

# EQUITABLE

Annual Information Form

March 31, 2022

TSX.EQB | EQB.PR.C | EQB.R

**DRIVE CHANGE  
IN CANADIAN  
BANKING**

**TO ENRICH  
PEOPLE'S  
LIVES**

**16.6%**

ROE 10-year average

**325K+**

Customers

**Carbon  
Neutral**

Scope 1 & 2 GHG emissions

**CANADA'S  
CHALLENGER  
BANK™**

**540%**

10-year total  
shareholder return

**15.7%**

EPS growth 10-year CAGR



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*Note: Unless otherwise specified, all information presented herein is as of December 31, 2021.*

## Forward-looking statements

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Statements made by Equitable Group Inc. (Equitable) in the sections of this report including those entitled “Sources of Funding”, “Competitive Conditions”, and “Risk Factors”, in other filings with Canadian securities regulators and in other communications include forward-looking statements within the meaning of applicable securities laws (forward-looking statements). These statements include, but are not limited to, statements about Equitable’s objectives, strategies and initiatives, financial performance expectations and other statements made herein, whether with respect to Equitable’s businesses or the Canadian economy. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “planned”, “estimates”, “forecasts”, “outlook”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases which state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will be taken”, “occur”, “be achieved”, “will likely” or other similar expressions of future or conditional verbs.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results, level of activity, closing of transactions, performance or achievements of Equitable to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to capital markets and additional funding requirements, fluctuating interest rates and general economic conditions including, without limitation, impacts as a result of COVID-19, legislative and regulatory developments, changes in accounting standards, the nature of its customers and rates of default, and competition as well as those factors discussed under the heading “Risk Management” in Equitable’s Management Discussion and Analysis (MD&A) for the year ended December 31, 2021, and in its documents filed on SEDAR at [www.sedar.com](http://www.sedar.com).

All material assumptions used in making forward-looking statements are based on management’s knowledge of current business conditions and expectations of future business conditions and trends, including their knowledge of the current credit, interest rate, and liquidity conditions affecting Equitable and the Canadian economy. Although Equitable believes the assumptions used to make such statements are reasonable at this time, and has attempted to identify in its continuous disclosure documents important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Certain material assumptions are applied by Equitable in making forward-looking statements, including without limitation, assumptions regarding its continued ability to fund its loan business, a continuation of the current level of economic uncertainty that affects real estate market conditions including, without limitation, impacts as a result of COVID-19, continued acceptance of its products in the marketplace, as well as no material changes in its operating cost structure and the current tax regime. Additionally these assumptions and risk factors include: the failure to receive regulatory approvals (including stock exchange) or otherwise satisfy the conditions to the completion of the Offering or delay in completing the Offering; changes in the terms of the Offering; the failure to receive or fulfill or delay in receiving or fulfilling regulatory notifications, waiting periods and approvals required in connection with the Acquisition and uncertainty regarding the length of time required to complete the Acquisition. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Equitable does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

## Corporate structure

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### Name, address and incorporation

Equitable Group Inc. (Equitable) (TSX: EQB, EQB.PR.C and EQB.R) was formed on January 1, 2004 pursuant to a Certificate of Amalgamation issued under the Business Corporations Act (Ontario). Articles of Amendment dated September 1, 2009 and August 8, 2014 were filed in connection with the creation and issuance of the Series 1 Preferred Shares and Series 3 Preferred Shares of Equitable, respectively.

On October 15, 2021, Equitable filed an Articles of Amendment to effect a two-for-one share split.

Equitable's registered and head office are in the Equitable Bank Tower, located at 30 St. Clair Avenue West, Suite 700, Toronto, Ontario, M4V 3A1.

### Intercorporate relationships

Equitable directly holds 100% of all issued and outstanding shares of its subsidiary, Equitable Bank (the Bank), and has limited business activities outside the ownership of the Bank. Equitable Bank is a Schedule I bank under the *Bank Act* (Canada) (Bank Act) and was formed effective July 1, 2013 through the issuance of Letters Patent of Continuance dated June 26, 2013. Equitable Bank's activities are supervised by the Office of the Superintendent of Financial Institutions Canada (OSFI).

On October 2018, Equitable Bank received approval from the Minister of Finance to incorporate a wholly owned trust subsidiary, Equitable Trust (the Trust). In January 2019, the Trust obtained the "Order to Commence and Carry on Business" from OSFI effective December 19, 2018.

On January 1, 2019, Equitable Bank acquired Bennington Financial Corp. (Bennington), a privately owned company serving the brokered equipment leasing market in Canada.

## Description of the business

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### Business overview

Equitable Bank serves more than 325,000 Canadians with assets under management of over \$42 billion. Equitable is a member of the S&P/TSX Composite, the S&P/TSX Bank, S&P/TSX Dividend Aristocrats, S&P/TSX Small Cap, S&P Canada BMI, and MSCI Small Cap (Canada) indices.

Canadians choose Equitable for smarter products, with exceptional service. To deliver both, it chooses to specialize in market segments where it can improve the banking experience and operate with sustainable competitive advantage. As a challenger bank, Equitable Bank rethinks conventional approaches, and pushes for smarter ways to do business that benefit its customers. In practice, it differentiates itself by providing a host of challenger bank deposit services, alternative single-family lending, reverse mortgage lending, insurance policy lending, specialized commercial financing and equipment leasing. Equitable's challenger mindset has allowed it to become a leading alternative single family residential lender in Canada and the country's largest multi-residential insured lender. Its innovations in the independent mortgage broker channel reflect its long-term focus on providing great service. As a branchless digital bank, Equitable Bank stays lean and nimble, which allows it to act quickly and profitably on new opportunities.

Its EQ Bank digital platform is the first born all digital bank in Canada, and the first to move to a cloud-based system. Equitable Bank's technology is proven, differentiated and supports cost-effective product development and fintech collaborations. The platform relies on cloud and API-first design principles which differentiates it from larger banks with legacy technology systems. Equitable Bank's scale enables it to leverage its technology platform as it grows and to devote resources to continuous innovation and digital product enhancements.

Equitable Bank adopted a fintech mindset several years ago and collaborates with partners to innovate with a view to providing best-in-class digital services to Canadian consumers across commonly used banking products. Its relationships with market leaders like Wise, Nesto, Ratehub, Flinks, Borrowell, and others have become cornerstones for reaching new customers and delivering extra value to accountholders.

Another differentiating factor in Equitable Bank's business model compared to other challenger banks around the world is its ability to consistently and profitably deploy deposits within its lending operations. Equitable Bank operates with an integrated balance sheet and lends across a growing range of personal and commercial asset categories. Its approach to diversifying assets and deposit funding sources allows it to achieve its corporate growth objectives and reduces its risk profile.

The foundation of Equitable Bank's successes rests with its talented teams. Equitable Bank employs over 1,100 Challengers who are aligned to drive change in Canadian banking. Equitable Bank's inclusive, welcoming, and pride-inducing workplace has earned it the honour of being recognized as one of the top 50 organizations on this year's Best Workplaces™ in Canada List.

### ***Personal Banking***

Personal Banking operates through three businesses lines – EQ Bank, Residential Lending, and Wealth Decumulation. Its businesses serve customers with innovative products and services that disrupt the status quo of banking by giving customers better financial value and an end-to-end experience designed with customers in mind. Its customer segments transverse all stages of life and include young people, students, the self-employed, entrepreneurs, high net-worth individuals, Canadians seeking retirement and retirees. Equitable specifically looks for opportunities to create better banking experiences and to address customer segments underserved by other financial institutions. Its competition includes other Schedule I banks, trust companies, mortgage lenders, and certain fintechs.

### ***Commercial Banking***

Commercial Banking operates through five business lines – Business Enterprise Solutions, Commercial Finance Group, Multi-unit Insured, Specialized Finance, and Equipment Leasing – serving over 18,000 business customers. Its businesses compete in the market based on service excellence, the breadth and strength of partnerships, and their in-depth market knowledge. Competition varies widely across each business line and can include large banks but more commonly smaller banks and other independent financial institutions and lenders.

### **Loan portfolio and sources of revenue**

The details of Equitable Bank's loan portfolio, including geographic and property type distribution, can be found in its Supplemental Information and Regulatory Disclosures Report available at [www.equitablebank.ca](http://www.equitablebank.ca).

Credit risk inherent in the loan portfolios is managed through Equitable Bank's lending policies and procedures, the establishment of lending limits, and documented approval process. Underwriting criteria are intended to minimize risks inherent in Equitable Bank's target markets and include prescribed loan-to-value ratios and strict debt-service ratio guidelines.

Equitable's primary sources of revenue are interest income as well as commitment, renewal and other ancillary fees derived from its lending activities. In addition, Equitable earns gains on the sale of securitized and derecognized loans, as well as interest, dividend income, and capital gains from its investments.

