	–	–	–	
Dec. 14, 2021		31,268	96.35	Dec. 14, 2031	1,139,719	12,089	1,605,480	227,808	
Dec. 14, 2022		32,476	94.05	Dec. 14, 2032	1,258,445	10,085	1,339,253	–	
Dec. 8, 2023		23,768	94.08	Dec. 8, 2033	920,297	15,571	2,067,851	217,617	
Total		383,204			24,463,344	37,745	5,012,584	4,374,255	
Étienne Dubuc	Dec. 9, 2019	15,396	71.86	Dec. 9, 2029	938,232	–	–	–	
	Dec. 8, 2020	5,643	71.55	Dec. 8, 2030	345,634	–	–	–	
	Dec. 14, 2021	16,396	96.35	Dec. 14, 2031	597,634	15,904	2,112,087	–	
	Dec. 14, 2022	13,200	94.05	Dec. 14, 2032	511,500	34,578	4,591,909	–	
	Dec. 8, 2023	33,952	94.08	Dec. 8, 2033	1,314,621	38,512	5,114,346	–	
Total		84,587			3,707,621	88,994	11,818,342	–	

(1) The value of unexercised in-the-money Options at fiscal year-end is determined by calculating the difference between the Closing Price as at October 31, 2024, i.e., \$132.80 and the exercise price of the Options multiplied by the number of unexercised Options.

(2) The market or payout value of share-based awards that have not vested is calculated by multiplying the number of share units by the Closing Price as at October 31, 2024, i.e., \$132.80.

Incentive plan awards – value vested or earned during the year

The following table shows the value of awards vested or value earned value for fiscal 2024.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽³⁾
Laurent Ferreira	522,869	2,418,885	2,594,563
Marie Chantal Gingras	185,684	174,701	1,070,135
Lucie Blanchet	468,563	1,428,177	1,390,914
William Bonnell	476,407	1,245,526	1,272,966
Étienne Dubuc	145,252	4,256,335	3,199,011

Options exercised during fiscal 2024

The following table shows the net realized value of Options that were exercised during fiscal 2024. In order to satisfy the new minimum direct shareholding requirements that came into effect February 1, 2025, or because certain Options were vesting, the Named Executive Officers exercised some Options.

Name	Award date	Number of Options exercised	Exercise price	Net realized value of Options at time of exercise
Laurent Ferreira ⁽⁴⁾	December 10, 2013	22,248	\$44.96	\$1,092,933
Marie Chantal Gingras	December 10, 2013	1,672	\$44.96	\$81,656
Lucie Blanchet	December 10, 2013	8,456	\$44.96	\$408,623
Lucie Blanchet	December 10, 2014	12,352	\$47.93	\$736,885
William Bonnell ⁽⁴⁾	December 10, 2014	32,932	\$47.93	\$1,738,910
Étienne Dubuc ⁽⁴⁾	December 11, 2018	4,151	\$58.79	\$284,385
Étienne Dubuc ⁽⁴⁾	December 8, 2020	10,849	\$71.55	\$604,832

- (1) The amount represents the aggregate value that would have been realized had the Options been exercised on the vesting date, calculated as the difference between the Closing Price and the exercise price. On the vesting date, the Share Price was \$89.92, while the exercise price of Options ranged from \$71.55 to \$96.35.
- (2) The amount represents the value of the share units on the vesting date, calculated using the Closing Price on the vesting date for the DSUs, or the average Closing Price for the ten days preceding the vesting date for the RSUs and PSUs.
- (3) The amounts in this column include the annual bonuses earned during fiscal 2024 and paid in cash.
- (4) Upon completion of the exercise of the Options, all or part of the shares are held by the Named Executive Officer.

Additional information about the Stock Option Plan

In accordance with the specific amendment procedure approved by the shareholders on March 7, 2007, certain material amendments to the Stock Option Plan require shareholder approval, while certain minor changes can be approved by the Board without having to obtain shareholder approval. Subject to certain conditions, the Board may also amend some features of previously granted Options.

- ▶ The Board may not make the following amendments to the Stock Option Plan without shareholder approval:
 - an increase in the number of reserved shares;
 - any downward revision of the exercise price or purchase price, or any cancellation of Options in order to issue new Options;
 - any extension of the term of an Option beyond its initially planned maturity;
 - an amendment to the class of eligible participants that would allow for introduction or reintroduction, at the Board’s discretion, of Directors who are not members of our staff;
 - amendment allowing share-based payments granted under the plan to be transferable or assignable other than in connection with an estate settlement following a member’s death; or
 - an amendment to the maximum amount issuable to insiders.
- ▶ Subject to the foregoing, the Board may at any time decide to suspend or terminate the Stock Option Plan, in whole or in part, or amend it as the Board deems appropriate without having to obtain shareholder approval.
- ▶ Subject to the other provisions of the Stock Option Plan, the Board shall be required to obtain the consent of the participants in the event that the suspension, termination or amendment of the Stock Option Plan affects the entitlements and responsibilities resulting from an Option already granted to such members under the Stock Option Plan.
- ▶ Without limiting the scope of the foregoing, the Board may, among other things, amend the Stock Option Plan for one or more of the following purposes, without requiring shareholder approval:
 - to amend the eligibility criteria and the limits for participating in the Stock Option Plan;
 - to amend the conditions and rules for granting, vesting and exercising Options;
 - to make additions, amendments, or removals to the Stock Option Plan in order to comply with the legislation governing the Stock Option Plan or with the requirements of a regulatory authority or stock exchange;
 - to correct or rectify any ambiguity, incorrect stipulation, or omissions in the text of the Stock Option Plan;
 - to amend the provisions relating to the administration of the Stock Option Plan; or
 - to amend the reasons for cancelling Options.
- ▶ The Board may also amend the features of an Option granted to a participant (including the exercise price, the exercise conditions, or the expiry date of an Option) without having to obtain shareholder approval, provided the following conditions are met:
 - the amendments do not have the effect of reducing the exercise price of an Option or extending the expiry date of Options already granted;
 - the Board would have had prior authority to grant the amended Option; and
 - the amendment does not cause significant prejudice to the rights of participants affected by this amendment.

Information about equity-based compensation plans

- ▶ The number of shares reserved for a participant may not exceed 5% of the total number of issued and outstanding shares.
- ▶ The total number of shares issuable to insiders (as defined by the CSA), at any time, under all of the Bank's security-based compensation arrangements, including shares issuable upon the exercise of Options granted under the Stock Option Plan may not exceed 10% of the total number of issued and outstanding shares.
- ▶ The total number of shares issued to insiders, in any one-year period, under our security-based compensation arrangements, including shares issued upon the exercise of Options granted under the Stock Option Plan, cannot exceed 10% of the total number of issued and outstanding shares.

The table below is presented pursuant to Canadian securities legislation requirements and shows the status of the Stock Option Plan as at October 31, 2024:

	A	B	C
Plan category	Number of securities to be issued upon exercise of outstanding Options	Weighted average exercise price of outstanding Options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities disclosed in column A)
Equity-based compensation plans approved by security holders approved by security holders	10,443,059	\$76.08	7,323,028
Number of shares divided by the weighted average number of outstanding shares during the applicable fiscal year, i.e., 339,733,000	3.07%	–	2.16%

The following table shows the dilution, overhang, and burn rate of the Stock Option Plan over the past three years, in accordance with the requirements of Canadian securities legislation:

	2022	2023	2024
Dilution: number of Options outstanding divided by the weighted average number of outstanding shares during the applicable fiscal year, i.e., 339,733,000	3.52%	3.42%	3.07%
Overhang: number of outstanding Options plus the number of Options remaining available for future issuance, divided by the weighted average number of outstanding shares during the applicable fiscal year	6.45%	5.94%	5.23%
Burn rate: number of Options granted during the fiscal year (1,222,652) divided by the weighted average number of outstanding shares during the applicable fiscal year	0.53%	0.42%	0.36%

Retirement plans of Executive Officers

In 2023, we implemented a defined contribution component to the Pension plan and the Supplemental Plan for the Named Executive Officers and Officers. All the Named Executive Officers currently participate in a defined benefit pension plan as well as in the PRAP. The provisions of these plans are described in the table below:

