Notice of Annual and Special Meeting of Shareholders and Management Information Circular

April 10, 2024 | 10:00 a.m. (Eastern)

Drive change in Canadian banking to enrich people's lives.

230% 10-year	$111+ billion	578,000+
Total shareholder return	Total assets under management & administration	Customers served

Your vote is important. This document tells you who can vote, what you will be voting on and how to vote.

Note: all cover measures as at October 31, 2023.

Fellow Shareholders:

This year, EQB proudly marks its 20th anniversary of creating shareholder value as an S&P/TSX listed company, the last five as a member of the Composite Index, which is reserved for Canada's largest companies.

Our sense of pride is well-founded. Over these last two decades, EQB's total shareholder return of 734% surpassed both the S&P/TSX Capped Financials Index (130.3%) and the Composite Index (120.6%) from the IPO date of March 18, 2004 to October 31, 2023. Stated differently, $100 of EQB stock purchased at the IPO was worth $734.50, including reinvested dividends, at the end of our last fiscal year.

Underlying this performance was average annual return on equity (ROE) of 16.5%, which also compares very favourably to an industry known for generating superior returns. While we consider ROE the most indicative measure of our approach to putting shareholder capital to work, value creation is also tangibly illustrated in superior average annual growth rates in these key metrics since 2004:

- Net income CAGR 18%
- Book value per common share CAGR 15% after accounting for our 2:1 stock split in 2021
- Common share dividend CAGR 13%

Changing our fiscal year end, delivering record annual performance

When Equitable was founded in 1970, it operated as a trust company and reported annual financial results on a calendar-year basis, unlike Canada's banking industry where the books are closed on October 31 each year.

Our market positioning and industry status have evolved significantly in this time, as Equitable Bank became a Schedule I bank in 2013 and over the past decade grew to become Canada's 7th largest bank. At the end of fiscal 2023, Equitable Bank's combined assets under management and administration reached more than $111 billion and our distinct challenger market position was firmly established.

With this evolution, the time came to change EQB's fiscal year end to October 31, which we did in 2023. This move is not just symbolic. It enables the capital markets to make direct comparisons between EQB and Canada's other publicly traded banks, and in so doing, gain a better appreciation for our value creation advantages which we believe are not yet fully recognized in our market valuation.

To effect this change, EQB reported a 10-month fiscal year ended October 31, 2023. Even so, our earnings per share (EPS) performance over those 10 months surpassed what we achieved in 12 months in 2022 while annual adjusted ROE was 17.1% (17.5% reported). These results reflected growth and stability delivered through effective allocation of capital to businesses we have chosen that align with our position as Canada's Challenger Bank™.

Concentra Bank, acquired on November 1, 2022, contributed to the financial success achieved in 2023. Concentra Bank provided us with an important new capability to serve Canada's credit unions. We are busy building on the service levels and capabilities to serve the credit union system. We look to offering more value for credit unions and their over six million members in the coming years.

For shareholders, the early achievement of the key cost synergy targets that were part of the business case for this accretive acquisition was also a fiscal 2023 highlight.

The future of value creation

While EQB's track record is worth noting, it is the future that occupies our Board of Directors, executive management and all 1,800+ members of our team. Collectively, we set the bar high for performance and express our commitment to growth and improvement by publishing annual earnings guidance in our MD&A and sustainability goals along with our Environmental, Social and Governance (ESG) framework in our annual report on ESG. We recommend you review these informative documents as you assess EQB's potential.

However, the future is not just next quarter or even next year. We manage for the long term and we do that with a disciplined capital allocation process using our own value creation method that we developed many years ago. It is calibrated to achieve 15-17% ROE year after year and is deeply entrenched and operationalized in the form of a proprietary ROE calculator we use on every loan. We apply a similar discipline to innovation where we apply thresholds for investing with high minimum net present value expectations and short repayment periods.

There is compelling logic behind our economic model that we first described in detail in our 2015 annual report. There is also practical evidence that we have applied our differentiated approach with rigour and discipline to generate consistently great annual returns for our shareholders (see EQB's 20-year performance). Central to our long-term approach is maintaining a relatively low dividend payout ratio of approximately 10% of earnings, while growing the dividend at more than 20% per annum, and reinvesting the retained capital at our target 15-17% return to support growth. The overall implication is that EQB can be expected to deliver double-digit earnings and book value growth for the long run while maintaining strong capital ratios at all times.

Unsaid in all of this is the critical importance of having a great team of committed, talented and experienced people with subject-matter expertise who translate "the math" into high-value products and services that our customers value. Here again, we have long taken a disciplined approach. We intentionally recruit people with diverse skillsets, perspectives and personal values that align with our corporate values and then provide opportunities for them to flourish. One of the most rewarding aspects of working here comes from identifying areas of financial services where Canadians are not well served by other banks and then filling the void with differentiated offerings that better meet both the everyday and long-term needs of customers. We provide examples of our approach below.

We have a foundational advantage in creating value for customers

We are driven by a passionate desire to give our customers better service. Service is also inherent in our corporate purpose: to drive change in Canadian banking to enrich people's lives as Canada's Challenger Bank™. "Challenger" is a category we established in Canada and defined with customer upside that is purposely different and materially better than our industry peers.

Our purpose and the way we've chosen to live it over the years – with customer service at the heart of our approach – has transformed our business. In particular, we turned our branchless, digital-first business model and the cost effectiveness it provides into an enduring strength. We did that by building a cloud-based digital platform and a brand – EQ Bank – that consistently gives customers more choice, more convenience and a better deal. Better means beautiful execution of the digital banking experience, innovative solutions to make banking easier, fair interest rates and fees and a transparent approach to business.

Our "Make Bank" brand platform resonates with Canadians. EQ Bank tangibly demonstrated this in 2023 by adding 93,000 customers in just 10 months – growth of 30% – to take our customer base to 400,000+. With the successful expansion of EQ Bank in Québec in 2023 and the cross-Canada introductions of the EQ Bank Card, mobile wallet and no-fee First Home Savings Account that supports Canadians with their home ownership aspirations, EQ Bank deposits reached $8.2 billion, up $310 million in just 10 months. The growing popularity of payroll deposits and the broad use of the EQ Bank Card for payments also signal that more customers consider EQ Bank their primary financial institution.

We have every reason to believe that customers will respond in record fashion again in fiscal 2024 as we deliver on our promise of better service and a better deal, launch Canada's first all-digital bank for small business and encourage Canadians to re-examine their chequing account expectations through our "Second Chance" campaign. Brought to life by the beloved father-son comedy duo, Eugene and Dan Levy, "Second Chance" urges Canadians to take charge of their financial futures by looking beyond what is familiar and instead choosing what will make them more money. It also shows that it's easy to get a second chance at a first-ever bank account with EQ Bank's assistance.

We have established a growing position as a bank that creates value for seniors

Six years ago, we established our reverse mortgage business. At the time, our research pointed to the fact that Canadian seniors (and those approaching retirement) were underserved by the banking industry and many faced an uncomfortable financial future. We decided to challenge that reality through Equitable Bank's reverse mortgage business. It enables customers aged 55 and up to use the equity in their homes to secure financial peace of mind with the industry's most competitive reverse mortgage rates and customer-friendly features including prepayment terms. It took us time to perfect our offering and build a market presence, but we hit stride in fiscal 2023 as loan assets surpassed $1.3 billion, representing growth of 42% year over year. Our "talking home" ad campaign on the theme "when your house is rich, you are too" captures the essence of our differentiated solution. Also additive to our differentiated customer offering is the Equitable Bank CSV FLEX Line of Credit designed to enable Canadians 50 years and older to access the cash surrender value of their whole-life policies. It and other CSV solutions achieved 50% asset growth in fiscal 2023 to $130 million. We expect big things from these wealth decumulation business lines in the future.

We now own a majority stake in one of Canada's leading alternative asset managers

Wealth management is a large and growing area of the financial services industry and a new frontier for EQB that we are now beginning to explore in earnest through our December 14, 2023 majority interest acquisition of ACM Advisors. It is a well-respected and deeply experienced asset management firm with nearly $5 billion in assets under management – an asset base that will be reflected in EQB's results for the first quarter of fiscal 2024.

With a 30-year track record, ACM specializes in the creation, structuring and management of pooled Canadian commercial mortgage funds for institutional and accredited retail investors. It is considered a pioneer in this field of wealth and asset management. We like this business for many reasons, including the fact that it will contribute to our long-term ROE hurdle rate of +15% and growth in non-interest sources of revenue. Here are three more:

- ACM is known by its clients and the actuarial and investment consultants who recommend its funds for its culture of exceptional service and performance;
- ACM's management team employs a conservative investment approach and has a demonstrated methodology for assessing, mitigating and pricing risk for long-term capital preservation and value creation; and
- ACM's portfolios are heavily weighted to asset classes, such as multi-unit, that we understand.

Our decision to acquire a 75% interest in ACM with the remainder retained by ACM's management provides a strong alignment of interests. Furthermore, because ACM manages assets on behalf of others, there is no added credit or balance sheet exposure for EQB. We look forward to growing and scaling this business for the benefit of ACM clients, advisors and EQB shareholders and leveraging what we learn to determine how we might further expand into specialized wealth management products with a differentiated approach.

We are leading lender to the multi-unit housing industry

Over decades, we have diversified our Commercial Banking business but at its core, it has expertise in the multi-unit housing industry. Today, by industry type, some 67% of our commercial loans under management are invested in this form of residential real estate.

Equitable Bank's key position in this important industry is extremely valuable, particularly since Canada needs to build 3.5 million additional affordable housing units by 2030 to restore affordability, according to Canada Mortgage and Housing Corporation (CMHC). That's a lot of housing in a very short time. Government policymakers are determined that much of it will come in rental-unit form.

In support of its vision, the federal government recently increased (by $20 billion annually to $60 billion) the Canada Mortgage Bond (CMB) program to fund multi-unit projects insured by CMHC. The government believes this, and other incentives, will stimulate the construction of up to 30,000 rental apartments per year. For Equitable Bank, this is great news that is reflected in our outlook for this sizeable component of our Commercial Banking book. The insured multi-unit loans we originate are securitized through CMHC programs. This allows our Bank to generate strong earnings while serving an important social purpose.

An added advantage comes in the form of risk management, not only in how we finance multi-unit residential properties, but also in the fact that the assets we choose to lend on are predominantly in urban centres where demand is high, vacancy is low and rental rates are strong.

We manage risk closely, carefully, consistently and with a continuous improvement mindset

Because we manage for the very long term, our Risk Management Framework is designed to safely guide us through the entirety of a business cycle, is an entrenched part of our decision-making process that is deeply operationalized at all levels and does not deviate when we add new business lines.

That said, we also recognize that we operate in an elevated risk world. This was clearly demonstrated with the economic aftermath of the COVID-19 pandemic. Consequently, we invest in risk management to ensure we have the processes in place that suit our market position. We have adopted a continuous improvement approach in this area to allow us to manage risk effectively in the face of a changing external environment and the increasing scale and complexity of our Bank.

Risk management means more than just prudent lending, but it bears noting that our track record for credit management is industry leading with historical loss rates well below other peer banks over the past 20 years. This period captures the disruptive impacts of the Global Financial Crisis and COVID-19.

We encourage you to review pages 21 and 22 of our fourth quarter fiscal 2023 MD&A to learn more about three key risks that all banks face – credit, liquidity and market – and how we address them.

We challenge ourselves to be better as Directors and business leaders

Over the past two decades, we have been investing, expanding, acquiring, growing and developing, which are all actions you would expect and want in a business. Similarly, we have made a point of fostering, evolving and investing in the talent, skills and knowledge of our workforce.

Consequently, we have a strong bench beyond the Named Executive Officers whose bios appear on page 100. We also have an effective and proven system in place to recruit, train, enable and empower our employees to make great business decisions rooted in our Purpose and Values.

That said, we also recognize that effective governance provided by our Board of Directors is critical. As a sizeable financial institution, we must have Directors of tremendous character and capabilities who are qualified to expertly and proactively oversee all aspects of our business. We do, and that is a function of a thorough, annual process that, among other things, considers Board composition, governance practices and priorities and succession needs (assessed using a skills matrix). Over the past five years, this approach has been used to good effect in orchestrating the planned and orderly succession of four retiring Directors and in their place carefully recruiting experienced board members with expertise in technology, retail banking, strategic marketing, brand management, financial management and governance. This process supported a smooth succession in the role of Board Chair last year.

Our process does not stop when new Directors join. Beyond a rigorous orientation process for them, we challenge all Directors to advance their skills and knowledge every year in areas relevant to the governance of our business. In fiscal

2023, Directors took advantage of several continuing education programs. Lessons learned from the regional banking crisis in the United States were part of an informative interest rate/liquidity risk management seminar. Other topics studied included the AIRB approach to credit risk and the application of management judgement in classifying financial instruments.

As a result of these actions, we operate with a Board whose members are independent minded, invested and fundamentally capable and willing to share their expertise, assist in EQB's growth and challenge management. As you will see in the Director Nominees' section beginning on page 23, the Board is also diverse, a crucial attribute for an institution that proudly serves a richly diverse society and employs a highly diverse workforce. We will continue to pursue the very real benefits that diversity, equity and inclusion bring to our Board and business.

Shareholder engagement is an important, ongoing responsibility of the Board and our executive team. On page 49, you can learn more about our approach to communicating with shareholders, analysts and the public generally. On the back cover, you can find details of how to contact us.

With ever-increasing business, regulatory and societal expectations, the responsibilities of an EQB Director are multi-faceted and have never been more important. As a result of their outstanding contributions, we urge you to vote in favour of all Directors at this year's annual meeting.

Please join us

Our Board will host this year's annual meeting on April 10, 2024. We have again selected a virtual format to conduct the business outlined in this circular to allow all interested parties to participate. We hope you will join us.

On behalf of the Board, our management team and dedicated workforce, thank you for your support of EQB.

Yours sincerely,

Michael Hanley	**Andrew Moor**
Chair, Board of Directors	President and Chief Executive Officer

February 15, 2024

What’s inside

This management information circular (circular) is furnished in connection with the solicitation of proxies by management of EQB Inc. (“EQB”) for use at the annual and special meeting of shareholders (the “meeting”) to be held virtually on April 10, 2024 at 10:00 a.m. (Eastern), or at any adjournment thereof, for the purposes set forth in the notice of meeting.

All information in this circular is as at February 15, 2024, unless indicated otherwise.

What you’re voting on

	BOARD VOTE RECOMMENDATION
Election of 11 Directors	✓ **FOR** each nominee
Appointment of KPMG LLP as Auditors	✓ **FOR**
Amendment to the Share Option Plan to increase the maximum number of common shares issuable thereunder to 5,150,000 common shares	✓ **FOR**
Amendment to the Treasury Share Unit Plan to increase the maximum number of common shares issuable thereunder to 500,000 common shares	✓ **FOR**
Approve by special resolution an amendment to EQB’s Articles to increase the maximum number of directors from twelve (12) to fourteen (14)	✓ **FOR**
Advisory vote on EQB’s approach to executive compensation	✓ **FOR**

Notice of 2024 Annual and Special Meeting of Shareholders

When	Where	Record Date
Wednesday, April 10, 2024 10:00 a.m. (Eastern)	**VIRTUAL**-only meeting via live audio webcast online at https://web.lumiagm.com/251413560 Password: EQB2024 (case sensitive)	Close of business on February 14, 2024

Business of the meeting

1. Receive EQB's 2023 financial statements and the auditors' report;
2. Elect 11 directors to serve until the close of the next annual meeting of shareholders;
3. Appoint KPMG LLP as auditors to serve until the next annual meeting of shareholders and authorize the directors to fix their remuneration;
4. Consider and, if deemed advisable, approve an amendment to the Share Option Plan to increase the maximum number of common shares issuable thereunder to 5.15 million common shares;
5. Consider and, if deemed advisable, approve an amendment to the Treasury Share Unit Plan to increase the maximum number of common shares issuable thereunder to 500,000 common shares;
6. Consider and, if deemed advisable, approve by special resolution an amendment to EQB's articles to increase the maximum number of directors from twelve (12) to fourteen (14);
7. Vote on a non-binding advisory resolution to accept EQB's approach to executive compensation; and
8. Consider any other business that may properly come before the meeting, and any adjournment thereof.

Materials

A notice and access notification to shareholders (Notice) is being mailed to shareholders on or about March 4, 2024. We are providing access to the information circular and annual report via the internet using the "notice and access" system. These materials are available on the website referenced in the Notice (**https://odysseytrust.com/client/eqb-inc/**).

We will again be conducting the meeting in a virtual-only format via live audio webcast. Registered shareholders and duly appointed proxyholders will have the opportunity to participate and ask questions, and vote, all in real time, provided they are connected to the Internet and comply with all of the requirements set out in the management information circular. Non-registered (or beneficial) shareholders who have not appointed themselves as proxyholder will be able to attend the meeting as guests, but will not be able to vote or ask questions. See pages 12 to 14 of the management information circular for information about how to participate, ask questions and vote at the meeting.

Your vote is important

Please read the circular carefully before voting your shares. We recommend you vote by proxy using the various voting methods provided to ensure your vote is received prior to the meeting. Your vote must be received by our transfer agent, Odyssey Trust Company, by 10:00 a.m. (Eastern) on April 8, 2024.

By order of the Board of Directors,

Michael Mignardi
Vice-President and General Counsel
February 15, 2024

Delivery of meeting materials

Notice and Access

Again this year, in compliance with Canadian securities rules, EQB is using notice-and-access to deliver our management information circular and annual financial statements (meeting materials) for our annual and special meeting, to both registered and non-registered shareholders.

This means that the meeting materials are being posted online for you to access, rather than being mailed out. This notice includes information on how to access the meeting materials online and how to request a paper copy. Notice-and-access gives shareholders faster access to the circular, reduces our printing and mailing costs, and is environmentally friendly as it reduces paper and energy consumption.

You will find enclosed with this notice a form of proxy or voting instruction form that you can use to vote your shares.

In this document:

- *we, us, our and EQB* mean EQB Inc.
- *you* and *your* mean holders of our common shares
- *Bank* means Equitable Bank
- *common shares* and *shares* mean EQB's common shares
- *meeting* means the annual meeting of shareholders

How to access the meeting materials online

The meeting materials will be available online on the website of our transfer agent, Odyssey Trust Company (Odyssey) at **https://odysseytrust.com/client/eqb-inc/**, on our website at **https://eqb.investorroom.com/** and on SEDAR+ at **www.sedarplus.ca**.

EQB has not adopted a stratification procedure in relation to the use of the Notice and Access provision.

How to obtain a paper copy of the meeting materials

You may request a paper copy of the meeting materials at no cost up to one year from the date the circular was filed on SEDAR+. Requests for paper copies may be made using your Control Number as it appears on your form of proxy or voting instruction form. Please note that you will not receive another form of proxy or voting instruction form; please retain your current one in order to vote.

Shareholders with a 12-digit control number	Shareholders with a 16-digit control number
Before the meeting: Toll Free, within North America: 1-888-290-1175 Outside of North America: 1 (587) 885-0960	Toll Free, within North America: 1-877-907-7643 Outside of North America: (905) 507-5450

After the meeting:
Call 1-866-407-0004. The meeting materials will be sent to you within 10 calendar days of receiving your request.

To ensure you receive the meeting materials in advance of the voting deadline and meeting date, all requests must be received no later than **March 29, 2024**.

Go Paperless!

Sign up for electronic delivery of our shareholder materials, including this circular, by email. It's secure, easy, free, convenient and environmentally friendly. The process to sign up depends on how you hold your shares:

Registered shareholders

Go to https://odysseytrust.com/ca-en/help/

Voting information

Who is soliciting my proxy

Proxies for the meeting will be solicited by EQB management primarily by electronic mail or in person. We pay all costs for soliciting proxies.

Who can vote

You have the right to vote if you owned shares on our record date, February 14, 2024.

Quorum

We need to have at least two people present at the meeting who hold, or represent by proxy, at least 25% of the issued and outstanding shares entitled to be voted at the meeting.

How to vote

You can vote before the meeting, online during the meeting or you can appoint someone to attend the meeting and vote your shares for you (called voting by proxy). How you vote depends on whether you are a registered or a non-registered (beneficial) shareholder:

Beneficial shareholders	Registered shareholders
You are a **beneficial** shareholder if your shares are registered in the name of an intermediary such as a securities broker, trustee or financial institution. Most of our shareholders are beneficial shareholders.	You are a **registered shareholder** if your shares are registered in your name with our transfer agent, Odyssey.

Voting before the meeting

Beneficial shareholders

Internet

Go to https://login.odysseytrust.com/pxlogin and follow the instructions.

Mail

Complete the voting instruction form and return it in the prepaid envelope provided.

If you vote by internet, do NOT complete or return the voting instruction form. **Your voting instructions must be entered by 10:00 a.m. (Eastern) on Monday, April 8, 2024**.

Most intermediaries allow you to send your instructions as noted above but each has their own process so make sure you follow the instructions on the form. Your intermediary must receive your instructions in enough time to act on them before the April 8, 2024 deadline.

Registered shareholders

Internet

Go to https://login.odysseytrust.com/pxlogin and follow the instructions.

Mail

Complete the form of proxy and return it in the prepaid envelope provided.

Odyssey must receive your proxy form or you must have voted by mail **no later than 10:00 a.m. (Eastern) on Monday, April 8, 2024.**

Changed your mind?

If you are a beneficial shareholder, you may revoke your voting instructions by contacting your intermediary to find out what to do.

If your intermediary gives you the option of using the internet or telephone to provide your voting instructions, you can use the internet or telephone to change your instructions, as long as your intermediary receives the new instructions in enough time to act on them **before 10:00 a.m. (Eastern) on Monday, April 8, 2024.**

If you are a registered shareholder you may change a vote by:

- voting again on the internet **before 10:00 a.m. (Eastern) on Monday, April 8, 2024;**
- completing a new proxy form with a later date. Any new instructions must be received by Odyssey **before 10:00 a.m. (Eastern) on Monday, April 8, 2024**; or
- by delivering a notice to this effect signed by you or your authorized attorney to Odyssey at any time up to **10:00 a.m. (Eastern) on Monday, April 8, 2024.**

Appointing a proxyholder (third party) to represent you at the virtual meeting

You may appoint someone as your proxyholder other than Michael Hanley and Andrew Moor, EQB's proxyholders named in the form of proxy or voting instruction form. This includes beneficial shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the meeting. **You may appoint anyone as your proxyholder to represent you at the meeting**. Your proxyholder does not have to be an EQB shareholder. Your proxyholder must attend the meeting and vote for you.

Shareholders who wish to appoint someone other than the EQB proxyholders to attend and vote their shares MUST submit their form of proxy or voting instruction form appointing that person as proxyholder AND register that proxyholder as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your form of proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving an Invite Code that is required to vote at the meeting.

Step 1 – Submit your form of proxy or voting instruction form.

To appoint someone other than EQB's proxyholders, inserting the person's name in the blank space provided, and follow the instructions for submitting your form of proxy or voting instruction form.

If you are a beneficial shareholder and wish to vote at the meeting, you MUST insert your own name in the space provided on the voting instruction form and follow all applicable instructions provided by your intermediary AND register yourself as proxyholder, as described above. By doing so you are instructing your intermediary to appoint you as proxyholder.

Step 2 - Register your proxyholder with Odyssey to secure an Invite Code.

To register yourself or a third-party proxyholder, you must visit **appointee@odysseytrust.com** and provide Odyssey with the proxyholder's contact information by 10:00 a.m. on April 8, 2024, so that Odyssey may provide the proxyholder with an Invite Code via email after April 8, 2024**. Failure to register the proxyholder will result in the proxyholder not receiving the Invite Code from Odyssey that is required in order to participate and vote at the meeting.**

If the registered or beneficial shareholder is a business corporation or a corporate entity, the form of proxy or voting instruction form must be signed by a duly authorized officer or agent of the registered or beneficial shareholder.

Voting online at the meeting

Beneficial shareholders	Registered shareholders
If you have followed the process for attending and voting at the meeting online, and accept the terms and conditions, you will be revoking any and all previously submitted proxies.	

Attending as a Guest

Guests cannot vote at the meeting or ask questions. To attend the meeting:

- Log in at https://web.lumiagm.com/251413560 at least 30 minutes before the meeting starts.
- Click "I am a guest" and complete the online form.

You have to be connected to the Internet at all times to be able to vote when balloting commences – it is your responsibility to make sure you stay connected for the entire meeting.

More information about online participation in our meeting is detailed in our Virtual Meeting User Guide which was included with the meeting material, and available on our website at **www.equitablebank.ca** and at **https://odysseytrust.com/client/eqb-inc/.**

How your shares will be voted

You can choose to vote "For", "Withhold" or "Against", depending on the item to be voted on, or you can let your proxyholder decide for you. Your proxyholder must vote according to your voting instructions. If you have not specified your voting instructions on a particular matter, then your proxyholder can vote your shares as they see fit on such matter.

If you appoint Michael Hanley or Andrew Moor as your proxyholder, they will vote in accordance with your directions.

If you **do not** specify how you want your shares voted, they will vote:

- **FOR** the election of our director nominees;
- **FOR** the appointment of KPMG LLP as our independent auditors;
- **FOR** the amendment to the Share Option Plan to increase the maximum number of common shares issuable thereunder by an additional 1,150,000 common shares;
- **FOR** the amendment to the Treasury Share Unit Plan to increase the maximum number of common shares issuable thereunder by an additional 200,000 common shares to 500,000 common shares;
- **FOR** the special resolution an amendment to the EQB's articles to increase the maximum number of directors from twelve (12) to fourteen (14); and
- **FOR** our approach to executive compensation (or "Say on pay").

They will vote in accordance with their best judgment if any other matters are properly brought before the meeting. As at the date of this circular, we are not aware of any variation, amendment or other matter that will be brought before the meeting.

Submitting questions at the meeting

EQB will hold a live questions and answer (Q&A) session at the end of the meeting to answer questions submitted during the meeting. Only shareholders and duly appointed proxyholders may submit questions.

Questions may be submitted in advance of the meeting by contacting the Corporate Secretary by email or mail using the contact details on the back cover.

During the meeting, questions can be submitted at any time up until the chair of the meeting closes the Q&A session. To ask a question, click on the Q&A tab, type your question into the box at the bottom of the screen, and then press **Send**.

We will respond in writing to the shareholder or proxyholder as soon as practical after the meeting to any questions that cannot be answered during the meeting due to time or technical constraints.

Is my vote by proxy confidential?

Odyssey counts and tabulates the votes to maintain confidentiality. They will only refer proxies to us when it is clear that a shareholder wants to communicate with the Board or senior management, the validity of the form is in question, or the law requires it.

How can I vote if I hold shares in the employee savings plan?

Employees participating in EQB's Employee Share Purchase Plan will have received a voting instruction form in their Notice Package. Please follow the instructions provided for beneficial shareholders on the previous pages.

Questions?

If you have any questions regarding the meeting, please contact Odyssey by telephone at 1-888-290-1175 or by using the online form at https://odysseytrust.com/ca-en/help/.

Outstanding shares

There were 38,183,746 EQB common shares outstanding on February 14, 2024. Each share carries the right to one vote.

Principal Holders of voting shares

Our directors and officers are not aware of any person or company who beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of our outstanding common shares as of the record date, except for the following:

	Number of common shares	Percentage of outstanding common shares
Stephen Smith[1]	6,598,200	17.28%
Oakwest Corporation Limited[2]	3,853,000	10.09%

1. Stephen Smith indirectly owns, or exercises control or direction over these shares through his private holding company, Smith Financial Corporation. These shares were acquired for investment purposes.
2. Oakwest, a private investment holding company, acquired these shares in the ordinary course of business and not with the purpose of influencing or changing the control of Equitable. Includes 200,000 shares held by Oakwest Investment Partnership, wholly-owned by Oakwest.

Additional Information

Cease Trade Orders and Bankruptcies

To our knowledge, none of our director nominees are, as of the date of this circular, or have been within the last 10 years:

(a) a director, CEO or CFO of any company that was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of 30 consecutive days that was issued:

 (i) while the proposed director was acting in the capacity as a director, CEO or CFO;

 (ii) after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO;

(b) a director or executive officer of any company, including EQB, that while acting in that capacity or within a year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

Furthermore, to our knowledge, after due inquiry, no nominee director has been subject to: (a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a nominee director.

Business of the meeting

1 Receive financial statements

Our consolidated financial statements for the ten-month fiscal period ended October 31, 2023 including the report of the auditors are available **on SEDAR+ (www.sedarplus.ca), on Odyssey (https://odysseytrust.com/client/eqb-inc/)**, and **on our website (www.equitablebank.ca)**.

2 Elect Directors

You will elect 11 directors individually to serve until the close of the next annual meeting or until their successors are elected or appointed. Information about the nominated directors can be found beginning on page 23.

Unless authority to do so is withheld, the persons named in the form of proxy or voting instruction form intend to vote **FOR** the election of each director nominee.

The Board recommends you vote FOR each director nominee

Majority Voting for Directors

The Board believes that each director should have the confidence and support of our shareholders. Our majority vote policy requires any director nominee who is not elected by *at least* a majority of votes cast (50% plus 1 vote) in an uncontested election will be considered to not have received the support of the shareholders and will be required to tender their resignation from the Board immediately following the annual meeting.

Absent exceptional circumstances, the Board will accept the resignation offer. There are very limited circumstances under which the Governance and Nominating Committee can recommend retaining the director provided that active steps are taken to resolve the circumstances in the following year. The director offering to resign will not participate in any deliberations on the resignation offer by the Governance and Nominating Committee or the Board. The Board shall issue, within 90 days of receiving the final voting results, a press release announcing the resignation of the director in question or its rationale for not accepting the resignation.

Shareholders should note that, as a result of this policy, a "withhold" vote is effectively the same as a vote "against" a director nominee in an uncontested election.

More information on our majority voting policy can be found in the Investor Relations section on our website.

3 Appoint Auditors

You will vote on appointing our external auditors. The Audit Committee of the Board has assessed the performance and independence of KPMG using a framework recommended by the Chartered Professional Accountants of Canada and the Canadian Public Accountability Board. Based on the satisfactory results of the assessment and on the recommendation of the Audit Committee, the Board recommends that KPMG be reappointed as our external auditors for the fiscal year ending October 31, 2024 and that the Board be authorized to fix the auditors' remuneration. KPMG has served continuously as our external auditors since 2004.

The Board recommends you vote FOR the appointment of KPMG LLP as our auditors

Unless authority to do so is withheld, the persons named in the form of proxy or voting instruction form intend to vote **FOR** the appointment of KPMG LLP as our external auditors until the close of the next annual meeting of shareholders, and the authorization of the Board, upon the recommendation of the Audit Committee, to fix the remuneration of the auditors.

External auditor service fees

Fees billed for services provided by KPMG LLP for the ten-month period ended October 31, 2023 and twelve months ended December 31, 2022 are listed in the table below. The Audit Committee pre-approves all audit and permitted non-audit services (including the fees and conditions) as permitted within the scope of the policies and procedures approved by the Committee.

($000s)	**2023(1)(2)(3)**	2022(2)(3)
Audit fees	**2,022**	1,958
Audit-related fees	**135**	262
Tax compliance fees	**13**	11
Other fees	**11**	10
Total	**2,181**	2,241

1. EQB changed its financial year end from December 31 to October 31 this fiscal year and, as such, the figures above represent a ten-month fiscal period ended October 31, 2023.
2. Amounts exclude CPAB fees and HST.
3. In accordance with the respective Engagement Letters, the fees reported above are subject to a technology and support charge in the amount of $153 (2022 - $157).

Audit fees

Audit fees include amounts paid or accrued for professional services rendered by the auditors in connection with the audit of EQB's annual consolidated financial statements, the review of EQB's interim financial statements, specified procedures reports to support EQB's subsidiaries participation in CMHC-sponsored securitization programs, consent letters for prospectus offerings, AMF reporting, and accounting advisory services related to the audited financial statements.

Audit-related fees

Audit-related fees relate to translation services.

Tax fees

Tax fees paid for professional services primarily related to the review of commodity tax returns.

Other fees

Other fees relate to the audit of scope 1 and 2 emissions disclosures.

4 Amendment to Share Option Plan to increase the number of common shares reserved for issuance under the Plan

The Board recommends you vote FOR the amendment to the Option Plan

EQB's Share Option Plan (the "Option Plan") was established in 2004 and amended from time to time. The purpose of the Option Plan is to align the interests of officers, employees and other eligible Plan participants with the profitability, growth and future success of EQB by providing the opportunity to acquire an ownership interest in EQB and reward significant performance achievements. As a long-term incentive, options serve to ensure EQB delivers market competitive compensation to Plan participants and supports attracting and retaining talented employees. Additional information about the Option Plan can be found beginning on page 121.

In 2012, shareholders approved the conversion of the Option Plan from a ten percent "rolling" Plan to a fixed number Option Plan with the maximum number of shares issuable fixed at 1,475,570 common shares. In 2019, shareholders approved an increase in the number of shares issuable under the Option Plan by an additional 524,430 common shares, to a maximum of 2,000,000 common shares. Following the share split in 2021, this number increased to 4,000,000 common shares.

As of the date of the circular there were 1,329,638 common shares remaining in the reserve, representing 3.4% of EQB's issued and outstanding common share of which 1,283,495 were underlying options that have been granted, leaving 46,143 common shares in the reserve for future option grants. Based on the current burn rate and EQB's grant practices, it is proposed to increase the number of common shares available for issuance under the Option Plan by 1,150,000 common shares in order to continue the Option Plan through the next number of years. This amendment to the Option Plan was approved by the Board on February 15, 2024 and is subject to shareholder and TSX approval.

The following table shows the number of common shares reserved for issuance under the Option Plan, pursuant to outstanding grants and potential future grants, before and after the proposed issuance of additional common shares.

	Common shares issuable pursuant to outstanding grants	Common shares available for future grants	Maximum Common shares authorized for issuance under the Option Plan
As at December 31, 2023	1,283,495	46,143	4,000,000
Proposed increase	-	1,150,000	1,150,000
Total	1,283,495	1,196,143	5,150,000
% of outstanding common shares (non-diluted)	3.36%	3.13%	13.49%

The complete text of the proposed changes to the Option Plan is available on EQB's corporate website https://eqb.investorroom.com/annual-reports and on the website of our transfer agent, Odyssey at https://odysseytrust.com/client/eqb-inc/.

To be effective, the increase in the number of shares issuable under the Option Plan must be approved by a resolution passed by a majority of the votes cast by shareholders at the meeting and acceptance by the TSX. The resolution to be presented for consideration by shareholders at the meeting is as follows:

RESOLVED THAT the amendment to the Option Plan to increase the number of common shares issuable pursuant to the exercise of options under the Option Plan by an additional 1,150,000 common shares, increasing the maximum number of common shares issuable under the Option Plan to 5,150,000 is hereby approved.

5 Amendment to the Treasury Share Unit Plan to Increase the Number of Common Shares reserved for issuance under the Plan

The Board recommends you vote FOR the amendment to the Treasury Share Unit Plan

We are recommending an amendment to our Treasury Share Unit Plan (the "TSU Plan") to increase the maximum number of common shares issuable under the TSU Plan to 500,000 shares. Additional information about our Treasury Share Unit Plan can be found beginning on page 123.

The purpose of the TSU Plan is to advance the interests of Equitable and its shareholders by providing the participants with additional incentive, encourage share ownership, increase the proprietary interest of participants in EQB's success, encourage participants to remain with EQB or its subsidiaries, and attract new officers and employees.

Based on the current number of available units for grant and EQB's grant practices, it is proposed to increase the number of common shares available for issuance under the TSU Plan by an additional 200,000 in order to continue the TSU Plan through the next number of years. The Board has approved, subject to shareholder and TSX approval, an amendment to the TSU Plan to increase the total number of common shares reserved for issuance under the TSU Plan by 200,000 for a total maximum of 500,000 common shares.

As of the date of the circular, 87,324 units have been granted, excluding units which have been forfeited or cancelled. Currently, all units remain unvested, and there have been no redemptions that have resulted in the issuance of common shares.

