



**LAURENTIAN BANK
OF CANADA**

Notice of Annual Meeting of Shareholders

March 16, 2005

Management Proxy Circular



LAURENTIAN BANK OF CANADA

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual meeting of the shareholders of Laurentian Bank of Canada (the "Bank") will be held at the Windsor, 1170 Peel Street, in Montreal, Quebec, on Wednesday, March 16, 2005 at 9:00 a.m. for the following purposes:

- 1) to receive the consolidated financial statements of the Bank for the year ended October 31, 2004 and the auditor's report thereon;
- 2) to elect directors for the ensuing year;
- 3) to appoint the auditor;
- 4) to consider and if deemed fit adopt a resolution reconfirming and approving the Amended and Restated Shareholder Rights Plan Agreement of the Bank (the text of this resolution is reproduced as Schedule A to the Management Proxy Circular);
- 5) to consider and if deemed fit adopt a shareholder's proposals (the text of these proposals is reproduced as Schedule B to the Management Proxy Circular);
- 6) to transact such other business as may properly be brought before the meeting.

As of January 27, 2005, the number of eligible votes that may be cast at the meeting in respect of each separate vote to be held at the meeting is 23,511,343, except for the election of directors, where the number of eligible votes that may be cast by cumulative voting is 305,647,459.

Proxies to be used at the meeting must be received by the Bank's transfer agent, Computershare Trust Company of Canada, Stock Transfer Services, 100 University Ave, 9th Floor, Toronto, Ontario M5J 2Y1, prior to the close of business on March 15, 2005, or hand-delivered at the registration table on the day of the meeting prior to the commencement of the meeting.

By order of the Board of Directors,

Lorraine Pilon
Secretary

Montreal, Quebec, January 27, 2005

If you are a registered shareholder of the Bank and do not expect to be present in person at the meeting, please complete, date, sign and return the enclosed form of proxy in the accompanying postage prepaid envelope. Your shares will be voted in accordance with your instructions as indicated on the proxy.

IMPORTANT INSTRUCTIONS REGARDING VOTING AND PROXIES

INSTRUCTIONS FOR REGISTERED SHAREHOLDERS

Voting through a proxyholder proposed on the enclosed proxy form — If you do not expect to be present in person at the meeting and wish to appoint the persons proposed as proxyholders on the enclosed proxy form to represent you at the meeting, simply complete, date, sign and return the enclosed form of proxy in the accompanying postage prepaid envelope within the delays indicated on the Notice of Meeting (or deliver it at the registration table on the day of the meeting prior to the commencement of the meeting). Your shares will be voted in accordance with your instructions as indicated on the proxy.

Voting in person — If you wish to vote in person at the meeting, you must present yourself at the registration table at least one hour prior to the commencement of the meeting in order to obtain your ballot cards. You must have with you the enclosed invitation and personal identification.

Voting through a proxyholder other than a proxyholder proposed on the enclosed proxy form — If you do not expect to be present in person at the meeting and wish to appoint a person other than the persons proposed as proxyholders on the enclosed proxy form to represent you at the meeting, please enter the name of the desired representative in the blank space provided, complete, date, sign and return the enclosed form of proxy in the accompanying postage prepaid envelope within the delays indicated on the Notice of Meeting (or deliver it at the registration table on the day of the meeting prior to the commencement of the meeting). Your proxyholder must present himself or herself at the registration table at least one hour prior to the commencement of the meeting in order to obtain his or her ballot cards. Your proxyholder must have with him or her the enclosed invitation, personal identification and the original of your proxy (unless it was already provided to Computershare Trust Company of Canada within the delays indicated on the Notice of Meeting).

INSTRUCTIONS FOR NON-REGISTERED* SHAREHOLDERS

Voting through a proxyholder proposed on the instruction form or proxy form — If you do not expect to be present in person at the meeting and wish to appoint the persons proposed as proxyholders on the instruction form or proxy form that your intermediary sent to you to represent you at the meeting, please complete the instruction form or proxy form and return it to your intermediary in accordance with the specific instructions provided to you by your intermediary. Your shares will be voted in accordance with your instructions as indicated on the instruction form or proxy form.

Voting in person — If you wish to vote in person at the meeting, please enter your name in the appropriate space on the instruction form or proxy form that your intermediary sent to you and return it to your intermediary in accordance with the specific instructions provided to you by your intermediary. You must present yourself at the registration table at least one hour prior to the commencement of the meeting in order to obtain your ballot cards. You must have with you the enclosed invitation and personal identification.

Voting through a proxyholder other than a proxyholder proposed on the instruction form or proxy form — If you do not expect to be present in person at the meeting and wish to appoint a person other than the persons proposed as proxyholders on the instruction form or proxy form that your intermediary sent to you to represent you at the meeting, please enter the name of the desired representative in the appropriate space on the instruction form or proxy form and return it to your intermediary in accordance with the specific instructions provided to you by your intermediary. Your proxyholder must present himself or herself at the registration table at least one hour prior to the commencement of the meeting in order to obtain his or her ballot cards. Your proxyholder must have with him or her the enclosed invitation and personal identification.

* If your shares are held through an intermediary (such as a securities broker, a clearing agency, a financial institution, a trustee, a custodian, etc.) you are considered a **non-registered** shareholder.

Please also refer to the Notice of Annual Meeting of Shareholders and to the sections of the Management Proxy Circular captioned “Revocability of Proxy”, “Proxy Instructions” and “Voting Securities and Principal Holders of Voting Securities” which contain further instructions on how to appoint a proxyholder or revoke a proxy. Should you have any questions regarding voting and proxies, you may contact Computershare Trust Company of Canada by telephone at 1-800-564-6253 or by e-mail at the following address: service@computershare.com.

TABLE OF CONTENTS

REVOCABILITY OF PROXY	5
PERSONS MAKING THE SOLICITATION	5
PROXY INSTRUCTIONS	5
VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES	5
ELECTION OF DIRECTORS	6
EXECUTIVE COMPENSATION	10
1. – Summary Compensation Table	10
2. – Option/SAR Grants During The Most Recently Completed Financial Year	11
3. – Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values	11
4. – Defined Benefit or Actuarial Plan Disclosure	12
5. – Termination of Employment, Change in Responsibilities and Employment Contracts	13
6. – Composition of the Compensation Committee	13
7. – Report on Executive Compensation	13
8. – Performance Graph	15
9. – Compensation of Directors	16
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	16
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	17
1. – Aggregate Indebtedness	17
2. – Indebtedness of Directors and Executive Officers under Securities Purchase Programs and Other Programs	17
APPOINTMENT OF THE AUDITOR	17
PARTICULARS OF MATTERS TO BE ACTED UPON	18
Presentation of Financial Statements	18
Reconfirmation of the Shareholder Rights Plan	18
Shareholder’s Proposals	21
ADDITIONAL INFORMATION	22
Head Office	22
Minutes	22
Report of the Audit Committee	22
Toronto Stock Exchange Guidelines for Effective Governance	22
Rules of Order	22
Summary of Board of Directors and Committee Meetings Held	22
Directors’ and Officers’ Liability Insurance	22
Interest of Informed Persons in Material Transactions	22
Additional information	22
Directors Approval	23
SCHEDULE A – Reconfirmation of the Shareholder Rights Plan	24
SCHEDULE B – Shareholder’s Proposals	25
SCHEDULE C – Report of the Audit Committee	27
SCHEDULE D – Toronto Stock Exchange Guidelines for Effective Governance	29
SCHEDULE E – Code of Procedure	34
SCHEDULE F – Summary of attendance for the financial year ended on October 31, 2004	36

MANAGEMENT PROXY CIRCULAR

This Management Proxy Circular (the "Circular") of Laurentian Bank of Canada (the "Bank") is dated January 27, 2005.

REVOCABILITY OF PROXY

A shareholder who has given a proxy may revoke it by signing, in person or through an attorney authorized in writing, a written instrument and by depositing such instrument with the Secretary of the Bank at 1981 McGill College Avenue, 20th Floor, Montreal, Quebec H3A 3K3, at any time up to and including the last business day preceding the day of the annual meeting of the shareholders of the Bank (the "Meeting"), or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, prior to the commencement of the Meeting, or in any other manner permitted by law.

PERSONS MAKING THE SOLICITATION

The Circular is provided in connection with the solicitation by the management of the Bank of proxies to be used at the annual meeting of the shareholders of the Bank, which will be held at the date, time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof. Solicitation of proxies will be made by mail as well as by telephone or other personal contact by employees. The Bank may also use the services of a solicitation agent, ADP Investor Communications, to solicit proxies at a cost estimated to be \$2,000; all costs thereof will be borne by the Bank.

PROXY INSTRUCTIONS

The persons proposed as proxyholders on the attached proxy form are directors of the Bank. Subject to the restrictions mentioned under "Voting Securities and Principal Holders of Voting Securities", **a registered shareholder who wishes to appoint another person to represent him at the Meeting may do so by entering the name of the desired representative in the blank space provided.** A person is not required to be a shareholder of the Bank in order to act as a proxyholder.

The instrument appointing a proxyholder must be in writing and must be signed by the shareholder or by an attorney authorized in writing.

All valid proxies received by the Bank, through Computershare Trust Company of Canada at the place set forth in the accompanying Notice of Meeting, prior to the close of business on March 15, 2005 will be used for purposes of voting at the Meeting or any adjournment thereof in accordance with the terms of the proxy or the wishes of the shareholder as specified thereon.

The enclosed form of proxy, when duly signed, confers discretionary authority on the persons named as proxyholders on the enclosed proxy form with respect to any matter on which no choice is specified, to all amendments or variations to matters stated in the Notice of Meeting and to any other matter which may properly come before the Meeting.

In the exercise of their discretionary authority, the proxyholders proposed on the enclosed form of proxy intend to vote AGAINST the shareholder's proposals and FOR all other matters stated on the Notice of Meeting.

The directors and officers of the Bank are not aware of any matter, other than those stated in the Notice of Meeting or this Circular, which might be submitted to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the date of this Circular, 23,511,343 common shares of the Bank were outstanding.

Except for the election of directors, each common share entitles the registered holder thereof to one vote on each ballot taken at any general meeting of the shareholders of the Bank. As for the election of directors, cumulative voting as described in the section "Election of Directors", is used. The votes may on any ballot be cast in person or by proxy.

The holders of common shares may either vote for or withhold from voting in the election of directors and the appointment of the auditor; they may either vote for, vote against or withhold from voting on any other matter that may properly be brought before the Meeting.

Only holders of shares registered on the registers of the Bank at the close of business on January 27, 2005, or their duly appointed proxyholders, will be entitled to attend or to vote at the Meeting, unless shares are transferred after that date and the transferee establishes that he owns the shares and demands, at least 10 days before the Meeting, that the transferee's name be included on the list of shareholders entitled to vote.

To the knowledge of the directors and officers of the Bank, no shareholder beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the votes attached to any class of shares entitled to vote in connection with any matters being proposed for consideration at the Meeting.

The *Bank Act* (Canada) contains provisions which, under certain circumstances, restrict the exercise in person or by proxy of voting rights attached to the shares of the Bank.

ELECTION OF DIRECTORS



The holders of common shares will elect 13 directors to hold office until the close of the next annual meeting of the shareholders or until the election or appointment of their successors.

Under section 8.1 of By-law III of the General By-laws of the Bank, the directors must be elected by cumulative voting of shareholders entitled to vote. For cumulative voting, the shareholders have the right to cast a number of votes equal to the number of votes attached to their shares, multiplied by the number of directors to be elected, and the votes may be distributed among one or several of the candidates in any manner. A shareholder who has voted for more than one candidate, without any further instruction, is deemed to have distributed the votes equally among the candidates. The shareholders present at the Meeting may, unanimously, adopt a resolution permitting to hold the election of directors by a single vote.

The persons named on the following list, in the opinion of management, are qualified to direct the Bank's activities for the ensuing year. All nominees have formally established their eligibility and willingness to serve on the Board of Directors of the Bank.

It is the intention of the persons proposed as proxyholders on the enclosed proxy form to vote for the election of the nominees named herein unless specifically instructed on the proxy form to withhold such vote on such question or with respect to one or several of such nominees.

The following table presents, on the date hereof, the name and municipality of residence of the nominees for election as director, together with their principal occupation and business, their position on the Board of Directors or its committees, the date on which they became directors of the Bank, the number of common shares of the Bank beneficially owned, directly or indirectly, or over which they exercise control or direction and the number of deferred stock units of the Bank credited.

