



**NOTICE OF 2011 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
OF COMMON VOTING SHARES AND VARIABLE VOTING SHARES
Tuesday, May 3, 2011**

**WESTJET AIRLINES LTD.
Management Proxy Circular
March 16, 2011**



March 16, 2011

Dear Fellow Shareholders,

On behalf of the directors, management and employees of WestJet, I invite you to attend our 2011 Annual General and Special Meeting of Shareholders to be held at the WestJet Campus, 22 Aerial Place, N.E., Calgary, Alberta, Canada, at 2:00 p.m. on Tuesday, May 3, 2011.

Your participation at our annual meeting is very important. Following the completion of the formal agenda, our business and future plans will be reviewed and members of our Board of Directors and Executive will be available to take your questions. If you are unable to attend the meeting and vote in person, we encourage you to vote by completing and returning the enclosed instrument of proxy or voting instruction form.

The Notice of Meeting and Management Proxy Circular provides important information regarding the meeting, the resolutions to be voted upon, the nominated directors, our corporate governance practices and our compensation philosophy. I encourage you to review this material and to exercise your right to vote.

We look forward to your support.

Yours truly,

A handwritten signature in black ink, appearing to read "Clive Beddoe", with a stylized flourish at the end.

Clive J. Beddoe
Chairman

**Notice of Annual General and Special Meeting of Shareholders
of WestJet Airlines Ltd.**

Date and Time:

Tuesday, May 3, 2011 at 2:00 p.m. (MDT)

Place:

WestJet Campus, 22 Aerial Place N.E., Calgary, Alberta, T2E 3J1 Canada

Business of the Meeting:

The business of the Annual General and Special Meeting (the "**Meeting**") is:

1. To receive and consider the consolidated financial statements of WestJet for the year ended December 31, 2010 and the auditors' report thereon;
2. To fix the number of Directors to be elected by Shareholders from time to time at eleven;
3. To elect Directors;
4. To appoint auditors and to authorize the Directors to set their remuneration;
5. To consider, and if thought appropriate, to approve by ordinary resolution, amendments to the 2009 Stock Option Plan, as more particularly described in the Management Proxy Circular;
6. To consider, and if thought appropriate, to approve by ordinary resolution, amendments to the 2008 Executive Share Unit Plan, as more particularly described in the Management Proxy Circular;
7. To consider, and if thought appropriate, to approve by special resolution, an amendment to WestJet's articles to increase the maximum number of Directors of WestJet from 13 to 14, as more particularly described in the Management Proxy Circular; and
8. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Management Proxy Circular accompanying this Notice provides specific details of the business to be considered at the Meeting.

Record Date:

Registered holders ("**Shareholders**") of WestJet's common voting shares and variable voting shares (collectively "**Shares**") at the close of trading on the Toronto Stock Exchange on March 16, 2011 (the "**Record Date**") will be entitled to receive notice of and vote at the Meeting. If you acquired your Shares after the Record Date and wish to vote at the Meeting, you must establish that you own the Shares and demand not later than ten days before the Meeting that your name be included in the list of Shareholders entitled to vote at the Meeting.

Voting:

It is important to us at WestJet that you exercise your vote at the Meeting. Please date and sign the enclosed instrument of proxy and mail it to or deposit it with the Corporate Secretary of WestJet, c/o CIBC Mellon Trust Company, P.O. Box 721, Agincourt, ON M1S 0A1, fax 1-866-781-3111 (toll free within North America only) or (416) 368-2502 or plan to attend the Meeting and vote in person. Even if you plan to attend the Meeting, you may still vote via proxy. In order to be valid and acted upon at the Meeting, instruments of proxy must be returned by 2:00 p.m. (MDT) on Friday, April 29, 2011, or if the Meeting is adjourned or postponed, 48 hours prior to such adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). The time limit for deposit of proxies may be waived by the Board of Directors without notice.

BY ORDER OF THE BOARD OF DIRECTORS



Calgary, Alberta, Canada
March 16, 2011

Shawn E. Christensen
Corporate Secretary

WESTJET AIRLINES LTD.

Management Proxy Circular for the Annual General and Special Meeting to be held on Tuesday, May 3, 2011

ABOUT THIS CIRCULAR AND RELATED PROXY MATERIALS

The management ("**Management**") of WestJet Airlines Ltd. ("**WestJet**", "**we**", "**us**", "**our**", the "**Corporation**" and other similar expressions) is providing this proxy circular ("**Circular**") and related proxy materials to you in connection with our Annual General and Special Meeting of Shareholders scheduled to be held at the WestJet Campus, 22 Aerial Place N.E., Calgary, Alberta, Canada, on Tuesday, May 3, 2011 at 2:00 p.m. (MDT) (the "**Meeting**"). Management is soliciting your proxy for use at the Meeting and any adjournment thereof.

This Circular describes the business of the Meeting, resolutions to be voted upon and the voting process, and provides information about our Directors, executive compensation, our corporate governance practices and other matters.

As a holder ("**Shareholder**") of common voting shares ("**Common Voting Shares**") or variable voting shares ("**Variable Voting Shares**") (collectively, "**Shares**"), you are invited to attend the Meeting. If you are unable to attend, you may still vote. Please see the "*Voting Information*" section below for an explanation of how you can vote on the matters to be considered at the Meeting.

Unless otherwise indicated, the information contained herein is given as at March 16, 2011. In this Circular, any mention of "dollars" or "\$" refers to Canadian dollars, unless otherwise indicated.

VOTING INFORMATION

What will I be voting on?

You will be voting on six matters at the Meeting:

- to fix the number of Directors to be elected by Shareholders from time to time;
- to elect our Directors;
- to appoint our auditors;
- to approve amendments to WestJet's 2009 Stock Option Plan;
- to approve amendments to WestJet's 2008 Executive Share Unit Plan; and
- to approve amendments to WestJet's articles (the "**Articles**") to increase the maximum number of Directors of WestJet to 14.

Who can vote?

Shareholders of record on March 16, 2011 (the "**Record Date**") are entitled to vote at the Meeting. To vote any Shares you acquired subsequent to the Record Date, you must, not later than ten days before the Meeting:

1. request through our transfer agent, CIBC Mellon Trust Company ("**CIBC Mellon**"), at 1-800-387-0825, that we add your name to the voting list; and

2. produce properly endorsed Share certificates or otherwise establish that you own the Shares.

How many votes are required for approval?

With the exception of the vote to amend the Articles, matters to be addressed at the Meeting must be approved by a simple majority of the votes cast by Shareholders, either by proxy or in person at the Meeting. The amendment to the Articles to increase the maximum number of directors from 13 to 14 must be approved by $66\frac{2}{3}$ percent of the votes cast by Shareholders, either by proxy or in person at the Meeting.

How many votes do I have?

Subject to the voting restrictions and adjustments attached to the Variable Voting Shares outlined below under "*Restrictions on Voting of Shares*", you will have one vote for every Share that you own at the close of business on the Record Date.

How many Shares can vote?

As of the Record Date, WestJet had a total of 141,136,880 issued and outstanding Shares made up of 135,930,799 Common Voting Shares and 5,206,081 Variable Voting Shares. Each Share confers the right to one vote, subject to adjustment to voting rights attaching to the Variable Voting Shares, as discussed below under "*Restrictions on Voting of Shares*".

Except as set forth below, to the knowledge of our directors and senior officers, as at February 28, 2011, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, securities carrying more than ten percent of the voting rights attached to the Common Shares or the Variable Voting Shares.

Name of Shareholder	Number and Type of Shares	% of Outstanding Shares as at March 16, 2011
Tradewinds Global Investors, LLC ("Tradewinds")	1,854,272 Variable Voting Shares ⁽¹⁾	1.3% of all outstanding Shares 35.6% of all outstanding Variable Voting Shares

Note:

- (1) Based on an Alternative Monthly Report filed by Tradewinds on WestJet's profile at www.sedar.com on November 10, 2009 pursuant to Part 4 of National Instrument 62-103 – *The Early Warning System* and related Take-Over Bid and Insider Reporting Rules.

Who counts the votes?

Proxies and votes of Shareholders attending the Meeting are counted by CIBC Mellon, the transfer agent of WestJet, who will act as scrutineer of the Meeting.

What is the deadline for proxy voting?

We would encourage you to submit your proxy as soon as possible to ensure that your vote is counted. Proxies must be received by CIBC Mellon no later than 2:00 p.m. (MDT) on Friday, April 29, 2011, or if the Meeting is adjourned or postponed, 48 hours before such adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). The time limit for the deposit of proxies may be waived by the Board without notice.

If you are a non-registered Shareholder exercising voting rights through a nominee, you should consult the voting instruction form from your nominee as they may have different and earlier deadlines.

HOW DO I VOTE?

You should first determine whether you are a registered Shareholder or a non-registered Shareholder.

- You are a registered Shareholder if your name appears on your Share certificates or if you hold your Shares on the records of CIBC Mellon.
- You are a non-registered Shareholder if your Shares are not held in your name but are held in the name of a nominee or intermediary such as a bank, trust company, securities broker, trustee or other custodian.

Please note that regardless of how your Shares are held, you must complete the declaration on your proxy or voting information form regarding whether or not the Shares you represent are owned or controlled by a "Canadian" for purposes of our ownership restrictions. If you do not complete such a declaration, or complete it improperly, the voting rights attached to the Shares you represent will not be counted. The Shares represented by your form of proxy will be voted or withheld from voting in accordance with your instructions indicated on the form of proxy.

I'm a registered Shareholder. How do I vote by proxy?

You can use the enclosed instrument of proxy, or any other appropriate proxy form, to appoint your proxyholder and to indicate how you want your Shares voted. The persons named in the enclosed instrument of proxy are directors or officers of WestJet. **However, you can choose another person to be your proxyholder, including someone who is not a Shareholder.** If you choose this option, you should cross out the names printed on the instrument of proxy and insert another person's name in the blank space provided, or complete another appropriate proxy form. If you complete another form of proxy you must still complete the required declaration regarding whether or not the Shares you represent are owned or controlled by a "Canadian" for the purposes of our ownership restrictions. You may vote by proxy even if you plan to attend the meeting.

You have two ways to submit a completed proxy:

1. by fax, by completing and signing the enclosed instrument of proxy and forwarding it by fax to 1-866-781-3111 (toll-free within North America only) or to (416) 368-2502; or
2. by mail, by completing and signing the enclosed instrument of proxy and mailing it in the envelope provided.

I'm a registered Shareholder. How do I vote in person?

You do not need to do anything except attend the meeting. You should register with the representatives of CIBC Mellon when you arrive at the meeting. If you wish to vote Shares in the name of a corporation, the corporation must submit a properly executed proxy to CIBC Mellon by the proxy cut-off time which appoints you to vote the Shares on behalf of the corporation.

I hold Shares under WestJet's Employee Share Purchase Plan (the "ESPP"). How do I vote?

Shares purchased by employees of WestJet under the ESPP ("**ESP Shares**") remain registered in the name of CIBC Mellon, in accordance with the provisions of the ESPP, unless an employee has withdrawn their ESP Shares. Shareholders of ESP Shares cannot vote Shares registered in the name of CIBC Mellon in person.

Voting rights attached to the ESP Shares can be exercised by employees by indicating to CIBC Mellon on the enclosed voting instruction form how the employee wishes his or her ESP Shares to be voted at the Meeting. The ESP Shares will be voted pursuant to the employee's directions. If no direction is provided on the voting instruction form as to a matter to be voted on, CIBC Mellon will vote the relevant ESP Shares **FOR** that matter. ESP Shares in respect of which a voting instruction form has not been signed and returned will not be voted.

The voting instruction form must be used with respect to ESP Shares. In the event that you are an employee and hold any Shares other than ESP Shares, you must separately follow the appropriate voting requirements with respect to those Shares. No instrument of proxy is to be completed with respect to ESP Shares unless you have withdrawn such Shares from the ESPP and you hold a Share certificate with respect thereto.

I'm a non-registered Shareholder. How do I vote?

You should have received the Circular from your nominee, together with a voting instruction form. Please contact your nominee if you did not receive a request for voting instructions in this package. Each nominee has its own signing and return instructions, which you should follow carefully to ensure that your votes are tabulated. Your nominee is required to seek your instructions as to the manner in which to vote your Shares. If you do not complete a voting instruction form, your nominee cannot vote your Shares.

On the Internet: Go to the website at www.proxyvote.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet. You will need the 12 digit Control Number found on your voting instruction form.

By Mail: Alternatively non-registered Shareholders may vote their Shares by completing the voting instruction form as directed on the form and returning it in the business reply envelope provided (by your nominee's cut-off date and time).

You can appoint a person other than the directors or officers of WestJet named on the voting instruction form as your proxyholder. This person does not have to be a Shareholder. Indicate the name of the person you are appointing in the space provided on the voting instruction form. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the meeting. If you are a non-registered Shareholder who has voted and want to change your mind and vote in person, contact your nominee to obtain information on the procedure to follow, where possible.

I'm a non-registered Shareholder. Can I vote in person?

WestJet does not have access to the names of non-registered Shareholders. Unless your nominee has appointed you as proxyholder, we will have no record of your shareholdings or of your entitlement to vote. Therefore, if you are a non-registered Shareholder and wish to vote in person at the Meeting, please fill in your name in the space provided on the voting instruction form sent to you by your nominee. In so doing, you are instructing your nominee to appoint you as proxyholder. Then follow the execution and return instructions provided by your nominee. It is not necessary to otherwise complete the form, as you will be voting at the Meeting. For further details, contact your nominee directly.

PROXY INFORMATION

How are proxies solicited?

Proxies will be solicited primarily by mail or by any other means Management may deem necessary. Members of Management will receive no additional compensation for these services, but will be reimbursed for any expenses incurred by them in connection with these services. Arrangements may also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of Shares registered in the names of these persons, and WestJet may reimburse them for their reasonable transaction and clerical expenses. Costs of solicitation of proxies will be borne by WestJet.

I have elected to vote by proxy. How will my voting rights be exercised?

On the instrument of proxy, you have two choices: (1) you can indicate how you want your proxyholder to vote your Shares; or (2) you can let your proxyholder decide for you. If you have specified on the instrument of proxy how you want your Shares to be voted on a particular matter, then your proxyholder must vote your Shares accordingly in the case of either a vote by show of hands or a vote by ballot. If you have chosen to let your proxyholder decide for you, your proxyholder can then vote in accordance with his or her judgment.

Unless contrary instructions are provided, Shares represented by proxies received by Management will be voted **FOR** each matter to be presented at the Meeting.

What if there are amendments to the resolutions or if other matters are brought before the Meeting?

The enclosed instrument of proxy gives the persons named the authority to use their discretion and judgment in voting on amendments or variations to matters identified in the Notice of Meeting or any other matter duly brought before the Meeting.

As of the time of printing of this Circular, Management is not aware of any amendments to the matters set out in the Notice of Meeting or of other matters to be presented at the Meeting. However, if other matters duly come before the Meeting, the persons named on the enclosed instrument of proxy will vote on them in accordance with their judgment, pursuant to the discretionary authority conferred by the instrument of proxy with respect to such matters.

Can I revoke my proxy if I change my mind?

You can revoke your proxy at any time before it is exercised. To do this if you are a registered Shareholder, clearly state in writing that you want to revoke your proxy and deliver this written statement to the Corporate Secretary at 22 Aerial Place N.E., Calgary, Alberta, T2E 3J1, no later than the last business day before the Meeting, namely Monday, May 2, 2011 at 5:00 p.m. (MDT) or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner prescribed by law.

If you are a non-registered Shareholder who has voted and want to change your mind or revoke your proxy, contact your nominee to obtain information on the procedure to follow, where possible.

If you are a registered Shareholder and have already submitted a proxy and attend personally at the Meeting at which such proxy is to be voted, you may revoke the proxy and vote in person.

How do I revoke my proxy?

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

RESTRICTIONS ON VOTING OF SHARES

Why does WestJet have Common Voting Shares and Variable Voting Shares?

WestJet's Articles provide restrictions with respect to subscriptions, issues, transfers or purchases of Common Voting Shares which would cause WestJet to cease to be "Canadian" as defined in the *Canada Transportation Act*. The applicable provisions of the *Canada Transportation Act* require that WestJet, as a corporation which indirectly wholly-owns the holder of a domestic license, a scheduled international license and a non-scheduled international license, be Canadian; that is, WestJet must be controlled in fact by Canadians and at least 75 percent of its voting interests must be owned and controlled by Canadians.

The definition of "Canadian" under Section 55(1) of the *Canada Transportation Act* may be summarized as follows:

- (a) a Canadian citizen or a permanent resident within the meaning of the *Immigration and Refugee Protection Act* (Canada),
- (b) a government in Canada or an agent of such a government, or
- (c) a corporation or other entity that is incorporated or formed under the laws of Canada or a province, that is controlled in fact by Canadians and of which at least 75 percent, or such lesser percentage as the Governor in Council may by regulation specify, of the voting interests are owned and controlled by Canadians.

Every Shareholder will be required to complete a declaration as to their Canadian status, whether they are voting by proxy or in person, or giving voting directions for ESP Shares. Failure to complete such a declaration or instruction properly will result in the Shares associated with such declaration or instruction not being tabulated at the Meeting.

The Articles, By-laws and policies of WestJet grant to the Board of Directors the powers necessary to give effect to the ownership restrictions. WestJet has adopted certain policies, procedures and processes in order to monitor the number of its Shares owned by Canadians to ensure that the provisions of its Articles, By-laws and the *Canada Transportation Act* are complied with.

Who can own or control Common Voting Shares?

Common Voting Shares may only be owned and controlled by Canadians. Any Common Voting Share owned or controlled by a person who is not a Canadian is deemed to be converted to a Variable Voting Share.

What is the voting right attached to a Common Voting Share?

Each Common Voting Share confers the right to one vote at all meetings of our Shareholders.

Who can own or control Variable Voting Shares?

Variable Voting Shares are only owned or controlled by non-Canadians. Therefore, any Variable Voting Share owned or controlled by a person who is Canadian is deemed to be converted to a Common Voting Share.

What is the voting right attached to a Variable Voting Share?

Variable Voting Shares carry one vote per Variable Voting Share held, except where (i) the number of outstanding Variable Voting Shares exceeds 25 percent of the total number of all issued and outstanding Shares, including securities convertible into such Shares and currently exercisable options and rights to acquire such Shares or such convertible securities (or any higher percentage that the Governor in Council may specify pursuant to the *Canada Transportation Act*), or (ii) the total number of votes cast by or on behalf of the holders of Variable Voting Shares at any meeting exceeds 25 percent (or any higher percentage that the Governor in Council may specify pursuant to the *Canada Transportation Act*) of the total number of votes that may be cast at such meeting.

If either of the above-noted thresholds is surpassed at any time, the number of votes attached to each Variable Voting Share will decrease automatically without further act or formality to equal the maximum permitted vote per Variable Voting Share. Under the circumstances described in (i) in the immediately preceding paragraph, the Variable Voting Shares as a class cannot carry more than 25 percent (or any higher percentage that the Governor in Council may specify pursuant to the *Canada Transportation Act*) of the aggregate of the voting rights attached to all issued and outstanding Shares, including securities convertible into such Shares and currently exercisable options and rights to acquire such Shares or such convertible securities. Under the circumstances described in (ii) in the immediately preceding paragraph, the Variable Voting Shares as a class cannot, for a given Shareholders' meeting, carry more than 25 percent (or any higher percentage that the Governor in Council may specify pursuant to the *Canada Transportation Act*) of the total number of votes that can be exercised at the meeting.

If the total number of votes cast by or on behalf of the holders of Variable Voting Shares on any matter on which a vote is to be taken at the Meeting exceeds 25 percent (or any higher percentage that the Governor in Council may specify pursuant to the *Canada Transportation Act*) of the aggregate votes that may be cast on such matter, the number of votes attached to each Variable Voting Share will decrease automatically and proportionately such that the total votes attached to the Variable Voting Shares cast on the matter shall not exceed 25 percent of the aggregate votes.

The constraints described above do not apply to Variable Voting Shares held by a non-Canadian by way of security only, subject to compliance with certain requirements set forth in WestJet's Articles, or to Variable Voting Shares held by one or more underwriters solely for the purpose of distributing the Shares to the public, or by any person acting in relation to the Shares solely in its capacity as an intermediary in the payment of funds or the delivery of securities in connection with trades in securities and that provides centralized facilities for the clearing of trades in securities.

BUSINESS OF THE MEETING

1. Financial Statements

The consolidated financial statements of WestJet for the year ended December 31, 2010 and the auditor's report thereon have been mailed to all registered Shareholders and beneficial Shareholders who requested such statements. These financial statements will be presented to the Shareholders at the Meeting and no vote is required with respect to this matter.

2. Number of Directors

According to its Articles, WestJet may have between three and 13 members of its Board of Directors ("**Directors**"). There are presently 11 Directors of WestJet. Each of the current Directors will retire from office at the Meeting. At the Meeting, the Board is proposing that Shareholders pass a special resolution to amend the Articles to increase the maximum number of Directors to 14. The amendment is primarily motivated by the Board's desire to increase flexibility in its succession planning process. See " – 7. *Approval of Amendment to the Articles*" below.

At the Meeting it is proposed that Shareholders approve an ordinary resolution to fix the number of Directors to be elected by Shareholders from time to time at 11. Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR fixing the number of Directors to be elected by Shareholders from time to time at 11.

3. Election of Directors

Management is not aware of any reason why any of the nominees named herein would be unable or unwilling to serve as a Director. However, if a nominee is not available to serve at the time of the Meeting, and unless otherwise specified (including by a Shareholder direction to withhold a vote), the persons named in the instrument of proxy may vote in favour of a substitute nominee or nominees selected by the Board.

The following are the names of the 11 proposed nominees for election as Directors of WestJet:

Clive J. Beddoe	Donald A. Hougan	Wilmot L. Matthews
Hugh Bolton	Allan W. Jackson	L.M. (Larry) Pollock
Ron A. Brenneman	S. Barry Jackson	Gregg Saretsky
Brett Godfrey		Arthur R.A. Scace

WestJet maintains a Majority Voting Policy providing that if the votes in favour of the election of an individual Director nominee at the Meeting represent less than a majority of the aggregate Shares voted in favour and withheld from voting for that nominee, the nominee will submit his or her resignation promptly after the Meeting for the Corporate Governance and Nominating Committee's ("**CGN Committee**") consideration. The CGN Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation will be disclosed to the public. The nominee will not participate in any CGN Committee or Board deliberations in considering the resignation. The policy does not apply in circumstances involving contested Director elections.

