



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 2022 through March 2023.

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 the financial services area, the ATB Financial Board voluntarily discloses the attendance record of each director for the fiscal year April 1, 2022 to March 31, 2023 in the ATB Financial Annual Report.

Attendance at Board and Committee meetings for the fiscal year April 1, 2022 to March 31, 2023 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 they are requested to attend.

Last year, the report was changed to also indicate if there was a director who abstained from joining a meeting. This change was actioned 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) (1)	Audit (4)	Gov (4)	HR (4) (Special HR) (1)	Risk(5) (Special Risk) (12)	Attendance Percentage ¹ (Special meetings) ²
Joan Hertz (Chair)	4/4 (1/1)	4/4	4/4	4/4 (1/1)	5/5 (11/12)	100% ³ (100%)
Diane Brickner ⁴	1/1 (1/1)	n/a	1/1	1/1 (1/1)	n/a	100% (100%)
Jim Davidson	4/4 (1/1)	n/a	n/a	4/4 (1/1)	5/5 (10/12)	100% (86%)
Andy Fraser	4/4 (1/1)	4/4	n/a	4/4 (1/1)	n/a	100% (100%)
Wendy Henkelman	4/4 (1/1)	4/4	n/a	4/4 (1/1)	n/a	100% (100%)
Barry James	4/4 (1/1)	4/4	n/a	n/a	5/5 (11/11) ⁵	100% (100%)
Michael Kelly ⁶	3/3	n/a	n/a	3/3	4/4 (7/7)	100% (100%)
Robert Logan	4/4 (1/1)	n/a	n/a	4/4 (1/1)	5/5 (12/12)	100% (100%)
Patrick Lor ⁷	1/1 (1/1)	1/1	1/1	n/a	n/a	100% (100%)
Jill Matthew ⁶	3/3	3/3	n/a	3/3	n/a	100% ⁸
Manjit Minhas ⁹	4/4 (1/1)	n/a	4/4	3/3	1/1 (3/5)	100% (80%)
Mary Ellen Neilson	4/4 (0/1)	4/4	n/a	n/a	5/5 (12/12)	100% (92%)
Robert Pearce	4/4 (1/1)	n/a	4/4	n/a	5/5 (12/12)	100% (100%)
Diane Pettie ¹⁰	4/4 (1/1)	n/a	4/4	1/1 (1/1)	4/4 (7/7)	100% (100%)
Don Smitten ⁶	2/3	2/3	2/3	n/a	n/a	67% ⁸
Maryse Saint-Laurent ⁶	3/3	3/3	3/3	n/a	n/a	100% ⁸

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 Diane Brickner left the ATB Board of Directors on June 16, 2022.

⁵ Barry James abstained from attending one Special Risk Committee meeting.

⁶ Michael Kelly, Jill Matthew, Don Smitten and Maryse Saint Laurent joined the Board of Directors on June 16, 2022.

⁷ Patrick Lor left the ATB Board of Directors on June 16, 2022.

⁸ Jill Matthew, Don Smitten, and Maryse Saint-Laurent did not attend any Special Meetings that were not scheduled in advance.

⁹ Manjit Minhas left the Risk Committee and joined the Human Resources Committee on June 16, 2022.

¹⁰ Diane Pettie left the Human Resources Committee and joined the Risk Committee on June 16, 2022.



Remuneration Policy and Expense Guideline

The Remuneration Policy was last approved by the Board in August, 2019. 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 has been developed by management for the review, approval and payment of remuneration and expenses. The process is led and undertaken by the Governance Team, with high level quarterly reviews of the Chair's expenses by the VP Internal Assurance. 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 of Board members was set by Order in Council 69/2004 and has not changed since 2004. Remuneration paid to individual directors who served as directors during fiscal year 2023 is set out below. Remuneration includes:

1. Fees for Board meeting attendance;
2. Fees for attendance at Board Education Sessions, the Board Retreat and other Board Business Meetings, the purpose of which is to conduct the business of the Board or advance the business of ATB Financial but for which meetings were not included in the attendance records disclosed above (including ad hoc Selection Committee meetings, guest attendance at Committee meetings, meetings with external consultants and auditors, and orientation;
3. Annual retainers;
4. Chair retainers; and
5. Travel and meeting preparation fees.

Compensation is disclosed for the period April 1, 2022 to March 31, 2023 in the ATB Financial Annual Report. An increase in aggregate compensation YoY is noted due to there being 14 Board Members in FY23 compared to 12 in FY22.



Director Compensation Table

Director name	Annual retainer	Board Chair retainer	Committee Chair Retainer	ATB meeting fees	Total
Joan Hertz	\$15,000	\$15,000		\$37,900	\$67,900
Diane Brickner	\$3,750			\$4,300	\$8,050
Jim Davidson	\$15,000			\$23,800	\$38,800
Andy Fraser	\$15,000			\$19,000	\$34,000
Wendy Henkelman	\$15,000		\$2,000	\$25,500	\$42,500
Barry James	\$15,000		\$2,000	\$32,700	\$49,700
Michael Kelly	\$11,250			\$23,900	\$35,150
Robert Logan	\$15,000			\$24,500	\$39,500
Patrick Lor	\$3,750			\$3,800	\$7,550
Jill Mathew	\$11,250			\$14,450	\$29,450
Manjit Minhas	\$15,000			\$19,500	\$34,500
Mary Ellen Neilson	\$15,000		\$2,000	\$28,800	\$45,800
Rob Pearce	\$15,000			\$25,600	\$40,600
Diane Pettie	\$15,000		\$2,000	\$29,000	\$46,000
Maryse Saint Laurent	\$11,250			\$16,100	\$27,350
Don Smitten	\$11,250			\$15,900	\$27,150
Total					\$574,000

Total compensation for Fiscal Year 2023 was \$574,000 compared to Fiscal Year 2022 of \$502,150.