**Table 1: Primary sources of revenue**

(\$000s, except percentages)	2021		2020	
	Amount	% of total	Amount	% of total
Interest income:				
Loans – Personal	660,945	103%	690,865	124%
Loans – Commercial	422,392	66%	401,917	72%
Investments	14,437	2%	12,388	2%
Other	9,546	1%	16,495	3%
	<b>1,107,320</b>	<b>172%</b>	1,121,665	201%
Interest expense:				
Deposits	307,684	48%	364,047	65%
Securitization liabilities	214,535	33%	250,690	45%
Funding facilities	901	0%	5,355	1%
Other	1,591	0%	4,167	1%
	<b>524,711</b>	<b>82%</b>	624,259	112%
Net interest income	<b>582,609</b>	<b>91%</b>	497,406	89%
Non-interest income				
Fees and other income	22,157	3%	22,589	4%
Net gain on loans and investments	16,358	3%	7,221	1%
Gains on securitization activities and income from securitization retained interests	21,783	3%	29,617	5%
	<b>60,298</b>	<b>9%</b>	59,427	11%
Revenue	<b>642,907</b>	<b>100%</b>	556,833	100%

## Loan distribution

Loans are originated through a network of brokers, business partners, and other third-party distribution agents. The majority of the loans primarily funded in 2021 were originated through the independent broker channel.

Equitable Bank has long-standing arrangements with First National Financial LP (First National). These arrangements provide the Bank with the opportunity to acquire eligible insured multi-unit residential, insured and conventional single family residential, and conventional commercial loans at market competitive rates. These volumes are mainly comprised of lower-margin CMHC-insured multi-unit residential and Prime loans. Equitable Bank maintains renewal rights over the loans originated under this agreement, and those renewal rights survive the agreement itself. The Bank also outsources the servicing function for all loans acquired through these arrangements to First National and pays it a market rate for this service.

With respect to Equitable Bank's arrangements with First National, it is under no obligation to acquire any loans under the arrangements, but when it does, such transactions are done on market terms and in accordance with the Bank's prudent origination criteria. In 2021, Equitable Bank purchased \$2.1 billion worth of loans under the arrangement and paid \$10.1 million in servicing fees. These transactions are monitored by management on a regular basis and are reviewed by Equitable's Board of Directors (Board) on an annual basis.

First National's Executive Chairman and Co-Founder, Stephen Smith, is Equitable's largest shareholder, holding approximately 18.9% of its outstanding common shares as at December 31, 2021. Mr. Smith does not control either Equitable or Equitable Bank, and does not have representation on Equitable's Board.

The remainder of Equitable Bank's loan originations in 2021 were sourced from brokers with five providing more than 5% each, and all remaining brokers originating less than 5% of total loans.

## **Sources of funding**

Equitable Bank continues to diversify its sources of funding to support its lending businesses. These sources include brokered term and demand deposits, EQ Bank term and demand deposits, deposits sourced from strategic partners, securitizations through CMHC-sponsored programs, and wholesale activities including its deposit note and covered bond programs, revolving facilities, and a securitization facility sponsored by a Domestic Systemically Important Bank (D-SIB).

### ***Deposit taking***

Equitable Bank is a federally regulated deposit taking institution and offers diversified deposit products under the Equitable Bank, EQ Bank, and Equitable Trust brands.

Equitable Bank branded deposit offerings, which primarily consist of brokered GICs and HISAs, provide a reliable and stable source of funding that can be effectively matched against loan maturities. Equitable Bank branded deposits are sourced primarily through a national distribution network of brokers, dealers and investment advisors, and strategic partners who are members of the Investment Industry Regulatory Organization of Canada (IIROC), the Mutual Fund Dealer's Association (MFDA), or the Registered Deposit Brokers Association (RDBA).

Equitable Bank's EQ Bank digital banking platform offers a channel to attract deposits directly from Canadians. EQ Bank deposits increased to \$7.0 billion (December 31, 2020 – \$4.6 billion) or 34% of total deposit principal at December 31, 2021, and Equitable Bank expects these balances will grow further to represent a greater share of its total deposit funding over time with continued expansion of functionality, products and services.

Equitable Bank's wholly owned subsidiary, Equitable Trust, offers brokered GICs and HISAs that increased to approximately \$654.3 million at December 31, 2021 (December 31, 2020 – \$318.1 million).

Equitable Bank's deposit note issuance increased to \$1.45 billion or 7% of total deposits principal at December 31, 2021 (December 31, 2020 – \$804 million). To further advance its funding diversification and cost-of-funds reduction strategies, Equitable Bank completed its first issuance of €350 million covered bonds in September 2021, under a \$2 billion legislative covered bond program. The covered bond program represents an important milestone, providing the Bank with funding that is significantly lower cost than other available wholesale sources. In addition to helping to diversify its sources of funding, the Bank expects this program to continue to create cost-of-funds tailwinds as it matures. Both the deposit notes and covered bond issuances provide institutional investors with access to uninsured deposits through capital markets and help the Bank further diversify its deployment of funding.

All Equitable Bank and Equitable Trust deposit products are eligible for Canada Deposit Insurance Corporation (CDIC) insurance, with the exception of institutional deposit notes and covered bonds.

### ***Securitization***

Equitable Bank regularly securitizes insured residential loans by issuing mortgage-backed securities (MBS), either to third party investors or to the CMHC sponsored Canada Housing Trust No. 1 (CHT) under the Canada Mortgage Bond (CMB) program. Securitization is another tool that enables the Bank to effectively manage its funding costs and diversify its funding sources. When Equitable Bank securitizes loans, it applies IFRS derecognition rules to determine whether it has effectively transferred substantially all the risks and rewards

associated with the loans. If Equitable Bank is able to structure and execute transactions that transfer substantially all the risks and rewards or control associated with the loans to third parties, it may fully or partially derecognize the securitized loans and record an upfront gain on sale. In some cases, Equitable Bank retains residual interests in the loans which are recorded as securitization retained interests and servicing liabilities on Equitable's consolidated balance sheet.

Bennington periodically securitizes pools of finance leases, on a fully serviced basis, to independent third-party funders. Bennington retains servicing responsibilities and participates in certain cash flows from the pools. As Bennington is not considered to have surrendered control over the finance leases, securitization transactions are accounted for as secured financing arrangements. The securitized leases remain on Equitable's consolidated balance sheet.

Equitable Bank has two revolving credit facilities provided by a D-SIB and a syndicate of D-SIBs to fund insured residential mortgages prior to securitization.

Equitable Bank utilizes another funding program which is sponsored by a D-SIB and provides the Bank with a source of matched funding for its uninsured single-family loans. Once securitized, loans remain in the facility until they mature. Equitable Bank bears no risk for the funding of the facility itself.

## **Seasonality**

Equitable's revenues and expenses are not subject to a material degree of seasonality. Loan originations are seasonal, which reflects sales activity patterns in the Canadian residential real estate market. Specifically, loan origination levels in Alternative Single Family tend to reach seasonally low levels in the first quarter and peak in the latter half of the year.

## **Competitive conditions**

Equitable Bank's products compete with those offered by other chartered banks, trust companies, insurance companies, equipment leasing companies and other financial institutions and intermediaries in the jurisdictions in which it operates.

## **Employees and facilities**

Equitable Bank is licensed to conduct business across Canada. At December 31, 2021, Equitable Bank had over 1,100 employees operating out of leased offices in Toronto, Oakville, Montreal, Calgary, Vancouver, and Halifax.

## **Environmental matters and risk**

Equitable Bank recognizes the reality and negative consequences of climate change. It also acknowledges that the impact on our communities and our economy will become much more significant if we leave the causes of climate change unchecked. Equitable Bank believes that in its business, and in the lives of its employees, it can and should help the world transition to a low-carbon economy. The dedicated approach used by the Equitable Bank takes into account its own carbon footprint and its financed emissions.

### ***Carbon Measurement***

As a result of its inherent business model advantages and the ongoing focus of its Board of Directors and management team, Equitable Bank's Scope 1 and Scope 2 GHG emissions in 2020 were 553 tCO<sub>2</sub>e, an amount fully offset through the purchase of Verified Carbon Standard (VCS) emission reduction credits in 2021.



On November 15, 2021, Equitable Bank became the first Schedule I Bank in Canada to fully disclose its Scope 3 GHG emissions portfolio, arising from its own operations as well as from its lending portfolio. This significant accomplishment was enabled by the Bank's sophisticated data management systems and comprehensive understanding of customers' business activities.

Scope 3 calculations capture activities such as business travel, purchased goods and services, capital goods, waste generated in operations, and employee commuting, as well as emissions from Equitable Bank's vehicle, mortgage, and commercial real estate financing activities. This first quantification revealed that most of the Bank's Scope 3 emissions arise from its mortgage lending portfolio. These results have provided the Bank with meaningful insights and have ignited internal conversations on what reductions might be achieved in Scope 3 emissions.