Detailed information about these nominees is contained in this Circular under the heading "*Information Concerning the Director Nominees*". All nominees are currently Directors of WestJet.

At the Meeting it is proposed that Shareholders elect each of the nominees listed above to serve as a Director of WestJet and to hold such office until the next annual meeting of Shareholders. **Unless**

contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the election of each of the above-named nominees.

4. Appointment of Auditors

The auditors of WestJet are KPMG LLP, Chartered Accountants, Calgary, Alberta. KPMG LLP have been WestJet's auditors since January, 1996.

At the Meeting the Shareholders will be asked to reappoint KPMG LLP to serve as auditors of WestJet until the next annual meeting of Shareholders and to authorize the Directors to fix their remuneration as such. **Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the appointment of KPMG LLP, Chartered Accountants, Calgary, Alberta, to serve as auditors of WestJet until the next annual meeting of the Shareholders and to authorize the Directors to fix their remuneration as such.**

5. Approval of Amendments to the 2009 SO Plan

On February 8, 2011, and in connection with the review of executive compensation programs undertaken by the Compensation Committee with respect to 2011 (see under "*Statement of Executive Compensation – Executive Compensation Discussion and Analysis – 2011 Executive Compensation Review*"), certain amendments were recommended by the Committee and made by the Board (the "**2009 SO Plan Amendments**") to the 2009 Stock Option Plan (the "**2009 SO Plan**"). The 2009 SO Plan Amendments are described under the heading "*Equity Compensation Plans – Stock Option Plan*" below.

Two of the 2009 SO Plan Amendments were to change the maximum permitted expiry date for the term of an Option under the 2009 SO Plan from five to seven years from the grant date and to amend the 2009 SO Plan amendment provisions to provide that a change in the maximum permitted expiry date beyond seven years from the grant date will require Shareholder approval. Under the 2009 SO Plan, approval of the Shareholders is required to extend the maximum permitted expiry date under the Plan for the term of an Option beyond five years from the grant date and to amend the amendment provisions.

At the Meeting, Shareholders will be asked to consider and if deemed advisable approve amendments to the 2009 SO Plan to extend the maximum permitted expiry date under the Plan for the term of an Option from five to seven years from the grant date; and to amend the amendment provision to provide that a change in the maximum permitted expiry date for the term of an Option beyond seven years from the grant date will require Shareholder approval.

The amendments described in this section have been conditionally approved by the Board and the Toronto Stock Exchange (the "**TSX**") subject to Shareholder approval. Approval of the amendments to the 2009 SO Plan requires approval of Shareholders by ordinary resolution, being a majority of the votes cast by Shareholders on the resolution.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the following ordinary resolution:

BE IT RESOLVED, as an ordinary resolution of the Shareholders of WestJet Airlines Ltd. (the "**Corporation**") that:

1. the amendments to the Corporation's 2009 Stock Option Plan, as described in the Corporation's management proxy circular dated March 16, 2011, are hereby approved.

Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the ordinary resolution to approve the amendments to the 2009 SO Plan.

6. Approval of Amendments to the 2008 ESU Plan

The 2008 Executive Share Unit Plan ("**2008 ESU Plan**") provides that the maximum number of Shares issuable from time to time pursuant to Unit Awards shall be 1,000,000. To date, 246,894 Shares (approximately 0.2 percent of the Shares outstanding as at March 16, 2011) have been issued upon the exercise of Unit Awards granted under the 2008 ESU Plan.

At the Meeting, Shareholders will be asked to consider and if deemed advisable, to approve amendments to the 2008 ESU Plan to increase the number of Shares reserved for issuance to 1,250,000.

If the proposed amendments to the 2008 ESU Plan are approved, an additional 250,000 Shares (approximately 0.2 percent of the Shares outstanding as at March 16, 2011) will be authorized to be issued under the plan bringing the maximum number of Shares issuable under such Plan to 1,250,000 Shares. The number of Shares reserved for issuance under the 2008 ESU Plan, including the additional 250,000 Shares, will be 1,003,160 (approximately 0.7 percent of the Shares outstanding as at March 16, 2011). As at March 16, 2011 Unit Awards representing up to a maximum of 666,985 Shares are outstanding (approximately 0.5 percent of the Shares outstanding as at March 16, 2011).

Together with the 11,689,738 Shares reserved for issuance under the 2009 SO Plan, 995,290 Shares reserved for issuance under the Key Employee and Pilot Restricted Share Unit Plan (the "**KEP Plan**") (described below) and 35,746 Shares reserved for issuance under the ESPP, a total of 13,723,880 Shares will be reserved for issuance, which equals 9.7 percent of the Corporation's 141,136,880 issued and outstanding Shares as at March 16, 2011.

The amendment described in this section has been conditionally approved by the Board and the TSX subject to Shareholder approval. Approval of the amendment to the 2008 ESU Plan requires approval of Shareholders by ordinary resolution, being a majority of the votes cast by Shareholders on the resolution.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the following ordinary resolution:

BE IT RESOLVED, as an ordinary resolution of the Shareholders of WestJet Airlines Ltd. (the "**Corporation**") that:

1. the increase in the maximum number of Shares reserved for issuance, and issuable, under the Corporation's 2008 Executive Share Unit Plan to 1,250,000 is hereby approved.

Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the ordinary resolution to approve the amendment to the 2008 ESU Plan.

7. Approval of Amendment to the Articles

The Articles currently provide that the Board of WestJet consist of not less than three and not more than 13 Directors. The Board is proposing that the maximum number of Directors be increased to 14. The amendment is primarily motivated by the Board's desire to increase flexibility in its succession planning process. An increase in the maximum number of Directors will ensure a smooth transition from retiring to new Directors, including maintaining critical competencies.

At the Meeting, Shareholders will be asked to consider and if deemed advisable to approve amendments to the Articles to increase the maximum number of directors from 13 to 14. The amendment to the Articles has been conditionally approved by the Board subject to Shareholder approval. Approval of the amendment requires the approval of the Shareholders by special resolution, being $66\frac{2}{3}$ percent of the votes cast by Shareholders on the resolution. If the resolution is not approved by the requisite number of Shareholders, the Articles will not be amended.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the following special resolution:


BE IT RESOLVED, as a special resolution of the Shareholders of WestJet Airlines Ltd. (the "**Corporation**") that:

1. The Articles of the Corporation be amended to increase the maximum number of Directors of the Corporation from 13 to 14.
2. Any one officer or director of the Corporation be and is hereby authorized and directed to execute and deliver all such documents and instruments, including articles of amendment of the Corporation, and to do all such other things and take such other actions as may be necessary or desirable to give effect to these resolutions.

Unless contrary instructions are indicated on the instrument of proxy or voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the special resolution to approve the amendment to the Articles.

INFORMATION CONCERNING THE DIRECTOR NOMINEES

The following information relating to the nominees as Directors is based partly on our records and partly on information received from each nominee. All information, unless noted otherwise is presented as at March 16, 2011. The Corporate Governance and Nominating Committee is noted as "CGN" and the Safety, Health and Environment Committee is noted as "SH&E" in the tables below.

CLIVE J. BEDDOE						
 <p>Areas of Expertise: Airline industry Management</p>		<p>Age: 64 Calgary, Alberta, Canada</p> <p>Chairman Director since: Jun. 21, 1995</p> <p>Non-Independent</p>		<p>Mr. Beddoe is Chairman of WestJet, President of The Hanover Group of Companies and a Director of Alberta Investment Management Corp. Mr. Beddoe, a successful entrepreneur, brings to WestJet a strong background in financial planning and strategic management. Mr. Beddoe is a private pilot and has been licensed to fly numerous types of aircraft. It was through this keen interest in aircraft that he became involved with the formation of WestJet. Mr. Beddoe served as President of WestJet until September 2006 and the CEO of WestJet until September 2007. On February 10, 2009, Mr. Beddoe relinquished his role as Executive Chairman of WestJet in favour of acting solely as Chairman of the Board. Mr. Beddoe has been the recipient of honorary degrees from the University of Calgary and Wilfred Laurier University and has been appointed the Jarislowsky Resident Fellow in Business Management at the Haskayne School of Business at the University of Calgary.</p>		
Board/Committee Membership for 2010:		2010 Attendance: ⁽¹⁾	2010 Attendance (total)	Value of Total Compensation Received in 2010:		
Board (Chairman)		5 of 5	100%	\$ 406,250		
Audit (ex officio)		4 of 4				
Compensation (ex officio)		5 of 5				
CGN (ex officio)		4 of 4				
SH&E (ex officio)		3 of 3				
Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):						
Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	4,231,399	–	4,231,399	\$ 62,709,333	\$ 150,000	Yes
2010	4,314,849	–	4,314,849	\$ 59,846,956	\$ 150,000	Yes
Option-Based and Share-Based Awards Held as at December 31, 2010:						
Option-Based Awards	Weighted average exercise price	Value of unexercised in-the-money options	Share-based awards	Market value of share-based awards		
44,248	\$16.43	–	–	–		
Other Public Company Board/Committee Memberships in the Past Five Years:						
None						

HUGH BOLTON



Areas of Expertise:
Accounting
Corporate finance
Corporate governance

Age: 72
Edmonton, Alberta, Canada
Director since: Aug. 2, 2005
Independent

Mr. Bolton is a Chartered Accountant and Fellow of the Alberta Institute of Chartered Accountants, and the former Chairman, CEO and partner in Coopers & Lybrand Canada, Chartered Accountants. Mr. Bolton is currently the non-executive Chair of the Board of Directors of EPCOR Utilities Inc. He is also a board member of the Canadian National Railway Company, Teck Resources Limited, TD Bank Financial Group and Capital Power Corporation. Mr. Bolton received his Bachelor of Arts in Economics from the University of Alberta. In 2006, he was made a fellow of the Institute of Corporate Directors (Canada).

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	5 of 5	100%	\$ 61,250
Audit (Chair)	4 of 4		
CGN	4 of 4		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):						
Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	5,000	15,373	20,373	\$ 301,928	\$ 150,000	Yes
2010	5,000	10,544	15,544	\$ 215,595	\$ 150,000	Yes

Other Public Company Board/Committee Memberships in the Past Five Years:		
Company	Type of Company	Committee(s)/Positions
Epcor Utilities Inc.	Reporting Issuer not publicly traded	Chair; Ex-officio member of the Audit, Corporate Governance & Nominating, Environmental, Health & Safety, Human Resource and Compensation Committees
Toronto Dominion Bank	(TSX)(NYSE) (Tokyo)	Corporate Governance Committee
Teck Resources Limited	(TSX)(NYSE)	Audit Committee (Chair); Corporate Governance Committee
Canadian National Railway Company	(TSX)(NYSE)	Audit Committee; Corporate Governance and Nominating Committee; Human Resources and Compensation Committee; Strategic Planning Committee
Capital Power Corporation	(TSX)	Director
Matrikon Inc. (2001 to 2010)	(TSX)	Chair; Corporate Governance Committee

RON A. BRENNEMAN



Age: 64
Calgary, Alberta, Canada

Director since: Sept. 8, 2009

Independent

Mr. Brenneman is the former President and Chief Executive Officer of Petro-Canada. Prior to joining Petro-Canada in 2000, he spent more than 30 years with Imperial Oil Ltd. and its parent company Exxon Corporation. Until February 15, 2010, he served as the Executive Vice-Chairman of Suncor Energy Inc. Mr. Brenneman also serves on the Boards of the Bank of Nova Scotia and BCE Inc. Mr. Brenneman holds a B.Sc. (in chemical engineering) from the University of Toronto and an M.Sc. (in control systems) from the University of Manchester.

Areas of Expertise:
Retail business
Management
International business

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	5 of 5	100%	\$ 47,500
Compensation	5 of 5		
CGN	1 of 1		
SH&E	3 of 3		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	25,000	–	25,000	\$ 370,500	\$ 150,000	Yes
2010	10,000	–	10,000	\$ 138,700	n/a	n/a ⁽⁴⁾

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
Bank of Nova Scotia	(TSX) (NYSE)	Audit and Conduct Review Committee and Human Resources Committee
BCE Inc.	(TSX) (NYSE)	Management Resources and Compensation Committee; Pension Fund Committee
Ithaca Energy Inc.	(TSX Venture)	Director

BRETT GODFREY



Age: 47
Clayfield, Queensland, Australia

Director since: Aug. 22, 2006

Independent

Mr. Godfrey is the co-founder and former Chief Executive Officer of Virgin Blue Airlines, a publicly-listed airline in Australia. Mr. Godfrey brings valuable experience in the airline industry to WestJet. Mr. Godfrey has worked for various Virgin Group airlines, starting in the early 1990s with Virgin Atlantic as Finance Manager. In 1997, he was appointed CFO of Virgin Express, a low-fare publicly-listed airline based in Belgium, before launching Virgin Blue in 2000. Mr. Godfrey is also a board member of Green Cross Australia, a not-for-profit organization and holds a business degree from Victoria University in Melbourne, Australia. He is a Chartered Accountant.

Areas of Expertise:
Airline industry
Accounting
Management

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	2 of 5	44%	\$ 35,000
CGN	1 of 1		
SH&E	1 of 3		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	13,700	–	13,700	\$ 203,034	\$ 150,000	Yes
2010	13,700	–	13,700	\$ 190,019	\$ 150,000	Yes

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
Virgin Blue Holdings Ltd. (2002 to 2010)	(ASX)	Managing Director

DONALD A. HOUGAN



Age: 58
Calgary, Alberta, Canada
Director since May 15, 2007
Non-Independent

Mr. Hougan joined WestJet in 1999, and is currently based in Calgary as one of WestJet's pilots. He is the Chair of WestJet's Pro-Active Communication Team ("PACT"), as well as the PACT Representative on WestJet's Board of Directors.

Areas of Expertise:
Airline industry

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010: ⁽²⁾
Board	4 of 5	83%	\$ 258,945
SH&E	1 of 1		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	20,066	–	20,066	\$ 297,378	n/a	n/a ⁽⁴⁾
2010	17,542	–	17,542	\$ 243,308	n/a	n/a ⁽⁴⁾

Option-Based and Share-Based Awards Held as at December 31, 2010:

Option-Based Awards	Weighted average exercise price	Value of unexercised in-the-money options	Share-based awards	Market value of share-based awards
9,034	\$14.28	\$7,571	–	–

Other Public Company Board/Committee Memberships in the Past Five Years:

None

ALLAN W. JACKSON



Age: 70
Calgary, Alberta, Canada
Lead Director
Director since July 30, 2003
Independent

Mr. Allan Jackson is currently the President and Chief Executive Officer of Arci Ltd., a private real estate investment company, and President and Chief Executive Officer of Jackson Enterprises Inc., a private holding and consulting company. Mr. Jackson serves as Chair of the Board of Directors for Canadian Western Bank and previously served as a director of Princeton Developments Ltd., a private real estate development and management company. Mr. Jackson received his Bachelor of Arts (Honours) in Business Administration from the University of Western Ontario.

Areas of Expertise:
Corporate governance
Banking
Real estate
Management

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board (Lead Director)	5 of 5	100%	\$ 74,500
Audit	4 of 4		
Compensation (Chair)	5 of 5		
CGN	4 of 4		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	21,000	18,409	39,409	\$ 584,041	\$ 150,000	Yes
2010	21,000	12,544	33,544	\$ 465,255	\$ 150,000	Yes

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
Canadian Western Bank	(TSX)	Chair; Loans Committee; Corporate Governance Committee; Human Resources Committee

S. BARRY JACKSON



Age: 58
Calgary, Alberta, Canada

Director since Feb. 24, 2009

Independent

Mr. Barry Jackson is the retired Chair of Resolute Energy Inc. and Deer Creek Energy Limited. He was formerly President, CEO and a director of Crestar Energy Inc. He has worked in the oil and gas industry since 1974 and held senior executive positions with Northstar Energy Corporation and Crestar. Mr. Jackson has a Bachelor of Science degree in Engineering from the University of Calgary and is a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta. He has served on the boards of several public companies and was made a fellow of the Institute of Corporate Directors in 2010. Mr. Jackson is Chair of TransCanada Corporation and TransCanada PipeLines Limited and a director of Laricina Energy Ltd. and Nexen Inc.

Areas of Expertise:
Compensation
Management
Oil & gas
Corporate governance

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	4 of 5	79%	\$49,856
Compensation	4 of 5		
CGN	1 of 1		
SH&E (Chair)	2 of 3		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	10,000	7,310	17,310	\$ 256,534	\$ 150,000	Yes
2010	–	3,261	3,261	\$ 45,230	n/a	n/a ⁽⁴⁾

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
Nexen Inc.	(TSX) (NYSE)	Audit & Conduct Review; Compensation and Human Resources; Health, Safety, Environment and Social Responsibility (Chair); Reserves Review
TransCanada Corporation	(TSX)	Chair; member of the Governance and Human Resources Committees
TransCanada PipeLines Limited	(TSX)	Chair; member of the Governance and Human Resources Committees
Cordero Energy Inc. (2005 to 2008)	(TSX)	Compensation Committee; Technical Committees

WILMOT L. MATTHEWS



Age: 74
Toronto, Ontario, Canada

Director since Sep. 17, 1996

Independent

Mr. Matthews has been involved in all aspects of investment banking by serving in various positions with Nesbitt Burns Inc. and its predecessor companies from 1964 until his retirement in September, 1996, most recently as Vice Chairman and Director. Mr. Matthews is currently President of Marjad Inc., a private investment company. He is Chairman of Resin Systems Inc., a director of R.S. Technologies Inc. and also serves on the Board of Directors of several private companies and clubs. Mr. Matthews received his Bachelor of Arts in Math, Physics and Chemistry from the University of Toronto and his Master of Science in Economics from the London School of Economics in London, England, and is a Chartered Accountant.

Areas of Expertise:
Investments
Accounting
Corporate finance
Corporate governance

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	5 of 5	100%	\$ 53,250
Audit	4 of 4		
CGN (Chair)	4 of 4		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	3,406,371	13,973	3,420,344	\$ 50,689,498	\$ 150,000	Yes
2010	3,406,371	9,772	3,416,143	\$ 47,381,903	\$ 150,000	Yes

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
R.S. Technologies Inc.	(TSX)	Audit Committee; Compensation Committee

L.M. (LARRY) POLLOCK



Age: 64
Edmonton, Alberta, Canada

Director since Sep. 16, 1999

Independent

Mr. Pollock is the President and Chief Executive Officer of both the Canadian Western Bank and Canadian Western Trust. He is also a Director of Canadian Direct Insurance (a subsidiary of CWB), EPCOR, Canadian Helicopters Limited, and is a member of the Executive Council of the Canadian Bankers' Association. Mr. Pollock graduated from the Saskatchewan Institute of Applied Arts & Sciences in Business Administration.

Areas of Expertise:
Banking
Accounting
Management

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	5 of 5	94%	\$ 46,250
Audit	4 of 4		
Compensation	4 of 5		
CGN	3 of 3		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	16,975	–	16,975	\$ 251,570	\$ 150,000	Yes
2010	11,975	–	11,975	\$ 166,093	\$ 150,000	Yes

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
Canadian Western Bank	(TSX)	President and CEO; Loans Committee
Epcor Utilities Inc.	Reporting Issuer not publicly traded	Corporate Governance & Nominating Committee; Human Resources & Compensation Committee
Canadian Helicopters Limited	(TSX)	Audit Committee; Compensation, Corporate Governance & Nominating Committee

GREGG SARETSKY



Age: 51
Calgary, Alberta, Canada

Director since April 1, 2010

Non-Independent

President and Chief Executive Officer of WestJet since April 1, 2010. Gregg Saretsky joined WestJet in June 2009 as Vice-President of WestJet Vacations, before being named Executive Vice-President, Operations, for WestJet in October 2009. Mr. Saretsky began his career in aviation with Canadian Airlines in 1985 as a route development planner and rose through the ranks to the position of Vice-President, Airports, and Vice-President, Marketing, before joining Alaska Airlines in 1998 as Senior Vice-President, Marketing & Planning. He also served as Executive Vice-President of Flight Operations and Marketing, responsible for the airline's flight crews, operations, and consumer programs and activities. Mr. Saretsky grew up in Québec and British Columbia, and holds a Bachelor of Science degree in Microbiology and Biochemistry and a Master's Degree in Business Administration from the University of British Columbia.

Areas of Expertise:
Airline industry
Marketing
Management

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	3 of 3	100%	\$ 2,627,152 ⁽³⁾
Audit	3 of 3		
Compensation	4 of 4		
CGN	3 of 3		
SH&E	3 of 3		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	RSUs	Total Shares and RSUs	Total Market Value of Shares and RSUs	Minimum SOG	Meets Requirements
2011	27,887	92,066	119,953	\$ 1,777,703	n/a	n/a ⁽⁴⁾
2010	13,150	11,855	25,005	n/a	n/a	n/a ⁽⁴⁾

Option-Based and Share-Based Awards Held as at December 31, 2010:

Option-Based Awards	Weighted average exercise price	Value of unexercised in-the-money options	Share-based awards	Market value of share-based awards
136,701	\$12.51	\$213,019	101,353	\$918,736

Other Public Company Board/Committee Memberships in the Past Five Years:

None

ARTHUR R.A. SCACE, C.M., Q.C.



Age: 72
Toronto, Ontario, Canada
Director since June 3, 2005

Independent

Mr. Scace is a former partner and Chairman of McCarthy Tétrault LLP, Barristers and Solicitors in Toronto. He is also Past Chairman of the Bank of Nova Scotia. Mr. Scace received his Bachelor of Arts from the University of Toronto and Oxford University, his Master of Arts from Harvard University and his Bachelor of Laws from Osgoode Hall. He was called to the bar in Ontario in 1967.

Areas of Expertise:
Law
Corporate governance

Board/Committee Membership for 2010:	2010 Attendance: ⁽¹⁾	2010 Attendance (total):	Value of Total Compensation Received in 2010:
Board	5 of 5	100%	\$ 46,250
Audit	4 of 4		
CGN	4 of 4		

Securities Held as at March 16, 2011 (at Market Value of \$14.82 per Common Voting Share):

Year	Shares	DSUs	Total Shares and DSUs	Total Market Value of Shares and DSUs	Minimum SOG	Meets Requirements
2011	15,000	6,127	21,127	\$ 313,102	\$ 150,000	Yes
2010	15,000	4,302	19,302	\$ 267,719	\$ 150,000	Yes

Other Public Company Board/Committee Memberships in the Past Five Years:

Company	Type of Company	Committee(s)/Positions
Fiera Sceptre Inc.	(TSX)	Director
Gerdau Ameristeel Corporation (2001 to 2010)	(TSX)(NYSE)	Audit Committee; Corporate Governance Committee
Sceptre Investment Counsel Limited (1989 to 2010)	(TSX)	Corporate Governance Committee
Bank of Nova Scotia (1997 to 2007)	(TSX)(NYSE)	Chairman; Executive and Risk Committee; Human Resources Committee; Ex-officio member of Audit & Conduct Review Committee; Ex-officio member of the Corporate Governance & Pension Committee.

