

CODE OF CONDUCT & ETHICS

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MESSAGE FROM THE PRESIDENT & CEO AND THE CHAIR OF THE BOARD

Building and keeping clients' trust and respect is critical for ATB Financial and for the entire financial services industry. Our clients give us their personal information and their life savings. They entrust us with their retirement planning and home and business financing. Our job is to always do what is right for them and for ATB Financial.

ATB's reputation as a trustworthy financial institution is shaped by the actions, choices and decisions each of us makes every day. ATB is committed to conducting its affairs to high standards of ethics, fairness and professionalism and is committed to providing accurate and reliable financial reporting. To support these goals, the *ATB Financial Code of Conduct and Ethics* (the Code) outlines the principles and standards of conduct that should guide our actions. We must all:

- Conduct ourselves in a fair and objective manner and take appropriate steps to ensure our conduct is free of any real or potential conflict of interest.
- Consider how colleagues and clients will perceive our actions.
- Strive always to exercise our best judgment.
- Be vigilant about our own actions.
- Raise our hands if we see something we think is not best for our clients or our organization.
- Have the courage to stand up for what is right.

Each of us is expected to know and abide by these principles and standards.

In a rapidly changing world, things are not always black and white nor can we foresee every circumstance where a difficult decision might be required. However, principles of ethical conduct are timeless and can assist us in making the right choices. Each of us has the responsibility to keep these principles top of mind, to think carefully about our actions and follow the spirit and scope of the Code. And if you are unsure, it is your obligation to ask.

When you think about it, the Code exists to ensure we are at our best.

Thanks for everything you do to maintain the trust of our clients and the reputation of ATB.



Curtis Stange
President and Chief Executive Officer



Joan Hertz
Chair of the Board

I. INTRODUCTION

The *ATB Financial Code of Conduct and Ethics* (the Code) outlines the principles and standards of conduct that should guide the behaviour of all ATB Financial team members, in all the areas of expertise and strategic service units, at all times whether working at ATB's premises, on the road or at home. The Code applies to all ATB team members and members of any Board of Directors. Suppliers and contractors are expected to follow similar principles and share ATB's commitment to ethics and integrity.

The Code also outlines the responsibility of ATB team members to report actual or suspected breaches of the Code by themselves or others. To support this, ATB has developed a Whistleblower Program to facilitate the confidential disclosure and investigation of actual or suspected breaches of the Code, without fear of reprisal for such disclosure. As part of the Whistleblower Program, ATB has established the Safe Disclosure Framework which sets out how ATB will manage and investigate reports or improper or unethical activity under the Code. To facilitate the disclosure and investigation of significant serious matters in or relating to ATB or its subsidiaries that a team member believes may be unlawful, dangerous to the public or injurious to the public interest, ATB has also developed the Public Interest Disclosure Framework.

The Code is the foundation for other ATB compliance programs about privacy, occupational health and safety, anti-money laundering, business continuity, and information security. It is important to understand how these compliance programs relate to the Code. ATB will provide you with the necessary information and training to make the connections and to comply.

As a financial institution, we must be above reproach and hold ourselves to high ethical standards. When faced with difficult decisions, we have a duty to Albertans to make choices that are not only morally and legally correct, but ones that will also stand the test of public scrutiny. ATB's executive and leaders are responsible to model ethical behaviour and to set the tone for those they lead.

The Code is principle-based.

- A principle is a timeless rule or standard that defines appropriate behaviour. It guides our thinking and behaviour in a given situation (as in "follow your principles"). An example of a principle is the Golden Rule: Treat others as you would expect them to treat you.
- Values are the things we deem important in our culture.

Principles help us understand what values look like in action. Principles are more specific than values, but not as black and white as policies or business rules. Principles guide us in the grey areas where policies do not exist. Policies and business rules provide important additional detail and support the principles.

	VALUE	PRINCIPLE	POLICY/BUSINESS RULE
Definition	A cherished ideal	A timeless rule that guides our thinking and behaviour in a given situation	A set of specific standards or behaviours directed and enforced by authorities
Example	Integrity	Act objectively.	ATB's business rules around processing team member loans

In this rapidly changing and complex world, we cannot create rules or policies to cover all possible ethical situations. Instead, we operate from a foundation of trust where we believe, with the right education and support, team members will do the right thing.

Each of us will need to make sure we thoroughly understand the principles, and talk with the appropriate person when we face difficult situations. With a rules-based approach, some people assume if the rules are silent on an issue, it is okay to proceed. With a principles-based approach, the same assumption cannot be made. If in doubt, ask. Team members are protected against any form of reprisal for speaking up in good faith about potential violations of the Code.