### **Carbon Management**

Equitable Bank's digital bank capabilities limit its environmental footprint. Equitable Bank requires no physical branch infrastructure to serve customers, which provides it with an economic advantage and means its carbon emissions are far lower than traditional financial institutions that rely on brick and mortar branches. Because Equitable Bank operates all digital infrastructure on Microsoft Azure, its operations are more efficient and achieve greater energy and emissions reductions in comparison to banks that rely on traditional on-premise server farms. According to *The Carbon Benefits of Cloud Computing: A Study on the Microsoft Cloud* conducted by Microsoft Corporation and WSP, the Microsoft cloud is up to 93 percent more energy-efficient and can result in 98 percent lower carbon emissions than traditional enterprise data centers.

Additionally, Equitable Bank is a national lender that originates most of its loan business through local independent brokers. As a result, only ~2% of Equitable employees travelled on a regular basis by plane before the pandemic – and fewer during – which significantly limited the Bank's impact on the environment through travel pollution.

Management has taken several other steps to limit carbon emissions. Most significantly, Equitable Bank has certified its head office to comply with various environmental health and sustainability standards. Equitable Bank's head office was designed using LEED™ Green Building System for Environmental Design standards and became LEED™ certified in 2018. This certification provides verification that an office was designed and built keeping environmental health and sustainability in mind. Equitable Bank also operates in an almost paperless environment using secure, paper-free mortgage documentation technology.

Externally, Equitable Bank does not actively lend or otherwise provide banking services to corporate borrowers that participate directly in resource or other high carbon-emitting industries. Due to the more focused nature of its business, which is primarily mortgage lending and retail deposit taking, Equitable has not yet had a need to develop a suite of environmental standards and policies. As the business becomes more complex, management and the Board of Directors will evaluate the need to develop such documentation.

### **Environmental Risk**

Environmental risk is the possibility of loss of strategic, financial, operational or reputational value resulting from the impact of environmental issues or concerns, including climate change, related social risk and natural disasters. Additionally, Equitable Bank may be exposed to environmental risks both through emerging regulatory and legal requirements, disruptions to its operations and services, the products and services that it provides to its customers, as well as through its customers themselves. There is also a possibility that Equitable Bank may find hazardous substances on properties that the Bank holds as security. Such a finding could affect

the value of such properties or result in a liability to a governmental entity or third parties if Equitable Bank realizes on its security and takes possession or becomes the owner.

To manage this potential exposure, Equitable Bank evaluates environmental risk as part of its underwriting process. Equitable Bank considers its environmental risk associated with single family residential lending to be low so does not conduct environmental assessments for each of those loans. For the majority of its commercial loan portfolio, it employs third-party consultants to carry out detailed environmental assessments. Equitable Bank also maintains a diversified lending portfolio, which improves its resilience to geographic or sectoral specific environmental developments or events.

Management has conducted various analyses to assess Equitable's exposure to, and the impact of, certain climate-related risks. To date, environmental risk has not had a material adverse effect on Equitable's operations or financial condition.

## **Supervision and regulation**

Equitable Bank is a federally regulated Schedule I Bank and the Bank Act governs its activities. Equitable Trust is a federally regulated trust company and its activities are governed by the *Trust and Loan Companies Act* (TLCA). These two Acts prohibit Equitable Bank and Equitable Trust from engaging in or carrying on any business other than the business of financial services, except as specifically permitted. Both entities are supervised by OSFI which examines the affairs and business of each institution to ensure compliance with application regulations and to ensure that each deposit taking institution is in sound financial condition. OSFI is responsible to the Minister of Finance and its examination reports are submitted to the Minister of Finance.

Equitable Bank and Equitable Trust are also subject to regulation by the CDIC, which insures certain deposits held at member institutions, and by the Financial Consumer Agency of Canada (FCAC). The FCAC is responsible for enforcing the *Financial Consumer Agency of Canada Act*, and the consumer-related provisions of the federal statutes that govern financial institutions, which includes the Bank Act and its regulations. Equitable Bank is also subject to oversight by the Financial Transaction and Reports Analysis Centre of Canada (FINTRAC). As Canada's financial intelligence unit, FINTRAC administers the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act*. These regulations apply to all federally regulated financial institutions in Canada and set out the expectations and obligations for detecting and deterring money laundering and the financing of terrorist activities.

## **Risk factors**

Equitable, like other financial institutions, is exposed to the symptoms and effects of global economic conditions and other factors that could adversely affect its business, financial condition and operating results, and which may influence an investor to buy, sell or hold shares in Equitable. Many of these risk factors are beyond Equitable's direct control. The Board plays an active role in monitoring Equitable's key risks and in determining the policies and limits that are best suited to manage these risks. The Risk and Capital Committee assists the Board in its oversight of Equitable's management of its key risks.

The key risks faced by Equitable are described in the "Risk Management" section of its 2021 MD&A.

## Three-year history

### ***Business line and product diversification***

#### **Lending and service expansions**

- In November 2021, Equitable Bank expanded its EQB Evolution Suite® prime mortgage solutions to Québec.
- In 2021, Equitable Bank extended its CSV lines of credit offering through its new partnerships with four insurance companies.
- In November 2020, Equitable Bank introduced Reverse Mortgage Flex, a new product that allows homeowners to access more money than previously available.
- In December 2019, Equitable Bank began offering EQ Bank customers international money transfer services.
- In May 2019, Equitable Bank launched the Equitable Bank Reverse Mortgage product in Québec to increase its footprint in the wealth decumulation market.
- In January 2019, Equitable Bank entered the equipment leasing market through the acquisition of Bennington.

#### **Funding source diversification**

- In December 2021, Equitable Bank issued a \$400 million 2.5-year fixed rate deposit note, which was priced at 93 bps over comparable term Government of Canada bonds.
- In September 2021, Equitable Bank issued its first legislative covered bond in Europe for €350 million, which was priced at a spread of 15 bps over EUR mid swaps.
- In June 2021, Equitable Bank completed a re-opening of \$150 million 2.25-year fixed rate deposit note, which was priced at 90 bps over the interpolated Government of Canada curve.
- In June 2021, Equitable Bank launched US Dollar Accounts through its EQ Bank platform.
- In March 2021, Equitable Bank issued a \$250 million 4-year fixed rate deposit note, which was priced at 120 bps over comparable term Government of Canada bonds.
- In December 2020, Equitable Bank commenced offering USD denominated GICs through its broker channels.
- In November 2020, Equitable Bank launched TFSA and RSP savings accounts and GICs through its EQ Bank platform.
- In November 2020, Equitable Bank issued a \$250 million 5-year fixed-rate deposit note, which was priced at 145 bps over comparable term Government of Canada bonds.
- In September 2020, Equitable Bank issued a \$200 million 3-year fixed-rate deposit note, which was priced at 150 bps over comparable term Government of Canada bonds.
- In July 2020, Equitable Bank launched Joint Savings Accounts through its EQ Bank platform.
- In April 2020, Equitable Bank began offering USD denominated HISAs through its broker channels.
- In January 2020, Equitable Bank introduced HISAs through its subsidiary, Equitable Trust.
- In September 2019, Equitable Bank issued a \$200 million 3-year fixed-rate deposit note, which was priced at 145 bps over comparable term Government of Canada bonds.
- In August 2019, Equitable Trust launched a term deposit offering through its broker channel.
- In August 2019, Equitable Bank announced the development of a covered bond funding program which it launched in 2021 following regulatory approval.

- In April 2019, Equitable Bank redeemed a \$150 million 2-year floating-rate deposit note and issued a \$150 million 2-year fixed-rate deposit note, which was priced at 160 bps over comparable term Government of Canada bonds.

### ***Contingent liquidity sources***

- In March 2021, Equitable Bank terminated its \$35 million credit facility with a D-SIB.
- In December 2020, Equitable Bank terminated its \$400 million secured backstop funding facility.
- In March 2020, Equitable Bank gained access to the Bank of Canada's Standing Term Liquidity Facility and the loan facility for ELA advances.
- In June 2019, Equitable Bank renewed its \$400 million secured backstop funding facility for a two-year period at an annualized cost of 0.65% if undrawn, and an interest rate on the drawn portion of the facility equal to 3-month CDOR plus 1.25%.
- In May 2019, Equitable Bank reduced the size of the secured backstop funding facility from \$850 million to \$400 million with no change to the terms of the facility.

