
Corporate Governance Guidelines

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GENERAL

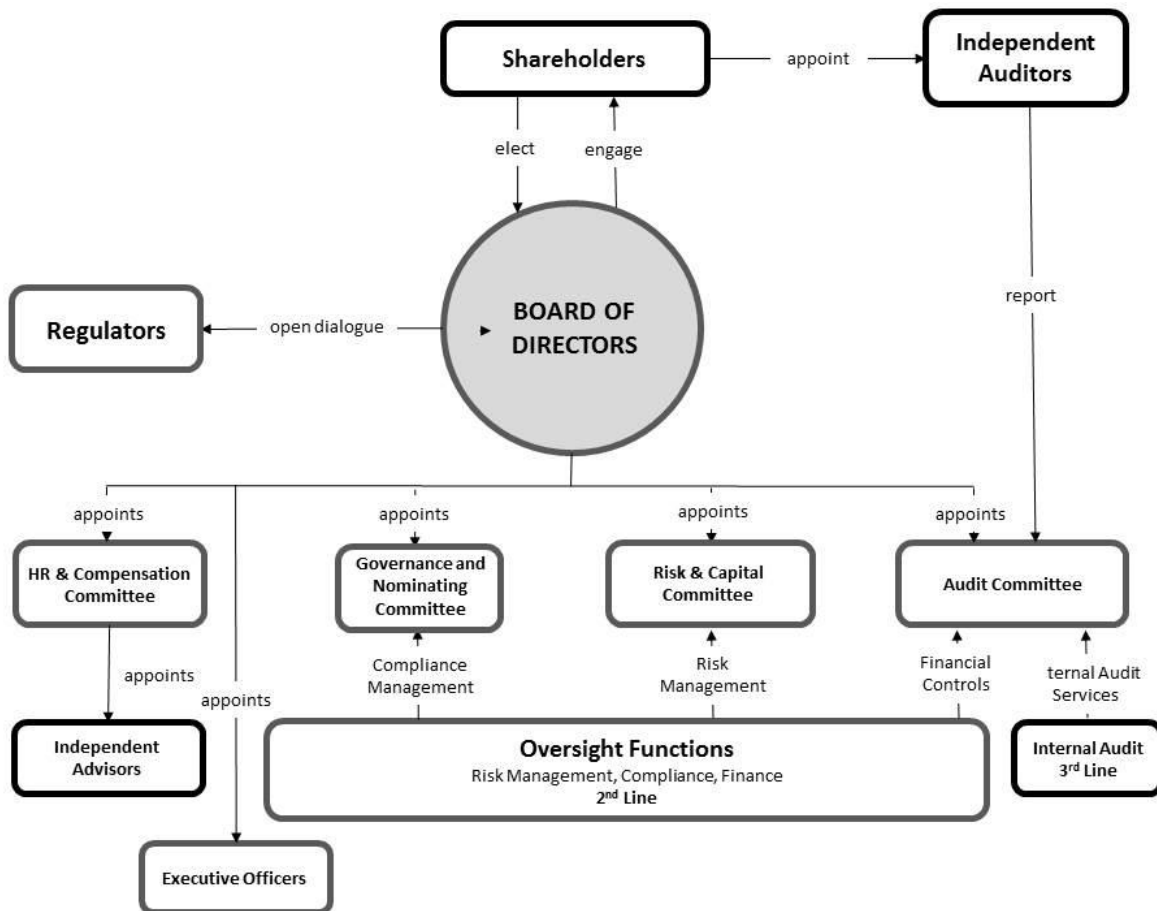
The Board of Directors (the “Board”) of Equitable Group Inc. and Equitable Bank (“Equitable”) is committed to high standards of corporate governance which it believes are essential to the well-being of Equitable and its subsidiaries, and the promotion and protection of its shareholders’ interests.

Equitable’s corporate governance structure and practices are consistent with Bank Act requirements and the guidelines and rules of the Office of the Superintendent of Financial Institutions, the Canadian Securities Administrators, and the Toronto Stock Exchange that apply to us.

The Board has adopted these Corporate Governance Guidelines which establish a common set of expectations to assist the Board and its Committees in exercising their responsibilities. The Board will review these Guidelines and other Board governance documents annually or more often as needed in light of evolving regulatory developments and emerging best practices.