II. THE PRINCIPLES

The following six principles are the foundation for the *Code*:

1. Conduct yourself with honesty and integrity.
2. Act objectively.
3. Respect confidentiality and privacy.
4. Honour your commitments.
5. Behave in a professional manner.
6. Uphold the law, rules and regulations.

1. Conduct yourself with honesty and integrity.

We are committed to creating and fostering an environment of trust. Trust is the cornerstone of the financial services industry. Trust is built through the many moments of truth where we have the opportunity to demonstrate honesty and integrity.

This principle means choosing to:

- Place the interests of clients and ATB above your own interests.
- Spend ATB's money and use ATB's assets in a prudent manner, as if they were your own.
- Express if you feel unfairly treated.
- Admit and correct your mistakes.
- Have the courage to tell the truth and support others to do the same.

Scenario - Gifts

Raymond is the Director, Business at an urban hub. He deals with a variety of clients, but most of his portfolio centers on mid-sized commercial loans.

He is surprised one morning to receive a rather heavy package in the mail from DKO Enterprises, a large client of Raymond's who recently secured a commercial loan with ATB Financial. Raymond opens the package, which contains a framed picture of Lake Louise and a thank you card from the President of DKO Enterprises.

While admiring the picture, Raymond considers whether or not he should accept the gift. He does not want to offend DKO by declining the gift, but at the same time he feels uncomfortable accepting it, as he wants to remain objective and be perceived by others as remaining objective in his decision-making. He estimates that the gift has a value of approximately \$250.

Raymond sends his Vice-President, John, a written memo describing the gift, his desire not to offend the client by declining the gift, his concern about the perception of his objectivity if he does accept the gift, and finally his request for approval to accept the gift. After carefully reviewing and discussing the matter with Raymond, John sends Raymond a written reply (and keeps a copy) stating that Raymond may accept the gift on behalf of ATB Financial provided:

- The picture remains in the workplace as property of ATB Financial, and*
- Raymond notifies DKO in writing thanking them for the picture and indicating the gift has been accepted on behalf of ATB Financial.*

2. Act objectively and no self-dealing.

Our clients, suppliers and competitors have a right to expect we will conduct our business relationships fairly and openly. There is no place for personal or competing interests.

This principle means choosing to:

- Not put yourself or ATB in a conflict of interest. Any actual, potential, or perceived conflict of interest must be reported to your leader or one of the designated contacts in the Code.*
- Excuse yourself from situations where your relationships may bring (or may be perceived to bring) your impartiality into question, such as involvement with your own accounts or those of family members (self-dealing). Team members must act impartially in carrying out their duties.*
- Pursue outside activities including supplemental employment as freely as any other citizen, as long as required approvals are in place and they do not interfere or conflict with your employment duties at ATB. For more information about supplemental employment, including the approval process, see below under section VII, Statutory Requirements.*

Scenario #1 - Self-Dealing

Rahim, a new team member in a mid-sized urban branch, is given a portfolio of personal loans to administer, including a few loans that were only partially completed by his predecessor.

One of the loans Rahim is asked to finalize is a home improvement loan. After reviewing the loan, Rahim can see the appropriate security is in place and that this is a loan that ATB Financial should grant. Then he realizes the client requesting the loan is his sister-in-law.

Even though the loan application is sound and warrants approval, Rahim recognizes it is a conflict of interest to approve a loan for a family member; therefore, he approaches his leader to reassign the account to another team member.

Scenario #2 - Conflict of Interest and supplemental employment

Paula, an ATB relationship manager, came up with an idea for a new computer program to help people manage their finances. She created it 'on the side' during her lunch breaks at ATB, and is now planning on incorporating a new company to sell it. She thinks ATB could benefit by offering it to clients, and so she approached her leader, Kathleen, to see if ATB was interested in partnering on it. Kathleen reminded Paula that creating a new company, or being a significant shareholder or director in another entity, is considered supplemental employment that requires prior approval, and that any products created by a team member in the course of their employment (including with ATB's materials) belong to ATB.

DID YOU KNOW...

Making a deposit to your sister-in-law's account, checking the balance of your account through SAP, withdrawing cash through SAP from a branch coffee fund on which you have signing authority, and activating a bank card for your child's account are all forms of Self-Dealing. Also, supplemental employment includes being a director, shareholder or signing officer for another entity, and team members with approved supplemental employment must ensure a different team member represents ATB in any dealings with that entity.