### ***Regulatory capital***

On March 27, 2020, OSFI announced several actions to address operational risk in Canada's banking sector stemming from the economic impact of COVID-19 including the introduction of a transitional arrangement for expected credit loss provisioning on capital. For Equitable Bank, this transitional arrangement resulted in a portion of allowances that would otherwise be included in Tier 2 capital of Equitable Bank to be included in CET1 capital. The adjustment is equal to the increase in Stage 1 and Stage 2 allowances relative to December 31, 2019. This increase is tax-effected and subject to a scaling factor that will decrease over time. The scaling factor is set at 70% for 2020, 50% for 2021, and 25% for 2022.

### ***Credit rating***

Equitable and its debt instruments are rated by Fitch and DBRS. Both agencies provided updates on their assessment of Equitable's rating on February 7, 2022, after the announced agreement to purchase Concentra Bank.

Fitch affirmed its rating of Equitable Bank, which is BBB-, with a stable outlook.

DBRS affirmed its ratings on both Equitable Bank and Equitable Group Inc., while changing their trend assessment for both entities from stable to positive. With these changes, DBRS now provides ratings of:

- Equitable Bank:
  - Long-Term Issuer rating of BBB, with a positive trend
  - Long-Term Deposits rating of BBB, with a positive trend
  - Long-Term Senior Debt rating of BBB, with a positive trend
  - Subordinated Debt rating of BBB (low), with a positive trend
- Equitable Group Inc.:
  - Long-Term Issuer rating of BBB (low), with a positive trend
  - Long-Term Senior Debt rating of BBB (low), with a positive trend

These ratings are subject to periodic review by Fitch and DBRS.

## The Acquisition

On February 7, 2022 Equitable announced its wholly-owned subsidiary Equitable Bank had reached a definitive purchase agreement (the Acquisition Agreement) with Credit Union Central of Saskatchewan, a central credit union existing under *The Credit Union Central of Saskatchewan Act, 2016* (Saskatchewan), and Concentra Bank (Concentra), a Schedule I bank existing under the *Bank Act* (Canada), pursuant to which Equitable Bank has agreed to acquire 84% of the issued and outstanding common shares in the capital Concentra, subject to customary closing conditions, including applicable regulatory notifications, waiting periods and approvals (collectively the Acquisition).

In addition, Equitable Bank has entered into voting and support agreements with a majority of the remaining shareholders of Concentra, pursuant to which such holders have agreed to provide support for a post-closing squeeze-out (or similar transaction) by Equitable Bank of the minority shareholders of Concentra. These voting and support agreements, together with the Acquisition Agreement, will provide a clear path for Equitable Bank to acquire 100% of the issued and outstanding common shares of Concentra.

To support the Acquisition, Equitable received a commitment to enter into a senior unsecured credit facility for a term facility and a revolving credit facility to be provided by a syndicate of lenders. Equitable subsequently entered into the related Credit Agreement described under "Material Contracts."

On February 9, 2022 Equitable filed a supplement to its short form base shelf prospectus (the Prospectus Supplement) dated June 12, 2020, pursuant to which Equitable offered 3,266,000 subscription receipts (including the exercised over-allotment option) (the Subscription Receipts) at a price of \$70.50 per Subscription Receipt for gross proceeds to Equitable of approximately \$230,253,000. The Subscription Receipts were offered by way of a bought deal pursuant to an underwriting agreement dated February 9, 2022 (the Underwriting Agreement) between Equitable and the underwriters (the Subscription Receipt Offering). The Subscription Receipt Offering closed on February 16, 2022.

The gross proceeds from the Subscription Receipt Offering, less 50% of the Underwriters' fee are being held in escrow by Computershare Trust Company of Canada, as subscription receipt agent, until the earlier of the satisfaction or waiver of the Escrow Release Conditions, including the closing of the Acquisition, and the occurrence of a Termination Event (as defined in the Underwriting Agreement).

Each Subscription Receipt entitles the holder to receive, upon closing of the Acquisition, one Common Share of Equitable.

The Prospectus Supplement as well as the Equitable press release dated February 16, 2022 contain a detailed description of the Subscription Receipts and of the Subscription Receipt Offering and are available on [www.sedar.com](http://www.sedar.com).

## Dividends

Dividends are payable on Equitable's common shares and Series 3 Preferred Shares. Equitable's Series 3 Preferred Shares are non-cumulative and have preference over the common shares with respect to the payment of dividends.

Equitable has a policy of maintaining a balance between the distribution of profits to shareholders via the payment of dividends and the retention of earnings to fund its business and strategic objectives. It does not set a specific dividend payout ratio target. The declaration and payment of dividends is within the discretion of

Equitable's Board of Directors and is dependent on several factors, including the capital and liquidity positions of Equitable Bank. Equitable's liquidity position is impacted by the dividends received from Equitable Bank.

The declaration and payment of dividends by Equitable Bank to Equitable is also within the discretion of Equitable Bank's Board of Directors and is subject to regulatory restrictions. Equitable Bank is precluded from paying or declaring a dividend if there are reasonable grounds for believing that it is, or that payment would cause Equitable Bank to be, in contravention of any regulation made under the Bank Act with respect to the maintenance of adequate capital and liquidity or with any direction given by OSFI with respect to such matters.

In Q3 2019, the Board decided to further strengthen Equitable's dividend philosophy and committed to growing its dividend at an annual rate of between 20% to 25% for each of the next five years.

In March 2020, the Board put planned dividend increases on hold because of regulatory guidance from OSFI meant to support the financial and operational resilience of all federally regulated banks. On November 4, 2021, OSFI lifted its restrictions on capital distributions.

Q1 2022, Equitable once again increased its common share dividend, reflecting its dividend growth philosophy.

On February 7, 2022, Equitable's Board declared a quarterly dividend of \$0.28 per common share, payable on March 31, 2022, to common shareholders of record at the close of business on March 15, 2022. This dividend represented a 51% increase over dividends declared in November 2021.

On September 3, 2019, Equitable announced that the dividend rate applicable to Series 3 Preferred Shares for the five-year period from, and including, September 30, 2019 to, but excluding, September 30, 2024 would be 5.969% per annum, or \$0.373063 per preferred share per quarter, compared to the previous dividend of 6.35% or \$0.396875 per preferred share per quarter.

The table below provides a summary of annual dividends per share declared for 2021 and the two preceding years. These dividends are designated as eligible dividends for the purpose of the Income Tax Act (Canada) and any similar provincial and territorial legislation.

On October 25, 2021, Equitable split its common shares on a two-for-one basis. The dividend per common share amounts presented below have been retroactively adjusted to reflect this share split.

Type of Shares	2021	2020	2019
Common Shares	<b>\$0.74</b>	<b>\$0.74</b>	\$0.65
Series 3 Preferred Shares	<b>\$1.49</b>	<b>\$1.49</b>	\$1.56

On February 7, 2022, Equitable's Board of Directors reinstated Equitable's common share Dividend Reinvestment Plan (DRIP). Participation in the plan is optional under the terms of the plan. Shareholders may elect to reinvest their cash dividends to purchase additional common shares at a 2% discount to the volume weighted average trading price of the common shares on the TSX for the five trading days immediately preceding the dividend payment date. Common shares issued through the DRIP are from treasury. Equitable maintains the right to suspend the DRIP in future periods.

Equitable will make, or cause to be made, dividend equivalent payments to holders of Subscription Receipts in respect of each of their Subscription Receipts that are equal to, and will be paid on the same date as, dividends declared by Equitable on each common share. Such dividends equivalent payments will not be treated as a dividend for the purposes of the Income Tax Act (Canada) (the Tax Act) and no part of such payment will benefit from the gross-up and dividend tax credit rules normally applicable in respect of taxable dividends received by individuals from "taxable Canadian corporations" as defined in the Tax Act.

## Description of capital structure

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### General description of share capital

Equitable's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series. As at December 31, 2021, 34,070,810 common shares and 2,919,400 Series 3 Preferred Shares were issued and outstanding. The material provisions of the common shares and the preferred shares are summarized or otherwise referred to below.

#### **Common shares**

Holders of Equitable's common shares are entitled to one vote per share at all meetings of the shareholders of Equitable except meetings at which only holders of any series of preferred shares are entitled to vote. After payment of all outstanding obligations, including preferred shares, the holders of common shares are entitled to receive Equitable's remaining property upon the liquidation, dissolution or winding-up thereof.

On October 15, 2021, Equitable filed an Articles of Amendment to effect a two-for-one share split (Share Split). The Share Split was implemented by way of a subdivision whereby common shareholders of record as of the close of business on October 15, 2021 received one additional share for each share held on October 25, 2021. This Share Split did not impact a shareholder's proportionate interest in Equitable and all future dividends declared will reflect the Share Split.

