

Code of Conduct

1.0 Introduction and Who Does the Code Apply to?

At the Alberta Teachers' Retirement Fund Board ("**ATRF**"), we have a position of trust in our community – to the members of our **Plans**, the **Plan Sponsors**, and to the public. To keep the trust that is vested in our organization, we are committed to conducting ourselves with the highest standards of ethics, integrity, and professionalism both officially as representatives of ATRF and in our personal relations. We need to be vigilant to avoid conflicts of interest – whether they are actual conflicts, or simply create the perception of one. This Code of Conduct (the "**Code**") sets out our expectations for how ATRF colleagues and members of the ATRF Board conduct ourselves.

If you're unsure about any aspect of this Code or whether a real or perceived conflict of interest exists, ask either ATRF's Chief Executive Officer (the "**CEO**") or the General Counsel for clarification. ATRF **Board Members** and the CEO should clarify with the Board Chair, and the Board Chair with the Vice-Chair. Please refer to section 11.3 for a suggested approach regarding who best to contact about disclosure.

The Code applies to **Board Members** and employees of ATRF, unless any individual has been granted an exemption from the Ethics Commissioner. To the extent that the Ethics Commission has exempted a person (or people) from the Code, or parts of the Code, the Code (or a part of the Code) will not apply to the person granted such an exemption.

2.0 Definitions

2.1 Other than meanings provided in this section 2.0, the meanings of capitalized terms in bold as the context requires are provided in **Appendix A** found at the end of this document.

2.2 This Code often refers to your "**Private Interests**". A **Private Interest** is one that is unique to you, or your **Relatives** or **Associates**. It does not mean an interest that would apply to all ATRF Board members or employees or members of the general public. Some examples of a **Private Interest** are:

- a volunteer or paid job with an outside organization;
- a financial investment; or
- any other matter concerning personal finances.

A **Private Interest** does not include something that:

- applies generally;
- affects an individual because they are a member of a broader public group (e.g. community or religious groups);

- has to do with your pay or benefits; or
- is trivial.

2.3 This Code often refers to a person being an “**Associate**” of, or being “**Associated**” with, another person. Some examples of an **Associate** or being **Associated** with someone are:

- Your **Spouse** or adult interdependent partner (as defined in the *Adult Interdependent Relationship Act* (Alberta) as defined in **Appendix A**) is an Associate;
- If you are a director or **Senior Officer** of a corporation that has share capital and carries on business or activities for profit or gain, you are **Associated** with that corporation;
- If you own, or are the beneficial owner of, shares in a **Private Corporation** that carries on business or activities for profit or gain, you are **Associated** with that **Private Corporation**;
- If you are a partner in a partnership, or if you are **Associated** with a corporation or **Private Corporation** that is a partner in a partnership, you are **Associated** with that partnership; or
- If a person or group of persons act with your express or implied consent, you are an **Associate** of that person or group.

3.0 Acknowledging the Code

We regularly acknowledge that we understand and agree to follow the Code, and that we are not aware of any Code violations. This duty is ongoing. When you start your employment at ATRF or if you are appointed to the Board, you will complete and sign the Certification Form attached at the end of this Code to confirm that you understand and will abide by the Code. At the beginning of every fiscal year, you will sign the Certification Form to re-confirm your agreement to abide by it while you are at ATRF, and to acknowledge that you are not aware of any Code violations, and if so, you will take the steps provided here to disclose such violation.

4.0 Complying with Law

You must always comply with both the letter and the spirit of all laws that apply to your role at ATRF. This means that you should also avoid any situation that could be perceived as improper or indicate a casual attitude towards compliance. You are expected to be sufficiently familiar with any legislation that applies to your role at ATRF. This familiarity is important so that you can recognize potential liabilities and know when you should seek legal advice.

