

Report to Securityholders
Compass Portfolios and ATBIS Pools

March 14, 2024

Dear Securityholder:

Please find enclosed our Report to the Securityholders as the Independent Review Committee (the “IRC”) for the Compass Portfolios and the ATBIS Pools (the “Investment Funds”) managed by ATB Investment Management Inc. (“ATBIM” or the “Manager”). A list of the Investment Funds is included in this Report.

The IRC was formed pursuant to National Instrument 81-107 *Independent Review Committee for Investment Funds* (“NI 81-107”) issued by the Canadian Securities Administrators. NI 81-107 requires that conflict of interest matters (the “Conflicts”) identified by the Manager be referred to the IRC for its recommendation or approval, depending on the nature of the Conflict. Conflicts arise when the interests of the Manager and those of the securityholders of the Investment Funds are not necessarily the same. In such circumstances, the Manager is required to establish Policies and Procedures that will ensure that any potential Conflicts will be appropriately resolved and that the Manager will act in the best interests of the securityholders of the Investment Funds. For each Conflict referred to the IRC by the Manager, the IRC’s responsibility is to determine if the Manager’s proposed action achieves a fair and reasonable result for the Investment Funds. The Manager is not required to refer Conflicts to the IRC each time one arises if it complies with the terms of the Policies and Procedures that are then in effect.

Individuals appointed to the IRC have experience in a variety of areas, including mutual funds, investment management, financial institutions, as well as executive-level practice in the operations, legal and accounting fields. In particular, they all have extensive experience working within a regulatory environment. The IRC adheres to a written charter and convenes to review the Conflicts referred by the Manager and the Manager’s Policies and Procedures related to such Conflicts at regular meetings and as required otherwise. The IRC provides standing instructions to the Manager, effectively requiring the Manager to comply with its Policies and Procedures when dealing with the identified Conflicts, and to provide the IRC with periodic reports from the Manager indicating whether or not such Policies and Procedures are being complied with.

NI 81-107 requires the IRC to conduct an annual assessment of certain matters including the adequacy and effectiveness of the Manager’s Policies and Procedures relating to Conflicts and to conduct a self-assessment of the IRC’s independence, compensation and effectiveness.

The IRC continues to work with the Manager to serve in the best interests of the Investment Funds.

(signed) "Michael Godwin"

Michael Godwin

Chair, Independent Review Committee

Introduction

The IRC for the Investment Funds managed by ATBIM was formed on May 1, 2007 pursuant to NI 81-107 and became operational on August 24, 2007.

The information in this report is for the period from January 1, 2023 to December 31, 2023, the financial year-end of the Investment Funds.

IRC Members

Member of the IRC	Initial Appointment	Last Re-appointment	Expiry of Term
Michael Godwin Chair Calgary, AB	September 28, 2018	September 28, 2023	September 28, 2024
Suzanne Hathaway Toronto, ON	May 6, 2016	December 12, 2022	May 6, 2024
Robert Waters Calgary, AB	May 6, 2016	December 12, 2022	May 6, 2024
Randy Henderson NanOOSE Bay, BC	April 1, 2022		April 1, 2025
Carol Devenny, Ottawa, ON	June 1, 2023		June 1, 2026

Each of the IRC members is independent of the Investment Funds, the Manager, and any person or company related to the Manager. There was no relationship during the period that may cause a reasonable person to question an IRC's member's independence under NI 81-107.

Regulatory Compliance Experience of Members

IRC members have the following regulatory compliance experience:

Michael Godwin - Mr. Godwin has significant experience as an audit partner and leader of a financial services practice, in Alberta, of a national audit firm prior to his retirement in 2017. Mr. Godwin has been responsible for clients in banking, insurance, investment management and funds and broker-dealers, which were subject to a variety of provincial and federal regulation. Mr. Godwin has over 30 years of experience on audits of financial institutions of varying sizes and complexity, both public and private companies. Mr. Godwin also has extensive experience in meeting with audit committees and boards of financial services companies and advising on matters affecting financial institutions in addition to audit reporting matters, such as credit processes and risk management, regulatory compliance, derivative instruments and in reporting on internal controls. He obtained his ICD.D in 2019. He is currently a member and Chair of the Audit Committee of the Province of Alberta.

Suzanne Hathaway - Ms. Hathaway has over 25 years of professional experience, including 20 years as a practicing lawyer. As a senior executive of a reporting issuer, Ms. Hathaway has extensive experience in securities and corporate governance, as well as a broad range of compliance matters, including health and safety, environmental, business conduct, internal controls and disclosure controls. Ms. Hathaway also has a track record of leading interdisciplinary teams in capital raising, continuous disclosure and reporting, environmental performance and integrated risk management.

Robert Waters - Mr. Waters has over 30 years of experience with both public and private oil & gas companies, and he has over 20 years' experience as a Senior Vice President and Chief Financial Officer. He has been responsible for capital markets, finance, accounting, information systems, investor relations, human resources, and tax. Mr. Waters has been involved in the preparation of disclosure documentation for securities regulations. He is also familiar with internal controls and public disclosure requirements.