Holders of Subscription Receipts are not, as such, shareholders of Equitable and will not have any voting or preemptive rights or other rights as shareholders. Provided certain escrow release conditions are satisfied or waived, holders of Subscription Receipts will automatically receive, without payment of additional consideration or further action, one common share for each Subscription Receipt held. Further details on the terms of the Subscription Receipts are available in the Prospectus Supplement to the Short Form Base Shelf Prospectus dated June 12, 2020 filed by Equitable on February 9th, 2022 and available on SEDAR at [www.sedar.com](http://www.sedar.com)

#### **Preferred shares**

The preferred shares are issuable from time to time in one or more series. The Board is authorized to fix, before issue, the number, consideration per share, the designation, and the provisions attaching to the preferred shares of each series, which may include voting rights. The preferred shares of each series will rank *pari passu* with the preferred shares of every other series and will be entitled to preference over the common shares and any assets in the event of Equitable's liquidation, dissolution or winding-up. If any cumulative dividends or amounts payable on a return of capital are not paid in full, the preferred shares of all series will participate ratably in accordance with the amounts that would be payable on such shares if all such dividends were declared and paid in full or the sums that would be payable on the return of capital if all amounts so payable were paid in full, as the case may be.

The provisions of the preferred shares, including the Series 3 Preferred Shares and Equitable's non-cumulative floating rate Series 4 preferred shares ("Series 4 Preferred Shares"), are described on pages 7 through 17 of the prospectus supplement of Equitable dated July 25, 2014 in connection with the public offering of the Series 3 Preferred Shares, and those pages are incorporated herein by reference.

On August 22, 2019, Equitable announced that it did not intend to exercise its right to redeem all or any part of its outstanding non-cumulative redeemable 5-year rate reset Preferred Shares, Series 3 (the "Series 3 Preferred Shares") on September 30, 2019. As a result, holders of Series 3 Preferred Shares had the right, at their option,

to convert all or part of their Series 3 Preferred Shares on a one-for-one basis, into non-cumulative floating rate Preferred Shares, Series 4 ("Series 4 Preferred Shares"). On September 16, 2019, Equitable announced that after taking into account all election notices received, less than the minimum 800,000 shares required to give effect to the conversion were tendered. As a result, no Series 4 Preferred Shares were issued and holders of Series 3 Preferred Shares retained their shares.

### **Normal course issuer bid (NCIB)**

On December 21, 2021, Equitable announced that it received the approval of the TSX to renew its NCIB of up to 2,325,951 of its Common Shares and 289,340 of its Preferred Shares, representing approximately 10% of its public float of each class of shares as at December 10, 2021. Equitable intends to only purchase a maximum of 1,150,000 Common Shares under the terms of the NCIB which will expire on December 22, 2022. Purchases under the renewed NCIB may commence on December 23, 2021 until the NCIB maturity date or on such earlier date as the NCIB is complete. Under the renewed NCIB, Equitable did not purchase and cancel any preferred or common shares during 2021.

Under Equitable's previous NCIB which expired on December 22, 2021, Equitable purchased and cancelled 80,600 Series 3 preferred shares at an average price of \$26.01. No common shares have been purchased and cancelled under the NCIB.

## **Market for securities**

### **Trading price and volumes**

Equitable's common shares and Series 3 Preferred Shares are traded on the TSX under the symbols EQB and EQB.PR.C, respectively. As a result of the Offering, and effective February 16<sup>th</sup>, 2022, Equitable also has subscription receipts trading on the TSX under the symbol EQB.R. The following table sets out the price range and trading volume for these securities on the TSX for each month of the year ended December 31, 2021.

On October 25, 2021, Equitable bank split its common shares on a two-for-one basis. The common share price range and trading volume presented below have been retroactively adjusted to reflect this share split.

**Table 2: Price ranges and trading volumes by security type**

Months in 2021	Common Shares		Series 3 Preferred Shares	
	Price Range	Volume	Price Range	Volume
January	\$50.55 - \$55.99	1,001,332	\$24.27 - \$25.09	47,433
February	\$51.42 - \$73.13	1,315,092	\$24.73 - \$25.47	51,043
March	\$61.34 - \$70.98	1,509,614	\$17.25 - \$25.50	28,031
April	\$60.06 - \$67.27	1,014,964	\$17.76 - \$26.75	56,807
May	\$66.83 - \$76.90	1,279,196	\$18.30 - \$26.48	20,571
June	\$64.55 - \$71.29	1,032,962	\$19.81 - \$26.30	30,808
July	\$65.37 - \$75.37	982,594	\$20.18 - \$26.35	27,393
August	\$72.76 - \$79.51	831,132	\$20.22 - \$26.68	23,300
September	\$71.25 - \$78.00	1,045,868	\$21.21 - \$27.00	14,076
October	\$70.26 - \$80.53	685,241	\$21.65 - \$26.80	15,408
November	\$74.13 - \$84.78	801,577	\$22.30 - \$26.65	14,462
December	\$65.09 - \$76.24	1,012,942	\$24.26 - \$26.29	10,300



## Directors and executive officers

### Directors

The following are the directors of Equitable as at March 31, 2022. Directors are elected annually by the shareholders and hold office until the next annual meeting of shareholders.

Name and Municipality of Residence	Principal Occupation	Director Since
Michael Emory Toronto, Ontario, Canada	President and Chief Executive Officer, Allied Properties REIT	May 2014
Susan Ericksen Cumming, Georgia, USA	Corporate Director	November 2018
Diane Giard Bromont, Quebec, Canada	Corporate Director	December 2020
Kishore Kapoor Winnipeg, Manitoba, Canada	President and Chief Executive Officer, RF Capital Group Inc.	November 2016
Yongah Kim Toronto, Ontario, Canada	Associate Professor of Strategic Management, Rotman School of Business, University of Toronto	December 2020
David LeGresley Toronto, Ontario, Canada	Chair of the Board and a Corporate Director	May 2011
Lynn McDonald Toronto, Ontario, Canada	Corporate Director	May 2011
Andrew Moor Toronto, Ontario, Canada	President and Chief Executive Officer of Equitable and Equitable Bank	May 2007
Rowan Saunders Toronto, Ontario, Canada	President and Chief Executive Officer, Definity Financial Corporation	May 2013
Vincenza Sera Toronto, Ontario, Canada	Corporate Director	May 2013
Michael Stramaglia Toronto, Ontario, Canada	Corporate Director and President and Founder of Matrisc Advisory Group Inc., a risk management consulting firm	May 2014

All directors have held their principal occupations above for the past five years or more, except for:

- Susan Ericksen, who from 2014 to 2015 was Chief Technology Officer of Fiserv and from 2015 to 2017 was Managing Director, Global Technology Operations of Coca-Cola.
- Diane Giard, who was Executive Vice President – Personal-Commercial Banking and Marketing of National Bank of Canada from March 2017 until her retirement in June 2018.
- Kishore Kapoor, who serves as President and Chief Executive Officer of RF Capital Group Inc. since October 2020. He also was the Interim President and Chief Executive Officer of GMP Capital Inc. in 2019. He was a Corporate Director from 2011 to 2019.
- Yongah Kim, who currently is the Associate Professor of Strategic Management at Rotman and a core faculty member in the Leadership Development Lab and the Self-Development Lab of the Desautels Centre for Integrative Thinking. From 2015-2020, she was Senior Partner at McKinsey & Company, Canada.

The Committees of the Board are as follows:

Committee	Members
Audit Committee	Kishore Kapoor (Chair) Diane Giard Lynn McDonald Rowan Saunders
Governance and Nominating Committee	Diane Giard (Chair) Michael Emory Lynn McDonald Vincenza Sera Michael Stramaglia
Human Resources and Compensation Committee	Susan Ericksen (Chair) Michael Emory Yongah Kim Rowan Saunders
Risk and Capital Committee	Michael Stramaglia (Chair) Susan Ericksen Kishore Kapoor Yongah Kim Vincenza Sera
Credit Risk Sub-Committee (Sub-committee of the Risk and Capital Committee)	Michael Emory (Chair) Diane Giard Vincenza Sera

### Executive officers<sup>(1)</sup>

The following are the executive officers of Equitable and/or Equitable Bank as at March 31, 2022:

Name and Municipality of Residence	Position
Andrew Moor Toronto, Ontario	President and Chief Executive Officer
Ron Tratch Toronto, Ontario	Senior Vice-President and Chief Risk Officer
Chadwick Westlake Oakville, Ontario	Senior Vice-President and Chief Financial Officer
Dan Broten Toronto, Ontario	Senior Vice-President and Chief Technology Officer
Darren Lorimer Etobicoke, Ontario	Senior Vice-President and Group Head, Commercial Banking
Mahima Poddar Toronto, Ontario	Senior Vice-President and Group Head, Personal Banking
Jody Sperling, Toronto, Ontario	Senior Vice-President and Chief Human Resources Officer

(1) Executive officers are defined as the President and Chief Executive Officer and his direct reports.