	<p>Jean Bazin, Q.C. Nuns' Island, Verdun, Quebec</p> <p>Director since September 1st, 2002</p> <p><i>Member of the Audit Committee</i></p> <p>Common shares: 3,245 Deferred stock units: 0</p>	<p>Jean Bazin is Partner at Fraser Milner Casgrain LLP, Barristers and Solicitors.</p> <p>Attorney since 1965, appointed Queen's Counsel in 1984 and a member of the Senate from 1986 to 1989, Jean Bazin chaired the Canadian Bar Association in 1987-1988 and the Quebec-Japan Business Forum in 1999. Jean Bazin sat on the Board of Directors of the Bank from 1990 to 2000. Very active within the business community and various cultural organizations, he is known for his discipline and rigour. Mr. Bazin sits on the boards of directors of various non-publicly traded companies, including Société générale de financement.</p>
	<p>Richard Bélanger Lac-Beauport, Quebec</p> <p>Director since March 20, 2003</p> <p><i>Member of the Audit Committee</i></p> <p>Common shares: 5,000 Deferred stock units: 0</p>	<p>Richard Bélanger is President of Toryvel Group Inc., a holding company whose main activities are investments in the forest and transportation sectors, as well as private and stock market investments.</p> <p>A chartered accountant since 1980, Mr. Bélanger was awarded the Prix Émérite and the designation "Fellow" by the <i>Ordre des comptables agréés du Québec</i> in May 2004. Mr. Bélanger is also President of Stetson Timberlands Inc, a company whose main activity is forest operations. Before June 2004, Mr. Bélanger was Senior Vice-President, Eastern Operations and Corporate Development of Canfor Corporation, a company specialized in the forestry industry. He sits on the board of directors of InterTrade Systems Corporation, Stella-Jones Inc., a publicly traded company, and Capital L'Estérel Inc., a capital pool company listed on the Toronto TSX Venture Exchange.</p>



Ève-Lyne Biron
Candiac, Quebec

Director since
March 20, 2003

*Member of the Human
Resources and Corporate
Governance Committee*

Common shares: 2,235
Deferred stock units: 589

Ève-Lyne Biron is President and General Manager of Laboratoire Médical Biron Inc., a medical laboratory.

With a masters in business administration to her credit, Ève-Lyne Biron is a young manager who aims for very tangible results and who is actively involved in her community. Her company ranked 37th of the top 100 Canadian companies directed by women in 2003 and she is a 2004 award winner of the *Nouveaux Performants* competition, "Entrepreneur" category. Mrs. Biron sits on the board of directors of the *Orchestre Symphonique de Longueuil*, the Armand-Frappier Foundation and of *Développement économique Longueuil*. Mrs. Biron does not sit on the board of directors of any publicly traded company other than the Bank.



Ronald Corey, O.C.
Westmount, Quebec

Director since
June 1st, 1994

*Member of the Human
Resources and Corporate
Governance Committee*

Common shares: 2,380
Deferred stock units: 4,471

Ronald Corey is President of Ronald Corey Groupe Conseil Ltée, a consulting and management company.

Member of the Order of Canada, Ronald Corey has displayed exceptional strategic abilities and exemplary social involvement throughout his career, both as honorary president of large fund-raising campaigns and foundations, and as President and CEO of the Molson Centre or Chairman of the board of the Port of Montreal. The organizations with which he collaborates benefit greatly from his rich experience in the business world. Mr. Corey sits on the board of directors of the following publicly traded companies: Transamerica Life Companies, Weider Nutrition International Inc. and Bestar Inc.



L. Denis Desautels, O.C.
Ottawa, Ontario

Director since
December 4, 2001

*Chairman of the Board and
member of the Human
Resources and Corporate
Governance Committee*

Common shares: 2,114
Deferred stock units: 0

L. Denis Desautels is Executive-in-residence, School of Management of the University of Ottawa.

Fellow of the *Ordre des comptables agréés du Québec* and of the Institute of Chartered Accountants of Ontario and involved with a number of professional committees including the Accounting Standards Oversight Council of the Canadian Institute of Chartered Accountants, Mr. Desautels is a recognized Canadian authority on governance. Auditor General of Canada from 1991 to 2001, he was appointed Officer of the Order of Canada in 2001. Mr. Desautels sits on the board of directors of CARE Canada. He also sits on the boards of directors of Alcan Inc., Bombardier Inc., and The Jean Coutu Group (PJC) Inc., which are all publicly traded companies.



Georges Hébert
Town of Mount-Royal, Quebec

Director since
June 5, 1990

*Member of the Risk
Management Committee*

Common shares: 5,000
Deferred stock units: 0

Georges Hébert is President of Prosys-Tec Inc., a manufacturer of computer products.

Georges Hébert has long been active in the transport sector. Notably, he was President of Clarke Transport Canada before acquiring, in 1988, J.A. Provost Inc., a supplier of home and commercial security systems. He sits on various boards of directors of various companies, including MDS Aerospace and Vitran Corporation, a publicly traded company.



Veronica S. Maidman
Toronto, Ontario

Director since
February 8, 2001

*Member of the Risk
Management Committee*

Common shares: 2,106
Deferred stock units: 0

Veronica S. Maidman is Chair, Advisory Council of Equifax Canada Inc., a credit information management company.

Veronica Maidman is an executive with outstanding strategic vision and a great capacity to meet challenges in a constantly evolving environment. Throughout the years she has worked with all levels of government concerning legislative and regulatory issues with particular emphasis on consumer privacy. She was featured in a report on the leaders of tomorrow in Canadian Business Magazine. Mrs. Maidman is member of the Credit Counselling Service of the Toronto Board of Governors and member of the Toronto Board of Trade. Mrs. Maidman does not sit on the board of directors of any publicly traded company other than the Bank.



Raymond McManus
Baie d'Urfé, Quebec

Director since
April 25, 1988

Common shares: 3,683
Deferred stock units: 1,889

Raymond McManus is President and Chief Executive Officer of the Bank.

Raymond McManus has worked in the banking industry since 1960. On the strength of the expertise he developed in corporate loans early in his career he was promoted to positions of increasing responsibility, including that of Senior Vice-President at the Mercantile Bank. He also founded Cafa Financial Corporation, a private investment bank specializing in mergers and acquisitions, corporate financing and real estate. Mr. McManus was appointed President and Chief Executive Officer of the Bank in August 2002. Mr. McManus does not sit on the board of directors of any publicly traded company other than the Bank.



Pierre Michaud, O.C.
Montreal, Quebec

Director since
January 26, 1990

*Vice-Chairman of the Board and
Chair of the Human Resources
and Corporate Governance
Committee*

Common shares: 15,585
Deferred stock units: 10,983

Pierre Michaud is Chairman of the Board of Provigo Inc., a distributor of food products.

Member of the Order of Canada, Pierre Michaud has a vast experience in the retail business as much as in corporate governance. Very active in many charitable organizations, Mr. Michaud is a member of the boards of governors of Centraide, the St. Justine Hospital Foundation and the *Fondation du Centre hospitalier universitaire de Montréal (CHUM)*. He is director of Loblaw Companies Limited, a publicly traded company, as well as director of the following non publicly traded companies: Bombardier Recreational Products Inc., Gaz Metro Inc., Provigo Inc., Old Port of Montreal Corporation, as well as member of the Advisory Board of Mont-Tremblant.



Carmand Normand
North Hatley, Quebec

Director since
July 1, 2004

*Member of the Risk
Management Committee*

Common shares: 23,330
Deferred stock units: 0

Carmand Normand is Chairman of the board of directors and Chief Executive and Investment Officer of Addenda Capital Inc., a publicly traded investment management firm specializing in the active management of fixed-income portfolios.

With over 35 years of experience in the field of finance, Carmand Normand is an accomplished businessman with a keen entrepreneurial sense. An excellent investment strategist, Mr. Normand won particular recognition in 2000, when he received the Hermès Award for outstanding career accomplishments from the Faculty of Business Administration of Université Laval. His vast professional involvement includes extensive work as Vice-Chairman of the Board and Member of the Audit Committee of the Montreal Exchange, Director of the *Fondation du Centre hospitalier Jacques-Viger* and administrator of the *Orchestre Métropolitain*.



Gordon Ritchie
Ottawa, Ontario

Director since
March 20, 2003

Member of the Audit Committee

Common shares: 1,685
Deferred stock units: 0

Gordon Ritchie is Chairman, Public Affairs of Hill & Knowlton Canada Ltd., a public policy consulting firm.

Gordon Ritchie was one of the main architects of the Free Trade Agreement between Canada and the United States. Throughout his illustrious career within the federal public service, he focused on economic development and international trade. On leaving government, he became a business consultant. He is serving on the board of directors of Maple Leaf Foods Inc., a publicly traded company.



Dominic J. Taddeo
Kirkland, Quebec

Director since
January 22, 1998

Chair of the Audit Committee

Common shares: 3,128
Deferred stock units: 0

Dominic J. Taddeo is President and Chief Executive Officer of the Montreal Port Authority.

Dominic Taddeo has dedicated most of his career to the maritime industry. Appointed President and Chief Executive Officer of the Port of Montreal in 1984, he has played a pivotal role in the economic development of Montreal. He has received many honors and merits, including Transport Personality of the Year for the Province of Quebec and awards of distinction from the Faculty of Commerce and Administration of Concordia University and the *Corporation professionnelle des administrateurs agréés du Québec*. He is Chairman of the board of EDICOM, a Montreal-based EDI project of strategic importance to Canada's transportation and trade community. Mr. Taddeo does not sit on the board of directors of any publicly traded company other than the Bank



Jonathan I. Wener, O.C.
Hampstead, Quebec

Director since
January 22, 1998

*Chair of the Risk Management
Committee*

Common shares: 4,221
Deferred stock units: 0

Jonathan I. Wener is Chairman of the Board of Candere! Management Inc., a company specializing in commercial real estate management.

Recently appointed member of the Order of Canada, Jonathan Wener, a renowned expert in the real estate sector, has vast experience in the commercial, industrial, residential, recreational and hotel sectors. Associated for 30 years with the success of Candere! Management, Mr. Wener contributes to the well-being of his community through his involvement in numerous professional associations and charitable organizations, including the Board of Governors of Concordia University and the Foundation of the Montreal Museum of Fine Arts. He is a member of the advisory board for the YMCA Foundation, of the *Fondation du maire de Montréal pour la jeunesse* and of the Foundation of Greater Montreal. He is also a member of the board of directors of the Jewish General Hospital. Mr. Wener does not sit on the board of directors of any publicly traded company other than the Bank.

Information concerning the number of securities held was provided by each candidate.

To the knowledge of the Bank, no proposed director is at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, except for Mr. Gordon Ritchie who was, but is no longer, member of the board of directors of Laidlaw Inc. when it filed a voluntary petition under Chapter 11 of the *United States Bankruptcy Code* as well as under the *Companies' Creditors Arrangement Act* (Canada) before entering into an arrangement with its creditors; and for Mr. Raymond McManus who was, but is no longer, member of the board of directors of Adventure Electronics Inc. when it made an assignment of all its assets for the benefit of its creditors under the *Bankruptcy and Insolvency Act* (Canada) and was subject to a cease trade order and who was, but is no longer, member of the board of directors of CINAR Corporation when it initiated an arrangement under the *Canada Business Corporations Act* and was subject of a cease trade order.

According to the *Bank Act* (Canada), the Board of Directors of the Bank is required to have an audit committee and a conduct review committee. The mandate of the Risk Management Committee of the Board of Directors of the Bank includes the responsibilities which must be discharged by the conduct review committee.

EXECUTIVE COMPENSATION

1. – Summary Compensation Table

The following table sets forth information concerning total compensation during the last three financial years of the President and Chief Executive Officer and the Chief Financial Officer of the Bank, the three other executive officers serving as such at the end of the last financial year who received during the last financial year the highest total annual salary and bonus, as well as another executive officer who would have been part of the aforementioned group had he been serving as an officer of the Bank at the end of the last financial year (collectively referred to as the “Named Executive Officers” or “NEO”).