Related ATRF Policies

Fraud Risk Policy

Public Interest Disclosure Policy – Whistleblower Policy

5.0 Avoiding Conflicts of Interest

5.1 A real conflict of interest arises where one or more of your **Private Interests** interfere with your ability to perform your role for ATRF objectively and without bias. The interfering **Private Interest(s)** may be your own, or the **Private Interest(s)** of a **Relative** or **Associate**.

An apparent or perceived conflict of interest arises if an outside observer could reasonably conclude that you had a real conflict of interest (even if no actual conflict exists).

These situations can be difficult to predict, but we need to be on guard for conflicts (or potential conflicts), and do our best to avoid them or manage them, whether or not the situation is specifically mentioned in this Code.

5.2 We must always perform our duties for ATRF impartially. This means always refraining from:

- using your ATRF position or duties to act in your own self-interest or to further any of the **Private Interests** of yourself, your **Relatives** or **Associates**;
- using your ATRF position or duties to engage in any transaction or arrangement for your own benefit or for the benefit of someone else, or using ATRF information that is confidential or not generally disclosed to receive a benefit for yourself or someone else. (Please refer to Section 7.0 – Receiving Gifts, Entertainment and Other Benefits for more detail on these situations);
- taking any action that a reasonably informed person could conclude or perceive that:
 - i. you used your ATRF position for personal benefit, gain or profit;
 - ii. you used your ATRF position such that someone received preferential treatment;
 - iii. you did not act impartially or objectively in carrying out your duties; or
 - iv. the public may or has lost confidence in ATRF's integrity; or that action influenced negotiations or transactions between ATRF and its suppliers, contractors, clients, or other parties for your personal benefit or that of a **Relative** or **Associate**.

5.3 When considering any course of action, ask yourself the following questions:

- ***Is it fair?*** What are the short and long-term consequences of your decision or proposed course of action on yourself and others? How might someone else react?
- ***Is it right or ethical?*** What would you think if you had to justify your decision or proposed course of action to your family, a **Plan Member** or the media?
- ***Is it legal?*** If you are not sure, should you seek legal advice?

For assistance with any of these questions please consult with the General Counsel.

Additional questions to consider:

- Would the decision/action conflict with the best interests of ATRF, **Plan Members** and the **Plan Sponsors**?
- Would the decision/action give you some **personal benefit** or right (e.g. a financial advantage, or a favour) that could influence how you act or perform your role in the future?
- Would someone else think that the decision/action would give you a benefit that could influence how you act or perform your role in the future?
- If the public found out about your decision/action, would the public expect this is a reasonable way that ATRF does its business?

5.4 Use your utmost care to ensure that you do not have financial or other **Private Interest** that could conflict with your duties at ATRF. We must be vigilant to ensure that our activities outside of ATRF do not create the impression that ATRF cannot provide its services impartially. This may mean that you reduce your participation in or avoid certain personal activities to avoid real or apparent conflicts of interest.

5.5 Avoid putting yourself in the position where you are or feel obligated to another person, even a colleague or fellow **Board** member, who could benefit from special considerations or favours, or try to use their connection to ATRF to gain special treatment with third parties.

6.0 **Disclosing Conflicts of Interest that Arise**

6.1 If you think you have a real or apparent conflict of interest, you must disclose it promptly to a member of the **Executive Leadership Team**, the CEO, or the General Counsel depending on what is most comfortable for you. If you are a member of the

ATRF Board or you are the CEO, your disclosure should be directed to the Board Chair and the General Counsel. The Board Chair discloses to the Board Vice-Chair and General Counsel. (Please see section 11.1 to guide you of who best to disclose Code matters.)

Conflict disclosures should include all details necessary to allow the person hearing the potential or real conflict, as applicable, to fully understand the nature and extent of the conflict of interest. That person may request additional details, which you should provide promptly. Subject to section 6.2 below, those who have received disclosure about a conflict of interest may escalate it to the General Counsel, CEO, Chair, or Vice-Chair as the case may be, or will make a reasonable decision as to whether a conflict exists, and if so, what steps should be taken to resolve or manage the conflict, which may include recusing yourself from the activity or decision.