<p>Plan definition</p>	<ul style="list-style-type: none"> › The defined benefit plan is contributory and subject to legislation governing pension plans under federal jurisdiction › The PRAP aims to offset the impact of limits subject to the maximums prescribed under tax legislation with respect to pension benefits provided by the defined benefit component of the Pension plan › For participants in the defined-benefit component of the Pension plan, a pension is payable under the registered Pension plan up to the maximum pension prescribed by current legislation, while the PRAP provides for the supplemental pension benefit › The pension benefits accrued under the Pension plan and the PRAP form an integral part of our total compensation package
<p>Features/reasons for payment</p>	<ul style="list-style-type: none"> › Designed to encourage long-term retention of Executive Officers by rewarding their continued service at the Bank and by contributing to their retirement income
<p>Normal retirement age</p>	<ul style="list-style-type: none"> › Age 60 for membership years prior to January 1, 2014, in the defined benefit component of the Pension plan, otherwise age 65
<p>Pension benefits payable upon retirement</p>	<p>President and Chief Executive Officer</p> <ul style="list-style-type: none"> › As of November 1, 2021, Laurent Ferreira accrues an annual pension of \$110,000 for each year for which he acts as President and Chief Executive Officer, subject to a maximum cumulative pension of \$1,500,000 for all years of membership, both in his position as President and Chief Executive Officer and in his previous positions, and payable at the normal retirement date › These accrual conditions are consistent with the employment agreement of Laurent Ferreira as President and Chief Executive Officer and have been approved by the Board <hr/> <p>Other Executive Officers</p> <ul style="list-style-type: none"> › The following formula is used to calculate the pension benefits for the Other Executive Officers: <ul style="list-style-type: none"> – For membership years prior to January 1, 2014: 2% of the average pensionable earnings for each year of credited service. As of age 60, the pension is reduced to taking into account benefits payable under the Quebec Pension Plan or Canada Pension Plan – For membership years starting January 1, 2014: 1.7% of the average pensionable earnings for each year of credited service › Average pensionable earnings consist of the average earnings for the 60 highest-paid consecutive months. Pensionable earnings include the base salary and annual bonus, which is subject to inclusion limits: <ul style="list-style-type: none"> – The eligible annual bonus has been capped at 45% of base salary since January 1, 2017 – The average annual pensionable earnings are capped at \$1,000,000 › All Other Executive Officers accumulate 1.5 years of credited service per year of membership up to a maximum of five additional years

<p>Contributions of Executive Officers</p>	<ul style="list-style-type: none"> › 9% of pensionable earnings, up to \$23,323 per year for fiscal 2024 › The accrued amount exceeding the contributions that would have been remitted using a rate of 6.5% of pensionable earnings is converted into a supplemental pension benefit at retirement, subject to the limits imposed by legislation in force
<p>Reduction for early retirement applicable to Executive Officers</p>	<ul style="list-style-type: none"> › Early retirement is permitted starting at age 55⁽¹⁾ › For membership years prior to January 1, 2014: <ul style="list-style-type: none"> – The applicable reduction, for a participant who has been a member of the Pension plan for ten years or more is the lesser of: <ul style="list-style-type: none"> • 4% for each year prior to age 60; or • 2% for each point before the sum of the age and years of service reaches 90 points. – The applicable reduction for a participant who has been a member for less than ten years in the defined benefit component of the Pension plan is determined on an actuarial equivalence basis › For membership years starting January 1, 2014: <ul style="list-style-type: none"> – The applicable reduction is 4% for each year prior to age 65

Governance practices on pension plan administration

Our pension plans are subject to the governance of the Human Resources Committee, which acts as the trustee of the pension plans, and are managed in accordance with best market practices. The committee reviews the asset/liability management strategy, monitors the capitalization level, approves the capitalization and investment policy and approves any material changes deemed necessary to ensure the plan continuity.

The Human Resources Committee, on a proactive and voluntary basis, set up a Retirement Committee made up of external members as well as Officers who are experts in finance, treasury, risk management and human resources. The Retirement Committee's role is to support the Human Resources Committee in its role as trustee, notably by ensuring optimal asset management and control of inherent risks, by reviewing the financial statements, and by approving the actuarial valuations. The Retirement Committee reports to the Human Resources Committee. The Retirement Committee members meet at least four times per year and regularly report on their work to the Human Resources Committee.

We fulfill our financial reporting obligations by ensuring the integrity of the information recorded and compliance with the accounting and disclosure standards to which we are subject. The financial statements undergo a rigorous audit by our independent auditing firm, appointed by the Retirement Committee at the beginning of the fiscal year Note 25 to the financial statements for fiscal 2024, shows that, on an accounting basis, our pension plans are in a surplus position. You may consult the financial statements in the [2024 Annual Report](#).

The table on the following page presents, for each of the Named Executive Officers, the years of credited service as of October 31, 2024, annual benefits payable and changes in the accrued benefit obligation between October 31, 2023, and October 31, 2024, including compensatory and non-compensatory changes, with respect to their membership in pension plans for fiscal 2024.

It should be noted that the amounts in the table on the following page are estimates based on assumptions and employment conditions that can vary over time. The method used to calculate these amounts may also differ from that used by another company, which could potentially render a comparison less relevant.

(1) Early retirement with reduced pension is permitted from age 50 for Executive Officers whose plan participation began prior to January 1, 2014 (reduction by actuarial equivalence between ages 50 and 55).

Defined benefit pension plans

Name	Years of credited service ⁽¹⁾	Annual benefits payable ⁽²⁾		Accrued benefit obligation at start of the fiscal year (\$) ⁽³⁾	Compensatory change (\$) ⁽⁴⁾⁽⁵⁾	Non-compensatory change (\$) ⁽⁴⁾⁽⁶⁾	Accrued benefit obligation at the end of the fiscal year (\$) ⁽³⁾
		At fiscal year-end (\$) ⁽³⁾	At age 65 (\$)				
Laurent Ferreira	26.1	656,000	1,500,000	3,981,000	649,000	1,245,000	5,875,000
Marie Chantal Gingras	23.9	211,000	346,000	2,579,000	562,000	757,000	3,898,000
Lucie Blanchet	25.6	317,000	477,000	3,937,000	69,000	810,000	4,816,000
William Bonnell	26.4	315,000	450,000	3,672,000	71,000	762,000	4,505,000
Étienne Dubuc	20.7	89,000	234,000	838,000	87,000	319,000	1,244,000

- (1) The credited years of service of Marie Chantal Gingras, Lucie Blanchet, William Bonnell and Étienne Dubuc are calculated according to the provisions of the PRAP for eligible Executive Officers, i.e., 1.5 years of credited service per year during the ten years following the date of designation by the Board. The designation dates are: April 1, 2022, for Marie Chantal Gingras; June 4, 2018, for Lucie Blanchet; June 4, 2012, for William Bonnell; and November 1, 2022, for Étienne Dubuc.

The years of credited service of Laurent Ferreira are calculated according to the provisions of the PRAP for eligible Executive Officers, i.e., 1.5 years of credited service per year for the period from November 1, 2018, the date of his first designation by the Board to October 31, 2021. As of November 1, 2021, Laurent Ferreira accumulates an annual pension of \$110,000 calculated prorated to the hours worked in a year for which he acts as President and Chief Executive Officer. Laurent Ferreira's membership years prior to November 1, 2018, are attributable to the Pension plan for Employees of National Bank of Canada. After this date, years of credited service are recognized in the Pension Plan for Designated Employees of National Bank of Canada.

Étienne Dubuc's membership years prior to November 1, 2020, are attributable to the Pension plan for Employees of National Bank of Canada. After this date, years of credited service are recognized in the Pension Plan for Designated Employees of National Bank of Canada.