Governance Structure

Equitable’s governance structure, illustrated below, highlights the interdependencies and relationships among the Board, its committees, management, shareholders and stakeholders through which Equitable’s values and strategic priorities are established and plans for achieving those priorities and monitoring performance are determined.



CODE OF CONDUCT

The Board has adopted a Code of Conduct which governs the way directors, officers and employees deal with Equitable's customers, suppliers and other stakeholders, and colleagues. The Board expects all directors, officers and employees to conduct themselves with honesty, integrity, fairness and professionalism and to adhere to the Code. The Code addresses, among other things, conflicts of interest, confidentiality of corporate information, protection and use of corporate assets, and compliance with applicable laws, rules and regulations (including securities disclosure and insider trading laws). The Board, through the Governance and Nominating Committee, monitors compliance with the Code on an annual basis.

Directors are to report all actual, potential or perceived conflicts of interest regarding any particular matter under consideration to the Chair of the Governance and Nominating Committee, for review by that Committee. Directors will remove themselves from any discussion or decision-making related to their own possible conflicts.

The Board has also adopted a Whistleblower Policy which establishes mechanisms for directors, officers, employees and third parties to report, on a confidential and anonymous basis, unethical or questionable acts related to questionable accounting, auditing or internal accounting controls. Any complaints or concerns are brought to the attention of the Audit Committee.

ROLE OF THE BOARD

The primary responsibility of the Board is to supervise the management of the business and affairs of Equitable. The senior management team, under the supervision of the chief executive officer, is responsible for the conduct of Equitable's business on a daily basis. The Board as a whole and through its Committees:

- fosters a culture of integrity,
- approves the strategic plan and monitors its execution,
- oversees financial reporting, capital and liquidity management, internal controls and risks
- oversees succession planning, performance evaluation and compensation for senior management,
- performs the annual performance evaluation of the CEO, approves CEO compensation, and oversees succession planning for the CEO and other key executive roles.

The Board's specific responsibilities are set out in its mandate.

BOARD COMPOSITION

Board Size

Equitable's Board will have a minimum of seven and a maximum of twelve directors. The size of the Board is set annually prior to each annual meeting of shareholders, on the recommendation of the Governance and Nominating Committee, and may be changed by the Board from time to time between annual shareholder meetings. When reviewing board size, the Committee considers the overall composition, diversity of experiences and backgrounds, and the skills and experience necessary to effectively discharge the duties of the Board and its Committees. The Board considers ten directors to be optimal.

The Board has the authority under Equitable's by-laws to fill any vacancy created as a result of an increase in the size of the Board. In such cases, shareholders will have the right to vote for or withhold their vote from such interim directors at the next annual meeting of shareholders.

Director Selection Criteria, Qualifications and Diversity

The Governance and Nominating Committee, in consultation with the Chair of the Board, is responsible for identifying, assessing and selecting candidates for the Board. The Board believes its membership should be composed of highly qualified directors from diverse backgrounds who demonstrate integrity and suitability for overseeing the management of a Canadian financial institution.

Factors considered by the Committee in reviewing potential candidates include personal and professional integrity, risk management experience, knowledge of and experience with financial institutions, demonstrated sound business judgment, ability to devote sufficient time to Board work, diversity criteria include gender, age and ethnicity, and the competencies and skills the Board considers necessary to reflect the nature and scope of Equitable's business.

The Committee has developed and maintains a skills and competency matrix to assess the collective experience and expertise the Board needs to facilitate effective oversight. The matrix is regularly reviewed by the Committee to ensure it continues to reflect the Board's current and future needs in order to support Equitable's strategic priorities. The Committee also considers the results of the annual Board evaluations in assessing the skills and competencies needed to support Equitable's strategic priorities, and to determine if directors should be nominated for re-election.

Director candidates are identified through recommendations from directors and management and through search firms. Potential candidates will meet with the Chair of the Board, the Committee Chair, the Chief Executive Officer, and a minimum of two other Committee members.

All Board appointments will be based on merit, taking account of specific skills and experience, independence and knowledge needed on the Board while having due regard for the benefits of diversity on the Board.