Notes:

- (1) 2010 attendance may not match the 2010 attendance reflected in this table in all instances due to changes in committee memberships during 2010. See " – Board Committees" below.
- (2) Mr. Hougan is an employee of WestJet and the PACT representative on the Board of Directors. As part of his employment, he receives a salary, Options and amounts pursuant to the Profit Plan and ESPP.
- (3) Reflects the compensation received by Mr. Saretsky in his role as President and Chief Executive Officer of the Corporation in 2010. As a non-independent Director, Mr. Saretsky did not receive any fees for serving in that capacity in 2010.
- (4) As at March 16, 2011, the Director was not obligated to meet WestJet's share ownership guidelines. See "Share Ownership Guidelines for Directors" on page 28.

Common Directorships

The table below lists the Directors of WestJet who served together on boards of directors of other public entities as at March 16, 2011.

Entity	Directors	Committees
Canadian Western Bank	Allan W. Jackson	Loans Committee, Corporate Governance Committee and Human Resources Committee
	L.M. (Larry) Pollock	Loans Committee
EPCOR Utilities Inc.	Hugh Bolton	Chair; Ex-officio member of the Audit Committee, the Corporate Governance & Nominating Committee, the Environmental Health & Safety Committee and the Human Resources & Compensation Committee
	L.M. (Larry) Pollock	Corporate Governance & Nominating Committee and Human Resources & Compensation Committee

As disclosed in the table above, no director of WestJet serves together with another director of WestJet on more than two boards of directors (including WestJet's Board). The Board does not believe these common directorships impact on the ability of these Directors to act in the best interests of WestJet.

Director Selection

The CGN Committee reviews the Board and Committee appointments of all Directors at least annually and makes recommendations to the full Board on these matters.

WestJet's Board brings a broad base of business experience and knowledge to the Corporation. The following chart shows the skills matrix, sets out the various skills and areas of expertise determined to be essential to ensure appropriate strategic direction and oversight and the skills possessed by the Director nominees.

Skill/Experience	Director Nominees with Senior Level Experience
Airline Industry	4
Financial/Accounting	5
Marketing/Communication Industry	1
Retail/Consumer Based Industry	4
Corporate Finance	6
Oil & Gas	2
Cyclical Industry Experience	9
Corporate Governance Experience	8
Audit Experience	9
Compensation Experience	9
Current or Previous CEO of Public Company	6
Other Public Board Experience	9
Extensive US/International Experience	4
Legal Experience	1

Character and behavioural qualities including credibility, integrity and communication skills are also taken into account when recruiting new Directors.

The Board has invited WestJet's employee association, the Pro-Active Communication Team ("PACT"), to nominate a representative to join the Corporation's Board. Subject to Board approval, Management presently intends to put forward a PACT nominee as one of the proposed Directors each year.

The CGN Committee maintains an informal evergreen list of potential Directors. The list is comprised of people who the Committee feels would be appropriate Board candidates if or when there is a Board vacancy to be filled and who complement the current skills matrix. The Board has also used a third party advisor to assist in recruitment of new Directors, but relies primarily on recommendations from its current Board members after review of the competencies and skills of nominees it believes are required for the Board.

Board Tenure

WestJet's average Board tenure is 6.7 years. The following chart shows the dispersion of tenure among the Directors as at March 16, 2011:



WestJet maintains a corporate retirement policy but does not have a mandatory retirement age for Directors.

Role of Directors

To facilitate its own effectiveness, the WestJet Board has identified certain key expectations for its members. Directors are expected to attend all meetings of the Board and any committees of which they are a member and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the discussions and decision-making. It is expected that, throughout the year, Directors will participate in ongoing training and continuing education as may be desirable to maintain the Directors' strong understanding of the roles, responsibilities and duties of a Director. In addition, each Director is expected to develop and maintain a thorough knowledge of WestJet's business, operations, financial position, industry and markets and be an effective ambassador and representative of the Corporation.

Director Orientation and Continuing Education

All newly appointed Directors receive orientation and education regarding WestJet's operations from the Corporation's senior Management and the Chairman. In addition to briefings from Management on the operations, each new Director receives an orientation manual from the Corporate Secretary containing information regarding WestJet's constituting documents, policies, position descriptions, committee mandates, compensation plans, insurance program, financial reports and disclosure documents. The Corporate Secretary also makes the prior year's Board minutes available to new Directors so they may acquaint themselves with the issues currently being considered by the Board.

Because many issues of relevance to our Board are unique to airlines, many of the on-going Director education opportunities are offered internally. Management regularly provides updates to the Directors on issues of relevance to the airline industry and relevant legal developments and background briefings regarding key business decisions.

The following chart outlines examples of continuing education events offered internally to our Directors in 2010:

Date	Topic	Hosted/Presented by	Attended by
May 2010	Changes to SEDI Reporting	Legal	CGN Committee
May 2010	Change of Control Practices	WJ Executive	Comp Committee
May 2010	IFRS Overview and Status	Ernst & Young LLP/WJ Executive	Audit Committee
August 2010	Strategy: Domestic Market Review, Economic Outlook, Business Planning	WJ Executive	Board
August 2010	Regulatory Update (Aviation Emissions)	VP Government Relations	SH&E Committee
November 2010	Strategy: Competitive & Economic Environment, US Industry	WJ Executive	Board

WestJet's Audit Committee is provided with regular updates respecting financial disclosure coordination, including presentation matters, recent commentary of securities and accounting authorities that may impact WestJet or its financial reporting and the status of WestJet's transition to IFRS.

In addition, WestJet encourages its Directors to attend talks, seminars, workshops and conferences to update and enhance their skills and knowledge to enable them to carry out their roles effectively as Directors in discharging their responsibilities regarding corporate governance, operational and regulatory issues. The Directors are reimbursed for their reasonable expenses in connection with attending any such professional development activities.

Independence

The Board considers whether or not each Director is "independent" in accordance with National Policy 58-201 – *Corporate Governance Guidelines* and section 1.4 of National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Under these provisions an independent Director is a Director who has no direct or indirect material relationship with WestJet. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the Director's independent judgment. Additionally, certain individuals are deemed to have a material relationship with WestJet, including individuals who have been executive officers or employees of the Corporation during the preceding three years.

The Board has determined that eight of its 11 current and proposed Directors are "independent". Of the three non-independent Directors:

- Mr. Beddoe is not independent because he has been the Executive Chairman of WestJet within the last three years;
- Mr. Saretsky is not independent because he is currently the President and Chief Executive Officer of WestJet; and
- Mr. Hougan is not independent because he is the Corporation's PACT (an employee association) nominee and has been a WestJet pilot for the preceding 11 years.

The Board of Directors does not have an independent Director as Chairman. Rather, it has a Lead Director and a procedure for the independent Directors to operate independent of Management. The Board has adopted a fixed in-camera agenda item for each Board and committee meeting, during which independent Directors, under the direction of the Lead Director or committee chair, meet without any members of Management or non-independent Directors present.

Lead Director

As noted above, because the Board of Directors does not have an independent Director as Chairman, it has appointed a Lead Director. The duties and responsibilities of the Lead Director include assisting the Chairman to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of management. In addition, the Lead Director is entitled to convene meetings of the Board with the concurrence of at least one other Director and, in the absence of the Chairman, the Lead Director shall preside at meetings of the Board.

Director Assessments

Biannually, the Board conducts a Board and committee assessment process in which each Director responds to a detailed survey, which is summarized and presented to the Board. The survey covers issues such as the effectiveness and structure of the Board, operation of meetings and the effectiveness of committees. If any weaknesses are identified, they are dealt with by the Board. In alternate years, the Board conducts a peer evaluation process, based upon interviews with each of the Directors conducted by the Chairman.

The Board of Directors conducts an annual review of the Chief Executive Officer for the purposes of assessing his performance during the preceding year and to establish corporate objectives for the forthcoming year.

In accordance with good Board practice standards, in the third and fourth quarters of 2010, the Directors engaged an outside consultant to do a Board effectiveness self-assessment. The process used included a survey with 11 questions sent to all Board members and then a full interview with each Board member to obtain the highest quality data. This resulted in a report provided to each Board member in November of 2010. The report provided summary data on each question and a set of recommendations on how the Board could be more efficient, effective, productive, and innovative in its approaches to maximizing time in Board meetings and in work outside of Board meetings, e.g., preparing for Board meetings.

The complete Board Assessment Report was divided into both quantitative and qualitative feedback. From a quantitative standpoint the Board self-scored itself as very satisfied on all matters. In comparison to other Boards where the same self-assessment process was used the report concludes that the Board is operating at a very high level. The report further concludes that members of the Board are pleased to be on the Board and each expressed general high levels of satisfaction with the Board's composition, working relationships, outputs, and overall performance.

A complete review of the report with the consultant and the full Board occurred in February 2011. The Board agreed to take into consideration the recommendations in the report and to review progress at Board meetings.

Board and Committee Meetings Held and Attendance

The table below sets out Director attendance at Board and Committee meetings held in 2010. See "*Board Committees*" below.

	Board (5 meetings)		Audit (4 meetings)		Compensation (5 meetings)		CGN (4 meetings)		SH&E (3 meetings)		Overall Attendance	
	#	%	#	%	#	%	#	%	#	%	#	%
Beddoe ⁽¹⁾	5	100	4	100	5	100	4	100	3	100	21 of 21	100
Bolton	5	100	4	100			4	100			13 of 13	100
Brenneman ⁽⁵⁾	5	100			5	100	1	100	3	100	14 of 14	100
Durfy ⁽²⁾	2	100	1	100	1	100	1	100			5 of 5	100
Godfrey ⁽³⁾⁽⁵⁾	2	40					1	100	1	33	4 of 9	44
Hougan ⁽⁶⁾	4	80							1	100	5 of 6	83
Allan Jackson	5	100	4	100	5	100	4	100			18 of 18	100
Barry Jackson ⁽⁵⁾	4	80			4	80	1	100	2	67	11 of 14	79
Matthews	5	100	4	100			4	100			13 of 13	100
Pollock ⁽⁷⁾	5	100	4	100	4	80	3	100			16 of 17	94
Saretsky ⁽⁴⁾	3	100	3	100	4	100	3	100	3	100	16 of 16	100
Scace	5	100	4	100			4	100			13 of 13	100

Notes:

- (1) As Chairman, Mr. Beddoe attends all committee meetings in an ex officio capacity.
- (2) Mr. Durfy resigned from the Board effective April 1, 2010.
- (3) Mr. Godfrey resides in Australia. In those instances, such as special meetings, where Mr. Godfrey is unable to travel to Canada for the meetings, the time change presents a formidable challenge to his telephonic participation. In addition, Mr. Godfrey has experienced certain personal issues this past year which have impacted his ability to attend Board meetings. However, WestJet believes that he brings unique airline experience to our Board which would not be readily available in Canada given the competitive nature of our business.
- (4) As CEO, Mr. Saretsky attended all committee meetings following his appointment to the Board on April 1, 2010.
- (5) Messrs. Barry Jackson, Brenneman and Godfrey were only members of the CGN Committee for one meeting during 2010, which was the meeting held prior to the creation of the SH&E Committee in February 2010. The responsibilities of the SH&E Committee had previously been within the scope of the CGN Committee. See "*Board Committees*" below.
- (6) Mr. Hougan was only a member of the SH&E Committee for one of the three meetings held during 2010.
- (7) Mr. Pollock was only a member of the CGN Committee for three of the four meetings held during 2010.

Director Compensation

Fees

Each independent Director is currently paid an annual retainer of \$30,000. Directors who are officers or employees of the Corporation do not receive annual retainers. For each meeting of the Board or of a committee of the Board, a fee of \$1,250 is paid to each non-management Director who attends in person or by phone. The Director who is a nominee of PACT receives regular meeting fees, however, Management Directors do not receive meeting fees. The Directors are also reimbursed for their reasonable expenses in connection with all meetings.

In addition, the Chairman of the Board receives an annual retainer of \$100,000, the Lead Director receives an annual retainer of \$20,000, the Chairman of the Audit Committee receives a \$15,000 annual retainer and the Chairmen of the Compensation Committee, the CGN Committee and the Safety, Health and Environment Committee (the "**SH&E Committee**") each receive a \$7,000 annual retainer. Annual Board and Committee retainers are paid quarterly, in arrears, and are pro-rated for partial service, if appropriate.

Deferred Share Units ("DSUs")

Effective January 2007, a DSU plan was approved as an alternative form of compensation for independent Directors. Under the plan, eligible Directors may elect to receive all or part of their retainer(s) and fees as DSUs. However, it is mandatory that Directors who have not met their minimum required shareholdings of \$150,000 within the time allotted must take a minimum of 25 percent of their Directors' compensation in DSUs. The number of DSUs issued to Directors will be equal to the portion of the Director's compensation for a fiscal quarter to be satisfied by DSUs divided by the closing price of the Common Voting Shares on the TSX on the trading day immediately prior to the date of the grant.

A DSU is a bookkeeping entry that tracks the value of one Common Voting Share. DSUs are settled by a cash payment after the Director leaves the Board, providing for an ongoing alignment of interests between a Director and the Shareholders during the Director's term of service. The cash payment will be equal to the number of DSUs held by the Director multiplied by the closing price of the Common Voting Shares on the TSX on the trading day immediately prior to the date of redemption.

Under the terms of the plan, DSUs awarded will vest immediately upon grant and will not be subject to satisfaction of any requirements as to any minimum period of membership on the Board. No amount will be paid and no additional DSUs will be granted to a Director to compensate for a downward fluctuation in the fair market value of the Common Voting Shares. In the event cash dividends are paid to holders of Common Voting Shares, additional DSUs will be granted to holders of DSUs in numbers calculated by dividing the dividends that would have been paid if the DSUs granted as at the record date for the dividend had been Common Voting Shares by the closing price for Common Voting Shares on the TSX on the trading day immediately prior to the date of payment. Notwithstanding any election by a Director under the plan, the Committee may, in its sole discretion, decline to award DSUs to a Director, in which case the Director would receive his Director compensation in cash.

Summary Compensation Table - Directors

The following table summarizes the total compensation earned by each Director in 2010. As CEO, Gregg Saretsky does not earn fees for serving as a Director. As the previous CEO, Sean Durfy did not earn fees for serving as a Director prior to his resignation effective April 1, 2010. The executive compensation for Messrs. Saretsky and Durfy for 2010 is disclosed in the summary compensation table for Executives on page 54:

Name	Year	Fees Earned (\$)	DSUs ⁽¹⁾ (\$)	Option-Based Awards (\$)	All Other Compensation ⁽⁴⁾ (\$)	Total ⁽⁵⁾ (\$)
Clive J. Beddoe ⁽²⁾	2010	\$ 106,250	–	–	\$ 300,000	\$ 406,250
Hugh Bolton	2010	–	\$ 61,250	–	–	\$ 61,250
Ron Brenneman	2010	\$ 47,500	–	–	–	\$ 47,500
Brett Godfrey	2010	\$ 35,000	–	–	–	\$ 35,000
Donald A. Hougan ⁽³⁾	2010	\$ 6,250	–	\$ 10,300	\$ 242,395	\$ 258,945
Allan W. Jackson	2010	–	\$ 74,500	–	–	\$ 74,500
Barry Jackson	2010	–	\$ 49,856	–	–	\$ 49,856
Wilmot L. Matthews	2010	–	\$ 53,250	–	–	\$ 53,250
L.M. (Larry) Pollock	2010	\$ 46,250	–	–	–	\$ 46,250
Arthur R.A. Scace	2010	\$ 23,125	\$ 23,125	–	–	\$ 46,250

Notes:

- (1) DSUs are granted quarterly on the last trading day of the quarter. Amounts presented above are equal to the grant date fair value. The number of DSUs issued to Directors is equal to the percentage of the compensation elected or required to be received in DSUs divided by the closing price of the Common Voting Shares on the TSX on the trading day immediately prior to the date of grant.
- (2) On February 10, 2009, Mr. Beddoe relinquished his role as Executive Chairman of WestJet in favour of acting solely as Chairman. As compensation for this transition, Mr. Beddoe is to receive \$25,000 per month, effective February 2009, for a period of five years.
- (3) Mr. Hougan is an employee of WestJet and the PACT representative on the Board of Directors. As part of his employment, he receives a salary, Options and amounts pursuant to the Profit Plan and ESPP. The amount presented above for Mr. Hougan's option based awards is equal to the grant date fair value calculated based on the Black-Scholes valuation technique.
- (4) Independent Directors may book personal travel for themselves and their spouses on WestJet flights at current nominal employee stand-by fares plus applicable taxes and airport fees, in circumstances of available capacity. As the Corporation incurs no cost for this, in accordance with applicable securities legislation no amount in respect thereof is included in the table above.
- (5) The aggregate remuneration paid to the Directors of the Corporation in 2010 was \$1,079,051, excluding amounts for Messrs. Saretsky and Durfy which are disclosed in the "2010 Summary Compensation Table" for Executives on page 54.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table shows all share-based and option-based awards held by Directors, other than Sean Durfy and Gregg Saretsky, and that were outstanding as at December 31, 2010. Non-employee Directors are not eligible for option-based awards and therefore the non-employee Directors are not included in this chart. DSUs vest at the time of grant and are therefore not included in this table.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Unit Awards that have Not Vested (#)	Market or Payout Value of Share-Based Awards that have Not Vested (\$)
Clive J. Beddoe	44,248	\$ 16.43	May 08, 2011	\$ -	-	\$ -
Donald A. Hougan	1,823 1,966 2,689 2,556	\$ 16.43 \$ 16.68 \$ 12.49 \$ 12.77	May 08, 2011 May 06, 2012 May 12, 2013 May 11, 2014	\$ 7,571	-	\$ -

Note:

- (1) The value of unexercised in-the-money Options was calculated based on the difference between the market value of the securities underlying the instruments at December 31, 2010, and the exercise price of the Option. The market value used is equal to the December 31, 2010 closing Common Voting Share price of \$14.07. Out-of-the-money Options are excluded from the calculation.

Incentive Plan Awards – Value vested or earned during the year

The following table shows the value of equity-based awards that vested and non-equity incentive plan compensation earned by Directors, other than Sean Durfy and Gregg Saretsky, during the year ended December 31, 2010.

Name	Option-Based Awards – Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)⁽²⁾	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Clive J. Beddoe	–	\$ 207,892 ⁽³⁾	–
Hugh Bolton	–	\$ 61,250	–
Ron Brenneman	–	–	–
Brett Godfrey	–	–	–
Donald A. Hougan ⁽⁴⁾	–	–	\$ 8,440
Allan M. Jackson	–	\$ 74,500	–
Barry Jackson	–	\$ 49,856	–
Wilmot L. Matthews	–	\$ 53,250	–
L.M. (Larry) Pollock	–	–	–
Arthur R.A. Scace	–	\$ 23,125	–

Notes:

- (1) The value vested during the year of Option-based awards is equal to the dollar value that would have been realized if the Options had been exercised on the vesting date. Calculated based on the difference between the market value of the securities underlying the instruments on the vesting date and the exercise price of the Option. Market value is equal to the closing price of Common Voting Shares on the day immediately prior to the vesting date. Out-of-the-money Options are excluded from the calculation.
- (2) The value vested during the year of share-based awards is equal to the dollar value realized upon vesting of share-based awards. DSUs vest immediately at the time of grant. Accordingly the amount presented in the table is equal to the number of units granted times the grant price.
- (3) As part of his employment, in 2007, Mr. Beddoe received a grant of cash-settled restricted share units. The units vested on January 1, 2010 and were subsequently paid out. The amount presented in the table is equal to the of units vested times the fair value of WestJet's Common Voting Shares on the day immediately prior to the vesting date.
- (4) Mr. Hougan earned the non-equity incentive plan compensation amount in the scope of his employment from the Profit Plan.

Share Ownership Guidelines ("SOG") for Directors

The Board believes it is important that Directors demonstrate their commitment to WestJet's stewardship through Share ownership. Therefore Directors, with the exception of the PACT representative Director, are required to own, directly or indirectly, Shares and/or DSUs valued at five times the annual Board retainer within three years of their appointment. Directors who have not yet met minimum required shareholdings within the allotted time must take a minimum of 25 percent of their Directors' compensation in DSUs.

Ownership levels will be measured annually. Once a threshold has been met, the ownership level will not be deemed to change as a result of year over year changes in the Share price. In the event of a dramatic and/or unexpected significant change in the value of Shares, the Compensation Committee may review and recommend revised schedules to meet the SOG requirements.

Name	Equity Ownership at March 15, 2010		Equity Ownership at March 16, 2011		Net Change in Share Ownership		Equity at Risk ⁽²⁾	Equity at Risk as a Multiple of Director Retainer	Meets Share Ownership Requirement ⁽³⁾
	Shares	DSUs/RSUs ⁽¹⁾	Shares	DSUs/RSUs ⁽¹⁾	Shares	DSUs/RSUs ⁽¹⁾			
Beddoe	4,314,849	-	4,231,399	-	(83,450)	-	\$ 62,709,333	2,090.3	Yes
Bolton	5,000	10,544	5,000	15,373	-	4,829	\$ 301,928	10.1	Yes
Brenneman	10,000	-	25,000	-	15,000	-	\$ 370,500	12.4	Yes
Godfrey	13,700	-	13,700	-	-	-	\$ 203,034	6.8	Yes
Hougan ⁽⁴⁾	17,542	-	20,066	-	2,524	-	\$ 297,378	n/a	n/a
Allan Jackson	21,000	12,544	21,000	18,409	-	5,865	\$ 584,041	19.5	Yes
Barry Jackson	-	3,261	10,000	7,310	10,000	4,049	\$ 256,534	8.6	Yes
Matthews	3,406,371	9,772	3,406,371	13,973	-	4,201	\$ 50,689,498	1,689.6	Yes
Pollock	11,975	-	16,975	-	5,000	-	\$ 251,570	8.4	Yes
Saretsky ⁽⁵⁾	13,150	11,855	27,887	92,066	14,737	80,211	\$ 1,777,703	n/a	n/a
Scace	15,000	4,302	15,000	6,127	-	1,825	\$ 313,102	10.4	Yes

Notes:

- (1) Independent Directors may elect to receive all or part of their compensation as DSUs. Executives are eligible to receive RSUs pursuant to the 2008 ESU Plan.
- (2) The "Equity At Risk" amount is shown as at March 16, 2011, based on the total number of Shares and DSUs/RSUs held by the Director at a Share price of \$14.82, which was the closing Common Voting Share price on March 16, 2011.
- (3) The Share ownership requirement of \$150,000 is based on a \$30,000 annual Board retainer.
- (4) Mr. Hougan is the PACT representative Director, and therefore, he is exempt from the Director minimum shareholding requirements.
- (5) As President and CEO, Mr. Saretsky's Share ownership guideline is three times his base salary. He will have until 2014 to meet this requirement. See also "Share Ownership Guidelines" on page 66.