All of the above executive officers have held their present positions or other management positions with Equitable or Equitable Bank for the past five years with the exception of:

- Chadwick Westlake who held Vice President and Senior Vice President positions at Scotiabank from January to September 2016 including SVP & Chief Financial Officer of Canadian Banking, the position of Chief Financial Officer for Royal & Sun Alliance Insurance Company of Canada from September to November 2016, various Senior Vice President positions at Scotiabank from November 2016 until November 2018, and the position of Executive Vice President of Enterprise Productivity & Canadian Banking Finance from November 2018 until November 2020; and
- Dan Broten who prior to joining Equitable as Vice-President of Technology in 2017, was Digital Banking Technology Lead, and Consultant to Deloitte Digital.

At December 31, 2021, the directors and executive officers as a group beneficially owned, directly or indirectly, or exercised control or direction over 553,511 (2020 – 2,084,234) common shares of Equitable, representing 1.62% (2020 – 12.4%) of the outstanding common shares. Beneficial ownership has declined year-over-year as a result of the retirement of a director during 2021.

### **Cease trade orders, bankruptcies, penalties or sanctions**

To Equitable's knowledge, after due inquiry, no director or executive officer of Equitable:

- (a) is, at the date of this Annual Information Form (AIF) or has been within the last 10 years, a director, chief executive officer or chief financial officer of any company that was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued:
  - (i) while the director or executive officer was acting in the capacity of a director, chief executive officer or chief financial officer; or
  - (ii) after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this AIF, or has been within the last 10 years, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person 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) has, or within 10 years before the date of this AIF, 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 director or executive officer.

To the best of Equitable's knowledge, after due inquiry, no director or executive officer of Equitable 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 investor in making an investment decision.

## Conflicts of interest

To Equitable's knowledge, no director or executive officer of Equitable has an existing or potential material conflict of interest with Equitable.

## Restrictions under the Bank Act and Trust and Loan Companies Act

The Bank Act contains restrictions and requirements relating to the shares of a bank. In general, no person is permitted to acquire shares of a bank under the Bank Act, or to acquire control of an entity, such as Equitable, that holds any such shares, if the acquisition would cause the person to have a significant interest in any class of shares of the bank or to acquire control, including control in fact, directly or through a person controlled by the person, of the company, unless the prior written approval of the Minister of Finance (Canada) is obtained.

A person has a significant interest in a class of shares of a bank where the aggregate of any shares of that class beneficially owned by that person, by an entity controlled by that person and by any person acting jointly or in concert with that person, exceeds 10% of all outstanding shares of that class. Equitable owns all of the shares of, and therefore controls, Equitable Bank. Accordingly, an approval would be required under the Bank Act for a person to acquire more than 50% of the voting securities of, or control in fact over, Equitable. If a person contravenes these ownership restrictions, the person, and any entity controlled by the person, may not exercise any voting rights attached to the shares of the bank owned by them. Moreover, the person, and any person controlled by that person, may be required to dispose of all or any portion of those shares or to otherwise cease to control, directly or indirectly, the bank.

Similar restrictions under the TLCA apply to Equitable Trust as Equitable indirectly owns all of the shares of, and therefore controls, Equitable Trust, a company formed under and governed by the TLCA.

## Legal proceedings and regulatory actions

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### Legal proceedings

In the ordinary course of business, Equitable, and its subsidiaries, are routinely involved with or a party to legal proceedings. A description of certain legal proceedings in which Equitable is a party is set out in Note 23 to its 2021 audited consolidated financial statements, which are incorporated herein by reference.

### Regulatory actions

In the ordinary course of business, Equitable may be subject to penalties or sanctions imposed by regulatory authorities from time to time in relation to administrative matters, including late filings or reporting, which may be considered penalties or sanctions pursuant to Canadian securities regulators but which are not, individually or in the aggregate, material, nor would they likely be considered important to a reasonable investor making an investment decision.

During 2021, Equitable did not face any penalties imposed by securities regulatory authorities, or enter into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority, as such terms may be defined by National Instrument 14-101<sup>(1)</sup>.

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<sup>(1)</sup> National Instrument 14-101 limits the meaning of 'securities legislation' to Canadian provincial and territorial legislation and 'securities regulatory authority' to Canadian provincial and territorial securities regulatory authorities.

## Interest of management and others in material transactions

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To Equitable's knowledge, no director, or executive officer, or any of their associates or affiliates has or had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or will materially affect Equitable.

## Material contracts

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Except for the following and for the contracts described in the section "Three-Year History" above, there are no contracts, other than contracts entered into in the ordinary course of business, that are material to Equitable and that were entered into in the most recently completed financial year, or before the most recently completed financial year but that are still in effect:

On February 7, 2022, Equitable announced that its wholly-owned subsidiary Equitable Bank, had entered into a Share Purchase Agreement by which Equitable Bank will acquire a majority interest in Concentra Bank.

On February 9, 2022, Equitable entered into an agreement with a syndicate of underwriters for the issuance of 3,266,000 subscription receipts (including the exercised over-allotment option) on a bought deal basis, which were offered at a price of \$70.50 per subscription receipt for gross proceeds of approximately \$230 million. Equitable has also granted the syndicate of underwriters an Over-Allotment Option.

On March 29, 2022, Equitable entered into a credit agreement, with a major financial institution as administrative agent, a major financial institution as swingline lender and a syndicate of lenders (the "Credit Agreement"). The Credit Agreement is comprised of (i) a revolving term credit facility in the amount of \$75,000,000 maturing on March 28, 2025 and (ii) a three-year term loan credit facility in the amount of \$275,000,000. On March 29, 2022, the Company made a drawdown for the full amount available under the revolving term credit facility. Equitable expects to use a portion of the amounts available under such facilities to fund part of the purchase prices and expenses of the acquisition of Concentra Bank.

Copies of these documents are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Transfer agent and registrar

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Computershare Investor Services Inc. is the transfer agent and registrar for Equitable's common shares and Series 3 Preferred Shares at the following address: 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1.

## Experts

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Equitable's auditor is KPMG LLP and it is located at the Bay Adelaide Centre, 333 Bay Street, Suite 4600, Toronto, Ontario, M5H 2S5. KPMG LLP is independent of Equitable in accordance with the ethical requirements that are relevant to the audit of financial statements in Canada.

KPMG LLP has been Equitable's auditor since 2002. In 2018, Equitable's Audit Committee submitted the audit for tender as a matter of corporate governance. It received proposals from all the firms to which it sent the tender and decided, after a robust assessment, to remain with KPMG.

## Audit Committee information

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The following Audit Committee information is presented as of March 31, 2022.

### Composition of the Audit Committee

The following directors are members of the Audit Committee: Kishore Kapoor (Chair), Diane Giard, Lynn McDonald and Rowan Saunders. All members are financially literate and independent as defined by Canadian securities laws. The mandate of the Audit Committee is attached to this AIF as Schedule "A".

### Relevant education and experience of Audit Committee members

The education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities are as follows:

**Kishore Kapoor (Chair)** – Mr. Kapoor is the President and Chief Executive Officer of RF Capital Group Inc. Mr. Kapoor also serves as a director of RF Capital Group and Richardson Wealth. From May 2006 to March 2017, he served as a director of Manitoba Telecom Services and Audit Committee Chair. 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. He has been a member of Equitable's Audit Committee since November 2016 and the Committee Chair since May 2017.

**Diane Giard** – Ms. Giard, a Corporate Director, was Executive Vice-President, Personal and Commercial Banking and Marketing at the National Bank of Canada from March 2017 until her retirement in June 2018. She joined National Bank of Canada in 2011 as Executive Vice-President, Marketing and less than a year later became responsible for Personal & Commercial Banking. Ms. Giard has more than 30 years' experience in the banking industry, including several years at The Bank of Nova Scotia, which she joined in 1982 and where she held various executive positions of increasing responsibility including Senior Vice-President of Quebec & Eastern Ontario Region. Ms. Giard has a Bachelor's degree in Economics from Université de Montréal and a Master's in Business Administration from Université du Québec à Montréal. Ms. Giard was appointed a member of the Audit Committee in May 2021.

**Lynn McDonald** – Ms. McDonald, a Corporate Director, is a former Managing Director of CIBC World Markets and a former Deputy Minister and Executive Director of the Office of the Premier and Cabinet Office for the Ontario Government. She currently serves as an independent director of the Ontario Hospital Association and its wholly owned subsidiary, OHA Legacy Fund, where she also serves as Chair. She previously served as Chair of the Board of Frontier College, a national literacy organization, and as Chair of the College's Finance and Audit Committee. She is also a former director and Chair of the Finance and Audit Committee of Bridgepoint Active Care Foundation, and a former Governor of Trent University and Chair of the University's Investment and Audit Committee. Ms. McDonald earned a Bachelor of Arts (Honours) degree in Economics from the University of

Waterloo and is a member of the Institute of Corporate Directors. Ms. McDonald has been a member of Equitable's Audit Committee since May 2015.