Gender Diversity Policy

The Board recognizes and embraces the benefits of diversity among its members, including gender diversity, and believes it supports sound discussion, strengthens decision-making and promotes better corporate governance. Equitable seeks to maintain a Board comprised of competent and dedicated directors with a diverse mix of expertise, experience, skills and background. The Board has established the objective that at least 30% of the Board's independent directors are women. The Committee considers this goal when identifying and considering qualified candidates for Board membership and may recommend changes to the objective as appropriate. The Committee also regularly considers Board composition and anticipated Board vacancies in light of its statement commitment to diversity.

Director Independence Policy

The Board believes that it must be able to operate independently of management in order to be effective and will ensure at all times that a substantial majority of its members are independent. The Board has delegated responsibility to the Governance and Nominating Committee for reviewing the independent status of each director annually prior to recommending their re-election to the Board by the shareholders, or prior to the initial appointment to the Board between annual meetings. The review is based on the results of questionnaires completed by each director, as well as other factual circumstances considered by the Committee on an ongoing basis such as interlocking board and committee memberships. Directors have an ongoing obligation to inform the Board of any material changes in their circumstances or relationships which may affect their independence.

A director is considered independent if the Board affirmatively determines that the director has no material relationship with Equitable that could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The Board has adopted the following categorical standards of independence which are based on the definition of "independence" in the CSA and criteria from the "affiliated persons" regulation under the *Bank Act*. These standards are attached as Appendix "A".

All relationships will be reviewed by the Committee such as the nature of the director's banking or other business dealings with Equitable or a director's role in a charitable organization which has received a certain level of contributions from the Bank.

Disclosure in Equitable's management information circular will include confirmation that the Committee has evaluated the independence of the directors and proposed directors in accordance with this policy and the basis for any Committee determination that a relationship is immaterial despite the fact that it does not meet the Independence Standards.

While the Board does consider a director's tenure on the Board, it does not believe that length of Board service alone affects a director's ability to act independently with integrity, and in the best interests of Equitable. The director's overall relationship with management and Equitable shall be considered.

Term Limits and Retirement

Each director's term shall expire at the close of the first annual meeting following his or her election or appointment to the Board, as applicable.

The Board does not impose term limits for its directors which have the disadvantage of curtailing the availability and contributions of directors who have deep knowledge of Equitable's history and operations and its needs over a longer period of time. The Board also does not believe in the automatic annual re-nomination of directors until they reach the mandatory retirement age.

Directors will not stand for re-election at the annual meeting following their 72nd birthday.

This mandatory retirement age combined with director independence assessments and annual director evaluations enables the Board to confirm that effective and independent-minded directors are nominated for election, and allow the Board to properly conduct its succession planning.

Pursuant to the Bank Act (Canada), the President and Chief Executive Officer serves on the Board so long as he or she holds such office.

Majority Voting Policy

In an uncontested director election, each director nominee must receive a majority (50% + 1 vote) of votes "for" of the total votes cast. Accordingly, any director nominee who receives a greater number of votes "withheld" votes than votes "for" his or her election (a "Majority Withheld Vote") will immediately tender his or her resignation for consideration by the Governance and Nominating Committee. (In this policy, an "uncontested election" means an election where the number of nominees for director equals the number of directors to be elected).

The Governance & Nominating Committee will review the resignation offer and, absent any exceptional circumstances as prescribed by the TSX majority voting policy requirements, recommend to the Board that such resignation be accepted. The Board shall act on the Governance & Nominating Committee's recommendation within 90 days of the applicable shareholders' meeting. In considering the recommendation, the Board shall accept the resignation, absent exceptional circumstances. If the

resignation is not accepted because of exceptional circumstances, active steps will be taken to resolve those circumstances in the following year.

The Board will immediately disclose, via press release, its decision whether to accept the resignation offer including the reasons for rejecting it, if applicable. The director's resignation will be effective when accepted by the Board. If the resignation is accepted, the Board may appoint a new director to fill the vacancy or reduce the size of the Board.

Any director who tenders his resignation pursuant to this policy shall not participate in any deliberations of the Governance and Nominating Committee regarding the resignation, even if the director is a member of the Committee. However, if each member of the Governance and Nominating Committee received a Majority Withheld Vote in the same election, or a sufficient number of Committee members where the Committee would no longer have a quorum, then the independent directors who received a majority of votes "for" shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

In the event that any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, he or she will not be renominated by the Board.