- (2) The estimated pensions do not take into account the pension generated by additional contributions accumulated by the Named Executive Officer.
- The pension benefit is payable for life and reduced to reflect benefits payable under the Quebec Pension Plan or Canada Pension Plan for years of credited service prior to 2014. Upon death after retirement, 60% of the pension benefit is payable to the surviving spouse. If there is no surviving spouse, part of the pension benefit is payable to the dependent children.
- The pension benefit includes a revaluation (at neutral cost) between ages 60 and 65 for the pension benefit granted for credited service prior to January 1, 2014, based on accounting assumptions. Pension revaluation after the normal retirement age was introduced on January 1, 2014, for all employees. It is calculated on an equivalent actuarial basis, which means that the actuarial value of the pension remains unchanged. This provision is necessary so as not to penalize staff who opt to retire after the normal retirement age.
- (3) The year-end pension is equal to the pension payable at the assumed retirement age, i.e., the age used to calculate the value of the obligation at fiscal year-end (age 62 for Lucie Blanchet and William Bonnell; age 63 for Laurent Ferreira, Marie Chantal Gingras and Étienne Dubuc), calculated proportionately to the number of years of credited service at fiscal year-end.
- (4) The accrued benefit obligation represents the present value of the pension benefit for years of credited service up to October 31, 2023, or October 31, 2024. These values were calculated using the same assumptions as those used for the Bank's consolidated financial statements, namely a discount rate of 5.70% as at October 31, 2023, and 4.80% as at October 31, 2024. The calculations also take into account the discount rate for current service of 5.65% as at October 31, 2023. The value of benefits payable related to the Named Executive Officer's additional contributions is included in the calculation of the accrued benefit obligation.
- (5) The compensatory change includes the annual cost of retirement benefits and the impact of changes in base salary, the increase in maximum pensionable earnings following appointments, plan amendments, or grants of years of credited service.
- (6) The non-compensatory change includes amounts attributable to interest accruing on the obligation at the beginning of the fiscal year, contributions paid by the Named Executive Officer, actuarial gains and losses other than those associated with the compensation level and changes in actuarial assumptions.

Termination of employment and change of control benefits

Termination of employment policy in the event of a change of control

Our termination policy provides that Executive Officers, including the President and Chief Executive Officer, will receive severance in the event of a termination by the Bank following a change of control. The compensatory measures are applicable when both of the following events occur:

- › A change of control of the Bank means any change in ownership of the shares following the acquisition of shares, a merger or a business combination resulting in an incorporated or unincorporated entity beneficially owning in excess of 50% of the voting shares; and
- › A dismissal without cause resulting from a Bank initiative during the two-year period following the change of control, or the resignation of an Executive Officer further to a significant reduction in compensation or responsibilities or a transfer to another organization, against their wishes, during the two-year period following the change of control.

This policy is not applicable to cases of voluntary resignation, termination of employment with cause, demotion or termination of employment based on unsatisfactory performance.

Pursuant to this policy, Executive Officers would be entitled to severance equal to their base salary and their average annual bonus for the previous three years (or the target annual bonus for Executive Officers in their respective positions for less than three years) for a period of 24 months, up to the normal retirement age.

No amendments were made to the Termination of Employment Policy in the Event of a Change of Control in fiscal 2024.

Conditions applicable in the event of the termination of employment

The following table summarizes the conditions applicable to Named Executive Officers in the event of a termination of employment due to a voluntary resignation, termination of employment with cause, termination of employment without cause, lay-off, change of control, or retirement:

Compensation component	Voluntary resignation	Termination of employment with cause	Termination of employment without cause or lay-off	Change of control and termination of employment within two years	Retirement
Salary	Cessation		Severance pay upon termination in the form of a lump sum or salary continuance	Severance benefits ⁽¹⁾ paid for a period of 24 months, maximum until the normal retirement age	Cessation
Annual bonus in cash	Cancellation		Calculated on a prorated basis of the number of months worked		
PSUs/RSUs ⁽²⁾	Cancellation		Vesting at end of the period covered by the severance package or according to the established maturity dates, whichever comes first	Vesting at termination date and according to actual performance upon a change of control in the case of PSUs	Vesting according to the initial time frame ⁽³⁾
Options	A 90-day period is granted to exercise vested Options	Cancellation	Period is granted to exercise vested Options, during which vesting continues, if applicable. At the end of this period, vested but unexercised Options and non-vested Options are cancelled	Non-vested Options vest immediately. A 12-month period is granted to exercise the Options	Vesting and expiry of Options according to the initial time frame
DSUs	Vested DSUs are paid out and non-vested DSUs are cancelled		A period is granted for vested DSUs to be redeemed, during which time DSUs continue to vest, if applicable	Vesting at the termination date and a 12-month period is granted to redeem them	Vesting upon retirement and a delay is granted until December 1 of the calendar year following the year of retirement to redeem DSUs
Employee benefits	Eligibility ends on voluntary resignation date or termination of employment date		Eligibility ends upon termination if the severance pay is paid in the form of a lump sum or at the end of the period covered by the severance pay, if applicable	Retiree benefits apply according to the program in effect	
Pension plan	At the termination date, the pension is paid at actuarial value or as a deferred benefit				Pension benefit paid monthly

(1) Equivalent to the base salary and the average annual bonus of the last three years.

(2) Voluntary resignation and termination of employment without cause: the deferred portion of annual bonuses in the Financial Markets sector, awarded in RSUs, continues to vest in accordance with the same time frame and is payable in cash at the vesting date if the non-compete and non-solicitation conditions are met.

(3) If the non-compete and non-solicitation conditions are met.

Estimated value of conditions applicable in the event of the termination of employment

The employment contracts of Named Executive Officers include no individual agreement in the event of the termination of employment. The actual amount that a Named Executive Officer might receive in the event of a termination of employment can be calculated only at the time of termination. Several factors could influence the amount of benefits and amounts actually paid could be higher or lower than those presented below.

The following table indicates the estimated incremental amounts that would have been paid to the Named Executive Officers if their employment had been terminated as at October 31, 2024. These amounts do not include what could be considered under common law and civil law.

Name	Estimated incremental value by type of termination (\$) ⁽¹⁾		
	Retirement, voluntary resignation, and termination of employment with cause	Termination of employment without cause or lay-off ⁽²⁾	Change of control and termination of employment ⁽³⁾
Laurent Ferreira	–	–	5,965,555
Marie Chantal Gingras	–	–	2,183,108
Lucie Blanchet	–	–	3,338,307
William Bonnell	–	–	2,963,604
Étienne Dubuc	–	–	6,056,513

- (1) The estimated incremental value refers to the severance benefits that would have been paid. No incremental value from the Pension plan would have been payable regardless of the reason for the departure.
- (2) If a Named Executive Officer had their employment terminated on October 31, 2024, further to dismissal without cause, they would have been entitled to accelerated vesting of any share-based compensation (excluding DSUs) already granted in the fiscal years prior to 2024. According to the Closing Price on October 31, 2024, the value of such accelerated vesting would have been: \$19,647,479 for Laurent Ferreira; \$2,567,197 for Marie Chantal Gingras; \$5,754,334 for Lucie Blanchet; \$4,681,064 for William Bonnell and \$11,818,342 for Étienne Dubuc.
- (3) If a Named Executive Officer had their employment terminated on October 31, 2024, further to a change of control, they would have been entitled to accelerated vesting of any Option-based compensation and DSUs already granted in the fiscal years prior to 2024. According to the Closing Price on October 31, 2024, the value of such accelerated vesting would have been: \$11,115,915 for Laurent Ferreira; \$2,449,263 for Marie Chantal Gingras; \$4,380,042 for Lucie Blanchet; \$7,636,528 for William Bonnell and \$2,249,597 for Étienne Dubuc.

ADDITIONAL INFORMATION ON MATERIAL RISK TAKERS

We believe it is important to provide detailed information to enable shareholders to assess our compensation policies and practices. This section of the Circular discloses additional information about material risk takers, as required by the Principles and Standards for Sound Compensation Practices published by the Financial Stability Board and in accordance with the disclosure obligations set out in the third pillar of the Basel Accord on banking supervision.