NEO Name and Principal Position	Year	Annual Compensation			Long-Term Compensation			All Other Compensation (\$) (Note 9)
		Salary (\$)	Bonus (\$) (Note 6)	Other Annual Compensation (\$) (Note 7)	Awards		Payouts	
					Securities Under Options/SARs Granted (#) (Note 8)	Shares or Units Subject to Resale Restrictions (\$)	LTIP Payouts (\$)	
Raymond McManus President and Chief Executive Officer (Note 1)	2004	500,000	75,000	0	0 / 25,000	0	0	1,318
	2003	500,000	200,000	0	0 / 0	0	0	4,082
	2002	125,000	0	75,900	150,000 / 0	0	0	950
Robert Cardinal Senior Executive Vice-President and Chief Financial Officer	2004	250,000	30,000	0	0 / 25,000	0	0	2,628
	2003	245,000	100,000	0	0 / 0	0	0	9,260
	2002	245,000	0	0	0 / 0	0	0	9,210
Bernard Piché Senior Executive Vice-President and Treasurer, Capital Markets and Brokerage (Note 2)	2004	260,000	30,000	0	0 / 25,000	0	0	2,741
	2003	260,000	0	40,000	10,000 / 0	0	0	6,419
	2002	237,500	30,100	60,000	0 / 0	0	0	7,900
André Dubuc Senior Executive Vice-President Treasury, Capital Markets, Wealth Management and Brokerage (Note 3)	2004	230,000	0	0	0 / 25,000	0	0	298,428
	2003	245,000	100,000	0	0 / 0	0	0	8,040
	2002	245,000	0	0	0 / 0	0	0	8,050
Réjean Robitaille Executive Vice-President Retail Financial Services (Note 4)	2004	212,000	25,000	0	0 / 25,000	0	0	2,238
	2003	160,625	100,000	0	0 / 0	0	0	7,305
	2002	140,000	140,000	0	0 / 800	0	0	6,115
André Scott Executive Vice-President Commercial Financial Services (Note 5)	2004	212,000	17,500	0	0 / 25,000	0	0	2,238
	2003	195,000	50,000	0	0 / 0	0	0	7,114
	2002	195,000	0	0	0 / 0	0	0	6,142

Note 1: Mr. McManus became President and Chief Executive Officer of the Bank on August 1st, 2002; before that date, he was Chairman of the Board and Chief Executive Officer of Cafa Financial Corporation and member of the Board of Directors of the Bank.

Note 2: Mr. Piché was named Senior Executive Vice-President and Treasurer, Capital Markets and Brokerage on July 1st, 2004; before that date, he was President and Chief Executive Officer of B2B Trust, a subsidiary of the Bank.

Note 3: Mr. Dubuc retired as of October 1st, 2004.

Note 4: Mr. Robitaille was named Executive Vice-President, Retail Financial Services on June 16, 2003; before that date, he was Senior Vice-President and Treasurer of the Bank.

Note 5: Mr. Scott was named Executive Vice-President, Commercial Financial Services on February 4, 2002; before that date, he was Executive Vice-President, Administration and Customer Services at B2B Trust, a subsidiary of the Bank.

Note 6: Bonuses paid under a special measure; refer to “Report on Executive Compensation” hereinafter.

Note 7: Perquisites and other personal benefits did not exceed \$50,000 or 10% of salary and bonus. In the case of Mr. McManus, the amount for 2002 represents compensation related to time spent taking cognizance of Bank affairs prior to his commencing employment with the Bank and compensation as director of the Bank prior to his nomination as President and Chief Executive Officer. In the case of Mr. Piché, the amounts indicated represent relocation expenses.

Note 8: In 2004, SARs granted under the Bank’s Stock Appreciation Rights Plan. In the case of Mr. McManus, 100,000 options were granted under the Bank’s Stock Option Purchase Plan and 50,000 options were granted under B2B Trust’s Stock Option Plan in 2002. In the case of Mr. Piché, 10,000 options were granted under B2B Trust’s Stock Option Plan in 2003. In the case of Mr. Robitaille, 800 SARs were granted under the Bank’s Stock Appreciation Rights Plan in 2002.

Note 9: In 2004, the amounts pertain mainly to temporary life insurance premiums; in the case of Mr. Dubuc, this amount includes a lump sum of \$295,800 paid in connection with his departure from the Bank. In 2002 and 2003, these amounts pertain mainly to group insurance premiums.

2. – Option/SAR Grants During The Most Recently Completed Financial Year

NEO Name	Securities Under Options/SARs Granted (Note 1)	% of Total Options/SARs Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
Raymond McManus	25,000	5.0	26.968	26.968	December 9, 2013
Robert Cardinal	25,000	5.0	26.968	26.968	December 9, 2013
Bernard Piché	25,000	5.0	26.968	26.968	December 9, 2013
André Dubuc	25,000	5.0	26.968	26.968	December 9, 2013
Réjean Robitaille	25,000	5.0	26.968	26.968	December 9, 2013
André Scott	25,000	5.0	26.968	26.968	December 9, 2013

Note 1: In all cases, SARs granted under the Bank's Stock Appreciation Rights Plan on December 10, 2003. This plan is described in Note 1 to the "Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values" table below.

3. – Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values

NEO Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options/SARs at FY-End (#) Exercisable/ Unexercisable	Value of Unexercised in-the-Money Options/SARs at FY-End (\$) Exercisable/ Unexercisable (Note 3)
<i>Bank Option and SAR Exercises (Note 1)</i>				
Raymond McManus	0	0	50,000 / 75,000	0 / 0
Robert Cardinal	0	0	31,080 / 25,500	43,779 / 3,037
Bernard Piché	0	0	69,815 / 33,000	57,360 / 3,037
André Dubuc	0	0	74,262 / 25,500	111,259 / 3,037
Réjean Robitaille	0	0	5,399 / 25,642	10,232 / 255
André Scott	0	0	21,997 / 25,558	27,295 / 3,389
<i>B2B Trust Option Exercises (Note 2)</i>				
Raymond McManus	3,500	1,750	0	0
Robert Cardinal	50,000	25,000	0	0
Bernard Piché	65,000	44,260	0	0
André Dubuc	35,000	17,500	0	0
Réjean Robitaille	5,000	2,500	0	0
André Scott	45,000	22,500	0	0

Note 1: Options issued under the Bank's Stock Option Purchase Plan and SARs issued under the Bank's Stock Appreciation Rights Plan.

The creation of the Stock Option Purchase Plan was approved by the shareholders at the annual meeting held on January 24, 1992. The Human Resources and Corporate Governance Committee (the "Committee") grants stock options to designated members of the Bank's senior management. Options are granted at the Committee's discretion. The options allow the purchase of common shares at a price equal to the market value of the shares at the time of the grant, such value being established as the arithmetic average of the weighted average trading prices of the shares negotiated at the Toronto Stock Exchange on the five days preceding the grant on which shares were negotiated. The options have a 10-year term but may only be exercised after a waiting period: no option may be exercised in the year following the grant, 25% may be exercised beginning on the first anniversary of the grant, 50% beginning on the second, 75% beginning on the third and the entirety beginning on the fourth anniversary of the grant. The plan provides for the full vesting of all options following a change of control of the Bank. Certain other terms and conditions apply.

In 1995, the Human Resources Committee approved the establishment of the Stock Appreciation Rights Plan for officers who are members of the Planning Committee and other members of management designated by the Committee. The plan allows eligible officers to benefit from the appreciation of common shares of the Bank. Under the plan, SARs are granted on the basis of the market value of a common share of the Bank at the time of grant, such value being established as the arithmetic average of the weighted average trading prices of the shares negotiated at the Toronto Stock Exchange on the five days preceding the grant on which shares were negotiated. SARs are granted at the Committee's discretion. The appreciation is calculated on the basis of the closing price of the Bank's share on the day preceding the exercise. The SARs become vested in 25% instalments beginning on the second anniversary of the date of granting, and may be held for a maximum of 10 years. The plan provides for the full vesting of all SARs following a change of control of the Bank. The appreciation is paid in cash. The holders of SARs have no shareholder rights. Certain other terms and conditions apply.

Note 2: Options issued under the B2B Trust Stock Option Plan. On May 25, 2001, the Human Resources and Corporate Governance Committee of B2B Trust (the "Committee") approved a long-term incentive plan for executive officers and directors of B2B Trust. This plan also applied to certain providers of services to B2B Trust, namely employees and directors of the Bank designated by the Committee (except that such directors only obtained one grant of options at the time of the initial public offering). The maximum number of common shares of B2B Trust reserved for purposes of issuance of options under the plan was 1,845,035, representing 10% of all issued and outstanding shares of B2B Trust as at May 25, 2001. Options were granted at the discretion of the Committee. Options allowed the purchase of common shares of B2B Trust at a price being no less than the shares' market value at the time of grant, defined as being either of (i) the arithmetic average of the weighted average trading prices of the shares negotiated at the Toronto Stock Exchange on the five days preceding the grant on which shares were negotiated or (ii) in the case of initial grants, the offering price of the shares under the initial public offering, being \$9.00. The options had a 10-year term but could only be exercised after a waiting period: no option could be exercised in the two years following the grant, 33 1/3% could be exercised beginning on the second anniversary of the grant, 66 2/3% beginning on the third, and the entirety beginning on the fourth anniversary of the grant. The plan provided for the full vesting of all options following a change of control of the Bank or of B2B Trust. Certain other terms and conditions applied. On June 8, 2004, the Bank proceeded to the privatization of B2B Trust as more fully described in the B2B Trust management information circular dated April 16, 2004 for the special meeting of shareholders held on May 21, 2004 (the "B2B Trust Circular"). With the exception of 50,000 options cancelled without compensation, all options issued under this plan were exercised at the latest on June 8, 2004. Following the privatization of B2B Trust, the plan was terminated. Further information regarding the termination of the plan are available in the Bank's 2004 Annual Report (at Note 13 to the consolidated financial statements) and at page 24 of the B2B Trust Circular. The Bank's Annual Report as well as the B2B Trust Circular are available on SEDAR at www.sedar.com under the name of the Bank and B2B Trust respectively.

Note 3: Bank option and SAR exercises: the amounts indicated are based on a price of \$25.45 on October 29, 2004.

4. – Defined Benefit or Actuarial Plan Disclosure

The following table applies to the Named Executive Officers, except the President and Chief Executive Officer.

Pension Plan Table

Remuneration (\$) (average base salary)	Years of service				
	15	20	25	30	35
150,000	45,000	60,000	75,000	90,000	105,000
175,000	52,500	70,000	87,500	105,000	122,500
200,000	60,000	80,000	100,000	120,000	140,000
225,000	67,500	90,000	112,500	135,000	157,500
250,000	75,000	100,000	125,000	150,000	175,000
275,000	82,500	110,000	137,500	165,000	192,500
300,000	90,000	120,000	150,000	180,000	210,000
325,000	97,500	130,000	162,500	195,000	227,500
350,000	105,000	140,000	175,000	210,000	245,000

The Named Executive Officers, other than the President and Chief Executive Officer, participate in the Pension Plan for the Senior Officers of the Bank and participating subsidiaries (the "Officers' Plan") and in the Supplemental Pension Plan for Members of the Executive Management of the Bank and participating subsidiaries (the "Supplemental Plan"). Under these plans, they are entitled to receive, for each year of service, a pension of 2% of their average base salary for their best five consecutive years of service. The Human Resources and Corporate Governance Committee may also approve an increase to a pension in special cases. Normal retirement age is set at age 65. The beneficiaries may retire without penalty at age 60 and may take early retirement beginning at age 53 with a penalty ranging from 35% at age 53 to 0% at age 60. At age 60, Mr. Robert Cardinal shall have cumulated 20.9 years of service, Mr. Bernard Piché, 33.5 years of service, Mr. Réjean Robitaille, 31.7 years of service and Mr. André Scott, 22 years of service. Mr. André Dubuc took an early retirement as of October 1st, 2004 at the age of 59. Since then, he receives a pension under the Officers' Plan and the Supplemental Plan. The total pension is based on 8.7 years of service.

Mr. Raymond McManus was named President and Chief Executive Officer on August 1st, 2002. He participates in the Officers' Plan. Furthermore, he entered into a special retirement agreement at the time of his hire. Under this agreement, Mr. McManus' normal retirement age is 65 and his normal retirement pension is equal to \$200,000 per year, less amounts paid under the Officers' Plan. An early retirement pension may be paid without penalty starting at age 63. If Mr. McManus retires before he reaches age 63, the early retirement pension will be equal to \$150,000 per year, less amounts paid under the Officers' Plan.

Special provisions apply in the event of retirement following a change of control of the Bank. Mr. McManus will reach normal retirement age in January 2007.