The complete text of the proposed changes to the TSU Plan is available on EQB's corporate website https://eqb.investorroom.com/annual-reports and on the website of our transfer agent, Odyssey at https://odysseytrust.com/client/eqb-inc/..

To be effective, the amendment to increase the number of shares issuable under the TSU Plan must be approved by a resolution passed by a majority of the votes cast by shareholders at the meeting and acceptance by the TSX. The resolution to be presented for consideration by shareholders at the meeting is as follows:

RESOLVED THAT the amendment to the TSU Plan to increase the number of common shares issuable pursuant to the redemption of units under the TSU Plan by an additional 200,000 common shares, increasing the maximum number of common shares issuable under the TSU Plan to 500,000 is hereby approved.

6 Amendment to EQB's Articles to Increase the Maximum Number of Directors from Twelve (12) to Fourteen (14)

The Board recommends you vote FOR the Articles Amendment Resolution

EQB 's Articles currently provide that the Board consists of not less than 3 and not more than 12 directors, as determined from time to time by the Board. The Board has carefully considered issues relating to its size and believes currently that while a size of 11 to 12 directors is optimal for the effective functioning of the Board, it has determined, on the recommendation of the Governance and Nominating Committee (the "G&N Committee"), that it would be in the best interests of EQB if the maximum size of the Board were to be increased to 14 directors as it would facilitate the Board's approach to strategic board succession planning and transition management. Further information can be found on page 46.

You will be asked to vote "for" or "against" the following special resolution (the "Articles Amendment Resolution"):

RESOLVED THAT:

1. EQB is hereby authorized to amend its Articles to increase the maximum number of directors from 12 (twelve) to 14 (fourteen);

2. The directors of EQB, in their discretion, are authorized and empowered to give effect to the aforesaid articles of amendment on such date as may be determined by the directors of EQB by making such filings under the *Business Corporations Act* (Ontario) (the "Act") as are required by the Act; and

3. Any director or officer of EQB be and is hereby authorized and directed, for and on behalf of EQB, to execute or cause to be executed, and to deliver or cause to be delivered, all certificates, notices and other documents, including filing articles of amendment pursuant to the Act, and to do or cause to be done all such acts and things, as such director or officer may determine to be necessary or desirable for the purpose of giving effect to the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents, or the doing of any such act or thing.

In the absence of a contrary instruction, EQB's proxyholders named in the form of proxy or voting instruction form will vote FOR the Articles Amendment Resolution. In order to be approved, the Articles Amendment Resolution must be passed by a majority of not less than two-thirds of the votes cast by the holders of shares present in person or represented by proxy at the meeting.

7 Vote (on an advisory basis) on our approach to executive compensation

The Board recommends you vote FOR our approach to executive compensation

You can have a say on what we pay our executives by participating in an advisory vote on our approach to executive compensation.

Since this vote is advisory, it will not be binding on the Board. The Board remains fully responsible for its compensation decisions and is not relieved of this responsibility by a positive or negative vote. However, the Board and the Human Resources and Compensation Committee ("HR and Compensation Committee") will consider the outcome of the vote as part of their ongoing review of executive compensation and shareholder engagement feedback. EQB plans to hold an advisory vote on our approach to executive compensation on an annual basis.

You will be asked to vote "for" or "against" the following advisory resolution:

> RESOLVED, on an advisory basis, and not to diminish the role and responsibilities of the board of directors, that the shareholders accept the approach to executive compensation disclosed in the circular delivered in advance of our 2024 annual and special meeting of shareholders.

If a significant number of shares are voted against the advisory resolution, the HR and Compensation Committee will review our approach to executive compensation in the context of any specific shareholder concerns that have been identified and may make recommendations to the Board. We will disclose the Committee's review process and the outcome of its review within six months of the shareholder meeting and, in any case, not later than our next management information circular.

The HR and Compensation Committee and the Board welcome questions and comments about EQB's executive compensation. We maintain an open dialogue with shareholders and consider all feedback. See the back cover for our contact information.

Director nominees

The Board is elected by shareholders to oversee management and act in EQB's best interests. Key to proper stewardship is assembling a Board that is qualified, experienced, diverse, and operates independently of management.

This year there are 11 directors nominated for election to the Board to serve until the next annual meeting of shareholders, or until their successors are duly elected or appointed. All nominees are independent except for Andrew Moor who is EQB's President and CEO.

The director profiles include a summary of each nominee's career experience, 2023 Board committee memberships, meeting attendance for the ten-month period ended October 31, 2023, public company directorships over the past five years, and equity ownership in EQB which is comprised of common shares and DSUs (which vest at the time of grant) as at December 31, 2023. Under current share ownership requirements (SOR), the Chair of the Board and independent directors are required to hold 3x their respective annual retainer (equal in value to $885,000 and $360,000, respectively).

Values of common shares and DSUs as at December 31, 2023 are based on the $87.23 closing price of EQB's common shares on the TSX on December 31, 2023.

Board Diversity

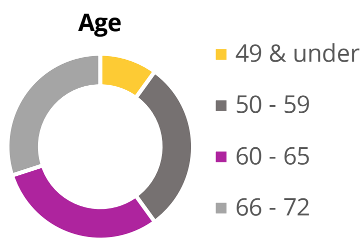
The Board is committed to diversity and inclusion at all levels at EQB, as it not only provides EQB access to a wide pool of talent, it also drives creativity, productivity, engagement and growth. The Board first adopted a written Board diversity policy in 2015. The policy recognizes that diversity has many dimensions, which can include ethnicity, race, gender, physical ability, age, Indigenous peoples, religion, sexual orientation and members of other underrepresented groups. Diversity can also extend to work experience, geographic background, and socio-economic background. The objective of the policy is to ensure that the Board possesses the diverse qualifications, skills and expertise that are relevant to our business and that will allow the Board to fulfil its mandate. The Governance and Nominating Committee, which is responsible for assessing Board composition, is responsible for identifying suitable candidates and recommending director nominees to the Board. The Committee considers the most qualified candidates for Board membership based on the skills and competencies we have and the experience we need, taking into account the benefits of diversity. When recruiting new candidates for directors, the Committee will ensure that the candidates identified meet the Board's desired competencies and personal attributes, and diversity criteria set out in the Board Diversity Policy.

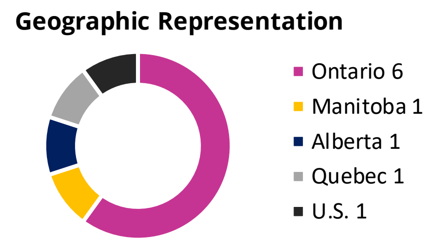
The Board is composed of qualified professionals who have the requisite financial services and risk management experience to fulfill the Board's mandate, serve on its four Committees, and supervise management. The current directors have a broad range of skills, background, experience and knowledge which are highlighted in the *Director Profiles* section of the circular.

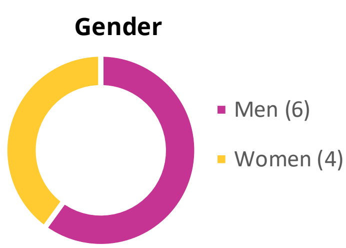
The policy requires that women represent at least 30% of the independent directors, a target that has remained unchanged since the policy was first established in 2015. The Board recognizes that the appointment or retirement of a single Director has a notable impact on the percentage of women on the Board which fluctuates as directors reach their term limit and new directors join. If the current director nominees are elected, women will continue to represent 40% of the Board's independent membership. Two of the nominees self-identify as members of a visible minority and the Board remains committed to further enhance diversity on the Board and include members of other under-represented groups.

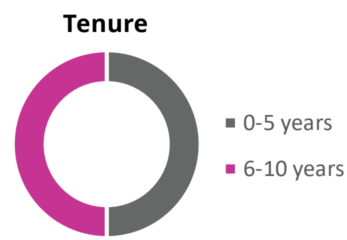
The Governance and Nominating Committee considers the effectiveness of the Board Diversity Policy on an ongoing basis and more formally as part of its annual review of the Corporate Governance Guidelines.

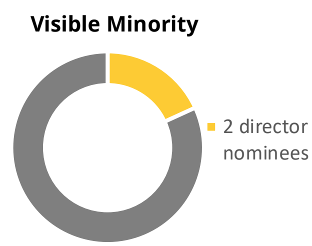
Below is a snapshot of our ten independent director nominees (excluding the CEO).











40% are women plus two committee chairs are women

Average tenure is 6 years

20%, who are also Committee Chairs, self-identify as a member of a visible minority

Director profiles

Michael Emory
Toronto, Ontario

Age 68

Director since 2014

Independent

2023 voting results FOR:
99.80%

Skills and experience
- Governance
- Real Estate
- CEO/Senior Executive
- Strategic Planning
- Risk Management
- Human Resources/ Compensation

Public board memberships
Allied Properties REIT
(2002 - present)

Mr. Emory is Founder and Executive Chair of the Board of Allied Properties REIT, after serving as President and Chief Executive Officer of Allied since 2003. Prior to entering the commercial real estate business in1988, he was a partner with the law firm of Aird & Berlis LLP, specializing in corporate and real estate finance. Mr. Emory received his Bachelor of Arts (Honours) degree from Queen's University and his J.D. from the University of Toronto.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%
Governance & Nominating	4 / 4	100%
HR & Compensation	5 / 5	100%
Credit Risk Sub-Committee	30 / 30	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	3,200	13,292	16,492	1,438,597	Yes (4.0x)
2023	3,200	12,078	15,278	852,818	Yes (2.37x)

Susan Ericksen
Cumming, Georgia, USA

Age 65

Director since 2018

Independent

2023 voting results FOR:
99.89%

Skills and experience
- Technology
- Strategic Planning
- Risk Management
- Retail Banking
- Human Resources/ Compensation
- Governance

Public board memberships
None

Ms. Ericksen is a Corporate Director. She had a distinguished 35-year career with Fortune 500 companies, serving as a Chief Technology Officer for Fiserv, Inc., and most recently as a Managing Director, Global Technology Operations, at The Coca-Cola Company in Atlanta.

Ms. Ericksen has also served as a Chief Information Officer or Chief Technology Officer at New York Life, Merrill Lynch Bank and Trust, Merrill Lynch Bank USA, CitiFinancial, and Citi Cards. Ms. Ericksen received her Master of Science degree in Computer Science from the University of Colorado and a Bachelor of Arts degree in Business Administration from Mount St. Mary's College, Los Angeles. She is a member of the National Association of Corporate Directors with the DC designation and received the CERT Certificate in Cybersecurity Oversight from the Software Engineering Institute at Carnegie Mellon University.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%
HR & Compensation	5 / 5	100%
Risk & Capital	3 / 3	100%
Credit Risk Sub-Committee	30 / 30	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	2,500	9,448	11,948	1,042,224	Yes (2.9x)
2023	1,800	8,316	10,116	564,675	Yes (1.57x)

Michael Hanley
Mount-Royal, Quebec

Age 58

Director since 2022

Independent

2023 voting results FOR:
99.28%

Skills and experience
- Governance
- CEO/Senior Executive
- Strategic Planning
- Risk Management
- Finance/Accounting
- Retail Banking
- Human Resources/ Compensation
- Legal/Regulatory

Public board memberships
LyondellBasell Industries N.V. (since 2018)
Nuvei Corporation (2020-2023)
Jean Coutu (PJC) Inc. (2016-2018)
BRP Inc. (2012-2022)
Shawcor Ltd. (2015-2021)

Mr. Hanley is Chair of the Board. He has extensive experience in leadership roles and corporate governance which has included serving as Lead Director of Nuvei Corporation and BRP Inc. as well as a Director of iA Financial Group. He serves on the Board of Directors of LyondellBasell Industries N.V. and ExCellThera Inc. Earlier in his career, Mr. Hanley was Senior Vice-President, Operations and Strategic Initiatives at National Bank of Canada and held a number of positions at Alcan Inc., including Executive Vice-President and Chief Financial Officer, and President and CEO of the Global Bauxite and Alumina business group. He also served as Chief Financial Officer of two other Canadian public companies. Mr. Hanley is a Chartered Professional Accountant and member of the Ordre des CPA du Québec since 1987.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	3,400	4,481	7,881	687,460	No (0.78x)
2023	3,400	734	4,134	230,760	No (0.29x)

Effective May 17, 2023, Mr. Hanley has a share ownership requirement of 3x his annual retainer as Chair of the Board and has five years to meet this requirement. See page 40 for more information.

Kishore Kapoor
Winnipeg, Manitoba

Age 67

Director since 2016

Independent

2023 voting results FOR:
98.68%

Skills and experience
- Governance
- CEO/Senior Executive
- Strategic Planning
- Risk Management
- Finance/Accounting
- Marketing/Branding

Public board memberships
RF Capital Group Inc. (since 2018)

Mr. Kapoor is the President and Chief Executive Officer of RF Capital Group Inc. He serves as a director of Richardson Financial Group Limited, RF Capital Group Inc., and Richardson Wealth. Until 2011 he was President of Wellington West Holdings Inc., the parent company of a number of subsidiaries that provided wealth management and corporate finance services to retail and institutional clientele in Canada.

From November 2003 to June 2005 Mr. Kapoor was Executive Vice-President of Corporate Development at Loring Ward International Inc., a public company formed to hold the U.S. operations of Assante Corporation, previously one of the largest wealth management firms in Canada, and served as its Executive Vice-President, Corporate Development from March 1994 until November 2003. Mr. Kapoor has a Bachelor of Science degree from the University of Manitoba and is a Chartered Accountant and former tax partner with KPMG LLP.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%
Audit (Chair)	6 / 6	100%
Risk & Capital	3 / 3	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	2,850	13,141	15,991	1,394,895	Yes (3.87x)
2023	2,850	11,931	14,781	825,075	Yes (2.29x)

Yongah Kim
Toronto, Ontario

Age 51

Director since 2020

Independent

2023 voting results FOR:
99.85%

Skills and experience
- Governance
- CEO/Senior Executive
- Strategic Planning
- Retail Banking
- Human Resources/ Compensation
- Risk Management

Public board memberships
None

Ms. Kim is an Associate Professor of Strategic Management at the Rotman School of Management, University of Toronto, and a core faculty member in the Leadership Development Lab and the Self-Development Lab of the Desautels Centre for Integrative Thinking. Prior to joining Rotman, Ms. Kim was a Senior Partner at McKinsey & Company where she spent 25 years working across Canada, US and Asia. She has a very diverse set of experiences that span across digital & analytics transformation, global expansion, performance transformation, and digital marketing, with a particular focus on digital and performance transformations in the financial services sector. Ms. Kim held a number of leadership positions while at McKinsey including leader of multiple industry practices, and Women's Initiatives in Asia and North America. She also served as co-chair of McKinsey's Global Partner Election Committee for several years. She has the distinction of being the first Korean woman elected to Partner and Senior Partner at McKinsey. She has a BA in Business Administration from Yonsei University and an MBA from Harvard Business School. She is currently Vice Chair of the Board of Trustees of The Hospital for Sick Children.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%
Governance and Nominating	1 / 1	100%
HR & Compensation	5 / 5	100%
Risk & Capital	2 / 2	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	1,000	5,527	6,527	569,350	Yes (1.58x)
2023	-	3,587	3,587	200,226	No (0.56x)

Effective May 17, 2023, Ms. Kim was appointed a member and Chair of the Governance and Nominating Committee, and ceased to be a member of the Risk and Capital Committee.

Marcos Lopez
Calgary, Alberta

Age 47

Director since 2022

Independent

2023 voting results FOR:
99.93%

Skills and experience
- Technology
- Governance
- CEO/Senior Executive
- Strategic Planning
- Risk Management
- Finance/Accounting
- Human Resources/ Compensation
- Marketing/Branding

Public board memberships
Solium Capital Inc. (2009-2019)

Mr. Lopez is the CEO of CreditApp, a fintech company. He was previously CEO of Solium Capital Inc. (now Shareworks by Morgan Stanley). His long stewardship of Solium culminated in its acquisition by Morgan Stanley for $1.1 billion. Under his leadership, Solium's Shareworks platform evolved into a world-class suite of products and services used by more than 3,000 companies worldwide. After Solium was acquired by Morgan Stanley, he became Co-Head of Morgan Stanley at Work, ensuring a successful integration of the business and ultimately helping create the largest employee share plan administration business globally. Before becoming Solium's CEO, he was the co-founder of Bitonic Solutions Inc. Mr. Lopez holds a Bachelor's Degree in Computer Science from the University of Calgary, and was the 2012 recipient of the Ernst & Young Entrepreneur of the Year award for the technology section, Western Canada.

Board / Committee Memberships	**2023 Attendance**	**Overall**
Board	6 / 6	100%
HR & Compensation	3 / 3	100%
Risk and Capital	1 / 1	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	2,627	2,633	5,260	458,830	Yes (1.27x)
2023	2,600	734	3,334	186,104	No (0.52x)

Effective May 17, 2023, Mr. Lopez was appointed to the Human Resources and Compensation Committee and the Risk and Capital Committee.

Andrew Moor
Toronto, Ontario

Age 63

Director since 2007

Non-Independent

2023 voting results FOR:
99.94%

Skills and experience

- CEO/Senior Executive
- Strategic Planning
- Risk Management
- Finance/Accounting
- Real Estate
- Retail Banking
- Human Resources/ Compensation
- Legal/Regulatory
- Technology
- Marketing/Branding

Public board memberships
Sleep Country Canada Holdings Inc. (since 2015)

Mr. Moor has served as EQB's President and Chief Executive Officer since March 2007. Before joining EQB he was President and Chief Executive Officer of Invis Inc. from 2002 to 2007 and prior to that was President and Chief Financial Officer of SMED International Inc.

In addition to serving on the Board of Sleep Country Canada Inc. Mr. Moor serves as Chairman of the Banks and Trust Companies Association, as a member of the advisory council of the Smith School of Business at Queen's University, and as a member of the Business Council of Canada. Mr. Moor was previously a director of the Canadian Bankers Association. Mr. Moor holds an MBA from the University of British Columbia and a Bachelor of Science degree in Engineering from University College, London. He is a member of the Institute of Corporate Directors with the ICD.D designation.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%

Equity Ownership [1]

Year	Common shares	PSUs/TPSUs	Total common shares and PSUs/TPSUs	Total value of common shares and DSUs ($)[1]	Meets SOR[2]
2024	525,980	40,027	566,007	49,372,810	Yes (12.34x)
2023	532,842	33,336	566,178	31,604,040	Yes (8.10x)

1. Values at December 31, 2023 are based on the higher of $87.23, the closing price of an EQB common share on the TSX on December 31, 2023 or the acquisition/grant price, if such value is higher.
2. Andrew Moor meets the share ownership requirement for his position as President and CEO - see page 102.

Rowan Saunders
Toronto, Ontario

Age 59

Director since 2013

Independent

2023 voting results FOR:
98.95%

Skills and experience
- Governance
- CEO/Senior Executive
- Strategy
- Risk Management
- Human Resources/ Compensation
- Legal/Regulatory
- Technology
- Marketing/Branding

Public board memberships
Definity Financial Corporation (since 2021)

Mr. Saunders has been President and Chief Executive Officer of Definity Financial Corporation since November 1, 2016. His extensive background in the P&C industry includes over 35 years of international experience including 12 years as President and Chief Executive Officer of Royal & Sun Alliance Insurance Company of Canada.

Mr. Saunders is a past Chairman and current director of the Insurance Bureau of Canada, and a past member of the Financial Services Commission of Ontario's CEO Advisory Committee. Mr. Saunders received a Bachelor of Arts degree from York University, holds the Canadian Risk Management designation and is a Fellow of the Insurance Institute of Canada.

Board / Committee Memberships	2023 Attendance	Overall
Board	5 / 6	86%
Audit	5 / 5	100%
HR & Compensation	4 / 5	80%
Risk & Capital	1 / 1	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	7,000	21,659	28,659	2,499,925	Yes (6.94x)
2023	7,000	19,359	26,359	1,471,359	Yes (4.09x)

Effective May 17, 2023, Mr. Saunders was appointed a member of the Risk and Capital Committee and ceased to be a member of the Audit Committee.

Carolyn Schuetz
Toronto, Ontario

Age 61

Director since 2022

Independent

2023 voting results FOR:
99.88%

Skills and experience

- Governance
- CEO/Senior Executive
- Strategic Planning
- Risk Management
- Finance/Accounting
- Retail Banking
- Technology
- Human Resources/ Compensation

Public board memberships
Altus Group Limited (since 2022)

Ms. Schuetz is an accomplished executive with more than 30 years of global experience in financial services. Having spent 16 years at HSBC, most recently as the Global Chief Operating Officer for Group Retail Banking and Wealth Management, she brings deep operational expertise and a proven track record of delivering large-scale transformational change in complex, highly regulated industries. She serves on the board of OakNorth Bank plc, a UK-regulated private challenger bank and Altus Group Limited, which provides the global corporate real estate industry with intelligence-as-a-service solutions to maximize returns and reduce risk. Ms. Schuetz holds a Bachelor of Mathematics from the University of Waterloo, is a Chartered Professional Accountant and has an MBA from Stanford.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%
Audit	1 / 1	100%
Governance and Nominating	1 / 1	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	1,200	2,633	3,833	334,353	0.93x
2023	1,200	734	1,934	107,956	0.30x

Effective May 17, 2023, Ms. Schuetz was appointed a member of the Audit Committee and the Governance and Nominating Committee.
Ms. Schuetz has until November 2027 to meet the share ownership requirement.

Vincenza Sera
Toronto, Ontario

Age 67

Director since 2013

Independent

2023 voting results FOR:
98.88%

Skills and experience
- Governance
- Risk Management
- Finance/Accounting
- Real Estate
- Human Resources/ Compensation

Public board memberships
DREAM Industrial REIT (since 2012)
DREAM Unlimited Corp. (since 2013)

Ms. Sera is a Corporate Director with more than 20 years of experience. She currently serves as Chair of the Board of Director of Trustees of Dream Industrial REIT, on the Board of Directors of DREAM Unlimited Corp. where she is Chair of the Governance, Environmental and Nominating Committee, and on the Board of Investment Management Corporation (IMCO) where she serves as Chair of the Nominating and Governance Committee. Previously she served as Chair of the Board of Directors of Ontario Pension Plan. Ms. Sera has more than 25 years of experience in capital markets, corporate finance and corporate governance holding senior positions with National Bank Financial, First Marathon Securities and Canadian Imperial Bank of Commerce. She holds a Master of Business Administration from the University of Toronto. She is a member of the Institute of Corporate Directors with the ICD.D designation.

Board / Committee Memberships	2023 Attendance	Overall
Board	6 / 6	100%
Audit	1 / 1	100%
Governance and Nominating	4 / 4	100%
Risk & Capital	2 / 2	100%
Credit Risk Sub-Committee	30 / 30	100%

Equity Ownership

Year	Common shares	DSUs	Total common shares and DSUs	Total value of common shares and DSUs ($)	Meets SOR
2024	5,323	14,879	20,202	1,762,220	Yes (4.89x)
2023	5,153	13,632	18,785	1,048,579	Yes (2.91x)

Effective May 17, 2023, Ms. Sera was appointed a member of the Audit Committee and ceased to be a member of the Risk and Capital Committee.

Michael Stramaglia
Toronto, Ontario

Age 64

Director since 2014

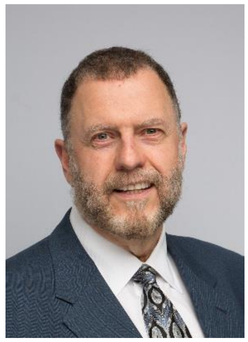
Independent

2023 voting results FOR:
99.91%

Skills and experience

- Governance
- CEO/Senior Executive
- Strategy
- Risk Management
- Finance/Accounting
- Real Estate
- Retail Banking
- Human Resouces/ Compensation
- Legal/Regulatory

Public board memberships
Definity Financial Corporation
(since 2021)



Mr. Stramaglia is a Corporate Director and President and Founder of Matrisc Advisory Group, a risk management consulting firm. He is also Executive in Residence at the Global Risk Institute. Mr. Stramaglia has extensive financial services experience, including prior executive leadership roles that include Executive Vice-President and Chief Risk Officer for Sun Life Financial Corp., Executive Vice-President and Chief Investment Officer for Clarica, and President and CEO of Zurich Life Insurance Company of Canada. He currently serves on the boards of directors of Definity Financial Corp., Economical Mutual Insurance Company and Foresters Financial. He also serves as Chair of the Ontario Internal Audit Committee.

Mr. Stramaglia is a qualified actuary and a Chartered Enterprise Risk Analyst. He holds an Honours Bachelor of Mathematics from the University of Waterloo and holds the ICD.D designation from the Institute of Corporate Directors.

Board / Committee Memberships	**2023 Attendance**	**Overall**
Board	6 / 6	100%
Audit	1 / 1	100%
Governance and Nominating	3 / 3	100%
Risk and Capital	3 / 3	100%

Equity Ownership

Year	**Common shares**	**DSUs**	**Total common shares and DSUs**	**Total value of common shares and DSUs ($)**	**Meets SOR**
2024	10,250	14,048	24,298	2,119,515	Yes (5.89x)
2023	10,250	12,818	23,068	1,287,656	Yes (3.58x)

Effective May 17, 2023, Mr. Stramaglia was appointed a member of the Audit Committee and ceased to be a member of the Governance and Nominating Committee.

Meeting Attendance

The table below sets out the number of board and committee meetings held during the ten-month period ended October 31, 2023 and the overall attendance of the relevant members for that period. Excluded is the attendance of David LeGresley and Lynn McDonald who retired from the Board following the annual meeting of shareholders on May 17, 2023. Directors are expected to attend at least 75% of all meetings of the board meetings and those committees on which they serve.

The Credit Risk Sub-Committee met 30 times in fiscal 2023. These meetings are held through the year to adjudicate credit applications that exceed management authority, and are generally convened with two to three days' notice.

Details about each director's meeting attendance can be found in the director profiles beginning on page 36. All director nominees attended the virtual annual meeting held in May 2023.

	Meetings[1]	**Attendance**
Board	6	99%
Audit	6[2]	100%
Governance and Nominating	4	100%
Human Resources and Compensation	5	97%
Risk and Capital	3[2]	100%
Total number of meetings	**24**	**96%**

1. EQB and Equitable Bank Board meetings typically run concurrently.
2. 2 of the 6 Audit Committee meetings were for Equitable Bank only.

Director compensation

Our director compensation program has three objectives:

- attract and retain highly qualified individuals with an appropriate mix of skills, expertise and experience to serve as directors,
- provide an appropriate level of compensation to reflect the risks, responsibilities and time commitment they assume when serving on our Board and Board committees, and
- align directors' interests with those of our shareholders.

The Board approves the amount and form of director compensation on the recommendation of the Governance and Nominating Committee. Director compensation is targeted at or near the median of our peer group (the same peer group we use for executive compensation – see page 37).

The Governance and Nominating Committee conducts a biennial benchmarking review of director compensation, to ensure it continues to meet the objectives set out above. The Committee has the authority to retain external consultants, as it may determine necessary or advisable to carry out its responsibilities.

In 2022, the Governance and Nominating Committee retained Meridian Compensation Partners Inc. ("Meridian") for assistance in reviewing the competitiveness of EQB's director compensation program. Based on the review the Board made changes to director compensation which came into effect on May 17, 2023. No changes are planned for 2024.

Components of compensation

Directors receive an annual retainer for serving on the boards of both EQB and the Bank. The Chair of the Board receives a separate all-inclusive annual retainer. Additional retainers are paid to Committee Chairs and Committee members.

Mr. Moor, as President and CEO of EQB, does not receive any director compensation.

In addition, Directors are reimbursed for travel and other expenses they incur when they attend meetings or conduct EQB business.

Director fee table

	Compensation payable as at May 17, 2023 ($)
Annual board retainer	
Chair of the Board (one half granted in DSUs)	295,000
All other directors (one half granted in DSUs)	120,000
Annual Committee Chair retainer	25,000
Annual Committee member retainer	10,000
Annual Credit Risk Sub-Committee member retainer	5,000

All directors, including the Chair of the Board, receive 50% of their annual retainer in the form of DSUs, regardless of whether they have met the share ownership requirement or not. Directors may also elect to receive the cash portion of their annual retainers and any additional retainer, in any combination of cash and/or DSUs, which is paid quarterly. DSUs are phantom share units that have the same value as common shares and because they have the same upside potential and downside risk as common shares, they serve to align the interests of our directors and shareholders. Non-management directors are also reimbursed for all travel and other expenses they incur in attending meetings or conducting business on behalf of EQB.

DSUs vest immediately and accrue additional DSUs when dividends are paid on the common shares. Following a director's departure from the Board, the director may elect, at any time up to the end of the calendar year following the calendar year the director leaves the Board, to have their DSUs redeemed for cash based on the market value of the shares on the redemption date.

The table on the next page provides a summary of all DSUs outstanding as at December 31, 2023 for each non-management director. All DSUs were vested as at December 31, 2023.

	Total Number of DSUs held as at December 31, 2023 (#)	Market value of DSUs not paid out or distributed as at December 31, 2023[1] ($)
Michael Emory	13,292	1,159,428
Susan Ericksen	9,448	824,191
Michael Hanley	4,481	390,878
Kishore Kapoor	13,141	1,146,286
Yongah Kim	5,527	482,079
Marcos Lopez	2,633	229,645
Rowan Saunders	21,659	1,889,326
Carolyn Schuetz	2,633	229,645
Vincenza Sera	14,879	1,297,878
Michael Stramaglia	14,048	1,225,389

1. The closing price of a common share on the TSX on December 31, 2023 was $87.23.

2023 actual compensation

The total compensation paid to non-management directors for the ten-month fiscal period ended October 31, 2023 is shown in the table below.

	Annual Director / Board Chair Retainer			
	Cash ($)	**DSUs ($)**	**All other compensation ($)**	**Total ($)**
Michael Emory	63,333	60,000	-	123,333
Susan Ericksen	77,708	60,000	-	137,708
Michael Hanley[1]	-	237,624	-	237,624
Kishore Kapoor	73,542	60,000	-	133,542
Yongah Kim[2]	7,729	118,313	-	126,042
Marcos Lopez	-	119,187	-	119,187
David LeGresley[3]	29,813	29,813	-	59,625
Lynn McDonald[5]	15,000	11,250	-	26,250
Rowan Saunders	-	119,167	-	119,167
Carolyn Schuetz	-	119,187	-	119,187
Vincenza Sera	68,958	60,000	-	128,958
Michael Stramaglia	73,542	60,000	-	133,542
TOTAL	409,625	1,054,539	-	1,464,164

1. Michael Hanley was appointed Chair of the Board on May 17, 2023. The annual Chair retainer increased to $295,000 the same day.
2. Yongah Kim was appointed Chair of the GNC Committee in May 2023. The GNC Chair retainer increased from $15,000 to $25,000 the same day.
3. David LeGresley retired from the Board at the May 2023 annual meeting. The annual Board Chair retainer was $265,000 up until May 17, 2023.
4. Lynn McDonald retired from the Board at the May 2023 annual meeting.

Director share ownership requirements

All non-management directors are required to own at least three times their applicable annual retainer within five years of their appointment date. Both common shares and DSUs count towards share ownership requirements which we calculate using the higher of the closing price of the common shares on the TSX on the date the shares were acquired/DSUs granted, or on the date compliance is assessed, which is December 31 of each year. All director nominees have met or exceed the ownership requirement other than Carolyn Schuetz who is within the five-year period following the date of her appointment to the Board, and Michael Hanley who is within the five-year period following his appointment as Chair of the Board on May 17, 2023.

Corporate governance practices

Our Board and management are committed to high standards of corporate governance which it believes to be the foundation that contributes to strong corporate performance for our shareholders and stakeholders, and long-term sustainability. Our Board sets the tone at the top, promoting a strong culture of integrity and ethical behaviour throughout the organization. Our governance policies and practices are consistent with the requirements of authorities that regulate EQB and its subsidiaries, including OSFI, the Canadian Securities Administrators, and the TSX, and we continually review them against changing regulations, evolving policies, market trends and practices, updating them as appropriate.

What we do

- Separate Board Chair and CEO roles
- Independent board and committees – 10 of our 11 director nominees are independent and all of our committees are composed of independent directors
- In camera sessions of independent directors at each Board and Committee meeting
- Majority voting policy for directors – our Board adopted a majority voting policy in 2007
- Our directors, officers and employees must certify their compliance with our Code of Conduct annually
- Directors are elected annually and individually
- Established retirement age and term limit for directors, that informs board succession planning
- Clawback policy for senior executives
- Share ownership requirements – we require our directors and Executive Officers to own shares, or have an equity interest in EQB, to align their interests with our shareholders
- Our Board and committees oversee our risk management framework and strategic, financial and operational risks
- Diverse board – our Board represents a diverse mix of skills, backgrounds and experience. The Board has adopted a target to have women represent 30% of its independent members
- Financial and risk management experience on every Board Committee
- Board oversight of ESG matters, including the review of the Bank's annual report on ESG
- Board oversight of cybersecurity
- Formal robust annual assessment of Board effectiveness including one-on-one meetings between the Chair of the Board and individual directors
- We limit the number of other public company boards our directors can serve on together
- Board skills matrix used for director recruitment and succession planning
- We hold an advisory, non-binding vote (Say on pay) on our approach to executive compensation
- Meeting attendance requirements for directors
- New directors are paired with a director who has several years of experience on EQB's Board to act a mentor and assist with their orientation and understanding of the functioning of the Board

What we don't do

- No slate voting – directors are individually elected
- No monetization or hedging
- Directors cannot receive stock options
- The Chair of the Board does not have a deciding vote in the case of a Board tie

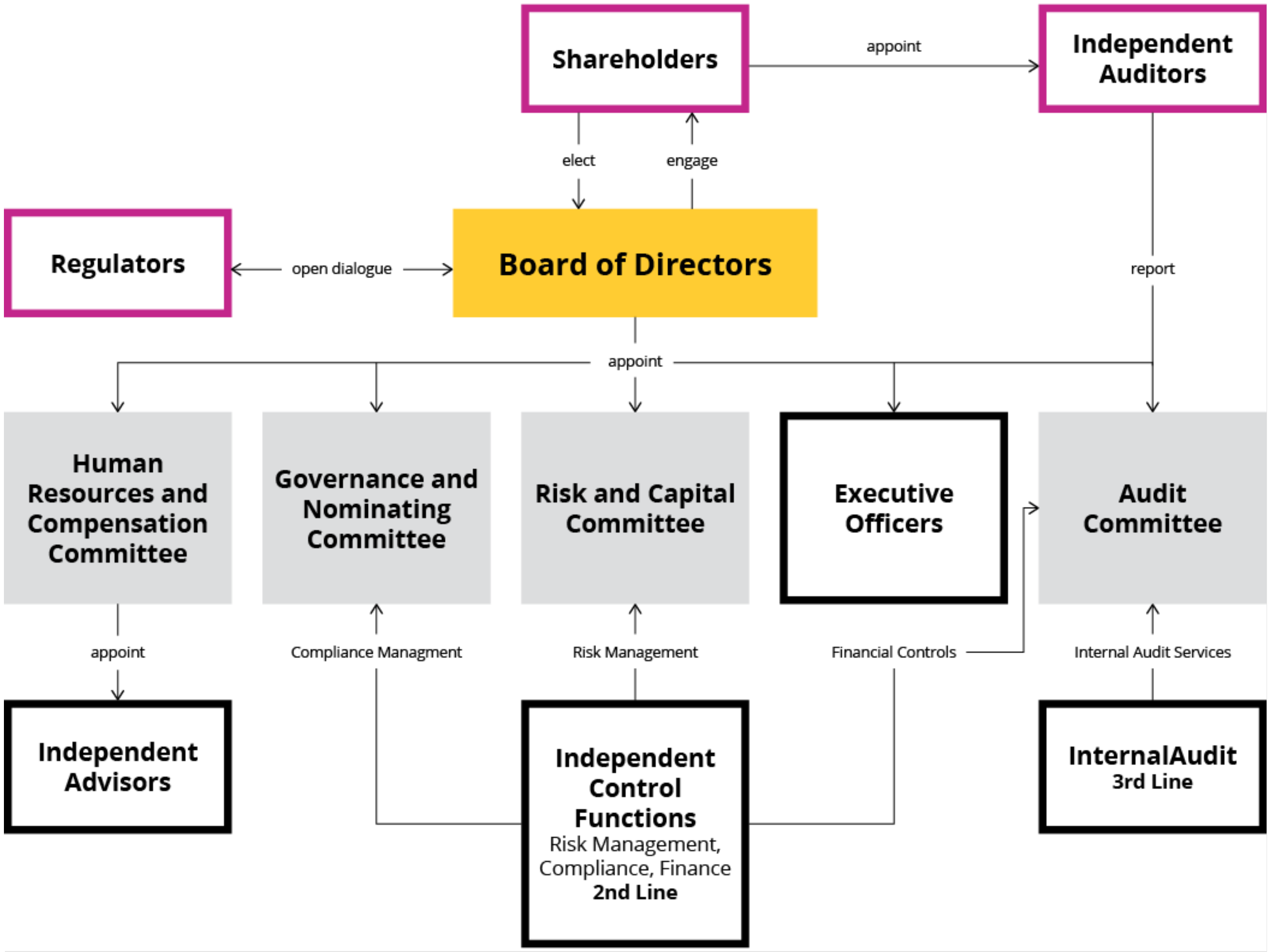
Our governance structure

The Board is supported by four standing Committees: the Audit Committee, Governance and Nominating Committee, HR and Compensation Committee and the Risk and Capital Committee, as well as one sub-committee: Credit Risk Sub-Committee.