- 6.2 Where potential conflicts are disclosed by a Board member or the CEO, the determinations as to whether a conflict of interest exists, and the steps to be taken to resolve or manage such conflict may be made independently by the Board Chair or, at the request of the Board Chair or Vice-Chair, as the case may be, by a majority vote of the ATRF Board (excluding the **Board Member** to whom the potential conflict of interest applies). Such steps may include preventing the conflicted individual from being present during the related discussions or any voting related to the conflicting issue.
- 6.3 In the case of a conflict of interest of an employee other than the CEO, the person who receives the disclosed conflict shall decide whether the conflict of interest exists and the steps to be taken by the employee to resolve or manage such conflict of interest. The relevant employee shall take such steps as that person determines or as directed by the CEO or General Counsel as the case may be.
- 6.4 Conflicts of interest that have been disclosed, resolved, or managed will be reported to the General Counsel or the CEO, as the case may be, which in turn will be reported to the ATRF Board.

7.0 Receiving Gifts, Entertainment, and Other Benefits

- 7.1 Receiving a gift, entertainment, or other benefit from people or organizations outside of ATRF, can also give rise to real or apparent conflicts of interest. At ATRF, we discourage vendors from offering gifts, favours, or other potential benefits that could be construed as an inducement, and we try to stress the importance of our Code in maintaining our positions of trust in the community, including conducting business relationships with integrity. If you receive a gift or are offered a gift, entertainment or other benefit, use your judgment to consider whether someone

could interpret the offer as a conflict. (Remember: Is it fair? Is it right or ethical? Is it legal?)

- 7.2** You may not accept or have anyone else accept on your behalf, any gifts (e.g. gift certificates, memberships, free/discounted tickets to sporting, or cultural events), entertainment (including meals or drinks, or hosted events), or other benefits (e.g. any commissions, fees, salary, payments or securities, or preferential treatment or pricing) from another person or organization that could create a real or apparent conflict of interest other than if they
- a. are not cash or cash-like (for example, cheques);
 - b. are infrequent;
 - c. are considered to be within normal industry standards of courtesy, hospitality, or business protocol;
 - d. do not compromise or appear to compromise anyone's integrity or objectivity, whether you, ATRF, or anyone else;
 - e. are valued at less than \$300; and
 - f. are valued at less than \$600 in total from the same source over a calendar year.
- 7.3** If you are unsure whether a gift, entertainment, or other benefit is permitted, or if it is impossible to return or refuse, ask for clarification. In some circumstances, the CEO (or in the case of the CEO or members of the ATRF Board, the Board Chair or the Vice-Chair as the case may be) can provide prior approval for gifts, entertainment, or other benefits that would otherwise not be permitted. This approval may be provided where ATRF derives a benefit that would warrant an exemption.

8.0 Protecting Confidential and Proprietary Information

- 8.1** Confidential information includes personal information about ATRF **Board Members**, staff, employers, and **Plan Members**, as well as sensitive information about ATRF business (e.g. **Board** deliberations, proprietary, technical, business and/or financial information).
- 8.2** ATRF is committed to keeping the trust of both our **Plan Members** and **Plan Sponsors**, as well as other stakeholders including the public. During your role at ATRF, you may encounter confidential or restricted information about ATRF's business or its **Plan Members**. It is extremely important that you protect this information and keep it confidential. To protect our confidential or restricted information:

- Avoid discussing confidential or restricted information or ATRF business with anyone outside of ATRF, unless it is required as part of the particular activity (e.g. discussing business with consultants who have been engaged by ATRF for a business purpose).
- Avoid providing or giving access to information or documents to people who are not authorized (e.g. use secure file-sharing when sending sensitive information.)
- Take precautions to protect confidential information against loss, theft, alteration, or misuse (e.g. lock your computer when leaving your desk and do not leave confidential documents visible). If you speak or write publicly (e.g. at a conference or in an article), you are responsible for ensuring that no confidential ATRF information is released.

