

**ATB Financial (“ATB”)
Audit Committee Information Disclosure
National Instrument 52-110**

Audit Committee Information Disclosure (Form 52-110 FI)	ATB Alignment
1. The Audit Committee’s Charter	
Disclose the text of the audit committee’s charter.	The full text of the Terms of Reference for the Audit Committee is made publicly available at www.atb.com .
2. Composition of the Audit Committee	
Disclose the name of each audit committee member and state whether or not the member is (i) independent and (ii) financially literate.	<p>The names of the Audit Committee members are as follows:</p> <ul style="list-style-type: none"> • Barry James (Chair) • Andy Fraser • Don Smitten • Jill Matthew • Mary Ellen Neilson • Maryse Saint-Laurent • Rob Logan • Wendy Henkelman <p>Each Audit Committee member is:</p> <p>(i) independent; and</p> <p>(ii) financially literate.</p> <p>Biographies and further information about each Audit Committee member are available on www.atb.com.</p>
3. Relevant Education and Experience	
Describe the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member and, in particular, disclose any education or experience that would provide the member with:	<p>The education and experience of each of the Audit Committee members is made publicly available at www.atb.com.</p> <p>Barry James BCom, FCPA, FCA, ICD.D, earned his Bachelor of Commerce with Distinction from the University of Alberta and is a Fellow of the Chartered Professional Accountants of Alberta. Mr. James had an accounting and auditing practice at PwC and was Managing Partner at PwC’s Edmonton office for 10 years. Mr. James is a recently retired advisor with Lloyd Sadd Insurance and is</p>
<p>a) an understanding of the accounting principles used by the issuer to prepare its financial statements;</p> <p>b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;</p>	

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<p>c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising one or more persons engaged in such activities; and</p> <p>d) an understanding of internal controls and procedures for financial reporting.</p>	<p>Audit Committee Chair on multiple public company and other boards. Mr. James has been a member of the ATB Audit Committee since 2014.</p> <p>Andy Fraser BA, MBA, ICD.D earned his Bachelor Arts (Economics) from Wilfrid Laurier University and his Master of Business Administration from the University of Victoria. Mr. Fraser held numerous executive roles with Finning International over a 30 year career with the company and he is now Executive Chair of NCSG Crane and Heavy Haul. Mr. Fraser has been a member of the Audit Committee since 2020.</p> <p>Don Smitten B.Comm, CPA, CA earned his Bachelor of Commerce degree from the University of Alberta and is a Chartered Professional Accountant. Mr. Smitten spent the bulk of his career with the Alberta Motor Association in numerous roles, including 20 years serving as President and CEO, as well as CEO for its subsidiaries AMA Insurance Company and Bridgewater Bank. Mr. Smitten joined ATB's Audit Committee in June 2022.</p> <p>Jill Matthew CPA, CA, CMC, ICD.D earned her Bachelor of Commerce from the University of Alberta. Ms. Matthew is a Chartered Accountant, Certified Management Consultant, and holds an Institute of Corporate Directors designation. Ms. Matthew brings over 30 years of experience as a Chief Financial Officer and other roles in the private and public sector. She was previously the Audit Committee Chair for Athabasca University. Ms. Matthew has served on ATB's Audit Committee since June 2022.</p> <p>Mary Ellen Neilson BCom, CPA, CMA, MBA, ICD.D earned her Bachelor of Commerce from the University of Calgary, Master of Business Administration from York University and CMA and CPA designations from the Chartered Professional Accountants of Ontario and Alberta. Ms. Neilson had a 30 year financial services career holding senior executive roles at a large Canadian bank, and has been Audit Committee Chair or a member for a number of public, private and non-profit organizations. Ms. Neilson is Chair of the Risk Committee and has been a member of the Audit Committee since 2020.</p> <p>Maryse Saint-Laurent B.A., L.L.B., L.L.M. earned her Bachelor of Laws from the University of Alberta and Master of Laws (securities and finance) from Osgoode Hall Law School. Ms. Saint-Laurent is an experienced corporate, transactional, and securities lawyer, having led numerous M&A and financing transactions. Ms. Saint-Laurent also held professional and executive roles for several large public companies over the course of her career. Ms. Saint-Laurent</p>
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	<p>has also served on several Audit Committees of public companies as well as non-profit organizations. She joined ATB's Audit Committee in June 2022.</p> <p>J. Robert Logan Jt. Hons. BSc., MBA, ICD.D earned his Bachelor of Science (Jt. Hons.) from the University of Waterloo and his Master of Business Administration (Dean's List) from the University of Western Ontario. Mr. Logan has accomplished a number of corporate turnarounds as well as having held executive positions with multi-national Canadian and US banks. Mr. Logan has been a member of the Audit Committee for a number of publicly-traded and private companies as well as having joined ATB's Audit Committee in June 2020.</p> <p>Wendy Henkelman BCom, CPA, CA earned her Bachelor of Commerce with Distinction from the University of Alberta and CA and CPA designations from the Chartered Professional Accountants of Alberta. Ms. Henkelman held senior executive finance positions at large energy companies and is Chair of the Audit Committees on two public company boards. Ms. Henkelman has been a member of the ATB Audit Committee since 2014.</p>
4. Reliance on Certain Exemptions	
<p>If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied on</p> <ul style="list-style-type: none"> a) the exemption in section 2.4 (<i>De Minimis Non-audit Services</i>); b) the exemption in section 3.2 (<i>Initial Public Offerings</i>); c) the exemption in section 3.4 (<i>Events Outside Control of Member</i>); d) the exemption in section 3.5 (<i>Death, Disability or Resignation of Audit Committee Member</i>); or e) an exemption from this Instrument, in whole or in part, granted under Part 8 (<i>Exemptions</i>), <p>and state that fact.</p>	<p>In the most recently completed financial year ATB has not relied on any of the exemptions identified in sections 2.4, 3.2, 3.4, 3.5 or under Part 8.</p>
5. Reliance on the Exemption in Subsection 3.3(2) or Section 3.6	
<p>If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied upon the exemption in subsection 3.3(2) (<i>Controlled Companies</i>) or section 3.6 (<i>Temporary Exemption for Limited and Exceptional Circumstances</i>), state that fact and disclose</p> <ul style="list-style-type: none"> a) the name of the member; and b) the rationale for appointing the member to the audit committee. 	<p>In the most recently completed financial year ATB has not relied on any of the exemptions in subsection 3.3(2), or section 3.6.</p>
6. Reliance on Section 3.8	