The Governance and Nominating Committee annually reviews the composition of each Board Committee and the designated Committee Chairs together with the Chair of the Board. Rotation of Committee members is based on continuity, balance, the need for fresh perspective, the utilization of each director's particular experience and expertise, with consideration given to director term limits and going forward, term limits for the Chair of the Board and a Committee Chair. Each Board Committee is 100% independent and each director serves on a minimum of two Committees. The Chair of the Board regularly attends all Committee meetings in a non-voting capacity.

Each Board Committee reviews its mandate annually and any changes are recommended for approval by the Board. Committee Chairs report to the Board on material matters considered and decisions made by the Committee at the next regularly scheduled Board meeting. Each Committee uses an annual work plan to guide its deliberations during the course of the year, which it approves on an annual basis. Each Committee has the authority to retain external advisors at EQB's expense in connection with its responsibilities.

The following diagram outlines the reporting relationships between shareholders, the Board, four Board Committees and management. Formal mandates are approved for the Board, each Committee, the Chair of the Board, Committee Chairs, the CEO, and the control function heads (CFO, CRO, Chief Compliance Officer and Chief Auditor). These mandates set out the key responsibilities and accountabilities for each role, Committee and function.



Chair of the Board

The Chair of the Board is an independent director. The Chair presides over all Board and shareholder meetings and oversees the work of the Board Committees. In carrying out their duties, the Chair:

- leads the Board in its supervision of the business and affairs of EQB and its oversight of management;
- provides leadership to the Board to ensure it can function independently of management as and when required;
- advises the CEO on major issues and serves as a liaison between the Board and senior management;
- fosters the Board's understanding of the boundaries between Board and management responsibilities;
- participates in the recruitment and orientation of new directors;
- together with the Governance and Nominating Committee, oversees the Board's annual evaluation process;
- assists the HR and Compensation Committee in monitoring and evaluating the performance of the CEO;
- chairs *in camera* meetings of the independent directors at all Board meetings;
- regularly attends Board Committee meetings in a non-voting capacity;
- interacts with directors and senior management throughout the year;
- meets with shareholders and other stakeholders on behalf of the Board; and
- fosters direct and ongoing dialogue with the Bank's regulators, independent of management, to promote mutual trust and confidence in the quality of the Board's governance and oversight of the Bank.

The mandate of the Chair of the Board is available on our website at www.equitablebank.ca.

Board Mandate

The Board's responsibilities are set out in its mandate (attached to this circular as Schedule A) and include the following:

Strategic Planning

The Board oversees EQB's strategic planning process, ensuring alignment with EQB's risk appetite, and annually approves the strategic and financial plan, which takes into account the opportunities and risks of the businesses, and significant strategic initiatives including those related to technology presented by management, holding management accountable for executing the strategy and delivering strong performance while managing risk. The Board holds a strategic planning session with Management every year as part of the planning process. The President and CEO, together with the senior management team, update the Board at every regularly scheduled meeting on our progress, and discuss strategic issues, competitive developments, and business opportunities and risks, with input and insights provided by the Board. The Board oversees the implementation of the strategic plan and monitors our progress, providing guidance and input as appropriate. The Board approves any adjustments to the strategic plan in response to our progress and/or changing market conditions. New strategic opportunities and risks are discussed as they arise throughout the year. The Board and HR and Compensation Committee assess our performance against the strategic and financial plan at the end of the year in the context of targets and measures set for the short-term incentive award. This ensures that our executive compensation supports the strategy and that there is a direct link between pay and performance.

Risk Management

The Board is responsible for overseeing the identification and monitoring of the core risks to which EQB is exposed and for satisfying itself that appropriate policies, procedures and practices are in place to effectively identify, monitor and manage them within our Risk Appetite Framework. The Board delegates responsibility for the execution of certain areas of risk oversight to its committees in order to ensure that they are treated with appropriate expertise, attention and diligence, with reporting to the Board in the ordinary course. Our core risks and detailed information on matters including our risk management framework, risk culture and risk appetite are provided in our 2023 MD&A.

The Bank's Enterprise Risk Management Framework is designed to enhance the identification and mitigation of risks across the organization, and to assist the Board and the Risk & Capital Committee with their oversight responsibility for risk management.

Each Committee assists the Board in overseeing risk:

Audit Committee	• oversees the quality and integrity of our financial reporting processes to mitigate our exposure to financial, derivative and disclosure risks • oversees the quality and effectiveness of the Bank's risk management controls and procedures, and the independence of the internal audit function • oversees the qualifications, independence and performance of the external auditor • oversees the independence and performance of the Finance and Internal Audit functions
Governance and Nominating Committee	• oversees adherence to the code of conduct • oversees the Bank's legal and regulatory risk • responsible for board and chair succession • makes recommendations to the Board on corporate governance practices • responsible for the annual evaluation of Board effectiveness • oversees the Bank's compliance with all legal and regulatory requirements, including compliance with the consumer protection provisions of the Financial Consumer Protection Framework • oversees conflict of interest, insider and privacy programs • oversees ESG initiatives, sustainability, and monitors trends and best practices in ESG reporting • oversees the independence and performance of the Compliance function
HR and Compensation Committee	• ensures that the Bank's compensation policies and practices are aligned with its risk appetite and risk management frameworks • oversees enterprise succession planning including executive talent management • oversees executive officer performance evaluation including the appropriate leadership behaviours in regards to risk management • oversees diversity and inclusion, employee engagement, culture, employee health, safety and wellbeing and pay equity • reviews the compensation of employees that have a material impact on risk
Risk and Capital Committee	• oversees EQB's core and emerging risks and the adequacy of its Internal Capital Adequacy Assessment Process (ICAAP) as well as strategic and capital plans • reviews and/or approves policies and frameworks in place to manage current and emerging risks • reviews EQB's risk-based capital requirements • oversees the promotion and maintenance of a strong risk culture • reviews the risk impact of our strategic plan and new business initiatives • oversees EQB's business continuity plan including crisis management, disaster recovery and pandemic plans • meets regularly with the Chief Technology Officer and Chief Information Security Officer to discuss information management, technology and cybersecurity risks • reviews EQB's risk profile against the approved risk appetite and has primary oversight for credit, liquidity, market, operational, business and strategic, and reputational risks • oversees the risk function and adherence to risk management policies

Succession Planning

The Board regularly reviews senior leadership succession plans, including that of the CEO, to ensure proactive talent management and succession practices. This includes the identification of emergency replacements for key executive roles including control function heads. Its involvement in leadership development and succession planning is systematic and ongoing, including purposeful exposure to executive talent with potential to grow into senior management roles. The Board also engages external consultants to support their responsibilities related to succession planning as needed.

Succession planning and talent development practices are approached with a goal of building a strong and diverse senior leadership bench for executive roles within the bank, as well as identifying opportunities to source and attract outstanding external talent to bring new capabilities, experiences and skill sets to EQB. We ensure a healthy balance of internal and external succession to achieve the optimal mix of domain and functional expertise, leadership skills and capabilities, as well as previous experience. The succession strategy leverages strengths in familiarity with the Bank and its operations with complimentary external experiences and skillsets. The majority of senior management roles have traditionally been filled via internal succession – these included Chief Human Resources Officer, Chief Information Security Officer, and Chief Credit Officer during the 2023 fiscal year.

The Board invests significant time in CEO succession planning, reviewing the strengths, leadership capabilities, experience, and development opportunities of potential successors for the CEO position. The Board has established a CEO succession planning process that considers the profile and skills most critical to leadership of the Bank, includes ongoing evaluation of a number of potential internal and external successor candidates, and addresses emergency, temporary scenarios as well as long-term succession. With regard to this and any other succession process, Management and the Board ensure that diversity is an important consideration._Furthermore, the HR and Compensation Committee undertakes a systematic review of executive succession planning at a broader level, encompassing short-, medium-, and long-term succession potential across all senior management and control function roles. This includes providing feedback to Management on development opportunities, mentorship, and other actions to accelerate succession candidates' growth. Talent management and the successful development of qualified successors are also considered in performance reviews of senior management and hence reflected in executive compensation.

The HR and Compensation Committee reviews changes to our organizational structure and its impact on executive roles, including scope for development in preparation for more senior executive roles. Moreover, the Board and Senior Management engineer opportunities for the Board to interact with our Executive Officers and high potential employees, including presentations made at Board and Committee meetings and education sessions. This exposure provides the Board with deeper insight into succession planning opportunities, and context on issues relevant to EQB while contributing to the development of high potential and executive talent.

Succession planning is an important priority for our Board and is reviewed in depth at least annually

Internal Controls

The Board oversees and monitors the integrity and effectiveness of EQB's internal controls and management information systems. The Board also oversees compliance with applicable audit, accounting and regulatory reporting requirements and approves the quarterly and annual consolidated financial statements.

A strong control environment is critical to our success. Over the past few years, we have been investing significantly in strengthening our controls surrounding people, processes and technology to protect EQB and our customers' information.

The Audit Committee oversees the Internal Audit function by reviewing audit plans and activities. The Chief Auditor directly reports to the Audit Committee, which is responsible for overseeing the performance of and appointing the Chief Auditor.

The Audit Committee meets separately with the Chief Auditor, Chief Financial Officer and the independent auditors without management present at each quarterly meeting.

Disclosure Controls

Our Disclosure Control Policy provides guidance for determining whether information is material (as defined by securities legislation) and includes measures to avoid selective disclosure of material information. It also sets out our commitment to promptly release material information in a timely, accurate and balanced way to stakeholders.

Our Disclosure Control Committee, which is composed of senior officers, is a key part of this process and its responsibilities include evaluating events to determine whether they give rise to material information that must be publicly disclosed and the timing of that disclosure, and reviewing our core disclosure documents (management information circular, annual and quarterly consolidated financial statements and related MD&A and AIF) before they are reviewed by the Board for approval and public release.

A Culture of Ethical Conduct

A strong culture of ethical conduct is central to EQB. The Board plays a key role in overseeing our culture, setting the "tone at the top". Management is held accountable for maintaining high ethical standards and practices which are fundamental to our business, assets and reputation. The Board has established standards for the ethical conduct of our business in the Code of Conduct (Code), which applies at all levels of the organization. Together, all directors, officers and employees are accountable for preserving EQB's role as a trusted partner dedicated to service in a safe, fair, honest, respectful and ethical manner. The Code serves as a central guide to connect our corporate values to a common understanding of what practices are acceptable and which are not; living these corporate values fosters a positive working environment and is the key to our continued success. The Code addresses fundamental topics such as conflicts of interest, confidentiality and the protection / use of corporate assets and information, professional conduct and personal integrity, compliance with laws, regulations and other obligations including the reporting of any illegal or unethical behaviour.

All employees and officers, as a condition of employment, and all directors, upon joining the Board, must acknowledge they have read, understand and agree to comply with the Code. They are also required to review and attest that they have complied with it annually. Employees and contingent workers are also required to complete Code training.

The Governance and Nominating Committee monitors compliance with the Code, including approving, where appropriate, any waiver from the Code to be granted for the benefit of any director or executive officer of EQB, and any such waivers are disclosed in accordance with applicable regulatory requirements. Compliance with the Code is monitored by management on an ongoing basis and material issues arising under the Code are reported to the Committee by the Chief Compliance Officer (CCO). The CCO reports annually to the Committee on the attestation process confirming the completion of attestation activities. Directors and officers must also read, consent and abide by the Conflict of Interest Policy.

We have specific policies and training for directors and employees including anti-money laundering, privacy, insider trading, operational risk and cybersecurity.

We are committed to providing an inclusive, respectful and safe work environment that is free from discrimination, violence and harassment for all, as well as to complying with applicable laws pertaining to discrimination, human rights, violence and harassment. Complaints of discrimination, violence or harassment are dealt with promptly, and treated with seriousness, sensitivity and confidentiality. Retaliation against anyone for having raised a concern or complaint in good faith is forbidden and anyone who raises a concern in good faith is protected from retaliation.

The Code is available on our website.

Reporting a concern

All directors, officers and employees have an obligation to report any concerns they may have about financial reporting or suspected fraudulent activity, unethical behaviour, a breach of the Code and other compliance policies, without fear of retaliation.

Our Whistleblower Policy helps safeguard the integrity of our financial reporting and business activities, support adherence with the Code, and provide assurances to EQB's stakeholders in their reliance on the accuracy of our financial reporting.

The Policy provides multiple reporting channels, including calling the confidential, toll-free hotline or going online to make an anonymous and confidential report (both of which are maintained by an independent third party).

All reports are investigated internally or by an independent external party, and appropriate action is taken. Significant concerns are raised with the Chair of the Audit Committee.

Conflicts of interest and related party transactions

Directors have an ongoing obligation to disclose their business and personal relationships with EQB and other companies they have relationships with so that any potential conflicts can be identified. Directors may not be eligible for election if they have a potential or actual conflict of interest that is incompatible with their service as a director.

Each director is responsible for reporting any potential or actual conflict of interest between them and EQB to the Chair of the Governance and Nominating Committee and/or the Chair of the Board. The Governance and Nominating Committee will determine an appropriate course of action with respect to such director. Where the potential or actual conflict is manageable, such as the director excusing themselves from discussions or deliberations, the director may be eligible for election and the potential or actual conflict will be monitored by the Governance and Nominating Committee and recorded in the minutes of the meeting.

The Governance and Nominating Committee's mandate includes its responsibilities for:

1. reviewing and monitoring the effectiveness of the Bank's policy and procedures for complying with the self-dealing provision of applicable laws;
2. reviewing and approving the Bank's practices to identify related party transactions that could have a material effect on the stability or solvency of the Bank, and the criteria and thresholds for permitted related party transactions;
3. review and, if considered advisable, approving the terms and conditions of loans to related parties that exceed established thresholds; and
4. approving the terms and conditions of any related party transaction that exceeds the established thresholds.

Management provides the Committee with an annual attestation on the effectiveness of the Bank's procedures and their continuing compliance with applicable laws.

There were no material conflicts of interest or related party transactions reported to the Committee in 2023.

Communication and Engagement

We communicate with our shareholders and other stakeholders through a variety of channels, including:

- quarterly financial results
- Annual Information Form
- Management Information Circular
- annual report on our responsibilities regarding social and governance, as well as the environment
- Public Accountability Statement
- news releases
- our website
- social media

Shareholders can communicate with the Chair, any of our independent directors or our Investor Relations team by using the contact details on the back cover.

We engage directly with shareholders and other stakeholders on a regular basis through:

Meetings, calls and media appearances	The CEO, CFO and other senior officers including members of our Investor Relations team meet regularly with bank analysts, the investment community and/or institutional and retail investors, and rating agencies providing an opportunity for constructive dialogue on various topics including strategy and governance, ESG issues, open banking and modernizing payment systems. These meetings are held through a variety of forums including direct meetings, virtual meetings and conferences.
News releases	We issue news releases throughout the year to report any major changes or developments in our business
Ad hoc meetings with shareholder advocacy groups upon request	The Chair of the Board and/or Chairs of the Governance and Nominating or HR and Compensation Committees will meet with shareholder advocacy groups such as the Canadian Coalition for Good Governance, regulators, employees, to discuss any issues, concerns or obtain feedback on a particular subject matter
Quarterly conference calls and webcasts	The CEO and CFO hold quarterly earnings calls with analysts and investors after we release our financial results. The calls are broadcast live and are available on our website in the Investor Relations section at https://eqb.investorroom.com. Shareholders can also access comprehensive financial information, including information on dividends, annual information form, the annual ESG report and news releases on our website.

This past year, we continued on our ambitious engagement strategy to proactively reach out to our shareholders and investors to better explain EQB's strategy as well as to understand our shareholders' priorities and to listen to their concerns. We held over 100 engagements with retail and institutional shareholders in Canada and around the world, rating agencies and regulators. We also changed our fiscal reporting period to end on October 31 rather than December 31 so our reporting cycle is now consistent with Canada's largest publicly-traded Canadian banks.

We also respond to any shareholder concerns and questions we receive throughout the year.

Environmental, Social and Governance (“ESG”)

The Board, with the assistance of the Board committees, oversees our approach to ESG issues and its integration into our strategy, business processes, and operations. Board and committee responsibilities are outlined below:

<table>
<tr><th></th><th>Summary of ESG responsibilities</th></tr>
<tr><td>Board</td><td>oversee a culture of integrity and ethical business conduct, and approve the Code of Conduct
approve EQB’s strategy, oversee its implementation and monitor its execution
approve the risk appetite framework and oversee its implementation
Further information can be found in EQB’s Board mandate attached to the circular as Schedule “A”</td></tr>
<tr><td>Audit Committee</td><td>oversee the quality and integrity of financial reporting and the effectiveness of internal controls over financial reporting
oversee the effectiveness of the whistleblower program
oversee the effectiveness of the Internal Audit function and review reports on ESG-related audits
Further information can be found in the Committee’s mandate on our website.</td></tr>
<tr><td>Governance and Nominating Committee</td><td>oversee EQB’s ESG initiatives and related reporting, specifically the ESG Performance Report and the Public Accountability Statement
receive updates on current and emerging trends, standards and best practices in ESG matters and disclosure of non-financial performance
support the Board in its oversight of EQB’s purpose and review disclosure on and alignment with its purpose
develop and recommend corporate governance guidelines and Code of Conduct, and review the Third-Party Code of Conduct
monitor the effectiveness of the Board Diversity Policy
oversee compliance with the consumer protection provisions of the Bank Act
oversee engagement efforts with stakeholders, including ESG rating agencies
Further information can be found in the Committee’s mandate on our website.</td></tr>
<tr><td>HR and Compensation Committee</td><td>oversee and monitor EQB’s policies, programs and practices designed to:
✓ promote workplace equity, including pay equity for equal work
✓ protect the mental health and physical health and safety of employees in the workplace, and promote employee wellbeing
✓ ensure a respectful workplace free from harassment
✓ support an inclusive workplace culture and business environment that emphasizes the importance of reconciliation and is actively anti-racist
oversee the executive compensation program considering the interests of our customers and shareholders
Further information can be found in the Committee’s mandate on our website.</td></tr>
</table>

	Summary of ESG responsibilities
Risk and Capital Committee	• review and recommend EQB's risk appetite framework and oversees EQB performance against its risk appetite • review and approve significant risk management frameworks and policies • oversee the promotion of a sound risk-aware culture throughout EQB • receive reports on the integration of significant environmental and social risk exposures within the enterprise risk management framework Further information can be found in the Committee's mandate on our website.

Our 2022 ESG Performance report, which is available on our website, highlights our achievements, and reflects upon our experiences with investors, rating agencies, regulators, and other stakeholders to address ESG issues.

In December 2023, we refreshed our ESG strategy and will be using the term "Responsibility" when it comes to social, governance, and environmental matters that affect EQB. Our fiscal year 2023 Responsibility Report is expected to be issued in the second quarter of 2024 and will provide our perspectives on these important subjects.

Inclusion, Diversity, Equity, Accessibility and Anti-Racism work = IDEA² work

We pursue an ambitious DE&I agenda, going beyond the norm for most public companies and evolving the approach to a concept that we call IDEA²: Inclusion, Diversity, Equity, Accessibility and Anti-Racism. At the heart of this work is the wisdom and experience of our in-house experts: employees of lived experience, whose knowledge of their communities' needs and aspirations drive our approach to IDEA² work.

The driving impulse of many IDEA² initiatives are our Employee Resource Groups (ERGs), comprised of individuals with lived experiences in their respective communities. These groups - (i) The Black Collective; (ii) The Indigenous ERG; (iii) Women in Tech; (iv) The Green Team (environmental focus); (v) Proud ERG (LGBTQ+); and (vi) Newcomers To Canada, - serve as powerful resources within the Bank. Each has dedicated human resources support and a senior Executive Sponsor to ensure the requisite exposure, resources and support to drive their programs of work.

Inclusion is integral to our Challenger Bank mindset, championed by our senior executives, amplified by our vibrant Employee Resource Groups (ERGs), and celebrated broadly across business lines across the country. Highlights of our annual calendar include employee-led cultural days of celebration, knowledge sharing and commemoration. These have taken a diverse set of forms, from Poetry readings during Black History Month, to Drag Brunch for Pride, to a presentation by a Residential School survivor, and many more.

We strive to make thoughtful, long-term ties to communities, to contribute to those communities via scholarships, charitable donations, and volunteer work, and to find talent in areas via underserved organizations, specifically ones where our competitors do not go. We know our customer's experience and our employee sense of belonging and affiliation to EQB is enhanced when we:

1. are guided by our employees' recommendations
2. amplify the shared wisdom of our diverse employees
3. continue to work with an unyielding eye on supporting community change-makers and reconciliation-focused work.

We do not set diversity targets for our Executive team due to its small size and the need to carefully consider a broad range of criteria; most importantly, the appropriate matching of business needs to drive long-term value for our stakeholders, and the proven skills and capabilities of new appointees. As of the date of the circular, 29% (2 out of 7) of our Senior Executives are women, one of whom self-identifies as a member of a visible minority. In addition, one out of seven self-identifies as LGBT+.

Board Independence

The independence of our directors is determined annually by the Board, on the recommendation of the Governance and Nominating Committee. The Board has adopted a director independence policy which incorporates the definition of "independence" from the Canadian Securities Administrators rules. Our director independence policy is included in our Corporate Governance Guidelines which can be found in the governance section of our website.

A director will be considered independent if they have no direct or indirect material relationship with EQB, our independent auditors, or our executives. The information required to make this determination is collected from sources such as:

- director responses to an annual detailed questionnaire;
- director biographical information; and
- internal records and reports on relationships between directors, and entities affiliated with directors and EQB.

Also considered are relationships between directors and EQB, and other facts and circumstances deemed relevant to determine whether any of these relationships could reasonably be expected to interfere with a director's independent judgment.

The Board has affirmatively determined that ten of the eleven director nominees standing for election are independent.

Maintaining independence

The Board has established other important practices to maintain its independence.

External advisors	Under their mandates, the Board and each Committee may engage their own external advisors at EQB's expense to ensure they have access to independent advice.
Access to management	All independent directors have unrestricted access to EQB management and employees
***In camera* sessions**	The Board Chair and each Committee Chair lead sessions without management present at each of their meetings to facilitate open and candid discussion among directors. Such sessions are held before and/or after each meeting.

Board interlocks and service on other boards

The Board has an interlock policy which states that no more than two of our directors shall serve on the same company board unless otherwise agreed to by the Board.

The Governance and Nominating Committee reviews external board and committee memberships of all directors as part of its annual review of director independence. The table below shows the names of the companies that have more than one of EQB's director nominees serving on their board of directors:

Company	Director	Company board committee of which director nominee is a member, or position held
Definity Financial Corporation	Rowan Saunders	President and CEO
	Michael Stramaglia	Chair, Risk Review Committee Member, Corporate Governance Committee

The Governance and Nominating Committee has determined that this relationship does not impair the ability of these directors to exercise independent judgment.

CEO directors should serve on no more than two public company boards, including their own, and non-CEO directors should not serve on more than five public company boards. Directors are required to notify the Chair of the Board and the Chair of the Governance and Nominating Committee prior to accepting an invitation to join another board.

Expectations of our directors

Each member of the Board is expected to act honestly and in good faith and to exercise business judgment that is in EQB's best interest. In accordance with the position description for directors which has been established by the Board, each director is expected to, among other things:

- ensure personal compliance with EQB's Code of Conduct and with all policies that apply to directors;
- demonstrate high ethical standards and integrity in their personal and professional dealings;
- avoid conflicts of interest;
- devote the necessary time and energy to fully assume their responsibilities to EQB;
- develop an understanding of our strategy, business and industry;
- participate in director education sessions; and
- expected to attend all Board and Committee meetings on which they serve but at a minimum, are required to attend at least 75% of those meetings, and to come to those meetings fully prepared.

Board succession planning – size of the board, board composition and tenure, nomination of directors

The Governance and Nominating Committee is responsible for Board succession planning, for making recommendations to the Board annually regarding the size and composition of the Board and its Committees, and for recommending qualified candidates for Board membership.

EQB's Board is currently required to have a minimum of three and a maximum of twelve directors. The exact size of the Board is set by the Board prior to each annual meeting of shareholders on the recommendation of the Governance and Nominating Committee. The Board size may be changed by the Board from time to time between annual meetings. At the December Board meeting, the Board agreed to seek shareholder approval to amend its Articles in order to increase the maximum number of directors from twelve to fourteen to more effectively conduct strategic and longer term succession planning and smoother and more effective board member transitions to ensure continuity and stability, enhance board diversity and improve board effectiveness which it deems critical to EQB's long-term success.

The Governance and Nominating Committee, together with the Chair of the Board, regularly reviews the composition of the Board, including the age and tenure of directors, various areas of expertise, diversity and geographic representation, with the objective of having a sufficient range of skills and experience to ensure the Board can carry out its responsibilities effectively. Over the past few years, the Governance and Nominating Committee and the Chair of the Board have focused on Board renewal to meet the evolving needs of EQB's business and plan for director retirements.

Committee memberships

The Governance and Nominating Committee assesses the composition of each committee prior to each annual meeting when the new board is elected, and from time to time to make sure the mix of skills and individuals is appropriate for the committee. The Committee makes recommendations to the Board about appointing or replacing committee members and committee chairs. In 2023 the Committee reviewed and made changes to the membership of certain committees in light of director retirements at the 2023 annual meeting, to strengthen and complement the skills of the committee, and facilitate future Committee Chair succession.

Term limits and mechanisms of board renewal

The Board has established a mandatory retirement age for directors whereby a director will not stand for election to the Board after they reach the age of 72 years. Subject to the retirement age, ongoing performance and being re-elected annually by shareholders, directors may serve on the board for up to 12 years, which may be extended for an additional one-year term to a maximum of three years if it is determined by the Board to be in EQB's best interests. Under the *Bank Act* (Canada), Equitable Bank's CEO is required to serve on the Board for as long as they hold such office.

In 2023, the Board also established, subject to the Director term limit, a term limit of six to seven years for the Chair of the Board, and a term limit for a Committee Chair of five to six years, or as otherwise recommended by the Governance and Nominating Committee and approved by the Board.

Four of the independent 2024 director nominees have joined the Board in the past five years with the average tenure of all director nominees, excluding the CEO, being 6 years.

Skills Matrix

The Governance and Nominating Committee maintains a skills and competencies matrix based on knowledge areas, types of expertise and experience considered most relevant for EQB, and helps the Committee to identify any gaps so as to ensure there is a diverse range of skills, expertise and experience for the Board to meet its current and future needs and to support EQB's strategy and growth. These areas of expertise are intended to dovetail with the general qualifications and personal attributes the Committee seeks in all Board members and director candidates, such as high personal and professional ethics and integrity, practical wisdom, sound business judgment, and a willingness to devote the required amount of time to their duties as a director.

The following table indicates each director nominee's skills and experience, based on self-assessments, as well as self-identified gender and diversity, age and tenure at EQB as at the date of the meeting:

Gender		Skills and Experience											Age				Years on Board		
		Governance	CEO/Senior Executive	Strategy	Risk Management	Finance/Accounting	Real Estate	Retail Banking	Human Resources/ Compensation	Legal/Regulatory	Technology	Marketing/Branding	49 and under	50-59	60-65	66-72	0-5 years	6-10 years	11+ years
Michael Emory	M	✓	✓	✓	✓	✓	✓		✓	✓						✓		✓	
Susan Ericksen	F	✓	✓	✓	✓			✓	✓	✓	✓				✓		✓		
Michael Hanley	M	✓	✓	✓	✓	✓		✓	✓	✓				✓			✓		
Kishore Kapoor	M	✓	✓	✓	✓	✓			✓	✓		✓				✓		✓	
Yongah Kim	F	✓	✓	✓	✓			✓	✓			✓		✓			✓		
Marcos Lopez	M	✓	✓	✓	✓	✓			✓		✓	✓	✓				✓		
Andrew Moor	M	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓				✓
Rowan Saunders	M	✓	✓	✓	✓				✓	✓	✓	✓		✓				✓	
Carolyn Schuetz	F	✓	✓	✓	✓	✓		✓	✓	✓	✓				✓		✓		
Vincenza Sera	F	✓			✓	✓	✓		✓							✓		✓	
Michael Stramaglia	M	✓	✓	✓	✓	✓	✓	✓	✓	✓					✓			✓	

Description of Skills and Experience:

- **Governance**: Experience in board and governance practices of a publicly-listed company or large organization
- **Retail Banking:** Senior level experience in retail banking or in the digital/ online distribution of banking products/service offerings, and related technology issues
- **CEO/Senior Executive:** Broad business experience as a senior executive of a public company or large organization
- **Human Resources/Compensation:** Experience in succession planning, talent management and retention, compensation program design and structure (in particular executive compensation programs)
- **Strategic Planning:** Experience in developing and implementing a strategic direction at a large organization
- **Legal/Regulatory:** Training and/or experience in law and compliance for regulatory regimes
- **Risk Management:** Experience in risk management practices, internal risk controls, risk assessments and reporting; experience on a public company or regulated company board committee that oversees risk management
- **Technology:** Experience in or oversight of technology and operations, including cybersecurity issues and data management
- **Finance/Accounting:** Experience in financial accounting and reporting, corporate finance and internal financial/accounting controls, and International Financial Reporting Standards
- **Marketing/Brand Awareness:** Experience as a senior executive in sales and marketing strategies, and in developing and implementing strategies to increase customer satisfaction and enhance the customer experience
- **Real Estate:** Experience in real estate development and in the real estate industry

Recruiting new directors

The Governance and Nominating Committee is responsible for identifying and recommending suitable director candidates, with the help of professional search firms as necessary. Instructions for any director search require that the pool of identified candidates meet the approved skills and experience, and diversity of gender, race and ethnicity.

The Governance and Nominating Committee is committed to ensuring that the Board represents a diverse mix of skills, experience, gender, age, ethnicity and other dimensions of diversity with a view to ensuring that the Board benefits from the broader exchange of perspectives made possible by diversity of thought, background, skills and experience. Search firms engaged for any director search are instructed to include diversity criteria in any director search.

Once potential, qualified candidates are identified, they meet with the Chair of the Board, the Chair of the Governance and Nominating Committee, the CEO and two other Committee members to discuss the Board's expectations of director contribution and commitment, as well as to obtain other relevant information required to evaluate the candidate. The Committee assesses the candidate's integrity and suitability by obtaining references, verifying their educational background, conducting background checks, and assessing any independence or other concerns. Candidates are considered based on merit, having regard to skills and experience being sought as well as experience in risk management and the financial services industry, in order to contribute to the broad range of issues with which the Board routinely deals.

The Committee also takes into consideration potential conflicts, and the candidate's ability to devote sufficient time as a director. Upon completion of this process, the Committee will make a recommendation to the Board on the appointment of the candidate as a director, or as a director nominee for election by the shareholders.

Nominating existing directors

In considering whether to recommend an existing director for re-nomination, the Governance and Nominating Committee, in consultation with the Chair of the Board, reviews the director's:

- continued integrity and suitability;
- overall performance and capability to contribute effectively to the Board and its oversight responsibilities;
- tenure and age;
- attendance at regularly scheduled board and committee meetings; and
- compliance with our Code of Conduct.

Board Evaluation

The Governance and Nominating Committee oversees the annual evaluation of the Board to assess its effectiveness. In addition to succession planning, the evaluation process assists the Board in:

- assessing its overall performance and measuring the contributions made by the Board as a whole, by each Committee and each director,
- evaluating the mechanisms in place for the Board and each Committee to operate effectively and make decisions in the best interests of EQB,
- improving the overall performance of the Board by assisting individual directors to build on their strengths, and
- identifying gaps in skills and educational opportunities for the Board and individual directors.

The evaluation consists of a robust three-part process:

Questionnaires → **One-on-one meetings** → **Feedback**

The Governance and Nominating Committee determines the format for the evaluation process annually, with input from the Chair of the Board. Questionnaires for evaluating Board performance consists of both long and short form which alternate depending upon the dynamics of the Board. Long-form questionnaires are more comprehensive and solicit directors' views on a variety of matters, including execution of EQB's strategy, the Board's progress against its objectives, effectiveness of communication between the Board and senior management, succession planning processes, Board processes, what was done well and what could be done better, Board committee work, Board leadership, tone at the top, compliance and risk management, adequacy of information provided to directors for Board and committee meetings, and what the Board's priorities should be in the coming year which help with creating annual objectives for the Board. The questionnaire includes open-ended questions on Board and Committee effectiveness so directors can elaborate on their responses and give candid feedback and constructive comments. Short-form questionnaires include open-ended questions and solicit directors' views on the Board's progress against its objectives and at least three or four other specific matters.

The 2023 Board evaluation consisted of the long-form questionnaire which included the following:

- a section on the responsibilities of the board
- a section on board governance and process
- a section on board representation and structure
- a section on evaluating the functioning of board committees
- open-ended questions on the Board's performance against its 2023 objectives, topics for education sessions for the ensuing year and other matters about improving board and committee effectiveness to encourage directors to give candid feedback and constructive comments.

Peer reviews, when conducted, solicit directors' views of the performance of their colleagues, their contributions and participation in Board discussions and debate, knowledge, experience, demonstration of high ethical standards, independent judgment, communication, and persuasion skills.

Questionnaires are completed by all directors electronically and a complete set of the responses is tabulated and forwarded to the Committee Chair and the Chair of the Board who summarize the results and present them to the Committee and the Board. The results from this evaluation serve to inform the Board's objectives for the following year and determine the action plan for improvements to board effectiveness. The Board's progress in meeting these objectives is monitored by the Board throughout the year.

The Chair of the Board conducts candid and confidential one-on-one meetings with each director to discuss their contributions, any development needs of the Board and its Committees, and any other issue which either may wish to raise. The Chair of the Board provides feedback to the President and Chief Executive Officer on any areas of improvement identified in the questionnaire or in discussions with directors.

The Committee Chair receives the results of the Board Chair evaluation, when conducted, and provides a summary of the feedback to the Chair of the Board.

Orientation

New Directors:

- meet with the Chair of the Board and each Committee Chair to discuss the role of the Board and the various Committees, governance, Board dynamics and culture;
- meet with the CEO and other executive officers, including the heads of the control functions to discuss our financial position, our key risks and risk management processes, the regulatory environment, and current issues facing our business;
- are assigned a "mentor" director for their first year to answer questions and provide contextual information to better understand materials and processes;
- visit the individual business units to observe the business and develop a deeper understanding of the day-to-day operations;
- are provided with opportunities to engage with the employee base;
- are encouraged to attend all Board Committee meetings before they are elected or appointed to the Board and during their first year following their election or appointment;
- receive access to our secure online board portal where they have access to our by-laws, Board and Committee mandates, Board policies, Corporate Governance Guidelines, minutes and material from recent Board and Committee meetings, our Code of Conduct, director compensation and share ownership requirements, as well as EQB's strategic plans and analyst reports.