Additional Disclosure Relating to Directors

To the knowledge of our Executive Officers and Directors, none of our Directors is, or has been in the last ten years, a director, chief executive officer or chief financial officer of any company that: (a) was subject to an order that was issued while that person was acting in that capacity; or (b) was subject to an order that was issued after the Director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as disclosed below, to the knowledge of our Executive Officers and Directors, none of our Directors is, or has been in the last ten 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. In addition, none of such persons has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver manager or trustee appointed to hold his assets.

Mr. Beddoe served as a director of Darian Resources Ltd. ("**Darian**"), a private company, until his resignation in October 2009. Subsequent to Mr. Beddoe's resignation, on February 12, 2010, Darian obtained an order under the *Companies' Creditors Arrangement Act* ("**CCAA**"). On July 2, 2010, the Court of Queen's Bench of Alberta issued its final order approving Darian's Plan of Compromise and Arrangement and the payments to creditors contemplated in the Plan of Compromise have been made.

Board Committees

The Board of Directors has an Audit Committee, a Compensation Committee, a CGN Committee and a SH&E Committee. Each Committee reports to the Board with their recommendations for final approval.

In accordance with its Charter, the Audit Committee reviews and recommends to the Board approval of the interim consolidated financial statements, approves the scope and timing of the annual audit by the Corporation's independent external auditors and reviews and recommends to the Board the approval of the annual audited consolidated financial statements. The Committee also reviews and assesses with the independent external auditors the Corporation's internal financial control systems and corporate approval procedures. The Audit Committee meets at least four times each year, which meetings include discussions with the auditors in the absence of Management. The Audit Committee is currently composed of five independent Directors: Mr. Bolton (Chair), Mr. Allan Jackson, Mr. Matthews, Mr. Pollock and Mr. Scace. Mr. Bolton is a member of three audit committees of public companies including WestJet. The Board has determined that such service in no way impairs Mr. Bolton's ability to effectively serve on WestJet's Audit Committee. In 2010, the Audit Committee met four times.

The CGN Committee is responsible for proposing new nominees to the Board and for assessing the effectiveness of the Board, committees and the contribution of individual Board members. This Committee regularly reviews various matters relating to the Board and the Corporation, including governance best practices, the composition of existing committees and the requirements for the creation of any other appropriate committees of the Board. The CGN Committee is currently composed of five independent Directors: Mr. Matthews (Chair), Mr. Bolton, Mr. Allan Jackson, Mr. Pollock and Mr. Scace. The CGN Committee met four times in 2010.

The Compensation Committee reviews Director and senior officer compensation policies and salaries, all grants of option-based and share-based awards, administration of the Corporation's 2009 SO Plan, ESPP, 2008 ESU Plan, the KEP Plan and the Profit Share Plan, all for making recommendations to the Board. The Board in conjunction with the Compensation Committee supervises the succession planning process for WestJet management which includes reviewing the depth and diversity of succession pools for the CEO and other key leadership roles and monitoring the progress made by succession candidates in achieving the objectives of their development plans. The Compensation Committee reviews and assesses the succession plans for the CEO and members of the executive team on a quarterly basis. In addition, the Compensation Committee assists the Board in its oversight responsibilities regarding succession planning, and annually reviews WestJet's leadership development strategies, succession plans for key senior leadership roles and reviews plans and programs for the assessment and development of senior talent. Currently the Compensation Committee is composed of four independent directors, only one of whom is currently the CEO of another issuer: Mr. Allan Jackson (Chair), Mr. Brenneman, Mr. Barry Jackson and Mr. Pollock. The Compensation Committee met five times during 2010.

In February 2010, the Board created the SH&E Committee, which committee met for the first time in May 2010. The responsibilities of the SH&E Committee had previously been within the scope of the CGN Committee. The SH&E Committee monitors compliance with the Corporation's safety, health, and environmental principles (the "**Principles**"), recommends policies and programs to maximize compliance with the Principles, periodically reviews the Principles, and reviews various metrics for quantifying and evaluating compliance with the Principles, and identifying areas for improvement. The SH&E Committee is currently composed of three independent Directors: Mr. Barry Jackson (Chair), Mr. Brenneman and Mr. Godfrey and one non-independent director, Mr. Hougan. The SH&E Committee met three times in 2010.

The following table sets out committee memberships for all Directors as at March 16, 2011.

COMMITTEE MEMBERS as at March 16, 2011				
	Audit	Compensation	CGN	SH&E
<i>Non-Independent</i>				
Beddoe ⁽¹⁾				
Saretsky ⁽²⁾				
Hougan				✓
<i>Independent</i>				
Bolton	Chair		✓	
Brenneman		✓		✓
Godfrey				✓
Allan Jackson	✓	Chair	✓	
Barry Jackson		✓		Chair
Matthews	✓		Chair	
Pollock	✓	✓	✓	
Scace	✓		✓	

Notes:

- (1) As Chairman, Mr. Beddoe attends all committee meetings in an ex officio capacity.
- (2) As President and CEO, Mr. Saretsky attends all committee meetings.

Communication with Shareholders

The Board of Directors and management of WestJet welcome engagement with Shareholders and encourage Shareholders to express their views. To allow Shareholders to provide timely and meaningful feedback, WestJet has developed practices appropriate for its Shareholder base to facilitate constructive engagement. Examples of such practices include meetings with institutional investors and with organizations representing a significant number of shareholders, attendance at institutional investor conferences, maintenance of the investor relations information provided on WestJet's website and establishing methods of hearing from shareholders on an ongoing basis. The Directors review and approve the contents of major disclosure documents, including WestJet's annual financial statements, annual information form, management's discussion and analysis, and management information circular. The Directors review annually and approve WestJet's disclosure policy that addresses how WestJet interacts with analysts, investors and the public, and contains measures to avoid selective disclosure in accordance with our policies and procedures and legal disclosure requirements. Procedures are in place to provide timely information to current and potential investors and respond to their inquiries. WestJet's Director of Investor Relations is responsible for maintaining communications with the investing public. It is our policy that every shareholder inquiry should receive a prompt response. Investor Relations staff are available to shareholders by telephone, email and fax, and significant financial disclosure documents are available on our website at www.westjet.com and on SEDAR under WestJet's profile at www.sedar.com.

EQUITY COMPENSATION PLANS

Stock Option Plan

As approved by the Shareholders at WestJet's 2009 annual meeting, WestJet currently has in place the 2009 SO Plan.

Purpose and General Information

The Corporation has various arrangements with its most senior personnel and its pilots whereby they may receive an annual grant of options ("**Options**") to purchase Shares of the Corporation. The Options are granted as a means of aligning shareholder and employee interests and to provide a long-term performance related incentive for eligible employees. Subject to regulatory requirements, the terms and conditions of Options granted under the 2009 SO Plan are determined by the Board based on recommendations from the Compensation Committee. Grants are made annually to plan participants at varying levels of participation consistent with the individual's level of responsibility. Annual grants over a number of years, priced at market value at the date of grant, mitigate the effect of share price fluctuations. Options granted in high share price environments are offset by those granted in years when share prices are lower. Employees receiving Options thereby receive them at the average price over time and are therefore motivated to focus on the long-term growth in value of the Corporation and not be distracted by short term market or sector fluctuations.

As described above under "*Business of the Meeting - 5. Approval of Amendments to the 2009 Stock Option Plan*", the Compensation Committee recommended and the Board approved the 2009 SO Plan Amendments, including amendments to extend the maximum permitted expiry date under the 2009 SO Plan for the term of an Option from five to seven years from the grant date and to the amendment provision in the 2009 SO Plan to provide that a change in the maximum permitted expiry date beyond seven years from the grant date will require Shareholder approval. These amendments are subject to Shareholder approval. Other 2009 SO Plan Amendments are described below in the description of the 2009 SO Plan.

Eligible Participants

Pursuant to the terms of the 2009 SO Plan, Officers and certain employees of WestJet are eligible to participate in the Plan. Non-employee Directors are not eligible for the grant of Options.

Shares Issued and Issuable

The 2009 SO Plan currently limits the maximum number of Shares that may be issued on exercise of Options to 12,449,168 Shares (approximately 8.8 percent of the Shares outstanding as at March 16, 2011), of which 759,430 Shares (0.5 percent of the Shares outstanding as at March 16, 2011) have been issued on exercise of Options. Options to purchase up to 8,048,802 Shares (5.7 percent of the Shares outstanding as at March 16, 2011) are outstanding with 3,640,936 additional Shares remaining available for issuance under reserve.

In 2010 a total of 2,024,143 Options were granted, representing 1.4 percent of the outstanding Shares of WestJet as at March 16, 2011.

Any change to the maximum number of shares issuable under our option plans is subject to approval by Shareholders. The number of Shares issuable pursuant to Options granted under the 2009 SO Plan shall not exceed, at any time, as to Options granted to insiders, ten percent of the outstanding Shares or as to Options granted to any one holder of Options (each, an "**Optionee**"), five percent of the outstanding Shares for any Optionee. In addition, the number of Shares issued pursuant to Options granted under the

2009 SO Plan or any other equity-based compensation arrangements of the Corporation, within a one year period, to all insiders collectively shall not exceed ten percent of the outstanding Shares or to any individual insider shall not exceed five percent of the outstanding Shares.

Exercise Price

The exercise price of Options granted pursuant to the 2009 SO Plan is determined by the Board of Directors of the Corporation at the time of grant and currently is equal to the current market price as determined by taking the weighted average trading price of the Shares on the TSX (or if not listed on the TSX, then such other stock exchange as the Shares may then be listed and as designated by the Board) for the five trading days immediately prior to the date of grant.

Term and Vesting

Options granted pursuant to the 2009 SO Plan have a term not to exceed five years (seven years in the event that the 2009 SO Plan Amendments are approved by Shareholders), subject to any applicable Blackout Period, and vest in such manner as determined by the Board of Directors of the Corporation. As noted above, pursuant to the 2009 SO Plan Amendments, subject to Shareholder approval at this Meeting, the term may not exceed seven years. Holders may not monetize Options granted other than through exercising the Option and selling the Shares or through the "cashless" settlement alternative described below.

If the expiry date for any Option falls within a Blackout Period or within ten business days from the expiration of a Blackout Period (such Options to be referred to as "**Restricted Options**"), the expiry date of such Restricted Options shall be extended to the date that is the tenth business day following the end of the Blackout Period.

For the purposes of the 2009 SO Plan, "**Blackout Period**" means the period of time when, pursuant to any policies of WestJet, any securities of WestJet may not be traded by certain persons as designated by WestJet, including any holder of an Option.

Notwithstanding the foregoing, the Board may, in its sole discretion and notwithstanding what is provided in any Option agreement in respect of any Options granted, extend the period of time that Options may be exercised following cessation of employment, provided such period does not extend beyond the five year expiry date (or seven years in the event that the 2009 SO Plan Amendments are approved by Shareholders), subject to extension in the case of a Blackout Period, of such Options.

Cessation of Entitlement to Options

Under the 2009 SO Plan, and pursuant to the 2009 SO Plan Amendments, if an Optionee ceases to be an officer or employee of the Corporation or of a subsidiary or affiliated company for any reason (other than as set forth below), all outstanding Options held by the Optionee will expire on the expiry date of such Options. Pursuant to the 2009 SO Plan Amendments, subject to any extended periods prescribed by the Corporation's policies, in the case of termination without cause, all Options expire on the earlier of the expiry date and, in the case of vested Options 120 days, and in the case of unvested Options 180 days, following the time the Optionee ceases to be an officer or employee; in the event of retirement in accordance with the Corporation's policies for voluntary or mandatory retirement, or disability, on the earlier of the expiry date and 48 months from the date of retirement or disability; in the case of death, the earlier of the expiry date and the first anniversary of the date of death; in the case of resignation, for vested Options, the earlier of the expiry date and 120 days after the Optionee ceases to hold office or be employed by the Corporation or other subsidiary or affiliated company and for unvested Options, immediately; and in the case of termination for cause, the close of business on the last day of employment. Pursuant to the 2009 SO Plan Amendments, in the event of a termination of employment

for any reason, all Options which are not terminated shall continue to be eligible to vest in accordance with their terms other than: (i) in the case of death, all Options vest immediately; (ii) in the case of termination without cause, unvested Options shall continue to be eligible to vest for 180 days; (iii) in the case of termination with cause or resignation, all unvested Options terminate immediately; and (iv) in the case of retirement or disability, Options are eligible to continue to vest for 24 months following retirement or disability.

Assignability of Options

Options granted under the 2009 SO Plan are not transferable or assignable other than to personal representatives of the estate of the deceased Optionee.

Minimizing Share Dilution

In order to minimize the level of dilution resulting from the 2009 SO Plan, the Corporation introduced a "cashless" settlement alternative, whereby the value of the Options at the time of exercise may be settled by the surrendering of Options for "Substituted Rights" and the immediate conversion of those rights into Shares. Cashless settlement can be chosen by the Optionholder or, the Board, in its discretion, may require the Optionholder to choose "cashless" settlement. The result of the "cashless" settlement is that dilution is significantly decreased by reducing the number of Shares that are issued upon exercise of Options granted under the 2009 SO Plan. As opposed to issuing a number of Shares equivalent to the number of Options that have been exercised, the number of Shares to be issued is determined by the following formula:

$$\text{Number of Shares} = \frac{\text{Number of Shares under the exchanged options} \times (\text{Current Price} - \text{Exercise Price})}{\text{Current Price}}$$

where:

- (a) "**Current Price**" means the closing price of our Common Voting Shares immediately prior to the exercise of the Options; and
- (b) "**Exercise Price**" means the exercise price of the Option.

By way of illustration, an Optionee exercising 1,000 Options with an Exercise Price of \$15.00 per Share when the Current Price is \$20.00 per Share would receive, on a "cashless" exercise, 250 Shares $((1,000 \times (20 - 15))/20)$. The actual number of Shares issued under such "cashless" exercise is substantially reduced from the number of Shares which WestJet reserved and would otherwise have to issue under the 2009 SO Plan (250 Shares as opposed to 1,000 Shares in the example above).

Take-over Bid

In the event of a take-over bid, the Corporation may satisfy any outstanding Options by delivering to the Optionee, in Shares, the difference between the exercise price of unexercised Options and the weighted average trading price for the Shares for the five trading days prior to the date of issuance of Shares.

Adjustments in the Event of a Merger or Sale

In the event that WestJet enters into any transaction or series of transactions whereby WestJet or all or substantially all of WestJet's undertaking, property or assets would become the property of any other corporation, partnership, trust or other person (referred to herein as a "**Successor**") whether by way of takeover bid, acquisition, reorganization, consolidation, amalgamation, arrangement, merger, transfer, sale or otherwise, WestJet and the Successor shall execute such instruments and do such things as are necessary, if any, to establish that upon the consummation of such transaction the Successor will have assumed all the covenants and obligations of WestJet under the 2009 SO Plan and any Options

outstanding in a manner that substantially preserves and does not impair the rights of the holders of Options under the 2009 SO Plan in any material respect (including the right to receive shares, securities, cash or other property of the Successor in lieu of Shares upon the subsequent vesting of Options), provided that in the case of the right to receive cash or other property in lieu of Shares, pursuant to the 2009 SO Plan Amendments, the Board may, cancel the "out-of-the-money" Options for nominal consideration. Pursuant to the 2009 SO Plan Amendments, in the event of such a transaction or series of transactions, and the termination without cause of an Optionee within 24 months of such transaction or transactions, all such Options held by such Optionee shall become vested and exercisable until the applicable expiry date. Any such Successor shall succeed to, and be substituted for, and may exercise every right and power of WestJet under the 2009 SO Plan and such Options.

Amending the 2009 SO Plan

The Board may at any time discontinue the 2009 SO Plan and, subject to applicable regulatory approval, may amend or revise the terms of the 2009 SO Plan, provided that, without the prior approval of the Shareholders, no amendment or revision may: (a) increase the number of Shares issuable pursuant to the 2009 SO Plan or lower the limitations on maximum reservations and issuances; (b) reduce the exercise price of any outstanding Option; (c) extend the term of any outstanding Option beyond the original expiry date of such Option; (d) change the eligible participants; (e) permit an Optionee to transfer or assign Options to a new beneficial Optionee other than in the case of death of the Optionee; (f) extend the expiry date of an Option for any individual grant benefiting an insider of the issuer; (g) change the amendment provisions provided in the 2009 SO Plan; or (h) amend the terms of the 2009 SO Plan or any Options granted under the 2009 SO Plan without the consent of such Optionee, if it adversely alters or impairs the rights of the Optionee. As described above, pursuant to the 2009 SO Plan Amendments, subject to Shareholder approval at this Meeting, the amendment provision of the 2009 SO Plan is being amended to add that a change to the maximum permitted expiry date beyond seven years from the grant date will also require Shareholder approval.

Amendments Made by the Board since WestJet's 2010 AGM

Since the last AGM, the Board made several amendments to the 2009 SO Plan, as described above.

2009 SO Plan Amendments Approved at WestJet's 2010 AGM

At WestJet's 2010 AGM, Shareholder approval was obtained in respect of amendments to the 2009 SO Plan to: (1) to increase the maximum number of Shares reserved for issuance from 12,242,897 to 12,449,168; and (2) to amend the 2009 SO Plan to provide that the Board may not change the expiry date for any individual grant benefiting an insider of the Corporation without Shareholder approval.

Executive Share Unit Plan

The 2008 ESU Plan authorizes the Corporation's Board to grant awards ("**Unit Awards**") of restricted units ("**Restricted Awards**" or "**RSUs**") and performance units ("**Performance Awards**" or "**PSUs**") to Executives (as defined in the 2008 ESU Plan) of the Corporation with such Unit Awards to be settled in the form of Shares of the Corporation. The principal purposes of the 2008 ESU Plan are to retain and attract qualified Executives, to promote a proprietary interest in WestJet by such persons and to encourage such persons to remain in the employ of WestJet and put forth maximum efforts for the success of the business of WestJet, and to focus Management of WestJet on operating and financial performance and long-term shareholder return.

At WestJet's 2010 AGM, Shareholders approved amendments to the 2008 ESU Plan to increase the maximum number of Shares reserved for issuance from 550,000 to 1,000,000.

On February 8, 2011, and in connection with the review of executive compensation programs undertaken by the Compensation Committee with respect to 2011 (see under "*Statement of Executive Compensation – Executive Compensation Discussion and Analysis – 2011 Executive Compensation Review*"), certain amendments were recommended by the Committee and made by the Board to the 2008 ESU Plan (the "**2008 ESU Plan Amendments**"). The 2008 ESU Plan Amendments are described below in the description of the 2008 ESU Plan.

As described above under "*Business of the Meeting - 6. Approval of Amendments to the 2008 ESU Plan*", the Board approved an amendment to the 2008 ESU Plan to increase the number of Shares reserved for issuance from 1,000,000 to 1,250,000 which is subject to Shareholder approval. Shareholders will be asked to consider and, if deemed advisable, to approve this amendment to the 2008 ESU Plan.

All capitalized terms used in this section shall have the meaning assigned to them in the 2008 ESU Plan.

Eligible Participants

Eligible participants under the 2008 ESU Plan include such officers of WestJet and any WestJet Entity (as defined below) and any other employees of WestJet or a WestJet Entity determined by the Board.

Shares Issued and Issuable

The 2008 ESU Plan currently provides that the maximum number of Shares issuable from time to time pursuant to Unit Awards shall be 1,000,000. Under the proposed amendment to the 2008 ESU Plan, this number would be increased to 1,250,000. To date, 246,894 Shares have been issued upon the exercise of Unit Awards granted under the 2008 ESU Plan. The number of Shares reserved for issuance under the 2008 ESU Plan, including the additional 250,000 Shares, will be 1,003,160 (approximately 0.7 percent of the Shares outstanding as at March 16, 2011). As at March 16, 2011 Unit Awards representing up to a maximum of 666,984 Shares are outstanding (approximately 0.5 percent of the Shares outstanding as at March 16, 2011).

The aggregate number of Shares issuable to any single Executive pursuant to outstanding Unit Awards shall not exceed two percent of the issued and outstanding Shares. In addition, the number of Shares issuable to insiders (as defined by the TSX for this purpose) at any time, under all security based compensation arrangements of WestJet, shall not exceed ten percent of the issued and outstanding Shares and the number of Shares issued to insiders, within any one year period, under all security based compensation arrangements of WestJet, shall not exceed ten percent of the issued and outstanding Shares.

Exchange Ratio for Performance Awards

Under the Unit Award Agreements for Performance Awards, the number of Shares to be issued to the Executive pursuant to the Performance Awards is based on performance-related vesting conditions as determined by the Directors from time to time. The vesting conditions that have been used in past grants are discussed more extensively in the "*Statement of Executive Compensation*" section of this Circular.

Adjustment on Payment of Dividends

The 2008 ESU Plan provides for an adjustment to the number of Shares to be issued pursuant to Unit Awards by an amount equal to a fraction having as its numerator the amount of the dividend per Share for each dividend payment during the term of the Unit Awards and having as its denominator the fair market value of the Shares on the day prior to issue. Under the terms of the 2008 ESU Plan, "**Fair Market Value**" as at any date is the weighted average trading price of the Shares on the TSX for the five trading days immediately preceding such date.

Term and Vesting

Under the terms of the 2008 ESU Plan, WestJet Executives may be granted Restricted Awards and Performance Awards.

Each Restricted Award will vest in accordance with applicable time vesting conditions (relating to the continued service with WestJet or a controlled entity of WestJet such as a subsidiary, partnership or trust (a "**WestJet Entity**")), as determined by the Board and which may be graduated by percentages of a Unit Award, including a percentage in excess of 100 percent), and the holder will be entitled to exercise such Restricted Award so as to be issued the number of Shares pursuant to such vesting conditions designated in the Restricted Award.