3. Respect confidentiality and privacy.

Our clients expect that their financial, business and personal information is protected at all times. Similarly, team members expect their personal information to be accurate, safeguarded and used only for the intended purpose it was collected. Each of us has an obligation to maintain a duty of confidentiality and to protect the privacy of personal information.

This principle means choosing to:

- Only access and use information that you have a business reason to use, and only use it for that reason.
- Only disclose information under the circumstances permitted by ATB's privacy and confidentiality policies.
- Maintain the strictest secrecy with respect to client and team member information both during and after your employment with ATB.

Scenario – Privacy

Alison is a Relationship Manager in a large urban branch. She is very excited about the upcoming wedding of her best friend Julie in six months. On Monday, Alison helped Julie to select a pattern for a very lavish and expensive wedding dress from Brides-R-Us. The dress takes four months to make. Julie is going to put down a \$1,500 down payment on the dress on Friday.

On Wednesday morning, during their regular overdraft meeting, Alison discovers that Brides-R-Us, an ATB Financial client whose account is managed by her co-worker, is severely delinquent on their loan payments and is teetering on the verge of bankruptcy.

Following the meeting, Alison immediately picks up the phone to call Julie and tell her not to put the down payment on the dress due to the financial status of Brides-R-Us. Suddenly, Alison remembers that the information she has just learned regarding the financial position of Brides-R-Us is confidential and cannot be disclosed to Julie. In addition, the information may be personal information subject to privacy legislation, and the client has not consented to disclosure.

Alison realizes that she is in a difficult position, but Brides-R-Us, like all ATB Financial clients, has a right to expect complete confidentiality of information regarding their account. ATB Financial is also legally obligated to protect the privacy of the information. She reluctantly puts down the phone.

If you have any doubt regarding the appropriateness of disclosing client information to another party as outlined above, contact your Leader for direction prior to releasing information.

4. Honour your commitments.

People rely on the word of ATB team members. Team members need to support organizational commitments and ATB needs to support team members to deliver on their commitments to clients and other team members. As an organization, we need to stand behind our words and actions. Our credibility depends on it.

This principle means choosing to:

- Follow through on your commitments, even when it is difficult to do so.
- Take responsibility for the effects of your actions, be they environmental, social or financial.

Scenario – Time and Attention to Duties

Charles is the Leader of a mid-sized, rural branch. He is very personable, outgoing, and active in the community. As part of his marketing strategy, Charles will often entertain prospective clients by taking them golfing, during which he will endeavour to strengthen his relationship with clients and promote additional products and services to match their needs. These golf games often last four hours or more, and Charles usually has a number of phone calls and emails to return afterwards. One morning while Charles was having coffee with a client at the local coffee shop, the client complained about a local businessman.

"I'm so frustrated with the guy. Every time I try to make an appointment to see him, I'm told that he's away from the office for the afternoon. It seems like he's always at some convention or on holidays or something. I'm seriously considering switching companies."

The client's comments reminded Charles why ATB's principle of returning messages within 24 hours was so important. He knows it is important to honour his commitments to reply to clients when he says he will.

Charles decides that when he gets back to the branch, he'll review the timing and frequency of his promotional activities.

5. Behave in a professional manner.

Our personal conduct has a direct effect on the reputation of ATB as a place to work and conduct business.

This principle means choosing to:

- Only provide advice, recommendations or services that are within the scope of your employment with ATB Financial and for which you have the necessary knowledge, skills and experience, and meet any applicable licensing requirements.
- Communicate and act in a way that does not embarrass yourself or ATB, both during and after work hours.
- Be in financial good standing. If you are experiencing financial challenges, ensure you are proactively seeking help.
- Provide a high quality of service to all clients and team members, respecting their rights and differences.

Scenario #1 - Act Professionally

Sabeen just had a bad day. She is a personal banking specialist in a busy urban branch, and had two complicated funding requests come in at the same time. She was personally and fiercely accountable for them, and she worked hard to get them done. Then, just as she was looking forward to a relaxing evening, she received an email with another urgent request. Although she started reviewing it as soon as she could, she was not able to complete it. Later that night, she was still feeling tired and frustrated while checking her social media feeds. She updated her status to say “Nothing like a bad day at work, caused by OTHER PEOPLE not knowing how to manage timelines”. When she woke up the next day, feeling refreshed, she thought about the fact that all of her social media connections would be able to see her status. She is proud to work at ATB, and that is clear from her social media profile. She logged back on, and deleted her status, as she didn’t want to harm ATB’s reputation or act unprofessionally. When she arrived at work, she reported it to her Branch Manager, who thanked her for her hard work the previous day and sympathized with her feelings, but also reminded her about her obligations under the Code of Conduct.