Continuing Education

Our continuing education program consists primarily of education sessions led by external speakers. Directors identify their specific education needs through discussions with management, during the annual Board evaluation, and during Board and Committee meetings. Committee Chairs can also determine the education sessions necessary for their members. Certain of our directors are also members of the Institute of Corporate Directors (ICD) or the National Association of Corporate Directors (NACD) and/or attended courses and/or programs offered by the ICD and NACD.

EQB's continuing education program for directors includes:

- in-depth presentations provided by management on our business segments, regulatory changes and industry developments at Board and Committee meetings;
- enrolment in programs offered by the Global Risk Institute;
- access to all committee materials for ongoing education and information purposes;
- presentations by external guest speakers that provide directors with updates on key topics including emerging industry and regulatory trends, the marketplace, the economic landscape, and other topics of specific interest;
- educational sessions at the majority of regularly scheduled meeting on relevant business or strategic topics; and
- educational materials and updates between Board meetings on matters that affect our business, including bank equity analyst reports, competitive environment and EQB's performance and industry developments.

From time-to-time directors also attend forums and conferences convened by regulators and industry associations.

During 2023 directors participated in and received educational materials on the following topics.

2023 Director education sessions

Date	Topic	Attended by
May	Canadian Housing Market Outlook	Board
July	EQB stock institutional and electronic trading patterns	Audit Committee
	Interest rate / liquidity risk management and learnings from Silicon Valley Bank	Board
	Executive compensation trends, legislative changes and pay design practices	HR and Compensation Committee
September	AIRB approach to credit risk: key principles, methodologies for risk assessment, and practical implications of the approach implementation	Board
October	Management Judgement and IFRS 9	Board
Quarterly	Updates on enterprise risk, cybersecurity program and progress, cloud strategy	Risk and Capital Committee
	Updates on Investor relations strategy	Audit Committee
	Updates on Regulatory Compliance and the AML/ATF Program	Governance and Nominating Committee

Board committee reports

The reports of the Board's committees highlighting their key activities and accomplishments for the ten-month period ended October 31, 2023 are set out below.

Report of the Audit Committee

The key responsibilities of the Audit Committee are to oversee (i) the quality and integrity of our financial statements; (ii) the qualifications, independence and performance of the independent auditors; (iii) the effectiveness of our internal controls, including internal control over financial reporting, (iv) the effectiveness and independence of the finance and internal audit functions, and (v) act as the audit committee for any Canadian subsidiary of the Bank that is a federally-regulated financial institution. At least one member of the Committee must have a professional accounting designation. The Audit Committee's mandate can be found on our website at www.equitablebank.ca.

Key highlights include:

Committee Members

Kishore Kapoor (**Chair**)
Carolyn Schuetz
Vincenza Sera
Michael Stramaglia

(100% independent)

6 meetings in 2023

At each quarterly meeting the Committee met:

- *in camera* with KPMG
- *in camera* with the Chief Financial Officer
- *in camera* with the Chief Auditor
- *in camera* without management present

Financial Reporting, Internal and Disclosure Controls

- recommended Board approval of the year-end change to October 31
- reviewed and recommended for Board approval the public release and filing of the quarterly unaudited consolidated financial statements, the related MD&A and earnings press releases, supplementary financial information
- reviewed and recommended for Board approval the public release and filing of the annual audited consolidated financial statements, the related MD&A, the earnings press release and the annual information form
- reviewed the financial statements of the Bank and the Bank's federally regulated subsidiaries and recommended them for approval to the respective boards
- received reports from the Chief Financial Officer related to the quarterly and ten-month period financial performance and operating results relative to results in prior periods and to market expectations
- monitored the financial reporting impact of integrating Concentra Bank
- monitored acquisitions and divestitures
- reviewed and discussed with management and the external auditor the use of estimates, assumptions and areas of significant management judgement to financial statement presentation, modelling and provisioning for credit losses
- reviewed and discussed with management significant changes to financial statement disclosures
- received reports from management on the Bank's strategic investments and non-interest revenue sources
- oversaw the effectiveness of disclosure controls and procedures and internal controls over financial reporting
- received management's report on the effectiveness of EQB's whistleblower program
- education sessions were provided on IFRS 9 and significant management judgement, and EQB common equity institutional and electronic trading patterns
- received reports on legal actions taken by and against the Bank and its subsidiaries

Investor Relations

- received regular updates on investor relations activities and monitored progress against IR performance metrics

External Auditor

- oversaw the work of the external auditor, including review and approval of the audit plan, areas of focus and significant audit risk that involve subjective or complex judgment
- approved the audit fees for the EQB group of companies and reviewed the fees for all non-audit services provided by the external auditor
- received written confirmation from KPMG of the firm's independence, including written disclosure of all relationships with EQB
- reviewed updates on accounting standards, auditing and regulatory developments provided by KPMG
- received reports issued by the Public Company Accounting Oversight Board and CPAB
- assessed KPMG's performance relating to audit quality, industry knowledge service, objectivity, communication and technical expertise and concluded they should be recommended for reappointment

Internal Audit

- reviewed and approved the annual audit plan, including the risk assessment methodology to satisfy itself that the plan was appropriate and aligned with the Bank's seven core risks over a measurable cycle,
- received regular updates from the Chief Auditor on the effectiveness and sustainability of key controls, including those related to top and emerging risks, and enterprise-wide themes, and key audit report follow-ups

Oversight of Finance and Internal Audit Functions

- oversaw the organizational changes in EQB's Finance function
- received the report from an independent third party engaged to review the effectiveness of the Finance function
- approved the mandates for the Chief Financial Officer and Chief Auditor and assessed each officer's effectiveness and performance
- reviewed and assessed the independence of the Finance and Internal Audit, functions and approved both function's budget, organizational structure and resources

Governance and Nominating Committee report

The key responsibilities of the Governance and Nominating Committee are to: (i) identify and recommend candidates for Board membership; (ii) develop a set of corporate governance guidelines, including a code of conduct; (iii) oversee compensation arrangements for non-management directors; (iv) oversee the evaluation of the Board and Board Committees; (v) oversee the Bank's compliance with legal and regulatory requirements and its related policies, including those required under the consumer protection provisions of the Financial Consumer Protection Framework; (vi) oversee EQB's environmental and social responsibility practices, and (vii) act as the conduct review committee for the Bank and its federally regulated subsidiaries.

Key highlights include:

Committee Members

Yongah Kim (**Chair**)
Michael Emory
Carolyn Schuetz
Vincenza Sera

(100% independent)

4 meetings in 2023

The Committee met:

- *in camera* with the CCO at each quarterly meeting
- *in camera* with the Chief Auditor annually
- *in camera* without management present at each meeting

Board composition

- reviewed Board composition, the mix of diversity on the board, director tenure, independence, skills and experience, and other directorships of each director prior to nominating directors for re-election at the annual meeting of shareholders
- reviewed the director skills matrix so that it reflects the required skills, experience and competencies
- reviewed and recommended board committee composition
- oversaw Committee Chair succession planning and recommended for Board approval the appointment of Yongah Kim as the Governance and Nominating Committee Chair
- received updates on evolving regulatory practices, legislative changes and perspectives of proxy advisory firms that may impact EQB's governance practices

Governance

- completed the annual review of the Corporate Governance Guidelines and board governance documents including the Board mandate, the Committee's mandate, Board and Committee Chair mandates and a position description for a board member
- recommended for Board approval term limits for the Board Chair and Committee Chairs
- reviewed and approved the governance disclosure in EQB's management information circular
- reviewed and recommended the Board seek shareholder approval to amend EQB's Articles to increase the maximum number of directors to 14, and reviewed and recommended Board approval of an amendment to the Bank's By-laws to increase the maximum number of directors to 14

ESG

- reviewed EQB's community investment and charitable donations in employee causes in the Bank's ESG Performance Report and the Public Accountability Statement
- received reports on emerging trends, stakeholder perspectives and ESG initiatives
- reviewed EQB's Sustainable Bond Framework

Board assessment

- reviewed and recommended the Board's 2023 objectives and reviewed and agreed to the topics for the Board's 2023 education sessions
- discussed the format and objectives for the annual Board evaluation to confirm that the Board is performing effectively and to identify opportunities as part of its continuous improvement mindset

Compliance oversight

- reviewed the administration of and adherence to the Code of Conduct by all employees and the Board
- received regular updates from the CCO and CAMLO on regulatory compliance and on the design effectiveness and operation of the Bank's enterprise-wide compliance

programs, including regulatory compliance, privacy, consumer protection compliance and the alignment of the Bank's subsidiaries with Bank policies and processes

- received updates on the Bank's state of compliance with applicable regulatory AML/ATF requirements including mandatory reporting to the Financial Transactions and Reports Analysis Centre of Canada (FINTRAC) and the CAMLO's annual self-assessment of the effectiveness of the AML/ATF Program
- received updates on the impact of changing regulations and regulatory expectations on the Bank's business
- reviewed the organizational structure of the Compliance function and approved the Compliance function's budget and resources and the annual Compliance Plan
- reviewed internal audit reports relating to the adequacy and effectiveness of the Bank's procedures and controls to manage legal and regulatory risk
- reviewed reports on related party transactions and compliance by the Bank and its federally-regulated subsidiaries with the self-dealing provisions of the Bank Act or the Trust and Loan Companies Act
- reviewed and recommended for Board approval the Directors' reports to OSFI on conduct review activities undertaken by the Committees in respect of the fiscal year for both the Bank and its federally-regulated subsidiaries

Consumer protection

- received updates on the Bank's compliance with consumer protection provisions and escalated customer complaints
- reviewed and recommended for Board approval the Directors' report to the FCAC on the activities undertaken by the Committee with respect to consumer protection matters

Human Resources and Compensation Committee report

The key responsibilities of the Human Resources and Compensation Committee are to: (i) oversee the design and operation of the compensation program to ensure alignment with EQB's strategy, risk appetite framework, and regulatory requirements; (ii) oversee the performance and compensation of the CEO; (iii) oversee the appointment, performance and compensation of EQB's Executive Officers; (iv) oversee human capital matters, including pay equity, diversity and inclusion, succession planning, recruitment and retention, talent management and leadership development practices; (v) oversee the development of policies, programs and practices designed to promote workplace equity, protect mental and physical health and safety of employees and promote employee wellbeing; and (vi) ensure a workplace free from harassment and a workplace culture that is inclusive, actively anti-racist and emphasizes the importance of reconciliation.

Key highlights include:

Committee Members

Susan Ericksen (Chair)
Michael Emory
Yongah Kim
Marcos Lopez
Rowan Saunders

(100% independent)

5 meetings in 2023

At each meeting the Committee met:

- in camera with the CHRO at regular quarterly meetings
- in camera with the CEO at each meeting
- in camera with the executive compensation consultant at each meeting
- in camera without management present at each meeting

Culture and human capital matters

- monitored the implementation of EQB's people strategy and culture, including the management of turnover, hybrid work model and engagement initiatives
- oversaw EQB's equity, diversity and inclusion initiatives for employees and the programs in place to promote the health, safety and well-being of employees
- reviewed the results of the annual employee engagement surveys
- reviewed progress on the integration of Concentra Bank

President and CEO and Executive compensation

- reviewed and recommended performance objectives for the CEO, assessed his performance against these objectives and recommended all aspects of his compensation for Board approval, including his base salary, and short and long-term incentive awards
- reviewed the performance assessments of the Executives Officers and Chief Auditor, approved their compensation and recommended long-term incentive awards for Board approval
- reviewed and recommended for Board approval the corporate performance metrics for the annual short-term incentive plan
- reviewed the results of external compensation benchmarking for executive officers including base salary, short-term incentives, long-term incentives, pension provisions and other perquisites
- reviewed and approved changes to short-term and long-term incentive targets applicable to Executive Officers
- reviewed and recommended for Board approval the corporate performance goals for the 2023 fiscal year
- monitored share ownership of the President and CEO and each Executive Officer relative to established share ownership targets

Compensation Plans

- recommended changes to the short-term incentive plan design including the inclusion of Strategic and Operational goals and the relative weighting of corporate and individual performance for all employees and Executive Officers
- reviewed and recommended changes to the long-term incentive plan including the establishment of a customer satisfaction metric for the executive team
- reviewed progress towards customer service goals and metrics established under the long-term incentive plan, including the presence of auditable measurement procedures and controls
- recommended the aggregate compensation awards under the long-term incentive plans including the number of stock options and TPSUs to be granted
- reviewed exceptional cash awards or option grants made by the CEO to employees and new senior hires pursuant to the authority delegated to him by the Board

Succession planning, talent management and leadership development

- reviewed and discussed EQB's leadership succession planning strategy to ensure the requisite quality, depth and diversity of the Bank's executive team and mitigate talent risk
- monitored progress of top CEO succession candidates
- reviewed succession and contingency plans and talent profiles of potential successors for key executives and control function heads to ensure continuous leadership and stability
- reviewed the executive organizational structure

Governance

- recommended for Board approval the appointment of the SVP and Chief Human Resources Officer and approved his compensation
- recommended for Board approval the appointment of the SVP and Chief Risk Officer and approved her compensation
- reviewed and discussed with the Committee's compensation consultant trends in executive compensation practices and reporting
- reviewed the results of the "Say on pay" advisory vote to shareholders
- reviewed and recommended Board approval of changes to the Compensation Policy
- reviewed with the CHRO and CRO the alignment of the compensation program with Financial Stability Board (FSB) Principles for Sound Compensation Practices
- reviewed the list of positions deemed critical to the safety, soundness and reputation of the Bank ("Responsible Persons")
- reviewed and approved the CEO's mandate and recommended Board approval of the Committee's mandate
- reviewed the independence of the Committee's compensation consultant and approved their fees
- approved annual workplans for both the Committee and the Committee's compensation consultant, and monitored progress against the workplans
- reviewed and approved the Executive Compensation section of this circular

Risk and Capital Committee report

The key responsibilities of the Risk and Capital Committee (RCC) are to: (i) review and recommend for Board approval the Bank's risk appetite framework (RAF); (ii) review, on an enterprise-wide basis, the significant risks to which EQB is exposed and assess whether trends and emerging risks have been identified, measured, mitigated, monitored and reported, (iii) approve risk appetite statements in support of the RAF; (iv) review the Bank's risk profile against the approved risk appetite, (v) review risk management policies, frameworks, processes and controls and monitor adherence to regulatory requirements, and (vi) oversee the adequacy of the Bank's capital structure and adherence to regulatory capital requirements.

Key highlights include:

Committee Members

Michael Stramaglia (**Chair**)
Susan Ericksen
Kishore Kapoor
Marcos Lopez
Rowan Saunders

(100% independent)

3 meetings in 2023

At each meeting the Committee met

- in camera with the Chief Risk Officer
- in camera without management present

Enterprise Risk and Risk Appetite Framework

- reviewed and/or approved as necessary, updated risk management policies and applicable risk limits
- received regular reporting on the CRO's assessment of the Bank's risk profile against risk appetite, including reviews of credit, market, liquidity, and operational risks, and the results of enterprise risk stress testing to identify and assess the Bank's core risks, inform risk tolerances and support strategic decisions
- reviewed risk management frameworks
- monitored the integration of Concentra Bank against key risk appetite metrics and recommended for Board approval adjustments to the ICAAP
- reviewed and discussed funding activities
- reviewed and recommended for Board approval the liquidity and funding risk contingency plan
- monitored and discussed the Bank's progress towards AIRB implementation

Risk Monitoring and Oversight

- reviewed performance against key risk metrics and management actions to remediate any metric that falls outside of the Bank's risk appetite
- received quarterly updates on EQB's cybersecurity program, including threat readiness and resilience, insider risk, identity and access management, the cybersecurity KRI dashboard, and discussed technology, cybersecurity and operational risks
- monitored the quality and performance of the Bank's loan portfolio, including watchlist and impaired loans, and compliance with risk appetite metrics
- reviewed Internal Audit reports on the alignment of Concentra Bank's risk management processes and control environment, AIRB development activities and other topics relevant to the Committee's areas of oversight and ensured the related Management undertakings were being taken in response to Internal Audit's recommendations in these reports
- reviewed Internal Audit's assessment of technology controls governance
- reviewed and approved the capital management policy, and monitored the Bank's capital position
- received updates on the Bank's securities portfolio and strategic investments
- received updates on emerging risks and discussed among other things, rising interest rates and recession risk, and strategic risks of the evolving landscape, and the Bank's recovery plan
- oversaw Treasury and non-trading risk management activities
- received regular updates on certain lending commitments approved by the Credit Risk Management Committee that exceeded the CRO's lending authority, and those approved by the Credit Risk Sub Committee
- reviewed and discussed regulatory communications and action plans with management

- reviewed and recommended Board approval of EQB's corporate insurance program, including enhanced D&O liability coverage
- received the annual report on the Bank's outsourcing program
- recommended a special dividend payable to EQB to be declared by the Bank's Board of Directors

Risk Governance

- reviewed and approved the appointment of the Chief Risk Officer
- approved the budget and resources for the Risk Management function
- received reports on compliance with risk management policies and limits
- arranged an education session for the full Board on the key principles, methodologies for risk assessment, and practical implications of AIRB approach implementation

EXECUTIVE COMPENSATION

Letter to Shareholders

To our shareholders,

On behalf of the Human Resources and Compensation Committee ("HR and Compensation Committee") and the Board of Directors of EQB, we are pleased to share an overview of EQB's approach to executive compensation, and how it aligns with our performance.

In the Compensation Discussion and Analysis ("CD&A") section that follows, we share detailed information on our pay-for-performance philosophy, compensation programs, governance practices and compensation for our Named Executive Officers ("NEOs").

2023 financial performance and strategic accomplishments

EQB achieved outstanding financial performance in 2023, with shareholder returns surpassing all other large and mid-sized Canadian banks.

Highlights include:

- produced an ROE of 17.1% adjusted (17.5% reported) compared to a 16%+ target with diluted earnings per share of $9.40 on a 10-months abridged fiscal year, +3% year-over-year vs the full 12 months in 2022
- reported a common equity tier 1 ratio of 14.0%
- increased customer retention and market share in the residential lending business while adhering to our long-standing risk and ROE discipline, increasing the Personal Banking lending portfolio to $32.4 billion
- delivered outstanding results in Commercial Banking with strong growth in insured multi-unit loans, increasing our commercial loans under management by 20% year-over-year to $30 billion
- launched the highly successful "Make Bank" campaign that clarified the Bank's voice and emphasized our differentiated value proposition for Canadian consumers, notably in no-fee and everyday high interest accounts
- grew the all-digital EQ Bank platform and digital customer base by 30% to over 400,000 customers, and EQ Bank deposit balances by +5% year-over-year to $8.2 billion
- enhanced EQ Bank's product offering, including the launch of the EQ Bank card in Quebec, and the all-digital First Home Savings Account
- successfully integrated Concentra Bank, completing all key milestones and achieving value accretion ahead of target while expanding acquired businesses, notably Concentra Trust and Credit Union servicing
- created a rigorous methodology for measuring consumer satisfaction in EQ Bank to use as a metric in management compensation
- EQB expanded into wealth management for the first time with the 75% majority acquisition of the Canadian alternative asset manager ACM Advisors (closed December 14, 2023)
- released our 2022 ESG Performance Report with data and commentary to provide stakeholders with transparent, relevant, and comprehensive disclosure on all aspects of environmental, social and governance strategies, practices, and outcomes including an outline of remaining carbon neutral in our Scope 1 and 2 greenhouse gas (GHG) emissions
- expanded diversification in funding sources including the launch of a new Bearer Deposit Note program and an additional covered bond issuance in Europe
- demonstrated a good risk posture and strong management of interest rate in the Banking Book, expanding Net Interest Margins while the Bank of Canada was raising rates

Our executive compensation philosophy, principles and governance

Our philosophy for executive compensation aligns with our strategy as Canada's Challenger Bank™. Our compensation program balances our accountability to operate a bank with safety and soundness while building long-term value for shareholders by driving change in Canadian banking to enrich people's lives. We aim to achieve this balance of prudence and appropriate entrepreneurial incentive by:

- adhering to FSB principles to align incentives with established international standards to promote prudent management behaviour in banking;
- operating a short-term incentive plan that rewards disciplined financial performance, the maintenance of a prudent capital structure and progress towards the Bank's longer term strategic goals;
- emphasizing sustained high performance over time with a total-rewards approach that de-emphasizes instruments like executive pension plans while putting more compensation at risk in long-term incentives (LTI);
- ensuring the Challenger Bank ethos is reflected in LTI design by making superior customer service a component of plan design, alongside ROE and share price performance
- continuously reviewing and updating the short-term and long-term incentive plans to enhance long-held principles on pay-for-performance; and
- following market-aligned governance processes, policies and practices.

Our guiding principles on compensation align pay decisions with shareholder interests, while providing incentives and linking rewards to EQB's longer-term success. We have a strong governance process with an independent HR and Compensation Committee that in turn engages an independent executive compensation consultant. We carefully review outcomes and may exercise discretion if deemed appropriate, though discretionary adjustments are not a prominent feature of the incentive compensation design.

We are committed to an executive compensation program that aligns with:

- corporate performance and achievement of our long-term strategy
- shareholder interests and long-term value creation
- our risk parameters, culture and values
- consideration of comparable financial institutions while maintaining a Challenger Bank orientation

In 2023, EQB held its first ever Say on pay vote at the annual meeting of shareholders with 98.25% of votes cast in favour of the non-binding resolution on executive compensation – a vote that we will continue on an annual basis in alignment with market trends and practices.

2023 key compensation decisions

In 2023, EQB finalized and implemented changes to the structure of the long-term incentive program and related share ownership requirements to enhance the program's alignment with our compensation principles. Similarly, the short-term incentive program was reviewed and modified to optimize alignment to our Challenger Bank ethos, shareholder interests and prudent risk management practices. There were increases to NEO compensation levels to reflect the increasing scope of their responsibilities and EQB's evolution to be one of the larger companies in the executive compensation comparator group (outlined subsequently under "Compensation decision-making process" below). As part of our differentiated approach to executive compensation, EQB intends to deliver higher-than-market weighting to LTI as a component of total executive compensation, with future pay increases, concentrated in the LTI category to maximize executive alignment with shareholder interests.

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- The payout factor for the corporate component of the 2023 short-term incentive plan ("STIP") (before the application of any individual performance modifiers) was 1.25x, reflecting above-target performance for the financial goals, and strong performance against the Bank's 2023 strategic priorities.
- The 2021 – 2023 performance share unit ("PSU") cycle concluded without any application of Committee judgment, with a final payout factor of 1.25x grant value

- As noted in the 2023 Management Information Circular, a new long-term incentive program was finalized, with first awards under this program made in early 2023. Key components of the plan include performance metrics for long-term value-creation including customer satisfaction scores. In parallel, the executive share ownership guidelines were revised, with increased expectations for Executive Officers. Please see a description of the Long-Term Incentive Program starting on page 83.
- ROE was removed from the Short-Term Incentive program in part due to feedback from shareholders, who expressed a preference to not have duplicative metrics for STI and LTI. The weighting of the diluted EPS metric within the STI program was doubled as a result to a 2/3 weighting.

CEO Compensation

In considering CEO compensation, the HR and Compensation Committee and Board consider overall financial performance, progress against strategic objectives, and crucial aspects of Mr. Moor's leadership including the ability to evaluate and adapt to changes in the macro environment over the course of the year.

After conducting a review, the HR and Compensation Committee and the Board determined that Mr. Moor had led EQB to outstanding financial and strategic performance in 2023. Mr. Moor's final STI payout for 2023 - based on a 10-month fiscal year – was valued at $970,938; the annualized value of $1,166,000 would have been on par with his 2022 STI payout, with strong corporate and individual performance.

In considering the other elements of Mr. Moor's compensation, given his sustained performance as EQB's CEO since 2007, EQB's relative size compared to peers, and the growth and performance of the business, particularly following the acquisition of Concentra Bank in November 2022, the HR and Compensation Committee determined to increase his salary to $800,000, maintain his STI opportunity at 100% of salary, and to increase his long-term incentive opportunity to 225% of salary for his 2024 LTI grant. Mr. Moor's total direct compensation in respect of 2023 performance (the sum of his base salary, his STI payout, and the grant-date value of his LTI awards in respect of 2023) was $3,427,125.

A significant portion of the CEO's total direct compensation is conditional on EQB's financial and share price performance. For 2023, more than 75% of the CEO's total direct compensation is contingent upon this performance, and approximately half was provided in long-term incentives.

Advisory vote on executive compensation ("Say on pay Vote")

In 2023, EQB investors were asked for the first time to cast an advisory vote on EQB's approach to executive compensation (a "Say on pay Vote"). We are pleased to report that affirmative support was 98.3% "For".

In 2024, shareholders will once again be asked to cast their advisory vote on EQB's approach to executive compensation. The Board and HR and Compensation Committee continue to believe that shareholders should have the opportunity to cast this advisory vote as an important indicator of their understanding and support of EQB's approach to executive compensation.

Looking ahead

With EQB owning Canada's seventh-largest independent bank, we have continued to create a differentiated offering for customers, outstanding returns for shareholders and an excellent experience for employees during 2023 – all in the face of continued macroeconomic headwinds. EQB's success is anchored in our focus to drive change in Canadian banking while keeping return on equity (delivered to investors), and great customer service (delivered to customers), at the heart of our efforts. We continually monitor market trends and practices to ensure our compensation program remains aligned with your expectations and our pay-for-performance philosophy. The Board and HR and Compensation Committee remain committed to assessing the executive compensation framework regularly to ensure alignment with EQB's short- and long-term business strategy, and risk parameters.

If you have any comments or questions related to our approach to executive compensation, please provide them in writing to the Chair of the HR and Compensation Committee at corporatesecretary@eqbank.ca.

Your Board, with the support of the HR and Compensation Committee, is committed to ensuring that our executive compensation continues to support our shareholders' interests and the future success as *Canada's Challenger Bank*™.

Sue Ericksen
Chair, HR and Compensation Committee

Michael Hanley
Chair of the Board

Compensation discussion and analysis

The following is a discussion of our executive compensation program. It includes information relating to our philosophy and our approach to executive compensation, the factors considered in determining compensation, and the actual compensation paid to our Named Executive Officers for 2023. As a result of the change in fiscal year-end, the compensation amounts reported in the CD&A for this year reflect actual awards paid and/ or granted during a shorter, 10-month fiscal year 2023, unless stated otherwise.

Our Named Executive Officers for 2023

Andrew Moor	President and Chief Executive Officer
Chadwick Westlake	Senior Vice-President and Chief Financial Officer
Mahima Poddar	Senior Vice-President, Group Head, Personal Banking
Darren Lorimer	Senior Vice-President, Group Head, Commercial Banking
Marlene Lenarduzzi[1]	Senior Vice-President and Chief Risk Officer
Ron Tratch[2]	Former Senior Vice-President and Chief Risk Officer

Compensation Philosophy & Principles

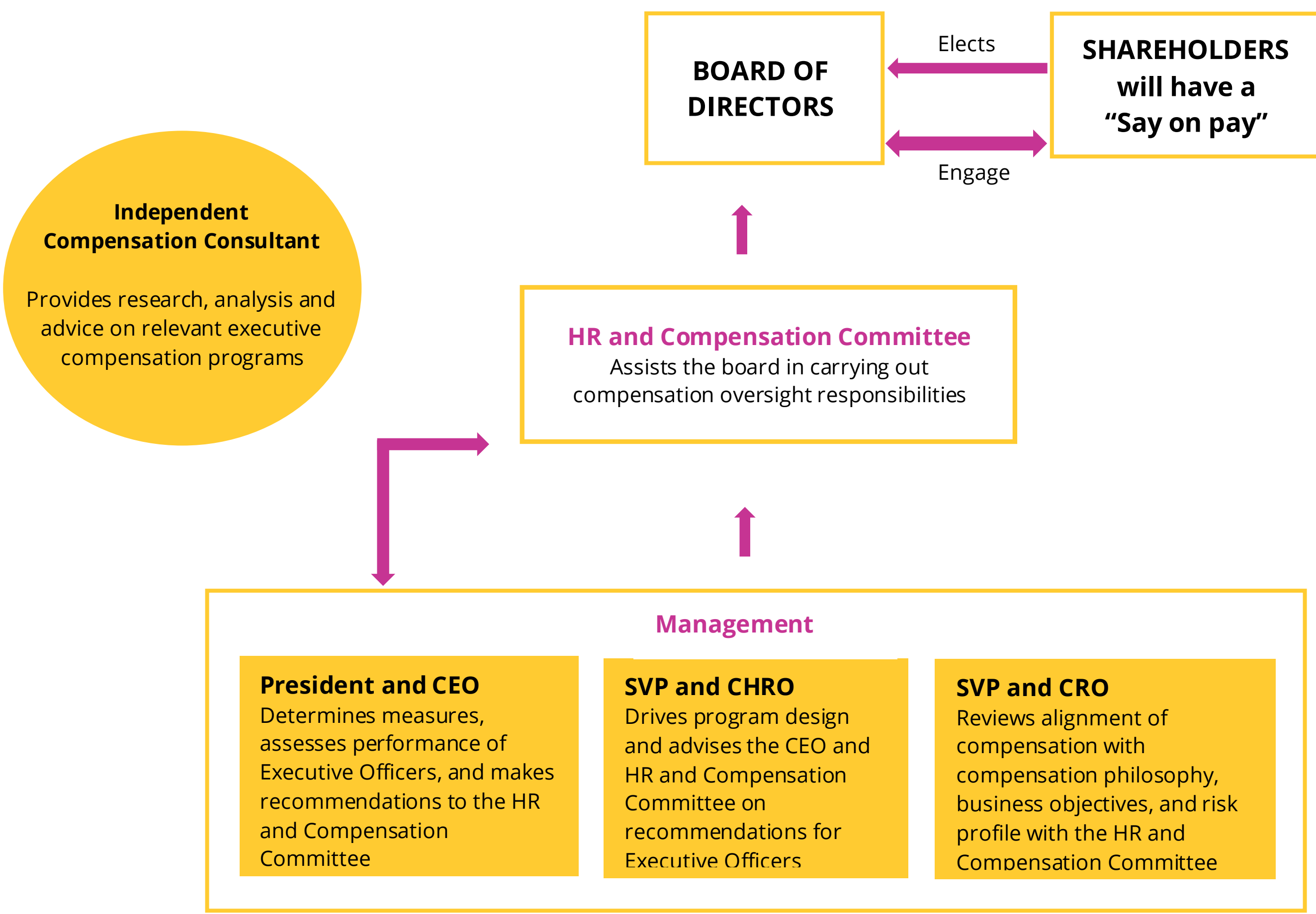
We establish a direct linkage between compensation and the achievement of corporate and personal objectives by providing an appropriate mix of fixed versus "at-risk" compensation, and immediate versus future rewards linked to our share price performance. Our approach to compensation is based on these guiding principles:

Compensation aligns with long-term shareholder interests	• Incentive compensation is contingent upon both financial and total shareholder return ("TSR") performance, as well as progress on strategic objectives that cannot be measured immediately in financial results but contribute to sustainability of shareholder returns. These include customer satisfaction, culture and employee engagement, diversity, equity and inclusion, and prudent risk management practices. • We align our incentive plans with performance over both short- and mid- to long-term periods with the aim of ensuring our activities lead to long-term increases in shareholder value. • A significant portion of compensation actually realized is tied to long-term share price appreciation.
Compensation aligns with sound risk management principles	• The HR and Compensation Committee ensures that plan designs do not incentivize risk-taking outside of the Bank's Risk Appetite Framework. • The HR and Compensation Committee completes regular reviews to ensure plans are operating as intended and are aligned with the FSB Principles. • EQB's compensation program is governed by market-aligned pay-related governance policies as an additional tool to manage risks.

[1] Ms. Lenarduzzi was appointed Senior Vice-President and Chief Risk Officer effective October 10, 2023.
[2] Mr. Tratch left EQB on August 31, 2023 pursuant to a mutual separation agreement. The terms of his departure are confidential, but in line with the severance provisions associated with termination without cause.

Compensation rewards performance	• We establish a clear and direct linkage between compensation and both corporate and individual performance. A significant portion of compensation is "at risk" and provided through incentives tied to EQB's success. • EQB seeks to allocate more executive compensation to long-term incentives (versus short-term/annual incentives) than other Canadian banks. • The Challenger Bank ethos is reflected in Long Term Incentive by making superior customer service a component of plan design, alongside ROE and share price performance.
Compensation enables us to attract, engage and retain talent	• We ensure pay programs are designed to reward growth and the creation of value for shareholders • A competitive program is vital to attract and retain key talent. Executive compensation is regularly benchmarked to comparators in the Canadian financial services sector. The HR and Compensation Committee considers market benchmarks but does not target a precise percentile of compensation market data for pay positioning. • The HR and Compensation Committee also considers individual performance, experience, internal equity and retention risks in its evaluation and decisions.

Compensation Governance Structure



Compensation Oversight

The Board oversees the work of the HR and Compensation Committee, the responsibilities of which include reviewing and approving the compensation arrangements of our Executive Officers, and recommending their respective LTI awards for Board approval, as well as reviewing and recommending the compensation of the CEO to the Board for approval. Five independent directors serve on the Committee, and the average tenure is 4.2 years.

See *Board Committee Reports* above for information about the Committee and its activities during the past year.

HR and Compensation Committee	Member since
Michael Emory	2015
Susan Ericksen (Chair since 2021)	2019
Yongah Kim	2021
Rowan Saunders	2021
Marcos Lopez	2023

HR and Compensation Committee

The HR and Compensation Committee works with management and an independent compensation consultant to get a holistic understanding of latest market norms and best practices, design option for the compensation program, and the robust consideration of compensation decisions. The Committee takes into consideration the information and recommendations provided by the consultant, but also considers other factors and is ultimately responsible for its own decisions.

To ensure the Committee has the expertise it needs to carry out its mandate, Committee members are required to have a thorough understanding of issues related to human resources, leadership, talent management, compensation, governance, and risk management. All members have gained experience serving as senior leaders in large organizations.

Additional information about the Committee members can be found in the *Director Profiles* section of this circular. Committee members also sit on other Board Committees, which helps the HR and Compensation Committee make more informed decisions on the alignment of compensation policies and practices with sound risk management principles and practices.

Independent advice

The HR and Compensation Committee benefits from the advice of an external independent compensation consultant with deep expertise in the area of executive compensation and related corporate governance matters. The HR and Compensation Committee has retained Meridian for this purpose since 2019. Meridian has no connections to members of the HR and Compensation Committee or EQB's Executive Officers that could jeopardize its independence, and maintains policies and procedures designed to prevent conflicts of interest, including an annual affirmation of independence using a six-part independence test.

Meridian provided independent compensation advice on meeting content, management's recommendations, governance trends and other items requested by the HR and Compensation Committee in 2023 which are noted below:

- benchmark compensation data for senior executive positions
- updates on executive compensation practices, governance and regulatory trends
- advice on appropriate levels of target compensation for the CEO and other Executive Officers, with reference to market data and, in the case of the CEO's direct reports, the CEO's perspective on their individual performance
- assistance with the review of the long-term incentive program design
- assistance with the review of the short-term incentive program design
- advice on compensation-related governance policies
- assistance with the review of the CD&A
- review of compensation-related materials prepared by management in advance of HR and Compensation Committee meetings and highlighting potential issues to the HR and Compensation Committee Chair

The Chair of the HR and Compensation Committee meets privately with the independent compensation consultant before meetings where compensation is discussed. In addition, the HR and Compensation Committee meets with Meridian without management present at every meeting where compensation is reviewed.

