

First Nations Bank of Canada

Remuneration for the fiscal year ended October 31, 2019

Key objectives and features of the Bank's remuneration include:

- The Board of Directors and/or Senior Management are responsible for the application of remuneration principles, practices and processes;
- The Bank's remuneration consists of fixed compensation (salary and employee benefits), variable compensation, deferred compensation and Directors' fees. Variable and deferred compensation is paid to certain personnel and is based on the achievement of pre-determined financial results.
- The Bank's key management personnel include all members of the Board of Directors and senior management who have the authority and responsibility for planning, executing and controlling the activities of the Bank.

The remuneration to key management personnel is set out below:

Remuneration for Fiscal Year 2019	Unrestricted	Deferred
Fixed remuneration		
Cash based	1,218,938	-
Share linked instrument	-	-
Other	-	-
Variable remuneration		
Cash based	243,666	107,760
Share linked instrument	*	47,560
Other	-	-

* LONG-TERM INCENTIVE PLAN

The Bank amended the Long-Term Incentive Plan (the "LTI" Plan) for its fiscal year ending October 31, 2019 to amend the long term incentive opportunities for the Senior Management Team ("SMT"). The previous Deferred Cash Incentive that all SMT members except the CEO participated in was eliminated, all SMT members were made eligible to receive Phantom Share Options ("PSOs") which were previously only awarded to the Chief Executive Officer, and Performance Share Units ("PSUs") were added to the plan for all members of the SMT. The purpose of these incentives is to align the interests of the SMT more closely with the interests of the shareholders by tying a portion of future compensation to the long-term performance of the Bank's shares and the operating performance of the Bank's business.

Performance Share Units ("PSUs") grant SMT members a contractual right to participate in a performance amended, three year deferred, share value based incentive payments. The PSUs cliff vest at the end of three

years, contingent on achievement of predetermined performance conditions over the three year performance period. The performance multiplier can range from 50% to 150% and includes consideration of business volume metrics as well as strategic accomplishments. Under the terms of the LTI Plan, SMT members will be annually issued, a certain number of PSUs based on their salary and the target compensation for this medium term incentive. Annually the number of unvested PSU's, is amended to add the share equivalent of any dividends declared per share for the outstanding PSU's. Vested PSU's (original PSU grant plus dividend equivalents multiplied by the performance factor results) must be exercised at expiry by calling on the Bank to pay the share value of the common shares vested, based on the share valuation when exercised. PSUs awarded for fiscal 2019 are issued at a strike price of \$3.225 to vest and expire on October 31, 2022.

Phantom Share Options ("PSOs") grant SMT members a contractual right to participate in the growth of the Bank's common shares without actually receiving an equity interest in or stock of the Bank. Under the terms of the LTI Plan, SMT members will be issued, annually, a certain number of PSOs based on their salary and the target compensation for this long term incentive. The number of PSO's granted for each SMT member is based on their target incentive divided by the Black Scholes Model current valuation of the option at the date of issue. Each PSO issued under the LTI Plan will vest 3 years after being granted and expires 7 years from the date granted. At the end of each fiscal year, the common shares of the Bank will be valued for the purposes of valuing outstanding and exercised PSO's. Once a PSO has vested, SMT members may exercise such PSOs by calling on the Bank to pay the positive difference between the strike price of the common share of the Bank at the time the PSO was granted and the then current value of the common share of the Bank. PSOs awarded for fiscal 2019 are issued at a strike price of \$3.225 to vest on October 31, 2022 and may be exercised up to the expiration date of October 31, 2026.

Prior to 2019, the Bank also had a three year Deferred Cash Incentive that was available to be awarded all SMT members other than the Chief Executive Officer. The vested amounts will continue to be paid as they are exercised under the plan, but no new amounts are being granted under this program.