5. – Termination of Employment, Change in Responsibilities and Employment Contracts

The Named Executive Officers entered into written employment agreements with the Bank. These agreements came into force on the date of the beginning of employment of each Named Executive Officer with the Bank, namely August 1st, 2002 in the case of Mr. McManus, February 25, 1991 in the case of Mr. Cardinal, May 4, 1994 in the case of Mr. Piché, February 23, 1998 in the case of Mr. Dubuc, July 11, 1988 in the case of Mr. Robitaille and August 21, 1991 in the case of Mr. Scott, and have been amended when necessary. All agreements are for an indefinite term. Material information concerning the compensation of the Named Executive Officers is shown in the “Summary Compensation Table”.

The agreement of Mr. McManus provides for an indemnity of two years’ base salary if his employment is terminated for reasons other than serious fault. Specific provisions dealing with the effect of termination on bonuses, options and SARs, retirement payments and other benefits are included in Mr. McManus’ agreement.

Messrs. Cardinal, Piché, Robitaille and Scott are subject to an indemnity plan under which they are entitled to an indemnity of 18 months’ base salary plus average of short-term bonuses paid in the three years preceding their termination if their employment is terminated in the year following a change of control of the Bank. Specific provisions relating to the effect of termination on pension and other benefits are included in the indemnity plan.

When a Named Executive Officer leaves the Bank without being eligible for retirement, he may exercise his options and SARs within thirty days from the termination of his employment to the extent that they are vested at the time of the termination of his employment. When a Named Executive Officer is eligible for pension and leaves the Bank or retires, all options and SARs theretofore granted to the Named Executive Officer may be exercised as they become vested, but without exceeding the earliest of the following dates, namely December 31 of the third year following the year of his retirement or departure and the expiration date of the options or SARs granted.

Furthermore, in the event of a change of control of the Bank, all options and SARs theretofore granted to the Named Executive Officers would immediately become vested.

6. – Composition of the Compensation Committee

The members of the Human Resources and Corporate Governance Committee of the Board of Directors of the Bank are the following independent directors: Messrs Pierre Michaud (Chair), Ronald Corey and L. Denis Desautels and Mrs. Ève-Lyne Biron (since July 1st, 2004). Mrs. Christiane Germain was a member of the Human Resources and Corporate Governance Committee until June 30, 2004.

7. – Report on Executive Compensation

The Human Resources and Corporate Governance Committee of the Board of Directors of the Bank (the “Committee”) has adopted a policy of global compensation, with the following components:

- (a) a base salary sufficient to attract candidates of first rank;
- (b) a short-term bonus plan constituting a substantial proportion of salary, linked to achievement of specified annual objectives;
- (c) a long-term incentive plan favoring retention of key officers for a number of years;
- (d) personal benefits, a group insurance plan and a pension plan comparable to market;
- (e) a protection plan in case of change of control.

To ensure that the compensation of the Bank's senior management team compares adequately to the reference market, including other Canadian financial institutions, the Committee periodically asks an external consulting firm to conduct a comparative study of market conditions. In 2004, a benchmarking exercise covering several senior management functions was conducted and will lead in 2005 to the introduction of a new salary structure for these officers. The reference market was composed of approximately forty businesses from the banking and financial sector.

Base Salary

The Committee reviews the base salary of the Bank’s executive officers on a yearly basis, taking into consideration their responsibilities and performance as well as market data. For the 2004 financial year, the Committee adjusted the base salary of certain executive officers. The salary adjustments granted to the Named Executive Officers are set forth in the “Summary Compensation Table”. The salary adjustment granted to Mr. Réjean Robitaille reflects his new responsibilities as head of the Retail Financial Services business line.

Short-term Incentive Compensation

In applying its compensation policy, the Committee favours a spirit of teamwork in the management of the Bank. With a view to foster cooperation between officers, one of the purposes of the annual program of short-term incentive compensation for officers is to incite synergy among the various business sectors of the Bank. Short-term incentive compensation is established taking into account the Bank's performance (financial performance factor) and the degree of attainment of each officer's objectives (individual factor). The Bank's profitability is measured against the results of the large Canadian banks when establishing the targets for the financial performance factor of the short-term incentive compensation program, thus encouraging officers to have a global view of the business. To establish the individual factor, each member of senior management agrees at the beginning of the year with the President and Chief Executive Officer on objectives for his area. At year end, the degree of attainment of these objectives is reported to the President and Chief Executive Officer, who then submits a written evaluation of the officer's performance to the Committee. The recommendations of the President and Chief Executive Officer regarding the officer's compensation are then discussed and a decision is made by the Committee. The Committee ensures that short-term incentive compensation is applied on the basis of established criteria. The Committee does, however, have authority to adjust compensation if warranted by particular circumstances.

For the 2004 financial year, a bonus was payable under the Bank's short-term incentive compensation program only if the return on common shareholders' equity for the 2004 financial year reached 5.0%. This threshold having not been reached, no bonus was paid under the program. However, a special measure was approved by the Committee and the Board of Directors on December 7, 2004 enabling the payment of a special bonus to all employees eligible to the short-term incentive program, including the executive officers of the Bank. The purpose of this special measure was to recognize the efforts made as well as to encourage the employees and executive officers to work towards the fulfilment of the Bank's three-year repositioning plan. The amount of this special bonus was calculated at 25% of the target bonus under the short-term incentive program, taking into consideration the individual performance of each eligible employee. As for the target bonus, it is established according to the hierarchical level and level of responsibility of each officer and varies from 23% of base annual salary for a vice-president to 60% in the case of the President and Chief Executive Officer.

Special bonuses paid to the Named Executive Officers are indicated in the "Summary Compensation Table". In order to demonstrate their commitment to the Bank, all executive officers used their special bonus, less applicable deductions, to acquire shares of the Bank as of December 14, 2004.

Long-term Incentive Compensation

The purpose of the Bank's long-term incentive compensation programs (being the Stock Option Purchase Plan and the Stock Appreciation Rights Plan described under Note 1 of the "Aggregated Options/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Options/SAR Values" table) is to link compensation with the increase in value of the Bank's shares and thereby associate the interests of senior management to those of the shareholders. This part of total compensation is therefore directly related to the Bank's financial results. Subject to the terms and conditions of these plans, the granting of stock options or SARs are at the Committee's discretion, generally taking into account the financial situation of the Bank at the time of the grant. The amount and terms of outstanding options and SARs are also taken into account when deciding whether and how many new grants are to be made.

Since the number of securities remaining available for future issuance under the Stock Option Purchase Plan is very limited, the Committee is currently examining the various market trends with respect to the introduction of new long-term incentive plans.

During the 2004 financial year, 150,000 SARs were granted to executive officers under the Bank's Stock Appreciation Rights Plan. These grants were all made to the Named Executive Officers, as described in the "Option/SAR Grants During The Most Recently Completed Financial Year" table. No other options or SARs were granted to executive officers of the Bank.

Compensation of the President and Chief Executive Officer

The Committee gives particular attention to the compensation of the Bank's President and Chief Executive Officer. Market studies are examined each year and the Committee ensures that the President and Chief Executive Officer is adequately compensated in comparison with the chief executive officers of other Canadian financial institutions, with due consideration for the relative size of the Bank. The Committee also ensures that his short-term incentive compensation is based on specific criteria defined in advance, as it is for all officers of the Bank. At the end of each financial year, the President and Chief Executive Officer reports to the Committee on his achievements, and the Committee evaluates, in consultation with the Board of Directors, his global performance based on the attainment of his objectives. Based on this evaluation and the market studies, the Committee establishes the President's base salary and variable compensation.

For the 2004 financial year, an evaluation of Mr. Raymond McManus' performance was conducted and based on his accomplishments (including the privatization of B2B Trust, the sale of BLC-Edmond de Rothschild Asset Management, the repositioning of the branch network through the implementation of the Entrepreneurship concept, the issuance of preferred shares, the improvement of the capital ratio), a special bonus of \$75,000 was paid to him. The amount of such bonus was calculated as described in the section "Short-term incentive compensation" above. Furthermore, SARs were granted to him in 2004 as recognition for his long-term influence on the Bank's results. His base salary was set at \$500,000 in August 2002 and was maintained at that level for 2003 and 2004. According to a study conducted at the Committee's request, Mr. McManus' base salary is competitive compared to the reference market comprising approximately forty businesses in the banking and financial sector. His annual salary reaches the median of salaries offered for a comparable position in this sector, with due consideration of course to the relative size of the Bank.

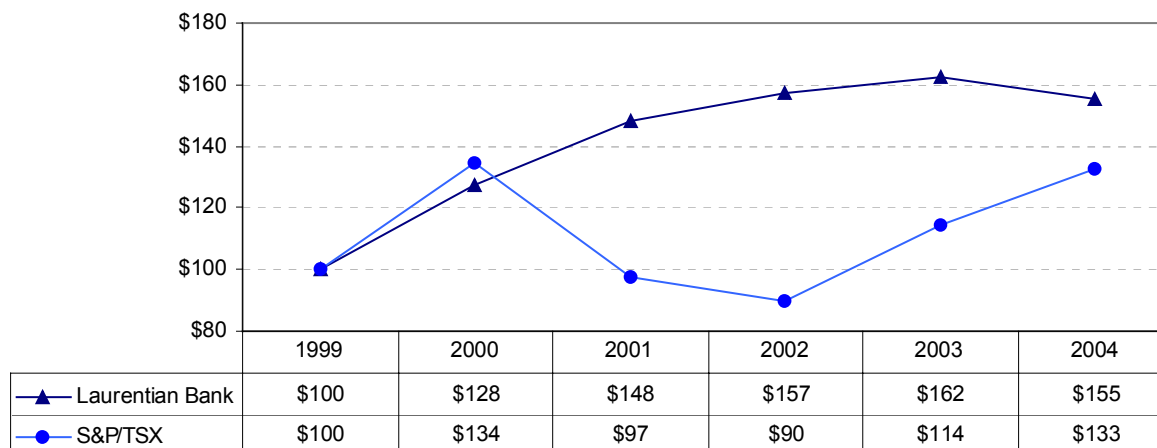
SUBMITTED BY:

Pierre Michaud, Chair
 Ève-Lyne Biron
 Ronald Corey
 L. Denis Desautels

8. – Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in common shares of the Bank on October 31, 1999, assuming reinvestment of dividends, with the cumulative total return of the S&P/TSX Composite Index from the Toronto Stock Exchange for the last five financial years.

Cumulative Return



9. – Compensation of Directors

During the last financial year, each director was entitled to receive \$20,000 per annum for his services as a director, and, where applicable, \$6,000 per annum for his services as chairman of a committee of the Board of Directors. The Chairman of the Board received, as chairman, an additional remuneration of \$75,000. The Vice-Chairman of the Board, as vice-chairman, received an additional remuneration of \$25,000. In all cases, the directors were entitled to an attendance fee of \$1,200 per meeting (or \$500 per meeting held by telephone conference) as well as the reimbursement of their hotel and travel expenses. However, directors who are officers of the Bank are not entitled to any compensation or attendance fee as members of the Board of Directors or of its committees.

Directors may elect to receive annually all or part of their compensation in the form of issued common shares of the Bank. This form of compensation is mandatory for the payment of a director's fixed compensation, until such time as the director holds at least 2,000 common shares of the Bank. The value of the shares is determined on the basis of the market price at the time of payment to the director.

Directors who hold at least 2,000 common shares may also elect to receive all or part of their compensation in the form of deferred stock units of the Bank. To receive deferred stock units, directors must so elect annually, at least one month before the commencement of the Bank's financial year. A deferred stock unit is a unit whose value is equivalent to the value of a common share of the Bank and takes into account other events affecting the stock (stock split, exchange of shares, spin-off, etc.). The units cannot be converted until a director leaves the Board of Directors and are paid at that time in cash or in shares. The number of units granted is established by dividing the amount payable to the director by the average price of a share of the Bank during the five trading days preceding the grant of units. The units also entitle their holders to an amount equal to dividend payments, which amount is paid in the form of additional deferred stock units. This plan is in force since February 1st, 2000.

Additional compensation may be paid to a director undertaking any special services beyond those ordinarily required of a director by the Bank. During the last financial year, the following directors received compensation of this nature for their participation on independent committees of the Board of Directors and/or the Pension Plan Management Committee of the Bank, namely Mr. Jean Bazin (\$2,700), Mr. Richard Bélanger (\$2,400), Mrs. Ève-Lyne Biron (\$3,900), Mr. Ronald Corey (\$1,000), Mr. L. Denis Desautels (\$12,100), Mr. Gordon Ritchie (\$2,200), Mr. Dominic J. Taddeo (\$17,101) and Mr. Jonathan I. Wener (\$1,000).