Scenario #2 - Harassment

Cory enjoys his role in ATB’s head office. He gets along well with his co-workers, and feels that they have fun every day. However, one of his team members has recently shared jokes based on stereotypical attitudes about other races, genders, and ethnicities. Cory himself doesn’t feel offended, but he is aware that ATB is a diverse workplace, and others from different backgrounds might. Cory noticed that some team members even seem to hesitate before walking past his team member’s work area. Cory knows that harassment can take many different forms, and can include unintentional actions that embarrass or offend people. Cory is not comfortable discussing this directly with his team member, so he submits an anonymous report using the confidential third party website. The report is reviewed, and the manager in charge of the area has a confidential discussion with Cory’s team member to put an end to the behaviour.

Scenario #3 - Harassment

Jung was excited to find a job with ATB right after finishing his university degree. After starting, he quickly made friends with his team members, including Zoe, who is also new to ATB. Recently, Jung noticed that another team member, Anton, would often make comments about Zoe’s appearance. At a recent off-site team building event, Jung overheard Anton tell Zoe she was beautiful and saw him try to hold her hand, which she quickly pulled away. Jung was concerned about Zoe being harassed. He asked Zoe about Anton’s behaviour, and Zoe said that it made her uncomfortable and that she had asked Anton to stop, but also that she didn’t want to ‘make trouble’ by complaining. Jung knew that ATB does not tolerate harassment, and that anyone who reported it in good faith was protected from reprisal. Zoe read through the Code of Conduct, and decided to use the confidential third party website to report Anton’s behaviour. The report was reviewed and, after an investigation, Anton’s employment was terminated.

DID YOU KNOW...

Harassment or bullying is prohibited regardless of whether it is verbal, in writing (including via social media), physical, sexual, or in any other form. It includes any type of conduct that the actor knows or ought to know was unwelcome and that does or is meant to intimidate, offend, embarrass or humiliate a person, but does not include an appropriate and legitimate exercise of supervisory authority.

6. Uphold the law, rules and regulations.

To “do the right thing” starts with compliance to the law. ATB and team members are subject to, and expected to understand and comply with, the laws of Alberta and Canada and the expectations of our regulators.

This principle means choosing to:

- Comply with both the spirit and intent of the law, and not just the words of the law. This applies both at and outside of work.
- Hold yourself accountable to the highest standard when you are subject to multiple jurisdictions or codes of conduct. This includes laws in other jurisdictions that prohibit certain transactions with government officials or other foreign entities.
- Meet all fiduciary obligations in circumstances where a fiduciary relationship exists (See the definition of “fiduciary relationship” in Appendix B).
- Report financial and/or accounting irregularities, or instances of non-compliance with law, rules and/or regulations.
- Cooperate fully with investigations and audits.

DID YOU KNOW.....

A technical defence to breaking the law might avoid prosecution or a conviction, but may still be considered a breach of the principle to uphold the law, rules and regulations. You have an obligation to report being charged with an offense under the law, or regulation or by a self-regulating body (for e.g. IIROC)

III. RESPONSIBILITIES

Each team member:

Understand, comply, ask for help and advice, report

As an ATB team member, you are responsible for ensuring that you:

- Read and understand the Code and stay current on updates to the Code.
- Comply with the principles in the Code every day. Failure to do so is a serious matter and may result in disciplinary action of you including reprimands or termination of your employment or relationship with ATB
- If you are unclear about your responsibilities or how to deal with an ethical situation, ask for help and advice from your leader or any of the designated contacts (see the Getting Help section below and Contact List in Appendix A).
- Report any actual or suspected breach of the Code by you or others as soon as you become aware of it (see Reporting section below)
- Document the issue, the resolution (if known), and to whom the issue has been escalated. Keep this documentation to support how the issue has been addressed.

Leaders:

Lead, respond, escalate, document

In addition to the responsibilities listed above for every team member, as a leader you are also responsible to:

- Lead by example (role modeling the principles in the Code) and ensure the Code is followed.

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- Respond to questions from team members who report to you quickly and take action to resolve or escalate any actual or suspected breach of the Code as soon as practical. Refer the issue to a designated contact if you require help or advice to resolve the situation.
 - Ensure that any actual or suspected breach of the Code that is reported to you is reported to the appropriate person as soon as practical (see Reporting section below).
 - Document the issue, the resolution (if known), and to whom the issue has been escalated. Keep this documentation to support how the issue has been addressed.