The criteria for identifying functions whose incumbents are considered material risk takers are set by the Human Resources Committee in accordance with the recommendations of the Compensation Risk Oversight Working Group based on Financial Stability Board guidelines and on market practices. The Senior Leadership Team has established that all individuals holding positions of Executive Vice President and Senior Vice President are considered to be material risk takers. Additionally, the General Managers in the Financial Markets sector, including those who specialize in banking and corporate financing and negotiation, including certain specific cases of individuals holding positions in a foreign entity, are considered material risk takers. Additionally, the Human Resources Committee considers all other individuals who, as part of their normal daily responsibilities, may make decisions that have a notable influence on our risk exposure.

Compensation awarded in 2024

The following tables summarize:

- › The value of the compensation awarded to material risk takers in Canada for fiscal years 2023 and 2024. The value of deferred compensation (based on equity securities) is shown in relation to the projected value at the time of the award.
- › The outstanding deferred compensation consists of share units (RSUs, PSUs, DSUs) and SARs and Options, where applicable, awarded in previous years. All outstanding deferred compensation is subject to ex-post implicit adjustments (such as changes in Share Price) and ex-post explicit adjustments (such as the clawback of variable compensation or cancellation following a termination of employment).
- › The amounts of these adjustments and the payments for fiscal year 2024 for the Named Executive Officers as well as the other material risk takers are also shown.

Amounts are in millions of dollars.

	2023		2024	
	Named Executive Officers	Other material risk takers	Named Executive Officers	Other material risk takers
Number of people targeted	5	247	5	270
Compensation granted				
Fixed compensation cash (not deferred) ⁽¹⁾	\$3.0	\$54.3	\$3.1	\$59.6
Variable compensation ⁽²⁾				
• Cash (not deferred)	\$8.6	\$158.7	\$9.5	\$189.7
• Share units (deferred)	\$12.0	\$111.2	\$13.7	\$135.0
• Options and SARs (deferred)	\$3.7	\$8.0	\$4.5	\$8.7
Total	\$24.3	\$277.9	\$27.7	\$333.4
Outstanding deferred compensation⁽³⁾				
• Vested share units	\$0.3	\$11.1	\$4.5	\$14.7
• Vested Options and SARs	\$21.6	\$41.1	\$64.5	\$102.8
• Unvested share units	\$32.0	\$205.9	\$44.9	\$352.4
• Unvested Options and SARs	\$2.2	\$6.5	\$22.9	\$57.1
Total	\$56.1	\$264.6	\$136.8	\$527.0
Adjustments and payments during the fiscal year				
• Explicit ex-post adjustments	\$0	(\$1.2)	\$0	(\$0.1)
• Implicit ex-post adjustments ⁽³⁾	(\$7.9)	(\$26.1)	\$71.0	\$143.5
Total	(\$7.9)	(\$27.3)	\$71.0	\$143.4
Payments during the fiscal year				
• Share units	\$14.2	\$98.8	\$9.3	\$107.0
• Options and SARs	\$1.2	\$14.6	\$5.0	\$28.4
Total	\$15.4	\$113.4	\$14.3	\$135.4

Other compensation

The table below presents cash and deferred compensation awards granted on hire, including minimum guaranteed bonuses under variable compensation programs and severance payments:

Amounts are in millions of dollars.

	2023		2024	
	Named Executive Officers	Other material risk takers	Named Executive Officers	Other material risk takers
Other compensation				
Bonuses offered at hiring under the guaranteed bonus policy				
• Number of employees	0	2	0	1
• Signature awards	\$0	\$0.70	\$0	\$0.2
• Guaranteed awards	\$0	\$0	\$0	\$0
Total	\$0	\$0.70	\$0	\$0.2
Severance payments				
• Number of employees	0	4	0	4
• Severance payments	\$0	\$3.1	\$0	\$4.1
Total	\$0	\$3.1	\$0	\$4.1

(1) Fixed compensation consists exclusively of cash compensation.

(2) Variable compensation consists exclusively of non-deferred cash compensation and share-based deferred variable compensation.

(3) Amounts reported in outstanding deferred compensation have been determined based on the Closing Price as at October 31, 2024, i.e., \$132.80, and as at October 31, 2023, i.e., \$86.22.

7.

Shareholder Proposals

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References

The Sustainability Report, the Climate Report, and our Code of Conduct are available under “Codes and commitments” on nbc.ca/governance.

The information contained in the various documents, policies or reports published by the Bank or available on the Bank’s website and referred to in this document is not and should not be considered to be incorporated by reference in the Circular, unless expressly stated otherwise.

7. Shareholder Proposals

This year, we have received proposals from two (2) shareholders. As part of our strategy to engage with our shareholders, we held discussions with them to better understand their expectations, to listen to their comments and to follow up on their questions, and to explain to them how we are dealing with the points they have raised.

We had a constructive dialogue and they agreed to withdraw some proposals or to not submit their proposal to a vote.

The Mouvement d'éducation et de défense des actionnaires (MÉDAC), having their head office at 82 Sherbrooke Street West, Montreal, Quebec, Canada H2X 1X3, has submitted six proposals in French (proposals nos. 1 to 6) for consideration at the meeting. Following discussions with the Bank, MÉDAC agreed to only submit proposals nos. 1 to 5 to shareholder vote and agreed to include, for information purposes only, proposal no. 6. The Bank has reproduced below the full text of the six proposals submitted to the Bank by MÉDAC, as well as the Bank's position for each of them.

A proposal regarding our commitment to renewable energy funding and our climate targets was submitted by Investors for Paris Compliance on behalf of the Salal Foundation, represented by Matt Price. Following discussions with the Bank, these proponents have accepted to withdraw proposal no. 7. The Bank agreed to include, in the Circular, for information purposes only, the full text of the proposal as well as the Bank's response.

The Bank thanks its shareholders and their representatives for engaging with them on issues that are important to the Bank.

SUBMITTED TO SHAREHOLDER VOTE

The following five proposals are submitted to shareholder vote.

PROPOSAL No. 1 (submitted to shareholder vote)

“Non-confidential public disclosure, country-by-country statement, compensation ratios and tax havens

It is proposed that the Bank annually disclose to the general public the non-confidential information related to its Country-by-Country Reporting for the purposes of a detailed and meaningful calculation of compensation ratios broken down by territory, and for the purposes of contributing to the fight against tax havens, particularly in terms of transparency.

Arguments

Over the years, the Bank has received from MÉDAC—and now from Vancity—several shareholder proposals asking for the calculation and disclosure of the compensation ratio. Despite the significant quantity of votes for these proposals in 2023, the Bank still does not disclose its total compensation ratio. The disclosure of such information has been compulsory in the United States for some time now and it is already provided by many companies in Canada.

Despite the fact that the compensation ratio should be published for all employed according to the standards (1) of the Global Reporting Initiative (GRI), disclosure public non-confidential data from the “Country-by-Country Report” — Action 13 (2) of the OECD/G20 Inclusive Framework (3) on BEPS (English acronym of Base Erosion and Profit Shifting (4)), international initiative to which the State has joined — would allow the calculation of compensation ratios significant to enable better interpretation of the overall compensation ratio by enriching the description of the context.

Furthermore, the disclosure of such non-confidential data to the general public, which is done in many other countries including in Europe, would be an exercise in transparency, goodwill and good faith that would directly support the fight against tax evasion, tax havens and other legislation of convenience.

According to the Canadian data for the 2024 Edelman Barometer⁽¹⁾, 59% of respondents believe that business leaders deliberately try to mislead people by disseminating information they know is false or widely exaggerated. There is a marked mistrust of traditional leaders and business leaders.

For all these reasons, the Bank should make public annually the non-confidential data from its Country-by-Country Reporting.

Given that this proposal has received a high percentage (11.90%) of votes in favour in the past, we are reintroducing it.”

(1) https://www.edelman.ca/sites/g/files/aaatuss376/files/2024-03/2024%20Edelman%20Trust%20Barometer_Rapport_Canadien_FR_0.pdf

The Bank's position

The Bank shall respect the tax laws that apply to it. As noted in its Sustainability Report, the Bank's approach to taxation is based on a commitment to comply with tax laws and pay all applicable taxes and duties in the various territories where it operates. The Bank is also committed to maintaining transparent and constructive relationships with the tax authorities, based on cooperation, support and professionalism.