The directors of the Bank are also directors of Laurentian Trust of Canada Inc., a wholly owned subsidiary of the Bank, and as such, did not receive any other compensation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Information on equity compensation plans

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights as at October 31, 2004	Weighted-average exercise price of outstanding options, warrants and rights as at October 31, 2004	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) as at October 31, 2004
Equity compensation plans approved by securityholders (Note 1)	476,089	\$26.99	112,568
Equity compensation plans not approved by securityholders	n/a	n/a	n/a

Note 1: Stock Option Purchase Plan of the Bank as more fully described in Note 1 of the "Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values" table.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

1. – Aggregate Indebtedness

The following table sets forth the aggregate indebtedness to the Bank or its subsidiaries of all executive officers, directors, employees and former executive officers, directors and employees of the Bank or any of its subsidiaries as at January 17, 2005.

Aggregate Indebtedness (\$)		
Purpose	To the Company or its Subsidiaries	To Another Entity
Share Purchase	687,603	n/a
Other	85,330,039	n/a

2. – Indebtedness of Directors and Executive Officers under Securities Purchase Programs and Other Programs

The following table sets forth the indebtedness towards the Bank or its subsidiaries of each individual who is, or at any time during the most recently completed financial year of the Bank was, a director or executive officer of the Bank, each proposed nominee for election as a director of the Bank and each associate of any such director, executive officer or proposed nominee, except for routine indebtedness as defined in securities legislation and indebtedness that has been entirely repaid at the date of this Circular.

Name and Principal Position	Involvement of the Bank or Subsidiary	Largest Amount Outstanding During Most Recently Completed Financial Year (\$)	Amount Outstanding as at January 17, 2005 (\$)	Financially Assisted Securities Purchases During Most Recently Completed Financial Year	Security for Indebtedness (Securities Purchase Program only)	Amount Forgiven During Most Recently Completed Financial Year (\$)
<i>Securities Purchase Programs</i>						
Robert Cardinal Senior Vice-President and Chief Financial Officer	Bank	0	14,993 (Note 1)	641	n/a	n/a
<i>Other Programs</i>						
Robert Cardinal Senior Vice-President and Chief Financial Officer	Bank	161,200 (Note 2)	84,103	n/a	n/a	n/a

Note 1: Interest-free loan for purchase of shares, term expiring in December 2007.

Note 2: Line of credit for investment at prime rate + 0.5%; guarantee of a mortgage loan, interest rate at 5% for a 5 year term expiring March 5, 2005; credit card balances, interest rate at 9.25%.

APPOINTMENT OF THE AUDITOR

The *Bank Act* (Canada) provides that the accounts of a bank must be audited and that this audit may be performed by one or two firms of accountants.

The Board of Directors, on the advice of the Audit Committee, recommends that the accounts of the Bank be audited by the firm of accountants Ernst & Young LLP. This firm of accountants was appointed as auditor of the Bank during the past five years. Ernst & Young has acted as auditor of the Bank, either alone or in conjunction with another firm, continuously since 1990.

The auditor is to be appointed by vote of the holders of common shares at the annual meeting to serve as auditor of the Bank until the close of the next annual meeting of shareholders. In order to be passed, the appointment of the auditor must be approved by a majority of votes cast by the holders of common shares present or represented by proxy and able to vote at the Meeting.

During the fiscal year ended October 31, 2004, the fees paid by the Bank to the accounting firm Ernst & Young reached \$1,924,414 and were allocated as follows: \$1,770,079 for audit services, \$63,890 for audit-related services and \$90,445 for other services. No fees were charged for tax services. Further details on the auditors' fees are provided in section 11.5 of the Bank's Annual Information Form dated January 20, 2005 which is available on SEDAR at www.sedar.com.

The Audit Committee adopted at its meeting held on May 25, 2004, a revised policy regarding services that may be rendered by the Bank's external auditors. This policy provides for prior approval of services not related to audit rendered by the Bank's auditors. The policy normally prohibits the Bank from hiring its auditors to provide to the Bank and its subsidiaries certain services not related to audit, including bookkeeping services or services related to financial statements, the conception and implementation of financial information systems, appraisal and actuarial services, internal audit, investment banking, management or human resources functions and legal services. The policy allows the Bank to retain the services of the auditors for services not related to audit in certain cases, only with the prior approval of the Audit Committee.

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The shareholders present at the Meeting will receive the Bank's consolidated financial statements for the year ended October 31, 2004 (the "Financial Statements") and the auditor's report thereon. The Financial Statements were prepared in accordance with Canadian generally accepted accounting principles, including the accounting requirements specified by the Office of the Superintendent of Financial Institutions (Canada).

Reconfirmation of the Shareholder Rights Plan

On March 21, 2002, the shareholders of the Bank confirmed the Shareholder Rights Plan Agreement implemented by the Board of Directors of the Bank on October 2, 2001 and amended on January 22, 2002 (as amended, the "Original Rights Plan"). The Original Rights Plan, which was amended again on January 21, 2003 to take into consideration the replacement of Desjardins Trust Inc. as Rights Agent by Computershare Trust Company of Canada, has been effective since October 2, 2001 and will expire on the earlier of October 2, 2007 (subject to the reconfirmation by the shareholders at the Meeting) and the time at which the right to exercise Rights (as defined below) shall terminate pursuant to the provisions of the Plan pertaining to the redemption of the Rights and the waiver of the application of the Plan (the "Expiration Time"), after which time it will automatically terminate. The shareholders will be asked to consider and, if deemed fit, adopt a resolution reconfirming and approving an Amended and Restated Shareholder Rights Plan Agreement (reflecting amendments made by the Board of Directors on January 20, 2005 to the Original Rights Plan (as amended on January 21, 2003) in preparation for its reconfirmation (the Original Rights Plan, as amended again on January 20, 2005, being hereinafter called the "Rights Plan")), the text of which is reproduced as Schedule A to this Circular. In order to be adopted, this resolution must be approved by a majority of the votes cast by holders of common shares present or represented by proxy and entitled to vote at the Meeting.

Board of Directors' Recommendation

The Board of Directors has determined that the approval and reconfirmation of the Rights Plan is in the best interests of the Bank and its shareholders and unanimously recommends that shareholders vote in favour of the approval and reconfirmation of the Rights Plan.

Background and Purpose to the Rights Plan

Prior to the amendments to the *Bank Act* (Canada) introduced in 2001, the Act prohibited any person from holding more than 10% of any class of shares issued by a Schedule I bank such as the Bank. In 2001, the Federal Government amended this restriction on ownership of banks to allow a person, with the prior approval of the Minister of Finance, to acquire an ownership interest in excess of 10% up to and including 20% of any class of voting shares, or 30% of any class of non-voting shares, of a bank with equity of \$5 billion or more (a "Large Bank"). All banks currently named in Schedule I to the *Bank Act*, including notably the Bank, are deemed to be Large Banks for the purpose of this provision, whatever their real size. This presumption will cease to apply only if the Minister of Finance specifies that it no longer applies.

In this event, the amended *Bank Act* provides that a bank with equity of less than \$1 billion, such as the Bank, may, subject to a decision of the Minister, be owned up to 100% by a single person.

In anticipation of the entry into force of these amendments to the *Bank Act*, the Board of Directors determined that it would be in the best interests of the Bank and its shareholders to complement the provisions of securities law applicable to take-over bids by adopting the Rights Plan.

The purpose of the Rights Plan is to ensure, to the extent possible, that all shareholders of the Bank are treated fairly in connection with any take-over offer or other acquisition of control of the Bank. The Rights Plan will provide the Board of Directors more time to fully consider any unsolicited take-over bid for the Bank and allow more time for competing offers to emerge. Take-over bids may not always result in shareholders receiving fair treatment or full value for their investment. Furthermore, under current Canadian securities legislation, a take-over bid need only remain open for 35 days, a period of time which the Board of Directors believes is insufficient to evaluate a bid, pursue alternatives which could maximize shareholder value and make informed recommendations to the Bank's shareholders.

The Rights Plan utilizes the mechanism of the Permitted Bid (as described below) to attempt to ensure that a person seeking control of the Bank gives the Bank's shareholders and the Board of Directors sufficient time to evaluate the bid, negotiate with the initial bidder and encourage competing bids to emerge. The object of this process is to identify the transaction that produces the best value reasonably available to the shareholders in the circumstances. The Rights Plan requires all potential bidders to comply with the conditions specified in the Permitted Bid provisions, failing which such bidders are subject to the dilutive features of the Rights Plan. By creating the potential for substantial dilution of a bidder's position, the Rights Plan encourages an offeror to proceed by way of a Permitted Bid or to approach the Board of Directors with a view to negotiation.

The Rights Plan is not being proposed in response to any known or imminent acquisition or take-over bid for control of the Bank.

Summary of the Rights Plan

The following is a summary of the principal terms of the Rights Plan and is qualified in its entirety by the full text of the Rights Plan. The Rights Plan is available on SEDAR at www.sedar.com under the Bank's name.

Operation of the Rights Plan

Pursuant to the terms of the Rights Plan, one right (a "Right") was issued in respect of each common share outstanding as at the close of business on October 2, 2001 (the "Record Time"). In addition, one Right will be issued for each additional common share issued after the Record Time and prior to the earlier of the Separation Time (as defined below) and the Expiration Time. One Right will also be issued in respect of each common share issued after the Separation Time and prior to the Expiration Time upon the conversion of any Class A Preferred Share of the Bank into common shares. The initial exercise price of each Right is \$120, subject to certain adjustments, and the Rights are not exercisable until the Separation Time. Upon the occurrence of a Flip-in Event (as defined below), each Right, other than a Right held by an Acquiring Person (as defined below) or its affiliates or associates, may be exercised to purchase that number of common shares of the Bank as have an aggregate market value on the date of consummation or occurrence of such Flip-in Event, equal to twice the exercise price of each Right, for an amount equal to the exercise price. Rights held by an Acquiring Person and its related group will be void.

Trading of Rights

Until the Separation Time, the Rights trade with the common shares and are evidenced by the certificate for the associated common shares (which certificate shall be deemed to represent a Rights certificate). From and after the Separation Time and prior to the Expiration Time, the Rights are evidenced by Rights certificates and trade separately from the common shares. The Rights do not carry any of the rights attaching to the common shares such as voting or dividend rights.

Separation Time

Subject to certain exceptions, the Rights will separate from the common shares to which they are attached and become exercisable at the time (the "Separation Time") of the close of business on the eighth trading day after the earlier of:

1. the first date of public announcement of facts indicating that a person has become an Acquiring Person;
2. the date of the commencement of, or first public announcement of the intent of any person (other than the Bank or any corporation controlled by the Bank) to commence, a take-over bid other than a Permitted Bid which would result in such person acquiring 20% or more of the Bank's common shares;
3. the date upon which a Permitted Bid ceases to be a Permitted Bid;
4. or such later time as the Board of Directors may determine.

After the Separation Time, but prior to the occurrence of a Flip-in Event, each Right may be exercised to purchase one common share of the Bank at the stipulated exercise price.

Flip-In Event

The acquisition by any person (an "Acquiring Person"), including others acting jointly or in concert with such person, of beneficial ownership of 20% or more of the outstanding common shares of the Bank, other than by way of a Permitted Bid or in certain other limited circumstances described in the Rights Plan, is referred to as a "Flip-in Event".

Permitted Bid Requirements

The requirements of a Permitted Bid include the following:

1. the take-over bid must be made by way of a take-over bid circular to all holders of record of common shares of the Bank, other than the offeror;
2. the take-over bid must not permit common shares tendered pursuant to the bid to be taken up or paid for (a) prior to the close of business on a date which is not less than 60 days following the date of the bid, and (b) then only if at such date more than 50% of the then outstanding common shares held by shareholders, other than the offeror and its related parties (the "Independent Shareholders"), have been deposited or tendered to the take-over bid and not withdrawn;
3. the take-over bid must allow common shares to be deposited, unless the take-over bid is withdrawn, at any time up to the close of business on the date that the common shares are to be first taken up and paid for;
4. the take-over bid must allow common shares to be withdrawn until taken up and paid for; and
5. if more than 50% of the then outstanding common shares of the Bank held by Independent Shareholders are deposited or tendered to the take-over bid and not withdrawn, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits and tenders of common shares for not less than 10 business days from the date of such public announcement.

The Rights Plan allows a competing Permitted Bid (a "Competing Permitted Bid") to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid other than the requirement set out in clause 2 (a) above and must not permit common shares tendered or deposited pursuant to the bid to be taken up or paid for prior to the close of business on a date that is earlier than the later of (A) 35 days (or such longer minimum period of days that a take-over bid must remain open for acceptance under applicable securities legislation) after the date of the take-over bid and (B) the 60th day after the earliest date on which any other Permitted Bid that is then in existence was made.

