

**Notes for a speech by L. Denis Desautels, O.C. Chairman of the Board,
To the annual meeting of the shareholders of Laurentian Bank,
9 a.m. on March 17, 2004, at the Mount Royal Centre in Montreal**

Caution regarding forward-looking statements

This speech and related communications may contain forward-looking statements, including statements regarding the business and anticipated financial performance of Laurentian Bank. These statements are subject to a number of risks and uncertainties. Actual results may differ from results contemplated by the forward-looking statements. Such differences may be caused by factors which include, among others, global capital market activity, changes in government monetary and economic policies, changes in interest rates, inflation levels and general economic conditions, legislative and regulatory developments, competition and technological change. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Laurentian Bank does not undertake to update any forward-looking statements, oral or written, made by itself or on its behalf.

Only the delivered speech shall be considered as authoritative

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Dear shareholders,
Fellow members of the Board of Directors,
Mr. President and Chief Executive Officer,
Members of the media,
Colleagues and friends

It is a great pleasure to welcome you to this annual meeting of the shareholders of Laurentian Bank of Canada. As the annual meeting is, in my opinion, a key part of the corporate governance structure we have given ourselves, it is essential that our shareholders be satisfied with it.

Concern for good corporate governance: a solidly rooted tradition at Laurentian Bank

Let me begin by recalling that, twenty years ago, Laurentian Bank of Canada became the first major Canadian financial institution to explicitly separate the functions of President and Chief Executive Officer from those of Chairman of the Board.

While corporate governance is currently the subject of numerous discussions in business and political circles in Quebec and the rest of Canada as well as elsewhere in North America and in Europe, the Bank's decision established a precedent of which we can be proud even today.

Over two decades now, this concern for ensuring good governance of the Bank's affairs has become one of the most solidly rooted traditions in our way of doing business.

With the indispensable support of senior management and employees, the Board of Directors diligently continues its work to provide the Bank with all the tools necessary to ensure sound corporate governance, protect the interests of its shareholders and respect the rights of its clients.

Fiscal 2003 was no exception to this rule.

This year, once again, the Board of Directors carried out a complete assessment of all the Bank's corporate governance processes.

On the recommendation of its Human Resources and Corporate Governance Committee, the Board decided to abolish the Executive Committee and assume all its powers. That was done at the beginning of November 2002.

We also decided to reduce the number of directors from 15 to 13, thereby adjusting the size of our board in line with generally accepted standards and better reflecting the specific character of our institution.

The 13 directors were chosen and elected above all because of their expertise in various fields and the positions they hold in various businesses.

This expertise and experience are undeniable assets, not only for the Bank's further development but also and especially for protecting the interests of all its shareholders.

Fiscal 2003 drew on these qualities in a particularly crucial manner.

As our President and Chief Executive Officer, Raymond McManus, will soon explain to you in greater detail, the Bank's management team made an exhaustive assessment of the situation and proposed a strategic repositioning based on the Bank's areas of excellence and competitive advantages.

Upon studying this proposal, the Bank's Board of Directors could appreciate the logic—I would even say the courageousness—of the solutions put forward by Mr. McManus and the entire management team.

Three-year business plan

We were also able to measure all the ramifications of the priorities and options set out in the new three-year business plan. And, guided by our constant concern to ensure the Bank is managed responsibly while looking after the best interests of its shareholders, the Board adopted the three-year business plan and expressed its complete confidence in the ability of the management team to carry it out.

Of course, we are aware that this strategic repositioning will have an impact on the Bank's results in the short run. However, we are convinced that, with your support and that of your representatives on the Board of Directors, the Bank's employees and executives will succeed in accomplishing their task.

We are also convinced that, in the long run, sound management backed by strict surveillance and control mechanisms will allow us to continue building the Bank on a solid foundation and increase the assets of its shareholders.

While on the subject of surveillance and control mechanisms, I would like to briefly draw your attention to a principle that underlies their implementation and application at every level of our organization.

That principle is a scrupulous concern for ethics in the day-to-day management of the Bank's affairs and in the delivery of banking and financial services to each of our clients.

To support our reputation for honesty and integrity and to retain the trust of our clients and the general public, it is essential that all our actions—everything we do in carrying out our duties—be guided by this principle.

It is also essential that, in addition to the principle, clear and precise rules be established, disseminated and acknowledged so that all who work on behalf of Laurentian Bank of Canada apply them in their work.

That is why, several years ago, the Bank adopted a Code of Ethics that each of its employees and officers undertakes to implement and uphold.

This Code of Ethics—the new, 2004 edition of which was recently distributed—is as thorough as it is explicit. It covers a range of subjects including conflicts of interest, the confidentiality of information, money laundering and discrimination.

I should also point out that the Code of Ethics complements the series of policies adopted by the Bank and regarding such subjects as harassment in the workplace and the protection of personal information.

A new Ombudsman

At the same time, we should bear in mind that the Bank's clients can count on the services of an impartial ombudsman, who acts as a mediator to resolve complaints not settled through the complaint resolution process.

The ombudsman also plays a proactive role by flagging deficiencies and recommending changes that would enable the Bank to better meet the demands of its clients and the general public.

In this regard, I am pleased to inform you that, since October 1, 2003, the Bank has had a new ombudsman, namely Chantal Bélanger.

It should be noted that Ms. Bélanger is the first woman to assume the duties of ombudsman at the Bank and one of the very few women to have held the position at a major Canadian bank.

Thanks

Ladies and gentlemen, in closing I want to thank my colleagues on the Board of Directors for the honour they have bestowed upon me by electing me Chairman and, above all, for their advice and commitment to the Bank and its shareholders.

I also want to thank our President and Chief Executive Officer, Raymond McManus, for the leadership and determination he has shown throughout the year in developing and implementing ways to grow the Bank and enhance its value.

In doing this he is supported by a management team and thousands of employees in Quebec and the rest of Canada whose dedication and hard work deserve our grateful recognition and praise.

Finally, on behalf of the Board of Directors of Laurentian Bank of Canada, I want to thank each of you and all our other shareholders for your support and trust.

It is now my pleasure to invite Raymond McManus to present the results for fiscal 2003 and describe the Bank's three-year business plan.