Each Performance Award will vest in accordance with applicable performance vesting conditions determined by the Board, and the holder will be entitled to exercise such Performance Award so as to be issued the number of Shares pursuant to such vesting conditions designated in the Performance Award. For this purpose, performance vesting conditions mean any performance-related conditions in respect of vesting, which may include performance of WestJet or a WestJet Entity, Shareholder return or otherwise and which may be graduated by percentages of a Unit Award, including a percentage in excess of 100 percent. Pursuant to the 2008 ESU Plan, the WestJet Board may in its sole and absolute discretion impose additional or different vesting conditions to the time vesting or performance vesting conditions.

The number of Shares covered by each Unit Award is determined by dividing the dollar amount of the Unit Award made by the Board by the Fair Market Value of a Share on the grant date.

The 2008 ESU Plan provides that the maximum expiry date for a Unit Award grant shall not exceed five years from the Grant Date, subject to, unless otherwise determined at the time of grant, extension in the event of a leave of absence (not to exceed one year from the Unit Award expiry date), or in the event of a blackout period imposed upon a grantee, in which case such expiry date shall be extended to the date which is ten business days from the date that the blackout period ends. The discretion to determine whether an extension in the event of a leave of absence would be a term of a Unit Award was added pursuant to the 2008 ESU Plan Amendments. For this purpose, a blackout period is a period of time imposed by the Board pursuant to WestJet's insider trading and disclosure policies on certain designated persons during which those persons may not trade in any securities of WestJet.

Under the terms of the current Unit Award agreements, all Restricted Awards, other than those granted to Mr. Saretsky in respect of his relocation to Calgary, Alberta (see Note 5 to the "*Summary Compensation Table*" under the heading "*Statement of Executive Compensation*"), vest on the third anniversary of the

date of grant and expire no later than the fifth anniversary of the date of grant. The Unit Awards granted to Mr. Saretsky in respect of his relocation to Calgary, Alberta vested six months after the date of the grant on the one year anniversary of his appointment to President and CEO.

Cessation of Entitlement to Unit Awards

In the event of both (a) a Change of Control (as defined in the 2008 ESU Plan), and (b) the termination without cause of an Executive subsequent to such Change of Control, all outstanding Unit Awards then held by the Executive immediately vest in full on the basis of a 100 percent basis and expire on the earlier of their expiry date or 60 days from the date of the Executive's termination.

Pursuant to the 2008 ESU Plan, unless otherwise determined by the Board or unless otherwise provided in a Unit Award agreement pertaining to a particular grant or any written employment agreement, if a grantee ceases to be an Executive as a result of termination for cause or voluntary resignation (excluding retirement), pursuant to the 2008 ESU Plan Amendments, all unvested Unit Awards shall terminate immediately and all vested Unit Awards, whether Performance Awards or Restricted Awards, shall terminate effective as of the earlier of the expiry date applicable to the Unit Award and the date that is 60 days after the "**Cessation Date**" (the date of the termination of employment of the Executive, regardless of any notice) and all rights to receive Shares thereunder shall be forfeited by the grantee.

If a grantee ceases to be an Executive as a result of such grantee's termination without cause, retirement, death or disability, pursuant to the 2008 ESU Plan Amendments, Unit Awards shall vest on a pro rata basis and, effective as of the earlier of the expiry date of such Unit Awards and 60 days after the Cessation Date, all outstanding Unit Award agreements under which Unit Awards have been made to such grantee, whether Performance Awards or Restricted Awards, shall be immediately terminated and all rights to receive Shares thereunder shall be forfeited by the grantee.

Assignability of Unit Awards

Except in the case of death, the right to receive Shares pursuant to a Unit Award granted to a WestJet Executive may only be exercised by such Executive personally. No assignment, sale, transfer, pledge or charge of a Unit Award, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such Unit Award whatsoever in any assignee or transferee and, immediately upon any assignment, sale, transfer, pledge or charge or attempt to assign, sell, transfer, pledge or charge, such Unit Award shall terminate and be of no further force or effect, provided that the grantee may transfer or assign the rights of a Unit Award to minor children or minor grandchildren or the spouse of the grantee, or a trust or holding company of which the grantee is a trustee or director and the beneficiaries or shareholders of which are a combination of the grantee, grantee's spouse or grantee's minor children or minor grandchildren, in accordance with such requirements as the Board of Directors may from time to time determine.

Adjustments to Unit Awards

In the event: (a) of any change in the Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise; (b) that any rights are granted to Shareholders to purchase Shares at prices substantially below Fair Market Value; or (c) that, as a result of any recapitalization, merger, consolidation or other transaction, the Shares are converted into or exchangeable for any other securities, then, in any such case, the Board shall make such adjustments to the 2008 ESU Plan, to any Unit Awards and to any agreements in respect of Unit Awards outstanding under the 2008 ESU Plan as may be appropriate in the circumstances (including changing the Shares covered by each Unit Award into other securities on the same basis as Shares are converted into or exchangeable for such securities in any such transaction) to prevent dilution or enlargement of the rights granted to participants under the 2008 ESU Plan.

Amending the ESU Plan

WestJet has the right to amend from time to time the terms and conditions of the WestJet 2008 ESU Plan or any Unit Awards granted under it, or terminate the WestJet 2008 ESU Plan, by resolution of the WestJet Board without Shareholder approval. However, the 2008 ESU Plan or any Unit Award granted under it, may not be amended without Shareholder approval to (a) increase the number of Shares under the 2008 ESU Plan issuable on exercise of Unit Awards, (b) extend the expiry date of any outstanding Unit Award, (c) permit a grantee to transfer or assign Unit Awards other than as permitted under the 2008 ESU Plan, (d) increase the number of Shares that may be issued to insiders above the restrictions set forth in the 2008 ESU Plan, (e) extend the maximum expiry date under the 2008 ESU Plan beyond five years, (f) add additional categories of grantees, or (g) amend the amendment provisions of the 2008 ESU Plan to delete any of the foregoing matters requiring Shareholder approval. No amendment of the Plan or Unit Awards granted pursuant to the 2008 ESU Plan may be made without the consent of the grantee, if it adversely alters or impairs the rights of the grantee in respect of any Unit Award previously granted to such grantee under the 2008 ESU Plan.

Key Employee and Pilot Restricted Share Unit Plan

Under the Pilot Agreement, WestJet's pilots have the ability to select to take a portion of their total compensation in the form of Options or RSUs. A portion of the Corporation's vice presidents' and employee directors' compensation will also be issued in RSUs.

Under the KEP Plan, the participants will be granted the number of RSUs determined by dividing the value of the grant by the Fair Market Value determined as at the date of the grant. For the purposes of the KEP Plan, "**Fair Market Value**" on a given date is the weighted average trading price of the Shares on the TSX immediately preceding such date. In the case of the pilots, this grant will be pro rated based on the number of months in the preceding year that the eligible pilot has been employed with WestJet. The RSUs vest over a period of two or three years. On the vest date, the RSUs will be exchanged for an equivalent number of Shares or cash equivalent to the Fair Market Value of that number of Shares, at the discretion of the Board.

Eligible Participants

Eligible participants under the KEP Plan are key employees at the vice president or employee director level, and each pilot, employed by WestJet or any WestJet Entity which is designated by the Board, in its sole discretion, as eligible for participation in the KEP Plan.

Shares Issued and Issuable

The KEP Plan allows the Corporation to meet its obligations by purchasing Shares on the market, issuing Shares from treasury or settling the awards in cash. Additionally the Corporation may purchase the Shares and hold the same in trust at any point prior to the vesting date of the awards, thereby mitigating the risk of Share price fluctuations.

The KEP Plan provides that the maximum number of Shares that are issuable from time to time pursuant to Unit Awards shall be 1,000,000 (approximately 0.7 percent of the Shares outstanding as at March 16, 2011). To date, 4,710 Shares have been issued under the KEP Plan. As at March 16, 2011 Unit Awards representing 169,524 Shares are outstanding (approximately 0.1 percent of the Shares outstanding as at March 16, 2011) The aggregate number of Shares issuable to any one participant pursuant to outstanding Unit Awards shall not exceed two percent of the issued and outstanding Shares, calculated on an undiluted basis. In addition, the number of Shares issuable to insiders (as defined by the TSX for this purpose) at any time, under all security based compensation arrangements of WestJet, shall not exceed ten percent of the issued and outstanding Shares and the number of Shares issued to insiders, within any one

year period, under all security based compensation arrangements of WestJet, shall not exceed ten percent of the issued and outstanding Shares.

Exchange Ratio for RSUs

The number of Shares to be issued to a participant pursuant to the Unit Awards shall be a 1:1 ratio.

Adjustment on Payment of Dividends

The KEP Plan provides for an adjustment to the number of Shares to be issued pursuant to Unit Awards by an amount equal to a fraction having as its numerator the dividends declared that would have been paid to the participant if the Unit Awards had been Shares on the dividend record date by the Fair Market Value on the dividend payment date.

Term and Vesting

Under the terms of the KEP Plan the Unit Awards shall vest no later than December 15 of the third calendar year following the end of the calendar year in which the services to which the grant of such Unit Awards relate. The Board has the discretion to permit accelerated vesting of Unit Awards.

Subject to the terms of the KEP Plan, the Board may determine other terms or conditions of any RSUs, and shall specify the material terms thereof in the applicable agreement in respect of a Unit Award. Such additional terms and conditions may include any additional conditions with respect to the vesting of RSUs, in whole or in part, to become vested or the payment of cash or the provision of Shares under the KEP Plan including conditions in respect of: (a) the market price of the Shares; (b) the return to holders of Shares, with or without reference to other comparable companies; (c) the financial performance or results of WestJet; (d) other performance criteria relating to WestJet; (e) ownership of Shares by a participant in the KEP Plan; (f) restrictions on the re-sale of Shares acquired under the KEP Plan including escrow arrangements; and (g) any other terms and conditions the Board may, in its discretion, determine with respect to vesting or the acceleration of vesting. The conditions may relate to all or a portion of the RSUs in a grant and may be graduated such that different percentages (which may be greater or lesser than 100 percent) of the RSUs in a grant will become vested depending on the extent of satisfaction of one or more such conditions. Any additional criteria as set forth above shall be set forth in the agreement for such grant of Unit Awards. The Board may, in its discretion, subsequent to the Grant Date of a RSU, waive any term or condition or determine that it has been satisfied subject to Applicable Law.

Cessation of Entitlement to Unit Awards

The KEP Plan does not provide for an automatic acceleration of Unit Awards or any other special treatment upon the occurrence of a change of control, provided however that the Board in its sole discretion may, by resolution, permit all unvested RSUs to vest immediately and to be paid out to a participants account.

Pursuant to the KEP Plan, unless otherwise determined by the Board or unless otherwise provided in a Unit Award agreement pertaining to a particular grant or any written employment agreement, if a grantee ceases to be an employee as a result of termination for cause or voluntary resignation (excluding retirement), effective as the "**Cessation Date**" (the date of the termination of employment of the Executive, regardless of any notice) all outstanding Unit Awards which have not vested on or before the Cessation Date shall be immediately terminated and all rights to receive Shares thereunder shall be forfeited by the grantee.

If a grantee ceases to be an employee as a result of being terminated without cause, death or disability, effective as of the Cessation Date, and notwithstanding any other severance entitlements or entitlement to

notice or compensation in lieu thereof, all outstanding Unit Awards then held by the grantee shall immediately vest and be settled on or before or on the earlier of 120 days from the Cessation Date or December 31 of the year in which the Cessation Date took place.

If a grantee ceases to be an employee as a result of such employee's retirement, all Unit Awards credited to the participant's account shall immediately vest and the participant shall receive a payment as soon as practical following the vesting date and, in any event, no later than December 31 of the calendar year in which the vesting date occurs.

Assignability of Unit Awards

Except in the case of death, the right to receive Shares pursuant to a Unit Award granted to a WestJet employee may only be exercised by such employee personally. No assignment, sale, transfer, pledge or charge of a Unit Award, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such Unit Award whatsoever in any assignee or transferee and, immediately upon any assignment, sale, transfer, pledge or charge or attempt to assign, sell, transfer, pledge or charge, such Unit Award shall terminate and be of no further force or effect, provided that the grantee may transfer or assign the rights of a Unit Award to minor children or minor grandchildren or the spouse of the grantee, or a trust or holding company of which the grantee is a trustee or director and the beneficiaries or shareholders of which are a combination of the grantee, grantee's spouse or grantee's minor children or minor grandchildren, in accordance with such requirements as the Board may from time to time determine.

Adjustments to Unit Awards

In the event of: (a) any change in the Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise; (b) that any rights are granted to Shareholders to purchase Shares at prices substantially below Fair Market Value; or (c) that, as a result of any recapitalization, merger, consolidation or other transaction, the Shares are converted into or exchangeable for any other securities, then, in any such case, the Board shall make such adjustments, if any, to the KEP Plan, to any Unit Awards and to any agreement in respect of a Unit Award outstanding under the KEP Plan as may be appropriate in the circumstances (including changing the Shares covered by each RSU into other securities on the same basis as Shares are converted into or exchangeable for such securities in any such transaction) to prevent dilution or enlargement of the rights granted to participants under the KEP Plan.

Amending the KEP Plan

WestJet has the right to amend from time to time the terms and conditions of the KEP Plan or any Unit Awards granted under it, or suspend or terminate the WestJet KEP Plan, by resolution of the WestJet Board without Shareholder approval. However, the KEP Plan or any Unit Award granted under it, may not be amended without Shareholder approval to: (a) increase the number of Shares under the KEP Plan issuable on exercise of Unit Awards; (b) change the definition of eligible participant to add categories of eligible participants under the KEP Plan; (c) add new forms of compensation involving the issuance of Shares by WestJet; (d) any amendment to the assignment provisions of the KEP Plan; (e) amend the insider participation limits set out in the KEP Plan; or (f) amend the amendment provisions of the KEP Plan to delete any of the foregoing matters requiring Shareholder approval. No amendment of the Plan or Unit Awards granted pursuant to the KEP Plan may be made without the consent of the grantee, if it adversely alters or impairs the rights of the grantee in respect of any Unit Award previously granted to such grantee under the KEP Plan.

Employee Share Purchase Plan

Eligible Participants

All employees, including senior Management, are entitled to contribute a portion of their salary, to a maximum of 20 percent, to the ESPP. As at December 31, 2010, approximately 84 percent of WestJet's active employees participate in this plan, contributing on average 13 percent of their salary.

WestJet matches each dollar contributed by an employee to the ESPP. Employees who have not exceeded their maximum contribution level may use their Profit Plan payments to "top-up" their ESPP contributions with WestJet matching this "top-up" amount. The matching contribution by the Corporation encourages employees to become "WestJet Owners" and WestJet believes this encourages longer term thinking regardless of market or Share price fluctuations. In addition, dividends paid on Shares held by employees in the ESPP are reinvested to acquire additional Shares.

Shares Issued and Issuable

The ESPP provides WestJet the ability to meet its matching obligations either by issuing Shares from treasury or providing the plan administrator with cash to purchase the Shares on the public market. In each case the Shares are issued or purchased at the current market price. The number of Shares issued to any one eligible employee under the ESPP and any other share compensation arrangement shall not exceed five percent of the issued and outstanding Shares. The maximum number of Shares together with all of WestJet's other share compensation arrangements: (a) reserved for issuance to insiders may not exceed ten percent of the total Shares; (b) that may be issued to insiders within a one year period, may not exceed ten percent of the total Shares; and (c) that may be issued to any one Insider and associates of such insider within a one-year period, may not exceed five percent of the total Shares.

The ESPP currently limits the maximum number of Shares that may be issued under the ESPP to 4,194,801 Shares (approximately 3.0 percent of the Shares outstanding as at March 16, 2011) of which 4,159,055 Shares have been issued to date (approximately 2.9 percent of the Shares outstanding as at March 16, 2011). As at March 16, 2011, the total remaining reserve of Shares that may be issued under the ESPP is 35,746 (approximately 0.02 percent of the Shares outstanding as at March 16, 2011).

Restrictions on Sale

Under the terms of the ESPP, employees are required to hold the Shares purchased pursuant to the ESPP for at least one year before they can sell, transfer or otherwise dispose of them. Employees may transfer, withdraw or sell Shares purchased under the ESPP four times per year. Should an employee wish to sell Shares which have not been held for at least one year, they may sell them to WestJet, as trustee of the ESPP for and on behalf of employees participating in the ESPP, at a price of 50 percent of the weighted average trading price of the Shares on the TSX for the five days preceding the employee's notice to WestJet.

Cessation of Entitlement to Awards

A participant must be an employee of WestJet to participate in the ESPP. Upon cessation of employment, participants are entitled to transfer all of their acquired Shares under the ESPP but will cease to be eligible to continue their participation.

Assignability of Awards

Upon the completion of the one-year hold period, an employee may transfer or sell the Shares at his or her discretion.

Securities Authorized for Issuance Under Equity Compensation Plans

The following sets forth information in respect of securities authorized for issuance under the Corporation's equity compensation plans as at December 31, 2010.

Plan Category		Number of Securities to be Issued Upon Exercise of Outstanding Options, and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by securityholders	2009 SO Plan ⁽¹⁾	8,083,431	\$ 14.21	3,610,437
	ESPP ⁽²⁾	–	–	35,746
	2008 ESU Plan	475,630 ⁽³⁾	–	289,762 ⁽⁴⁾
	KEP	171,129	–	826,573
TOTAL		8,730,190		4,762,518

Notes:

- (1) The 2009 SO Plan of the Corporation provides for a "cashless" exercise of Options at the election of the employee or the Corporation. See "Stock Option Plan", above, regarding details of the "cashless" exercise. In cases of a "cashless" exercise, a lesser number of Shares will be issuable than the number of Options exercised. The Corporation will utilize its ability to require a "cashless" exercise when deemed necessary in order to manage the available Shares issued under its SO Plans.
- (2) Shares can either be (i) issued from treasury at the weighted average trading price of the Common Voting Shares on the TSX for the five trading days preceding the issuance; or (ii) purchased through open market purchases. See also "Employee Share Purchase Plan" on page 42.
- (3) The number of Shares shown to be issued is equal to sum of the number of Restricted Units awarded and one and a half times (the maximum payout) the number of unvested Performance Units awarded and one times the number of vested Performance Units awarded.
- (4) Under the proposed amendment to the 2008 ESU Plan, this number would be increased to 539,762 and the total would be increased to 5,012,518.

STATEMENT OF EXECUTIVE COMPENSATION

BACKGROUND

WestJet has developed a compensation strategy built on offering a competitive compensation package which is oriented toward developing a culture of ownership. The compensation program is designed to attract, motivate, reward and retain the talented employees necessary to deliver on WestJet's strategic objectives. Applying this compensation philosophy equally to executive and non-executive personnel has allowed us to maintain one of the country's most admired corporate cultures and to continue offering our customers unparalleled guest service.

EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Compensation Objectives and Philosophy

WestJet's pay practices at the executive level are designed to be prudent and well-aligned with our culture and values. Our executive compensation policy is structured to reduce the fixed cost component of compensation, by paying below market median base salaries while enhancing potential overall compensation through incentive-based plans tied to corporate performance.

Base salaries are set at a level that is sustainable and rational even when cost pressures in the industry are high. We do not fund company cars, private clubs, pension plans or other expensive perquisites for our executive officers ("**Executives**"). Executives include all "Named Executive Officers" (as defined in Form 51-102F6 – *Statement of Executive Compensation*).

Our compensation program provides for a significant portion of each Executive's annual compensation in the form of Option grants and restricted awards that vest over time, and performance awards earned upon the achievement of pre-determined goals. We expect the value of these grants to reflect our performance over the longer term and believe that the inclusion of "at risk" equity elements in our compensation program will motivate Executives to set and achieve goals that drive our long-term success. Because a significant portion of the Executive's salary is "at-risk", during times of strong financial performance by WestJet each Executive's total compensation will be higher than in times of weaker performance. While the Executive's base salary is set below market median, his total compensation package is expected to exceed the median total compensation level in times of strong corporate performance.

Compensation Decision-Making Process

Role of the Compensation Committee and Board

The purpose of the Compensation Committee is to assist the Board in fulfilling its responsibilities by (a) reviewing and making recommendations to the Board on its findings and conclusions on matters relating to the compensation of the Executives and Directors of the Corporation and its subsidiaries in the context of the budget, business plan and competitive environment of the Corporation; (b) conducting/assisting in the regular reviews/appraisals of the President and Chief Executive Officer and other members of the Executive team; and (c) ensure appropriate succession plans are in place for senior officers.

The executive compensation program is administered by the Compensation Committee on behalf of the Board. The Compensation Committee makes recommendations to the Board on the compensation of all Executives. The Compensation Committee is responsible for the design, implementation, recommendation and, subject to the plans and agreements in place, the amendment of the executive

compensation arrangements. These recommendations are reviewed and considered by the full Board of Directors for approval.

The Compensation Committee is currently composed of Messrs. Allan Jackson (Chairman), Brenneman, Barry Jackson and Pollock. The Compensation Committee annually reviews and recommends the compensation of members of the Executive team, specifically the CEO and Executive Vice-Presidents ("EVPs"), recommends grants of options and awards and reviews and recommends the fees to be paid to Directors. Typically recommendations regarding executive compensation are presented to the Board in February. In addition, the Compensation Committee oversees the completion of annual performance appraisals for Executives.

The Compensation Committee is comprised entirely of all independent directors. Two of the current members of the Committee are sitting CEO's. As Chairman, Mr. Beddoe attends the Compensation Committee meetings in an ex officio capacity. In order to ensure an objective process for determining executive compensation, interested Directors excuse themselves from the meeting during decisions regarding their own executive compensation. Additionally, as required by the Committee mandate, the agenda for each Committee meeting includes an *in camera* session for the independent members.