The Governance and Nominating Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy.

Non-executive Independent Chair

The Chair of the Board will be a non-executive independent director.

The appointment of the Chair shall take place annually at the first meeting of the Board following the annual meeting of shareholders at which directors are elected or re-elected. The Chair of the Board presides over every Board meeting (including *in camera* sessions) and shareholder meetings. The Chair's key responsibilities are set out in the mandate for the position which is approved by the Board.

Service on other Boards

The Board recognizes that Board membership requires a significant dedication of time. While there is no fixed limit on the number of (corporate or public) Boards on which a director may serve, the Committee will review the directorships held by each director to ensure that there are no conflicts of interest.

The Committee will consider the following guidelines when reviewing directorships held by new director candidates or existing directors:

- (i) directors who are CEOs or hold senior executive positions of public companies should not hold more than two (2) public company directorships in total, including membership on the board of the company at which the individual is CEO or a senior executive officer;
- (ii) other directors should not hold more than five public company directorships.

Directors are required to advise the Chair of the Governance and Nominating Committee, the Chair of the Board and the Chief Executive Officer before accepting an invitation to serve on another Board (public, private or non-profit) in order to assess whether the director will be able to continue to devote sufficient time to Equitable's affairs. The Chief Executive Officer will consult with the Chair of the Governance and Nominating Committee and the Chair of the Board prior to accepting an external Board membership to ensure that the associated responsibilities do not interfere with the governance of Equitable.

In addition, no director should sit on more than three audit committees of public company boards without the consent of the Governance and Nominating Committee and the Board.

Board Interlocks

No more than two Equitable directors may serve on the same corporate board at any given time without the approval of the Board.

The Governance and Nominating Committee monitors interlocking board and committee memberships to determine whether any common board membership impairs the ability of the involved directors to exercise independent judgment as Equitable directors and at least annually, make a recommendation to the Board on its continued appropriateness.

Change in Principal Occupation

The Board does not believe that directors who change from the position they held when they joined the Board should necessarily leave the Board. Any director who has a change in principal occupation shall notify the Chair of the Governance and Nominating Committee and the Chair of the Board. The Governance and Nominating Committee will review the continued appropriateness of Board membership under such circumstances.

BOARD FUNCTION AND PERFORMANCE

Management Oversight

The Board delegates to senior management the authority and responsibility for the day-to-day activities and oversees the operationalization of the Board's decisions. In doing so the Board is able to constructively challenge and provide advice and guidance to senior management.

Attendance and Preparation

Directors are expected to attend all Board and Committee meetings on which they serve, in person or via teleconference or videoconference, as well as each annual meeting of shareholders. Directors are required to attend a minimum of 75% of Board and Committee meetings held each year, except where the Governance and Nominating Committee determines that factors beyond a director's control prevented the director from meeting this attendance requirement. Overall attendance includes both regularly scheduled and special meetings of the Board and its Committees. Special meetings are scheduled as needed and often on short notice.

Directors are expected to prepare thoroughly for all Board and Committee meetings by reviewing meeting materials and seeking additional input where required for clarification. Each director's attendance at, and preparation for, Board and Committee meetings shall be considered by the Governance and Nominating Committee in the nomination process.

Each Board Committee approves a calendar of standard agenda items to be discussed at each meeting scheduled for the course of the ensuing year. The Chair of the Board, in consultation with the Chief Executive Officer, establishes the agenda for each Board meeting. Any director may suggest the inclusion of additional item(s) on the agenda. Material for each Board and Committee meeting will be distributed to all directors approximately seven days in advance of each meeting.

In Camera Sessions

The Board and each Committee will meet before and/or after each regularly scheduled meeting with no management present, and the agenda for each regularly scheduled meeting shall include such a session. The Chair of the Board or applicable Committee Chair will preside at each of these sessions.

After each *in camera* session, the Chair shall provide feedback to the Chief Executive Officer on the contents and results of any relevant discussion.

Any decision made during an *in-camera* session of a Board or Committee meeting shall be included in the formal minutes of that meeting.

