



## ANNUAL MEETING OF SHAREHOLDERS

March 13, 2002

### FINAL VOTING RESULTS

FOR MORE INFORMATION ON THE PROPOSALS SUBMITTED TO SHAREHOLDERS, PLEASE REFER TO THE MANAGEMENT PROXY CIRCULAR DATED JANUARY 24, 2002.

53.88% of the votes related to common shares issued and outstanding as at January 23, 2002 (date on which the registers were closed) were cast at the Meeting.

### PROPOSALS PRESENTED BY BANK MANAGEMENT

**1. Election of Directors**

All directors received at least **94.8%** of the votes **for** their election.

**2. Amendment to Section 4.6 of By-Law I of the Bank concerning the increase in the aggregate remuneration which may be paid to all directors during a financial year.**

**For:** 97.4%

**Against:** 2.6%

**3. Appointment of Auditors**

**For:** 97.2%

**Abstentions:** 2.8%

### PROPOSAL PRESENTED BY THE ASSOCIATION FOR THE PROTECTION OF QUEBEC SAVERS AND INVESTORS, A SHAREHOLDER OF THE BANK

**4. Proposal concerning tax havens**

**“It is proposed that the Board of Directors of National Bank of Canada, in conjunction with the Canadian Bankers Association and the federal government, study the advisability of maintaining offshore subsidiaries in tax havens and that it submit a report in that regard to shareholders no later than five months prior to the date of the annual meeting in 2003.”**

**For** 8%

**Against** 92%