

Appendix B: Board of Directors Attendance, Compensation and Expense Report

This report provides the annual meeting attendance record of directors, and confirms Directors' compliance with the Directors Remuneration Policy and Expense Guideline (the "**Remuneration Policy**"). There are no exceptions reported pertaining to any Director remuneration or expense reimbursement claimed and paid for the reporting period of April 2023 through March 2024.

Attendance

Attendance at Board meetings is considered one measure of the commitment and contribution of an individual director to corporate governance at an organization. ATB Financial directors are expected to attend Board meetings and all committee meetings in which they serve. Consistent with Canadian Securities Administrators National Instrument 58-101 *Disclosure of Corporate Governance Practices* and best practices of corporate governance and disclosure in both the financial services sectors and of large Crown corporations, the ATB Financial Board voluntarily discloses the attendance record of each director for the fiscal year April 1, 2023 to March 31, 2024 in the ATB Financial Annual Report.

Attendance at Board and Committee meetings for the fiscal year April 1, 2023 to March 31, 2024 is listed based upon meetings in which minutes were recorded for that fiscal year. Attendance by directors does not disclose participation in additional Board or organization events.

As a reminder, directors who abstained from joining a meeting are also noted. This change is to more accurately reflect directors' attendance, and to further confirm ATB's conflict of interest policy in action.

Director Attendance Record

Director (Total Number of Meetings)	Board (4) (Special Board) (5)	Audit (4)	Gov (4)	HR (4) (Special HR) (3)	Risk(5) (Special Risk) (18)	Attendance Percentage¹ (Special meetings)²
Joan Hertz (Chair)	4/4 (5/5)	4/4	4/4	4/4 (3/3)	5/5 (17/18)	100% ³ (96%)
Jim Davidson	4/4 (5/5)	n/a	n/a	4/4 (3/3)	5/5 (16/18)	100% (92%)
Andy Fraser ⁴	4/4 (5/5)	1/1	n/a	4/4 (3/3)	4/4 (11/11)	100% (100%)
Wendy Henkelman ⁵	4/4 (4/5)	1/1	3/3	4/4 (3/3)	n/a	100% (88%)
Barry James	4/4 (4/5)	4/4	n/a	n/a	5/5 (13/17) ⁶	100% (77%)
Michael Kelly ⁷	4/4 (5/5)	3/3	n/a	1/1 (1/1)	5/5 (18/18)	100% (100%)
Robert Logan ⁸	4/4 (5/5)	n/a	3/3	1/1 (1/1)	5/5 (17/18)	100% (96%)
Jill Matthew	4/4 (5/5)	4/4	n/a	4/4 (3/3)	n/a	100% (100%)
Manjit Minhas	4/4 (5/5)	n/a	2/4	2/4 (3/3)	n/a	67% (100%)
Mary Ellen Neilson	4/4 (5/5)	4/4	n/a	n/a	5/5 (18/18)	100% (100%)
Robert Pearce ⁹	1/1 (2/2)	n/a	1/1	n/a	1/1 (7/7)	100% (100%)

¹ The attendance percentage is calculated based upon the total of all regularly scheduled Board and Committee meetings possible for each applicable director for the fiscal year. Attendance as guests on Committees is not captured.

² The attendance percentage is calculated based upon the total of all special meetings that were not scheduled in advance.

³ The Chair of the Board may attend all Committee meetings but this percentage is calculated using Board meetings only.

⁴ Andy Fraser left the Audit Committee and joined the Risk Committee on June 16, 2023.

⁵ Wendy Henkelman left the Audit Committee and joined the Governance and Conduct Review Committee on June 16, 2023.

⁶ Barry James abstained from one (1) meeting due to a potential conflict.

⁷ Michael Kelly left the Human Resources Committee and joined the Audit Committee on June 16, 2023.

⁸ Rob Logan left the Human Resources Committee and joined the Governance and Conduct Review Committee on June 16, 2023.

⁹ Rob Pearce retired from the Board on June 15, 2023.

Diane Pettie ¹⁰	1/1 (2/2)	n/a	1/1		1/1 (7/7)	100% (100%)
Maryse Saint-Laurent	4/4 (5/5)	4/4	4/4	n/a	n/a	100% (100%)
Don Smitten	4/4 (5/5)	4/4	4/4	n/a	n/a	100% (100%)

Remuneration Policy and Expense Guideline

The Remuneration Policy was last approved by the Board in August, 2023. Pursuant to the Remuneration Policy, management is accountable to ensure processes are in place to maintain compliance with remuneration and expense requirements.

Management is also responsible to report any actual or potential exceptions to the Remuneration Policy to the Governance and Conduct Review Committee. A process led and undertaken by the Governance Team, with high level quarterly reviews of the Chair's expenses by the SVP Internal Assurance and Audit Committee Chair, has been developed by management for the review, approval and payment of remuneration and expenses. No exceptions to the Remuneration Policy have arisen during this reporting period.

The Chief Legal and Sustainability Officer & Corporate Secretary is responsible for reporting any concerns pertaining to remuneration or expense reimbursement to the Chair, unless such concerns relate to the Chair, in which case the report is made to the Chair of the Governance and Conduct Review Committee. No concerns regarding remuneration or expenses have arisen that required reporting during this reporting period.

Remuneration

Remuneration for directors for retainers and meeting fees is approved through Order in Council 69/2004 and, pursuant to agreement with the President of Treasury Board and Minister of Finance, additional compensation was agreed upon to appropriately recognize the contributions of the Board to ATB by setting the compensation philosophy for the Board at mid range of its peers considering the size and complexity of ATB. There were 14 directors for a portion of the year and the total director compensation for the fiscal year ending March 31, 2024 was \$1,525,600.00.

¹⁰ Diane Pettie retired from the Board on June 15, 2023.