The Bank is subject to the Income Tax Act ("ITA") and therefore files the annual Country-by-Country Reporting required under Canadian tax law. Country-by-Country Reporting is a form that multinational enterprise groups are required to complete and file annually to provide information on their global operations in each tax jurisdiction where they do business. This filing requirement is part of a global initiative by the Organization for Economic Cooperation and Development (OECD)/G20 to enhance transparency for tax administrations.

To date, no legislation applicable to the Bank requires publication of the Country-by-Country Reporting. Similarly, the Bank monitors developments in national, foreign and international tax law (in particular within the OECD), and will ensure continued compliance with its current and future Country-by-Country Reporting obligations. Finally, tax matters are also a topic of regular discussion with the Bank's management and annually with the Audit Committee.

Moreover, with regard to total compensation, the Board and its Human Resources Committee ensure that the compensation policies and programs in place support strategies geared toward attraction, retention, and engagement, which are essential to the Bank's business strategy. For the Board and its Human Resources Committee, it is critical that the compensation provided to all its staff be just and equitable. The Bank ensures to supervise market trends, to be compliant with the multiple regulations and standards in effect and to have governance measures in place for the compensation policies and programs in effect, which notably include salary ranges, variable compensation programs and a wide-range of benefits. The Bank believes that its approach detailed in [Section 6](#) of the Circular and the disclosure of its policies and practices provide adequate information to stakeholders, including Bank shareholders, with regards to its guiding principles and the rigorous and equitable process implemented by the Human Resources Committee and the Board to determine compensation.

**For these reasons, the Board
recommends that shareholders
vote AGAINST this proposal.**

PROPOSAL No. 2 (submitted to shareholder vote)

“Advisory vote on environmental policies

It is proposed that the Bank adopt an annual advisory voting policy with respect to its environmental and climate action plan and objectives (say on climate).

Arguments

According to the most recent Banking on Climate Chaos⁽¹⁾ report, the fossil fuel industry received almost US \$104 billion in financing from the country’s five largest banks in 2023. This financing is broken down as follows: Royal Bank US \$28.2 billion; Bank of Nova Scotia US \$29.3 billion; Toronto-Dominion Bank US \$20.3 billion; Bank of Montreal US \$15.8 billion; and Canadian Imperial Bank of Commerce US \$15.5 billion.

According to Alex Walker of Environmental Defense, by continuing to “pump billions into fossil fuels, Canadian banks are exposing themselves to stranded asset risks.” A “stranded asset” is an investment that loses its value before the end of its useful life due to the impact of changes in the company⁽²⁾.

Add to this dismal record that according to a December 2023 Bloomberg NEF report, Canada’s banks rank among the worst of the 100 worst banks in terms of their share of low-carbon energy funding⁽³⁾.

In addition to the reputational risk to Canadian banks, they also expose their shareholders to the possibility of massive stranded assets and a significant decline in the value of their shares.

It is therefore appropriate for shareholders to express their views on the Bank’s environmental policies.

Given that this proposal has received a high percentage (17.48%) of votes in favour in the past, we are reintroducing it.”

The Bank’s position

At the Bank, we recognize the responsibility and role we can play in supporting the transition to a low-carbon economy and in the fight against climate change. We have adopted ambitious targets in recent years, including the reduction of GHG emissions from our operational and financing activities by 2050.

In 2020, the Bank committed to reducing greenhouse gas emissions from its own operations by 25% by the end of 2025⁽⁴⁾ to help limit global warming to 1.5°C, the most ambitious objective of the Paris Agreement.

Since 2021, the Bank has been quantifying its financed emissions for carbon-intensive sectors. The Bank has intermediate net-zero reduction targets for its loan portfolios in the following sectors:

- Reduce by 31% the financed emission intensity for the oil and gas producer sub-sector by 2030⁽⁵⁾
- Reduce by 50% the financed emission intensity for the commercial real estate portfolio by 2030⁽⁶⁾
- Reduce by 33% the financed emission intensity for the power generation portfolio by 2030⁽⁷⁾

(1) <https://www.bankingonclimatechaos.org/>

(2) <https://www.ledevoir.com/economie/812778/banques-canadiennes-illustrent-aide-demesuree-industrie-fossile>

(3) <https://ici.radio-canada.ca/nouvelle/2035114/ges-banques-canadiennes-mal-classees>

(4) This target is aimed at scopes 1, 2 and 3 (Scope 3 includes employee business travel and paper consumption as part of the supply chain) with 2019 as the reference year.

(5) This target is aimed at scopes 1, 2 and 3, compared to the 2019 reference year.

(6) This target is aimed at scopes 1 and 2 with 2019 as the reference year.

(7) This target is aimed at scope 1 with 2019 as the reference year.

This year, the Bank is also making progress towards a new phase of its renewable energy financing strategy, notably through the announcement of a new target to increase total renewable energy lending commitments to \$20 billion by 2030.

The Bank also aims to achieve the highest standards in climate risk management. As such, we have chosen to:

- ▶ Not offer or provide new financing for the exploration, exploitation or production of oil and gas in the Arctic.
- ▶ Not provide funding for new mining or processing of coal for thermal purposes.
- ▶ Not provide financing for coal mining or processing for thermal customers in the mining and power generation sectors unless they have committed to achieving net-zero by 2050 or phasing out their thermal coal operations.

We know that it is essential that we work with all our stakeholders to create a business environment that considers environmental risks and allows us to have a positive impact in efforts for an energy and environmental transition.

The climate strategy is an integral part of the Bank's overall strategy and remains a priority. It is the responsibility of the Board to monitor all significant risks that may affect the Bank, and to ensure that climate risks are managed in an effective and integrated manner. In this regard, rigorous quarterly reporting mechanisms allow the Board and the committees to carry out their approval and oversight mandate in full, and to act as an advisor to the Senior Leadership Team.

Finally, we maintain a productive and effective dialogue with all our stakeholders. Our shareholders have direct access to the Bank to discuss any strategic directions of interest to them, including climate-related issues. We believe that our approach fully addresses the need raised by MÉDAC in its proposal and that we have demonstrated this for several years now.

The Bank describes its climate strategy in the Climate Report and Sustainability Report, available on [nbc.ca/about-esg](https://www.nbc.ca/about-esg). These reports are updated annually and disclose the progress realized by the Bank in the course of a specified period. In fact, the Bank plans to publish annual updates to these reports within the upcoming weeks.

**For these reasons, the Board
recommends that shareholders
vote AGAINST this proposal.**

PROPOSAL No. 3 (submitted to shareholder vote)

“Fighting Against Forced Labour and Child Labour in Loan Portfolios

It is proposed that, from 2026 onwards, the Bank report to its shareholders and interested parties (stakeholders) on the measures taken during the previous financial year to prevent and reduce the risk of loans being granted to companies using forced labour and child labour in the production of goods produced, purchased or distributed by its customers using the Bank’s financing for their activities.

Arguments

The *Fighting against Forced Labour and Child Labour in Supply Chains Act*⁽¹⁾ came into force on May 11, 2023. The Act requires certain companies to file reports on their efforts to fight forced labour and child labour, with the first of these reports to be filed by May 31, 2024.

While this Act aims to protect children from exploitation and human rights abuses in supply chains, we propose that the Bank take a proactive stance on this issue by committing, as a good corporate citizen, to prevent and reduce the risk that its loan portfolio includes any form of support for companies that use forced labour or child labour in their business operations.

According to a report by the International Labour Organization (ILO) and Unicef, the UN agency on child welfare⁽²⁾, there were 160 million children forced to work in 2020, an increase of 8.4 million over four years. Even more worrisome is the increase in the number of children aged 5 to 17 years who do hazardous work, that is, work that can have a direct impact on their development, education or health. The category includes hazardous sectors such as mining or fishing, or working more than 43 hours a week, making it virtually impossible to get an education. Other sectors also deserve mention, such as textiles and clothing, electronics, forestry, etc.

This report should provide all the information needed to reassure shareholders and stakeholders about the Bank’s desire to reduce its financial support for businesses that force children to work.”