Redemption and Waiver

Subject to the prior consent of the holders of the common shares of the Bank or the Rights, the Rights may be redeemed by the Board of Directors at any time prior to the occurrence of a Flip-in Event at a redemption price of \$0.0001 per Right. Rights are deemed to have been redeemed if a bidder successfully completes a Permitted Bid.

The Board of Directors may, prior to the occurrence of the relevant Flip-in Event, waive the application of the Rights Plan to a Flip-in Event that may occur by reason of a take-over bid made by means of a take-over bid circular to all holders of record of common shares of the Bank, provided that if the Board of Directors so waives the application of the Rights Plan in respect of a particular take-over bid, the Board of Directors shall also be deemed to have waived the application of the Rights Plan in respect of any other take-over bid made by means of a take-over bid circular to all holders of record of common shares prior to the expiry of any take-over bid in respect of which a waiver is, or is deemed to have been, granted.

In addition, the provisions of the Rights Plan which apply upon the occurrence of a Flip-in Event may be waived where a person has inadvertently become an Acquiring Person.

Amendment to the Rights Plan

The Bank may from time to time amend, vary or delete any of the provisions of the Rights Plan and the Rights, provided that no amendment, variation or deletion shall be made without the prior consent of shareholders (or of the holders of the Rights, as the case may be), except that amendments, variations or deletions made (i) in order to maintain the validity of the Rights Plan and the Rights as a result of any change in any applicable legislation, regulations or rules; or (ii) in order to cure any clerical or typographical error, shall not require such prior approval but shall be subject to subsequent ratification.

Fiduciary Duty of Board of Directors

The Rights Plan will not detract from or lessen the duty of the Board of Directors to act honestly and in good faith with a view to the best interests of the Bank and its shareholders. The Board of Directors will continue to have the duty and power to take such actions and make such recommendations to the Bank's shareholders as are considered appropriate.

Exemptions for Investment Advisors

Fund managers, trust companies (acting in their capacities as trustees and administrators), statutory bodies whose business includes the management of funds, and administrators of registered pension plans are exempt from triggering a Flip-in Event, provided that they are not making, or are not part of a group making, a take-over bid.

Amendments to the Rights Plan

The Rights Plan being submitted for reconfirmation and approval by the shareholders was amended by the Board of Directors on January 20, 2005. The purpose of the amendments is to make improvements and clarifications to the wording of the Original Rights Plan, as amended, primarily so that the Rights Plan is in line with similar plans recently approved by shareholders of other large Canadian corporations. Other minor amendments have been made to the Original Rights Plan, as amended, to, among other things, reflect the fact such plan has been amended by the amended and restated Rights Plan. However, none of the foregoing amendments alters the substance of the Rights Plan. These amendments will become effective only at the time of reconfirmation and approval of the Rights Plan by the shareholders of the Bank at the Meeting and are indicated in the blacklined version of the Rights Plan which is available from the Secretary of the Bank.

Certain Canadian Federal Income Tax Considerations of the Rights Plan

The Bank is not required to include any amount in computing its income for the purposes of the *Income Tax Act* (Canada) (the "ITA") as a result of the issuance of the Rights.

Under the ITA, the issuance of Rights to a recipient could be considered a taxable benefit which would have to be included in computing the income of a Canadian resident recipient or would be subject to withholding tax in the case of a recipient who is not resident in Canada, but only to the extent that such Rights have a value at the time of their issuance. The Bank considers that the Rights will have negligible value when issued, there being only a remote possibility that the Rights will ever be exercised. A holder of Rights could also be required to include an amount in computing income or be subject to withholding tax under the ITA if the Rights become exercisable or are exercised. Finally, a holder of Rights may be subject to tax under the ITA in respect of the proceeds of disposition of such Rights.

This statement is of a general nature only and is not intended to constitute nor should it be construed to constitute legal or tax advice to any particular holder of common shares. Such shareholders are advised to consult their own tax advisors regarding the consequences of acquiring, holding, exercising or otherwise disposing of their Rights, taking into account their own particular circumstances and any applicable federal, provincial, territorial or foreign legislation.

Eligibility for Investment

Provided that the Bank remains a "public corporation" for purposes of the ITA at all material times, the Rights will be qualified investments under the ITA for registered retirement savings plans, registered retirement income funds, deferred profit-sharing plans and registered education savings plans. The issuance of Rights will not affect the status of the common shares of the Bank under the ITA for such purposes, nor will it affect the eligibility of such securities as investments for investors governed by certain Canadian federal and provincial legislation governing insurance companies, trust companies and pension plans.

Shareholder's Proposals

The Secretary of the Bank has received from a shareholder entitled to vote at the Meeting a notice of its intent to present two proposals before the Meeting. The shareholder is The Association for the Protection of Quebec Savers and Investors, of 82, Sherbrooke Street West, Montreal, Quebec H2X 1X3.

Schedule B hereto contains the text of these proposals, the related declarations by the shareholder and the recommendations of the Board of Directors of the Bank.

If these proposals come before the Meeting, the proxyholders proposed on the enclosed proxy form will vote AGAINST the two proposals, except where other instructions are indicated on the proxy forms, in which case the proxyholders will vote as instructed.

Shareholders wishing to have a proposal included in the next Management Proxy Circular of the Bank must provide the text of such proposal to the Secretary of the Bank at the latest on December 15, 2005.

ADDITIONAL INFORMATION

Head Office

The head office of the Bank is located at 1981 McGill College Avenue, Montreal, Quebec H3A 3K3.

Minutes

A copy of the minutes of the Bank's last Annual Meeting held on March 17, 2004 was mailed to shareholders together with this Circular.

Report of the Audit Committee

Considering the increased interest for the work of audit committees, the Audit Committee of the Board of Directors of the Bank submits its yearly activity report. The text of the report is attached as Schedule C to this Circular.

Toronto Stock Exchange Guidelines for Effective Governance

Under the rules of the Toronto Stock Exchange, the Bank is required to disclose information relating to its system of corporate governance. The Bank's disclosure is set out in Schedule D to this Circular.

Rules of Order

A code of procedure was used at the last annual meetings in order to specify shareholders' rights and facilitate deliberations at the Meeting. The code will be used again this year. Schedule E of this Circular contains the text of this code.

Summary of Board of Directors and Committee Meetings Held

Schedule F hereto presents a summary of the record of attendance of directors at meetings of the Board of Directors of the Bank and committees of the Board of Directors for the financial year ended on October 31, 2004. There were 16 meetings of the Board of Directors held during said period.

Directors' and Officers' Liability Insurance

The Bank subscribes for liability insurance for the benefit of its directors and officers and those of its subsidiaries, as a group. The limit of such insurance, which expires on December 1st, 2005, is \$100,000,000. The deductible is \$1,000,000 per event. The yearly premium is \$896,643.

Interest of Informed Persons in Material Transactions

Since the beginning of the last completed financial year, with the exception of the privatization of B2B Trust, as more fully described in the B2B Trust management information circular dated April 16, 2004 for the special meeting of shareholders held on May 21, 2004 (the "B2B Trust Circular"), the Bank did not make any transaction which materially affected the Bank or one of its subsidiaries in which a proposed nominee for election as director, a director or officer of the Bank or of one of its subsidiaries or their respective associates or affiliates had an interest, direct or indirect. The interest of the aforementioned persons in the privatization of B2B Trust arises exclusively from the ownership of common shares of B2B Trust and does not constitute an advantage not shared on a pro rata basis by all holders of common shares of B2B Trust. This interest is disclosed in Section 8 of the Bank's Annual Information Form dated January 20, 2005 and in the B2B Trust Circular (more particularly at pages 26, 32 and 33 thereof). The Bank's Annual Information Form and the B2B Trust Circular are available on SEDAR at www.sedar.com under the name of the Bank and B2B Trust respectively.

Additional information

The Bank's financial information is provided in the Bank's comparative financial statements and management's discussion and analysis for its most recently completed financial year. Additional information relating to the Bank is on SEDAR at www.sedar.com and at www.laurentianbank.com. Shareholders may contact the Bank's secretary in writing at 1981 McGill College Avenue, 20th Floor, Montreal, Quebec H3A 3K3 to obtain free of charge copies of the Bank's financial statements and management's discussion and analysis or of any other document available on SEDAR's web site which is mentioned in this Circular.

Directors Approval

The Board of Directors of the Bank approved the contents of this Circular and the sending of it to each shareholder entitled to receive the Notice of Meeting, to each director, to the auditor of the Bank and to the appropriate regulatory authorities.

A handwritten signature in black ink, appearing to be 'L. Pilon', written in a cursive style.

Lorraine Pilon
Secretary

Montreal, Quebec, January 27, 2005

SCHEDULE A

Reconfirmation of the Shareholder Rights Plan

Resolution

“BE IT RESOLVED that the continuation of the Bank’s Shareholder Rights Plan and its amendment and restatement as provided for in the Amended and Restated Shareholder Rights Plan Agreement dated as of January 20, 2005, be approved, ratified and confirmed.”

SCHEDULE B

Shareholder's Proposals

The Association for the Protection of Quebec Savers and Investors, of 82 Sherbrooke Street West, Montreal, Quebec, H2X 1X3, has submitted two proposals. These proposals and the supporting comments are reproduced in their entirety hereinbelow (translated from French into English by the Bank).

PROPOSAL NO. 1: Term limit on being a member of the Board of Directors

It is proposed that Laurentian Bank limit to ten the number of years during which an independent director may sit on the Board of Directors.

The complexity of the economic, technological and political contexts in which companies do business requires a period of familiarization on the part of new directors. It is therefore normal that a director hold a seat on the board of directors for several years after having acquired a thorough understanding of the issues that face the company. Change is also part of a company's growth. This being the case, it is in the interest of companies to regularly renew their boards of directors by calling on persons who not only bring new expertise but also are able to analyze the challenges faced by the company with a certain hindsight. Warren Buffet, who is well acquainted with how boards of directors operate, has repeatedly denounced the spirit of conformity that prevails in board rooms and has emphasized the problems related to directors' loss of objectivity and critical capacity. A continual turnover of independent directors aims to counter the harmful effects of extended terms on a company's board of directors, including a reduced ability to perceive and analyze and the inhibition of the expression of views disturbing to colleagues or officers.

Recommendation of the Board of Directors

Firstly, the Bank points out that the composition of its Board of Directors is reviewed continuously and has changed significantly in recent years. Since October 31, 2000, the number of directors was reduced from 18 to 13, and only seven of the 18 members on that date remain members of the Board of Directors as at the date of this Circular.

Moreover, on February 8, 2001, the Board of Directors of the Bank passed a resolution that lowered the retirement age for directors to 68. With the exception of the President and Chief Executive Officer, only three directors have sat on the Board of Directors for ten years or longer. The Bank therefore considers that it has achieved an appropriate balance between the experience of directors familiar with the Bank and the new ideas brought by new directors.

It should also be noted that in recent years it has become more difficult to recruit high-quality directors in the fields of expertise in which the needs of the Bank's Board of Directors are most pressing.

Furthermore, setting strict term limits on directors may have significant negative effects. For example, when Raymond McManus was selected by the Board of Directors as President and Chief Executive Officer, a strict ten-year term limit would have had the effect of excluding Mr. McManus from the process, which would have deprived the Bank of a candidate who already possessed a thorough understanding of the Bank's operations.

The Bank shares the shareholder's opinion that a minimum turnover of directors enhances the effectiveness of a board of directors and the Human Resources and Corporate Governance Committee ensures that such a turnover occurs. The Bank feels that adding an additional restriction to the rules that govern the composition of its Board of Directors would only make it more difficult for the Bank to form the most effective Board of Directors possible.

Consequently, the Board of Directors does not believe it to be appropriate nor advisable to adopt this proposal and recommends voting AGAINST the proposal.

PROPOSAL NO. 2: Limits on stock option plans

It is proposed that Laurentian Bank replace the stock option plan for senior management with a restricted stock plan under which the shares must be held for at least two years.

Stock option plans should be eliminated because they have contributed to undermine the credibility of corporate compensation policies. These plans are unfair towards shareholders, and it has been shown that stock option plans are not compatible with long-term management.