The Compensation Committee held five meetings during the financial year ended December 31, 2010. The following table outlines the main activities of the Compensation Committee during this period and provides an overview of the work plan of the Committee for that year:

Meeting	Main activities of the Compensation Committee
February 2010	<ul style="list-style-type: none"> ▪ Approval of base salaries for President and CEO and EVPs for 2010 ▪ Approval of 2009 short-term incentive plan (STIP) pay out amounts ▪ Approval of the restricted share unit grants and performance share unit grants under the 2008 ESU Plan for the President and CEO and the EVPs for 2010 ▪ Approval of STIP targets for 2010 ▪ Review of stress test for executive compensation ▪ Review of share ownership guidelines
May 2010	<ul style="list-style-type: none"> ▪ Approval of the 2010 Stock Option Grant for President and CEO, EVPs, Senior Management and the Pilot Group in accordance with the Corporation's 2009 SO Plan ▪ Approval of 2010 KEP Plan RSU Grant for Senior Management and Pilot Group ▪ Approval of the May Profit Share distribution ▪ Review of stress test for executive compensation
August 2010	<ul style="list-style-type: none"> ▪ Executive Compensation Plan Review ▪ Review of Director Share/DSU ownership ▪ Review of Compensation Committee Mandate ▪ Review of CEO relocation arrangement
November 2010	<ul style="list-style-type: none"> ▪ Approval of the November Profit Share distribution ▪ Review of potential Executive Compensation Plan adjustments ▪ Review of IFRS impact on Executive Compensation
December 2010	<ul style="list-style-type: none"> ▪ Review of potential Executive Compensation Plan adjustments ▪ Review of Board Compensation ▪ Review of 2011 forward agenda
On-going	<ul style="list-style-type: none"> ▪ Review of developments in governance practice relative to Executive and Director compensation

Design of Program and Role of Compensation Consultants

The Corporation's executive compensation program is based upon a pay-for-performance policy. The Compensation Committee of the Board of Directors engaged the consulting firm of Hugessen Consulting Inc. ("HCI") to assist in developing the program in 2007. At that time, HCI undertook a market study of competitive pay practices and recommended an executive compensation plan that reflected the interests of key stakeholders.

The Compensation Committee may retain an external compensation consultant to complete a market analysis and provide recommendations where required to ensure executive compensation practices are in line with the agreed policy and to maintain the desired competitive position. In 2009, WestJet retained HCI to perform a review of the performance share unit granting strategy and received a fee of \$43,903.

In 2010, WestJet retained Hewitt Associates ("**Hewitt**") to provide general compensation consulting services to WestJet and Hewitt received a fee of \$43,600. Also in 2010, WestJet retained Mercer (Canada) Limited ("**Mercer**") to perform a full review of the executive compensation plan and Mercer received a fee of \$62,500 for its services.

Peer Group Composition

In order to make judgments about elements of executive compensation on a competitive basis, the Compensation Committee has decided that it is appropriate to track a comparator group for executive compensation purposes. The comparators chosen for the market study included:

- Canadian consumer organizations and midsize Alberta companies with revenues of one-half to two times WestJet revenues; and
- Organizations with senior leadership comprised of founding members including a North American (non-legacy) regional carrier group, a U.S. low cost carrier ("**LCC**") group and an international LCC group.

Based on the foregoing parameters, the comparator group is comprised of leading customer-facing companies in Canada, including appropriate Alberta companies, and is a primary determinant of total direct compensation. This group is comprised of those companies listed in the below table.

2010 Peer Group	
CanWest Global Communications	Stantec Inc.
Forzani Group Ltd.	Tim Hortons Inc.
Lululemon Athletica Inc.	Torstar Corporation
Manitoba Telecom Services Inc.	TransAlta Corp.
Canadian Western Bank	Transat AT Inc.

Though not part of the comparator group, WestJet also monitors the compensation offered by competing airlines, including Air Canada.

While the Compensation Committee uses market surveys and advice of the consultant as guidelines in determining executive compensation, the Committee may consider other factors such as industry practices and economic conditions in making decisions regarding WestJet's pay practices.

Stress-Testing Executive Compensation

While the Corporation's short-term compensation program rewards Executives for the current or previous year's corporate performance, the ultimate value of the long-term compensation program is dependent on the Corporation's ability to sustain performance over the longer term.

In order to ensure that the Corporation's long-term compensation program is effective in achieving its intent, the Compensation Committee conducted stress-tests by reviewing scenarios that illustrated the impact of various future corporate performance outcomes on the Executives' current holdings of Shares and previously awarded and outstanding Options and Restricted Awards. The Committee determined that the intended relationship between pay and performance was appropriate for the Executives and that, in aggregate, the resulting compensation modeled under the various corporate performance scenarios was reasonable, not excessive and delivered the intended differentiation of compensation value based on

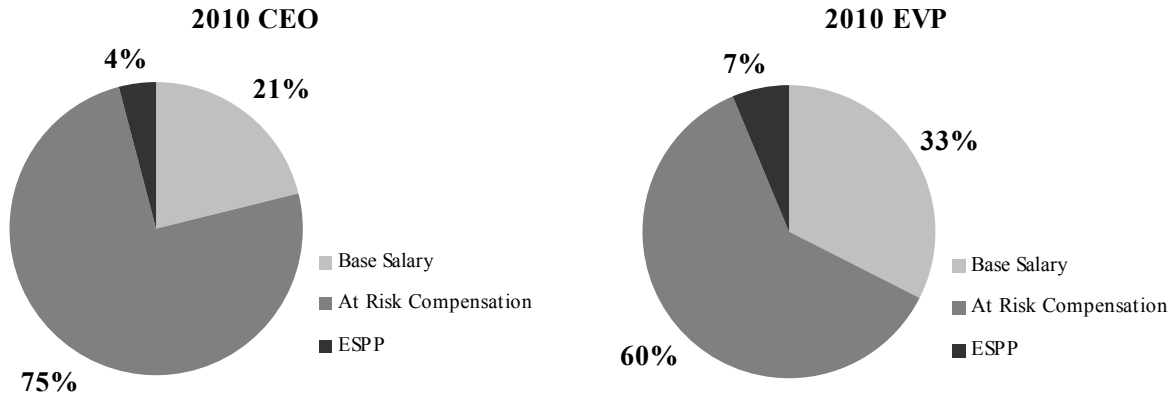
corporate performance. The Compensation Committee and the Board have discretion to amend the performance criteria. Such performance criteria and stress-testing is reviewed at least annually.

Compensation Elements

WestJet's executive compensation program includes a competitive mix of pay elements including base compensation as well as short-term and long-term incentives. Specifically, our executive compensation program includes the elements described in the below table. Each of these programs is described in more detail starting on page 49.

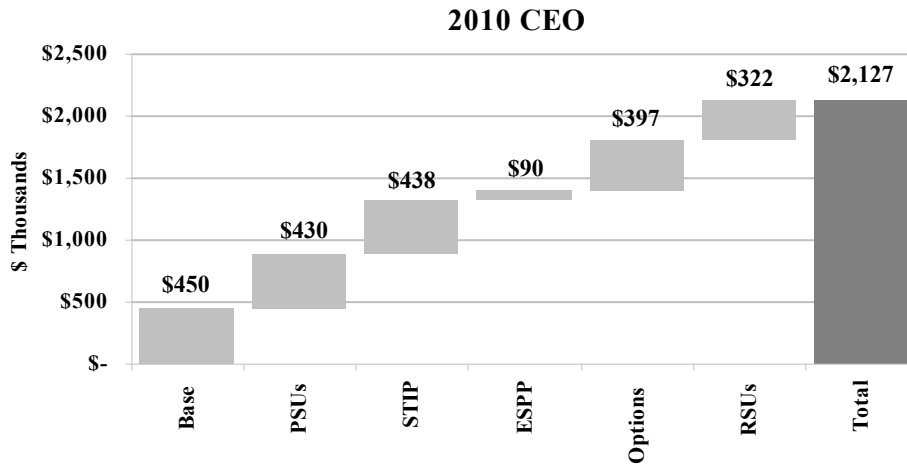
Compensation Component	Objectives	Form
Base Compensation <ul style="list-style-type: none"> ▪ Annual fixed cash payment ("Base Salary") ▪ Special Equity Plan – Performance Share Units ("PSU") 	<ul style="list-style-type: none"> ▪ Provide fixed compensation that reflects the role, skills and experience of the Executive. ▪ Reward Executives for achieving the performance-related conditions as approved by the Board of Directors. 	<ul style="list-style-type: none"> ▪ Cash ▪ PSUs
Short-term Incentive ("STIP") <ul style="list-style-type: none"> ▪ Executive Performance Bonus ▪ Employee Profit Sharing Plan 	<ul style="list-style-type: none"> ▪ Reward Executives for their contribution to results that improve WestJet's earnings before tax margin. 	<ul style="list-style-type: none"> ▪ Cash
Long-term Incentive Plans <ul style="list-style-type: none"> ▪ Stock Option Plan ▪ Restricted Share Units ("RSU") 	<ul style="list-style-type: none"> ▪ Align the interests of Executives with achievement of the Corporation's objectives in order to encourage Executives to demonstrate the leadership necessary to drive long-term corporate performance and return to Shareholders. 	<ul style="list-style-type: none"> ▪ Options ▪ RSUs
Employee Share Purchase Plan	<ul style="list-style-type: none"> ▪ Align the interests of Executives with achievement of the Corporation's objectives by encouraging longer term thinking regardless of market or Share price fluctuations. 	<ul style="list-style-type: none"> ▪ Matching contributions through the purchase of Shares

The division of the cash and "at risk" compensation components paid to our CEO and EVPs in 2010, as quantified in the summary compensation chart on page 54, is illustrated in the following charts:

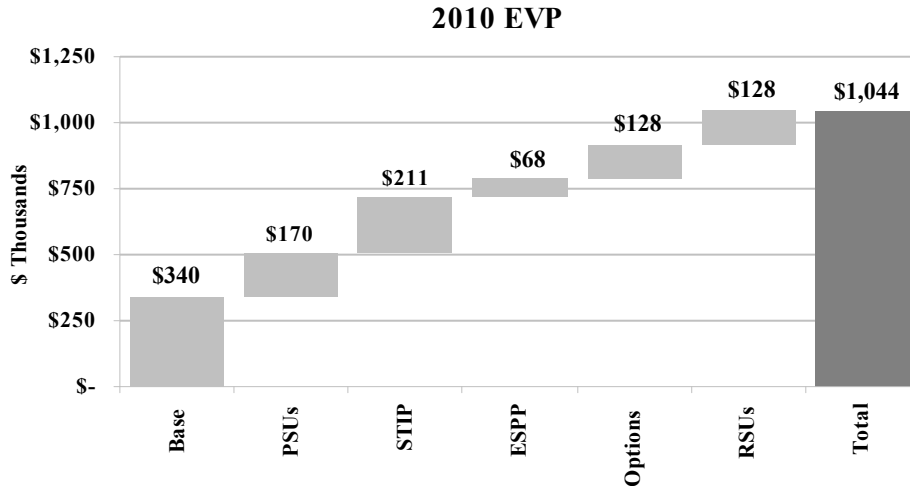


Note: CEO at risk compensation excludes the \$500,000 house relocation RSU grant made in November 2010. See Note 5 to the "2010 Summary Compensation Table" below for further information.

The following illustrates the approximate portion each pay element contributes to the total compensation paid and granted to each Executive for 2010. However, it should be noted that the actual value realized by the Executive, if any, from each non-cash element will be dependant on WestJet's corporate performance over the period covered by each such element. See the table entitled "Summary of Amounts Actually Received" on page 56 for a summary of amounts actually received by the Executives in 2010.



Note: CEO total RSUs excludes the \$500,000 house relocation RSU grant made in November 2010. See Note 5 to the "2010 Summary Compensation Table" below for further information.



Elements of Compensation Plan

Base Compensation

To determine base salaries, WestJet maintains a framework of job levels based upon internal comparability and external market data. Salaries of senior executive officers are determined utilizing salary survey information from comparator companies. In February of each year, the CEO makes salary recommendations to the Compensation Committee which in turn makes its own recommendation to the Board. Salaries for our Executives did not increase in 2010, other than in respect of Mr. Saretsky who earned salary increases in order for him to obtain a salary commensurate with his appointment as President and CEO in 2010.

Executive base salaries are currently set below the median salary levels of the comparator group. Specific benchmarks are:

- President and CEO: base salary set approximately 20 percent below the 50th percentile (median) of the market comparator group; and
- EVP: base salary set approximately ten percent below the 50th percentile (median) of the market comparator group.

In furtherance of WestJet's egalitarian philosophy of compensation, it is intended that each EVP receive equal compensation. Some of the companies in the market comparator group may have variance in the compensation paid to its EVPs. Therefore our comparison is not a "job title" to "job title" comparison. We use all EVP positions and salaries paid by the members of the market comparator group to formulate the continuum from which we determine the median of EVP base salary. This median is applicable to all of our EVPs.

Special Equity Plan ("SEP") / PSUs

The SEP provides for equity grants to Executives in the form of PSUs issued under the ESU Plan to be made each February following Compensation Committee and Board approval. PSUs vest only upon the achievement of the pre-established performance related criteria specified by the Board. PSUs granted in 2010 are at risk as current vesting conditions are predicated on achieving specified annual compounded growth in diluted earnings per WestJet share ("EPS") targets over a three year period. EPS was chosen as a criterion for award of the SEP as it directly ties the compensation realized by the Executives to the return realized by Shareholders. Specific targets will be established annually by the Board, which has been given the discretion to impose different or additional vesting conditions. The SEP targets are

currently established at 100 percent of the base salary for the CEO and 50 percent of the base salary for the EVPs.

While these types of compensation vehicles are used by other companies to offer a long-term incentive, WestJet's SEP is designed to replace and exceed, if performance conditions are met, that portion of base salary set below the market median. The SEP targets are currently established at 100 percent of the base salary for the CEO and 50 percent of the base salary for the EVPs.

Upon the realization of the specified conditions, the PSUs will vest and may be exchanged for Shares of WestJet issued from treasury. The first vesting dates of PSUs granted under the SEP were scheduled for February 22, 2011; however, as the minimum performance thresholds for vesting on such date were not met, no PSUs vested on that date resulting in a reward of nil for the 2008 PSU grant. The next vesting date is scheduled for February 2012; however, Shares may be issued earlier if an Executive ceases to be employed with WestJet. When minimum thresholds are not met, the PSUs will be forfeited without payment.

Under the 2010 agreements granting PSUs, the specific EPS performance targets and resultant PSU adjustments for PSUs granted in 2010 were as follows:

Diluted EPS Growth (%)^{(1) (2)}	PSU adjustment
Less than 6%	PSUs will be forfeited
6%	50% of target
12%	100% of target
16% or greater	150% of target

Notes:

- (1) Diluted EPS growth is currently measured based on a three-year compounded annual growth rate ("CAGR") and the base-line diluted EPS level for PSUs granted in 2010 was \$0.74. In previous years, the base-line diluted EPS level for PSUs granted in 2009 and 2008 was \$1.37 and \$1.39, respectively.
- (2) For EPS changes between these levels a sliding scale PSU adjustment will be applied.

Short-term Incentive Plans

The STIP is a component of the Executive's cash compensation designed to reward Executives for contributions and exceptional results that improve WestJet's profit margin, thereby tying the success of the individual Executive to the success of the Corporation. The main elements of the STIP are the Executive Performance Bonus and the Employee Profit Sharing Plan. In the event that performance thresholds are not met in respect of the Executive Performance Bonus, the Executives will still retain any amounts paid to them pursuant to the Employee Profit Sharing Plan. Payments made to each Executive under the Employee Profit Sharing Plan during the relevant year are deducted from total STIP payments to be made to that Executive.

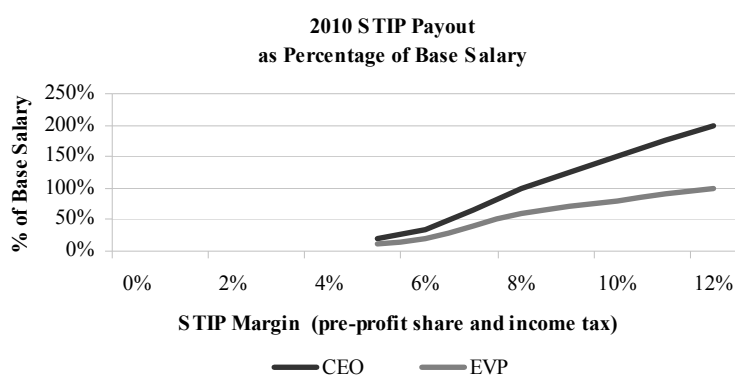
Each Executive has a target STIP award expressed as a percentage of annual base salary. For 2010, STIP targets based on margin performance were as follows:

Margin ⁽¹⁾ (pre-profit share and taxes)	Bonus (as % of base salary)	
	CEO	EVPs
Less than 5% ⁽²⁾	0%	0%
5%	20%	10%
8% (Target)	100%	60%
12% (Max)	200%	100%

Notes:

- (1) Margin for STIP award is equal to the margin used for the calculation of profit share which is equal to WestJet's margin before profit share and income taxes divided by total revenue.
- (2) In the event that the margin is below five percent, the Executive would retain any amounts paid under the Employee Profit Sharing Plan, but would not receive any amounts pursuant to the Executive Performance Bonus.

The following chart shows the sliding scale of potential STIP award percentages based on the actual Margin:



2010 Actual Margin	2010 Bonus (as % of base salary)	
	CEO	EVPs
8.21% ⁽¹⁾	105.25%	62.10%

Note:

- (1) Indicates WestJet's 2010 actual results.

Employee Profit Sharing Plan

All employees, including Executives, are eligible for the Employee Profit Sharing Plan (the "**Profit Plan**"). The Profit Plan is a pivotal element of compensation for all WestJet employees designed to reward employees at a level which is directly proportional to the profit margin being generated by WestJet from year to year. This approach creates a culture of ownership and encourages all employees to focus on the bottom line of WestJet. For Executives, the Profit Plan effectively funds a portion of their annual STIP payment; the payments made to the Executive under the Profit Plan are deducted from the final STIP payment for each Executive.

Profit Plan payments are made twice a year in May and November. The percentage of annual profits the Board of Directors distributes pursuant to the Profit Plan is based on the Corporation's operating margins before profit sharing and income tax, provided that such percentage shall be no less than ten percent and no greater than 20 percent. The amount of the Corporation's annual contribution under the Profit Plan, if any, is subject to approval by the Board of Directors.

For the fiscal year ended December 31, 2010, the Corporation contributed \$22.2 million to the Profit Plan.

Employee Share Purchase Plan

Executives are encouraged to contribute a portion of their salaries to the ESPP. Contributions to the ESPP are matched by WestJet, to a maximum of 20 percent of salary. Additional information regarding the ESPP is provided at page 40.

Long-term Incentive Plans

In addition to assisting WestJet in attracting and retaining the best executive level talent, the LTIP is designed to encourage Executives to demonstrate the leadership necessary to drive long-term corporate performance and return to Shareholders. The LTIP is comprised of Options, RSUs and PSUs.

Based on a review of the LTIP offered by companies in our comparator group, the LTIP levels for 2010 were:

LTIP	CEO (as % of base salary)⁽¹⁾		EVP (as % of base salary)⁽¹⁾	
Options	75%	\$401,250	37.5%	\$127,500
RSUs	75%	\$401,250	37.5%	\$127,500

Note:

(1) Based on base salaries at December 31, 2010.

The dollar amounts indicated above were provided in the form of Options, RSUs and PSUs based on the grant date fair value.

Stock Option Plan

Executives participate in the 2009 SO Plan. Subject to regulatory requirements, the terms and conditions of Options granted under the 2009 SO Plan are determined by the Board based on recommendations from the Compensation Committee. Annual Option grants are made following the annual meeting and are made pursuant to a stock option agreement. Option grants are also made to compensate new hires and promotions. Option grants are discretionary on the part of the Compensation Committee and a grant in respect of one year does not entitle the participant to any future award.

Annual grants over a number of years, priced at the fair value at the date of grant, mitigate the effect of Share price fluctuations. Executives receiving Options receive them at the average price over time and are therefore motivated to focus on the long-term growth in value of the Corporation and not to be distracted by short term market or sector fluctuations.

Option grants to Executives are based on the grant date fair value using the Black-Scholes option pricing model. Options granted to Executives for 2010 vest two years from the date of grant and expire four years from the date of grant.

Restricted Share Units

RSUs, granted pursuant to the ESU Plan, are granted annually in February at the discretion of the Board, following recommendations from the Compensation Committee. RSU grants are also made to compensate new hires and promotions throughout the year. As with the Options, each Executive is given an RSU agreement setting out the terms on which RSUs have been granted.

RSUs are designed to provide long term incentive and will vest in accordance with applicable time-related vesting conditions related to continued service with WestJet. The Board retains discretion to impose additional or different vesting conditions for the RSUs. Under the terms of the 2010 executive unit award agreements, other than in respect of those granted to Mr. Saretsky in respect of his relocation to Calgary, Alberta (see Note 5 to the "*Summary Compensation Table*" below), RSUs vest on the third anniversary of the date of grant and expire no later than the fifth anniversary of the date of grant. The RSUs granted to Mr. Saretsky in respect of his relocation to Calgary, Alberta vested six months after the date of the grant and expire on the fifth anniversary of the date of grant. Once the RSUs have vested, they may be exchanged for Shares of WestJet issued from treasury under the 2008 ESU Plan.

2011 Executive Compensation Review

During late 2010 and early 2011, the Compensation Committee reviewed WestJet's compensation programs in light of WestJet's compensation objectives and philosophy set forth above, with changes to be effective for the 2011 fiscal year. The Committee is considering changes to the comparator group to be used for compensation decisions for 2011. It is currently contemplated that a review of salaries will be undertaken in 2011, which may result in certain increases. The Committee recommended and the Board approved increases in bonus opportunities under the STIP and new performance objectives for STIP for 2011 relating to operational objectives such as on-time performance, safety, guest experience and costs, in addition to profitability measures. It is also contemplated that the performance conditions to be attached to performance share grants would make vesting dependant upon Return On Invested Capital (ROIC) relative to a designated airline comparator group along with growth in earnings. The Committee is also considering changes to the vesting schedules for stock options with a view to improving retention capability. In connection with such compensation review, the Committee also recommended and the Board approved the amendments to the 2009 SO Plan and the 2008 ESU Plan as described above under "*Equity Compensation Plans – Stock Option Plan*" and "*– Executive Share Unit Plan*".

2010 Summary Compensation Table

The following table sets forth the annual and long term compensation granted to the Chief Executive Officer and the Chief Financial Officer, including each individual who has acted in either of those capacities in 2010 and the three next most highly compensated executive officers of the Corporation in 2010¹ (each, an "Executive") for the last fiscal year. For a listing of the amounts actually paid to these Executives during 2010, please see the following section entitled "Summary of Amounts Actually Received".