The Bank’s position

Modern slavery, child labour, forced labour and human trafficking go against the Bank’s values and ethics. The disclosures made by the Bank reflect this firm position.

Pursuant to the Fighting Against Forced Labour and Child Labour in Supply Chains Act, the Bank released its Report on Our Commitment to the Fight Against Modern Slavery in 2024. This report sets out the Bank’s commitment to preventing modern slavery, child labour, forced labour and human trafficking in its activities and relationships with its partners, and describes the measures we are taking to achieve this. This Report also constitutes a statement under subsection 54(1) of the United Kingdom’s Modern Slavery Act 2015 and section 14 of the Australian Modern Slavery Act 2018.

The Bank adheres to the values of the United Nations Universal Declaration of Human Rights, Guiding Principles on Business and Human Rights, the United Nations Principles for Responsible Banking as well as the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work (in particular Conventions 138 and 182 on child labour), and applies a zero-tolerance policy for child labour.

As such, the Bank sets out its guiding principles, commitments and expectations in its Human Rights Statement. It outlines how the Bank applies its principles in its activities and relationships with various stakeholders, regardless of the role it plays.

(1) <https://www.parl.ca/legisinfo/fr/projet-de-loi/44-1/s-211>

(2) <https://www.unicef.org/fr/communiqu%C3%A9s-de-presse/travail-des-enfants-atteint-160-millions-en-hausse-pour-la-premiere-fois-depuis-20ans>

7. Shareholder Proposals

In addition, the Bank's Code of Conduct sets out the guiding principles that define our professional ethics. It states that employees, officers and directors must comply with the laws and regulations that apply wherever we do business. Integrity, trust and honesty guide our relationships and we apply the highest ethical standards in the way we conduct our activities.

Assessing and mitigating social risk is integral to the Bank's risk management framework. Social issues play an increasingly important role in the Bank's strategies and decisions. Accounting for these risks helps promote best practices among our stakeholders.

The Board takes the issue of human rights very seriously. The Risk Management Committee oversees the Bank's risk management program, which is intended to ensure our policies, procedures and control measures are adequate to manage risks and keep them within the limit of the Bank's risk appetite. The Risk Management Committee is also responsible for ensuring that the risk management framework takes ESG-related risks into account so that they can be adequately identified, monitored and integrated into existing risk management processes. The integration of ESG criteria into the Bank's loan portfolios involves carrying out due diligence as part of the credit granting processes, starting with Corporate Banking. For this client segment, the ESG risk analysis framework includes, among others, criteria related to ESG policies. The Conduct Review and Corporate Governance Committee keeps abreast of ESG best practices and oversees the Bank's ESG strategy in this area.

The ability of criminal individuals and organizations to use financial institutions to engage in illegal activities, including anti-money laundering/anti-terrorist financing (AML/ATF) and crimes that could be linked to modern slavery or human trafficking, remains a constant concern. The Bank takes all reasonable and appropriate measures to reduce the risk of its products and services from being used for money laundering or terrorist financing purposes. It adheres to standards that require it to know its clients well in order to meet its regulatory requirements, which in turn enable it to assess the risk of a client doing business with the Bank engaging in AML/ATF-related activities. It has also developed an Anticorruption Program and a Sanctions Program to prevent the Bank's products and services from being used for money laundering or terrorist financing purposes or for sanctionable activities.

For these reasons, the Board recommends that shareholders vote AGAINST this proposal.

PROPOSAL No. 4 (submitted to shareholder vote)

“Advanced Generative AI Systems and Code of Conduct

It is proposed that the Bank adhere to the *Voluntary Code of Conduct on the Responsible Development and Management of Advanced Generative Artificial Intelligence (AI) Systems*.

Arguments

Over a year ago, the federal government published the *Voluntary Code of Conduct on the Responsible Development and Management of Advanced Generative AI Systems*⁽¹⁾. Reference is made to systems such as ChatGPT, DALL·E 2 and Midjourney, among others. While they have many benefits such as to write emails, answer complex questions, generate realistic images or videos, they present significant risks to health and safety, can propagate bias and carry serious societal impacts, particularly when used by malicious actors.

It is telling that even the pioneers of artificial intelligence are wary of its risks. In early 2023, more than 350 AI leaders signed a statement⁽²⁾ urging the international community to prioritize mitigating the risk of “extinction” by AI, placing it on par with a pandemic or nuclear war. Since this moratorium did not take place, it is likely that the urgency to act is even greater today, as Joshua Bengio, one of the signatories to this request for a moratorium, said in an interview with *Les Affaires*⁽³⁾.

Recognizing the importance of rigorous oversight to manage and mitigate these risks, the federal government encouraged companies to adhere to the Code, which describes:

- the measures that should be implemented pending the adoption of regulations under the *Artificial Intelligence Act*;
- as well as the additional measures that should be taken by any company that develops or manages the operations of such a system made available to a wide audience, i.e. systems with a broader range of potentially harmful or inappropriate uses.

This proposal is intended to invite the Board of directors to decide whether the bank should adhere to this *Code of Conduct*.”

(1) <https://ised-isde.canada.ca/site/ised/fr/code-conduite-volontaire-visant-developpement-gestion-responsables-systemes-dia-generative-avances>

(2) <https://futureoflife.org/open-letter/stoppons-les-experimentations-sur-les-ia-une-lettre-ouverte/>

(3) <https://www.lesaffaires.com/secteurs/techno/yoshua-bengio-le-moratoire-na-pas-eu-lieu-2/>

The Bank's position

At the Bank, our One Mission is aligned with our continued efforts to drive social and economic development: “We exist to have a positive impact in people’s lives.”

The Bank supports innovation and the development of the Canadian economy through data and new technologies, while respecting the evolving regulatory environment. The Bank proactively monitors legislative developments relating to the framing of artificial intelligence, and recognizes the importance of following responsible artificial intelligence best practices relevant to the banking industry, such as those found in the Voluntary Code of Conduct on the Responsible Development and Management of Advanced Generative AI Systems.

The Bank is subject to a tight regulatory framework that includes OSFI’s Guideline E-23 and various privacy laws. It already has a robust risk governance and control environment in place, supervised by the Bank’s Technology Committee, as part of its mandate to oversee the Bank’s technology strategy. Thus, the Technology Committee monitors the integration of artificial intelligence into the Bank’s strategy and activities and supervises the risks linked to its use. The mandate and main achievements of the Technology Committee are outlined in [Section 4](#) of the Circular.

The members of the Technology Committee attend training sessions in order to fully grasp the challenges and opportunities presented by artificial intelligence. Note that this year, the members of the Technology and the Conduct Review and Corporate Governance committees attended an in-depth session focusing specifically on our governance and oversight of artificial intelligence.

**For these reasons, the Board
recommends that shareholders
vote AGAINST this proposal.**

PROPOSAL No. 5 (submitted to shareholder vote)

“Disclosure of the Languages in Which Employees are Proficient

It is proposed that the language proficiency of employees be disclosed, broken down by jurisdiction, for all jurisdictions (countries, states, provinces) where the Bank operates.

Arguments

At the time of hire, a candidate’s skills are assessed to determine whether they meet the requirements of the job for which they are applying. These include language skills. All companies are aware of this information. This information, in its statistical form, is of interest to everyone.

In recent years, many public controversies over language have tarnished the reputation of large public corporations with regards to their social responsibility and their interpretation of their duties and obligations with respect to diversity, which is intrinsic in our corporations. Entrenched in our democratic institutions, language is a fundamental characteristic of society. These situations, which are harmful from every standpoint, must be prevented from recurring. For this reason—and many others as well—it is appropriate for all interested parties (stakeholders), to know, through formal and official disclosure, the languages in which Bank employees are proficient.

Of course, language “proficiency” means understanding a language well enough for individuals and legal entities to use it generally, both orally and in writing, in all spheres of activity, i.e., an adequate level of knowledge for everyone to be able to perform their tasks and duties fully and completely.”

The Bank's position

Founded in 1859, the Bank is a leading financial institution in Quebec that is present in all Canadian provinces and internationally. Its head office is in Montreal. In Quebec, the Bank applies the provisions of the Charter of the French Language, holds a francization certificate and has a francization committee. French is the workplace language used generally across all levels of the organization. The Bank ensures that it can always serve and communicate with its stakeholders in French, without excluding the use of English and, if possible, other languages.