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<p>If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied upon section 3.8 (<i>Acquisition of Financial Literacy</i>), state that fact and disclose</p> <p>a) the name of the member;</p> <p>b) that the member is not financially literate; and</p> <p>c) the date by which the member expects to become financially literate.</p>	<p>In the most recently completed financial year ATB has not relied upon exemptions in section 3.8.</p>
<p>7. Audit Committee Oversight</p>	
<p>If, at any time since the commencement of the issuer's most recently completed financial year, a recommendation of the audit committee to nominate or compensate an external auditor was not adopted by the board of directors, state that fact and explain why.</p>	<p>Pursuant to the Auditor General Act of Alberta (the "<i>AG Act</i>") the Auditor General of Alberta (the "Auditor General") is the auditor of ATB and has the authority to engage an agent. As such, the Audit Committee does not make a recommendation to nominate or compensate an external auditor to the Board of Directors.</p>
<p>8. Pre-Approval Policies and Procedures</p>	
<p>If the audit committee has adopted specific policies and procedures for the engagement of non-audit services, describe those policies and procedures.</p>	<p>The Audit Committee has not adopted specific policies for the engagement of non-audit services, as the Auditor General does not provide services other than those set out in the AG Act.</p> <p>The Audit Committee receives annual reporting on any non-audit engagement of the agent for the Auditor General by ATB, and prior approval of the Auditor General is required for any such services. KPMG is currently the agent for the Auditor General in respect of ATB's audit.</p>
<p>9. External Auditor Service Fees (By Category)</p>	
<p>a) Disclose, under the caption "Audit Fees", the aggregate fees billed by the issuer's external auditor in each of the last two fiscal years for audit services.</p>	<p>Audit Fees</p> <p>The Auditor General does not charge any fees for their audit of the financial statements of ATB or charge for any reimbursement of the costs of their agent.</p>
<p>b) Disclose, under the caption "Audit-Related Fees", the aggregate fees billed in each of the last two fiscal years for assurance and related services by the issuer's external auditor that are reasonably related to the performance of the audit or review of the issuer's financial statements and are not reported under clause (a) above. Include a description of the nature of the services comprising the fees disclosed under this category.</p>	<p>Audit-Related Fees</p> <p>The mandate and nature of services provided by the Auditor General are set forth in the <i>AG Act</i> and other legislation and include; financial statement audits, systems audits and value for money audits. No fees are charged for any of those engagements.</p>
<p>c) Disclose, under the caption "Tax Fees", the aggregate fees billed in each of the last two fiscal years for professional services rendered by the issuer's external auditor for tax compliance, tax advice, and tax planning. Include a description of the nature of the services comprising the fees disclosed under this category.</p>	<p>Tax Fees</p> <p>The Auditor General does not provide tax services to ATB and therefore there were no fees charged.</p> <p>The agent for the Auditor General may provide tax services to ATB provided they are pre-approved by the Auditor General. For the reporting period, KPMG</p>

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	<p>provided professional services for Canadian, US and Taiwanese tax filings for the ATB subsidiaries, as well as provided general tax advice related to Taiwanese tax laws and regulation. The aggregate fees charged were \$56,700USD.</p>
<p>d) Disclose, under the caption “All Other Fees”, the aggregate fees billed in each of the last two fiscal years for products and services provided by the issuer’s external auditor, other than the services reported under clauses (a), (b) and (c), above. Include a description of the nature of the services comprising the fees disclosed under this category.</p>	<p>All Other Fees</p> <p>The Auditor General does not provide any services, other than Audit and Audit-related services, as described above. There were no fees charged for any of those services.</p> <p>The agent for the Auditor General may provide other services to ATB provided they are pre-approved by the Auditor General. For the reporting period, KPMG did not provide any other services to ATB.</p>