**Rowan Saunders** – Mr. Saunders is President and Chief Executive Officer of Definity Financial Corporation and has been President and Chief Executive Officer of Economic Insurance since November 2016. Previously, he was President and Chief Executive Officer of Royal & Sun Alliance Insurance Company of Canada (RSA Canada) for over 12 years. Mr. Saunders is a past Chair, and a 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. Mr. Saunders has been a member of Equitable's Audit Committee since May 2013.

## Pre-approval policies and procedures

The Audit Committee has adopted a policy for the pre-approval of services that may be performed by Equitable's external auditor. The Policy specifies the scope of services permitted to be performed by the external auditor as well as those services they are prohibited from providing to ensure their independence is not compromised. The policy states all audit, audit-related and tax services shall be pre-approved by the Audit Committee, together with the associated fees for those services. The policy also delegates authority to the Chair of the Audit Committee to approve permissible non-audit services and their fees between Committee meetings and report such approval to the Audit Committee at its next scheduled meeting. On a quarterly basis, the Audit Committee is presented with a summary report of all services approved by the Audit Committee or the Committee Chair on a year-to-date basis that are currently underway or have been completed since the prior quarter's report, as well as details of any proposed engagement for consideration by the Committee. In making its determination regarding the services to be performed by the external auditor, the Committee considers compliance with applicable legal and regulatory requirements as well as whether the provision of the services could negatively impact auditor independence. The policy does not delegate any responsibilities of the Audit Committee to Equitable's management.

## External auditor service fees

**Table 3: External auditor service fees**

(\$000s)	2021 <sup>(1)(2)</sup>	2020 <sup>(1)(2)</sup>
Audit fees	695,700	581,900
Audit-related fees	171,000	158,500
Tax fees	35,800	49,600
Other fees	200,000	4,000
<b>Total</b>	<b>1,102,500</b>	794,000

(1) Amounts exclude CPAB fees and HST. (2) In accordance with the respective Engagement Letters, the fees reported above are subject to a technology and support charge in the amount of \$77,175.

## Audit fees

Audit fees include amounts paid or accrued for professional services rendered by the auditors in connection with the audit of Equitable's annual consolidated financial statements, the review of its interim financial statements, and accounting advisory services related to the audited financial statements.

### ***Audit-related fees***

Audit-related fees relate to specified procedures reports to support Equitable's participation in CMHC-sponsored securitization programs, translation and consent letters for Equitable's shelf-prospectus, AMF Reporting, and support for Equitable Trust's CMHC Issuer Application.

### ***Tax fees***

Tax fees paid for professional services primarily related to the review of Equitable and its subsidiaries' corporate tax returns and commodity tax return.

### ***Other fees***

Other fees relate to due diligence services in support of the acquisition of Concentra Bank.

## **Additional information**

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Additional information relating to Equitable may be found on SEDAR and on its website: [www.sedar.com](http://www.sedar.com) and [www.equitablebank.ca](http://www.equitablebank.ca).

Additional financial information is provided in Equitable's audited Consolidated Financial Statements and MD&A for the year ended December 31, 2021. Information related to directors' and officers' remuneration and indebtedness, principal holders of Equitable's securities, and securities authorized for issuance under equity compensation plans is contained in Equitable's Management Information Circular for its most recent annual meeting of shareholders. All of these documents can be obtained from SEDAR or from Equitable's corporate website.

Copies of the reports referred to in this section may be obtained from Equitable's Corporate Secretary's office at Equitable Bank Tower, 30 St. Clair Avenue West, Suite 700, Toronto, Ontario, M4V 3A1 or by contacting the Equitable at: [investor\\_enquiry@eqbank.ca](mailto:investor_enquiry@eqbank.ca)



# Schedule "A"

## **Audit Committee mandate**

This mandate provides terms of reference for the Audit Committee of Equitable Group Inc. and its wholly-owned subsidiary, Equitable Bank (collectively Equitable or the Bank).

### **A. ROLE**

1. The role of the Audit Committee (the "Committee") is to assist the Board of Directors in its oversight of:
  - (i) the quality and integrity of Equitable's financial statements and related management's discussion and analysis and reliable, accurate and clear financial reporting to shareholders;
  - (ii) reviewing the qualifications, independence and service quality of the external auditors;
  - (iii) overseeing the design and effectiveness of internal controls, including internal controls over financial reporting and disclosure controls; and
  - (iv) overseeing the Internal Audit and Finance functions and evaluating their effectiveness.
2. To perform such other duties as may be delegated to the Committee by the Board from time to time.
3. To act as the audit committee for any federally regulated subsidiary of the Bank that requires an audit committee under applicable law.

### **B. ACCOUNTABILITIES AND RESPONSIBILITIES**

The Committee shall have the accountabilities and responsibilities set out below:

#### **Financial Reporting**

1. Review and recommend for Board approval and disclosure to the public the interim and annual consolidated financial statements of Equitable Group Inc. and the related management's discussion and analysis (MD&A), the annual financial statements of the Bank, and the external auditor's opinion on these financial statements. Satisfy itself that the financial statements present fairly the financial position, results of operations, and cash flows of Equitable.
2. As part of these reviews, the Committee should discuss with management and the external auditor:
  - a) key areas of risk for material misstatement of the financial statements, including critical accounting policies, models and estimates and other areas of measurement uncertainty or judgment underlying the financial statements and MD&A;
  - b) areas requiring significant auditor judgment as it relates to their evaluation of accounting policies, accounting estimates and financial statement disclosures;
  - c) whether estimates/models and judgments made by management are within an acceptable range and in accordance with International Financial Reporting Standards and industry practice;
  - d) any material proposed changes in accounting standards or regulations relevant to Equitable's financial statements;
  - e) significant or unusual transactions, and the impact of material subsequent events between the reporting date and the approval date on the financial statements and the MD&A;

- f) reports prepared by the external auditor for the Committee summarizing their key findings and required communications in respect of the annual audit and interim reviews; and
  - g) tax matters that are material to the financial statements.
3. Review for and recommend for Board approval, earnings news releases or other material financial news releases.
  4. Review financial information and any earnings guidance provided to analysts and any rating agencies prior to public disclosure.
  5. Keep abreast of trends and best practices in financial reporting including considering, as they arise, topical issues and their application to the Equitable.
  6. Review any investment or transaction that could adversely affect the well-being of Equitable.
  7. Review and recommend for Board approval the Annual Information Form.
  8. Review and assess the adequacy of procedures for the review of financial information extracted or derived from the financial statements that is to be publicly disclosed and has not otherwise been reviewed by the Committee.
  9. Review the process relating to, and the certifications of, the Chief Executive Officer and the Chief Financial Officer on the integrity of Equitable's interim and annual financial statements and other disclosure documents as required.
  10. Review with Management any litigation claim or other contingency that could have a material impact on Equitable's financial statements.

### **Internal Controls**

1. Require management to implement and maintain appropriate internal control processes and procedures, including internal controls over financial reporting and disclosure, and controls related to the prevention, identification and detection of fraud, as part of the Bank's Internal Control Framework, and review, evaluate and approve these procedures.
2. Review the external auditor's annual report on Equitable's internal controls over financial reporting.
3. Review reports from management and Internal Audit on the design and operating effectiveness of internal controls, adequacy of reporting practices, disclosure controls, and any significant control breakdowns, including any reports concerning significant deficiencies and material weaknesses in the design or operation of internal controls.
4. Discuss with the external auditor the adequacy and effectiveness of the Bank's controls related to the prevention, identification and detection of fraud;
5. Review as required correspondence relating to inquiries or investigations by regulators concerning internal controls.
6. Review and approve the procedures established for the receipt, retention and treatment of complaints received by Equitable regarding accounting, internal accounting controls or auditing matters, including

confidential, anonymous submissions from employees as part of Equitable's Whistleblower Policy, and receive reports from the Chief Compliance Officer as required under this Policy.