The Bank does not systematically compile the languages in which its employees are proficient. However, employees are encouraged, on a voluntary basis and according to their self-assessment, to document the languages in which they are proficient. This information gives us an overall picture of the diversity of language proficiency at the Bank, and enables us to draw on these language skills for initiatives aimed at targeted groups. This information is presented in the Sustainability Report. In 2024, over 65 languages were spoken by our employees, the most common being French, English, Spanish, Arabic, Italian and Portuguese.

**For these reasons, the Board
recommends that shareholders
vote AGAINST this proposal.**

NOT SUBMITTED TO SHAREHOLDER VOTE

The following proposal submitted by MÉDAC has not been submitted to shareholder vote.

PROPOSAL No. 6 (not submitted to shareholder vote)

“Acquisition of Canadian Western Bank and decarbonization

Given that the Bank is already well-positioned to finance energy projects in Alberta, it is proposed that the Bank disclose the actions it intends to take to offset the impact of this acquisition on its environmental and sustainable performance.

Arguments

At the 2022 Annual Meeting, the President announced that he wanted to reduce the carbon intensity of oil and gas loans by 31% by 2030⁽¹⁾ compared to the 2019 reference year. This target is for scope 1, 2 and 3 emissions, which means that the target also takes into account the combustion of oil by end users, such as households and businesses.

While we wanted these targets to be more ambitious, we wish to express our concern about achieving these targets in the context of this acquisition⁽²⁾. Referring to a publication by the Ministère de l'économie, de l'innovation et de l'énergie⁽³⁾ which refers to an article by the Forum on Corporate Governance at Harvard Law School⁽⁴⁾:

“Environmental, social and governance (ESG) due diligence is now indispensable for M&A transactions... ESG assessments would be crucial not only to mitigate risk but also to preserve and enhance deal value.”

The objective of this proposal is therefore to inform shareholders and stakeholders about the impact of this acquisition on the Bank's carbon neutrality, diversity and sustainable development objectives.”

- (1) *Climate Report 2023* for the Climate Change Financial Reporting Task (TCFD), page 13
<https://www.bnc.ca/content/dam/bnc/a-propos-de-nous/esg/pdf/rapportgifcc-2023.pdf>
- (2) *La Banque Nationale autorisée à acquérir la Banque canadienne de l'Ouest*, Radio-Canada, 2024-09-26
<https://ici.radio-canada.ca/nouvelle/2107530/acquisition-banque-finance-achat-bn-cwb>
- (3) *Une nouvelle pratique devient incontournable dans les fusions et acquisitions - la prépondérance des objectifs de carboneutralité*, Ministère de l'Économie, de l'Innovation et de l'Énergie
<https://www.economie.gouv.qc.ca/objectifs/informer/vecteurs/vecteurs-economie-et-innovation-detail/unenouvelle-pratique-devient-incontournable-dans-les-fusions-et-acquisitions>
- (4) *The Payoffs and Pitfalls of ESG Due Diligence*, Ferdinand Fromholzer, Dirk Oberbracht, and Jan Schubert, Gibson, Dunn & Crutcher LLP, 2024-05-25
<https://corpgov.law.harvard.edu/2024/05/15/thepayoffs-and-pitfalls-of-esg-due-diligence/>

The Bank's position

At National Bank, we take our sustainability and environmental performance seriously. We are committed to addressing CWB's environmental performance in the same way.

Considering the recent closing of the transaction on February 3, 2025, we do not yet have detailed data regarding CWB's portfolio.

In the coming year, we will work diligently to review and integrate CWB's operational and financed emissions into our own emissions calculations. We will then determine the most effective actions we can take to continue progressing towards our 2030 emission reduction targets for key sectors.

MÉDAC has agreed not to present the shareholder proposal for a vote at the meeting. Although no vote will be held on this proposal, both the shareholder proposal and the Bank's response are nonetheless presented, and the Bank has agreed to present and hold a vote on this proposal at its next annual meeting without requiring MÉDAC to resubmit the proposal and notwithstanding any regulatory delays to do so.

Following constructive discussions with the Bank, the following proposal submitted by Investors for Paris Compliance, on behalf of Salal Foundation, has not been submitted to shareholder vote.

PROPOSAL No. 7 (not submitted to shareholder vote)

“Resolved: Shareholders request that National Bank disclose how its renewable energy vs. non-renewable energy lending commitment relates quantitatively to its 2030 sectoral targets for financed emissions.

Supporting Statement:

This is the second year submitting this proposal. It was withdrawn last year in favour of discussions, but despite a polite dialogue, the bank did not change anything.

In 2021 National committed to achieving net zero in its financed emissions by 2050. National has also set 2030 sectoral emissions reductions targets in its commercial lending, oil and gas and power lending portfolios.

National’s most prominent initiative to meet these targets is its commitment to “continue to grow the portfolio of loans related to renewable energy at a faster pace than the portfolio of loans related to non-renewable energy.”

While National’s use of a financial metric in this regard is laudable, its current construction makes it impossible to relate to its 2030 targets because both factors – renewables and non-renewables – are unrelated numerically to any climate model.

As currently stated, non-renewable energy loans can keep rising as long as renewable loans growth stays ahead. As such, financed emissions can go up, not down. This happened in 2023 when non-renewable energy loans increased by 0.2% and renewable energy loans increased by 0.5%, resulting in an increase of 1.5 megatonnes.

National also does not currently include underwriting as part of this initiative, even though this plays a significant role in energy financing of all kinds.

In 2022, BloombergNEF released a landmark report, *Investment Requirements of a Low-Carbon World: Energy Supply Investment Ratios*, that aggregated climate scenarios to conclude that the ratio of investment in low-carbon energy vs. fossil fuels needs to hit a minimum of 4 to 1 by 2030.⁽¹⁾ It found National’s 2022 ratio was 1 to 1:1.

Other banks are setting financial targets for either/both the numerator (renewables) and denominator (fossil fuels) in such a ratio. For example, BNP Paribas has set a 2030 target of “40 billion euros in credit exposure for low-carbon by 2030, and especially renewable energy production,” and “by 2030, financing for oil extraction and production will have been cut by 80% and will total less than 1 billion euros.”⁽²⁾

Since the last filing, RBC also set a target of \$35 billion for low-carbon energy lending by 2030, including a tripling of renewable energy financing to more than \$15 billion.⁽³⁾

Without a similar kind of financial benchmarking by National, investors are in the dark about whether and how National’s energy lending commitment relates to climate scenarios and its financed emissions targets, thereby raising the prospect of unforeseen transition risk.

The acquisition of Canadian Western Bank (CWB) should not stall National’s progress. In fact, CWB has a proportionally lower exposure to fossil fuel loans.

Shareholders therefore request more comprehensive disclosure from National regarding its renewable vs. non-renewable energy financing commitment, including relationships to climate scenarios and its 2030 targets, and the role of underwriting.”

(1) <https://drive.google.com/file/d/1mF3VQWjYh6Enw9UStMJ1phGa-snFtOX/view?usp=sharing>

(2) <https://group.bnpparibas/en/our-commitments/transitions/energy-transition-and-climate-action>

(3) https://www.rbc.com/community-sustainability/_assets-custom/pdf/climate-report-2023.pdf

The Bank's position

The Salal Foundation, represented in this matter by Investors for Paris Compliance, has agreed to withdraw its proposal, following constructive engagement with the Bank. We value the engagement with our stakeholders and recognize that transparency and rigorous disclosures on our climate commitments and performance are critical to demonstrating our progress.

The Bank, the Salal Foundation, and Investors for Paris Compliance have continued the important dialogue initiated last year, and we are proud of the progress we have made in aligning our financing practices with our sectoral targets. There is still work to be done, particularly concerning carbon-intensive industries. We will continue this dialogue as we keep adapting our financing practices to fully achieve the objectives we have set, while considering economic challenges and market developments.