From the shareholders' viewpoint, the effect of granting restricted stock would be to motivate senior management to manage as owners with longer-term objectives in mind. Moreover, the costs related to compensating senior officers would be much easier to identify in the financial statements. It is important to grant restricted stock that must be held for at least two years, as this requires senior management to keep the shares for a minimum period before trading them. This ensures that members of senior management are less inclined to seek short-term profit. That is why several companies in the United States have decided to replace their stock option plans with restricted stock plans.

Recommendation of the Board of Directors

The number of shares that can be issued under the Bank's Stock Option Plan currently in effect is limited to 1.6 million shares. At present, there remain only 112,568 shares for future issuance under the plan, making large new option grants impossible. Also, as the Bank cannot affect the rights of holders under the current plan, the proposed change could not be implemented with respect to the options that have already been granted.

To grant stock options that would result in the issuance of Bank shares beyond the stated limit, a new stock option plan would have to be developed and submitted to the shareholders for approval.

Consequently, the Board of Directors does not believe it to be appropriate nor advisable to adopt this proposal and recommends voting AGAINST the proposal.

SCHEDULE C

Report of the Audit Committee

Dear Shareholders,

As Chairman of the Audit Committee, I have the pleasure of presenting this activity report to you. The purpose of this report is to summarize the Committee's main work during the fiscal year just ended. Initiated last year, this report is made on a voluntary basis; the Bank's Audit Committee considers that this supplemental information is meaningful for the Bank's shareholders.

To fulfil its obligations, the Committee obtains, in the course of its work, the cooperation of various parties, in particular the Bank's management, external auditors and internal audit department. Carried out in conjunction with these parties, the Committee's main accomplishments are as follows:

- Firstly, the Committee thoroughly reviewed its mandate. The revised mandate was approved by the Board of Directors of the Bank and was included in the Bank's Annual Information Form dated January 20, 2005, available on SEDAR at www.sedar.com. It is the Committee's intent that the revised mandate be in compliance with regulatory requirements and in line with best practices of corporate governance. The practice of presenting a yearly activity report to shareholders was included in the mandate.
- The Committee reviewed the Bank's Information Disclosure Policy, a revised version of which was also approved by the Board of Directors.
- In conformity with its mandate and the Information Disclosure Policy, the Committee reviewed the financial statements and management's discussion and analysis included in the Bank's annual report before they were approved by the directors. It also examined the quarterly financial statements and management's discussion and analysis included in the Bank's press releases before they were submitted to the Board of Directors.
- In this regard, the Bank set up an internal process of certification for its entire operations, under which Management submitted a letter of certification to the Audit Committee for the fiscal year ended October 31, 2004, as well as for each interim period of fiscal 2004. This process was introduced during fiscal 2003 and will be continued in compliance with the new regulatory requirements.
- The Committee also reviewed its policy establishing a framework for the prior approval of non-audit services and certain audit services provided by the external auditors. A summary of this policy and the fees of the external auditors invoiced during the last fiscal year is provided in this Circular under the heading "Appointment of the Auditor".
- In its supervisory role, the Committee reviewed and ensured the follow-up of the external audit plan. It also reviewed the results of the annual audit, the recommendation letter that followed the annual audit and the follow-ups that were performed.
- As it does every year, the Committee reviewed and approved the mandate and audit plan of the internal audit function and regularly checked that the function had sufficient resources. It also took cognizance of internal audit's main findings and recommendations and the follow-ups on recommendations as well as its opinion on the internal controls.
- On a continuous basis, the Committee ensured that follow-ups were performed on the main aspects of internal control and compliance and on the recommendations and questions of the various regulatory bodies. In particular, the Committee received and reviewed the completed compliance programs during the fiscal year, reviewed and approved the Bank's compliance policy and checked that the compliance function had sufficient resources.
- Also, as it does every year, the Audit Committee held a meeting, in the absence of representatives of Management, with the Bank's internal auditor, with the external auditors and with the Office of the Superintendent of Financial Institutions in order to discuss all aspects of their respective mandates and any related issues. The Committee also recommended to the Board of Directors the appointment of the external auditors and examined their hiring conditions.
- Lastly, the Committee kept abreast of the steps undertaken by the Bank to comply with the new regulatory requirements aimed at increasing investor confidence (such as those related to financial certification) as well as in matters of continuous disclosure.

It would be remiss of me to conclude without acknowledging the significant contribution of the committee's other members, namely Messrs Jean Bazin, Richard Bélanger, L. Denis Desautels and Gordon Ritchie. Their sense of discipline, professionalism and skills are valuable assets for the Committee as well as for the Bank and its shareholders.

A handwritten signature in black ink, appearing to read "Dominic J. Taddeo". The signature is written in a cursive, flowing style.

Dominic J. Taddeo
Chair of the Audit Committee

SCHEDULE D

Toronto Stock Exchange Guidelines for Effective Governance

TSX Corporate Governance Best Practice Guidelines	Bank compliance	Corporate Governance Standards and Practices in effect at Laurentian Bank
1. The board of directors of every corporation should explicitly assume responsibility for the stewardship of the corporation and, as part of the overall stewardship responsibility, should assume responsibility for the following matters:	Yes	In the general interest of shareholders, business partners, customers and employees, and in accordance with the <i>Bank Act</i> , the Bank's statutes, by-laws and internal policies, and other applicable legislation, the Board of Directors supervises the activities of the Bank, directly or through committees acting in accordance with their written charters. In doing so, the Board of Directors assumes stewardship of the Bank and provides general governance of the Bank's affairs and direction for the development, growth and performance of the Bank. The role of each director is essentially supervisory in nature, with the specific day-to-day management functions and decision-making delegated to the full time officers of the Bank. Nevertheless, various roles and responsibilities are directly assumed by the Board of Directors, as stated by the Board's mandate, or as stated by the Bank's internal policies adopted by the Board of Directors.
a) adoption of a strategic planning process;	Yes	The Board of Directors follows an elaborate strategic planning process. It regularly participates in the Bank's strategic planning process, both at scheduled meetings, whether of the Board of Directors or of the Board's committees, and at <i>ad hoc</i> directors' meetings with the President and Chief Executive Officer. It also attends a strategic planning session at least once a year with Management. The Board of Directors is responsible for reviewing and approving the strategic plan. Furthermore, it approves the three-year plan and the annual budget.
b) identification of the principal risks of the corporation's business and ensuring the implementation of appropriate systems to manage these risks;	Yes	<p>The identification of risks and adequate management processes is a permanent priority for the Board of Directors, which relies in part, to meet this objective, on the Integrated risk management framework that it approved. This framework allows firstly for the identification and evaluation, on a ongoing basis, of the major risks that the Bank faces along with their possible repercussions, secondly for the establishment of sound and prudent risk limits and risk management policies and finally allows for the establishment and application of efficient internal controls for the prudent control of these risks. The responsibilities regarding the supervision of risk management is shared between the Risk Management Committee, which annually reviews and adopts various policies intended to control management of these risks and quarterly receives an integrated risk management report from Management, the Audit Committee, which receives a report from the Internal Auditor at the end of each fiscal quarter as well as a certification from senior management regarding financial statements, and the Human Resources and Corporate Governance Committee, which is involved in the nomination, remuneration and evaluation of senior management. The Board of Directors receives periodically verbal and written reports from all the committees regarding the work accomplished and, each year, a report from external auditors regarding the reliability of financial statements and the review of internal controls.</p> <p>Among the policies approved by the Board of Directors on recommendation by the committees are the following:</p> <ul style="list-style-type: none"> Code of Ethics (employees) Code of Ethics (service providers) Privacy Code Compliance Policy Policy on Outsourcing Risk Management Information Disclosure Policy Information Security Management Policy

TSX Corporate Governance Best Practice Guidelines	Bank compliance	Corporate Governance Standards and Practices in effect at Laurentian Bank
		<p>Money Laundering and Terrorist Financing Compliance Policy Personal Information Protection Policy Integrated Risk Management Framework Policy Operational Risk Policy Credit Policies Professional Responsibility Risk Management Policy Policy on Important Change Approval General Allowances for Credit Risk Policy Market Risk Management Policies</p> <p>These policies are reviewed yearly. More details are provided in the Risk Management section of the Bank's 2004 Annual Report (available on SEDAR at www.sedar.com).</p>
c) succession planning, including appointing, training and monitoring senior management;	Yes	<p>The Human Resources and Corporate Governance Committee supervises succession planning and the training plan development process. The Human Resources and Corporate Governance Committee approves the appointments of vice-presidents, levels I to IV, along with their compensation and other working conditions. The Committee also reviews the annual assessments of the performance of executive officers. In conjunction with the members of the Board of Directors, it annually assesses the performance of the President and Chief Executive Officer and establishes his compensation. The Committee periodically reviews the succession plans for each major department of the Bank and also ensures that function descriptions for the President and Chief Executive Officer and other executives officers, the Chairman of the Board, the committees chairpersons, as well as a code of conduct applicable to all directors, exist and are up-to-date.</p>
d) a communications policy for the corporation;	Yes	<p>In order to assert its openness in matters of communication, the Bank applies the Information Disclosure Policy, which covers the continuous and timely communication of all important financial information. This policy, reviewed annually by the Board of Directors, was established to ensure a fair treatment of all shareholders, investors, public and other parties regarding disclosure of information considered to be material. The Board of Directors, directly or through a committee, also approves, in addition to financial statements, all press releases containing financial information, along with management's discussion and analysis included in quarterly and annual public reports.</p> <p>The Bank has adopted a series of mechanisms that enable it to quickly communicate information to shareholders, customers, employees and the general public on a regular basis. These mechanisms include the publication of the Annual Report and the quarterly reports, the dissemination of press releases via the newswires and their posting on the Bank's website, www.laurentianbank.com, conference calls with analysts concerning quarterly financial results, which shareholders, journalists and the general public can attend directly by phone or via the Internet, and by subsequently accessing the Bank's website. This site provides customers, shareholders and the general public with means of communicating with the Bank or of consulting information regarding the organization and its lines of businesses, products and services, etc. Communications with shareholders are quickly processed by the Bank, either by the Secretary's Office, the Investor Relations department or by the transfer agent and registrar. The minutes of the Annual Meeting are sent to shareholders with this Circular.</p>
e) the integrity of the corporation's internal control and management information systems.	Yes	<p>Several committees ensure, as part of their specific mandate, the integrity of internal control systems and management information systems. The head of the Internal Audit as well as senior management also report to the Audit</p>

TSX Corporate Governance Best Practice Guidelines	Bank compliance	Corporate Governance Standards and Practices in effect at Laurentian Bank
		Committee on the integrity of the internal control systems. In particular, the Internal Auditor presents quarterly to the Audit Committee a report on the sufficiency and compliance to internal control policies and procedures of the Bank and, annually, an opinion on the internal controls of the Bank.
2. The board of directors of every corporation should be constituted with a majority of individuals who qualify as unrelated directors. An unrelated director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the corporation, other than interests and relationships arising from shareholding. A related director is a director who is not an unrelated director. If the corporation has a significant shareholder, in addition to a majority of unrelated directors, the board should include a number of directors who do not have interests in or relationships with either the corporation or the significant shareholder and which fairly reflects the investment in the corporation by shareholders other than the significant shareholder. A significant shareholder is a shareholder with the ability to exercise a majority of the votes for the election of the board of directors.	Yes	<p>At the date of this Circular, only Mr. Raymond McManus, President and Chief Executive Officer, is an internal director.</p> <p>No external director is related to the Bank.</p> <p>The Bank has no significant shareholder as meant by the Guidelines. Under the <i>Bank Act</i>, the Bank cannot have a shareholder that can exercise a majority of the votes for the election of the Board of Directors, or that possesses a substantial investment in the Bank.</p>
3. The application of the definition of "unrelated director" to the circumstances of each individual director should be the responsibility of the board which will be required to disclose on an annual basis whether the board has a majority of unrelated directors or, in the case of a corporation with a significant shareholder, whether the board is constituted with the appropriate number of directors which are not related to either the corporation or the significant shareholder. Management directors are related directors. The board will also be required to disclose on an annual basis the analysis of the application of the principles supporting this conclusion.	Yes	<p>The Board of Directors, through its Human Resources and Corporate Governance Committee, periodically analyses its composition and while doing so, determines whether directors are related or unrelated. The definition of "related director" provided by the Toronto Stock Exchange is considered for this determination.</p> <p>The Board of Directors follows a practice not to appoint internal directors, except for the President and Chief Executive Officer. Furthermore, the relationships of any candidate with the Bank or its subsidiaries are assessed before appointing a new director.</p> <p>No director other than the President and Chief Executive Officer is related; the directors do not participate in the day-to-day operations of the Bank, nor do they have commercial, business or financial relationships with the Bank or its group that can reasonably be expected to affect the exercise of the director's best judgement, nor do they receive any compensation from the Bank other than as directors.</p> <p>The directors collectively attended 88% of the meetings of the Board of Directors or of its committees held during the year. More information about each director can be found under the heading "Election of Directors" of this Circular.</p>
4. The board of directors of every corporation should appoint a committee of directors composed exclusively of outside, i.e., non-management, directors, a majority of whom are unrelated directors, with the responsibility for proposing to the board new nominees to the board and for assessing directors on an ongoing basis.	Yes	The Board of Directors has mandated the Human Resources and Corporate Governance Committee, composed exclusively of outside and unrelated directors, to oversee, on an annual basis, the assessment of directors. The Committee is also mandated to propose new nominees to the Board of Directors. The appointed candidates usually answer to at least one expertise requirement of the Board of Directors in a strategic field of interest for the Bank, determined following an analysis of the composition of the Board of Directors performed by the Committee. Various other selection criteria are also applied.
5. Every board of directors should implement a process to be carried out by the nominating committee or other appropriate committee for assessing the effectiveness of the board as a whole, the committees of the board and the contribution of individual directors.	Yes	The Board of Directors has adopted a process intended to assess its efficiency along with the contribution of directors. The Human Resources and Corporate Governance Committee has been charged with applying this process. During the annual review of the composition of the Board of Directors, the Committee evaluates the contribution of the directors to the work of the Board of Directors and its committees.