The HR and Compensation Committee does not direct Meridian to perform services in any particular manner or under any particular method. It approves all mandates for work performed by Meridian. The HR and Compensation Committee has the final authority to hire and terminate Meridian as its independent consultant.

The total fees that EQB paid to Meridian for their services over the past two years, excluding HST, are as follows:

	Fees paid in 2023[1]		Fees paid in 2022	
Compensation Advisor	**Executive compensation related fees**	**All other fees**	**Executive compensation related fees**	**All other fees**
Meridian	$162,622[1]	$11,329[2]	$162,133[3]	-

1. In 2023, EQB changed its financial year end from December 31 to October 31 and, as such, the figures above represent a ten-month fiscal period ended October 31, 2023.
2. For work in relation to Board of Director compensation.
3. Includes services relating to benchmarking director compensation.

Compensation risk management practices and policies

Effective risk management is critical to our success and the achievement of our business objectives. As part of the annual review of our compensation program, we conduct a risk assessment to ensure that our incentive plans, policies and practices do not encourage undue risk taking. In addition, we utilize a mix of performance measures, so that undue emphasis is not placed on one particular measure. Moreover, we employ different types of compensation to provide value over the short and long-term.

The Board regularly reviews the program to ensure its effectiveness. The core risks faced by EQB are described in our MD&A for the fiscal year ended October 31, 2023.

Alignment of compensation with risk and performance outcomes	
Purpose	To align pay with our business strategy and drive performance alongside prudent risk management. This serves to protect the institution and depositors while maximizing long-term shareholder return.
Key features (applies to all employees, including Executive Officers)	Performance goals and subsequent evaluation must: • Take into account our risk and compliance frameworks, policies, guidelines and practices • Ensure decisions take into account risk / compliance considerations • Promote an effective risk and compliance management culture in daily operations • Proactively manage compliance and anticipate changes to compliance regulations • Demonstrate awareness of risks and manage responsibilities consistent with our Risk Appetite Framework
Clawback Policy	
Purpose	To mitigate and redress if senior leaders were to engage in misconduct, or conduct business activities inappropriately or outside the approved risk limits and tolerances, or situations involving a material error or misstatement of financial results. *Of note: EQB has not had to claw back any compensation under this policy since its implementation.*

Key features (applies to Executive Officers and key senior employees)	• In the event of (i) a financial restatement due to misconduct by the employee; (ii) fraud or misconduct without requiring a financial restatement; (iii) a breach of the Code of Conduct or Workplace Violence and Harassment Policy; and/or (iv) a termination for cause, the Board may:
	  • require repayment of any incentive award (i.e. cash bonuses, RSUs, PSUs, TPSUs and stock options) paid to the individual to recoup excess amounts, and/or
	  • reduce or eliminate unvested, or vested but unexercised incentive awards, or adjust RSU/PSU/TPSU payouts due to the individual.
	• In the event of a financial restatement due to fraud or misconduct, the Board may, on the recommendation of the HR and Compensation Committee, claw back all or part of the incentive compensation received by all Executive Officers to recoup excess amounts paid.

Share Trading/Hedging/Pledging Restrictions Policy	
Purpose	To maintain the alignment of employee and shareholder interests, and comply with legal requirements.
Key features (applies to all employees and directors)	• Prohibits directors and officers from directly or indirectly entering into (i) short sales or trading call or put options in respect of EQB's shares; (ii) transactions that hedge or offset a decrease in the market value of EQB securities; or (iii) brokerage arrangements that result in trades during restricted/blackout periods. Directors and the CEO are also prohibited from pledging EQB securities.
Executive Share Ownership Policy	
Purpose	To align executives' investment in EQB common shares and common share equivalents with long-term shareholder interests.
Key features (applies to all Executive Officers)	• Requires Executive Officers to maintain ownership levels equal to a multiple of annual salary. The ownership level may be achieved through holding common shares, unvested RSUs and PSUs, unvested TPSUs and holdings through our Employee Share Purchase Plan. Preferred shares are not included in share ownership calculations. • Compliance is assessed annually on December 31st. • The value of holdings is based on the higher of acquisition cost/grant-date value and the market value as at the date of compliance (i.e., December 31st). • Where ownership threshold is not met within prescribed timelines: all Executive Officers must (i) hold after tax proceeds of option exercises in shares; and/or (ii) use at least 50% of the after-tax proceeds of any PSU/RSU payout to purchase common shares in the open market; and/or (iii) redeem TPSU awards in shares, not cash, until the ownership threshold is met. • Externally appointed Executive Officers have five years to meet the requirement; internally promoted Executive Officers have three years to meet the requirement. • Effective 2023, our Executive Officers have the following Executive Share Ownership requirements:

Executive	Multiple of Salary
President and CEO	5x (including 10,000 common shares)
All other Executive Officers	2x

Aligning Compensation with the FSB Principles

The FSB Principles were designed to enhance the stability and soundness of financial institutions by protecting them against excessive risk taking. The table below sets out how our compensation program and governance framework align with key elements of the FSB Principles, including how risk management is integrated into our compensation process.

	FSB Principles	Our alignment

Effective Governance of Compensation	**The Board actively oversees the compensation system's design and operation**	• The HR and Compensation Committee approves or recommends for Board approval EQB's compensation philosophy, policy, incentive plans, total payouts, vesting under material incentive plans, and equity grants
		• The HR and Compensation Committee:
		  • is composed entirely of independent directors and has cross-committee membership
		  • retains an independent consultant for compensation matters
		  • reviews the performance of the Executive Officers
		  • determines incentive compensation criteria and awards
		  • oversees the hiring, promotion and compensation of Executive Officers
		  • ensures effective succession and leadership development planning is in place

	The Board monitors and reviews the compensation system to ensure it operates as intended	• The HR and Compensation Committee monitors and reviews the compensation system to ensure alignment with risk management principles and practices, including the compensation philosophy, compensation program design, and incentive performance targets, outcomes and payouts • The CRO and CHRO report to the HR and Compensation Committee on the alignment of the compensation program and practices with the FSB Principles and the Bank's risk profile, and the Bank's performance against the risk appetite framework
	Control function employees are compensated in a manner independent of the business areas they oversee	• Compensation for employees in control functions (i.e. risk, internal audit, compliance, and finance) is independent of the specific businesses they support • Compensation for employees in the control functions is tied to overall corporate performance and their individual performance • The CFO, Chief Auditor, Chief Compliance Officer and the CRO have ultimate responsibility for their employees, including hiring decisions, performance reviews and bonus awards. • The Audit Committee Chair recommends the Chief Auditor's compensation

	FSB Principles	Our alignment
Effective Alignment of Compensation with Prudent Risk Taking	**Compensation is adjusted for all types of risk**	• There are standard accountabilities regarding risk and compliance behaviours embedded into performance assessments for all employees, including Executive Officers • Our STI is based on EQB's financial performance and includes a discretionary component based on the Bank's strategic objectives, which includes risk considerations • To support the HR and Compensation Committee's approval of the financial multiplier for determining the annual STI payout, the CRO presents her assessment of the Bank's performance against the Risk Appetite Framework • Incentive threshold, target, and maximum performance levels are reviewed by the HR and Compensation Committee and are set considering multiple perspectives including historical performance, budget, strategic plan and external factors
	Compensation outcomes are symmetric with risk outcomes	• Performance-based incentives are based on qualitative and quantitative criteria • Short-term incentives are based on pre-established thresholds, targets, and maximum percentages of base salary by employee level, with no minimums or guaranteed bonuses • The Board may use its discretion to adjust the payout factor when the calculated factor based on the performance metrics employed does not reflect all relevant considerations, taking into account significant events and circumstances (such as a material downturn in financial performance or events outside of management's control, etc.), including the possibility to reduce the STI payout to zero • Incentive compensation for all employees is subject to forfeiture if an employee resigns or is terminated for cause • Incentive compensation for Executive Officers is subject to clawback and/or forfeiture resulting from intentional fraud or willful misconduct • The CRO reviews the compensation program annually to ensure alignment with EQB's risk appetite • Multi-year guaranteed incentive payments are not permitted. One-time awards may be selectively provided to new hire-employees to compensate for the loss of income as a result of deferred compensation foregone from a previous employer
	Compensation payout schedules are sensitive to the time horizon of risks	• Our compensation program is designed to align the behavior of those Executive Officers who can influence the Bank's risk position with our risk appetite. A significant portion of an Executive Officer's pay is in long-term incentives to ensure alignment of compensation with the risk time horizon and to enhance the focus on longer-term value • Share ownership requirements for the Executive Officers align interests with shareholders • Employees are prohibited from engaging in any hedging transactions with respect to EQB's shares

FSB Principles	Our alignment
The mix of cash, equity and other forms of compensation must be consistent with risk alignment	• The portion of equity-based compensation increases with seniority • Having a significant portion of compensation subject to vesting and potential reduction or forfeiture at maturity allows the HR and Compensation Committee to ensure that, over time, actual compensation paid is aligned with risk-adjusted performance • Incentive awards cannot be assigned

Additional practices in Executive Compensation

The HR and Compensation Committee has implemented a number of compensation governance practices which are consistent with market trends and practice, regulatory guidance, support our business objectives and align with shareholder interests.

Pay for performance	
Compensation rewards performance	We assess the performance of the Named Executive Officers relative to objectives that support our business strategies for sustainable growth over short-, medium- and long-term horizons, aligned with our risk appetite.
Significant portion of pay is at risk and based on performance	On average, 65% of our NEOs' target total direct compensation is at risk, which creates a strong pay-for-performance relationship.
Long-term vesting	A significant portion of compensation vests over a period of three or four years (with options expiring after ten years), consistent with our compensation principles.
Long-term incentive mix	EQB uses a balanced mix of stock options, RSUs and TPSUs for senior executives.
HR and Compensation Committee discretion	The HR and Compensation Committee may use its informed judgment when recommending final compensation awards to the Board to ensure outcomes appropriately reflect risk and any unexpected circumstances that may arise during the year.
Compensation governance and risk management	
Governance oversight	The HR and Compensation Committee assists the Board in carrying out its compensation oversight responsibilities, including the compensation of the Executive Officers.
Say on pay vote	Since 2023, shareholders are asked to vote on our approach to executive compensation.
External independent advice	The HR and Compensation Committee engages an independent compensation advisor to provide an external perspective of market best practices related to compensation design and governance, and objective advice on the compensation for the Executive Officers in the context of EQB's performance and the market.
Alignment with FSB Principles and Standards	Our approach to compensation risk management is consistent with the Financial Stability Board's (FSB) Principles and Standards.

Clawback provisions	To effectively balance risk and reward, clawback provisions address situations where Executive Officers engage in misconduct, or conduct business activities inappropriately, or situations involving a material error or misstatement of financial results.
Anti-hedging policy	Executive Officers are not permitted to use hedging to undermine the risk alignment in our compensation plans.
No stock option repricing	Stock options cannot be re-priced without shareholder approval
Share ownership requirements	To align executive compensation with the risk time horizon and to motivate executives to create long-term value, Executive Officers are expected to achieve and maintain a specific amount of equity in EQB.
Incentive plan caps	Annual NEO STI payouts are capped at 150% of target; payouts under the PSU program are capped at 125% of target; payouts under the TPSU program are capped at 150% of target.
Peer Group criteria and application	Competitive target compensation levels are established using a comparator group of Canadian financial services organizations, which is regularly reviewed and revised. We also use compensation survey data based on a broader financial services industry sample for an additional points of validation when making compensation decisions.

Based on the foregoing, the HR and Compensation Committee is satisfied that EQB's Compensation Policy and program do not encourage the undertaking of risks which could have a material adverse effect on EQB.

Compensation Decision-Making Process

Compensation decisions are guided by our compensation philosophy and principles and external market benchmarking analysis. The following illustration sets out the HR and Compensation Committee's compensation decision-making process:

1. Establish Target Compensation → **2. Set EQB and Individual Performance Objectives** → **3. Evaluate Performance Against Objectives** → **4. Determine Performance-Based Compensation**

1. Establish Target Compensation

Target total direct compensation is reviewed every other year for all Executive Officers. The CEO recommends to the HR and Compensation Committee the level and form of compensation targets for the Executive Officers, other than the CEO. The HR and Compensation Committee has full discretion to adopt or alter the CEO's recommendations, and engages its external compensation consultant to assist in evaluating the recommendations. EQB's philosophy is to set target compensation mix and aggregate compensation for each NEO within a competitive range of median market compensation data, unless the HR and Compensation Committee determines that a variance from the median range is warranted based on factors such as individual performance, relevant experience, tenure, internal equity considerations, and retention needs. Actual compensation paid out or realized is a function of corporate performance, share price appreciation, and individual performance.

The competitive market for EQB's executive talent is drawn from the financial services sector and broader industry including the technology sector. Peer groups and benchmarks utilized for specific job families are adjusted based on the job function under review. A holistic approach is applied when utilizing peer group and benchmark data including comparator group data, survey data, role-specific factors, internal equity, broader industry trends and more.

Selection of comparator group

In 2020, the HR and Compensation Committee retained Meridian to conduct a comprehensive review of the comparator group. The HR and Compensation Committee applied the following peer selection criteria, which have been in place since 2020:

- Canadian public companies in the financial services sector, excluding asset management organizations.
- Companies having financial parameters between 0.33x to 3x EQB's assets and revenue, and a secondary lens of market capitalization and total employees (using the same 0.33x to 3x parameters).
- Additional factors, including but not limited to, business similarities, competitors for talent or business, companies viewed as peers by analysts.

The Committee reviews the comparator group every two years to ensure peers remain appropriate for continued use. A subsequent review was completed by Meridian in 2022, and one new peer (TMX Group Limited) was added to the comparator group following the closing of Concentra Bank, in view of EQB's larger size in asset terms. HSBC Bank Canada was acquired by RBC and did not file a 2023 proxy, and therefore has been removed as a comparator.

The HR and Compensation Committee relied on the following comparator group in consideration of 2023 executive pay. While the comparator group continues to be the competitive group of financial institutions that most closely aligned with the size and complexity of EQB, the Committee noted that it is now in the top quartile of comparators in terms of key business characteristics including revenue, assets and market capitalization.

Comparator group

ATB Financial	First National Financial Corp.
Canadian Western Bank	Home Capital Group Inc.[1]
The Co-operators Group Ltd.	Laurentian Bank of Canada
Definity Financial Corp.	Sagen MI Canada Inc.[2]
ECN Capital Corp.	TMX Group Limited

Secondary References

The market for executive talent is broader and includes companies from sectors other than banking or financial services more broadly. EQB therefore also reviews compensation survey data that covers a broader financial services industry sample that provides an additional point of validation when making compensation decisions. Further, EQB will consider data from the Domestic Systemically Important Banks (D-SIBs)* with respect to compensation design and governance policies (but not with respect to NEO compensation *levels*).

* Bank of Montreal, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, National Bank of Canada, Royal Bank of Canada, and The Toronto-Dominion Bank

The HR and Compensation Committee believes that performance comparisons are best made against a performance peer group of other Canadian banks and mortgage finance companies, including D-SIBs. D-SIBs are included in the performance peer group when calculating the Payout Adjustment Factor for the PSU plan as part of the LTIP.

2. Set Corporate and Individual Performance Objectives

The HR and Compensation Committee establishes corporate and individual performance objectives for compensation purposes on an annual basis. Corporate performance objectives are based on Board-approved medium-term financial performance targets, as well as strategic and operational goals. Individual performance objectives include specific strategic initiatives and leadership objectives, focused on delivering results aligned to shareholder value creation, customer satisfaction, and employee engagement. The HR and Compensation Committee sets target compensation levels for each Executive Officer based on the benchmarking and assessment process described above. In addition, the Chief Human Resources Officer and the independent compensation consultant support the HR and Compensation Committee and provide relevant market data and other information as requested, to enable the Committee to make informed decisions.

3. Evaluate Performance Against Objectives

Following the end of the fiscal year, the CEO provides the HR and Compensation Committee with his assessment of Executive Officer performance and provides recommendations regarding incentive compensation awards. The CEO also performs a self-assessment of his own performance. The HR and Compensation Committee then approves individual performance evaluations or recommends modifications as appropriate. The HR and Compensation Committee also approves corporate performance outcomes in considerations of EQB's performance on financial targets and strategic and operational goals.

[1] Home Capital Group was acquired in 2023 and will be removed from the peer group in 2024.

[2] Sagen was acquired in 2021 and removed from the peer group effective with the 2022 grant.

4. Determine Performance-Based Compensation Awards

Based on the achievement of specified corporate and individual performance objectives, the HR and Compensation Committee determines the appropriate STIP compensation to be awarded to each Executive Officer for that fiscal year. The HR and Compensation Committee also determines the NEO LTI awards for the next fiscal year. The HR and Compensation Committee may exercise discretion to adjust incentive compensation as described under the heading “Discretion”, below.

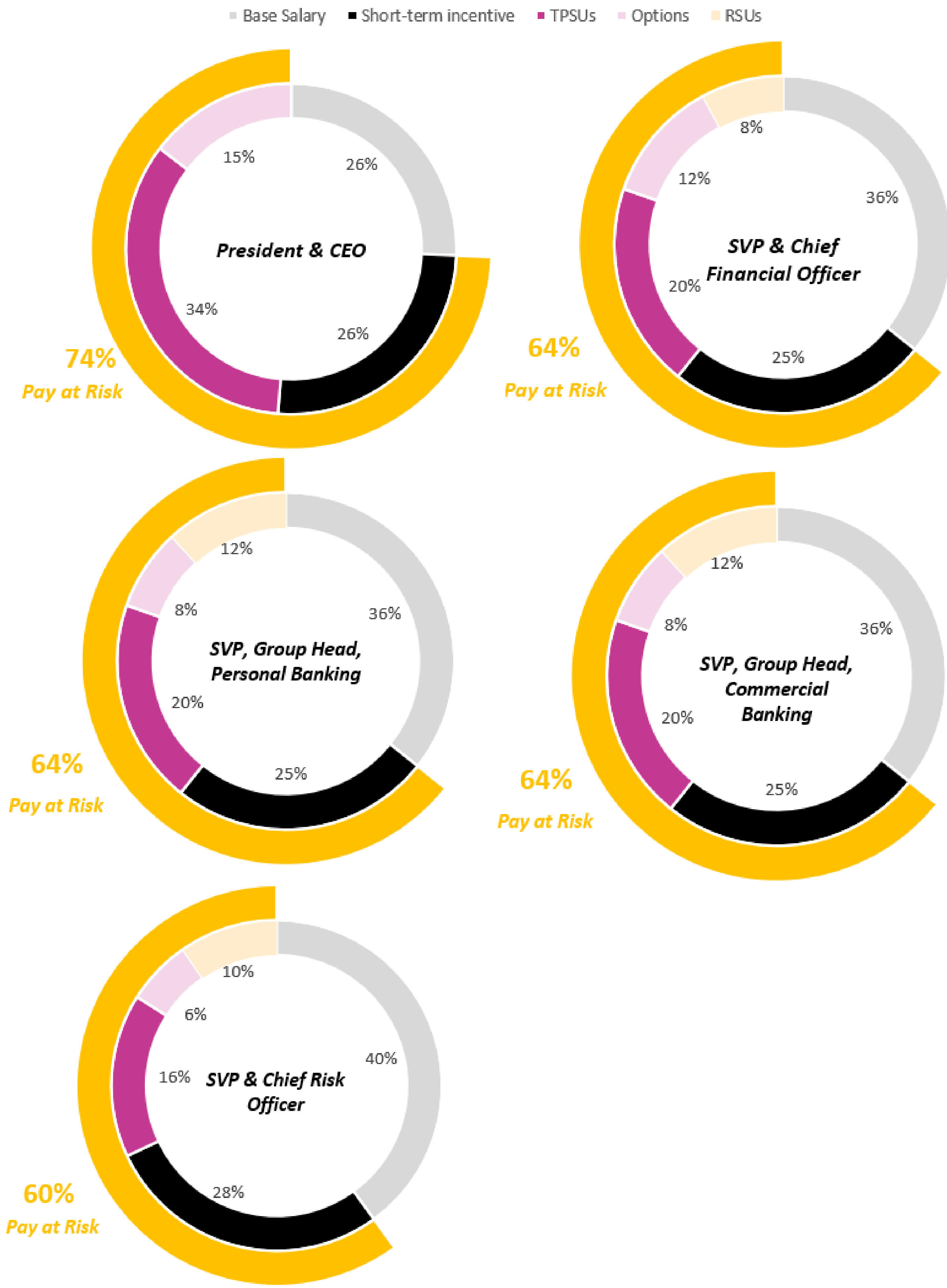
Elements of Total Compensation

EQB’s compensation program is designed to support our strategy and drive financial performance and shareholder value creation while paying our Executive Officers appropriately for performance. Direct compensation components include base salary, short-term incentive and long-term incentive. Indirect compensation elements are aligned to EQB’s broader employee group, including pension provision, share purchase plans, and health and related benefits that promote the well-being of all employees and their families. A summary of the different compensation elements is provided below:

Element	Features / Objective	Performance Period
Annual total direct compensation		
Fixed Base Salary	• base level of pay determined by evaluating the responsibility and scope of the Executive’s position, prior experience, breadth of knowledge, and performance • reflects market competitive value of the role versus peers • paid in cash	N/A
Variable Pay – At-risk Compensation		
Short-term Incentive	• annual cash award based on corporate and individual performance	1 year
Long-term Incentives		
Restricted Share Units	• deferred incentive that aligns executive pay with shareholder returns over the medium term • RSU payout provided in cash based on EQB’s share price	Cliff vest after 3 years
Stock Options	• performance-based and leveraged deferred incentive to motivate executives to create sustainable shareholder value over the long-term • value depends on share price at time of exercise and only holds value to the extent EQB’s share price increases	7 years for options granted previous to January 1, 2023 (vest equally over 4 years) 10 years for options granted post January 1, 2023 (vest equally over 4 years)

Element	Features / Objective	Performance Period
Annual total direct compensation		
Treasury Share Units ("TSUs") (Effective January 1, 2023)	• Treasury RSUs and PSUs ("TRSUs" and "TPSUs", respectively) awarded under EQB's Treasury Share Unit Plan ("TSU Plan") approved by shareholders in 2022, the payment of which can be taken in cash or shares. • See "2023 Long-Term Incentive Awards" for a description of the design of the TPSU program • In 2023, TPSUs are awarded in lieu of PSUs. • No TRSUs have been awarded.	50% of TPSUs cliff vest after 3 years, and the remaining 50% cliff vest after 4 years, subject to performance conditions
Performance Share Units ("PSUs") – phased out as a of program design effective 2022	• performance-based deferred incentive reward for executive officers, linked to shareholder value creation • measured by relative TSR performance • PSU payout provided in cash based on EQB's share price and TSR performance ranking	Cliff vest at the conclusion of a 35-month performance period
Indirect compensation		
Group Benefits including ESPP, Group RSP and DPSP	• Employee Share Purchase Plan (maximum value of $2,500 annually) • Group RSP and DPSP help to support funding for income at retirement (maximum value of $15,780 annually) • Health, dental and related benefits provided to support health and well-being • comprehensive annual health assessments for executives	

Target Total Direct Compensation Mix



Base Salary

Competitive base salary is the sole component of the broader compensation program that is not at-risk. Executive Officer salaries are reviewed annually, with consideration given to the level of responsibility and scope of the position, individual performance, additional duties or oversight responsibilities, competitive market data, internal equity, general market conditions and potential retention. Executive Officer salaries are benchmarked every two years by the HR and Compensation Committee's executive compensation consultant. Adjustments in base salaries for FY 2024 were made considering new external market benchmarks developed in 2023 while keeping internal equity consideration in mind and reflect EQB's rapid growth in size terms compared to peers.

NEO base salaries for 2024 were adjusted as follows:

2023 and 2024 Annualized Base Salary Decisions

	2024 ($)	% Increase (2024 - 2023)	2023 ($)
Andrew Moor	800,000	2.6%	780,000
Chadwick Westlake	556,400	4.0%	535,000
Mahima Poddar	525,000	14.1%	460,000
Darren Lorimer	430,000	7.5%	400,000
Marlene Lenarduzzi[1]	350,000	0.0%	350,000
Ron Tratch[2]	--	--	395,000

See the individual NEO pay summaries that follow for additional explanation of respective increases.

Short-Term Incentive Award

The 2023 STI award is designed to reward the achievement of business objectives in the short term by providing an annual cash bonus. This element of pay is calculated based on individual and corporate performance. The 2024 STI program has been revised, with a strong weighting on Strategic and Operational objectives – see below for more details.

For NEOs, the target award is based on a percentage of the Executive's base salary. The actual award in any given year will vary as it is linked to EQB's financial and operational performance, as well as the Executive's individual performance in the year.

STI awards are determined via a two-part process: corporate performance and individual performance. An initial payout range of between 0% and 137% (as described in more detail below) of target is determined based on financial and strategic performance indicators. The corporate performance score is the primary driver for payouts to NEOs and other executives. This score is then modified up or down based on individual performance scores, by multiplying the corporate performance score through an individual modifier. Final award payouts may range from 0% to 150%.

[1] Ms. Lenarduzzi was appointed Senior Vice-President and Chief Risk Officer effective October 10, 2023.
[2] Mr. Tratch left EQB on August 31, 2023.

Corporate Performance

Each year, the Board approves the corporate financial performance measures to be included in the corporate scorecard. It establishes threshold, target and maximum performance levels for each measure to align with payout opportunities. These targets are established in the context of EQB's business plan and operating environment. Targets are set each year in alignment with the approved budget and operating plan, which is in turn established based on an evaluation of the business environment for the year and informed by EQB's mid and long-term business objectives.

For 2023, corporate financial performance measures were weighted as follows:

- Diluted Earnings per Share ("Diluted EPS") with 2/3 weighting
- the Bank's Common Equity Tier 1 ("CET1") ratio at 1/3 weighting

These corporate financial performance measures are described and reported in EQB's 2023 MD&A which is available at **www.sedarplus.ca** and on our website at **www.equitablebank.ca**.

The Corporate Performance Score is determined based on actual results for the financial performance measures and subject to modification by the addition or subtraction of up to 20 percentage points based on the HR and Compensation Committee's year-end assessment of performance against strategic and operational goals.

The overall maximum Corporate Performance Score is capped at 1.37x (minimum = 0x), a level that would reflect a maximum score of 1.17x for exceptional corporate financial performance plus an additional 20 points for strategic objectives.

Importantly, goals at target are set each year based on the approved budget and operating plan, which is in turn established based on an evaluation of the business environment for the year and informed by EQB's mid and long-term business objectives.

Individual Performance

The HR and Compensation Committee reviews individual performance targets for the CEO based on EQB's long-term business and strategic initiatives and leadership goals, and recommends them to the Board for approval. The value of the CEO's STI award varies depending on performance relative to EQB's financial performance metrics and achievement of strategic initiatives and leadership goals. The individual performance objectives for the remaining Executive Officers are reviewed and approved by the CEO in consultation with each Executive. Objectives vary based on respective roles and responsibilities.

At the end of the year, the CEO summarizes the performance of all direct reports for review and evaluation by the HR and Compensation Committee. An Individual Performance Score is determined based on an assessment of performance relative to the predetermined objectives.

The maximum Individual Performance Score is capped at 1.3x (minimum = 0), a level that would reflect exceptional individual performance and contributions to EQB's objectives.

The final STI payout for each Executive based on the multiplication of base x target x corporate multiplier x individual multiplier, a combination of the Corporate Performance Score for the year and the Individual Performance Score.

2023 and 2024 Target STI Opportunities for NEOs (% of base salary)

For the 2024 performance period, the HR and Compensation Committee approved the following target STI opportunities for the NEOs:

	2023 Target	2024 Target
Andrew Moor	100%	100%
Chadwick Westlake	70%	70%
Mahima Poddar	70%	70%
Darren Lorimer	70%	70%
Marlene Lenarduzzi[1]	70%	70%
Ron Tratch[2]	60%	-

The payout range for each NEO's 2023 STI award was as follows (% of base salary):

	Threshold	Target	Maximum
Andrew Moor	0%	100%	150%
Chadwick Westlake	0%	70%	105%
Mahima Poddar	0%	70%	105%
Darren Lorimer	0%	70%	105%
Marlene Lenarduzzi[2]	0%	70%	105%
Ron Tratch[1]	0%	60%	90%

1. Mr. Tratch left EQB on August 31, 2023.
2. Ms. Lenarduzzi's target STI award was established in October 2023 in connection with her hiring.

How STI Awards were calculated for 2023

The illustration below shows how STI awards were calculated for fiscal year 2023:

Base Salary x Target STI

x

Corporate Performance Score
Range: 0x - 1.37x based on maximum 1.17x from the financial metrics, +/- 0.2x in either direction

Diluted EPS (2/3) + **CET1** (1/3)

Corporate Strategic Objectives Modifier (+/-20%)

x

Individual Performance Score Range: 0x - 1.3x

Individual performance scorecard aligned with each employee's area of responsibility

=

Final STI Payout (capped at 150% of target)

[1] Ms. Lenarduzzi was appointed Senior Vice-President and Chief Risk Officer effective October 10, 2023.
[2] Mr. Tratch left EQB on August 31, 2023.

WHY DILUTED EPS?
Measures profitability by the increase in net income generated for shareholders

WHY CET1?
Risk-based measure of financial strength and reflects ability to balance risk and return, absorbing shocks and protecting depositors

Discretion

The HR and Compensation Committee believes that although financial performance is an important consideration in determining the STI award, strict adherence to formulas could lead to unintended results. Accordingly, the HR and Compensation Committee retains the discretion to adjust STI awards based on qualitative considerations, such as extenuating circumstances or unexpected events that may have arisen over the course of the year that are not within management's control and which impacted the Executive's ability to meet or exceed his or her original objectives, any new objectives that were mutually agreed upon during the year, as well as modifications to individual, departmental and/or corporate deliverables. If circumstances warrant, the total amount of the STI award can be adjusted upwards to the maximum or downwards to zero. As a rule, discretion is expected to be exercised infrequently, symmetrically, and only when necessary to recognize exceptional circumstances. For STI payouts in respect of 2023 financial performance, the Committee did not exercise discretion. Certain aspects of the plan (i.e. strategic modifiers and performance scores) require review and judgement of the HR and Compensation Committee.

2023 Corporate Performance Scorecard

In February 2023, the HR and Compensation Committee reviewed and approved performance targets and ranges for each of the annual incentive measures.

Five strategic objectives were set as part of the corporate performance scorecard. These include growth in key assets, building strong customer relationships, demonstrating disciplined capital allocations, improving our capabilities around digital experience and developing the human capital of the organization.

In November 2023, based on the ten-month fiscal period ended October 31, 2023, the HR and Compensation Committee reviewed EQB's 2023 adjusted financial performance relative to the EPS and CET1 ratio targets and determined a corporate performance multiplier of 1.25x as follows:

Performance Factor	2023 Target[3]	2023 Actual	Corporate Performance Score
Earnings Per Share[1]	$8.33	$9.40	2/3 weight x 1.25 score
CET1 ratio	≥ 13.0%	14.1%	1/3 weight x 1.0 score
	2023 Total financial performance score		1.17
Strategic Objectives			+0.08
	2023 Total Corporate Performance Score		**1.25x**

1. 2023 EPS Target is lower than fiscal 2022 due to the 10-month fiscal 2023 period.
2. For achieving target performance on EPS and ROE measures, the Corporate Performance Score was equal to 1.1x. For achieving target performance on CET1 ratio, the Corporate Performance Score is 1.0x.

Individual performance scores for Executive Officers excluding the CEO were reviewed and approved in November – see individual NEO profiles that follow for a summary description of respective individual performance. The STI awards for NEOs excluding the CEO were approved by the HR and Compensation Committee in December 2023. The STI award for the CEO was approved by the full Board, also in December 2023. Individual performance scores were developed as well – see individual NEO profiles that follow for a description of their individual performance.

	2023 Base Salary	Target STI (% of Base Salary)	Calculated STI[3]	Maximum STI Payout[4]	Actual STI Payout (% of base salary)[5]
Andrew Moor	$780,000	$780,000 (100%)	$ 970,938	$975,000	$ 970,938 (124%)
Chadwick Westlake	$535,000	$374,500 (70%)	$ 468,125	$468,125	$ 468,125 (88%)
Mahima Poddar	$460,000	$322,000 (70%)	$ 400,825	$402,500	$ 400,825 (87%)
Darren Lorimer	$400,000	$280,000 (70%)	$ 339,800	$350,000	$ 339,800 (85%)
Marlene Lenarduzzi[1]	$350,000	$245,000 (70%)	n/a	n/a	$37,500 (11%)
Ron Tratch[2]	$395,000	$237,000 (60%)	$296,250	n/a	$198,905 (50%)

1. Ms. Lenarduzzi's joined EQB on October 10, 2023, and therefore did not receive a performance rating. A nominal STI award of $37,500 was awarded for the 2023 fiscal year.
2. Mr. Tratch left EQB on August 31, 2023, and therefore did not receive a performance rating which determines the individual modifier.
3. The Calculated STI is a result of the corporate performance score x individual performance score x the appropriate proration factor. The overall performance score is capped at 150%. The proration factor is 10 of 12 months for NEOs employed at EQB for the full year, i.e., for Andrew Moor, Chadwick Westlake, Mahima Poddar, and Darren Lorimer. For NEOs employed at EQB for part of the fiscal year, the proration factor is based on months worked, i.e. 8 months for Ron Tratch.
4. Maximum STI Payout is prorated for 10 months for NEOs employed at EQB for the full year, i.e., for Andrew Moor, Chadwick Westlake, Mahima Poddar, and Darren Lorimer. For NEOs employed at EQB for part of the fiscal year, the proration factor is based on months worked, i.e. 8 months for Ron Tratch.
5. The Actual STI payout reflects 10 months worked for NEOs employed at EQB for the full year, i.e., for Andrew Moor, Chadwick Westlake, Mahima Poddar, and Darren Lorimer. For Ron Tratch, the Actual STI payout reflects an average of 3 years of his STI payouts, prorated for his time in role during 2023, i.e. 8 months.

Long-Term Incentive Awards

Long-term incentive compensation is intended to be forward-looking – it rewards Executive Officers and other eligible employees for creating sustained performance over a period of three to seven years (three to ten years, starting with the 2023 LTI awards), and strengthens the alignment between Executive Officer compensation and the long-term interests of shareholders. The actual amount realized could be greater or less than the grant date amount based on EQB's financial and share price performance over the next three years, in the case of RSUs and PSUs, four years in the case of TSUs, and seven years in the case of options (ten years starting in January 1, 2023). All LTI awards are granted by the Board on the recommendation of the HR and Compensation Committee.

Long-term program changes implemented in 2022 and early 2023 support our vision of long-run pay-for-performance. Following market-aligned governance and reporting practices, we have adjusted our methodology for reporting long-term incentive awards and total direct compensation for this year and on a go-forward basis. We have reported LTI grants that are paid to reward anticipated performance for the most recently completed fiscal year.

LTI compensation consists of RSUs, PSUs (TPSUs starting with the 2023 awards) and options. It allows EQB to increase Executives' ownership interest, and to attract and retain key executives. LTI is administered by the HR and Compensation Committee which recommends LTI grants for Executive Officers to the Board after considering peer group benchmarking data provided by the HR and Compensation Committee's executive compensation consultant, the performance and experience of the executive, and the scope and responsibilities of the role.

Effective January 1, 2023, EQB has granted TSUs to Executive Officers in the form of TPSUs, under the TSU Plan adopted in 2022. Changes to EQB's long-term incentive design for awards granted in 2023 are described under the heading "2023 Long-Term Incentive Awards" below.

When setting the value of LTI awards, a holistic picture of direct and non-direct compensation (the latter including pension provision) is taken into account. At EQB, NEOs are identical to all employees of the Bank in terms of the value contributed in lieu of pension, a value which is very low for senior executives compared to most Canadian banking peers. This differential is considered in taking compensation decisions to ensure that Total Direct and Non-Direct Compensation is competitive.

