



**LAURENTIAN
BANK**

MINUTES OF THE ANNUAL MEETING OF COMMON SHAREHOLDERS OF LAURENTIAN BANK OF CANADA (THE “BANK”) HELD ON APRIL 9, 2024

The annual meeting of shareholders of the Bank was held at 1250 René-Lévesque Blvd W., Suite 3610, Montréal QC H3B 4W8 and via live webcast on Tuesday, April 9, 2024, beginning at 9:30 a.m. (the “**Meeting**”).

Mr. Michael Boychuk, the Chair of the Board of Directors, acted as Chair of the Meeting, and Ms. Bindu Cudjoe, Chief Legal Officer and Corporate Secretary, acted as Secretary of the Meeting.

APPOINTMENT OF THE SCRUTINEERS AND CONFIRMATION OF QUORUM

The Chair called the Meeting to order and designated Ms. Martine Gauthier and Ms. Gale Demick of Computershare Investor Services Inc. to act as scrutineers.

The Chair declared, the Meeting to be duly and properly constituted for the transaction of business.

BUSINESS OF THE MEETING

Financial Statements and Auditor’s Report

The Bank’s annual consolidated financial statements for the year ended October 31, 2023 and the auditor’s report thereon, which had been previously mailed to shareholders, were presented. The Chair called for any questions or comments from shareholders. There were no questions, comments or discussion regarding this item.

Appointment of the Auditor

A resolution to appoint the accounting firm Ernst & Young LLP as auditor of the Bank for the ensuing year was duly made and seconded. The Chair called for questions or comments from shareholders. As there weren’t any, the Chair put the motion to a vote.

Election of Directors

A resolution to elect the directors, as set out in the Bank’s Management Proxy Circular, was duly made and seconded. The Chair called for questions or comments from shareholders. As there weren’t any, the Chair put the motion to a vote.

Advisory Vote on Named Executive Officers Compensation

A non-binding advisory resolution concerning the Bank’s approach to named executive officers’ compensation, as set out the Bank’s management proxy circular (the “**Management Proxy Circular**”), was duly made and seconded. The Chair called for questions or comments from shareholders. As there weren’t any, the Chair put the motion to a vote.

Shareholder Proposals

Yvan Deschamps introduced 8 shareholder proposals submitted by MÉDAC, as set out in Schedule “Shareholder Proposals” to the Management Proxy Circular, noting that following discussions with the Bank, MÉDAC agreed to submit 3 of the 8 proposals to a vote. A representative from MEDAC addressed the meeting regarding their proposals. The Chair called for questions or comments from shareholders. As there weren’t any, the chair put the proposals to a vote.

QUESTION PERIOD

The Chair called for questions and comments from shareholders. No questions or comments were received.

VOTING RESULTS

The Chair announced the preliminary voting results based on the scrutineers' report. The holders of 16,590,708 common shares were present in person or represented by proxyholders at the Meeting, representing a total of 37,94% of the common shares entitled to vote.

Each of the 11 nominees named in the Management Proxy Circular was elected, with percentage votes in favor of elected nominees ranging from 89.81% to 91.36%.

The motions for the appointment of the auditor and the approval of the non-binding advisory resolution concerning the Bank's approach to executive officers' compensation were approved.

	VOTE FOR	VOTE AGAINST	VOTE WITHHELD
	%	%	%
Appointment of the Auditor	93.34	N/A	6.66
Advisory Vote on Named Executive Officer Compensation	88.55	11.45	N/A
Shareholder Proposal 4 – <i>Social Dividend and Better Value Distribution</i>	7.78	78.99	13.23
Shareholder Proposal 5 – <i>Reasonable Assurance of ESG Reports</i>	10.96	75.65	13.39
Shareholder Proposal 6 – <i>Public Disclosure of Non-Confidential Information, Country-by-Country Reporting, Compensation Ratios, and Tax Havens</i>	4.78	81.68	13.54

TERMINATION OF THE MEETING

The question period having ended and there being no further business, the Chair of the Meeting thanked the shareholders. He then asked for a motion to terminate the Meeting and on a motion duly made and seconded, he declared the Meeting terminated.

(s) Michael Boychuk
Chair

(s) Bindu Cudjoe
Secretary