TSX Corporate Governance Best Practice Guidelines	Bank compliance	Corporate Governance Standards and Practices in effect at Laurentian Bank
		Furthermore, the Chairman of the Board of Directors administrates an evaluation questionnaire of the Board of Directors and of its committees, which is completed by each director. The Chairman then meets with each director individually, and the results of the questionnaire are summed up. Improvements can then be brought when required, according to the results.
6. Every corporation, as an integral element of the process for appointing new directors, should provide an orientation and education program for new recruits to the board.	Yes	Every new director is mentored by a more experienced member of the Board of Directors and is matched up with a member of Management to ensure that all directors have access to all the information they may require. Meetings with the Chairman of the Board of Directors and with the President and Chief Executive Officer are also organized. Furthermore, an information manual is provided to each director and is regularly updated. Most meetings of the Board of Directors include presentations on topics of interest to the directors. Directors are also invited to attend seminars, at the Bank's expense.
7. Every board of directors should examine its size and, with a view to determining the impact of the number upon effectiveness, undertake where appropriate, a program to reduce the number of directors to a number which facilitates more effective decision-making.	Yes	The Board of Directors annually reviews its size, with the participation of the Human Resources and Corporate Governance Committee. This number was reduced in 1997, in 2001 and in 2004. During the last completed financial year, the Human Resources and Corporate Governance Committee determined that the size of the Board of Directors was adequate and that it did not require adjustments. The size of the Board of Directors is set in order to ensure that the Board of Directors has an appropriate mix of experiences and skills, that it reflects the geographical representation and economic sectors in which the Bank pursues its activities, and to ensure an efficient decision-making process. The Board of Directors also reviews periodically the number and responsibilities of its committees to facilitate director participation.
8. The board of directors should review the adequacy and form of the compensation of directors and ensure that the compensation realistically reflects the responsibilities and risk involved in being an effective director.	Yes	The Board of Directors, through the Human Resources and Corporate Governance Committee, periodically requests a market analysis to ensure that directors' remuneration is adequate and competitive. In 2000, a deferred stock unit plan was introduced; directors can thus choose this plan instead of compensation in cash or in shares, once they hold a minimum of 2,000 shares of the Bank. Excluding their meeting fees, the directors receive no cash compensation until they hold 2,000 shares of the Bank. Please refer to the information under the heading "Compensation of Directors" of this Circular for more information on directors' compensation during the 2004 financial year.
9. Committees of the board of directors should generally be composed of outside directors, a majority of whom are unrelated directors, although some board committees, such as the executive committee, may include one or more inside directors.	Yes	All of the committees are formed exclusively of outside and unrelated directors as only the President and Chief Executive Officer, who is not a member of a committee, is both a director and a member of Management. The Board of Directors has three committees: - Audit Committee - the Risk Management Committee - the Human Resources and Corporate Governance Committee The Bank's Annual Report, available on the Bank's website (www.laurentianbank.com), contains a section presenting the composition and the mandates of the committees.
10. Every board of directors should expressly assume responsibility for, or assign to a committee of directors the general responsibility for, developing the corporation's approach to governance issues. This committee would, amongst other things, be responsible for the corporation's response to these governance guidelines.	Yes	The Board of Directors has delegated to the Human Resources and Corporate Governance Committee the responsibility for implementing various elements of corporate governance. The Committee is also in charge of following up the TSX guidelines in this area. It therefore puts in place and monitors corporate governance rules and good practices and makes recommendations to the Board of Directors for improvements, as required.

TSX Corporate Governance Best Practice Guidelines	Bank compliance	Corporate Governance Standards and Practices in effect at Laurentian Bank
<p>11. The board of directors, together with the CEO, should develop position descriptions for the board and for the CEO, involving the definition of the limits to management's responsibilities. In addition, the board should approve or develop the corporate objectives which the CEO is responsible for meeting</p>	Yes	<p>The Board of Directors has defined its responsibilities, including that of setting the general objectives of the Bank together with those of the President and Chief Executive Officer. It also assesses these responsibilities. Position descriptions have been developed for the Board of Directors and the positions of Chairman of the Board and President and Chief Executive Officer. The Human Resources and Corporate Governance Committee, in conjunction with members of the Board of Directors, determines the objectives of the President and Chief Executive Officer. The Committee annually assesses the performance of the President and Chief Executive Officer and reports to the Board of Directors on its assessment.</p> <p>The functions descriptions elaborated for the President and Chief Executive Officer, for the Chairman of the Board and for the Board of Directors itself, as well as the Bank's various internal policies adopted by the Board of Directors, contribute to define the limits to Management's responsibilities.</p>
<p>12. Every board of directors should have in place appropriate structures and procedures to ensure that the board can function independently of management. An appropriate structure would be to (i) appoint a chair of the board who is not a member of management with responsibility to ensure the board discharges its responsibilities or (ii) adopt alternate means such as assigning this responsibility to a committee of the board or to a director, sometimes referred to as the "lead director". Appropriate procedures may involve the board meeting on a regular basis without management present or may involve expressly assigning the responsibility for administering the board's relationship to management to a committee of the board.</p>	Yes	<p>Appropriate measures are in place to ensure the autonomy of the Board of Directors with regard to Management. The Chairman of the Board is not a member of Management and the only director who is a member of Management is the President and Chief Executive Officer. The Board of Directors regularly meets in the absence of senior management.</p> <p>Periodically, the Audit Committee and the Risk Management Committee hold private meetings with the heads of the Bank's supervisory functions (Internal Audit, Risk Management and Compliance).</p>
<p>13. The audit committee of every board of directors should be composed only of outside directors. The roles and responsibilities of the audit committee should be specifically defined so as to provide appropriate guidance to audit committee members as to their duties. The audit committee should have direct communication channels with the internal and external auditors to discuss and review specific issues as appropriate. The audit committee duties should include oversight responsibility for management reporting on internal control. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the audit committee to ensure that management has done so.</p>	Yes	<p>The Audit Committee is composed only of outside and unrelated directors. In regular direct communication with auditors appointed by the shareholders and with internal auditors, this committee monitors the internal control system set by Management. In discharging their responsibilities, the Committee members meet, together or separately, with the officers and the external auditors to discuss the financial matters within their mandate. They also meet each year with the Superintendent of Financial Institutions of Canada or his representative.</p> <p>The Committee has a written mandate, which defines its roles and responsibilities, with regard to, particularly, financial information, external and internal auditors, as well as internal control and management systems. The mandate is revised when necessary and is approved by the Board of Directors.</p>
<p>14. The board of directors should implement a system which enables an individual director to engage an outside advisor at the expense of the corporation in appropriate circumstances. The engagement of the outside advisor should be subject to the approval of an appropriate committee of the board.</p>	Yes	<p>The Board of Directors has a Policy on the External Advisors Services. This Policy allows the Board of Directors, a committee or a director, when required by the circumstances, to hire the services of external advisors at the Bank's costs.</p> <p>The Policy provides for various circumstances under which the hiring of external advisors can be justified, while recognizing that such situations may vary.</p> <p>When a director, the Board of Directors or one of its committees require the services of an external advisor, the matter must be submitted to the Human Resources and Corporate Governance Committee, which will evaluate the matter's relevance by considering enumerated criteria.</p>

SCHEDULE E

Code of Procedure

1. Application

This code shall govern the conduct of annual and special meetings of shareholders of Laurentian Bank of Canada.

It is a complement to the provisions of the *Bank Act* (the "Act"), of the regulations or guidelines thereunder and of the Bank's General By-laws. In case of conflict, the Act, regulations or by-laws shall prevail.

2. Role of Chairman

The chair of the meeting shall preside over its deliberations and ensure its orderly conduct.

The chair has all powers necessary to ensure that the meeting is able to effectively conduct the business for which it was called.

To this end, the chair shall interpret this code and his or her decisions shall be without appeal.

Everyone attending the meeting, whether or not a shareholder, must comply with the chair's instructions.

3. Expression of resolution

Except in cases where a special resolution is required, the meeting shall proceed by way of resolution approved by a majority of the votes cast. These proposals must be moved by a shareholder and seconded, except for a proposal set out in the Circular.

4. Right to speak

Every shareholder has the right to address the meeting.

A shareholder wishing to exercise this right shall ask the chair for the floor.

5. Speaking time

Except as provided otherwise in this code, no shareholder may speak for more than five minutes at a time.

However, the chair may allow a longer speaking time in exceptional circumstances.

6. Pertinence and good order

A shareholder who has the floor must speak to the matter before the meeting.

Shareholders addressing the meeting must speak soberly and avoid language that is violent, insulting or injurious to anyone.

The chair may direct a shareholder to keep to the matter under discussion or to comply with this standard of conduct. Failing compliance, the chair may deprive the shareholder of the floor.

7. Shareholder proposals

The shareholder who under the Act submitted notice of a proposal set out in the Circular is entitled to speak first when the proposal comes before the meeting.

This shareholder must formally move the adoption of the proposal at the beginning or end of his or her presentation and may speak for a maximum of 10 minutes.

At the end of the debate, the mover has a three-minute right of reply.

8. Debate on a shareholder proposal

Every shareholder is entitled to speak to a motion, but only once.

The representative of management may speak as often as he or she deems appropriate, but for no more than 10 minutes for his or her main speaking time and no more than two minutes for other remarks.

9. Amendment of a shareholder proposal

A shareholder proposal may not be amended except with the consent of the mover and the permission of the chair.

10. General matters

In the period open to shareholder questions, any shareholder may ask a question to management, state an opinion or raise a matter of general interest to the Bank.

Such a question or remark may be the object of a supplementary question or brief reply but may not give rise to a debate.

SCHEDULE F

Summary of attendance for the financial year ended on October 31, 2004

Name	Board of Directors Attendance	Audit Committee Attendance	Risk Management Committee Attendance	Human Resources and Corporate Governance Committee Attendance
Jean Bazin <i>(Member of the Audit Committee since May 27, 2004)</i>	14/16	1/1	4/5	
Richard Bélanger	14/16	4/4		
Ève-Lyne Biron <i>(Member of the Human Resources and Corporate Governance Committee since May 27, 2004)</i>	14/16	3/3		1/1
Ronald Corey	13/16			6/6
L. Denis Desautels	15/16	4/4		5/6
Christiane Germain <i>(Director until June 30, 2004)</i>	6/11			4/5
Georges Hébert	14/16		7/7	
Veronica S. Maidman	16/16		7/7	
Suzanne Masson <i>(Director until November 7, 2003)</i>	1/1			
Raymond McManus	15/16			
Pierre Michaud	11/16			6/6
Carmand Normand <i>(Director since July 1st, 2004)</i>	5/5		2/2	
Gordon Ritchie <i>(Member of the Risk Management Committee until May 27, 2004)</i>	14/16	3/4	3/5	
Dominic J. Taddeo	16/16	4/4		
Jonathan I. Wener	13/16		7/7	

Summary of Board of Directors and Committee Meetings Held

Board of Directors	16
Audit Committee	4
Risk Management Committee	7
Human Resources and Corporate Governance Committee	6