2023 and 2024 Target LTI Opportunities for NEOs (% of base salary)

For the 2024 performance period, the HR and Compensation Committee approved and granted the following target LTI opportunities for the NEOs:

	2023 Target	2024 Target
Andrew Moor	190%	225%
Chadwick Westlake	110%	110%
Mahima Poddar	110%	110%
Darren Lorimer	110%	110%
Marlene Lenarduzzi[1]	n/a	80%
Ron Tratch[2]	105%	n/a

Restricted Share Unit Awards

RSUs align Executive Officers' and shareholder interests in share return growth. Time vesting supports the retention of Executive Officers to better enable EQB to execute its long-term strategy.

Each RSU represents one notional common share and earns notional dividends, which are re-invested into additional RSUs when cash dividends are paid on EQB's common shares.

The number of RSUs granted is determined on the grant date by dividing the target award value (based on a percentage of base salary) by the five-day weighted average trading price of an EQB common share prior to the grant date.

RSU Vesting and Payout

RSUs vest on December 15 of the third calendar year following the calendar year for which the RSUs were awarded ("cliff vest"). The amount received depends on the number of units that vest (including the initial grant and additional RSUs acquired as dividend equivalents) and the share price at the time of vesting:

- vested units are converted to cash using the volume-weighted average trading price of our common shares on the TSX for the five consecutive trading days immediately prior to the vesting date; and
- payments are made by December 31 of the year the units vest, and withholding taxes applied. Participants must be employed by EQB at the time of vesting to receive the cash payment.

[1] Ms. Lenarduzzi was appointed Senior Vice-President and Chief Risk Officer effective October 10, 2023.
[2] Mr. Tratch left EQB on August 31, 2023.

Payout of 2021 RSU Awards

With the adjusted Fiscal year-end of October 31, no RSUs previously awarded to NEOs vested during the 2023 Fiscal Year. The RSUs awarded to the NEOs on March 3, 2021, for their anticipated performance in 2021 through 2023, vested on December 15, 2023. Given the change in fiscal year, these values, reported below, will be reported again in next year for the 2024 Fiscal Year.

The vesting price was the 5-day volume-weighted average of an EQB common share on the TSX as at December 15, 2023. The payout value of RSUs received by the NEOs, before taxes, in December 2023, was as follows:

	RSUs awarded in 2021[1] (#)	Number of dividend equivalent received (#)	Total RSUs[1] (#)	Vesting price ($)	Payout Value of RSUs on vesting ($)
Andrew Moor	-	-	-	-	-
Chadwick Westlake	1,626	81.98	1,707.98	83.849	143,213
Mahima Poddar	1,106	55.76	1,161.76	83.849	97,413
Darren Lorimer	664	33.48	697.48	83.849	58,483
Marlene Lenarduzzi[2]	-	-	-	-	-
Ron Tratch[3]	1,061.67	-	1,061.67	76.813	81,550

1. EQB's stock split in October 2021; after the stock split, the market price at the time of grant was split in half, and the number of units granted doubled.
2. Ms. Lenarduzzi's joined EQB on October 10, 2023, and therefore does not have a payout for the RSU awards granted in 2021.
3. Mr. Tratch left EQB on August 31, 2023. Given his departure prior to the payout date, this figure represents the payout corresponding to the RSUs granted to Mr. Tratch in March 2021 in accordance with the terms of the plan, i.e., vested immediately on a prorated basis.

Performance Share Units

PSUs align Executive Officers' and shareholder interests by linking share price growth over a period of time. Each PSU represents one notional common share and earns notional dividends, which are re-invested into additional PSUs when cash dividends are paid on EQB's common shares.

The number of PSUs granted is determined on the grant date by dividing the target award value (based on a percentage of base salary) by the five-day weighted average trading price of an EQB common share prior to the grant date.

PSU Vesting and Payout

With the adjusted Fiscal year-end to October 31, no PSUs previously awarded to Executive Officers vested during the 2023 fiscal year. The PSUs awarded to the Executive Officers on March 3, 2021, for their anticipated performance in 2021 through 2023, vested on December 15, 2023. Given the change in fiscal year, these values, reported below, will be reported again in 2024 for the coming fiscal year.

For awards granted prior to 2023, PSUs vested on December 15 at the end of a 35-month performance period based on our TSR performance relative to the TSR performance of a group of other Canadian banks and finance companies named on the pages below. The final payout value is tied to the number of PSUs that vested and EQB's share price at the time of vesting.

At the end of the performance period for each respective grant of PSUs, a performance multiplier ("payout adjustment factor") is applied to the number of PSUs granted (plus notional dividends reinvested), to determine the final payout on the vesting date. The value of each common share underlying each PSU held on the vesting date is based on the volume-weighted average trading price of our common shares on the TSX for the five consecutive trading days immediately prior to the vesting date. Payments are made by December 31st of the year the PSUs vest, and withholding taxes applied.

PSU Grant (# units) + **Notional Dividends Received in Years One to Three** x **Payout Adjustment Factor (75% to 125%)** x **Vesting Price** = **PSU Payout (cash)**

Where TSR is negative, the payout adjustment factor is automatically reduced to threshold (75%)

How we calculate TSR and the Payout Adjustment Factor

TSR is calculated using the formula set out below. EQB's TSR is then ranked against that of its Performance Peers, determining the Payout Adjustment Factor to be used in PSU payout calculation.

$$\frac{\text{20-day volume-weighted average share price ending Nov } 30^{th} \text{ of year three of the performance period} - \text{20-day volume -weighted average share price beginning Jan } 1^{st} \text{ of year one of the performance period} + \text{Dividends paid from Jan } 1^{st} \text{ of year one to Nov } 30^{th} \text{ of year three of the performance period}^{1}}{\text{20-day volume-weighted average share price beginning Jan } 1^{st} \text{ of year one of the performance period}} \times 100 = \text{TSR}$$

1. Reinvested at time of receipt, aligned with dividends paid to common shareholders.

The peer group for determining TSR for purposes of calculating the PSU payout adjustment factor is as follows:

Performance Peer Group
Bank of Montreal
Canadian Imperial Bank of Commerce
Canadian Western Bank
Sagen MI Canada[1]
Home Capital Group Inc.[2]
Laurentian Bank of Canada
National Bank of Canada
Royal Bank of Canada
The Bank of Nova Scotia
The Toronto-Dominion Bank

Why these companies?
Reflects regulated financial institutions in businesses subject to similar risks as EQB

Calculating Payout Adjustment Factor

TSR Relative to Peer Group	Payout Adjustment Factor
1st	125%
2nd	120%
3rd	115%
4th	110%
5th	105%
6th	100%
7th	95%
8th	90%
9th	85%
10th	80%
11th	75%

Payout of 2021 PSU Awards

The PSUs awarded to the NEOs on March 3, 2021, for their anticipated performance in 2021 through 2023, vested on December 15, 2023 - now part of the 2024 Fiscal Year. Given the new fiscal year end date of October 31st, these values will be reported again in 2024.

For these PSUs, the payout value was determined by comparing the TSR of EQB's common shares during the performance period that began on January 1, 2021 and ended on November 30, 2023, against the TSR of the companies in the Performance Peer Group noted above. EQB's TSR ranked first for the performance period and resulted in a payout adjustment factor of 125%.

The value of PSUs on the vesting date was calculated as the number of PSUs that vested multiplied by 125% multiplied by the vesting date value of $83.849 (5-day volume-weighted average of an EQB common share on the TSX as at December 15, 2023).

[1] Sagen was acquired in 2021 and removed from the peer group effective with the 2022 grant.
[2] Home Capital Group Inc. was acquired in 2023 and will be removed from the peer group in 2024

The payout value of PSUs received by the NEOs in December 2023, was as follows:

	PSUs awarded in 2021 (#)	Number of dividend equivalents received (#)	Total PSUs (#)	Vesting price ($)	Payout Adjustment Factor (%)	Payout Value of PSUs on vesting ($)
Andrew Moor	8,648	436.01	9,084.01	83.849	1.25	952,111
Chadwick Westlake	1,626	81.98	1,707.98	83.849	1.25	179,016
Mahima Poddar	1,106	55.76	1,161.76	83.849	1.25	121,766
Darren Lorimer	664	33.48	697.48	83.849	1.25	73,104
Marlene Lenarduzzi[2]	-	-	-	-	-	-
Ron Tratch[1]	1,061	-	1,061.67	78.813	-	81,550

1. EQB's common share split in October 2021; after the stock split, the market price at the time of grant was split in half, and the number of units granted doubled.
2. Ms. Lenarduzzi's joined EQB on October 10, 2023, and therefore does not have a payout for the PSU awards granted in 2021.
3. Mr. Tratch left EQB on August 31, 2023. Given his departure prior to the payout date, this figure represents the payout corresponding to PSUs granted to Mr Tratch in March 2021 in accordance with the terms of the plan, i.e., vested immediately on a prorated basis.

2023 Long-Term Incentive Awards

Following shareholder approval in 2022, EQB adopted a TSU Plan that allows it to grant TRSUs and TPSUs with longer measurement and vesting periods than had been the case historically. This helps advance the interests of EQB and its shareholders by providing participants with additional incentive and alignment over a longer period of time, encourages real share ownership, and attracts and retains talent.

Beginning in 2023, EQB stopped granting PSU awards and introduced the TPSU award. The primary impetus for this change was to better align Executive share ownership with shareholders, since TPSUs are settled by shares issued from treasury, while PSUs are settled in cash. Alongside the introduction of TPSUs, the proportion of Options as a component of LTI awards was decreased from 50% to 30% beginning in 2023.

TPSUs have the following key features:

Design Feature	Current PSU Design	TPSU Design (Awards starting in 2023)
Vesting Period	Cliff vest at the conclusion of a 35-month performance period	• 50% of the TPSUs cliff vest at the conclusion of a 36-month performance period • 50% of the TPSUs are additionally subject to a further 1-year time vest (i.e. 4 years from the grant date) • This change was made to align the TPSU performance period with market and to provide a longer-term incentive to EQB executives
Payout Range	75% to 125%	• 20% to 150% • We broadened the pay/performance range of the TPSUs to better align with EQB's pay philosophy and create higher reward potential, subject to performance

Performance Metrics	PSUs are measured based on EQB's relative TSR ranking against Performance Peers	• TPSUs will be measured based on three metrics: relative TSR (similar to PSUs), ROE and customer satisfaction-based metrics. ROE and customer satisfaction are fundamentally long-term measures of EQB's success
Settlement	PSUs are settled in cash	• TPSUs are settled by shares issued from treasury. This serves to further align Executive Officer's interests with those of shareholders and help fulfill Executive Officer share ownership requirements. At the participant's election and subject to the consent of EQB and fulfillment of share ownership requirements, TPSUs may be settled in cash or shares purchased in the open market

The performance metrics, when combined, lead to a determination of a final payout percentage between 20% and 150% as follows:

Relative Total Shareholder Return (TSR)	+	**Return on Equity (ROE)**	+	**Customer Satisfaction Score (NPS[1])**	=	**Final Performance Payout Percentage[2]**
Weighting of 40%		***Weighting of 50%***		***Weighting of 10%***		
Payout factor between 50% and 150%		Payout factor between 0% and 150%		Payout factor between 0% and 150%		Between 20% and 150%

1. Net Promoter Score (NPS) uses rigorous, replicable methodology that is governed by audited processes and controls

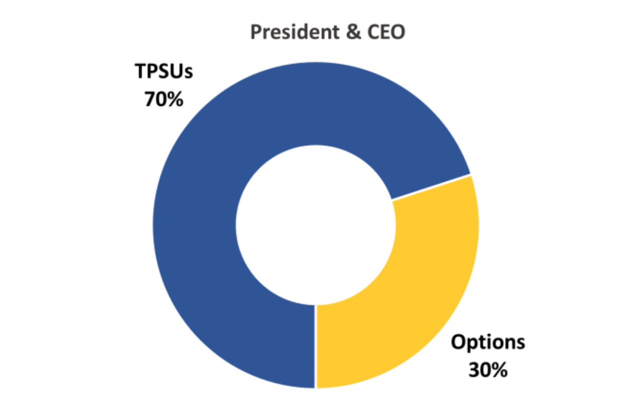
2. The HR and Compensation Committee may apply discretion to the final performance payout percentage applied, however discretion is expected to be exercised infrequently, symmetrically, and only when necessary to recognize exceptional circumstances.

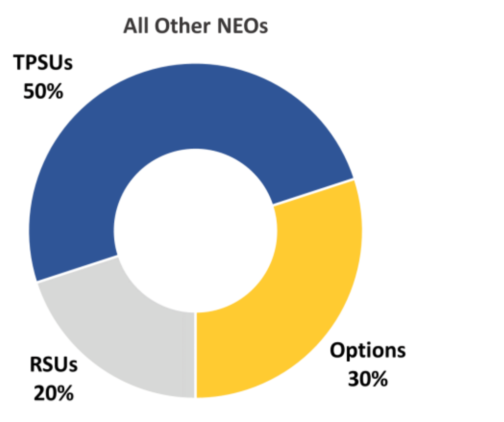
Target LTI mix

The LTI mix for Executive Officers places a high weighting on TPSUs. Specifically:

- the CEO's LTI mix is 70% TPSUs and 30% stock options
- the other NEO LTI mix is 50% TPSUs, 30% stock options, and 20% RSUs.

For the 2023 compensation decisions, the LTI awards for the NEOs were as follows:





Objectives of LTI:

- Align the interests of management with shareholders
- Enhance ability to attract, motivate and retain key Executives
- Provide opportunity for management to build an economic stake in EQB

2023 Target LTI awards (% of base salary)

Position	Target
CEO	190%
CFO	110%
SVP & Group Head, Personal Banking	110%
SVP & Group Head, Commercial Banking	110%
CRO	80%

The HR and Compensation Committee considers the following when determining individual LTI awards:

- market competitiveness (based on periodic benchmarking)
- position level of the Executive
- responsibilities associated with position level
- retention considerations
- internal equity

The LTI award is forward-looking, so the HR and Compensation Committee does not consider the value of awards the Executive Officer received in previous years when determining new grants. The purpose of the LTI award is to incent high performance in the future year(s).

Cost of Management Ratio

The following table shows the total aggregate compensation awarded to the NEOs as a percentage of net income in each of the last three years.

	2023[1]	2022[2]	2021[2]
Total Aggregate NEO Compensation	8,985,011	7,913,950	7,537,804
Net Income After Tax[3]	$371,590,000	$270,181,000	$292,530,000
Total Aggregate NEO Compensation as a % of Net Income After Tax	2.42%	2.93%	2.58%

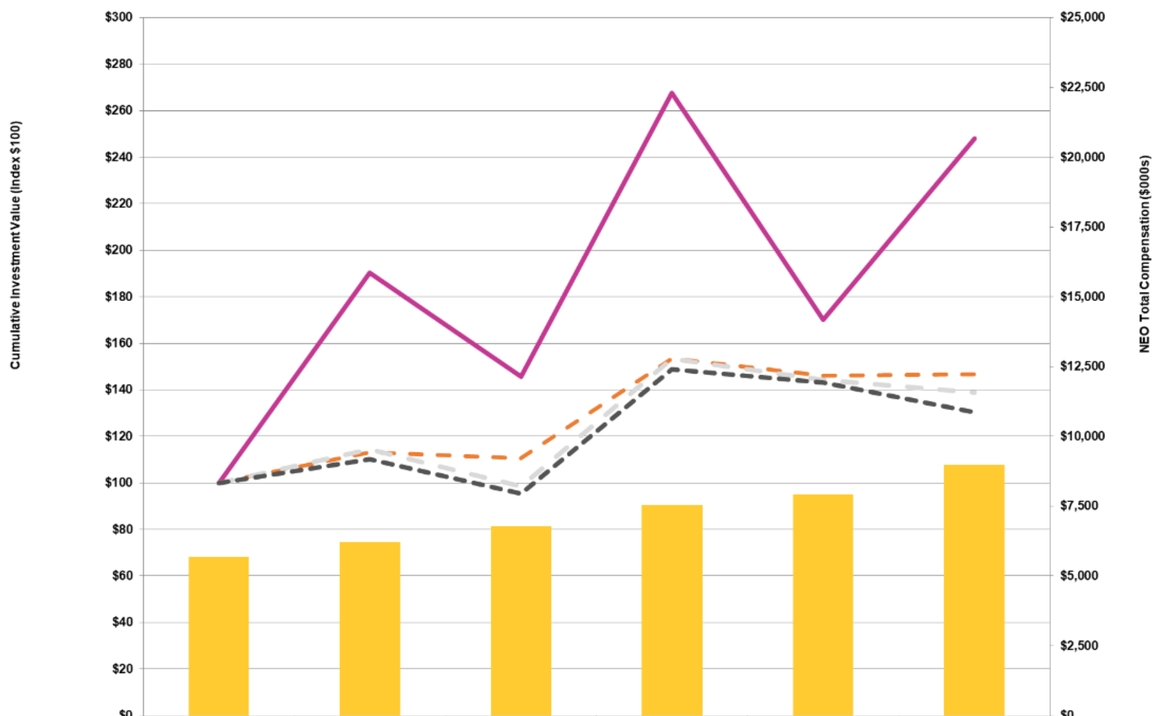
1. Represents a partial fiscal year (10 months) considering the change in fiscal year-end. Details are in the Summary Compensation Table.
2. For ease of year-over-year comparisons, the 2021 and 2022 figures have been updated to reflect the new LTI reporting methodology that is used for 2023, i.e., the share-based and options-based awards reported for 2021 were granted in March 2021 for anticipated performance in fiscal year 2021, and those reported for 2022 were granted in February 2022 for anticipated performance in fiscal year 2022.
3. Net income after tax is presented prior to adjustments. In 2022, this included $57 million in post-tax impacts inclusive of one-time acquisition related expenses associated with Concentra Bank, and Day 2 provision for credit losses associated with acquired Concentra Bank loans. Adjusted net income after tax for 2022 was $326.7 million. For more information please see EQB's Q4 2022 Management Discussion & Analysis.

Performance Graph

The following graph illustrates the change in cumulative TSR for $100 invested in EQB's common shares five years ago on October 31, 2018. The cumulative TSRs of the S&P/TSX Composite Index, the S&P/TSX Capped Financials Index, and the Performance Peer Group, are also shown over the same period. It assumes the reinvestment of all dividends; the performance peer group composite is weighted by average market capitalization in each year.

EQB shareholder return outperformed publicly traded peer banks in Canada during the time period outlined on the next page.

Cumulative Total Return on $100 Investment
TSR ending October 31, 2023



	2018	2019	2020	2021	2022	2023
EQB Total NEO Compensation	$5,695	$6,218	$6,778	$7,538	$7,914	$8,985
EQB Inc.	$100	$190	$146	$268	$170	$248
S&P/TSX Composite Index	$100	$113	$111	$154	$146	$147
S&P/TSX Capped Financials Index	$100	$114	$99	$153	$144	$139
Market Cap-Weighted Perf. Peer TSR	$100	$110	$95	$149	$143	$130

2023 Compensation for the Named Executive Officers

Andrew Moor, President and Chief Executive Officer

Andrew Moor has been President and CEO of EQB since March 2007. He is responsible for providing leadership, vision and management of EQB's business and affairs. He is also responsible for the successful execution of EQB's strategy, the oversight of capital and risk management, compliance with overall governance and regulatory requirements, ensuring the development of the Bank's bench of senior executive talent, and stewarding EQB's overall financial performance. In recent years, Mr. Moor's focus has been instrumental in positioning the Bank as *Canada's Challenger Bank*™ in alignment with EQB's mission to drive change in Canadian banking to enrich people's lives.

Mr. Moor holds an MBA from the University of British Columbia and a Bachelor of Science degree in Mechanical Engineering from University College, London.

2023 performance highlights

Highlights of EQB's adjusted financial results are set out below:

	2022	2023	Change
Adjusted Earnings Per Share	$9.17	$9.40[1]	+2.5%[2]
Adjusted Return on Equity	15.7%	17.1%	+1.4ppt
CET1 ratio	13.7%	14.0%	+0.3ppt

1. The reported Adjusted EPS for 2023 is over a 10 month period, ending on October 31, 2023
2. The +2.5% change is comparing the 2023 Adjusted EPS (10 months) to 2022 Adjusted EPS (12 month period ending on December 31, 2022)

Notable highlights of Mr. Moor's performance included:

- positioning the Bank to successfully strengthen its competitive position and ROE despite market headwinds
- driving the Challenger Bank strategy, with great progress on diversity of funding and business mix
- improving EQB's profile with the capital markets and analyst community, including an adjusted fiscal year end
- ensuring the requisite executive talent and strong succession practices with a view to increasing size and complexity
- overseeing the Bank's risk capabilities to ensure it evolves in line with best in class risk management capabilities
- exemplifying the values of good corporate social responsibility, including employee and stakeholder engagement, diversity, equity and inclusion, and strengthened data and cybersecurity capabilities
- overseeing the integration of the newly-acquired Concentra Bank and building stronger business relationships with credit unions across Canada
- leading the process to acquire a majority interest in ACM Advisors

Compensation awarded

The Board sets the CEO's target level and mix of compensation based on the following: the target and actual compensation of CEOs in the comparator group, his performance and experience in the role, and EQB's overall performance under his leadership. The HR and Compensation Committee assessed EQB's adjusted financial performance against the three financial performance metrics and Mr. Moor's achievement of strategic initiatives, as well as his achievement against his personal objectives. In addition, during 2022 and again in 2023, the HR and Compensation Committee reviewed updated benchmark compensation market data. The Committee also considered the ongoing state of the macroeconomy and the interest rate environment, as well as the headwinds provided by the capital markets. On this basis, and on the recommendation of the HR and Compensation Committee, the Board determined to award Mr. Moor an STI payout valued at $970,938 based on a 10-month fiscal year, at an annualized value of $1,165,125, reflecting the corporate performance factor used for all NEOs, plus strong strategic and individual modifiers. The LTI award for 2023 was $1,482,000, equal to 190% of salary.

In light of his strong personal performance, EQB's strong corporate performance in 2023, plus market benchmark considerations, his seniority and tenure, and the long-term emphasis of EQB's executive pay philosophy, the Board further determined to adjust Mr. Moor's target direct compensation for 2024, with a base salary of $800,000, target STI opportunity unchanged at 100% of salary, and an LTI award equal to 225% of salary. In addition, $13,352 was contributed to the Deferred Profit-Sharing Plan as a contribution to post-retirement benefits. This reward mix reflects EQB's philosophy of giving preference to long-term incentives vs executive pension plan arrangements – commonly found at other Canadian financial institutions – to more closely align CEO and other NEO compensation with shareholder interests.

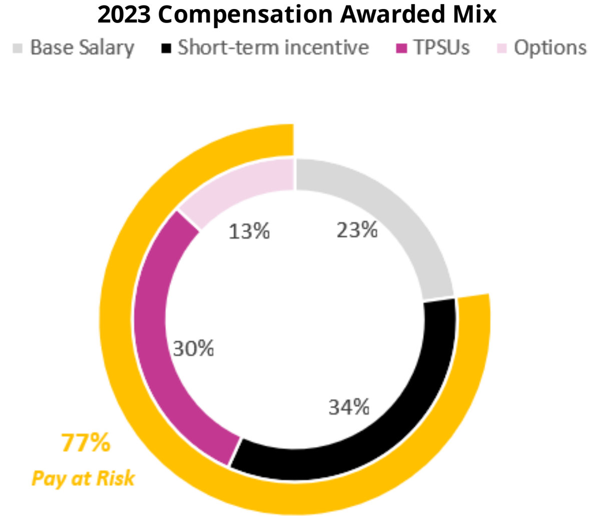
Annualized Total Direct Compensation

	2021[1] ($)	2022[1] ($)	2023[2] ($)
Base Salary	725,000	780,000	780,000
Short-term Incentive	1,128,000	1,166,000	1,165,125
• TPSUs (rounded)	-	-	1,037,400
• PSUs (rounded)	598,125	663,000	-
• Options (rounded)	598,125	663,000	444,600
Long-term incentive	1,196,250	1,326,000	1,482,000
Total Direct Compensation	**3,049,250**	**3,272,000**	**3,427,125**

PSUs were granted in respect of 2021 and 2022; TPSUs were granted in respect of 2023.

1. For ease of year-over-year comparisons, all figures for 2021 and 2022 are updated to align with the new LTI reporting methodology
2. For ease of Year-over-year comparisons, all reported numbers are annualized.

2023 Compensation Awarded Mix



Reported versus realized CEO pay

A significant portion of CEO compensation is conditional on EQB's financial and share price performance. The following table further demonstrates shareholder alignment of EQB's compensation program by comparing compensation awarded to Mr. Moor in respect of his performance as CEO to the actual value received as at December 31, 2023.

The actual total direct compensation value includes the realized and realizable value of the awards granted each year as at December 31, 2023:

- realized value: base salary, STI (earned for performance in the year but paid in the following fiscal year), the payout value of (T)PSUs awarded for the period that vested, and gains realized from options exercised from option grants during the period;
- realizable value: the value of unvested (T)PSUs (and dividend equivalents) and the in-the-money value of unexercised outstanding options granted during the period.

The table reflects Mr. Moor's compensation from 2019 to 2023 and compares the actual value to the CEO for each $100 of compensation awarded each year, to the value earned by shareholders over the same period. We have indexed these values at $100 to provide a meaningful comparison.

Year	Total Direct Compensation Awarded (000s)[1] ($)	Realized Pay[2] ($)	Realizable Pay[3] ($)	Compensation realized and realizable as at December 31, 2023 ($)	Period	Value of $100	
						CEO[4] ($)	EQB Shareholders[5] ($)
2019	2,880	3,214	4,062	7,276	Oct 31, 2018 to Dec 31, 2023	252.64	315.36
2020	2,848	2,435	2,175	4,610	Oct 31, 2019 to Dec 31, 2023	161.86	165.59
2021	3,049	2,805	815	3,620	Oct 31, 2020 to Dec 31, 2023	118.73	216.65
2022	3,272	1,946	1,237	3,183	Oct 31, 2021 to Dec 31, 2023	97.28	117.86
2023	3,427	1,945	1,874	3,819	Oct 31, 2022 to Dec 31, 2023	111.43	185.36

1. Includes annualized base salary and all incentive compensation (STI payouts, option and (T)PSU grants) awarded in respect of performance in the year as reported in the Summary Compensation Table.
2. Actual value of compensation awarded to Mr. Moor each year, realized between grant date and December 31, 2023 (salary, STI payout, (T)PSUs vested and paid out, and the exercise value of any options granted and exercised during the period).
3. Actual value of compensation awarded to Mr. Moor each year, still realizable on December 31, 2023 (sum of current value of unvested (T)PSUs granted during the period, valued at target, and the in-the-money value of vested and unvested options granted during the period that are still outstanding and unexercised).
4. Compensation realized or realizable by Mr. Moor or each $100 awarded in total direct compensation during the year indicated.
5. Represents the cumulative value of a $100 investment in common shares made on January 1 in each year indicated, assuming reinvestment of dividends.

Share Ownership

Values at December 31, 2023 are based on $87.23, the closing price of an EQB common share on the TSX on December 31, 2023. Mr. Moor exceeds his share ownership requirement of $4,000,000.

Common shares (#)	TPSUs (#)	PSUs (#)	Total Value ($)	Required multiple of base salary	Actual multiple of base salary	Meets requirement
525,980	30,887	9,140	49,372,810	5x	61.7x	Met

Chadwick Westlake, Senior Vice-President and Chief Financial Officer

Chadwick Westlake joined EQB as SVP & CFO in November 2020. His responsibilities include the overall corporate strategy and financial management of EQB, including corporate development & strategy, investor relations, treasury, capital markets and securitization, capital management, financial planning and analysis, regulatory reporting, accounting, tax, legal, bank wide project delivery and process improvement, and ESG strategy.

Mr. Westlake previously held various positions at Scotiabank over more than 18 years, including EVP, Enterprise Productivity & Canadian Banking Finance, and SVP & CFO of Canadian Banking. He received his CFA designation in 2009, holds a BA degree in Economics and Management Studies from the University of Waterloo, and completed an Executive Program with The Fuqua School of Business at Duke University.

2023 performance highlights

In Mr. Westlake's third year with EQB, his performance was crucial to EQB exceeding performance expectations and strengthening its strategic position. This included:

- ensuring the expansion of revenue while maintaining a conservative liquidity posture, strong capital and interest rate risk management
- continuing to lead the integration program for Concentra Bank to the completion of all key milestones, including the realization of cost savings associated with the business plan
- leading the acquisition of alternative asset manager ACM Advisors to diversify EQB's earnings and drive growth in fee-based revenue with a new business line in wealth management
- further improved the scale and diversification of funding with the launch of Equitable Bank's first Bearer Deposit Note (BDN) program and successful delivery of a covered bond issuance in Europe
- enhanced EQB's investor relations program including more depth and breadth of equity and fixed income investors and transitioning financial reporting to the same fiscal year basis as the Canadian banking industry
- evolving EQB's corporate strategy with capital allocation to achieve its north star ROE objectives alongside prudent risk-taking and sustainability of returns

Compensation awarded

The table below shows the total direct compensation approved for Mr. Westlake for 2023.

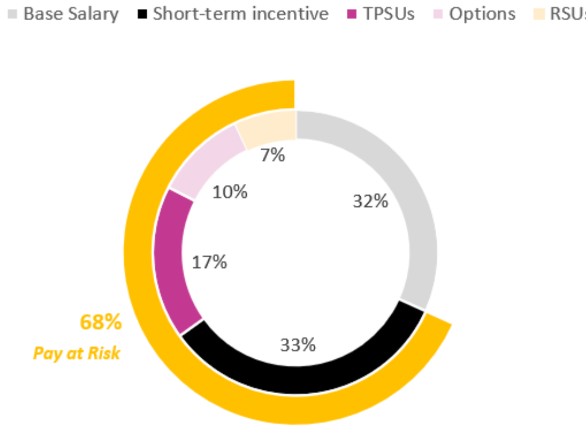
Annualized Total Direct Compensation

	2021[1] ($)	2022[1] ($)	2023[2] ($)
Base Salary	500,000	515,000	535,000
Short-term Incentive	540,000	540,000	561,750
• TPSUs (rounded)	-	-	294,250
• PSUs (rounded)	112,500	115,875	-
• RSUs (rounded)	112,500	115,875	117,700
• Options (rounded)	225,000	231,750	176,550
Long-term incentive	450,000	463,500	588,500
Total Direct Compensation	**1,490,000**	**1,518,500**	**1,685,250**

PSUs were granted in respect of 2021 and 2022; TPSUs were granted in respect of 2023.

1. For ease of year-over-year comparisons, all figures for 2021 and 2022 are updated to align with the new LTI reporting methodology
2. For ease of Year-over-year comparisons, all reported numbers are annualized.

2023 Compensation Awarded Mix



Base salary

At its December 2023 meeting the HR and Compensation Committee approved a 4.0% increase to Mr. Westlake's base salary, to $556,400, effective January 1, 2024.

Short-term incentive

Mr. Westlake's 2023 STI award was approved and paid in December 2023 in the amount of $468,125 based on a 10-month fiscal year, at an annualized value of $561,750. It was reflective of above-target financial and strategic performance, and his outstanding individual performance. Mr. Westlake target STI opportunity remained at 70% of salary for 2024.

Long-term incentive

Mr. Westlake's LTI award was based on his anticipated future contributions, the competitive position of his compensation compared to the peer group, EQB's internal equity, and alignment with shareholder interests. The forward-looking LTI award for 2023 was $588,500, equal to 110% of salary. At the December 2023 meeting, on the recommendation of the HR and Compensation Committee, the Board approved $612,040 in long-term incentives for 2024 (110% of salary), allocated 50% to TPSUs, 20% to RSUs and 30% to stock options. . In addition, $13,352 was contributed to the Deferred Profit-Sharing Plan as a contribution to post-retirement benefits. This reward mix reflects EQB's philosophy of giving preference to long-term incentives vs Executive Pension Plan arrangements – commonly found at other Canadian financial institutions – to more closely align CEO and other NEO compensation with shareholder interests.

The actual amount Mr. Westlake realizes may be greater or less than the grant date amount based on EQB's financial and share price performance over the next 3-10 years.

Share Ownership

Values at December 31, 2023 are based on the higher of $87.23, the closing price of an EQB common share on the TSX on December 31, 2023 or the acquisition/grant price, if such value is higher. Mr. Westlake met his share ownership requirement of $1,112,800.

Common shares (#)	TPSUs (#)	PSUs (#)	RSUs (#)	Total Value ($)	Required multiple of base salary	Actual multiple of base salary	Meets requirement
974	8,146	1,597	4,856	1,358,440	2x	2.4x	Met

Mahima Poddar, Senior Vice-President and Group Head of Personal Banking

Mahima Poddar joined Equitable Bank as Director, Corporate Development in January 2016 and has held successive leadership positions over the past eight years. As SVP and Group Head of Personal Banking, Ms. Poddar's responsibilities include oversight and execution of the strategy for EQ Bank, Single Family Residential, Consumer Lending, Deposit Services, Payments-as-a-Service, Client Experience, Insurance Lending and Reverse Mortgages. She also oversees the Corporate Marketing function including PR and External Communications, Client Experience, and Payments for EQB as a whole.

Previously she was a management consultant with BCG, specializing in Financial Services and Corporate Development. She received her MBA from Kellogg School of Management at Northwestern University and HBA from the Ivey School of Business

2023 performance highlights

Ms. Poddar's responsibilities have increased significantly since she joined the Bank in 2016, to include strategy and oversight for two of three major business lines of the bank, as well as the Marketing function. Since November 2022, she has overseen additional business operations across Personal Banking at Concentra Bank.

Ms. Poddar had an exceptional year in achieving results across her lines of business including:

- driving significant customer growth for EQ Bank beyond 400,000 customers through product evolution and accelerated brand building with the highly successful "Make Bank" marketing campaign
- expanding EQ Bank's presence in Quebec leveraging the EQ Bank Card
- maintaining Equitable's leading Single Family residential position and Reverse Mortgage portfolio growth alongside strong ROE with focus on service excellence and prudent credit risk management
- maturing new lines of business focused on generating fee revenue for Personal Banking, including BIN Sponsorship and 3rd Party Servicing
- delivering above-target cost and revenue synergies from the Concentra Bank acquisition

Compensation awarded

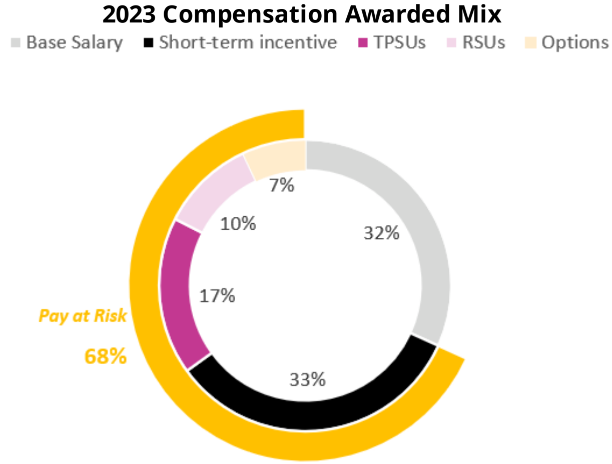
The table below shows the total direct compensation approved for Ms. Poddar in respect of 2023.

Annualized Total Direct Compensation

	2021[1] ($)	2022[1] ($)	2023[2] ($)
Base Salary	360,000	375,000	460,000
Short-term Incentive	332,000	383,000	481,000
• TPSUs (rounded)	-	-	253,000
• PSUs (rounded)	76,500	84,375	-
• RSUs (rounded)	76,500	84,375	101,200
• Options (rounded)	153,000	168,750	151,800
Long-term incentive	306,000	337,500	506,000
Total Direct Compensation	998,000	1,095,500	1,447,000

PSUs were granted in respect of 2021 and 2022; TPSUs were granted in respect of 2023.
1. For ease of year-over-year comparisons, all figures for 2021 and 2022 are updated to align with the new LTI reporting methodology
2. For ease of Year-over-year comparisons, all reported numbers are annualized.