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Option Based Awards (\$) ⁽²⁾	Non-Equity Annual Incentive Plans (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total ⁽¹¹⁾ (\$)
Gregg Saretsky ⁽⁵⁾ President and Chief Executive Officer	2010	\$ 450,274	\$ 1,251,772	\$ 397,313	\$ 437,738	\$ 90,055	\$ 2,627,152
	2009	\$ 169,807	\$ 74,375	\$ 131,140	\$ 28,893	\$ 117,914 ⁽⁵⁾	\$ 522,129
	2008	n/a	n/a	n/a	n/a	n/a	n/a
Vito Culmone ⁽⁶⁾ Executive Vice-President, Finance and Chief Financial Officer	2010	\$ 340,000	\$ 297,500	\$ 127,500	\$ 211,140	\$ 68,000	\$ 1,044,140
	2009	\$ 340,000	\$ 297,500	\$ 127,500	\$ 72,862	\$ 68,000	\$ 905,862
	2008	\$ 325,000	\$ 284,398	\$ 121,877	\$ 205,790	\$ 199,378 ⁽⁶⁾	\$ 1,136,443
Robert Cummings ⁽⁷⁾ Executive Vice-President, Sales, Marketing and Guest Experience	2010	\$ 340,000	\$ 297,500	\$ 127,500	\$ 211,140	\$ 68,000	\$ 1,044,140
	2009	\$ 340,000	\$ 297,500	\$ 127,500	\$ 72,862	\$ 68,000	\$ 905,862
	2008	\$ 310,000	\$ 271,269	\$ 116,255	\$ 196,292	\$ 62,000	\$ 955,816
Dr. Hugh Dunleavy ⁽⁸⁾ Executive Vice-President, Strategy and Planning	2010	\$ 340,000	\$ 297,500	\$ 127,500	\$ 211,140	\$ 68,000	\$ 1,044,140
	2009	\$ 340,000	\$ 297,500	\$ 127,500	\$ 72,862	\$ 68,000	\$ 905,862
	2008	\$ 310,000	\$ 271,269	\$ 116,255	\$ 196,292	\$ 62,000	\$ 955,816
Ferio Pugliese ⁽⁹⁾ Executive Vice-President, People and Culture	2010	\$ 340,000	\$ 297,500	\$ 127,500	\$ 211,140	\$ 68,000	\$ 1,044,140
	2009	\$ 340,000	\$ 297,500	\$ 127,500	\$ 72,862	\$ 68,000	\$ 905,862
	2008	\$ 281,846	\$ 249,417	\$ 114,381	\$ 180,462	\$ 146,369 ⁽⁹⁾	\$ 972,475
Sean Durfy ⁽¹⁰⁾ Former President and Chief Executive Officer	2010	\$ 131,918	\$ 936,250	—	—	\$ 2,070,084	\$ 3,138,252
	2009	\$ 535,000	\$ 936,250	\$ 401,250	\$ 218,922	\$ 107,000	\$ 2,198,422
	2008	\$ 500,000	\$ 875,000	\$ 375,000	\$ 871,000	\$ 100,000	\$ 2,721,000

¹ As our compensation program is designed to compensate all EVPs equally, we have included each EVP in our disclosure rather than the required three additional executives.

Notes:

- (1) Share-based awards consist of RSUs and PSUs granted during the relevant fiscal year under the 2008 ESU Plan. Amounts presented are equal to the grant date fair value multiplied by the number of units granted. The grant date fair value is equal to the weighted average trading price of the Shares for the five days immediately preceding the date of grant.
- (2) Option-based awards consist of Options granted during the relevant fiscal year under the 2009 SO Plan. Amounts presented are equal to the grant date fair value multiplied by the number of Shares covered by the Options granted. The grant date fair value was calculated using the Black-Scholes valuation technique. The fair value of options granted during the year ended December 31, 2010 and the assumptions used in their determination were as follows: weighted average fair value per option of \$4.00; weighted average risk-free interest rate of 2.5 percent; weighted average volatility of 38 percent; expected life of 3.6 years and weighted average dividend yield of 0.1 percent. This is the same valuation as reflected in the Corporation's financial statements.
- (3) All amounts included in non-equity annual incentive plans represent amounts earned pursuant to the Profit Plan and the Executive Performance Bonus. Payout under both is based on WestJet's margin before profit share and income taxes.
- (4) Included in All Other Compensation are amounts contributed by the Corporation pursuant to the ESPP. The maximum contribution under this plan is 20 percent of the employee's base salary. All employees of WestJet, including the NEO's noted above may book personal travel for themselves and their spouses on WestJet flights at current nominal stand-by fares plus applicable taxes and airport fees, in circumstances of available capacity. As there is no cost for this, in accordance with applicable securities legislation, no amount in respect thereof is included in the table above.
- (5) Mr. Saretsky joined WestJet as Vice-President, WestJet Vacations on June 1, 2009 and was named Executive Vice-President, Operations on October 6, 2009. Effective April 1, 2010, Mr. Saretsky became President and Chief Executive Officer of WestJet. Following his appointment as President and Chief Executive Officer, WestJet requested that Mr. Saretsky relocate to Calgary, Alberta. WestJet retained a relocation firm to purchase Mr. Saretsky's house. Mr. Saretsky was also reimbursed for relocation expenses incurred in connection with his move to Canada. In addition, in connection with the relocation, Mr. Saretsky was granted 38,256 RSUs under the 2008 ESU Plan which wholly vest on April 1, 2011, his anniversary of appointment to President and CEO, and expire on November 11, 2015. The dollar amount of the grant was equal to US\$500,000 and the number of Common Voting Shares covered by the award of RSUs was determined by dividing \$500,000 by the fair market value of such Shares on the grant date in accordance with the terms of the 2008 ESU Plan, being \$13.07 per share. On the exercise of the RSUs, WestJet will remit on Mr. Saretsky's behalf, an amount sufficient to satisfy any withholding or other tax requirements of such RSUs. The obligation to remit on Mr. Saretsky's behalf is limited to the withholding tax on the original RSU amount. A total of \$500,000 for this transaction is included for Mr. Saretsky under the column Share Based Awards in 2010. In lieu of a deferred bonus payable by a nominally priced option in respect of his appointment as Vice-President, WestJet Vacations and subsequently Executive Vice-President, Operations in 2009, WestJet established a trust of which Mr. Saretsky is a beneficiary and which acquired 8,642 Shares (approximately \$100,000 in value at the time of original agreement). A total of \$100,000 for this transaction is included for Mr. Saretsky under the column All Other Compensation in 2009. Mr. Saretsky is also a Director of the Corporation. However, as a non-independent Director, Mr. Saretsky did not receive any fees for serving in that capacity.
- (6) Mr. Culmone joined WestJet as Executive Vice-President, Finance and Chief Financial Officer on March 1, 2007. In lieu of a deferred bonus payable by a nominally priced option, the Corporation established a trust of which Mr. Culmone is a beneficiary and which acquired 8,135 Shares (approximately \$120,000 in value at the time of original agreement). The trustee distributed these Shares to Mr. Culmone on or about February 28, 2008, at which time the Shares were valued at \$20.05 each. In addition, the Corporation paid Mr. Culmone a bonus of \$14,378 on February 28, 2008, to off-set the tax on those Shares. A total of \$134,378 for these transactions is included for Mr. Culmone under the column All Other Compensation for 2008 in the above table.
- (7) Mr. Cummings was appointed Executive Vice-President, Guest Experience & Marketing on September 7, 2006. In 2009, his title was changed to Executive Vice-President, Marketing and Sales.
- (8) Dr. Dunleavy was appointed Executive Vice-President, Commercial Distribution on September 7, 2006. In 2009, his title was changed to Executive Vice-President, Strategy and Planning.
- (9) Mr. Pugliese joined WestJet as Executive Vice-President, People on June 11, 2007. In 2009, his title was changed to Executive Vice-President, People and Culture. In lieu of a deferred bonus payable by a nominally priced option, WestJet established a trust of which Mr. Pugliese is a beneficiary and which acquired 5,837 Shares (approximately \$90,000 in value at the time of original agreement). The trustee distributed these Shares to Mr. Pugliese on or about June 10, 2008. A total of \$90,000 for these transactions is included for Mr. Pugliese under the column All Other Compensation for 2008.
- (10) Effective April 1, 2010, Mr. Durfy ceased his role as President, CEO and Director of WestJet. In respect of his termination of employment, Mr. Durfy received a payment equal to the sum of (a) two times his then annual base salary; (b) fifty percent of his then annual base salary to compensate for loss of employee benefits, perquisites and participation in the ESPP; and (c) a bonus payment equal to forty-eight percent of his then annual base salary to compensate for loss of participation in the Profit Plan, the Executive Performance Bonus and any other incentive plans. A total of \$1,594,300 was paid and is included under the column All Other Compensation in 2010 in respect of these transactions. In addition, Mr. Durfy entered into a five-month consulting agreement with WestJet following his termination and received a retainer of \$44,940 per month and a bonus of \$224,700 on September 1, 2010 upon satisfactory completion of the terms of the consulting agreement. A total of \$449,400 for this transaction is included for Mr. Durfy under the column All Other Compensation in 2010.
- (11) The total amount of remuneration received by the Corporation's five highest paid Executives in 2010, not including Mr. Durfy, was \$6,803,712.

Summary of Amounts Actually Received

The gross pre-tax compensation paid to the relevant Executive in the applicable fiscal year are summarized below. This table includes the actual amounts received upon the exercise of any Option-based awards and Share-based awards by the relevant Executive in 2010.

Name and Principal Position	Year	Salary (\$)	Share-Based awards (\$)⁽¹⁾	Option-Based awards (\$)⁽²⁾	Non-Equity Annual Incentive Plans (\$)⁽³⁾	All Other Compensation (\$)⁽⁴⁾	Total (\$)
Gregg Saretsky President and Chief Executive Officer	2010	\$ 450,274	–	–	\$ 44,551	\$ 192,098 ⁽⁵⁾	\$ 686,923
	2009	\$ 169,807	–	–	\$ 3,684	\$ 17,914	\$ 191,405
	2008	n/a	n/a	n/a	n/a	n/a	n/a
Vito Culmone Executive Vice-President, Finance and Chief Financial Officer	2010	\$ 340,000	\$ 67,563	–	\$ 69,989	\$ 68,000	\$ 545,552
	2009	\$ 340,000	–	–	\$ 185,978	\$ 68,000	\$ 593,978
	2008	\$ 325,000	–	–	\$ 188,487	\$ 199,378 ⁽⁶⁾	\$ 712,865
Robert Cummings Executive Vice-President, Sales, Marketing and Guest Experience	2010	\$ 340,000	\$ 81,080	\$ 42,804	\$ 70,296	\$ 68,000	\$ 602,180
	2009	\$ 340,000	–	–	\$ 178,893	\$ 68,000	\$ 586,893
	2008	\$ 310,000	–	–	\$ 166,557	\$ 62,000	\$ 538,557
Dr. Hugh Dunleavy Executive Vice-President, Strategy and Planning	2010	\$ 340,000	\$ 81,080	\$ 36,772	\$ 70,296	\$ 68,000	\$ 596,148
	2009	\$ 340,000	–	\$ 5,921	\$ 178,893	\$ 68,000	\$ 592,814
	2008	\$ 310,000	–	–	\$ 166,510	\$ 62,000	\$ 538,510
Ferio Pugliese Executive Vice-President, People and Culture	2010	\$ 340,000	\$ 49,969	–	\$ 70,156	\$ 68,000	\$ 528,125
	2009	\$ 340,000	–	–	\$ 166,325	\$ 68,000	\$ 574,325
	2008	\$ 281,846	–	–	\$ 117,369	\$ 146,369 ⁽⁷⁾	\$ 545,584
Sean Durfy Former President and Chief Executive Officer	2010	\$ 131,918	\$ 2,897,682	\$ 145,049	\$ 190,937	\$ 2,070,084 ⁽⁸⁾	\$ 5,435,670
	2009	\$ 535,000	–	–	\$ 842,007	\$ 107,000	\$ 1,484,007
	2008	\$ 500,000	–	\$ 72,054	\$ 457,798	\$ 100,000	\$ 1,129,852

Notes:

- (1) For equity-based share awards, value is determined based on the number of awards exercised multiplied by the closing share price of WestJet's Common Voting Shares for the day immediately prior to the exercise. For cash-based share awards, value is determined based on the cash value received upon vesting of the award.
- (2) Value determined based on the number of Options exercised multiplied by the difference between the exercise price and the closing share price of WestJet's Common Voting Shares for the day immediately prior to the exercise date.
- (3) All amounts included in non-equity annual incentive plans represent amounts received during the year pursuant to the Profit Plan and the Executive Performance Bonus.
- (4) Included in All Other Compensation are amounts contributed by the Corporation pursuant to the ESPP. The maximum contribution under this plan is 20 percent of the employee's total salary.
- (5) In lieu of a deferred bonus payable by a nominally priced option in respect of his appointment as Vice-President, WestJet Vacations and subsequently Executive Vice-President, Operations in 2009, WestJet established a trust of which Mr. Saretsky is a beneficiary and which acquired 8,642 Shares (approximately \$100,000 in value at the time of original agreement). The trustee distributed 4,157 shares on May 31, 2010, at which time the Shares were valued at \$11.87 and 4,485 Shares on October 5, 2010, at which time Shares were valued at \$11.75. A total of \$102,043 for this transaction is included for Mr. Saretsky under the column All Other Compensation in 2009.
- (6) In lieu of a deferred bonus payable by a nominally priced option, the Corporation established a trust of which Mr. Culmone is a beneficiary and which acquired 8,135 Shares (approximately \$120,000 in value at the time of original agreement). The trustee distributed these Shares to Mr. Culmone on or about February 28, 2008, at which time the Shares were valued at \$20.05 each. In addition, the Corporation has paid Mr. Culmone a bonus of \$14,378 on February 28, 2008, to off-set the tax on those Shares. A total of \$134,378 for these transactions is included for Mr. Culmone under the column all other compensation for 2008 in the above table.
- (7) In lieu of a deferred bonus payable by a nominally priced option, WestJet established a trust of which Mr. Pugliese is a beneficiary and which acquired 5,837 Shares (approximately \$90,000 in value at the time of original agreement). The trustee distributed these Shares to Mr. Pugliese on or about June 10, 2008. A total of \$90,000 for these transactions is included for Mr. Pugliese under the column all other compensation in 2008.
- (8) Effective April 1, 2010, Mr. Durfy ceased his role as President, CEO and Director of WestJet. In respect of his termination of employment, Mr. Durfy received a payment equal to the sum of (a) two times his then annual base salary; (b) twenty-five percent of two times his then annual base salary to compensate for loss of employee benefits, perquisites and participation in the ESPP; and (c) a bonus payment equal to forty-eight percent of his then annual base salary to compensate for loss of participation in the Profit Plan, the Executive Performance Bonus and any other incentive plans. A total of \$1,594,300 was paid and is included under the column All Other Compensation in 2010 in respect of these transactions. In addition, Mr. Durfy entered into a five-month consulting agreement with WestJet following his termination and received a retainer of \$44,940 per month and a bonus of \$224,700 on September 1, 2010 upon satisfactory completion of the terms of the consulting agreement. A total of \$449,400 for this transaction is included for Mr. Durfy under the column All Other Compensation in 2010.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table shows all share-based and option-based awards held by Executive Officers and outstanding as at December 31, 2010.

Name and Principal Position	Option-Based Awards			Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Unit Awards that have Not Vested (#) ⁽²⁾	Market or Payout Value of Share-Based Awards that have Not Vested (\$) ⁽²⁾
Gregg Saretsky President and Chief Executive Officer	15,724	\$ 11.66	Nov. 11, 2013	\$ 213,019	101,353	\$ 918,736
	20,603	\$ 11.66	Nov. 11, 2013			
	79,653	\$ 12.77	May 11, 2014			
	4,002	\$ 12.77	May 11, 2014			
	16,719	\$ 13.07	Nov. 10, 2014			
Vito Culmone Executive Vice-President, Finance and Chief Financial Officer	4,520	\$ 14.75	Feb. 28, 2011	\$ 93,728	62,116	\$ 374,572
	14,381	\$ 16.43	May 08, 2011			
	23,259	\$ 16.68	May 06, 2012			
	33,290	\$ 12.49	May 12, 2013			
	31,638	\$ 12.77	May 11, 2014			
Robert Cummings Executive Vice-President, Sales, Marketing and Guest Experience	10,177	\$ 16.43	May 08, 2011	\$ 93,728	61,441	\$ 370,491
	22,186	\$ 16.68	May 06, 2012			
	33,290	\$ 12.49	May 12, 2013			
	31,638	\$ 12.77	May 11, 2012			
Dr. Hugh Dunleavy Executive Vice-President, Strategy and Planning	10,177	\$ 16.43	May 08, 2011	\$ 93,728	61,441	\$ 370,491
	22,186	\$ 16.68	May 06, 2012			
	33,290	\$ 12.49	May 12, 2013			
	31,638	\$ 12.77	May 11, 2014			
Ferio Pugliese Executive Vice-President, People and Culture	11,660	\$ 15.50	Aug. 09, 2011	\$ 93,728	60,851	\$ 366,946
	4,455	\$ 14.53	Aug. 07, 2012			
	17,892	\$ 16.68	May 06, 2012			
	33,290	\$ 12.49	May 12, 2013			
	31,638	\$ 12.77	May 11, 2014			

Notes:

- (1) The value of unexercised in-the-money Options was calculated based on the difference between the market value of the Shares at December 31, 2010, and the exercise price of the Option. The market value is equal to the December 31, 2010 closing Common Voting Share price of \$14.07. Out-of-the-money Options as at that date are excluded from the calculation.
- (2) The market or payout value of share-based awards that have not vested was calculated by multiplying the number of share-based units that have not vested by the December 31, 2010 closing Common Voting Share price of \$14.07. The value and payout of the PSUs is dependant on achieving certain three-year performance targets. As at December 31, 2010, these performance targets have not been achieved and therefore the minimum payout value of \$nil is included in the totals. The number of PSUs is however included in the total number of Shares or units that have not vested.

Incentive Plan Awards – Value vested or earned during the year

The following table shows the value of Option-based and Share-based awards that vested and non-equity incentive plan compensation earned by the Executive Officers during the year ended December 31, 2010.

Name and Principal Position	Option-Based Awards – Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)⁽²⁾
Gregg Saretsky President and Chief Executive Officer ⁽³⁾	\$ –	\$ –	\$ 437,738
Vito Culmone Executive Vice-President, Finance and Chief Financial Officer	\$ –	\$ 67,563	\$ 211,140
Robert Cummings Executive Vice-President, Sales, Marketing and Guest Experience	\$ –	\$ 81,080	\$ 211,140
Dr. Hugh Dunleavy Executive Vice-President, Strategy and Planning	\$ –	\$ 81,080	\$ 211,140
Ferio Pugliese Executive Vice-President, People and Culture	\$ –	\$ 49,969	\$ 211,140
Sean Durfy Former President and Chief Executive Officer ⁽⁴⁾	\$ 121,529	\$ 2,868,514	\$ –

Notes:

- (1) The value vested during the year of Option-based awards is equal to the dollar value that would have been realized if the Options had been exercised on the vesting date. This was calculated based on the difference between the market value of the securities underlying the instruments on the vesting date and the exercise price of the Option. Market value is equal to the closing Common Voting Share price on the day immediately prior to vesting date. As the Options were not necessarily exercised by the Executive Officer on or subsequent to the vesting date, such amounts may not have been realized by the Executive Officer.
- (2) Included in non-equity incentive plan compensation – value earned during the year are amounts earned by the Executive for the 2010 fiscal year pursuant to the Profit Plan and the Executive Performance Bonus. These are the same amounts as reported in the Summary Compensation Table in the Non-Equity Annual Incentive Plans column.
- (3) In addition to the foregoing, in lieu of a deferred bonus payable by a nominally priced option in respect of his appointment as Executive Vice-President, Operations in 2009, WestJet established a trust of which Mr. Saretsky is a beneficiary and which acquired 8,642 Shares (approximately \$100,000 in value at the time of original agreement). A total of \$100,000 for this transaction is included for Mr. Saretsky in the table above under the heading "2010 Summary Compensation Table" under the column All Other Compensation in 2009.
- (4) In connection with Mr. Durfy's termination as President and CEO of WestJet, all of his outstanding share-based awards immediately vested in full (on the basis of 100 percent payout). Furthermore, in accordance with their terms, all of his unvested options vested immediately and expired on the earliest of their expiry date and 60 (2007 and 2008 grants) or 120 (2009 grants) days from the date of termination.

The actual amount received by an Executive upon the actual exercise of any Options in 2010 is reflected in the table above under the heading "*Summary of Amounts Actually Received*".

Termination and Change of Control Benefits

The following table summarizes the payments that would be received by each Executive in each circumstance where the Executive ceases to be employed by WestJet. The amounts shown in the table below are calculated based on positions held, and the terms applicable, as at December 31, 2010. These amounts do not include units awarded or compensation changes subsequent to the 2010 year-end. The assumptions underlying the calculations in the following table include:

- For the calculation of the cash severance benefit, the base salary level of the Executive as at December 31, 2010 was used. Actual incentive amounts earned for the 2010 fiscal year were not considered or included in the numbers.
- The hypothetical margin used to calculate amounts received as a cash severance benefit was based on the actual 2009 and 2010 margins.
- Amounts received upon acceleration of the Option and Unit Awards vesting dates are based on the December 31, 2010 closing Common Voting Share price of \$14.07. For Options, the value is calculated based on the difference between \$14.07 and the exercise price of the Option multiplied by the number of qualifying Options. For Unit Awards, the value is calculated by multiplying the number of qualifying Unit Awards by \$14.07.

For the specifics under each type of payout and circumstance for each Executive, refer to the employment contracts and change of control arrangements narrative that follows the table. The actual amount that the Executive could receive in the future as a result of a termination of employment could differ materially from the amounts set forth below as a result of, among other things, changes in our Share price, changes in base salary, the timing of the termination event, target bonus amounts and actual bonus amounts, and the vesting and grants of additional equity-based awards.

