Laurentian Bank Completes Transactions with NBC and Fairstone Bank

MONTRÉAL, Nov. 2, 2026 /CNW/ -- Laurentian Bank of Canada ("**Laurentian Bank**"), National Bank of Canada ("**NBC**") and Fairstone Bank of Canada ("**Fairstone Bank**") are pleased to announce the completion of the previously announced transactions between Laurentian Bank and each of NBC and Fairstone Bank, pursuant to which NBC (directly and through certain of its affiliates) acquired Laurentian Bank's retail and SME banking portfolios (the "**Retail/SME Transaction**") and Fairstone Bank acquired through its wholly owned subsidiary, LBC AcquireCo Inc. ("**AcquireCo**"), all of the issued and outstanding common shares of Laurentian Bank (the "**Common Shares**") for $40.50 per Common Share in cash (the "**Acquisition Transaction**" and, collectively with the Retail/SME Transaction, the "**Transactions**").

"This important milestone marks the beginning of a new chapter for our organization and reinforces our position as a specialized commercial bank, allowing us to build on our strengths and focus on the areas where we can create the greatest value," said Éric Provost, President and Chief Executive Officer of Laurentian Bank of Canada. "By combining our strengths with those of Fairstone Bank, we will be well positioned to further grow our specialized commercial banking business."

"The acquisition of Laurentian Bank represents a significant step forward in the continued evolution of Fairstone Bank, enhancing the breadth and resilience of our business," said Scott Wood, President and Chief Executive Officer of Fairstone Bank. "Bringing together complementary businesses will diversify and scale our asset base and funding sources, support sustainable, profitable growth, and unlock opportunities to operate more effectively as we integrate our organizations."

"Today represents a significant moment for National Bank. With the closing of this transaction, we are pleased to welcome new retail and SME clients shortly and provide them with access to National Bank's full range of digital services, an expanded suite of financial products, our branch network and our business banking teams. We are proud to embark on this new chapter and look forward to building the next part of our story together," said Laurent Ferreira, President and CEO of National Bank.

Migration Information

Communications regarding the migration of retail and SME products and services to NBC were provided to Laurentian Bank's customers whose products and services were acquired by NBC under the Retail/SME Transaction. Customers who have any questions regarding the migration can contact Laurentian Bank at 1-866-499-4886 or visit nbc.ca/lbc.

Delisting of Common Shares

The Common Shares are expected to be delisted from the Toronto Stock Exchange (the "**TSX**") at the close of business on November 3, 2026. Laurentian Bank's Non-Cumulative Class A Preferred Shares, Series 13 (the "**Preferred Shares Series 13**") will remain listed on the TSX, and Laurentian Bank will remain a reporting issuer in each of the provinces of Canada for so long as the Preferred Shares Series 13 continue to be listed on the TSX or Laurentian Bank is otherwise required to remain a reporting issuer under applicable Canadian securities laws. Laurentian Bank's Non-Cumulative 5-Year Fixed Rate Reset Class A Preferred Shares, Series 17, Limited Recourse Capital Notes, Series 1 and 5.095% subordinated non-viability contingent capital notes also remain outstanding in accordance with their terms.

Board of Directors and Management

Following the closing of the Acquisition Transaction, Fairstone Bank implemented changes to the board of directors of Laurentian Bank, which now consists of Stephen Smith (Chair), Michael T. Boychuk (Vice Chair), Andrew Charles, Krystyna Hoeg, Donna Meyers, Robert Ouellette, Robert Pearce, Eric Hoffman, Peter Levitt, Jeff Markusson, Saurabh Rastogi, Steve Shafran and Scott Wood.

Terms of Retail/SME Transaction

Under the Retail/SME Transaction, NBC (directly and through certain of its affiliates) purchased certain

assets and assumed certain liabilities relating to Laurentian Bank's retail and SME banking portfolios, valued at approximately $3.7 billion and $8.0 billion, respectively, based on the valuation methodology set out in the definitive agreement for the Retail/SME Transaction.

Reminder to Holders of Common Shares

Registered holders of Common Shares are reminded to submit a duly completed letter of transmittal and the certificate(s) representing their Common Shares, as applicable, to Computershare Investor Services Inc. ("**Computershare**"), as depositary, in order to receive the consideration payable under the Acquisition Transaction (the "**Consideration**"). Registered holders of Common Shares who have questions or require assistance can contact Computershare toll-free at 1-800-564-6253 in North America, or at 1-514-982-7555 outside North America, or by email at corporateactions@computershare.com.

Shareholders who hold their Common Shares through a broker, investment dealer or other intermediary should carefully follow the instructions provided by such broker, investment dealer or other intermediary in order to receive the Consideration.

For additional details regarding the Transactions, see Laurentian Bank's management proxy circular dated January 5, 2026, a copy of which can be found under Laurentian Bank's profile on SEDAR+ at www.sedarplus.ca.