Designated contacts:

Advise, refer, report, document

In addition to the responsibilities listed above for team members and leaders, as a designated contact (see the Contact List in Appendix A) you are also responsible to:

- Advise leaders on the appropriate course of action to take regarding any issue reported to you as soon as practical.
- Refer the issue to other designated contacts or the Ethics Committee if you require help or advice to resolve the situation.
- Ensure that any actual or suspected breach of the Code that is reported to you is reported to the appropriate person as soon as practical (see Reporting section below).
- Document the issue along with any decisions made or actions taken. Keep this documentation to support how the issue has been addressed.

Ethics committee:

Advise, document, update, report

ATB's Ethics Committee consists of the President and Chief Executive Officer, Chief People Officer, Chief Risk Officer and General Counsel, Senior Vice-President Corporate Operations, and Corporate Secretary. The Ethics Officer, the Vice-President, People & Culture, and the Vice-President, Internal Assurance support this committee. The Ethics Committee is responsible to:

- Advise designated contacts and decide on appropriate courses of action for matters referred to it by any designated contacts.
- Document decisions and actions taken.
- Review and recommend changes as required to keep the Code and Whistleblower Program current and relevant.
- Report:
 - o At least annually, to the Governance and Conduct Review Committee of the Board on matters relating to the Code; and
 - o As soon as practicable, to the Audit Committee of the Board on all good faith reports relating to alleged improper activity involving financial controls or financial irregularities.

IV. MORE INFORMATION

At ATB, we all have a responsibility to seek guidance and raise concerns about compliance with the Code and we all have a duty to report actual or suspected breaches of the Code.

While the Code outlines the ethical behaviour expected, it cannot anticipate every situation. By speaking up and raising concerns, you help ensure ATB does the right thing, help protect clients' interests and assets, and safeguard ATB's reputation. If you need guidance, have questions or are unsure about the right thing to do, you should speak with your leader, any of the designated contacts (see the Contact List in Appendix A) or the Designated Officer.

V. REPORTING

a. Obligation to Report

It is critical to ATB's success and reputation that all team members follow the Code. Promptly reporting actual or suspected breaches of the Code may also protect ATB and its team members as ATB may be required to report certain types of breaches to law enforcement or regulatory authorities and ATB or the team member involved could be subject to civil, criminal or regulatory sanctions, penalties, or fines.

Each team member has a duty to report actual or suspected breaches of the Code (see How to Report section below). You must promptly report if:

- you have breached the Code; or
- you become aware of a breach, or suspected breach, of the Code by any other team member or any other situation that could put ATB at risk of loss or harm.

Leaders and designated contacts may report all actual or suspected instances of *Wrongdoing* (see Glossary) that are reported to him or her to the Designated Officer, via the [Whistleblower Reporting System](#), or directly to the Public Interest Commissioner (see the Contact List in Appendix A and the How to Report section below).

b. Consequences of Not Reporting

Adherence to the Code is a condition of employment. Failure to comply with the Code, including failure to report an actual or suspected breach of the Code by yourself or others, is a serious matter and may result in disciplinary action of you including reprimands or termination of your employment or relationship with ATB.

Leaders or designated contacts that fail to respond to a request for help or advice in a timely manner may also be subject to disciplinary action.

c. Protection from Reprisal

ATB is committed to conducting its affairs to high standards of ethics, fairness and professionalism and to providing accurate and reliable financial reporting. To support these goals, as part of its Whistleblower Program, ATB is committed to protecting any team member, vendor, director or officer from reprisal for speaking up and making a good faith report of actual or suspected breaches of the Code or for participating in an investigation involving such matters.

Reprisal can include adverse compensation or workplace consequences such as negative performance evaluations, creating a hostile work environment, harassment, demotion, dismissal or giving someone tasks intended to alienate or discourage him or her.

If you believe you or another team member have encountered any form of reprisal, follow the reporting procedures in the How to Report section below to ensure the situation is addressed promptly.

For more information please see the Whistleblower Program page on ATB Connect.

d. How to Report

ATB wants all team members to be comfortable reporting an actual or suspected breach of the Code and encourages team members to:

- speak with their leader first;
- if a reasonable resolution cannot be obtained from your leader, contact any one of the designated contacts, a member of the Ethics Committee or the Designated Officer (see the Contact List and Glossary); or
- if you are not comfortable reporting actual or suspected breaches of the Code via either of the methods listed above, you may file a confidential, anonymous report through the [Whistleblower Reporting System](#) (see the Contact List in Appendix A).

Please note: To assist ATB in meeting its legal obligations, all actual or suspected instances of *Wrongdoing* (see Glossary) may be reported:

- directly to the Designated Officer in writing (see the Contact List in Appendix A);
- via the [Whistleblower Reporting System](#); or
- directly to the *Public Interest Commissioner* (see the Contact List in Appendix A).