2023 Compensation Awarded Mix



Base salary

Given the increasing scale and scope of Ms. Poddar's increasing responsibilities following the Concentra transaction, external market data from the peer group, and internal equity considerations, at its December 2023 meeting the HR and Compensation Committee approved a 14% increase in her base salary to $525,000, effective January 1, 2024. This increase reflects sustained performance in leading Personal Banking since 2021, encompassing both EQ Bank and Residential Lending.

Short-term incentive

Ms. Poddar's 2023 STI award was approved and paid in December 2023 in the amount of $400,825 based on a 10-month fiscal year, at an annualized value of $481,000. The reward is reflective of above-target financial and strategic performance, and her excellent individual performance. Her target STI opportunity remains at 70% of salary for 2024.

Long-term incentive

Ms. Poddar's LTI award was based on her anticipated future contributions, the competitive position of her compensation compared to the peer group, EQB's internal equity, and alignment with shareholder interests. The forward-looking LTI award granted in 2023 was $506,000, equal to 110% of salary. At the December 2023 meeting, on the recommendation of the HR and Compensation Committee, the Board approved $577,500 in long-term incentives for 2024 (110% of base salary), allocated 50% to TPSUs, 20% to RSUs and 30% to stock options. In addition, $13,352 was contributed to the Deferred Profit-Sharing Plan as a contribution to post-retirement benefits. This reward mix reflects EQB's philosophy of giving preference to long-term incentives vs Executive Pension Plan arrangements – commonly found at other Canadian financial institutions – to more closely align CEO and other NEO compensation with shareholder interests.

These awards are intended to be forward-looking. The actual amount Ms. Poddar realizes may be greater or less than the grant date amount based on EQB's financial and share price performance over the next 3-10 years. Share Ownership

Values at December 31, 2023 are based on the higher of $87.23, the closing price of an EQB common share on the TSX on December 31, 2023 or the acquisition/grant price, if such value is higher. Given the change in Ms. Poddar's base salary effective January 1, 2024, and the change in the ownership guideline policy for Executive Officers, Ms. Poddar exceeds her revised share ownership requirement of $1,050,000.

Common shares (#)	TPSUs (#)	PSUs (#)	RSUs (#)	Total Value ($)	Required multiple of base salary	Actual multiple of base salary	Meets requirement
7,930	7,311	1,163	4,088	1,787,477	2x	3.4x	Met

Darren Lorimer, Senior Vice-President and Group Head, Commercial Banking

Darren Lorimer has been Senior Vice-President and Group Head, Commercial Banking since March 2018. He is responsible for the Bank's Commercial Banking business which consists of conventional commercial real estate, insured multi-unit residential, specialized financing and equipment leasing assets. His responsibilities also includes oversight of Concentra Trust and Credit Union Services, Bennington Financial Corp's equipment leasing business, and most recently, serving on the Board of Directors for ACM Advisors, the alternative asset manager which EQB Inc. acquired in 2023.

Prior to joining the Bank in October 2015, he spent 21 years at TD Bank in a variety of senior roles. He has a CFA designation, a Bachelor of Business Administration (Honours) degree from Wilfrid Laurier University, and attended the Ivey Executive Program at Western.

2023 performance highlights

Since joining the Bank in 2015, Mr. Lorimer's responsibilities have continuously increased with the growth of the Bank's Commercial Banking operations and acquisitions of business including Bennington and, Concentra Bank. Notably, since November 2022, Mr. Lorimer oversees the activities of Concentra Trust and our services to the credit union system.

Mr. Lorimer had an excellent year of performance overseeing results across the Commercial lines of business:

- achieving strong growth across all five Commercial Banking businesses exceeding plan and market guidance in revenue, earning performance and ROE
- expanding the capabilities of the multi-unit insured lending business including the Equitable Trust aggregator and CMHC construction and term lending
- managing increased complexity and risk in a difficult economic environment including altering focus to areas of less credit stress and active management of higher risk loans
- evolving the competitive position of Concentra Credit Union and Trust business lines, with significant business successes including deposit growth and loan syndication

Compensation awarded

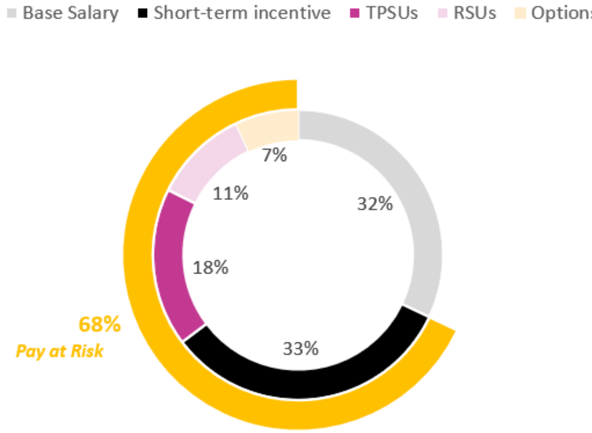
The table below shows the total direct compensation approved for Mr. Lorimer in respect of 2023.

Annualized Total Direct Compensation

	2021 ($)	2022 ($)	2023 ($)
Base Salary	306,000	350,000	400,000
Short-term Incentive	227,000	303,000	407,750
• TPSUs (rounded)	-	-	220,000
• PSUs (rounded)	45,900	65,625	-
• RSUs (rounded)	45,900	65,625	88,000
• Options (rounded)	91,800	131,250	132,000
Long-term incentive	183,600	262,500	440,000
Total Direct Compensation	716,600	915,500	1,247,750

PSUs were granted in respect of 2021 and 2022; TPSUs were granted in respect of 2023.
For ease of Year-over-year comparisons, all reported numbers are annualized.
1. LTI calculations reflect a change in reporting methodology, where grants provided earlier in the fiscal year for anticipated performance in that year are included. 2023 LTI is granted in Feb 2023 for FY2023, and is included in 2023. Previously, this 2023 LTI award was included in 2022.

2023 Compensation Awarded Mix



Base salary

Given the scope of Mr. Lorimer's increasing responsibilities following the Concentra transaction, the contribution of the Commercial Banking business to EQB earnings, and external market data for line of business heads, at its December 2023 meeting, the HR and Compensation Committee approved a 7.5% increase in Mr. Lorimer's base salary to $430,000, effective January 1, 2024.

Short-term incentive

Mr. Lorimer's 2023 STI award was approved and paid in December 2023 in the amount of $339,800 based on a 10-month fiscal year, at an annualized value of $407,750. It was reflective of his above-target financial and strategic performance, and his individual performance. Mr. Lorimer's target STI opportunity remains 70% of salary for 2024.

Long-term incentive

Mr. Lorimer's LTI award was based on his anticipated future contributions, the competitive position of his compensation compared to the peer group, EQB's internal equity, and alignment with shareholder interests. The forward-looking LTI award for 2023 was $440,000, equal to 110% of salary. At the December 2023 meeting, on the recommendation of the HR and Compensation Committee, the Board approved $473,000 in long-term incentives for 2024 (110% of base salary), allocated 50% to TPSUs, 20% to RSUs and 30% to stock options. In addition, $13,352 was contributed to the Deferred Profit-Sharing Plan as a contribution to post-retirement benefits. This reward mix reflects EQB's philosophy of giving preference to long-term incentives vs Executive Pension Plan arrangements – commonly found at other Canadian financial institutions – to more closely align CEO and other NEO compensation with shareholder interests. LTI awards are intended to be forward-looking. The actual amount Mr. Lorimer realizes may be greater or less than the grant date amount based on EQB's financial and share price performance over the next 3-10 years.

Share Ownership

Values at December 31, 2023 are based on the higher of $87.23, the closing price of an EQB common share on the TSX on December 31, 2023 or the acquisition/grant price, if such value is higher. Given the change in Mr. Lorimer's base salary effective January 1, 2024, and the change in the ownership guidelines for Executive Officers, Mr. Lorimer exceeds his revised share ownership requirement of $860,000.

Common shares (#)	TPSUs (#)	PSUs (#)	RSUs (#)	Total Value ($)	Required multiple of base salary	Actual multiple of base salary	Meets requirement
7,394	6,183	905	3,378	1,557,917	2x	3.6x	Met

Marlene Lenarduzzi, Senior Vice-President and Chief Risk Officer

Marlene Lenarduzzi serves as the Bank's Senior Vice-President and Chief Risk Officer. Marlene has 20 years of experience in risk management and banking with depth in strategy development, regulatory relationships, risk quantification, operations, and execution. Prior to joining Equitable, Ms. Lenarduzzi was Head of Counterparty Credit Risk Management at the Bank of Montreal where she provided leadership in operations, strategy development, planning and execution. Previously, Ms. Lenarduzzi served as Interim CRO for BMO Ireland, lending critical strategic advice and oversight as operations grew because of Brexit. She also served as the Head, Model Validation, where she was instrumental in transforming the Model Risk Management frameworks to better enable teams to make sound credit decisions.

Marlene graduated from McMaster University with a Bachelor in Chemical Engineering, earned a Master of Applied Science from University of Ottawa, and an MBA from the Schulich School of Business.

2023 performance highlights

Ms. Lenarduzzi's joined the Bank in the final month of the fiscal year.

Compensation awarded

The compensation awarded and approved for Ms. Lenarduzzi in respect of 2023 is detailed in the commentary below and included in the Summary Compensation Table. The table and graph for the annualized total direct compensation will be included next year.

Base salary

Ms. Lenarduzzi's salary was not adjusted for 2024.

One-time awards

Ms. Lenarduzzi's STI awards were negotiated as part of her recruitment and hiring negotiations. For 2023, Ms. Lenarduzzi received a prorated fraction of her target STI opportunity (70% of base salary). To mitigate compensation forfeited from LTI earnings previous to joining EQB, she received a one-time sign-on bonus of $150,000. Ms. Lenarduzzi's also received LTI awards to incent performance and alignment to share-holder value creation, including a one-time RSU award in the amount of $200,000, and a one-time stock option award of 8,100 options. The total value of cash, RSU and Options granted are economically equivalent to what Ms. Lenarduzzi forfeited from her previous employer. This amount is reflected in the Summary Compensation Table that follows.

Shor-term incentive

Ms. Lenarduzzi's target STI opportunity remained at 70% of salary for 2024.

Long-term incentive

Ms. Lenarduzzi's did not receive an LTI award in February 2023 since she started at the Bank in October 2023. At the December 2023 meeting, on the recommendation of the HR and Compensation Committee, the Board approved $280,000 in long-term incentives for 2024 (80% of base salary), allocated 50% to TPSUs, 20% to RSUs and 30% to stock options. These awards are intended to be forward-looking. The actual amount Ms. Lenarduzzi's realizes may be greater or less than the grant date amount based on EQB's financial and share price performance over the next 3-10 years.

Share Ownership

Values at December 31, 2023 are based on the higher of $87.23, the closing price of an EQB common share on the TSX on December 31, 2023 or the acquisition/grant price, if such value is higher. Ms. Lenarduzzi is on track to meet her share ownership requirement of $700,000 by October 10, 2028, the date required under EQB's share ownership guideline policy.

Common shares (#)	TPSUs (#)	PSUs (#)	RSUs (#)	Total Value ($)	Required multiple of base salary	Actual multiple of base salary	Meets requirement
-	1,678	-	3,405	443,359	2x	1.3x	On track

Summary Compensation Table

The following table summarizes total compensation received in, or in respect of, the fiscal years ended October 31 2023 and December 31, 2022, 2021 for each NEO.

Name and Principal Position	Year	Base Salary ($)	Share-based Awards[1] ($)	Option-based Awards[2] ($)	Non-equity Incentive Plan Compensation: Annual Incentive Plans ($)	Pension Value[3] ($)	All Other Compensation[4] ($)	Total Compensation ($)
Andrew Moor	2023[5]	660,000	1,037,400	444,600	970,938	13,352	2,500	3,128,790
President and	2022[6]	780,000	663,000	663,000	1,166,000	15,390	2,500	3,289,890
CEO	2021[6]	725,000	598,125	598,125	1,128,000	14,605	2,500	3,066,355
Chadwick	2023[5]	452,692	411,950	176,550	468,125	13,352	2,500	1,525,169
Westlake	2022[6]	515,000	231,750	231,750	540,000	15,390	2,500	1,536,390
Senior Vice	2021[6]	500,000	225,000	225,000	540,000	10,961	1,923	1,502,884
President & CFO								
Mahima Poddar	2023[5]	389,231	354,200	151,800	400,825	13,352	2,500	1,311,908
Senior Vice	2022[6]	375,000	168,750	168,750	383,000	15,390	2,500	1,113,390
President &	2021[6]	360,000	153,000	353,000	332,000	14,605	2,500	1,215,105
Group Head, Personal Banking								
Darren Lorimer	2023[5]	338,462	308,000	132,000	339,800	13,352	2,500	1,134,114
Senior Vice	2022[6]	350,000	131,250	131,250	303,000	15,390	2,500	933,390
President &	2021[6]	306,000	91,800	91,800	227,000	14,605	2,500	733,705
Group Head, Commercial Banking								
Marlene	2023[5]	26,923	200,000[7]	200,000[7]	37,500	-	150,000	614,423
Lenarduzzi	2022	-	-	-	-	-	-	
Senior Vice	2022	-	-	-	-	-	-	
President & Chief Risk Officer								
Ron Tratch	2023	258,269	290,472	124,488	198,905	10,318	388,155	1,270,607
Senior Vice	2022[6]	380,000	161,500	161,500	320,000	15,390	2,500	1,040,890
President & Chief	2021[6]	369,000	156,825	156,825	320,000	14,605	2,500	1,019,755
Risk Officer								

1. RSUs and PSUs (TPSUs in lieu of PSUs starting in 2023) were awarded in February 2023, February 2022, and March 2021 in recognition of the NEO's anticipated future performance in 2023, 2022, and 2021 respectively. The grant date fair market value (FMV) of the RSUs/PSUs is based on the volume-weighted average trading price of EQB's common share on the TSX for the five days prior to February 28, 2023 of $67.12, February 17, 2022 of $75.72, and March 3, 2021 of $69.16 respectively.
2. The Black-Scholes option pricing model is used to determine both the value of stock options for compensation purposes and the accounting fair value.
   In February 2023, the assumptions used in determining the number of options to be granted were an exercise price of $67.47, a stock volatility of 31.074%, a dividend yield of 2.24%, an option term of 5.5 years, and an interest rate of 3.12%. The fair value of each option granted for compensation purposes for performance in 2022 was $18.01. The accounting fair value of each option granted for performance in 2022 was $17.92 for Messrs. Moor, Westlake and Tratch, and $13.44 for Mr. Lorimer and Ms. Poddar as a result of a 25% forfeiture assumption applied to options granted to them. The exercise price was equal to the FMV on the

grant date. Ms. Poddar was awarded a one-time grant in options in the amount of $200,000 in connection with her promotion in November 2020.

In February 2022, the assumptions used in determining the number of options to be granted were an exercise price of $73.40, a stock volatility of 30.404%, a dividend yield of 1.78%, an option term of 4.75 years, and an interest rate of 1.65%. The fair value of each option granted for compensation purposes for performance in 2021 was $17.36. The accounting fair value of each option granted for performance in 2021 was $17.91 for Messrs. Moor, Westlake and Tratch, and $13.43 for Mr. Lorimer and Ms. Poddar as a result of a 25% forfeiture assumption applied to options granted to them. The exercise price was equal to the FMV on the grant date.

In March 2021, the assumptions used in determining the number of options to be granted were an exercise price of $53.29, a stock volatility of 35.088%, a dividend yield of 1.97%, an option term of 4.75 years, and an interest rate of 0.47%. The fair value of each option granted for compensation purposes for performance in 2020 was $13.26. The accounting fair value of each option granted for performance in 2020 was $17.21 for Messrs. Moor, Westlake and Tratch, and $25.81 for Mr. Lorimer and Ms. Poddar as a result of a 25% forfeiture assumption applied to options granted to them. The exercise price was equal to the FMV on the grant date.

3. Reflects the EQB's contribution to the NEO's DPSP. Represents a partial fiscal year (10 months) considering the change in fiscal year-end. Pension value contribution are reflective of 22 out of 26 biweekly pay cycles for all NEOs except for (i) Ms. Lenarduzzi, for whom base salary reflects 2 of 26 biweekly pay cycles and who was ineligible for DPSP contributions as she joined EQB on 10th October 2023 and (ii) Mr. Tratch, for whom base salary and DPSP contributions reflect 17 out of 26 pay cycles as he left EQB on 31st August 2023.
4. This represents the value of perquisites and benefits for each NEO, as well as any additional payments made. For all NEOs except Ms. Lenarduzzi and Mr. Tratch, the value of perquisites and benefits for each NEO did not exceed $50,000 and/or 10% of the total annual salary and bonus. Ms. Lenarduzzi's joined EQB on October 10, 2023 and received a sign-on bonus of $150,000 upon joining EQB, which was intended to replace compensation forfeited when she departed her former employer. Mr. Tratch left EQB on August 31, 2023 pursuant to a mutual separation agreement. His termination was 'without cause' as defined in his employment agreement. This figure represents salary continuance payments and all share-based awards (RSUs and PSUs) that vested in fiscal year 2023.
5. Represents a partial fiscal year (10 months) considering the change in fiscal year-end for elements like base salary, annual incentive plans, and pension value contributions for all NEOs except for (i) Ms. Lenarduzzi, for whom base salary reflects 2 of 26 pay cycles, the annual incentive represents a nominal STI amount awarded for 2023 fiscal year, and no DPSP contributions as she was ineligible due to start date (ii) Mr. Tratch, for whom base salary reflects 17 of 26 pay cycles, the annual incentive represents an average of 3 years of his STI payouts, prorated for his time in role during 2023, i.e. 8 months, and the DPSP contributions reflect 17 out of 26 pay cycles as he left EQB on 31st August 2023.
6. For ease of year-over-year comparisons, the 2021 and 2022 figures have been updated to reflect the new LTI reporting methodology that is used for 2023, i.e., the share-based and options-based awards reported for 2021 were granted in March 2021 for anticipated performance in fiscal year 2021, and those reported for 2022 were granted in February 2022 for anticipated performance in fiscal year 2022.
7. Ms. Lenarduzzi's joined EQB on October 10, 2023; she was granted a one-time RSU award valued at $200,000 based on the volume-weighted average trading price of EQB's common shares on the TSX for the five consecutive trading days prior to October 15, 2023 of $74.498. She was also awarded a one-time option grant of 9,017 options based on an option value of $21.17.

2023 RSU awards

The purpose of our LTI awards is to drive anticipated performance for the year ahead; as such, the RSUs awarded to each NEO on February 28, 2023 for fiscal year 2023 were as follows:

	RSUs Awarded (#)	Grant Date Fair Value[1] ($)	Award (% of 2023 base salary)
Andrew Moor	-	-	-
Chadwick Westlake	1,754	117,700	22.0
Mahima Poddar	1,508	101,200	22.0
Darren Lorimer	1,311	88,000	22.0
Marlene Lenarduzzi[2]	-	-	-
Ron Tratch[3]	1,236	82,992	21.0

1. The grant date fair value shown for RSU awards is based on the volume-weighted average trading price of EQB's common shares on the TSX for the five consecutive trading days prior to February 28, 2023 of $67.12.
2. Ms. Lenarduzzi's did not receive an LTI award in February 2023 since she started at the Bank in October 2023. Ms. Lenarduzzi's received a one-time RSU award in the amount of $200,000 upon her hiring. This award was intended to mitigate compensation forfeited when she departed her former employer. This amount is reflected in the Summary Compensation Table that follows.
3. Mr. Tratch left EQB on August 31, 2023. The award reflects the values of the full RSU award that was granted in February 2023. In accordance with the terms of his departure, the awards were cashed out on a prorated basis and are reflected in the Summary Compensation Table.

2024 RSU awards

As a result of the change in our fiscal year-end, RSUs will be awarded in December going forward. In alignment with our compensation philosophy, RSUs were awarded to each NEO on December 18, 2023 to drive performance for the years ahead. These amounts are part of fiscal year 2024 compensation and the awards granted in December 2023 are included for transparency:

	RSUs Awarded (#)	Grant Date Fair Value[1] ($)	Award (% of 2024 base salary)
Andrew Moor	-	-	-
Chadwick Westlake	1,460	122,408	22.0
Mahima Poddar	1,378	115,500	22.0
Darren Lorimer	1,128	94,600	22.0
Marlene Lenarduzzi	668	56,000	16.0

1. The grant date fair value shown for RSU awards is based on the volume-weighted average trading price of EQB's common shares on the TSX for the five consecutive trading days prior to December 18, 2023, of $83.85.

2023 TPSU awards

The purpose of our LTI awards is to drive anticipated performance for the year ahead; as such, the TPSUs awarded to each NEO on February 28, 2023 for fiscal year 2023 were as follows:

	TPSUs Awarded (#)	Grant Date Fair Value[1] ($)	Award (% of 2023 base salary)
Andrew Moor	15,456	1,037,400	133.0
Chadwick Westlake	4,384	294,250	55.0
Mahima Poddar	3,769	253,000	55.0
Darren Lorimer	3,278	220,000	55.0
Marlene Lenarduzzi[2]	-	-	-
Ron Tratch[3]	3,091	207,480	52.5

1. The grant date fair value shown for TPSU awards is based on the volume-weighted average trading price of EQB's common shares on the TSX for the five consecutive trading days prior to February 28, 2023 of $67.12.
2. Ms. Lenarduzzi's did not receive an LTI award in February 2023 since she started at the Bank in October 2023.
3. Mr. Tratch left EQB on August 31, 2023. The award reflects the values of the full TPSU award that was granted in February 2023. In accordance with the terms of his departure, the awards were cashed out on a prorated basis in November 2023, with a performance payout of 100%; this amount will be disclosed in Fiscal Year 2024 Circular.

2024 TPSU awards

As a result of the change in our fiscal year-end, TPSUs will be awarded in December going forward. In alignment with our compensation philosophy, TPSUs were awarded to each NEO on December 18, 2023 to drive anticipated performance for the years ahead. These amounts are part of fiscal year 2024 compensation and the awards granted in December 2023 are included for transparency:

	TPSUs Awarded (#)	Grant Date Fair Value[1] ($)	Award (% of 2024 base salary)
Andrew Moor	15,027	1,260,000	157.5
Chadwick Westlake	3,650	306,020	55
Mahima Poddar	3,444	288,750	55
Darren Lorimer	2,821	236,500	55
Marlene Lenarduzzi	1,670	140,000	40

1. The grant date fair value shown for TPSU awards is based on the volume-weighted average trading price of EQB's common shares on the TSX for the five consecutive trading days prior to December 18, 2023 of $83.85.

2023 Option awards

The Option award for each NEO which was granted by the Board on February 28, 2023 is as follows:

	Options Granted[1] (#)	Grant Date Fair Value[2] ($)	Award (% of 2023 base salary)
Andrew Moor	24,686	444,600	57.0
Chadwick Westlake	9,803	176,550	33.0
Mahima Poddar	8,429	151,800	33.0
Darren Lorimer	7,329	132,000	33.0
Marlene Lenarduzzi[3]	-	-	-
Ron Tratch[4]	6,912	124,488	31.5

1. The number of options granted is determined by dividing the target option award value by the fair value of the option.
2. The grant date fair value of $18.01 is calculated based on a Black-Scholes option pricing model, assuming a term of 10 years and vesting over 4 years.
3. Ms. Lenarduzzi's did not receive an LTI award in February 2023 since she started at the Bank in October 2023. Ms. Lenarduzzi's received a one-time stock option award of 8,100 options. This award was intended to mitigate compensation forfeited when she departed her former employer. This amount is reflected in the Summary Compensation Table that follows
4. Mr. Tratch left EQB on August 31, 2023. The award reflects the values of the full stock option award granted in February 2023. In accordance with the terms of his departure, all unexercised options will be exercisable until March 29, 2024, after which time all options that have not been exercised or vested will terminate.

2024 Option awards

As a result of the change in our fiscal year-end, Options will be awarded in December going forward. In alignment with our compensation philosophy, Options were awarded to each NEO on December 18, 2023 to incent performance for the coming fiscal year and beyond. These amounts are part of fiscal year 2024 compensation and the awards granted in December 2023 are included here for transparency:

	Options Granted[1] (#)	Grant Date Fair Value[2] ($)	Award (% of 2023 base salary)
Andrew Moor	25,665	540,000	67.5
Chadwick Westlake	8,727	183,612	33.0
Mahima Poddar	8,234	173,250	33.0
Darren Lorimer	6,744	141,900	33.0
Marlene Lenarduzzi	4,909	84,000	24.0

1. The number of options granted is determined by dividing the target option award value by the fair value of the option. The strike price is 83.85
2. The grant date fair value of $21.04 is calculated by the independent compensation consultant based on a Black-Scholes option pricing model, assuming a term of 10 years and vesting over 4 years.

Incentive Plan Awards

Outstanding Option and Share Awards

The following table includes LTI awards granted as at October 31, 2023:

- the value of unexercised in-the-money options equals the closing price of an EQB common share on the TSX on October 31, 2023 ($68.82) minus the exercise price of the option, multiplied by the number of outstanding options
- the value of unvested RSU and PSU awards on October 31, 2023 equals the closing price of an EQB common share on the TSX on October 31, 2023 ($68.82) multiplied by the number of units outstanding including dividend equivalents.

		Option-based Awards				Share-based Awards	
Name	Grant Year	Number of securities underlying unexercised options	Option Exercise price ($)	Option expiration Date	Value of unexercised in-the-money options ($)	Number of units that have not vested (#)	Market or payout value of share-based awards that have not vested[4] ($)
Andrew Moor	2023	24,686	67.12	Feb 28, 2033	41,966	15,717	1,081,611
	2022	38,191	75.72	Feb 17, 2029	-	9,097	626,087
	2021	45,108	69.16	Mar 3,2028	-	9,084	625,162
	2020	52,102	45.48	Mar 4, 2027	1,216,061	-	-
	2019	76,138	33.89	Mar 11, 2026	2,659,881	-	-
	2018	70,776	27.83	Mar 9, 2025	2,901,108	-	-
	2017	23,688	35.84	Feb 28, 2024	781,230	-	-
Chadwick Westlake[1]	2023	9,803	67.12	Feb 28, 2033	16,665	6,241	429,537
	2022	13,350	75.72	Feb 17, 2029	-	3,180	218,827
	2021	16,968	69.16	Mar 3,2028	-	3,416	235,086
Mahima Poddar	2023	8,429	67.12	Feb 28, 2033	14,329	5,366	369,285
	2022	9,721	75.72	Feb 17, 2029	-	2,315	159,329
	2021	11,538	69.16	Mar 3,2028	-	2,324	159,905
	2020	25,000	46.96	Nov 12, 2027	546,500	-	-
	2020	5,230	45.48	Mar 4, 2027	122,068	-	-
	2019	6,306	33.89	Mar 11, 2026	220,300	-	-
	2018	2,194	27.83	Mar 9, 2025	89,932	-	-
	2017	1,016	35.84	Feb 28, 2024	33,508	-	-
Darren Lorimer	2023	7,329	67.12	Feb 28, 2033	12,459	4,666	321,138
	2022	7,560	75.72	Feb 17, 2029	-	1,802	124,002
	2021	6,924	69.16	Mar 3,2028	-	1,395	96,001
	2020	5,082	45.48	Mar 4,2027	118,614	-	-
	2019	6,544	33.89	Mar 11, 2026	228,615	-	-
	2018	6,784	27.83	Mar 9, 2025	278,076	-	-
	2017	5,764	35.84	Feb 28, 2024	190,097	-	-
Marlene Lenarduzzi[2]	2023	8,100	73.5	Oct 12, 2033	-	2,721	187,259

Name	Grant Year	Option-based Awards: Number of securities underlying unexercised options	Option Exercise price ($)	Option expiration Date	Value of unexercised in-the-money options ($)	Share-based Awards: Number of units that have not vested (#)	Market or payout value of share-based awards that have not vested[4] ($)
Ron Tratch[3]	2023	6,912	67.12	Feb 28, 2033	11,750	483	33,217
	2022	9,303	75.72	Feb 17, 2029	-	-	-
	2021	11,826	69.16	Mar 3,2028	-	-	-
	2020	11,394	45.48	Mar 4,2027	265,936	-	-

1. Mr. Westlake joined EQB on November 2, 2020.
2. Ms. Lenarduzzi joined EQB on October 10, 2023.
3. Mr. Tratch left EQB on August 31, 2023.
4. Based on closing price of EQB's common shares on the TSX on October 31, 2023 of $68.82.

Incentive Plan Awards – value vested or earned

The following table shows for each NEO for fiscal year 2023:

- the total value that would have been realized on vesting of options in 2023 if the options had been exercised on the vesting date:
- the value of share-based awards received on vesting in 2023
- the annual incentive compensation awards earned for 2023

Name	2023: Option-based awards - value vested during the year[1] ($)	2023: Annual incentive compensation - value earned during the year ($)[2]	2023: Share-based awards - value vested during the year ($)[3]	2022: Option-based awards - value vested during the year ($)	2022: Annual incentive compensation - value earned during the year ($)	2022: Share-based awards - value vested during the year ($)
Andrew Moor	752,492	970,938	0	2,038,818	1,166,000	782,832
Chadwick Westlake	-	468,125	0	30,394	540,000	840,318
Mahima Poddar	66,351	400,825	0	208,055	383,000	80,637
Darren Lorimer	67,353	339,800	0	193,233	303,000	78,437
Marlene Lenarduzzi [4]	-	37,500	n/a	-	-	-
Ron Tratch[5]	151,568	198,905	272,289	419,003	320,000	222,687

1. The value of options that vested in 2023 is based on the difference between the grant price of the options and the closing price of an EQB common shares on the TSX on the vesting date. If the closing price of EQB's common shares was below the exercise price, the option had no current value and is valued at $0.
2. These are the annual cash incentive awards for 2023. The table includes the full amount of the annual cash bonus, and reflects the 10-month shorter fiscal year.

3. No share-based awards vested in fiscal year 2023; 2021 RSU and PSU awards vested in December 2023, and therefore will be reported for fiscal year 2024. For additional disclosure, details of the 2021 RSU and PSU awards that vested in December 2023 is provided in the Long-term incentive section on the previous pages.
4. Ms. Lenarduzzi joined EQB on October 10, 2023.
5. Mr. Tratch left EQB on August 31, 2023. Given his departure prior to the payout date, and in accordance with the terms of the plan, the awards granted to Mr. Tratch in February of each of 2021, 2022, and 2023 were vested immediately on a prorated basis.

Options exercised in fiscal year 2023

Name	Grant Date	Number of options	Exercise Price ($)	Realized value[1] ($)
Andrew Moor	March 9, 2016	29,706	26.58	871,864
	February 28, 2017	39,500	35.84	1,550,660
Chadwick Westlake[2]	-	-	-	-
Mahima Poddar	March 9, 2016	708	26.58	25,824
Darren Lorimer	March 9, 2016	6,944	26.58	245,691
Marlene Lenarduzzi [3]	-			
Ron Tratch[4]	March 9, 2016	17,334	26.58	613,472
	February 28, 2017	12,118	35.84	550,155
	March 9, 2018	14,492	27.83	792,282
	March 11, 2019	14,752	33.89	732,120

1. Represents the difference between the fair market value of EQB common shares at the time of exercise and the exercise price of the options, excluding withholding taxes.
2. Mr. Westlake joined EQB on November 2, 2020.
3. Ms. Lenarduzzi's joined EQB on October 10, 2023.
4. Mr. Tratch left EQB on August 31, 2023.

Securities Authorized for Issuance under Equity Compensation Plans

Our Option Plan and TSU Plans are the only compensation plan that involves the issuance of equity securities.

Share Option Plan

The following table shows, as at December 31, 2023:

- shares to be issued when outstanding options are exercised; and
- the remaining number of shares available for issue under the Option Plan.

The Option Plan has been approved by the shareholders.

Plan Category	Securities to be issued upon exercise of outstanding options (3.4% of outstanding shares as at December 31, 2023)	Weighted-average price of outstanding options[1] ($)	Securities remaining for future issuance under equity compensation plans[2] (0.12% of outstanding shares as at December 31, 2023
Equity compensation plans approved by security holders	1,283,495	$60.39	46,143

1. The weighted average remaining term of the outstanding options as at December 31, 2023 is 5.35 years.
2. The maximum number of common shares available for issuance under the Option Plan is 4,000,000.

Dilution, Overhang and Burn Rate

We monitor the outstanding number of options (dilution) and the number of options issued each year (burn rate). The following table outlines the Dilution, Overhang and Burn Rate for the Share Option Plan for the past three years as of October 31, 2023, December 31, 2022, and December 31, 2021.

	2023	2022	2021
Dilution Total number of options outstanding divided by the weighted average number of common shares outstanding	3.11%	3.55%	3.31%
Overhang Total number of options available to grant plus options outstanding, divided by weighted average number of common shares outstanding	3.74%	4.73%	5.18%
Burn Rate Total number of options granted during the year divided by weighted average number of common shares outstanding for the year	0.55%	0.73%	0.72%

Issuance Limits

Eligibility	Executive Officers and eligible employees
Maximum number of shares issuable	4,000,000 shares, representing 10.5% of EQB's issued and outstanding common shares as at December 31, 2023
Currently issued	1,283,495 shares issuable upon exercise of outstanding options (representing 3.4% of issued and outstanding shares as at December 31, 2023)
Available for issue	46,143 shares remains available for issuance (representing 0.12% of EQB Inc.'s issued and outstanding shares as at December 31, 2023)
Other limits	The number of shares issuable to insiders at any time, or issued to insiders within any one-year period, pursuant to all security- based compensation arrangements, shall not exceed 10% of EQB Inc.'s outstanding shares. The maximum number of shares reserved for issue to any one insider cannot exceed 5% of the total number of issued and outstanding shares. As of December 31, 2023 the total number of options granted to an insider was 312,666 shares, representing 1% of the total number of shares outstanding.

Conditions

Maximum term	The Plan provides for a term of ten years. Since 2012, options have been granted for a term of seven years. Options granted from January 1, 2023 onwards are granted for a term of ten years. Should the expiry date occur during a blackout period or within the ten business days immediately following such blackout period imposed by EQB, the expiry date will be extended for 10 business days after the last day of the blackout period.
Exercise price	Volume-weighted average trading price of the common shares for the five consecutive trading days immediately preceding the date of grant
Vesting and exercise of options	Vesting: four year ratable (25% per year commencing on the first anniversary of the grant date). Options must vest before they can be exercised. Options may be exercised in whole or in part before the expiration date set by the Board at the time of the grant.
Expiry of options	The earlier of: • The 10th anniversary of the date of grant, regardless of a participant's retirement date • The original expiry date and two years from date of a participant's death or becoming fully disabled In the event of termination with/without cause or resignation, options must be exercised within 30 days. All remaining options are then forfeited. In the event of a retirement, the terms for vesting and exercising of awards remain unchanged.
Financial assistance	None provided
Transfer/ assignment	Not assignable – they can only be transferred to a beneficiary or a legal representative if the participant dies

Change of control	All unvested options vest and become exercisable
Clawback	All or a portion of vested or unvested options held by any one of the Executive Officers may be forfeited or cancelled in the event of intentional fraud or willful misconduct by the respective Executive Officer, including material misstatement of financial results.
Plan Amendments	Shareholders must approve the following changes: • increase the maximum number or percentage of shares that may be reserved for issuance • reduce the exercise price of outstanding options or issue options at a lower exercise price to the same person • extend the term of an option beyond the expiry date (except where an expiry date would have fallen within a blackout period) • extend eligibility to participate in the Plan to non-management directors • any amendments to the amendment provisions The Board can make the following amendments without shareholder approval: • changes of an administrative or housekeeping nature • changes to the terms, conditions and mechanics of grant, vesting, exercise and early expiry • any amendments designed to comply with applicable laws, tax or accounting regulations • addition of a cashless feature, payable in cash or securities, which provides for a full deduction in the number of underlying securities from the plan's reserve • any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws or the rules, regulations and policies of the TSX

TSU Plan

The following table shows, as at December 31, 2023:

- shares to be issued if awards redeemed in shares; and
- the remaining number of shares available for issue under the TSU Plan.

