

**Instructions**

- a) This declaration is required in connexion with limitations contained in the *Bank Act* (Canada) on the number of any class of shares of a bank which may be held by any person, alone or with associates (a 10% limitation), as well as prohibitions contained therein against certain persons holding shares in a bank.
- b) This declaration is to be completed by the person in whose name the shares of National Bank of Canada (the "Bank") are to be registered (the "Shareholder"). If there is to be more than one Shareholder, a separate declaration is to be completed by each of them.
- c) This declaration is to be signed as follows:
  - i) if the Shareholder is an individual, by the individual;
  - ii) if the Shareholder is a corporation, partnership, association, trust or other organization, by a responsible officer or partner thereof.

**DECLARATION**

1. This declaration is made in connexion with the following shares of the Bank (the "shares") registered in the name of \_\_\_\_\_  
\_\_\_\_\_ (the "Shareholder") on the registers of the Bank:

Class of shares	Number of shares
Common Shares	_____
First Preferred Shares, Series _____	_____

2. With the meaning of the definitions of the *Bank Act* (Canada) on the reverse side hereof, the undersigned declares that:

- a) the Shareholder is not Her Majesty the Queen in right of Canada or in right of a province of Canada or any agent or agency of Her Majesty in either in those rights or, the Government of a foreign country or any political subdivision thereof or any agent or agency thereof;
- b) the total number of  Common Shares or of  First Preferred Shares of the Bank (please check one box) that will be held or beneficially owned by the Shareholder and by any entity controlled by and/or associated with the Shareholder will not exceed 10% of the total number of the issued and outstanding shares of that class;
- c) the Shareholder is not associated with any other Shareholder of the same class of shares of the Bank, except as follows (if none, insert "NONE") \_\_\_\_\_  
\_\_\_\_\_

DATED the \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Name of Shareholder (please print)

\_\_\_\_\_  
Signature of Declarant

\_\_\_\_\_  
Address of Shareholder (please print)

\_\_\_\_\_  
Name of Declarant (please print)

**Signature of Declarant guaranteed by:** \_\_\_\_\_

## BANK ACT (CANADA)

### Excerpts from Sections 2, 3, 8, 9, 370-372 and 398

- Definitions  
"body corporate"  
"person"  
"beneficial ownership"
2. "body corporate" means an incorporated body wherever or however incorporated;  
"person" means a natural person, an entity or a personal representative;  
"beneficial ownership" includes ownership through one or more trustees, legal representatives, agents or other intermediaries.
3. (1) For the purposes of this Act,
- Control
- (a) a person controls a body corporate if securities of the body corporate to which are attached more than 50 per cent of the votes that may be cast to elect directors of the body corporate are beneficially owned by the person and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the body corporate;
- (b) a person controls an unincorporated entity, other than a limited partnership, if more than 50 per cent of the ownership interests, however designated, into which the entity is divided are beneficially owned by that person and the person is able to direct the business and affairs of the entity;
- (c) the general partner of a limited partnership controls the limited partnership; and
- (d) a person controls an entity if the person has any direct or indirect influence that, if exercised, would result in control in fact of the entity.
- Deemed control
- (2) A person who controls an entity is deemed to control any entity that is controlled, or deemed to be controlled, by the entity.
- (3) A person is deemed to control an entity where the aggregate of
- (a) any securities of the entity that are beneficially owned by that person, and
- (b) any securities of the entity that are beneficially owned by any entity controlled by that person.
- is such that, if that person and all of the entities referred to in paragraph (b) that beneficially own securities of the entity were one person, that person would control the entity.
- Significant Interest
8. (1) A person has a significant interest in a class of shares of a bank where the aggregate of
- (a) any shares of that class beneficially owned by the person, and
- (b) any shares of that class beneficially owned by entities controlled by the person exceeds 10 per cent of all the outstanding shares of that class of shares of the bank.
- Acting in concert
9. (1) For the purposes of Part VII and subsection 486(3), where two or more persons have agreed, pursuant to any agreement, commitment or understanding, whether formal or informal, verbal or written, to act jointly or in concert in respect of
- (a) shares of a bank that they beneficially own,
- (b) shares or ownership interests that they beneficially own of any entity that beneficially owns shares of a bank, or
- (c) shares or ownership interests that they beneficially own of any entity that controls any entity that beneficially owns shares of a bank,
- those persons shall be deemed to be a single person who is acquiring beneficial ownership of the aggregate number of shares of the bank or shares or ownership interests of the entity that are beneficially owned by them.
- "Agent"
370. (1) In this Part, "agent" means
- (a) in relation to Her Majesty in right of Canada or of a province, any agent of Her Majesty in either of those rights and includes a municipal or public body empowered to perform a function of government in Canada or any entity empowered to perform a function or duty on behalf of Her Majesty in either of those rights, but does not include
- (i) an official or entity performing a function or duty in connection with the administration or management of the estate or property of a natural person,
- (ii) an official or entity performing a function or duty in connection with the administration, management or investment of a fund established to provide compensation, hospitalization, medical care, annuities, pensions or similar benefits to natural persons, or moneys derived from such a fund, or
- (iii) the trustee of any trust for the administration of a fund to which Her Majesty in either of those rights contributes and of which an official or entity that is an agent of Her Majesty in either of those rights is a trustee, and
- (b) in relation to the government of a foreign country or any political subdivision thereof, a person empowered to perform a function or duty on behalf of the government of the foreign country or political subdivision, other than a function or duty in connection with the administration or management of the estate or property of a natural person.
- Associates
371. (1) For the purposes of determining ownership of a bank named in Schedule I, where two persons who each beneficially own shares of a bank are associated with each other, those persons are deemed to be a single person who beneficially owns the aggregate number of shares of the bank beneficially owned by them.
- (2) For the purposes of subsection (1), a person who beneficially owns shares of a bank is associated with another person who beneficially owns shares of the bank if
- (a) one person is Her Majesty in right of Canada and the other person is Her Majesty in right of a province or one person is Her Majesty in right of a province and the other person is Her Majesty in right of another province;
- (b) each person is an agent of Her Majesty in right of Canada or in right of a province;
- (c) each person is an official, a trustee or an entity referred to in subparagraphs (a)(ii) and (iii) of the definition "agent" in subsection 370(1);
- (d) each person is an entity owned or controlled by Her Majesty in right of Canada or in right of a province that is not an agent of Her Majesty and is not empowered to perform a function or duty on behalf of Her Majesty;
- (e) both persons are trustees of any trusts for the administration of funds to which Her Majesty in right of Canada contributes and of which no official or entity that is an agent of Her Majesty in such right is a trustee;
- (f) both persons are trustees of any trusts for the administration of funds to which Her Majesty in right of a particular province contributes and of which no official or entity that is an agent of Her Majesty in right of the province is a trustee;
- (g) one person is a local cooperative credit society and the other person is a central cooperative credit society of which the first person is a member;
- (h) both persons are local cooperative credit societies that are members of the same central cooperative credit society;
- (i) one person is a central cooperative credit society, the other person is a federation of cooperative credit societies of which the first is a member, and both persons are incorporated or organized by or pursuant to legislation enacted by the same legislative body;
- (j) both persons are central cooperative credit societies that are members of the same federation of cooperative credit societies, and both persons and the federation of cooperative credit societies are incorporated or organized by or pursuant to legislation enacted by the same legislative body; or
- (k) both persons are associated within the meaning of paragraphs (a) to (j) with the same person.
- Significant Interests
372. No person shall have a significant interest in any class of shares of a bank named in Schedule I and, except as permitted by this Part, no person shall have a significant interest in any class of shares of a bank named in Schedule II.
- Constraining registration: Crown and Foreign Governments
398. (1) No bank shall record in its securities register a transfer or issue of any share of the bank to
- (a) Her Majesty in right of Canada or of a province or any agent or agency of Her Majesty in either of those rights; or
- (b) the government of a foreign country or any political subdivision thereof, or any agent or agency thereof.