Since our commitment to applying the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), we have achieved several milestones, which are described in our Climate Report, available on nbc.ca/about-esg.

In 2019, the Bank established a commitment to grow the proportion of loans related to renewable energy at a faster pace than loans related to non-renewable energy. By 2023, for the first time, total renewable energy lending exposure surpassed non-renewable energy exposure, marking a significant milestone in our journey to support a sustainable energy future. Over this timeframe, we have grown our renewable energy financing threefold, reaching \$15 billion in total lending commitments, reflecting a deliberate and disciplined approach to scaling investments in clean energy.

Renewable Energy Financing Target introduced in 2025

To advance the next phase of our renewable energy financing strategy, the Bank has introduced a new target to grow the total renewable energy lending commitment to \$20 billion by 2030. Factoring in expected amortization and repayments of the existing renewable energy portfolio through 2030, this new target translates into close to \$10 billion additional renewable lending commitments over the period. Through this commitment, the Bank is reaffirming its focus on supporting the renewable energy sector, including efforts to build capacity for large-scale projects in the wind, solar, and hydro sectors.

This new target complements the targets and commitments we have made as part of our efforts to achieve net-zero greenhouse gas (GHG) emissions by 2050 for both our operating and financing activities, already outlined in our Climate Report.

Our climate strategy continues to integrate both emissions reduction efforts and climate-related risk management. To reinforce this commitment, progress against our renewable energy growth target is one of the performance measures incorporated into the variable compensation for executives.



2026

Shareholder proposals

The deadline by which the Bank must receive proposals from its shareholders for presentation at the annual meeting of the holders of common shares to be held in 2026 is November 21, 2025, at 5:00 p.m. (EST).

Contact:

National Bank of Canada
c/o: Senior Vice President,
Legal Affairs and Corporate Secretary
National Bank Place,
800 Saint-Jacques Street,
Montreal, Quebec, Canada H3C 1A3
boardofdirectors@nbc.ca

8.

Other Information

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8. Other Information

Indebtedness of Board members and Executive Officers**Aggregate indebtedness**

The following table shows the aggregate indebtedness⁽¹⁾ outstanding as at January 31, 2025, that the Bank and its subsidiaries have granted in loans to their current and former board members, members of senior management, their officers, as well as their employees. This amount excludes “routine indebtedness” (as defined by securities legislation).

Purpose	Granted by the Bank or its subsidiaries (\$)	Granted by another entity (\$)
Securities purchase programs	–	–
Other	35,677,971	–

Indebtedness of Board members and Executive Officers under securities purchase programs and other programs

Under the Bank Act (Canada) and pursuant to its mandate, the Conduct Review and Corporate Governance Committee is responsible for overseeing transactions with related parties, a group that includes the Bank’s Board members and Executive Officers. The Conduct Review and Corporate Governance Committee has defined procedures that apply to a wide range of related party transactions. In general, all related party transactions must be carried out under market terms and conditions, unless stipulated otherwise in the guidelines on banking products and services for Bank employees.

The following table presents the state of the loans granted to each individual who is, or was during the last fiscal year, a Board member or a director nominee, an Executive Officer as well as each person related to them. These loans exclude loans repaid in full as well as routine indebtedness.

Name and main position	Involvement of the Bank or of a subsidiary of the Bank	Largest amount outstanding during the fiscal year ended October 31, 2024 (\$)	Outstanding as at January 31, 2025 (\$)	Financially-assisted securities purchases during the fiscal year ended October 31, 2024	Security for indebtedness	Amount forgiven during the fiscal year ended October 31, 2024 (\$)
SECURITIES PURCHASE PROGRAMS						
–	–	–	–	–	–	–
OTHER PROGRAMS⁽²⁾						
Laurent Ferreira President and Chief Executive Officer	Loan granted by National Bank of Canada	122,944.68 ⁽³⁾	116,885.89 ⁽³⁾	–	–	–

(1) These loans are granted either by the Bank or by one of its subsidiaries, or by another entity if the indebtedness is the subject of a guarantee or letter of credit provided by the Bank or one of its subsidiaries, a support agreement or other similar agreement.

(2) These loans are granted either by the Bank or by one of its subsidiaries, or by another entity if the indebtedness is the subject of a guarantee or letter of credit provided by the Bank or one of its subsidiaries, a support agreement or other similar agreement.

(3) This amount represents the balance of a loan secured by a residential mortgage granted by the Bank, following the standards applicable to clients.

8. Other Information

Liability insurance

The Bank has purchased a liability insurance policy for the directors and Officers of the Bank and its subsidiaries. This policy covers them under circumstances where the Bank is not able or not permitted to indemnify them. The policy provides aggregate coverage of up to \$125,000,000 with no deductible.

The annual premium paid for the period from March 1, 2024 to March 1, 2025 in respect of this insurance is \$1,179,499.43 (including taxes). A new liability insurance contract will take effect on March 1, 2025.

Minutes

The minutes of the meeting will be available on nbc.ca/investors and sedarplus.ca.

Additional information

Financial information regarding the Bank is available in the comparative consolidated financial statements and the Management’s Discussion and Analysis (“MD&A”) on the last fiscal year, included in the [2024 Annual Report](#).

Upon request, the Bank will promptly provide any shareholder with a free copy of the [2024 Annual Report](#), a copy of the [2024 Annual Information Form](#) and a copy of any document incorporated therein by reference, a copy of the annual consolidated financial statements for the fiscal year ended October 31, 2024, with the accompanying independent auditor’s report, a copy of any subsequent quarterly report and a copy of the Circular for its most recent meeting and all other documents incorporated by reference into the Circular, including the mandate of the Board, the [Majority Voting Policy](#), as well as a copy of the [Code of Conduct](#). To obtain copies of these documents, please send your request to the Senior Vice President, Legal Affairs and Corporate Secretary, National Bank of Canada at 800 Saint-Jacques Street, Montreal, Quebec, Canada H3C 1A3.

These documents as well as additional information on the Bank are available on nbc.ca and sedarplus.ca.

The Bank is active on social media by which it is possible to communicate with us.



Trademarks

National Bank of Canada’s trademarks used in the Circular are, notably: National Bank of Canada, National Bank, NBC, National Bank Financial, Private Banking 1859, Canadian Western Bank, CWB, as well as their respective logos. Certain trademarks belonging to third parties are also mentioned in the Circular.

Approval of the Board

The Board has approved the content of this Circular and its mailing to the shareholders.

A handwritten signature in blue ink, appearing to read "Dominic Paradis".

NATIONAL BANK OF CANADA

Dominic Paradis

Senior Vice President, Legal Affairs and Corporate Secretary

Montreal, February 24, 2025

8. Other Information

To contact us**Registered office****National Bank of Canada**

National Bank Place
800 Saint-Jacques Street
Montreal, Quebec, Canada H3C 1A3

Phone: 514-394-5000

Website: nbc.ca

Registrar and transfer agent

For information on stock transfers, address changes, dividends, lost share certificates, tax forms and estate transfers, shareholders should contact Computershare, the Bank's registrar and transfer agent, directly using the address and contact details below:

Computershare Trust Company of Canada

650 Maisonneuve Boulevard West, 7th floor
Montreal, Quebec, Canada H3A 3T2

Phone: 1-888-838-1407

Fax: 1-888-453-0330

Email: service@computershare.com

Website: computershare.com

For all correspondence (mailing address):

Computershare Trust Company of Canada**Shareholder services**

100 University Avenue, 8th floor
Toronto, Ontario, Canada M5J 2Y1

All other inquiries may be addressed to:

National Bank of Canada**Investor Relations**

National Bank Place
800 Saint-Jacques Street
Montreal, Quebec, Canada H3C 1A3

Phone: 1-866-517-5455

Email: investorrelations@nbc.ca

Website: nbc.ca/investors

Contacting the Board

Anyone wishing to contact the Board, a committee, the Chair of the Board, a committee chair or any other Board member, may reach out by email to boardofdirectors@nbc.ca or by mail to c/o: the Senior Vice President, Legal Affairs and Corporate Secretary of the Bank, 800 Saint-Jacques Street, Montreal, Quebec, Canada H3C 1A3