Director Orientation and Continuing Education

The Board seeks to have new directors become fully engaged as quickly as possible. The Governance and Nominating Committee oversees director orientation and continuing education to equip them with the right tools to make a valuable contribution to the Board and to keep their knowledge and understanding of Equitable's businesses current.

Equitable's Executive officers will meet with each new director one-on-one to present and answer questions on how Equitable is managed, its business and control functions, capital management and finance, strategic direction, human resources and culture, information technology, the regulatory environment and competitive landscape, directors' responsibilities, and the significant issues and risks facing Equitable. Such sessions also provide the opportunity for new directors to get to Equitable's executives on a more informal basis.

New directors are matched with a more seasoned member of the Board to enhance their understanding of board culture and dynamics, governance processes, the role of each Committee and the coordination of their oversight activities, and key issues and risks facing the Bank. Orientation will also be tailored to the new director's specific needs and the work of the Board committee on he or she will serve.

New directors can also access detailed background information about Equitable through our secure on-line Board portal, as well as board-related information such as board and committee mandates, meeting material and minutes, and board policies.

New directors are encouraged to attend all Board Committee meetings during their first year.

Educational needs of directors are identified through the annual Board evaluation process, in one-on-one meetings with the Chair of the Board, and during discussions of certain topics at Board and Committee meetings. Presentations are regularly made at Board and committee meetings on various aspects of Equitable's business and operations, including regular updates on emerging regulatory and governance matters, and periodically made on topical areas to assist Directors in fulfilling their responsibilities. Directors also have complete access to Equitable's management in order to become and remain informed about Equitable's business.

Board Evaluation

The Board annually evaluates the performance of the Board, its Committees, the Board Chair and individual directors. The Governance and Nominating Committee oversees the evaluation process which consists of written questionnaires and one-on-one meetings with the Chair of the Board. The Chair of the Board will provide input and support to the Committee in the evaluation process.

An independent third-party review of the Board, its Committees and directors may be conducted with a third party every five years or as otherwise determined by the Board.

Board and Committee

Each director will assess the Board's performance in light of its mandate and against the objectives the Board develops for itself annually. Directors will also provide recommendations for the following year's objectives and any areas for improvement that have been identified. Directors will also assess other matters relating to the operation of the Board and its Committees, including strategic, risk, and operational issues and the effectiveness of Board processes or structure. The results of the evaluation are collected and analyzed by the Chair of the Board and reviewed with the Governance and Nominating Committee and full Board who consider whether any changes are appropriate. Management is advised of any suggestions for process improvements flowing from the evaluation in order to support the work of the Board.

The Governance and Nominating Committee and the Chair of the Board will also identify the Board's objectives for the following year and present them to the Board for approval.

Board and Committee Chairs

Each director will assess the performance and effectiveness of the Chair of the Board on a regular basis against the duties specified in their respective mandates and submit their responses to the Chair of the Governance and Nominating Committee who will review the responses and provide feedback to the Chair of the Board.

Individual Directors

Directors will participate in regular peer reviews to assess other director performance. The peer review is complemented with one-on-one meetings between the Chair of the Board and each director. Input from this process is used to identify development opportunities and considered when evaluating directors for renomination to the Board.

Director Compensation

The Governance and Nominating Committee is responsible for reviewing director compensation every two years to ensure it remains competitive in the marketplace and aligns directors' and shareholders' interests. The Board approves the amount and form of director compensation based on the recommendation of the Governance and Nominating Committee.

Non-management directors are compensated using a flat fee structure and will receive half of their annual retainer in Deferred Share Units (DSU). A new director elected on a date other than an annual meeting will receive a pro-rated equity grant during the first year on the Board.

Directors are reimbursed for reasonable out-of-pocket expenses incurred while attending meetings or when conducting business on behalf of Equitable.

Director Share Ownership

To ensure that directors' and shareholders' interests are aligned, each non-management director including the Chair of the Board, is required to attain a level of share ownership of at least three times their respective annual retainer. Share ownership levels are to be achieved within five years of joining the Board.

Compliance with this share ownership requirement is assessed annually on March 31. The value of the common shares in each director's qualifying holdings shall be equal to the greater of the actual purchase price and five-day volume weighted average trading price as at March 31. The value of the DSUs shall be equal to the greater of the value of the DSUs at the date of issue and the five-day volume weighted average trading price as at March 31.