**Instructions**

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- b) This declaration is to be completed by the person in whose name the shares of National Bank of Canada (the "Bank") are to be registered (the "Shareholder"). If there is to be more than one Shareholder, a separate declaration is to be completed by each of them.
- c) This declaration is to be signed as follows:
  - i) if the Shareholder is an individual, by the individual;
  - ii) if the Shareholder is a corporation, partnership, association, trust or other organization, by a responsible officer or partner thereof.

**NOTE:** The name of the new **Registered Holder** on this form must appear exactly as it appears on the Securities Transfer Form.

**DECLARATION**

1. This declaration is made in connexion with the following shares of the Bank (the "shares") registered in the name of \_\_\_\_\_  
Enter the name of the NEW registered holder \_\_\_\_\_ (the "Shareholder") on the registers of the Bank:

**Class of shares**

**Number of shares**

Common Shares

Indicate which series

\_\_\_\_\_ ←

Indicate the number of shares for common or preferred shares being transferred. Please indicate "**Any & All Unissued Shares**" for DRIP shares

First Preferred Shares, Series \_\_\_\_\_

\_\_\_\_\_ ←

2. With the meaning of the definitions of the *Bank Act* (Canada) on the reverse side hereof, the undersigned declares that:

a) the Shareholder is not Her Majesty the Queen in right of Canada or in right of a province of Canada or any agent or agency of Her Majesty in either in those rights or, the Government of a foreign country or any political subdivision thereof or any agent or agency thereof;

Check the appropriate box - whether common or preferred shares

b) the total number of  Common Shares or of  First Preferred Shares of the Bank (please check one box) that will be held or beneficially owned by the Shareholder and by any entity controlled by and/or associated with the Shareholder will not exceed 10% of the total number of the issued and outstanding shares of that class;

c) the Shareholder is not associated with any other Shareholder of the same class of shares of the Bank, except as follows (if none, insert "NONE") \_\_\_\_\_  
Indicate if the NEW registered holder is associated with any other Shareholder of the Bank

DATED the \_\_\_\_\_ day of \_\_\_\_\_  
Date the form is signed

Print the name of the NEW registered holder

Signature of NEW registered holder

Name of Shareholder (please print)

Signature of Declarant

Print the address of the NEW registered holder

Address of Shareholder (please print)

Name of Declarant (please print)

A Signature Guarantee was not provided. Please return the Letter of Transmittal with a signature guarantee meeting the requirements listed below.  
**Canada and the USA:** A Medallion Signature Guarantee obtained from a member of an acceptable Medallion Signature Guarantee Program (STAMP, SEMP, MSP). Many commercial banks, savings banks, credit unions, and all broker dealers participate in a Medallion Signature Guarantee Program. The Guarantor must affix a stamp bearing the actual words "Medallion Guaranteed".

**Canada:** An acceptable Signature Guarantee can also be obtained from TD Canada Trust, Royal Bank of Canada (RBC) or the Bank of Nova Scotia (Scotiabank). The Guarantor must include a stamp including the words Signature Guarantee.

**Outside North America:** For holders located outside North America, present the certificate(s) and/or document(s) that require a guarantee to a local financial institution that has a corresponding Canadian or American affiliate which is a member of an acceptable Medallion Signature Guarantee Program. The corresponding affiliate will arrange for the signature to be over-guaranteed.

**Signature of Declarant guaranteed by:**