You must also keep this information confidential after you no longer work for ATRF or are no longer appointed to the ATRF Board.

Related ATRF Policies

Social Media Policy

External Communications Policy

Use of technology and Information Management policies

9.0 Activities or Employment Outside of your ATRF Role

9.1 Personal activities outside of your work or duties at ATRF must not conflict with your ATRF role. If, outside of your ATRF role, you have:

- One or more paid board appointment or business undertaking;
- are elected to a school jurisdiction office; or
- additional employment (including self-employment),

you should ensure that the outside activity or activities does not cause a real or apparent conflict of interest. Real or apparent conflicts of interest could arise where the outside activity:

- appears to be officially related to ATRF's activities, or to represent ATRF opinion or policy;
- negatively impacts ATRF's reputation; or
- distracts you from being able to perform your role at ATRF impartially.

- 9.2** You should not use your role at ATRF, or any ATRF premises or equipment to advertise or solicit any paid services related to your outside activities.
- 9.3** Before taking on any of these outside activities or as soon as practicable, notify the CEO or, if you are a **Board Member**, the Board Chair or the Vice-Chair as the case may be, in writing, or by using the Outside Activities Disclosure Form attached to this Code and submitting it to codeofconduct@atrf.com. The CEO or Board Chair or Vice-Chair may request additional information, which you should provide promptly. Additional restrictions apply to ATRF's CEO, which are set out in Appendix B, attached to the Code.

10.0 Employees Engaging in Political Activity and Fundraising

- 10.1** We recognize that you may wish to be an active participant in your community, including municipal, provincial, and federal politics. As with any activity outside of ATRF, political engagement should not cause a real or apparent conflict of interest with your role at ATRF or impact the public's trust in ATRF's ability to provide its services objectively and impartially. If you choose to participate in political activity, you cannot:
- use ATRF facilities or equipment for fundraising or political purposes;
 - engage with any public official in any manner that would compromise the integrity or reputation of that official or ATRF; or
 - engage with any high-profile, public media item or political matter without seeking guidance from the CEO or Board Chair or Vice-Chair as the case may be.

Prior approval from the CEO, the Board Chair or the Vice-Chair must be obtained before:

- using contacts from ATRF's existing or potential business partners, vendors, or suppliers for fundraising purposes;
- seeking election or appointment to a public office that may affect ATRF or your position with ATRF; or
- engage in advocating or lobbying on ATRF's behalf.

- 10.2** If you wish to run as a candidate in a municipal, provincial, or federal election, you must request a leave of absence without pay. This absence period must begin no later than the day after the writ for the election is issued or on the day your candidacy is publicly announced, whichever is later. If you are elected to federal, provincial, or municipal office, you must resign. Your resignation will be effective the last day before your leave of absence without pay commenced.

- 10.3** The CEO may not seek nomination as a candidate in a federal or provincial election nor hold office in a political party or constituency association.

11.0 Reporting Errors, Wrongdoing, and Breaches of the Code

- 11.1** In order to maintain our reputation and position of trust, we cannot ignore or allow known violations of breaches of this Code to continue. You must report breaches of this Code and other wrongdoing. If you believe that you have:

- made a serious error;
- breached this Code (including not reporting a real or apparent conflict of interest);
- breached any ATRF policy;
- discovered serious errors or breaches of this Code by a **Board Member** or colleague (including an unreported real or apparent conflict of interest);
- discovered errors or breaches of any ATRF policy; or
- discovered actual or suspected wrongdoing, including (i) breaches of applicable laws, rules, or regulations, (ii) questionable or unethical accounting or auditing policies, practices, or procedures, or (iii) bribery, dishonesty, or fraudulent activities (e.g. falsification of records),

you must report it promptly either verbally or in writing. You may choose to remain anonymous in making your report, unless reporting your own breach or error. Your report should contain as much specific information as reasonably possible, including names, dates, and events that took place and why you believe the incident(s) may be a violation, so that a proper investigation can be conducted. Any report you make will be taken as good-faith compliance with this Code and ATRF will protect you from retaliation by others to the extent possible.