Wrongdoing (see Glossary) relates to significant serious matters in or relating to ATB or its subsidiaries that a team member believes may be unlawful, a situation of gross mismanagement, or dangerous to the public or injurious to the public interest, but does not cover normal workplace issues.

Reprisals related to Wrongdoing are to be reported directly to the Public Interest Commissioner. Reprisals related to matters not considered Wrongdoing should be reported using the same options as reporting an actual or suspected breach of the Code.

e. Investigations, Inquiries and Reviews

All reports will be reviewed and any allegations of a breach of the Code will be investigated promptly and thoroughly, as appropriate. ATB keeps these reports confidential, and a report of misconduct or information is disclosed only to the extent necessary to investigate and address the situation. A finding that the Code has been breached will result in discipline commensurate to the breach, up to and including termination. Further details on how ATB will manage a report that relates to an actual or suspected breach of the Code are set out in the Safe Disclosure Framework, which is a component of the Whistleblower Program posted on ATB Connect.

VI. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWER PROTECTION)

Day to day workplace issues that fall short of *Wrongdoing* should be dealt with using the procedures outlined above. However to facilitate the disclosure and investigation of significant serious matters in or relating to ATB that a team

member believes may be unlawful, a situation of gross mismanagement, or dangerous to the public or injurious to the public interest, ATB has developed the Public Interest Disclosure Framework, which is a component of the Whistleblower Program posted on ATB Connect.

The Public Interest Disclosure Framework only applies to conduct which qualifies as *Wrongdoing* which generally includes only significant serious matters in or relating to ATB and those persons involved in conducting its affairs (and in relation to ATB). *Wrongdoing* means:

- (a) A contravention of an act or regulation;
- (b) An act or omission that endangers life or safety of others or endangers the environment;
- (c) Gross mismanagement that shows a reckless or willful disregard for the proper management of
 - (i) of public funds
 - (ii) or a public assets
 - (iii) the delivery of a public service; or
 - (iv) employees as a result of a culture of systemic harassment, bullying or intimidation;
- or
- (d) Knowingly directing or counselling an individual to commit a wrongdoing.

The Public Interest Disclosure Framework does not apply to actual or suspected breaches of the Code that fall short of *Wrongdoing* (such as team member performance issues or the contravention of an act outside of the workplace and unrelated to ATB). The Public Interest Disclosure Framework includes information on how to report suspected instances of *Wrongdoing*, ensures team members who file good faith reports of *Wrongdoing* are protected from reprisal, and establishes time lines for investigations of reports.

If you have any questions regarding the Public Interest Disclosure Framework please contact the Designated Officer.

VII. STATUTORY REQUIREMENTS

ATB, as well as ATB's subsidiaries, are public agencies in the [*Conflicts of Interest Act*](#) (Alberta). As a result, there are some additional requirements that apply:

1. You must not accept or provide gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol, or the normal presentation of gifts to people participating in public functions.

The value of any gifts accepted (either on their own or combined with other gifts) from the same source in one calendar year must not exceed \$200, in the case of tangible gifts (for example, meals or items of clothing) or \$500 in the case of intangible gifts (for example, a round of golf or an invitation to an event). If you receive a gift worth more than these limits, you must disclose it to your leader, any of the designated contacts (see the Contact List in Appendix A) or the Designated Officer, and abide by their direction on how to treat the gift.

2. Any concurrent employment or appointment to a board or similar body must have prior written approval from your Leader or the Ethics Committee.
3. ATB team members must not act in self-interest or further their private interests by virtue of their position with ATB or through the carrying out of their duties for ATB.

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4. ATB's CEO, as well as the CEO of any of ATB's subsidiaries, must not be involved in any other appointment, business, undertaking or employment (including self-employment) without the prior written approval of the Alberta Ethics Commissioner.
 5. As senior officials under the [Conflicts of Interest Act](#) (Alberta), the President and CEO of ATB or of an ATB subsidiary, along with the Chair of the Board of Directors of ATB or of an ATB subsidiary, are subject to specific sections in that legislation:

Conflicts of interest: These individuals must not:

- a) Take part in a decision in the course of carrying out their role knowing that the decision might further their private interest, or a private interest of a person directly associated with them or their adult or minor child.
 - b) Use their office to influence or seek to influence a decision of or on behalf of the Crown or a public agency to further their private interest, or a private interest of a person directly associated with them or their minor child or to improperly further any other person's private interest.
 - c) Use or communicate information not available to the general public that was gained in their course of carrying out their duties to further or seek to further their or anyone else's private interest.
 - d) They must appropriately and adequately disclose a real or apparent conflict of interest (see the How to Report section above).
6. The President and CEO of ATB is also a designated senior official under the [Conflicts of Interest Act](#) (Alberta), meaning this individual is subject to other sections as well:

Restrictions on holdings: They may not own or hold a beneficial interest in any publicly-traded securities unless held in a blind trust or other arrangement approved in writing by the Ethics Commissioner. This arrangement must be in place within 60 days (or a longer period approved by the Ethics Commissioner) of a person becoming a designated senior official, this requirement first becoming in force, or the acquisition of the securities.