Communication and Shareholder Engagement

The Board is committed to regular and effective communication with Equitable's shareholders and values their input and insight.

The Board and Management communicate with shareholders in a number of ways:

- The Board and management discuss financial performance and business developments at annual shareholder meetings. Equitable's external auditor also attends and can answer questions about the most recent audit of Equitable's financial statements.
- Management holds conference calls for quarterly earnings releases as soon as practical after they are publicly released, and audio replays are accessible for three months on Equitable's website under Investor Relations.
- Equitable communicates through its annual and quarterly reports, management information circular, annual information form, news releases, Public Accountability Statement, the corporate website, and presentations at industry and investor conferences.

Equitable maintains a disclosure control policy that sets out its commitment to providing timely, accurate and balanced disclosure of all material information about Equitable and to providing fair and equal access to such information.

Contacting the Board

Shareholders may communicate directly with the independent directors by contacting the Chair of the Board by mail at Equitable Bank, Equitable Bank Tower, 30 St. Clair Avenue West, Suite 700, Toronto, Ontario M4V 3A1, or by email at: corporatesecretary@eqbank.ca.

Topics suitable for Board-shareholder communication include:

- Corporate governance practices
- Board structure and composition
- Board performance
- Board and CEO succession planning
- Committee mandates
- Executive compensation

Any communication with shareholders will be reported to the Board or the appropriate Board Committee.

Access to Management, External Advisors and Information

Directors have full and free access to all employees, books and records of Equitable in order to effectively discharge their duties. Any meetings may be arranged through the Chief Executive Officer or the Corporate Secretary. Directors will use their judgment to ensure that any such contact is not disruptive to Equitable's business operations.

The Board welcomes regular attendance of officers who are in the most senior management positions in Equitable, at Board and Committee meetings. The Board encourages individual directors to make themselves available for consultation with senior management outside Board meetings in order to provide specific advice and counsel on subjects where such directors have special knowledge and experience.

The Board and each Committee may retain the services of independent financial, legal, compensation, and other experts as it considers appropriate, at Equitable's expense.

COMMITTEES OF THE BOARD

Board Committees

The Board currently has four committees: the Audit Committee, the Governance and Nominating Committee, the Human Resources and Compensation Committee, and the Risk and Capital Committee. The Governance and Nominating Committee also serves as the conduct review committee as required under the *Bank Act*. In addition, the Risk and Capital Committee has established a sub-committee, called the Credit Risk Sub-Committee. The Board may from time to time establish additional committees, including ad hoc committees to deal with specific matters, or to dissolve committees as deemed necessary or appropriate.

All Board Committees are comprised entirely of independent directors. Members are appointed annually by the Board on the recommendation of the Governance and Nominating Committee. The Chair of the Board will serve as an ex-officio member of each Board Committee.

Committee Operations

Each Committee has its own written mandate outlining the Committee's authority, responsibilities, structure and procedure. The mandates are reviewed annually and any changes thereto are approved by the Board.

Committee Chairs, in consultation with senior management and the Corporate Secretary, develop the respective Committee agendas and annual workplans and ensure meeting material is timely and sufficiently detailed to allow for preparation of meaningful discussion and decision-making at Committee meetings.

Each Committee may conduct all or part of any meeting in the absence of management, and such sessions are included on each meeting agenda.

The Board, through the Audit Committee, Governance and Nominating Committee and the Risk and Capital Committee, is responsible for overseeing the effectiveness of Equitable's oversight functions and the heads of these functions. The Audit Committee oversees Finance and Internal Audit, the Governance and Nominating Committee Board oversees Compliance, including the Anti-Money Laundering function, and the Risk and Capital Committee oversees Risk Management.

Each Committee may invite to its meetings any director, member of senior management or other persons as it deems appropriate in order to carry out its responsibilities. Agendas and supporting materials for all Committees are available on the board portal for perusal by non-member directors.

Annually, the effectiveness of the oversight functions and the heads of these functions are assessed by the relevant committee. Third party reviews of the oversight functions are periodically conducted, or as otherwise determined by the Board.