- 11.2** Reporting errors or other breaches or wrongdoings may not exempt you from any consequences that would otherwise apply. You are expected to cooperate truthfully and completely during an inquiry into any report of error, wrongdoing, or breach of the Code or other ATRF policy.

- 11.3** The following table provides a list of who is the best person to receive your report:

If the activity involves...	...Report it to:
The CEO or a Board Member other than the Board Chair	The Board Chair
The Board Chair	The Board Vice-Chair

A member of the ATRF Executive Leadership Team	The CEO
Any other employee of ATRF	A member of the Executive Leadership Team , or the CEO

Any report made to members of the **Executive Leadership Team** will be promptly reported by that person to the CEO along with any information he or she received in connection with the report.

- 11.4** Knowingly making a false complaint, or any allegation made with the purpose of personal or financial gain (collectively “**Bad Faith Allegations**”) is considered a serious breach of this Code. If you make a Bad Faith Allegation, you may be subject to the sanctions set out in this Code.

Related ATRF Policies

Fraud Risk Policy

Public Interest Disclosure Policy – Whistleblower Policy

12.0 Reviewing Breach or Error Reports and Sanctions/Penalties

- 12.1** All reports of error, wrongdoing, or a breach of the Code or ATRF policy will be investigated in a manner appropriate to the matter being reported. The CEO or Board Chair, Vice-Chair as applicable, with assistance of the General Counsel will determine what process is most appropriate to investigate any report made in connection with an ATRF staff member, other than the CEO, and may report those investigations to the Board.
- 12.2** Investigations pertaining to reports made in connection with a Board member or the CEO will be determined by the Board Chair (or in the case of a report made in connection with the Board Chair, the Vice-Chair and the Chair of the Governance Committee) will determine the process by which the matter will be investigated, and report the matter to the Governance Committee.
- 12.3** In investigating reported breaches, the best interests of ATRF and the **Plans** are paramount. To this end, how a report is investigated will be appropriate to the nature of the report itself. This could mean that the matter is handled by a member of the **Executive Leadership Team**, an existing or special committee of the Board, or the General Counsel, with the assistance of external counsel or other independent third parties as necessary, depending on the nature of the breach. Where a known or suspected criminal element is involved, the matter shall also be referred to the appropriate law enforcement authorities for an independent investigation. If the

report is considered serious enough to warrant immediate action, the Board Chair, the CEO or member of the **Executive Leadership Team** as the case may be, may act before any investigation is completed.

- 12.4** Any person who is found to have committed an error, breached this Code or any other ATRF policy, or other wrongdoing may be subject to sanctions or penalties. These can include disciplinary action including termination for cause, or other legal action, including referring the matter to the police or other relevant authorities. Errors, breaches of the Code or other ATRF policy, or other wrongdoing by an ATRF **Board Member** may also be reported to the Minister(s) responsible for the *Teachers' Pension Plans Act* (Alberta) and The Alberta Teachers' Association, and potential removal from the **Board**.

13.0 Additional Provisions for Designated Officials

The Board Chair and the CEO are considered "**Designated Officials**" under the COIA. Additional provisions apply to **Designated Officials** and are set out in **Appendix B**.

14.0 Annual Review of Code

The **Board** reviews this Code annually to assess whether revisions are needed to keep the Code current and relevant.

15.0 Notice Period for Implementation of this Code/ Effective Date

"**Effective Date**" means September 30, 2026.

