

Laurentian Bank Shareholders Vote in Favour of the Transaction with Fairstone Bank of Canada

MONTREAL, Feb. 5, 2026 /CNW/ - Laurentian Bank of Canada ("**Laurentian Bank**" or the "**Bank**") is pleased to announce that at its special meeting of holders ("**Shareholders**") of common shares of Laurentian Bank ("**Common Shares**") held **today** (the "**Meeting**"), Shareholders voted in favour of a special resolution approving the previously announced transaction pursuant to which Fairstone Bank of Canada ("**Fairstone Bank**") will acquire all of the issued and outstanding Common Shares at a price per share of \$40.50 (the "**Acquisition Transaction**").

The Acquisition Transaction required the approval of 66⅔% of the votes cast by Shareholders present or represented by proxy and entitled to vote at the Meeting (the "**Required Shareholder Approval**"). At the Meeting, the resolution approving the Acquisition Transaction was approved by **98.77%** of the votes cast by Shareholders. A copy of the report of voting results will be available on Laurentian Bank's SEDAR+ profile at www.sedarplus.com and on Laurentian Bank's website at <https://www.laurentianbank.ca/en/about-us/investor-relations/special-meeting-of-shareholders>.

"We are pleased that Shareholders have recognized that the Acquisition Transaction is in the best interests of the Bank and its Shareholders," said Eric Provost, President and Chief Executive Officer. "This vote confirms strong support for a future in which the Bank can accelerate its strategic growth plan and maintain its more than 175-year legacy."

In addition to receipt of the Required Shareholder Approval, the completion of the Acquisition Transaction is subject to the receipt of required regulatory approvals and the satisfaction or waiver of other closing conditions, including the closing of the previously announced transaction pursuant to which National Bank of Canada (directly or through one or more affiliates) ("**NBC**") will acquire certain assets and assume certain liabilities related to Laurentian Bank's retail and SME banking sectors (the "**Retail/SME Transaction**" and, collectively with the Acquisition Transaction, the "**Transactions**"). Assuming that the remaining conditions are satisfied, it is expected that the Transactions will be completed in late 2026.

Until the Transactions close, Laurentian Bank's daily operations will continue as usual and in the normal course, and stakeholders are not expected to see any immediate changes. Laurentian Bank, Fairstone Bank, and NBC will work closely together to ensure a smooth transition for retail and SME customers. Customers will receive clear and direct communications on a regular basis, outlining what the transition means for their accounts and services.

Laurentian Bank has established several measures to ensure continuity of service during the transition period. The Bank has also reiterated its commitment to supporting its employees throughout this process.

About Laurentian Bank

Founded in Montreal in 1846, Laurentian Bank is committed to serving its customers and fostering deep relationships with specialized groups. Laurentian Bank runs operations across Canada— primarily in Québec and Ontario— as well as in the United States and competes where it sees market opportunity and has an edge, while harnessing the power of partnerships and collaboration.

Caution Regarding Forward-Looking Statements

From time to time, Laurentian Bank makes written and verbal forward-looking statements. Statements of this type are included in this press release and may be included in filings with Canadian securities regulators or in other communications such as media releases and corporate presentations. Forward-looking statements in this press release may include, but are not limited to, statements regarding the proposed timing and completion of the Transactions and the anticipated benefits of the Transactions. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projects", "projection", "prospects", "strategy", "intends", "anticipates", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will", "occur" or "be achieved", and similar words or the negative of these

terms and similar terminology. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information.

Statements containing forward-looking information are not historical facts but instead represent expectations, estimates and projections of management of Laurentian Bank regarding future events or circumstances. This forward-looking information is based on opinions, estimates and assumptions that, while considered by Laurentian Bank to be appropriate and reasonable as of the date of this press release, are subject to known and unknown risks, uncertainties, and other factors that may cause the actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to: the risk that the Transactions will not be completed on the terms and conditions, or on the timing, currently contemplated, or at all; and those other risks discussed in greater detail under the "Risk Factors" section of Laurentian Bank's most recent annual information form and in its management information circular dated January 5, 2026, and in other filings that Laurentian Bank has made or may make with securities regulatory authorities in the future, which are available under Laurentian Bank's profile on SEDAR+ at www.sedarplus.ca. If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information.

There can be no assurance that forward-looking statements will prove to be accurate as actual outcomes and results may differ materially from those expressed in forward-looking statements included herein. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, any forward-looking statements included herein are made as of the date of this press release and, except as expressly required by applicable law, Laurentian Bank assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements.

SOURCE Laurentian Bank of Canada

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<https://news.laurentianbank.ca/2026-02-05-Laurentian-Bank-Shareholders-Vote-in-Favour-of-the-Transaction-with-Fairstone-Bank-of-Canada>