Assignment and rotation of Committee Members

Committee chairs and members are appointed annually by the Board upon the recommendation of the Governance and Nominating Committee, with input from the Chair of the Board. Committee assignments are based on Committee needs, director's experience, interests, availability and applicable regulatory considerations. Each committee shall be composed entirely of independent directors.

Committee members are rotated upon the recommendation of the Governance and Nominating. Specific knowledge or experience may determine the need for a director serving for an extended period on a particular committee.

EXECUTIVE MANAGEMENT

The Human Resources and Compensation Committee (HR Committee) is responsible for succession planning for key executive positions, including succession planning for Equitable’s oversight function heads. The candidacy of all proposed Executive Officer appointment shall be reviewed by the HR Committee and then submitted to the Board for approval. All Vice-President appointments made by the President and CEO shall be reported to the HR Committee.

Board creates opportunities for directors to become acquainted with employees who have the potential to become senior management. Such opportunities may include presentations to the Board by these employees or interaction with them on social occasions.

Executive Officer Performance

The HR Committee annually reviews and recommends to the Board for its approval the mandate of the President and CEO (the “CEO”) and the corporate goals and objectives for which the CEO is responsible. The HR Committee together with the Chair of the Board monitors the CEO’s performance against these goals and objectives and evaluates the CEO’s performance annually. The results of this assessment are reported to the Board by the Chair of the HR Committee and the Chair of the Board. The Chair of the HR Committee and the Chair of the Board subsequently meet with the CEO to provide feedback.

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APPROVED BY THE GOVERNANCE AND NOMINATING COMMITTEE ON NOVEMBER 7, 2018.
APPROVED BY THE BOARD OF DIRECTORS ON NOVEMBER 8, 2018.

Schedule “A”

DIRECTOR INDEPENDENCE STANDARDS

A director is considered independent if the Board affirmatively determines that the director has no material relationship with Equitable or other conflict of interest. A material relationship is a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

In considering the nature and extent of a director’s relationships with Equitable, the Board shall apply the standards listed below. These standards are based upon the definitions of “independence” under National Policy 58-201 (the Canadian Corporate Governance Guidelines). The Board shall also consider all relevant facts and circumstances that it deems relevant in its determinations.

A director is not independent if:

- the director is, or has been within the last three years, an employee or executive officer of Equitable or a subsidiary, or has an immediate family member who is, or has been within the last three years, an executive officer of Equitable or a subsidiary.
- the director or an immediate family of the director, is, or was within the last three years, employed as an executive officer of another entity or company where any of Equitable’s current executive officers serve or served at that same time on that entity’s or company’s compensation committee.
- (i) the director or an immediate family member of the director is a current partner of a firm that is Equitable’s internal or external auditor; (ii) the director is a current employee of such firm; (iii) the director has an immediate family member who is a current employee of such firm and who personally works on the Bank’s audit, or is an employee of such firm and participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice; or (iv) the director or an immediate family member was, within the last three years, a partner or employee of such a firm and personally worked on Equitable’s audit during that time.
- the director has received, or an immediate family member of the director has received for service as an executive officer of Equitable, during any 12-month period within the last three years, more than \$75,000 in direct compensation from Equitable, other than director and committee fees or other forms of deferred compensation (provided such compensation is not contingent on continued service).
- the director is “affiliated” with the Bank as that term is used in the Affiliated Persons (Banks) Regulations made under the *Bank Act* (Canada).

In addition to satisfying the above independence standards, members of the Audit Committee must satisfy the following additional independence requirements:

- Audit Committee members may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from Equitable, other than as compensation for service as a director or any fixed amount of compensation under a retirement plan (including deferred compensation) for prior service with the Bank (provided such compensation is not contingent on continued service).
- Audit Committee members may not be an “affiliated person” of Equitable, as defined in National Instrument 52-110 - *Audit Committees*).

The indirect acceptance by an Audit Committee member of any consulting, advisory or other compensatory fee includes acceptance of such fee by (i) a spouse, minor child, minor stepchild, child or stepchild who shares a home with the Audit Committee member, or by (ii) an entity in which the Audit Committee member is a partner, member, managing director, executive officer, or occupies a similar position (other than a limited partner, non-managing member, or other similar position which has no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to Equitable.

An “immediate family member” means a spouse or common-law partner, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of the director or his or her immediate family member) who shares the individual’s home.

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