Scheduling		Roles & Responsibilities	
Next Review:	July 2027	Policy Approver:	Board
Frequency of Review:	Annually	Policy Sponsor:	Governance Committee General Counsel
		Policy Monitor:	Corporate Secretary Head, Risk & Audit
		Applies To:	Board members and employees

Revision History:

June 30, 2026	Annual review – date change and title updates only
July 3, 2025	Updated section 12.3 and definition of Spouse
April 25, 2024	Annual review – date change only
June 29, 2023	Annual review – date change and minor, clarifying revisions to section 10.1
July 6, 2022	Full review and revision of document to reflect ATRF operations following transition of investment management services to AIMCo, integrate with suite of other ATRF policies, and “re-brand” the tone of the Code Approved by Ethics Commission June 23, Board July 6
July 9, 2020	Annual review – date change only
August 7, 2018	Updated to respond to comments from Ethics Commission dated June 29, 2018
April 18, 2018:	Full review and revisions relating to amendments to COIA, certain other definitions and reporting
September 6, 2017:	Updated what was then section 7.0
April 29, 2016:	Job titles update
June 18, 2015:	Updated what was then section 7.0
June 19, 2014:	Updated what was then sections 8.0, 7.0, and Appendix A (then, Disclosure of Securities Transactions)
June 1, 2012:	Full review and revision of document

Appendix A – Definitions

For the purposes of this Code:

“ATRF Executive Leadership Team” means the CEO and their direct reports;

“Board Members” means members of the **Board** of ATRF (the **“Board”**) and any members of a committee of the Board (**“Board Committee”**) who are not members of the **Board**;

“COIA” means the *Conflicts of Interest Act* (Alberta);

“Crown” means the Crown in right of Alberta and includes a Provincial agency;

“Employees” means employees of ATRF, including the officers of ATRF;

“Ethics Commissioner” means the Ethics Commissioner appointed pursuant to the COIA;

“Plan” or “Plans” means the pension plans as defined in the *Teachers’ Pension Plans Act*;

“Plan Member” or “Plan Members” means the beneficiaries of the **Plans**;

“Plan Sponsors” means the Alberta Teachers’ Association and the Government of Alberta, who jointly sponsor the **Plans**;

“Private Corporation” means a corporation none of whose shares are publicly-traded securities;

“Provincial Agency” means a provincial corporation, all or a majority of whose members or directors are appointed or designated by an Act of the Legislature, or regulations under an Act of the Legislature, or by an order of the Lieutenant Governor in Council;

“Relative” means as a spouse (including common-law spouse, an interdependent adult, and same sex partner), child, stepchild, parent, sibling, niece, nephew, aunt, uncle, cousin, grandparent, grandchild, in-law (including mother, father, daughter, son, sister and brother-in-law), or any person residing in the same household as a **Board Member** or **Employee**;

“Senior Officer” means, with reference to a corporation,

- i. the president, vice-president, secretary, comptroller, treasurer, or general manager of the corporation, or
- ii. any other person who performs functions for the corporation similar to those normally performed by persons holding the offices referred to in subclause (i);

“Spouse” includes the spouse of a married person, an adult interdependent partner (also known as a common law spouse), but does not include a spouse who is living separate and apart from the person if the person and spouse have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.

Appendix B – Other Provisions Applicable to the Board Chair and to the Chief Executive Officer

1.1 For the purposes of this Appendix:

“Blind Trust” means a blind trust approved under section 20(4), 23.5(4) or 23.93(4) of the COIA, as appropriate (relevant excerpts from the COIA are provided below); Applies only to CEO

COIA, s. 20(4)

(4) The Ethics Commissioner may approve the retention of publicly-traded securities to be held in a blind trust if the blind trust will meet the following criteria:

- (a) the Minister is the settlor of the trust;
- (b) the trustee is approved as trustee by the Ethics Commissioner after the Ethics Commissioner is satisfied that there is no relationship between the Minister and the trustee that would affect or would appear to affect the discharge of the trustee’s duties;
- (c) the terms of the trust, in the opinion of the Ethics Commissioner,
 - (i) give the trustee sole power over investment decisions,
 - (ii) preclude the Minister from having any knowledge of the specific investments in the trust at any time after a deposit in the trust,
 - (iii) require that the Minister may deposit in the trust only securities verified by the Ethics Commissioner as being publicly-traded securities, shares or units in a mutual fund, futures and forward contracts or exchange contracts, and
 - (iv) require the trustee to invest only in publicly-traded securities, in shares or units in a mutual fund, in futures and forward contracts, in exchange contracts or in certificates of deposit, deposit receipts or other evidence of indebtedness given by a bank, trust company, credit union or treasury branch in consideration of a deposit made with the bank, trust company, credit union or treasury branch.