Disclosure Requirements: Within 60 days of becoming a designated senior official (or within this requirement becoming effective, whichever is earlier):

- a) They must file a disclosure statement in a manner and form specified by the Ethics Commissioner making full disclosure of their assets, liabilities, investments, holdings, and other interests. This disclosure must be repeated on an annual basis.
- b) They must file a disclosure statement in a manner and form specified by the Ethics Commissioner making full disclosure of the assets, liabilities, investments, holdings, and other interests of any person directly associated with them. This disclosure must be repeated within 30 days after they cease to be a designated senior official.

Updated disclosure statements must be provided within 30 days if any disclosed information materially changes.

Post-employment restrictions: For 12 months after they cease to be a designated senior official, they must not:

- a) Lobby any public office holder, as defined in the *Lobbyists Act* (Alberta);
- b) Act on a commercial basis, or make any representations on their own or anyone else's behalf to ATB, in connection with any ongoing matter that they directly acted or advised on while a designated senior official;

- c) Make representations regarding, or solicit or accept on their own behalf, a contract with or benefit from, any department or public agency they had significant dealings with during their designated senior official role; or
- d) Accept employment with an individual, organization, board of directors or equivalent body of an organization they had significant official dealings with during their designated senior official role.

They may apply to the Ethics Commissioner to waive these restrictions or to reduce the time period.

For the purposes of this section:

A person is considered to be ‘directly associated’ with an individual if that person is:

- a) the individual’s spouse or adult interdependent partner;
- b) a for-profit corporation that the individual is a director or senior officer of;
- c) a privately-held, for-profit corporation that the individual owns or is the beneficial owner of shares in;
- d) a partnership in which the individual is a partner or in which a corporation listed in b) or c) above is a partner; or
- e) a person or group of people acting with the express or implied consent of the person.

Private interest excludes interests that:

- a) are of general application;
- b) affect a person due to their inclusion in a broad class of the public;
- c) concerns the remuneration and benefits of an individual;
- d) are trivial; or
- e) relate to publicly traded shares that are held in a blind trust or other approved arrangement.

VIII. GETTING HELP AND ADVICE

A copy of this Code can be found at atb.com. This version of the Code was made publicly available on June 16, 2021, and will come into force 7 days after that date. Team members can obtain further information from the following resources:

IF YOU HAVE QUESTIONS ABOUT...	PLEASE SEE THIS REFERENCE
Team member conduct	• Team Member Conduct
Privacy and confidentiality	<ul style="list-style-type: none"> • Privacy Page • Privacy Statement and Privacy Code on ATB.com
Occupational health and safety	• Occupational Health and Safety

Money laundering and terrorist financing	<ul style="list-style-type: none"> • Anti-Money Laundering / Anti-Terrorist Financing
Information technology and telecommunications use and security	<ul style="list-style-type: none"> • Information Security
Investments and Securities Trading	<ul style="list-style-type: none"> • Securities Trading Policy
External employment	<ul style="list-style-type: none"> • Team Member Conduct (refer to Supplementary Employment & Political Involvement)
External communications and media relations	<ul style="list-style-type: none"> • Disclosure Policy
Entertainment and business development	<ul style="list-style-type: none"> • ATB Concur and Expense MasterCard
Harassment	<ul style="list-style-type: none"> • Team Member Conduct (refer to Harassment)
Social media usage	<ul style="list-style-type: none"> • Social Media Guidelines
Wrongdoing	<ul style="list-style-type: none"> • Code of Conduct and Whistleblower Program; or • Contact the Designated Officer

APPENDIX A: CONTACT LIST

In addition to your leader, the following leaders and executives are available to discuss any actual or suspected breach of the Code or questions or concerns regarding the Code. Unless noted, each of the following designated contacts are located at ATB Place 2100, 10020-100 Street, Edmonton, AB T5J 0N3:

People & Culture

Tara Lockyer | Chief People Officer, People & Culture | 3699 63 Avenue NE, Calgary AB T3J 0G7 | 587-223-3704 | Transit #280|tlockyer@atb.com

Maureen Galway | Vice-President, People & Culture | 780-446-7184 | Transit #350|mgalway@atb.com

Privacy

Chike Unaegbunam | Director, Regulatory Compliance and Chief Privacy Officer | 780-408-7588 | Transit #426 | privacyofficer@atb.com

Legal Services

Stuart McKellar | General Counsel, Senior Vice-President Corporate Operations, & Corporate Secretary | 780-408-7314 | Transit #110 | smckellar@atb.com

Cameron Bowman | Senior Counsel & Ethics Officer | 780-554-6122 | Transit #110 | cbowman@atb.com

Information Security

Keith Stewart | Chief Information Security Officer | 780-392-2834 | Transit #131 | kstewart@atb.com

Internal Assurance

Omar Rehman | Vice President, Internal Assurance | 3699 63 Avenue NE, Calgary AB T3J 0G7 | 403-519-3393 | Transit #402 | orehman@atb.com

Compliance

Renee Oxley | Chief Compliance Officer | 780-408-6503 | Transit #426 | roxley@atb.com

Chief Risk Officer

Lisa McDonald | Chief Risk Officer | 780-408-7248 | Transit #380 | lmcDonald@atb.com

President's Office

Curtis Stange | President and Chief Executive Officer | 780-408-7181 | Transit # 100 | cstange@atb.com

Board of Directors

Diane Pettie | Chair, Governance and Conduct Review Committee | Transit # 110 | dpettie@atb.com

Joan Hertz | Chair, Board of Directors | Transit # 110 | jhertz@atb.com

Safe Disclosure Reporting System

Telephone HotLine (Live Operator), 1-866-521-1686

Telephone HotLine (Voicemail), 1-866-521-1686

Internet <http://www.clearviewconnects.com>

In writing: ClearView Connects, PO Box 11017, Toronto, Ontario, M1E 1N0

Public Interest Commissioner

Public Interest Commissioner | 780-641-8659 | 1-855-641-8659 | 9925-109 Street, Suite 700 | Edmonton, AB | T5J
2J8 | info@pic.alberta.ca | www.yourvoiceprotected.ca

APPENDIX B: GLOSSARY

Client	<p style="text-align: center;">Includes ATB Financial:</p> <ul style="list-style-type: none"> • Borrowers • Depositors • Purchasers of investment products
Designated Officer	<p style="text-align: center;">The individual appointed by the CEO to investigate allegations of Wrongdoing under the Public Interest Disclosure Framework. Currently, the Designated Officer appointed is:</p> <p style="text-align: center;">Stuart McKellar General Counsel, Senior Vice-President Corporate Operations & Corporate Secretary 780-408-7314 Transit #110 smckellar@atb.com</p>
Family	<p style="text-align: center;">Includes an team member’s spouse or partner and any of the following relations of an team member or spouse:</p> <ul style="list-style-type: none"> • Parents • Guardian • Grandparent • Grandchild <ul style="list-style-type: none"> • Child • Sibling • Uncle • Aunt, or • The spouse of any of the above
Fiduciary relationships	<p style="text-align: center;">A legal or ethical relationship where one party acts in a trustee capacity for a second party who is expected to benefit from the relationship. The beneficiary places confidence, good faith and reliance in the trustee to act for his or her sole benefit and interests</p>
Safe Disclosure Reporting System	<p style="text-align: center;">An independent, confidential and anonymous reporting channel for financial and ethical concerns.</p>

<p>Team Member</p>	<p>Includes all individuals employed by ATB Financial (and all of its subsidiaries) including the following:</p> <ul style="list-style-type: none"> • Permanent full-time or part-time team members • Probationary full-time or part-time team members <ul style="list-style-type: none"> • Term team members • Casual team members <p>Also includes individuals (a) working on ATB premises for a period longer than three (3) months or (b) who have access to ATB systems and confidential information in the course of their work</p>
<p>Wrongdoing</p>	<p>In relation to ATB and those persons involved in conducting its affairs, means:</p> <p>(a) A contravention of an act or regulation;</p> <p>(b) An act or omission that endangers life or safety of others or endangers the environment;</p> <p>(c) Gross mismanagement that shows a reckless or willful disregard for the proper management of</p> <ul style="list-style-type: none"> (i) public funds (ii) public assets (iii) the delivery of a public service; or (iv) employees as a result of a culture of systemic harassment, bullying or intimidation <p>(d) Knowingly directing or counselling an individual to commit a wrongdoing.</p>