The TSU Plan has been approved by the shareholders. To date, only TPSUs have been awarded. For the purposes of the information in this section we assume TPSUs are redeemed in shares, not cash, and at a payout adjustment factor of 100%.

Plan Category	Securities to be issued upon redemption of outstanding TPSUs (0.2% of outstanding shares as at December 31, 2023)	Weighted-average price of outstanding TPSUs[1] ($)	Securities remaining for future issuance under equity compensation plans[2] (0.56% of outstanding shares as at December 31, 2023)
Equity compensation plans approved by security holders	87,324	$ 75.30	212,194

1. The weighted average remaining term of the outstanding TPSUs as at December 31, 2023 is 9.56 years.
2. The maximum number of common shares available for issuance under the TSU Plan is 300,000.

Dilution, Overhang and Burn Rate

We monitor the outstanding number of options (dilution) and the number of options issued each year (burn rate). The following table outlines the Dilution, Overhang and Burn Rate for the TSU Plan for the past three years as of October 31, 2023, December 31, 2022, and December 31, 2021.

	2023	2022	2021
Dilution Total number of TPSUs outstanding divided by the weighted average number of common shares outstanding	0.12%	N/A	N/A
Overhang Total number of TPSUs available to grant plus TPSUs outstanding, divided by weighted average number of common shares outstanding	0.80%	N/A	N/A
Burn Rate Total number of TPSUs options granted during the year divided by weighted average number of common shares outstanding for the year	0.13%	N/A	N/A

TSU Plan

Issuance Limits

Eligibility	Executive Officers and eligible employees
Maximum number of shares issuable	• 300,000 shares, representing 0.8 % of EQB's issued and outstanding common shares as at December 31, 2023
Currently issued	• 87,324 shares issuable upon redemption of outstanding TPSUs (representing 0.2 % of issued and outstanding shares as at December 31, 2023)
Available for issue	• 212,194 shares remain available for issuance (representing 0.56 % of EQB Inc.'s issued and outstanding shares as at December 31, 2023). This includes reinvested dividends.
Other limits	The number of shares issuable to insiders at any time, or issued to insiders within any one-year period, pursuant to all security-based compensation arrangements, shall not exceed 10% of EQB Inc.'s outstanding shares. The maximum number of shares reserved for issue to any one insider cannot exceed 5% of the total number of issued and outstanding shares. As of December 31, 2023 the total number of TPSUs granted to insiders was 30,887, representing 0.08 % of the total number of shares outstanding.

TPSU Conditions

Maximum term	The Plan provides for a maximum term of ten years.
Redemption price	Volume-weighted average trading price of the common shares for the five consecutive trading days immediately preceding the date of grant
Vesting and Redemption of units	Vesting: 50% at the end of the third year from date of grant and 50% at the end of the fourth year from date of grant.
Expiry	The 10th anniversary of the date of grant.
Financial assistance	None provided
Transfer/ assignment	Not assignable – they can only be transferred to a beneficiary or a legal representative if the participant dies
Change of control	All unvested TPSUs vest
Clawback	All or a portion of vested or unvested TPSUs held by any one of the Executive Officers may be forfeited or cancelled in the event of intentional fraud or willful misconduct by the respective Executive Officer
Plan Amendments	Shareholders must approve the following changes: • increase the maximum number or percentage of shares that may be reserved for issuance • extend the term of an option beyond the expiry date (except where an expiry date would have fallen within a blackout period) • extend eligibility to participate in the TSU Plan to non-management directors • any amendment to the limitations under the TSU Plan on the number of units that may be granted to any one person or category of persons • any amendments to the amendment provisions The Board can make the following amendments without shareholder approval: • changes of an administrative or housekeeping nature • changes to the terms, conditions and mechanics of grant, vesting, and early expiry • any amendments designed to comply with applicable laws, tax or accounting regulations • any amendment to the TSU Plan or any grant to permit conditional redemption • any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws or the rules, regulations and policies of the TSX

Benefits

The Bank provides its Executive Officers and all other employees comprehensive medical, dental, life, disability and accident insurance. Executive Officers also participate in an annual comprehensive fitness and medical assessment program.

The Bank does not have a pension plan for its Executive Officers or employees. All employees, including Executive Officers are eligible to participate in our Group Registered Retirement Savings Plan (“RRSP”) and Deferred Profit Sharing Plan (“DPSP”) (collectively the “Plan”). The Bank will make a maximum contribution to the DPSP equal in value to the greater of (i) 5.5% of an employee’s annual base salary during the first five years of employment, (ii) 8% of the employee’s base salary after five years of continued employment, and (iii) the Canada Revenue Agency mandated maximum. The Bank’s contributions vest after two years of membership in the DPSP. In the event of termination within the initial two-year period of Plan membership, the Bank’s contributions under the DPSP are returned to the company. The Bank does not provide any additional or supplemental pensions, retirement allowances or similar benefits to any Executive Officer.

All employees, including Executive Officers are also eligible to participate in the Employee Share Purchase Plan ("ESPP"). Under the ESPP, the Bank contributes an amount equivalent to 50% of the employee's contribution up to a maximum of $2,500 per year.

Termination and Change of Control

Employment agreements are in place for all NEOs which set out the details relating to the provision of severance payments upon termination of employment and the consequent obligations of non-competition and non-solicitation. Other obligations arising under various scenarios pursuant to the terms and conditions of the Incentive Plans are described in the table below. Except where stated otherwise, (i) the salaries of each NEO will cease as of the date of termination, and (ii) each NEO is entitled to receive any accrued and outstanding base salary and amounts owing under the Bank's benefits program, including accrued vacation pay, up to the date of termination. The table below shows the amount each NEO is eligible to receive if their employment is terminated.

Termination for Cause

In the event of termination for cause, none of the NEOs are entitled to any further compensation following the date of termination. In addition, any unvested options are cancelled and any vested options are exercisable for 30 days from the date of termination. Vested TPSUs are eligible for redemption or surrender for cash for a period of 90 days from the date of termination. Unvested RSUs, PSUs and TPSUs, where as applicable, held by such NEO would be immediately forfeited and cancelled.

Termination without Cause

Severance	• Mr. Moor is entitled to salary continuance in an amount equal to his base salary plus the average performance bonus for the immediately preceding three years, for a period equal to the Severance Period (as defined below) or until re-employment. In the event of re-employment, or upon request, Mr. Moor is entitled to a lump sum payment of 50% of salary continuance for the balance of the Severance Period. The Severance Period is equal to 13 months on the fifth anniversary of employment and increases by one additional month on each anniversary of employment thereafter, to a maximum of 24 months. Mr. Moor's Severance Period is at the maximum period of 24 months based on 16 years of completed employment. • Ms. Poddar and Ms. Lenarduzzi and Messrs. Westlake and Lorimer are entitled to salary continuance in an amount equal to their base salary plus the average performance bonus for the preceding three years , for a period equal to the Severance Period (as defined below) or until re-employment. In the event of re-employment, each NEO is entitled to a lump sum payment of 50% of salary continuance for the balance of the Severance Period. The Severance Period is equal to 6 months until the third anniversary of employment, after such time the Severance Period shall increase by one month for each completed year of employment in excess of 3 years, to a maximum of 18 months. Mr. Westlake's Severance Period is 7 months based on three years of completed employment. Ms. Poddar's Severance Period is 10 months based on 7 years of completed employment. Mr. Lorimer's Severance Period is 11 months based on 8 years of completed employment. Ms. Lenarduzzi's Severance Period is 6 months based on less than three years of completed employment.
STI (performance bonus)	• If terminated prior to the end of any fiscal year, Mr. Moor is entitled to a payment equal to the average performance bonus earned for the immediately preceding three years, pro-rated to the number of days in that fiscal year to the date of termination. If terminated between January 1st and the Board meeting dealing with year-end matters in February of that same year, Mr. Moor will receive a full bonus for the preceding fiscal year. • Ms. Poddar and Lenarduzzi, and Messrs. Westlake and Lorimer are not entitled to any pro-rated performance bonus in the year of termination.

Options	• Mr. Moor's unvested options that would have vested in the fiscal year following the date of termination immediately vest and are exercisable for a period of 30 days from the date of termination. • For Ms. Poddar and Lenarduzzi, and Messrs. Westlake and Lorimer, all unvested options are cancelled upon termination and all vested options are exercisable for 30 days following termination.
RSUs	• In the event of termination without cause, all NEOs, except Mr. Moor, who is not awarded RSUs, are entitled to a pro rata number of RSUs based on the number of days during the vesting period prior to termination compared to the entire term of the vesting period. The balance of RSUs are forfeited and cancelled.
PSUs	• All NEOs are entitled to a pro rata number of PSUs based on the number of days during the vesting period prior to termination. The balance of PSUs are forfeited and cancelled. • The Board, having regard to the performance of EQB, shall determine the extent to which the performance payout criteria have been satisfied as of the date of termination and shall determine the performance payout percentage to be applied in respect of such PSU award at that time.
TPSUs	• TPSUs are treated in the same manner as PSUs, except that where some, but not all of the elements of the performance payout criteria are available as of the date of termination (either by themselves or as projections as provided in the TPSU Plan), the Board, having regard to the performance of EQB, shall determine the extent to which any remaining elements of the performance payout criteria have been satisfied as of the date of termination, which will determine the performance payout percentage to be applied in respect of such TPSU award at that time.
Other	• Mr. Moor is entitled to continued coverage under EQB's benefits program for the duration of the Severance Period or until re-employment, whichever is earlier. • Ms. Poddar and Ms. Lenarduzzi, and Messrs. Westlake and Lorimer are entitled to continued coverage under EQB's benefits program during the notice period. • Mr. Moor is entitled to outplacement services for a period determined at the sole discretion of EQB. • Additionally, Mr. Moor is entitled to work as a non-executive Director and/or to work in a consulting capacity up to a total maximum gross revenue to him, or to an operating or consulting company he may own for this purpose, of $200,000 per annum without triggering any re-employment provision.

Change of Control[1]

Severance	• If termination occurs within 12 months of a change of control, Mr. Moor is entitled to a lump sum payment of 50% representing base salary in lieu of the Severance Period, plus a payment in respect of the average performance bonus paid in the three years immediately preceding the date upon which notice of termination is provided, prorated to the Severance Period. The Severance Period is equal to 13 months on the fifth anniversary of employment and increases by one additional month on each anniversary thereafter, to a maximum of 24 months. Mr. Moor's Severance Period is 23 months based on 16 years of completed employment. • If termination occurs within 12 months of a change of control, Ms. Poddar and Lenarduzzi, and Messrs. Westlake and Lorimer are each entitled to the same severance as they would be entitled to upon termination without cause (see previous page).

STI (performance bonus)	• If termination occurs within 12 months of a change of control and prior to the payment of the prior year's performance bonus, Mr. Moor is entitled to payment in respect of the full prior year performance bonus. In addition, he is entitled to a performance bonus in accordance with the STI Plan, prorated, for the period up to and including the date of termination. • No other NEO is entitled to any performance bonus following a change of control.
Options	• Under the Option Plan, all options vest and become exercisable.
RSUs	• If common shares of the successor corporation *are* listed on a recognized exchange: the number of RSUs attributed to a NEO will be adjusted by the Board, or the successor board, to preserve the economic position of the award of RSUs. All other terms and conditions of the Restricted Share Unit Plan applicable to RSUs continue to apply for the balance of the vesting period. Vesting is not accelerated. • If common shares of the successor corporation *are not* listed on a recognized stock exchange: the fair market value of each RSU attributed to the NEO will be deemed to be the value at which the change of control occurred and the value of the RSUs will be crystallized at such value. The Board, or the successor board, may resolve to (i) accelerate the vesting date, or (ii) retain the original vesting date in respect of up to one-half of the crystallized value. If employment is terminated following a change of control, the vesting period will be accelerated and a settlement payment made. • All NEOs, except Mr. Moor, are awarded RSUs.
PSUs	• PSUs are treated in the same manner as RSUs, except that, where the common shares of the successor corporation *are not* listed on a recognized stock exchange, the Board, having regard to the performance of the NEO and EQB, will also determine (i) the extent to which the performance payout criteria have been satisfied by the NEO as of the date of the change of control and (ii) the performance payout percentage to be applied in respect of such PSU award at that time.
TPSUs	• All TPSUs shall be deemed to vest immediately prior to the termination date at a performance payout percentage determined by the Board, in its discretion, provided that the Board shall in good faith take into account performance to the termination date.
Other	• If termination occurs within 12 months of a change of control all NEOs are entitled to continued coverage under the Bank's benefits program for the Severance Period.

1. "Change of Control" is defined as the occurrence, without the consent of the NEO in their personal capacity, of either of the following: (i) the acquisition by any person or group of persons, of beneficial ownership of EQB securities which, directly or following conversion or exercise thereof, would entitle the holder or holders thereof to cast more than 50% of the votes attaching to all EQB securities which may be cast to elect directors of EQB, other than the additional acquisition of securities by a person (including its affiliates) beneficially owning EQB securities on the date on which the employment agreement was executed, or (ii) the sale of all or substantially all of EQB's assets to another person.

Death

Severance	• Salary of a NEO immediately ceases as of the date of death.
STI (performance bonus)	• No NEO, other than Mr. Moor, is entitled to receive any amounts related to his performance bonus upon death. • Mr. Moor's estate/beneficiary is entitled to payment of any performance bonus, pro-rated to the number of days in that fiscal year up to the date of death.
Options	• Under the Option Plan, unvested options vest immediately upon death of the option holder and are exercisable until the earlier of (i) the expiry date of the option, and (ii) 24 months following the date of death.
RSUs	• Unvested RSUs vest immediately on date of death.
PSUs	• Unvested PSUs vest immediately on date of death. • The Board, having regard to EQB's performance, in its discretion, shall determine the extent to which the performance payout criteria have been satisfied as of the date of death and shall determine the performance payout percentage to be applied in respect of such PSU award at that time.
TPSUs	• Unvested TPSUs vest immediately on date of death. • The Board, taking into account performance to the participant to the date of death, shall determine the performance payout percentage of TPSUs, provided that if the relevant TPSU performance assessment period of a grant commenced less than one year prior to the NEOs date of death, those TPSUs shall be vested using a performance payout percentage of 100%.
Other	• No other benefits or payments are provided.

Resignation or Retirement[1]

Severance	• Mr. Moor may terminate his employment upon 60 days' prior written notice. This notice period may be waived by the Board at its sole discretion and, if waived, Mr. Moor is entitled to salary continuance only to the end of the 60-day period. • No NEO is entitled to any severance-related payments upon resignation or retirement.
STI (performance bonus)	• No NEO is entitled to any performance bonus upon resignation.
Options	• Upon retirement, options continue to vest and are exercisable until the expiry date of the option. • Upon resignation, vested options cease to be exercisable within 30 days after the date of resignation, after which all outstanding options are forfeited.
RSUs	• All NEOs, except Mr. Moor, are awarded RSUs. All RSUs are forfeited and cancelled upon resignation. • Upon retirement of a NEO who is awarded RSUs, unvested RSUs continue to vest per the terms of their award.
PSUs	• All unvested PSUs are forfeited and cancelled upon resignation. • Upon retirement, unvested PSUs continue to vest per the terms of their award.
TPSUs	• All unvested TPSUs are forfeited and cancelled upon resignation. • Upon retirement, unvested TPSUs continue to vest per the terms of their award.

Other	
Other	• In the event that the Board waives the 60-day notice period required of Mr. Moor to voluntarily terminate his employment, Mr. Moor is entitled to continued benefits coverage up to the end of the 60-day period. • In the event Mr. Moor resigns as a result of a material reduction in his status, powers or responsibilities, a reduction in his compensation, perquisites and benefits without his consent, or a failure to pay his base salary or performance bonus in accordance with his performance agreement ("Resignation with Good Reason"), Mr. Moor will be entitled to receive all such benefits and entitlements as if his employment was terminated without cause. • None of Ms. Poddar, Lendarduzzi or Messrs. Westlake or Lorimer are entitled to any other payments upon voluntary termination of employment.

1. A NEO is eligible for retirement under the Option Plan and Share Unit Plan, provided (i) the NEO is at least 60 years old, and (ii) the NEO's age plus years of service with EQB equals 65 years or more.

Termination and Change of Control Benefits

The following table shows the estimated incremental payments that would be paid to each NEO following the termination of their employment or upon a change of control, assuming the triggering event took place on October 31, 2023:

Event	Andrew Moor ($)	Chadwick Westlake ($)	Mahima Poddar ($)	Marlene Lenarduzzi ($)	Darren Lorimer ($)
Termination with Cause					
Severance	-	-	-	-	-
Bonus	-	-	-	-	-
Options[2]	-	-	-	-	-
RSU/PSU	-	-	-	-	-
Other[3]	-	-	-	-	-
Termination without Cause					
Severance	3,707,333	533,750	612,083	175,000	554,167
Bonus	1,073,667	-	-	-	-
Options	314,507	-	-	-	-
RSU/PSU	1,174,998	440,789	322,327	4,395	231,290
Other[3]	-	-	-	-	-
Change of Control					
Severance	3,707,333	533,750	612,083	175,000	554,167
Bonus	1,073,667	-	-	-	-
Options[2]	345,981	16,665	318,096	-	42,113
RSU/PSU	2,290,900	867,560	676,134	183,891	531,407
Other[3]	-	-	-	-	-
Death					
Severance	-	-	-	-	-
Bonus	1,073,667	-	-	-	-
Options	-	-	-	-	-
RSU/PSU	1,174,998	440,789	322,327	4,395	231,290
Other[3]	-	-	-	-	-
Resignation					
Severance	-	-	-	-	-
Bonus	-	-	-	-	-
Options	-	-	-	-	-
RSU/PSU	-	-	-	-	-
Other[3]	-	-	-	-	-

Event	Andrew Moor ($)	Chadwick Westlake ($)	Mahima Poddar ($)	Marlene Lenarduzzi ($)	Darren Lorimer ($)
Retirement[4]					
Severance	-	-	-	-	-
Bonus	-	-	-	-	-
Options[5]	-	-	-	-	-
RSU/PSU[5]	-	-	-	-	-
Other[3]	-	-	-	-	-

1. The value of the option is the difference between the closing price of an EQB common share on October 31, 2023 on the TSX ($68.82) and the exercise price of the option.
2. All unvested options vest and become immediately exercisable upon a change of control. The value of the options is the difference between the closing price of an EQB common share on October 31, 2023 on the TSX ($68.82) and the exercise price of the options.
3. Other incremental payments do not include payments required under the Bank's benefits program as such amounts are not determinable.
4. Mr. Moor is the only NEO that is Retirement Eligible as at December 31, 2022.
5. Awards of options and RSU/PSUs are not accelerated upon retirement as such no additional payment is due. Options and RSU/PSUs continue to vest in accordance with the terms of their grants and the terms of their plans.

Compensation of senior managers and other material risk takers

The tables below show the compensation awarded to employees who may have a material impact on EQB's risk exposure in the last two years in accordance with the Basel Committee on Banking Supervision's Pillar III disclosure requirements for remuneration. This disclosure covers all Senior Managers and 14 Vice-Presidents who have been deemed Material Risk Takers by the Enterprise Risk Management Committee of the Bank.

For the purposes of this disclosure, EQB classified nine individuals as "Senior Managers" during 2023. These include the NEOs, the CHRO, CTO, Treasurer and CCO. "Other Material Risk Takers" include Vice-Presidents of the Bank which are officers, and other Vice-Presidents of the Bank having "key roles", which are those individuals who have an increased potential to materially impact the risk profile of the Bank. For the fiscal year-ended October 31, 2023, 14 individuals were designated as Other Material Risk Takers.

The HR and Compensation Committee reviews the list of Senior Managers and Other Material Risk Takers to make sure it is complete.

The following table summarizes total compensation received in, or in respect of, the fiscal years ended October 31 2023 and December 31, 2022, 2021 for the list of Senior Managers and Other Material Risk Takers.

Total Value of Compensation Awarded

Element of Compensation	Senior Managers				Other Material Risk Takers			
	2023		2022		2023		2022	
	Non-Deferred ($)	Deferred[1] ($)	Non-Deferred ($)	Deferred[1] ($)	Non-Deferred ($)	Deferred[1] ($)	Non-Deferred ($)	Deferred[1] ($)
Number of Employees	12[1]		9		14		28	
Fixed Compensation								
Cash-based	3,631,502	-	3,591,468	-	3,142,023	-	7,045,086	-
Shares and Share-linked Instruments	-	-	-	-	-	-	-	-
Other	68,476	-	57,136	-	69,809	-	107,422	-
Total Fixed Compensation	3,699,978	-	3,648,604	-	3,211,832	-	7,152,509	-
Variable Compensation								
Cash-based	3,135,982	-	3,504,100	-	1,393,799	-	3,456,294	-
Shares and Share-linked Instruments	297,050	11,638,878	2,220,927	6,313,592	26,530	2,754,521	489,705	2,819,672
Other	160,633	-	137,028	-	178,003	-	326,606	-
Total Variable Compensation	3,593,665	11,638,878	5,862,055	6,313,592	1,598,332	2,754,521	4,272,605	2,819,672
Total Compensation	7,293,643	11,638,878	9,510,659	6,313,592	4,810,165	2,754,521	11,425,114	2,819,672

1. This includes salaries paid to two Senior Managers who departed during fiscal year 2023, and one who joined towards the end of fiscal year-end
2. Deferred Compensation includes options, PSUs and RSUs granted in Feb 2023, Feb 2022, and March 2021. It may also include equity awards that may be granted during the year as a one-time sign-on or promotion award. 2022 deferred variable compensation figures have been updated to align with the new LTI reporting methodology

Other Compensation Paid

This table shows aggregate guaranteed incentive awards, sign-on awards, and severance payments to Senior Managers and Other Material Risk Takers in the past two years.

	Senior Managers				Other Material Risk Takers			
	2023		2022		2023		2022	
Element of Compensation	Number of Employees	Amount ($)	Number	Amount ($)	Number of Employees	Amount ($)	Number	Amount ($)
Sign-on Awards	1	150,000	-	-	-	-	1	50,000
Guaranteed Awards	-	-	-	-	-	-	-	-
Severance[1]	1	115,867	-	-	-	-	1	433,005

1. Mr. Tratch left EQB on August 31, 2023; this figure represents salary continuance payments made for 2 months (September, October), and represent an amount equivalent to Mr. Tratch's base salary and the average of short-term incentive performance bonus for the last three years

Deferred Compensation

Deferred compensation is comprised of options, PSUs, TPSUs, and RSUs. The following tables include deferred compensation that remained outstanding as at October 31, 2023 and December 31, 2022 and which had not expired, or been forfeited or cancelled. The table also includes previously deferred compensation that was paid out during 2023 and 20221. There was no clawback of any deferred compensation in either year nor was there any similar reversal or downward re-evaluation of outstanding awards.

	Senior Managers		Other Material Risk Takers	
Element of Compensation	2023 ($)	2022 ($)	2023 ($)	2022 ($)
Outstanding Deferred Compensation				
Vested[1]	10,187,539	9,127,217	1,352,449	2,359,120
Unvested[2]	6,833,755	3,751,477	1,779,175	1,641,283
Total Outstanding	17,021,294	12,878,694	3,131,624	4,000,403
Payouts during the year[3]	5,891,774	4,806,533	914,581	1,097,301

1. Outstanding vested compensation is comprised of options that were exercisable on October 31, 2023 and December 31, 2022, respectively, but that had not yet been exercised. Each outstanding option is valued at the closing price of an EQB common share on the TSX on October 31, 2023 and December 31, 2022 respectively, less the option's exercise price. The amount outstanding for Senior Managers is higher in 2023 as the closing share price at the end of 2023 increased to $68.82 as compared to $56.73 at the end of 2022, while the amount outstanding for Other Material Risk Takers is lower in 2023 as the number of Other Material Risk Takers decreased to 14 as compared to 28 at the end of 2022.
2. Outstanding unvested compensation is comprised of outstanding options that were not exercisable on or before October 31, 2023 and December 31, 2022, respectively, in addition to RSUs and PSUs that had not vested by October 31, 2023 and December 31, 2022, respectively. Outstanding options are valued at the closing price of an EQB common share on the TSX as at October 31, 2023 and December 31, 2022 less the exercise price. Outstanding unvested RSUs, PSUs, and TPSUs are valued at the volume-weighted average trading price of an EQB common share on the TSX for the five business days prior to October 31, 2023 and December 31, 2022, respectively, in addition to any dividend entitlement earned on such unvested RSUs, PSUs, and TPSUs between the date that they were granted and October 31, 2023 and December 31, 2022, respectively. The amount outstanding is higher in 2023 as a result of a increase in share price. The closing share price at the end of 2023 increased to $68.82 (2022 - $56.73) and the weighted average share price of RSUs and PSUs increased to $67.58 (2022 - $56.70). Also the amount outstanding in 2023 included RSUs and PSUs paid out in Dec 2023 due to fiscal year end change, while the amount outstanding in 2022 excluded RSUs and PSUs paid out in Dec 2022.

3. Payouts during the year include the value of exercised options during the year, in addition to any RSUs and PSUs paid out in 2023 and 2022. For 2023 and 2022, stock option payouts are valued at the sale price of an EQB common share on TSX at the time of the exercise less the exercise price. The value of RSU and PSU payouts is calculated based on the volume-weighted average trading price of an EQB common share on the TSX for each of the five business days up to and including the vesting date, for the vested RSUs and PSUs in addition to any dividend entitlement that was earned on such RSU and PSU between the grant date and the vesting date. Payouts in 2023 are substantially comprised of value of exercised options during the year as the payout amount excluded RSUs and PSUs paid out in Dec 2023.

Other Information

Interest of certain persons in material transactions

There were no material interests, direct or indirect, of any informed person of EQB, any director nominee or any associate or affiliate of any informed person or director nominee in any transaction during 2023 or in any proposed transaction that has or would materially affect EQB.

Directors' and Officers' Insurance

EQB has purchased, at its expense, a liability insurance policy for our directors and officers which expires on May 31, 2024. This insurance covers each of them individually if there are situations where we are not able or permitted to indemnify them. The policy has a $40 million limit, and a deductible of $200,000 if the claim is indemnifiable by EQB, plus an additional $20 million limit (side A) with a deductible of $80,000. We pay an aggregate annual premium of $450,000.

Additional Information

Additional financial information is provided in our 2023 annual information form and the audited consolidated financial statements and MD&A. These documents are available on the equitablebank.ca and sedarplus.ca websites.

Printed copies of the information referred to in this section and any document incorporated by reference are available at no charge by contacting our Investor Relations Department at (416) 515-7000 or at **investor_enquiry@eqbank.ca**.

Directors' Approval

Our Board has approved the content and mailing of this circular.

Michael Mignardi
Vice-President and General Counsel
February 15, 2024

Schedule A - Board Mandate

This mandate provides terms of reference for the Board of Directors of EQB Inc. ("EQB") and its wholly-owned subsidiary, Equitable Bank (the "Bank" and collectively "EQB").

1. ROLE

The Board of Directors (the "Board") is responsible for supervising the management of the business and affairs of EQB. In carrying out this responsibility the Board has, either directly or through its committees, the duties set out in the mandate.

2. ACCOUNTABILITIES AND RESPONSIBILITIES

Culture of Integrity

1. Set and reinforce the "tone at the top" and expect the highest level of personal and professional integrity from the President and Chief Executive Officer ("CEO") and other executive officers, and ensure they foster a culture of integrity, effective risk management and ethical business conduct throughout EQB.
2. Understand, assess and oversee EQB's corporate culture and how it is embedded across the organization and aligned with the business strategy.
3. Approve the principles and standards of ethical personal and business conduct in EQB's Code of Conduct, and ensure there is a continuous, appropriate and effective process for ensuring adherence to the Code.

Strategic Planning

1. Adopt a strategic planning process and approve, on an annual basis, the strategic plan which takes into account, among other things, the opportunities and risks of the business and significant strategic initiatives presented by management, including those related to technology, and ensure the alignment of the strategic plan with the Bank's risk appetite, capital and liquidity levels, and the competitive and regulatory environment.
2. Oversee the implementation of the strategic plan and monitor senior management's execution against the approved plan and risk appetite framework.
3. Oversee EQB's strategic direction, organizational structure and succession planning of executive officers (including appointing, developing and monitoring executive officers).
4. Review and approve the capital and financials plans and monitor performance against the approved plans.
5. Review and approve all material transactions.
6. Oversee EQB's environmental, social and governance ("ESG") initiatives, risks and reporting through the Board committees.

Capital and Liquidity Oversight

1. Oversee EQB's capital adequacy and management and approve the Capital Management Policy and internal capital targets, ensuring appropriate capital management strategies are in place.
2. Approve and oversee the implementation of liquidity and funding frameworks and policies and annually review and approve the liquidity and funding plan.
3. Approve and oversee the operating budgets.
4. Approve specific requests for capital expenditures beyond previously authorized limits.
5. Declare dividends, and review and approve capital transactions, including the issuance of debt and equity.

Risk Management and Internal Controls

1. Approve and oversee the implementation of EQB's Risk Appetite Framework (RAF) and risk appetite statements.
2. Oversee EQB's risk profile and the identification, measurement, monitoring and control of the principal risks to which EQB is exposed, including technology risks, and satisfy itself that appropriate frameworks, policies, processes and practices are in place to effectively manage and control those risks. Obtain assurances from management that such frameworks and policies are being adhered to.
3. Oversee the promotion and maintenance of a strong risk culture that stresses effective risk management across the organization.
4. Ensure the Board receives accurate and timely information from senior management in order to effectively perform its duties.
5. Oversee EQB's crisis management and recovery plans in accordance with applicable law and regulations.
6. Approve EQB's internal control framework.
7. Oversee adherence to applicable regulatory, corporate and legal requirements, and the integrity and effectiveness of EQB's internal controls, including those for financial and non-financial reporting, management information systems, and receive reports on the effective design of these systems and reasonable assurance that they are operating effectively.
8. Perform such duties, approve certain matters and review reports as may be required under policies approved by the Board.

Oversight of Management

1. Oversee EQB's talent management strategy and satisfy itself that there are processes in place to identify, attract, evaluate and retain the right people to meet EQB's strategic ambitions.
2. Remove or replace the President and Chief Executive Officer, if required.
3. Approve the selection, appointment, mandate, objectives and compensation of the President and Chief Executive Officer and monitor progress against those objectives. The mandate shall outline the authority for the President and Chief Executive Officer to manage EQB's day-to-day activities within the framework established by the Board, including the power to appoint certain officers.
4. Approve the appointment of executive officers, including the heads of the control functions, and ensure they are qualified, competent and compensated in a manner that is consistent with appropriate prudential incentives.
5. Approve and oversee compensation policies and programs to ensure alignment with EQB's business strategy, values and risk appetite.
6. Advise and counsel the President and Chief Executive Officer.
7. Ensure that an appropriate succession planning process is in place for the President and Chief Executive Officer, key executive officers and heads of the control function.
8. Approve any significant changes to EQB's executive organizational structure.
9. Oversee EQB's oversight functions having regard to their independence and effectiveness.
10. Establish appropriate processes to periodically assess the assurances provided by management and provide thoughtful guidance and constructive challenge to management.

Governance

1. Oversees EQB's approach to corporate governance and review and approve EQB's corporate governance guidelines annually.
2. Establish appropriate structures, policies and procedures to enable the Board to function independently of management and, at least annually, determine the independence of each Board member.
3. On the recommendation of the Governance and Nominating Committee, appoint directors or recommend nominees for election to the Board at the Annual Meeting of Shareholders.
4. Establish Board committees, delegate appropriate responsibilities to those committees, and appoint a Chair for each Committee and as part of this process, review the structure and composition of the Board committees to ensure they provide sufficient oversight.

5. Oversee a formal orientation program for new directors and the ongoing education of all directors, and annually assess the performance of the Board, each of its Committees, Board and Committee Chairs and all directors. Periodically consider engaging an independent external advisor to assess or assist the Board in conducting such assessments.
6. Approve the selection, appointment and mandate of the Chair of the Board.
7. Establish expectations and responsibilities of directors to contribute effectively to Board operations.
8. Review and approve the adequacy and form of compensation for the independent directors at least every two years.
9. Oversee the board structure and governance activities of subsidiaries.

Communication and Public Disclosure

1. Approve material changes to EQB's disclosure policy, ensuring that it provides for timely, reliable and accurate disclosure to analysts, shareholders, and the general public.
2. Review and approve annual and quarterly financial statements of EQB and other public disclosure documents that require Board approval.
3. Ensure appropriate disclosure mechanisms, such as EQB's management information circular, annual report and the corporate website, provide instructions on how to communicate with the independent directors.

Regulators

1. Consider reports from management, as required, on material regulatory matters and developments in EQB's relationship with its regulators.
2. Review the results of Office of the Superintendent of Financial Institutions ("OSFI") supervisory reviews of the Bank and, meet with OSFI to discuss the results as required, and ensure OSFI is promptly notified of substantive issues affecting EQB, and oversee that OSFI is provided with prior notice of potential changes to Board membership and senior management.

3. COMPOSITION

1. The composition and organization of the Board, including the number, qualifications, number of meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings are as established by regulatory requirements, and EQB's by-laws.
2. Directors must have complementary knowledge, skills and expertise, including appropriate representation of financial industry and risk management skills, to enable them to positively contribute to the achievement of EQB's business objectives.

4. INDEPENDENCE

1. The Board shall establish independence standards for directors and at least annually, shall determine the independence of each director in accordance with these standards. A majority of the directors shall be independent in accordance with these standards.
2. The Board shall meet in the absence of management, and shall also meet in the absence of non-independent directors prior to and/or following the conclusion of regularly scheduled or unscheduled meetings.
3. The Board shall have unrestricted access to management and employees of EQB. The Board shall have the authority to retain and terminate independent legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the compensation of these advisors without consulting or obtaining the approval of any officer of EQB. EQB shall provide appropriate funding, as determined by the Board, for the services of these advisors.

5. SECRETARY

1. The Corporate Secretary or their designate shall act as Secretary at Board meetings. The Secretary shall record and maintain minutes of all meetings of the Board and subsequently present them to the Board for approval.

6. MEETINGS

1. The Board shall meet no less than four times each year as required by the *Bank Act* (Canada). To enable the Board to function independently of management, the independent members of the Board may conduct all or part of any meeting in the absence of management, and shall include such a session on the agenda for each regularly scheduled meeting. For regularly scheduled meetings, an agenda and other documents for consideration are provided to all directors approximately one week in advance of each meeting.
2. Directors may participate in meetings in person or by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A director participating by such means is deemed to be present at that meeting.
3. The Board may invite such persons as it may see fit to attend its meetings and to take part in discussions and considerations of the affairs of the Board.
4. Notice of Board meetings shall be sent to each director in writing or by telephone or electronic means, at least 24 hours before the date and time set for the meeting, at the director's contact information recorded with the Corporate Secretary. A director may in any way waive notice of a meeting of the Board and attendance at a meeting is a waiver notice of the meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting was not properly called. Any member of management shall also attend whenever requested to do so by the Chair of the Board.

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This mandate was last reviewed and approved by the Board on December 7, 2023.

How to contact us

To communicate directly with the Independent directors

Corporate Secretary
Equitable Bank
Equitable Bank Tower
30 St. Clair Avenue West, Suite 700
Toronto, Ontario M4V 3A1
corporatesecretary@eqbank.ca

To communicate directly with the Chair of the Board

Chair of the Board
EQB Inc.
Equitable Bank Tower
30 St. Clair Avenue West, Suite 700
Toronto, Ontario M4V 3A1
corporatesecretary@eqbank.ca

For dividend information, change in share registration, lost share certificates, etc.

Odyssey Trust Company
Trader's Bank Building
702 – 67 Yonge Street
Toronto, Ontario M5E 1J8

For other shareholder inquiries

Investor Relations
Equitable Bank
Equitable Bank Tower
30 St. Clair Avenue West, Suite 700
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Tel: 416.515.7000
investor_enquiry@eqbank.ca