COIA, s. 23.93(4)

(4) The Ethics Commissioner may approve the retention of publicly-traded securities to be held in a blind trust if the blind trust will meet the criteria set out in section 20(4).

Investment Arrangement

COIA, s. 20(5)

(5) The Ethics Commissioner may approve the retention of publicly-traded securities to be held in an investment arrangement if the investment arrangement will meet the following criteria:

- (a) it gives a person other than the Minister sole power over investment decisions,
- (b) it precludes the Minister from having any knowledge of the specific investments at any time after a deposit to the investment arrangement, and
- (c) it ensures there will be no relationship between the Minister and the person referred to in clause (a) that would affect or would appear to affect that person's investment decisions.

COIA, s. 23.93(5)

(5) The Ethics Commissioner may approve the retention of publicly-traded securities to be held in an investment arrangement if the investment arrangement will meet the criteria set out in section 20(5).

"Crown" means the Crown in right of Alberta and includes a provincial agency

"Investment Arrangement" means an investment arrangement approved under section 20(5), 23.5(5) or 23.93(5), as appropriate (relevant excerpts from the COIA are provided in **Appendix B**); Applies only to CEO

"Minor Child" of a person includes a minor to whom that person has demonstrated a settled intention to treat as a child of that person's family

"Provincial Agency" means a provincial corporation, all or a majority of whose members or directors are appointed or designated by an Act of the Legislature, or regulations under an Act of the Legislature, or by an order of the Lieutenant Governor in Council

"Publicly-Traded Securities" means securities of a corporation that are listed or posted for trading on a recognized stock exchange, or securities of a corporation that has more than 15 shareholders and any of whose issued securities were part of a distribution to the public

1.2 In addition to, and notwithstanding, the other requirements set out in this Code, the Chief Executive Officer and the Board Chair shall not:

- take part in a decision in the course of carrying out the Official's office or powers at ATRF knowing that such decision might further a **Private Interest** of the Official, a person **Associated** with the Official or the Official's Minor Child or adult child;
- use the Official's office or powers at ATRF to influence or seek to influence a decision to be made by or on behalf of the **Crown** or a **Provincial Agency** to further a **Private Interest** of the Official, a person Associated with the Official, or the Official's Minor Child or to improperly further any other person's **Private Interest**;
- use or communicate information not available to the general public that was gained by the Official in the course of carrying out the Official's office or powers at ATRF to further or seek to further a **Private Interest** of the Official or any other person's **Private Interest**; or
- fail to appropriately or adequately disclose, in accordance with section 6.1, a real or apparent conflict of interest relating to the Official.