Change in Year-End

Following the closing of the Acquisition Transaction, Laurentian Bank changed its financial year-end from October 31 to December 31 to align with Fairstone Bank's financial year-end. Laurentian Bank's transition year will be the fourteen-month period from November 1, 2026 to December 31, 2027. Further details regarding the change in financial year-end will be available in Laurentian Bank's notice of change in financial year-end which will be made available under Laurentian Bank's profile on SEDAR+ at www.sedarplus.ca.

Required Early Warning Disclosure

AcquireCo is a wholly owned subsidiary of Fairstone Bank, which is indirectly controlled by Stephen Smith. Immediately prior to the closing of the Acquisition Transaction, none of AcquireCo, Fairstone Bank, Mr. Smith, nor any person acting jointly or in concert with any of them, beneficially owned, or exercised control or direction over, directly or indirectly, any Common Shares. As a result of the completion of the Acquisition Transaction on November 1, 2026, AcquireCo directly owns, and each of Fairstone Bank and Mr. Smith indirectly beneficially owns and exercises control or direction over, 44,891,369 Common Shares, representing 100% of the issued and outstanding Common Shares.

Pursuant to the Acquisition Transaction, holders of Common Shares transferred their Common Shares to AcquireCo for cash consideration of $40.50 per Common Share, or approximately $1.8 billion in the aggregate. The purpose of the Acquisition Transaction was for Fairstone Bank, through its wholly owned subsidiary, AcquireCo, to acquire all of the issued and outstanding Common Shares.

AcquireCo is a corporation existing under the laws of Canada, formed for the purposes of completing the Acquisition Transaction. Fairstone Bank is a Schedule I chartered bank subject to the provisions of the *Bank Act* (Canada). The head office of AcquireCo and Fairstone Bank is located at 630 René-Lévesque Boulevard West, Suite 1400, Montréal, Québec H3B 1S6 and the address of Mr. Smith is 2300 – 145 King Street West, Toronto, Ontario M5H 1J8. The head office of Laurentian Bank is located at 1360 René-Lévesque Boulevard West, Suite 600, Montréal, Québec H3G 0E5.

An early warning report will be filed in accordance with applicable Canadian securities laws and once filed will be available under Laurentian Bank's profile on SEDAR+ at www.sedarplus.ca. A copy of such report may also be obtained by contacting Caroline Morin, Vice President, Corporate Communications, at +1 833 461-2900 or Caroline.Morin@fairstone.ca.

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.

About Fairstone Bank

Fairstone Bank of Canada and its subsidiaries, including Fairstone Financial Inc. and Home Trust Company, deliver innovative, accessible and reliable financial solutions that enable Canadians to reach their financial goals. Collectively, we offer residential and commercial mortgages, consumer deposits and GICs, retail and automobile financing, credit cards and digital lending, in addition to unsecured and secured personal loans online and at more than 260 branches coast to coast. With a long-established history, we are proud to be Canada's leading alternative lending bank. Learn more at fairstone.ca.

About National Bank of Canada

With $635billion in assets as at July 31, 2026,National Bank of Canada is one of Canada's six systemically important banks. NBC has approximately 37,000 employees in knowledge-intensive positions and operates four business segments in Canada: Personal Banking, Commercial Banking, Wealth Management and Capital Markets. A fifth segment, ABA Bank, complements the growth of its domestic operations. Its securities are listed on the Toronto Stock Exchange (TSX: NA). Follow NBC's activities at nbc.caor via social media.

Caution Regarding Forward-Looking Information

This press release contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. Forward-looking information in this press release may include, but is not limited to, statements regarding the proposed timing and completion of the migration of Laurentian Bank's retail and SME products and services to NBC, the delisting of the Common Shares and continued listing of the Preferred Shares Series 13 on the TSX, the reporting issuer status of Laurentian Bank, 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, Fairstone Bank or NBC, as applicable, regarding future events or circumstances. This forward-looking information is based on opinions, estimates and assumptions that, while considered by Laurentian Bank, Fairstone Bank and NBC 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 those risks discussed in greater detail under the "Risk Factors" section of Laurentian Bank's most recent annual information form and in its management proxy 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 information will prove to be accurate as actual outcomes and results may differ materially from those expressed in forward-looking information included herein. Readers, therefore, should not place undue reliance on any such forward-looking information. Further, any forward-looking information included herein is made as of the date of this press release and, except as expressly required by applicable law, each of Laurentian Bank, Fairstone Bank and NBC assumes no obligation to publicly update or revise any forward-looking information, 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 Banque Laurentienne du Canada

For further information: For further information: Laurentian Bank of Canada, Frédérique Lavoie-Gamache, Lead Advisor, Media and Investor Relations, (438) 364-1596, Media@blcgf.ca; Fairstone Bank, Caroline Morin, Vice President, Corporate Communications, media@fairstone.ca, +1 833 461-2900; National Bank of Canada, Jean-François Cadieux, Vice-President, Public Affairs, jean-francois.cadieux@nbc.ca, 514-394-6500

https://news.laurentianbank.ca/2026-11-02-Laurentian-Bank-Completes-Transactions-with-NBC-and-Fairstone-Bank