### **Internal Audit Function**

1. Review and approve at least annually the organizational structure, resources and budget of the Internal Audit function.
2. Approve the appointment or removal of the Vice-President of Internal Audit.
3. Review and approve annually the mandate of Internal Audit (developed in accordance with the professional standards of the Institute of Internal Auditors) and review the annual independence attestation.
4. Review and approve the annual audit plan (including the risk assessment methodology), and any significant changes thereto, and satisfy itself that the plan is appropriate, risk-based and addresses all relevant activities and significant risks over a measurable cycle.
5. Annually assess the effectiveness and performance of the Vice-President of Internal Audit, taking into account the objectivity and independence of the Internal Audit function and any regulatory findings with respect to the Internal Audit function, taking into consideration the objectivity and independence of the Internal Audit function, and provide the results to the Chief Executive Officer as input into the compensation approval process.
6. Ensure the Vice-President of Internal Audit has unfettered access and a direct reporting line to the Audit Committee to raise any internal audit, organizational or industry issues or issues with respect to the relationship and interaction between Internal Audit, management, the external auditor and/or regulators.
7. Review on a quarterly basis the status of the audit plan and audit reports prepared by the Vice-President of Internal Audit, including any significant issues reported to management and management's response and/or corrective actions, and ensure that Internal Audit's recommendations are acted upon within an appropriate timeframe.
8. Discuss with the Vice-President of Internal Audit the operating effectiveness of Equitable's internal controls, risk management and governance systems and processes.
9. Review any difficulties encountered by Internal Audit in the course of internal audits, including any restrictions on audit scope or access to required information.
10. Review the results of independent quality assurance review of the Internal Audit function conducted at least every five years.
11. Oversee that deficiencies identified by supervisory authorities related to the Internal Audit function are remedied within an appropriate timeframe and report to the Board on the progress of necessary corrective actions.

## External Auditor

1. Oversee the work of the external auditor who reports directly to the Audit Committee.
2. Review and approve the external auditor's engagement letter and annual audit plan, ensuring the audit plan is risk-based and covers all relevant activities over a measurable cycle, and monitor the plan's execution. Review with the external auditor any proposed change to the scope of the plan, including any change to the materiality level, and ensure that the work of the internal and external auditors is coordinated.
3. Review and recommend to the Board for approval the annual fee for the audit of Equitable's financial statements. As part of this review the Committee should satisfy itself that the level of audit fees is commensurate with the scope of work undertaken and that any fee reduction continues to ensure a quality audit.
4. Review a formal written statement from the external auditor delineating all relationships between the external auditor and Equitable that may impact its independence and objectivity, consistent with the rules of professional conduct of the Canadian provincial chartered accountants' institutes or other regulatory bodies, as applicable.
5. Review and assess, at least annually, the qualifications, effectiveness, independence and service quality provided by the external auditor, including a review and assessment of the lead audit partner, taking into consideration the opinions of management and Internal Audit, and any concerns raised by Equitable's regulators about the external auditor's independence. Discuss the findings of the assessment with the external auditor and report on the overall effectiveness of the external auditor to the Board.
6. Recommend to the Board for shareholder approval, the appointment of the external auditor. The Committee shall also recommend for Board approval the termination of the external auditor.
7. Conduct a comprehensive review of the external auditor at least every 5 years. As part of this review, the Committee should periodically consider whether to put the external audit contract out for tender, taking into consideration the length of the current audit firm's tenure and the risks it may pose to the audit firm's objectivity and independence, and approve the criteria for tendering the contract.
8. Approve, in accordance with the established pre-approval policy, any service to be provided by the external auditor to Equitable or its subsidiaries, including audit and audit-related services and permitted tax and non-audit services.
9. Delegate the authority to pre-approve non-audit services to a member of the Committee;
10. Review any audit or non-audit service pre-approved by the delegate of the Committee.
11. Review at least annually the total fees billed and paid to the external auditor by the required categories.
12. Review and discuss with the external auditor annually the Canadian Public Accountability Board's public report and any findings specific to an inspection of Equitable's audit.
13. Review at least annually a report from the external auditor which describes or includes:
  - (i) the firm's internal quality control practices and procedures;

- (ii) any material issues raised by their most recent internal quality control review, peer review, or by governmental or professional inquiry or investigation within the preceding five years regarding one or more independent audits carried out by the external auditor and any steps taken to deal with such issues.
14. Monitor the rotation plan for partners on the audit engagement.
  15. Review and approve policies and procedures for the employment of current or former partners or employees of the current or former external auditor, as required by applicable laws.
  16. Review with the external auditor any issues or difficulties and management's response, and resolve any disputes between the external auditor and management.
  17. Review all substantive correspondence between the external auditor and management about audit findings.
  18. Review and approve transfers of tax liability between Equitable Group Inc. and the Bank pursuant to Canadian tax laws.

### **Finance Function**

1. Review and approve at least annually the organizational structure, resources and budget of the Finance function.
2. Approve the appointment or removal of the Chief Financial Officer.
3. Review and approve annually the mandate of the Chief Financial Officer.
4. Annually assess the effectiveness and performance of the Chief Financial Officer, taking into account any regulatory findings with respect to the Finance function, and convey the results to the Chief Executive Officer as input into the compensation approval process.
5. Periodically engage an independent third party to assess the effectiveness of the Finance function, review the results of that assessment and Management's response, and report such results to the Board.
6. Oversee that any deficiencies identified related to the Finance function are remedied within an appropriate time frame and report to the Board on the progress of necessary corrective actions.
7. Ensure the Chief Financial Officer has unfettered access and a functional reporting line to the Committee to raise any financial reporting issues or issues with respect to the relationship and interaction among the Finance Department, management, the external auditor and/or regulators.

### **Other**

1. Review such returns of the Bank as the Superintendent of Financial Institutions may specify.
2. Review and assess the adequacy of this mandate at least annually and where necessary, recommend changes to the Board for approval.
3. Annually evaluate the Committee's effectiveness with respect to this mandate.

4. Participate as required or as determined by the Committee Chair in internal or external educational sessions to enhance familiarity with the Committee's responsibilities. The Bank shall provide appropriate funding for such sessions.
5. Have unrestricted access to the external auditor, management and employees of Equitable and have the authority to retain and terminate external counsel and other advisors to assist it in fulfilling its responsibilities, at the expense of the Bank. The Committee shall also have access to any and all books and records.
6. Perform such other functions and tasks imposed on the Committee by regulatory requirements or delegated to it by the Board.
7. Prepare a report on its activities on an annual basis for inclusion in Equitable Group Inc.'s Management Information Circular.

### **C. MEMBERSHIP**

1. The Committee shall consist of a minimum of three independent directors, as defined in applicable laws, rules and regulations and pursuant to the director independence policy. No member of the Committee may be an officer or employee of the Bank or its subsidiary or affiliates. No members of the Committee may be a person who is "affiliated" with the Bank as such term is defined in the *Bank Act*.
2. Each Committee member must be financially literate or become financially literate within a reasonable period of time after appointment to the Committee. Financially literate means the ability to read and understand financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by Equitable's financial statements.
3. Committee members are appointed annually by the Board upon the recommendation of the Governance and Nominating Committee, with such appointments to take effect immediately following the annual meeting of shareholders. Members shall hold office until their successors are appointed, or until they cease to be directors of Equitable.

### **D. VACANCIES**

1. Vacancies may be filled for the remainder of the current term of appointment of Committee members by the Board.

### **E. CHAIR AND SECRETARY**

1. The Board shall appoint from the Committee membership, a Chair for the Committee who shall preside at all meetings. In the absence of the appointed Chair, the Committee members may appoint a Chair from the members to preside at that meeting. The Chair shall work with management to develop the Committee's meeting agendas and annual workplan.
2. The Corporate Secretary, or their designate shall act as secretary at Committee meetings and record and maintain minutes of all meetings of the Committee and subsequently present them to the Committee for approval.

## **F. MEETINGS AND QUORUM**

1. The Committee shall meet at least quarterly, or more frequently as circumstances dictate to carry out its mandate. Meetings shall be convened at such times, places and in such a manner as determined by the Committee Chair.
2. Meetings of the Committee may be called by the Committee Chair, by any 2 Committee members, or by the external auditor. Members may participate in meetings in person or by telephone, electronic or other communication facilities. A member participating by such means is deemed to be present at that meeting.
3. The Committee may invite any director, officer or employee or any other person to attend meetings to assist the Committee with its deliberations.
4. Notice of Committee meetings shall be sent to each Committee member in writing or by telephone or electronic means, at least 24 hours before the time and date set for the meeting, at the member's contact information recorded with the Corporate Secretary. A member may in any manner waive notice of a meeting of the Committee and attendance at a meeting is a waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is now lawfully called.
5. Notice of each Committee meeting shall also be given to the external auditor and the Internal Auditor, to attend and be heard at each meeting.
6. Quorum for a meeting of the Committee shall be a majority of its members, subject to a minimum of two members.
7. Written resolutions in lieu of a meeting of the Bank's Audit Committee are permitted solely in accordance with the *Bank Act* (Canada).
8. Matters decided by the Committee shall be by majority vote.
9. The Committee shall meet at the beginning and/or at the end of each regularly scheduled meeting with only members of the Committee and the Chair of the Board present. The Committee shall also meet in separate private sessions with each of the external auditor, the head of Internal Audit and the Chief Financial Officer.

## **G. REPORT TO THE BOARD**

1. The Committee Chair shall report to the Board after each Committee meeting on material matters reviewed by, and recommendations made by, the Committee.

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**This mandate was last reviewed and approved by the Board on November 1, 2021.**