Additional Requirements for Chief Executive Officer

- 1.3** In addition to, and notwithstanding, the other requirements set out in this Code, the Chief Executive Officer (referred to as the “**Official**”) shall not be involved in any appointment, business, undertaking or employment, including self-employment, other than the Official’s appointment, business, undertaking or employment with ATRF except if the Official receives approval in writing otherwise from the Ethics Commissioner and the Official complies with any conditions that the Ethics Commissioner places on that approval.
- 1.3.1** Sections 1.2-1.4 come into effect for the current Chief Executive Officer upon the earlier of (i) April 4, 2020, and (ii) any renewal or extension of his contract after December 15, 2017.
- 1.3.2** Any future Chief Executive Officer will be immediately bound by s. 1.3.
- 1.4** The COIA contains other statutory obligations and restrictions that the Official is required to comply with, including the Official:
- cannot, after the expiration of the relevant periods set out in the COIA, own or have a beneficial interest in Publicly-Traded Securities unless certain exemptions contained in the COIA apply or the Ethics Commissioner approves otherwise
 - is required, initially within the period of time provided for in the COIA and annually thereafter at the time specified by the Ethics Commissioner, to file with the Ethics Commissioner a disclosure statement in the form and manner determined by the Ethics Commissioner and to, within 30 days after the occurrence of any material changes to the information contained in the current disclosure statement, file with the Ethics Commissioner an amending disclosure statement in the form provided by the Ethics Commissioner setting out the changes;
 - is required, initially within the period of time provided for in the COIA, thereafter at the time specified by the Ethics Commissioner and within a period of time after ceasing to hold such position with ATRF, to file with the Ethics Commissioner a return relating to persons Associated with the Official in the form and manner determined by the Ethics Commissioner;
 - is, for a period of 12 months from the last day she/he held such position, prohibited from lobbying (as defined in the *Lobbyists Act* (Alberta)) any public office holder;
 - is, for a period of 12 months from the last day she/he held such position, prohibited from acting on a commercial basis or making representations on her/his own behalf or on behalf of any other person in connection with any ongoing matter in connection with which she/he, while in their current position

with ATRF, directly acted for or advised a department or **Provincial Agency** involved in that matter;

- is, for a period of 12 months from the last day she/he had a direct and significant official dealing with a department or **Provincial Agency**, make representations with respect to a contract with or benefit from that department or **Provincial Agency**;
- is, for a period of 12 months from the last day she/he had a direct and significant official dealing with a **Provincial Agency**, solicit or accept on her/his own behalf a contract or benefit from that **Provincial Agency**; or
- is, for a period of 12 months from the last day she/he had a direct and significant official dealing with an individual, organization, board of directors or equivalent body of an organization, accept employment with that individual or organization, or an appointment to that board of directors or equivalent body,

except as otherwise provided in the COIA including if the Ethics Commissioner approves otherwise. The Official is required to comply with the above statutory obligations and restrictions in addition to, and notwithstanding, the other requirements set out in this Code.

1.4.1 The requirements of the COIA referred to in Section 1.4 come into effect for the Official upon the earlier of (i) April 4, 2020, and (ii) any renewal or extension of her/his contract or appointment after December 15, 2017.

1.4.2 Any future Chief Executive Officer will be immediately bound by s. 1.3.

1.5 As the requirements under sections 1.2 to 1.4 are requirements under law pursuant to the COIA, the persons to whom sections 1.2 to 1.4 are applicable are strongly recommended to review the applicable provisions of the COIA relating thereto (including sections 23.925 to 23.939 of the COIA and all applicable definitions relating to them) and obtain appropriate legal advice in relation to them if necessary. Most of such requirements are time sensitive.

Forms Related to the Code

1. Certification Form
2. Outside Activities Declaration Form



Published: July 31, 2026
Effective: September 30, 2026

Certification Form

I hereby certify that:

- a. I have read the version of the Code of Conduct that is current as of the date above and understand it;
- b. I agree to abide by the Code of Conduct; and
- c. I am not aware of any violations of the Code of Conduct by any employee of ATRF or Board member, beyond those that I have previously reported directly or anonymously.

Date _____ Signature _____

Printed Name _____

Once completed and signed, please submit to codeofconduct@atrf.com.

Outside Activities Disclosure Form

In accordance with section 9.0 of ATRF's Code of Conduct, please use this form to disclose your involvement outside of your role with ATRF in any:

- paid board appointments or business undertakings;
- additional employment (including self-employment).

Once completed and signed, please submit to: codeofconduct@atrf.com

Nature of outside appointment, business, undertaking(s), employment or income <i>Please provide relevant information (e.g. Employer or other organization you will be involved with, role or title, if applicable, and brief description of your activities.)</i>	Expected start date	End date (if applicable)

Date _____ Signature _____

Printed Name _____