Randy Henderson - Mr. Henderson is a Chartered Accountant, Corporate Director and former Chief Financial Officer of significant Canadian publicly-traded and private entities. He has over 30 years of experience in strategic and financial leadership, governance, regulatory affairs, corporate development, tax, capital markets filings and fund raising, risk and pension management, financial reporting, and international operations. He obtained his ICD.D certification in 2009. He has chaired the board and audit committees of several corporations and served as a member and as Chairman of the Audit Committee of the Province of Alberta.

Carol Devenny - Ms. Devenny retired as a PricewaterhouseCoopers LLP (PwC) Ottawa partner in June 2020 and immediately joined the Equality Fund as their CFO. She joined the Board of Directors of State Street Canada Trust in 2020 and was appointed the Chair of the Finance and Audit Committee six months later. Ms. Devenny has over 38 years of experience as a professional accountant and many years in the financial services industry. She also has a long history of volunteering on Not for Profits Board where she often chaired the Audit Committee. She obtained her ICD.D in 2017 and completed the Women's Director Development Program at Kellogg School of Management at Northwestern University in 2019.

Holdings of Securities

As required, IRC members are careful in remaining independent and are transparent in their personal holdings of the Investment Funds.

1. Investment Funds

As of December 31, 2023, the percentage of the units of each class or series of the Investment Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10% of the outstanding units of any class or series of any Investment Funds.

2. Manager

As of December 31, 2023, no member of the IRC owned beneficially, directly or indirectly, in aggregate, any class or series of voting or equity securities of ATBIM.

3. Service Providers

As of December 31, 2023, no member of the IRC owned beneficially, directly or indirectly, in aggregate, any class or series of voting or equity securities of any person or company that provides services to the Investment Funds or to ATBIM with respect to its fund business. This excludes all registered and/or managed accounts.

IRC Compensation and Indemnities

The members of the IRC are entitled to be compensated and indemnified by the Investment Funds in appropriate circumstances. Effective January 1, 2023, the compensation for the Chair and other members of the IRC was \$24,000, and \$19,750, respectively. No IRC expenses were reimbursed in 2023. The aggregate compensation paid by the Investment Funds to the IRC in 2023 was \$105,625. The compensation costs have been apportioned amongst the Investment Funds.

No indemnities were paid to IRC members by the Investment Funds during the period.

The initial compensation paid to the IRC was set by ATBIM. At least annually, the IRC will review its compensation considering the following:

1. ATBIM's recommendation;
2. Total number, nature, and complexity of Investment Funds overseen;
3. Size of each Investment Fund overseen;
4. Time required to serve as a member of the IRC;
5. Number of times the IRC meets;
6. The best interests in the Investment Funds; and
7. Industry best practices, including surveys of compensation and industry averages paid to independent review committees by Canadian investment funds.

The IRC also considers the experience of IRC members and whether compensation levels would allow the IRC to attract and retain qualified candidates.

Charter

The IRC has adopted and reviews on at least an annual basis, a written charter that includes its mandate, responsibilities and functions, and the policies and procedures it will follow when performing its functions. On March 14, 2024, the IRC reviewed and approved the charter.

Conflict of Interest Matters

The IRC is not aware of any instance when the Manager acted in a conflict of interest matter referred by the Manager to the IRC but did not meet a condition imposed by the IRC in its recommendation.

Nor is the IRC aware of any instance when the Manager acted in a conflict of interest matter referred by the Manager to the IRC for which the IRC did not give a positive recommendation.

It is the responsibility of the Manager to report to the IRC any instance where the Manager does not meet a condition set by the IRC, or follow a recommendation provided by the IRC.

Recommendations and Standing Instructions

During the period of January 1, 2023, and ending December 31, 2023, the Manager relied on the following recommendations and approvals granted by the IRC:

1. On an ongoing basis, to comply with the Manager's written policies and procedures in regard to conflict of interest matters established under section 2.2 of NI 81-107 (Standing Instruction No. 1); and
2. On an ongoing basis, to report to the IRC any non-compliance with the Manager's written policies and procedures in regard to conflict of interest matters established under section 2.2 of NI 81-107 (Standing Instruction No. 2).

Positive Recommendations Relied on During the Period

During the period, the Manager relied on positive recommendations or standing instructions granted by the IRC with respect to the following conflicts of interest matters addressed by the described policies & procedures:

1. Fund net asset value calculations, asset valuation and NAV error corrections
2. Best execution and directed commissions
3. Trade error corrections
4. Personal trading
5. Gifts & entertainment
6. Outside activities
7. Fund benchmark changes
8. Short term trading fees

9. Allocation of fund operating expenses
10. Proxy voting
11. Fair allocation of investments
12. Related party transactions
13. Securities lending
14. Sub-advisor selection & monitoring
15. Portfolio management & investment decisions
16. Sales practices and dealer arrangements
17. Engaging third party service providers

Additional Information

Securityholders who would like additional details regarding the activities of the IRC may contact the Manager at 1-855-386-2282 or email atbimservice@atb.com. Questions for members of the IRC will be appropriately directed to our attention.

List of Funds (as at December 31, 2023)

Compass Conservative Portfolio

Compass Conservative Balanced Portfolio

Compass Balanced Portfolio

Compass Balanced Growth Portfolio

Compass Growth Portfolio

Compass Maximum Growth Portfolio

ATBIS Fixed Income Pool

ATBIS Canadian Equity Pool

ATBIS U.S. Equity Pool

ATBIS International Equity Pool

Series A, F1, O and P units