Name and Principal Position	Termination for Cause (\$)	Termination other than for Cause (\$)	Change of Control (\$)	Retirement (\$)	Resignation (\$)	Death or Disability (\$)
Gregg Saretsky President and Chief Executive Officer						
Lump-sum Payment	–	\$ 1,741,425	\$ 1,741,425	–	–	–
Accelerated RSU Vesting	–	\$ 918,743	\$ 918,743	\$ 918,743	–	\$ 918,743
Accelerated PSU Vesting	–	\$ 507,294	\$ 507,294	\$ 507,294	–	\$ 507,294
Stock Options	–	\$ 213,019	\$ 213,019	\$ 213,019	–	\$ 213,019
Total	–	\$ 3,380,481	\$ 3,380,481	\$ 1,639,056	–	\$ 1,639,056
Vito Culmone Executive Vice-President, Finance and Chief Financial Officer						
Lump-sum Payment	–	\$ 793,900	\$ 793,900	–	–	–
Accelerated RSU Vesting	–	\$ 374,572	\$ 374,572	\$ 374,572	–	\$ 374,572
Accelerated PSU Vesting	–	\$ 499,401	\$ 499,401	\$ 499,401	–	\$ 499,401
Stock Options	–	\$ 93,728	\$ 93,728	\$ 93,728	–	\$ 93,728
Total	–	\$ 1,761,601	\$ 1,761,601	\$ 967,701	–	\$ 967,701
Robert Cummings Executive Vice-President, Sales Marketing and Guest Experience						
Lump-sum Payment	–	\$ 793,900	\$ 793,900	–	–	–
Accelerated RSU Vesting	–	\$ 370,491	\$ 370,491	\$ 370,491	–	\$ 370,491
Accelerated PSU Vesting	–	\$ 493,984	\$ 493,984	\$ 493,984	–	\$ 493,984
Stock Options	–	\$ 93,728	\$ 93,728	\$ 93,728	–	\$ 93,728
Total	–	\$ 1,752,103	\$ 1,752,103	\$ 958,203	–	\$ 958,203

Name and Principal Position	Termination for Cause (\$)	Termination other than for Cause (\$)	Change of Control (\$)	Retirement (\$)	Resignation (\$)	Death or Disability (\$)
Dr. Hugh Dunleavy Executive Vice-President, Strategy and Planning						
Lump-sum Payment	–	\$ 793,900	\$ 793,900	–	–	–
Accelerated RSU Vesting	–	\$ 370,491	\$ 370,491	\$ 370,491	–	\$ 370,491
Accelerated PSU Vesting	–	\$ 493,984	\$ 493,984	\$ 493,984	–	\$ 493,984
Stock Options	–	\$ 93,728	\$ 93,728	\$ 93,728	–	\$ 93,728
Total	–	\$ 1,752,103	\$ 1,752,103	\$ 958,203	–	\$ 958,203
Ferio Pugliese Executive Vice-President, People and Culture						
Lump-sum Payment	–	\$ 793,900	\$ 793,900	–	–	–
Accelerated RSU Vesting	–	\$ 366,946	\$ 366,946	\$ 366,946	–	\$ 366,946
Accelerated PSU Vesting	–	\$ 489,228	\$ 489,228	\$ 489,228	–	\$ 489,228
Stock Options	–	\$ 93,728	\$ 93,728	\$ 93,728	–	\$ 93,728
Total	–	\$ 1,743,802	\$ 1,743,802	\$ 949,902	–	\$ 949,902

Employment Contracts and Change of Control Arrangements

WestJet has agreements in place with the President and Chief Executive Officer and each of the EVPs that provide for the payment of cash compensation, benefits and/or accelerated vesting of equity awards in the event of termination of employment under specified circumstances. Unless otherwise specified, the following disclosure presents the employment contracts as at December 31, 2010 and corresponds to the disclosure in the table above. For the purposes of this section, "Change of Control" is defined as the acquisition of in excess of 33 percent of the Shares of WestJet by another entity, except in the case of Mr. Saretsky's employment agreement, where the definition of "Change of Control" also includes the acquisition of all or substantially all of the assets of the Corporation and a merger of WestJet with or into one or more other companies, corporations, trusts or other entities if: (i) the members of the Board of Directors of the Corporation immediately before such merger do not comprise a majority of the board of directors of the surviving entity; (ii) the merger results in the securityholders of the other parties to the transaction owning securities of the surviving entity entitling them to greater than 35 percent of the votes attaching to all securities of the surviving entity that may be cast to elect its directors; or (iii) the Board of Directors of the Corporation designates such transaction by resolution as being a "Change of Control" prior to the consummation of such transaction. The agreement with Mr. Saretsky, as described below, contains "double trigger" change of control provisions and WestJet has determined that any future employment contracts entered into with EVPs will also contain "double trigger" change of control provisions.

Gregg Saretsky

Mr. Saretsky has a written employment agreement which was entered into on October 8, 2010.

Mr. Saretsky's contract provides that if he is terminated by WestJet without just cause, he would receive:

Severance: A lump sum payment equal to: (a) two times his annual base salary; (b) 50 percent of his annual base salary to compensate for loss of employment benefits, perquisites and participation in the ESPP; and (c) a *pro rata* bonus payment calculated assuming a hypothetical margin based on the average margin for the prior two calendar years to compensate for loss of participation in the Profit Plan, STIP and any other incentive plans.

If Mr. Saretsky is terminated without just cause (including a constructive dismissal as set out in his employment contract) within 24 months of a Change of Control (a double trigger), he is entitled to receive the same severance payments as he would receive in the event of being terminated without just cause absent a Change of Control.

In exchange for the foregoing payments, Mr. Saretsky would be required to execute a full and final release in favour of WestJet.

If Mr. Saretsky elects to resign in the absence of a Change of Control or if Mr. Saretsky is terminated for cause, he is not be entitled to any payments other than those required by law.

EVPs

Mr. Culmone has a written employment agreement which was entered into on January 16, 2007 and amended on February 22, 2008 and September 17, 2010. Mr. Cummings and Dr. Dunleavy have written employment agreements which were entered into on September 8, 2006 and amended on February 22, 2008 and September 17, 2010. Mr. Pugliese has a written employment agreement which was entered into on April 26, 2007 and amended on February 22, 2008 and September 17, 2010. Pursuant to the applicable agreement, each of the EVPs has agreed not to compete with WestJet for a period of six (6) months after a termination of his employment.

Each EVP's contract provides that if he were terminated by WestJet without just cause, he would receive:

Severance: A lump sum payment equal to: (a) one and one-half times his annual base salary; (b) 25 percent of one and one-half times his annual base salary to compensate for loss of employment benefits, perquisites and participation in the ESPP; and (c) a *pro rata* bonus payment calculated assuming a hypothetical margin based on the average margin for the prior two calendar years to compensate for loss of participation in the Profit Plan, STIP and any other incentive plans.

Should any EVP, elect to resign from his position within four months of the occurrence of a Change of Control, he would receive the same severance payments as if he had been terminated without just cause.

Should an EVP elect to resign in the absence of a Change of Control or should the EVP be terminated for cause, he would not be entitled to any payments other than those required by law.

In exchange for the specified payments in the above scenarios, the EVP would be required to execute a full and final release in favour of WestJet.

All Executive Officers

Each Executive is eligible to hold Options, RSUs and PSUs. The provisions governing the payments related to these programs are contained in the 2009 SO Plan, the 2008 ESU Plan and the related agreements and are common for each Executive. These provisions are as follows:

Options: Currently all outstanding Options are governed by the 2009 SO Plan. Outstanding Options granted in 2006, 2007/2008, 2009 and 2010 were granted pursuant to Agreements containing different terms and conditions.

1. 2010 Options – Pursuant to the 2010 Option agreements, the following will apply:
 - a. Retirement: all outstanding Options will vest and will expire on the earlier of the stated expiry date or 24 months after the cessation of employment.
 - b. Permanent disability, Change of Control or termination without just cause: all outstanding Options will vest and will expire on the earlier of the stated expiry date or 120 days after the cessation of employment.
 - c. Death: all outstanding Options will vest and will be exercisable by the estate at any time prior to the expiry date.
 - d. Termination with cause: all outstanding Options will expire on the earlier of the expiry date or 120 days after the termination. Unvested Options will not be accelerated.
2. 2009 Options – Pursuant to the 2009 Option agreements, the following will apply:
 - a. Retirement: all outstanding Options will vest and will expire on the earlier of the stated expiry date or 24 months after the cessation of employment.
 - b. Permanent disability, Change of Control or termination without just cause: all outstanding Options will vest and will expire on the earlier of the stated expiry date or 120 days after the cessation of employment.
 - c. Death: all outstanding Options will vest and will be exercisable by the estate at any time prior to the expiry date or the 60th day following the death of the Optionee.
 - d. Termination with cause: all outstanding Options will expire on the earlier of the expiry date or 60 days after the termination. Unvested Options will not be accelerated.
3. 2007 & 2008 Options – Pursuant to the 2007 and 2008 Option agreements, the following will apply:
 - a. Retirement, permanent disability, Change of Control or termination without just cause: all outstanding Options will vest and will expire on the earlier of the stated expiry date or 60 days after the cessation of employment.
 - b. Death: all outstanding Options will vest and will be exercisable by the estate at any time prior to the expiry date.
 - c. Termination with cause: all outstanding Options will expire on the earlier of the expiry date or 60 days after the termination. Unvested Options will not be accelerated.

RSU and PSUs – Both the RSUs and PSUs are governed by the 2008 ESU Plan. The 2008 ESU Plan provides for the following benefits for RSUs and PSUs granted prior to January 1, 2011:

1. Termination with Cause: All outstanding PSU and RSU Agreements under which RSUs or PSUs have been granted shall be terminated and all rights to receive Shares shall be forfeited on the earlier of the expiry date or 60 days after the termination.
2. Termination without Cause: All PSUs and RSUs held shall be vested in full based on a 100 percent basis and will expire on the earlier of the expiry date or 60 days after the termination.
3. Change of Control²: If a Change of Control occurs prior to the vesting date and the Executive's employment is subsequently terminated without cause, all Shares awarded pursuant to any RSUs or any PSUs that have not yet been issued shall be vested in full based on a 100 percent basis and will expire on the earlier of the expiry date or 60 days after the termination.
4. Death, Permanent Disability or Retirement: Upon the death, permanent disability or retirement of an Executive, all RSUs and PSUs held by such Executive shall be vested in full on the basis of a 100 percent basis and the expiry shall be by the earlier of two years from the cessation of employment or the expiry date related to the award.

Departure of Executives in 2010

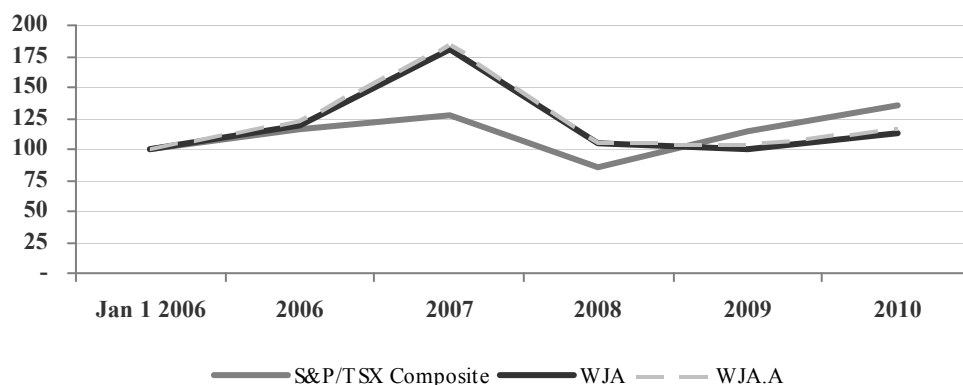
Upon Mr. Fred Ring's retirement from his position as Executive Vice President, Corporate Projects on February 28, 2010, WestJet entered into a consulting agreement, effective as of April 1, 2010, with a numbered company owned by Mr. Ring. Pursuant to this agreement, Mr. Ring provides consulting services to WestJet related to the retrofitting of WestJet's hanger and such other projects as WestJet may request from time to time. Mr. Ring receives a monthly retainer of \$67,000 for his services. The consulting agreement will expire on March 31, 2011.

² As defined in the 2008 ESU Plan.

Performance Graphs

Comparison of Cumulative Total Return

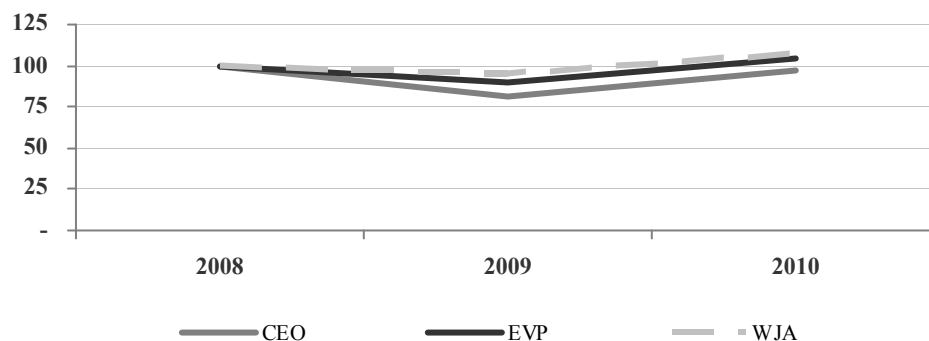
The following chart illustrates WestJet's total Shareholder return for Common Voting Shares (WJA) and Variable Voting Shares (WJA.A) from January 1, 2006 to December 31, 2010 considering a \$100 investment versus the return of the S&P/TSX Composite Index for the same period.



	Jan 1, 2006	Dec 31, 2006	Dec 31, 2007	Dec 31, 2008	Dec 31, 2009	Dec 31, 2010
S&P/TSX Composite	100.00	115.53	126.88	85.01	114.81	135.02
WestJet Common Voting Shares	100.00	119.92	180.80	105.38	99.52	113.01
WestJet Variable Voting Shares	100.00	122.75	184.53	104.99	103.11	116.20

Comparison of Cumulative Total Return - Common Voting Shares and Executive Officer Compensation

The following chart illustrates the relationship between WestJet's total Shareholder return for Common Voting Shares and the company's compensation to Executive Officers from January 1, 2008 to December 31, 2010.



	Dec 31, 2008	Dec 31, 2009	Dec 31, 2010
CEO – Total Compensation	100.00	80.79	96.55
EVP – Total Compensation ⁽¹⁾	100.00	90.12	103.88
WestJet Common Voting Shares	100.00	94.44	107.24

Note:

- (1) Sum of the total compensation for the four Executive Vice-Presidents who held an executive position with the Corporation for 2008, 2009, 2010. Refer to the "2010 Compensation Summary table" on page 54.

Share Ownership Guidelines

The Compensation Committee and the Board believe it is important that the Executives of the Corporation demonstrate their commitment to WestJet's stewardship through Share ownership. Commencing in 2009, the Board approved Share ownership guidelines whereby Executives are expected to own, directly or indirectly, Shares, including RSUs and vested PSUs, valued at the following amounts, within five years of their appointment or five years of the implementation of this guideline, whichever is later. Should an Executive be promoted, he or she would be afforded an additional 3 years to meet his or her new Share ownership requirement.

Position	Guideline
President and Chief Executive Officer	3 x base salary
Executive Vice-Presidents	2 x base salary
Vice-Presidents	0.5 x base salary

The Compensation Committee regularly reviews the Executives' actual shareholdings. It also reviews these guidelines for consistency with competitive standards.

Once a threshold has been met, the ownership level will not be deemed to change as a result of year over year changes in the Share price. In the event of a dramatic and/or unexpected significant change in the value of Shares, the Compensation Committee may review and recommend revised schedules to meet the Share ownership guideline requirements.

Name	Equity Ownership at March 15, 2010		Equity Ownership at March 16, 2011		Net Change in Share Ownership		Equity at Risk ⁽¹⁾	Equity at Risk as a Multiple of Salary ⁽²⁾	Meets Share Ownership Requirement
	Shares	PSUs/RSUs	Shares	PSUs/RSUs	Shares	PSUs/RSUs			
Saretsky ⁽³⁾	13,150	11,855	27,887	92,066	14,737	80,211	\$ 1,777,703	3.3	n/a
Culmone ⁽⁴⁾	12,449	26,622	11,368	28,861	(1,081)	2,239	\$ 596,194	1.8	n/a
Cummings ⁽⁴⁾	18,361	26,332	23,459	34,838	5,098	8,506	\$ 863,962	2.5	n/a
Dunleavy ⁽⁴⁾	31,367	26,332	30,509	28,861	(858)	2,529	\$ 879,863	2.6	n/a
Pugliese ⁽⁴⁾	18,136	26,080	24,980	34,586	6,844	8,506	\$ 882,768	2.6	n/a

Notes:

- (1) The "Equity at Risk" amount is shown as at March 16, 2011, based on the total number of Shares, RSUs and vested PSUs held by the Executive Officer at a Share price of \$14.82, which was the closing Common Voting Share price on March 16, 2011.
- (2) The "Equity at Risk as a Multiple of Salary" is based on the Executive's base salary as at December 31, 2010.
- (3) As President and CEO, Mr. Saretsky's Share ownership guideline is three times his base salary. He will have until 2014 to meet this requirement.
- (4) As Executive Vice-Presidents, Messrs. Culmone, Cummings, Dunleavy and Pugliese are expected to own Shares valued at two times their annual base salary. Each will have until 2014 to meet this requirement.

Trading Policy

While the Corporation encourages all employees and Executives to become Shareholders, it also recognizes the need to assist its insiders in meeting their obligations under securities law. For that reason, WestJet maintains a comprehensive disclosure and trading policy. Under this policy, insiders are allowed to trade WestJet securities only during designated trading windows and must pre-clear all trades with the CEO. Any trades by the CEO must be pre-cleared by the Chairman of the Board. As required by law, each trade is reported in an insider trading report filed on-line on the System for Electronic Disclosure by Insiders (SEDI).

In addition, the WestJet's trading policy restricts Directors and employees (including Executives) from entering into equity monetization transactions with respect to WestJet securities unless: (i) the equity monetization transaction is not entered into with respect to any unvested stock options; (ii) the equity monetization transaction is not entered into with respect to Shares which are being held in order to comply with the Corporation's minimum Share ownership guidelines; (iii) to the extent the equity monetization transaction involves the sale of a call option or similar derivative instrument, the proceeds of such sale are concurrently used to buy a put option or other derivative instrument used to create a "collaring" of the Share and are not paid to the Director or employee; (iv) an equity monetization transaction may not be undertaken in a period when a Director or employee of the Corporation is prohibited from trading in securities of the Corporation under applicable securities legislation or otherwise under the Corporation's trading policy; (v) the equity monetization transaction is reported in accordance with applicable securities legislation and in an information circular of the Corporation provided to Shareholders; and (vi) the general terms of the equity monetization transaction are approved by the Chairman, CEO or, in the case of the Chairman and CEO, by the Chairman of the Governance Committee prior to the execution of the equity monetization transaction. An "equity monetization transaction" is defined in the trading policy as a transaction, whether executed through the use of various derivative instruments or otherwise, including put and call options, which allow an investor to receive a cash amount or other form of payment or borrowing against the value of the derivative instruments in consideration of the effective transfer of all or part of the economic return associated with the security, without actually transferring the legal and beneficial ownership of such security.

GENERAL AND ADDITIONAL INFORMATION

Audit Committee Disclosure

In connection with Audit Committee disclosure required under NI 52-110, please see "*Audit Committee Disclosure*" in the Corporation's Annual Information Form filed on SEDAR at www.sedar.com.

Interest of Informed Persons in Material Transactions

To the knowledge of the Corporation there were no material interests, direct or indirect, of Directors or executive officers of the Corporation, nor of any nominees for Director, nor any Shareholder who beneficially owns, directly or indirectly, or exercises control or direction over more than ten percent of the votes attached to the Shares of the Corporation, or any other Informed Person (as defined in National Instrument 51-102 - *Continuous Disclosure Requirements*) or any known associate or affiliate of such persons in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Interest of Certain Persons and Companies in Matters to be Acted Upon

Management of the Corporation is not aware of any material interest of any Director or nominee for director, or Executive or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

Additional Information Relating to WestJet

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Financial information in respect of the Corporation and its affairs is provided in the Corporation's annual audited consolidated financial statements for the year ended December 31, 2010 and the related Management's Discussion and Analysis. Copies of the Corporation's consolidated financial statements and related Management's Discussion and Analysis are available upon request from the Corporation at investor_relations@westjet.com, by telephone at 1-877-493-7853 or writing to Investor Relations at 22 Aerial Place NE, Calgary, AB, T2E 3J1.

Normal Course Issuer Bid

On November 2, 2010, the TSX accepted WestJet's notice to make a normal course issuer bid to purchase outstanding Shares on the open market. As approved by the TSX, WestJet was authorized to purchase up to 7,264,820 Shares (approximately five percent of the Shares then outstanding) during the period of November 5, 2010 to November 4, 2011 (the "**2010 NCIB**"). As at March 16, 2011, 4,179,092 Shares have been purchased under the 2010 NCIB on the open market through the facilities of the TSX at the prevailing market price at the time of the transaction. Shares acquired under the bid were cancelled. A Shareholder may obtain a copy of the notice filed with the TSX in relation to the 2010 NCIB, free of charge, by contacting the Vice President, Legal Services of WestJet at 22 Aerial Place N.E., Calgary, Alberta, T2E 3J1, (telephone (403) 444-2600 or by faxing a written request to (403) 444-2604).

Other Matters

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Annual General and Special Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

Cautionary statement regarding forward-looking information and statements

This Circular contains forward-looking information and statements as defined under applicable Canadian securities legislation, including earnings per share targets at page 50 and bonus margin target levels on page 51. Forward-looking information may be identified by the use of the words "anticipate," "believe," "estimate," "intend," "expect," "may," "will," "should," "potential", "plan", "target" or other similar terms.

Readers are cautioned that our expectations, estimates, projections and assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking information.

Our actual results, performance or achievements could differ materially from those expressed in, or implied by, such forward-looking information. WestJet can give no assurance that any of the events anticipated will transpire or occur, or if any of them do, what benefits or costs we will derive from them. By their nature, forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the impact of general economic conditions, changing domestic and international industry conditions, changes in consumer demand, changes in fuel prices, delays in aircraft delivery, changes in guest demand, terrorism, currency fluctuations, interest rates, competition from other industry participants (including new entrants, and generally as to capacity fluctuations and the pricing environment), labour matters, government regulation, stock-market volatility, the ability to access sufficient capital from internal and external sources, the ability to effectively implement and maintain critical systems and additional risk factors discussed in our AIF and other documents we file from time to time with securities regulatory authorities, which are available through the internet on SEDAR at www.sedar.com or, upon request, without charge from us.

The forward-looking information contained in the Circular is expressly qualified by this cautionary statement. Except as required by law, we do not undertake to update any forward-looking statements.

APPENDIX "A"

CORPORATE GOVERNANCE

The Board of Directors of WestJet is responsible for the supervision of Management and the overall stewardship and governance of the Corporation and acts in accordance with the Articles and By-laws of WestJet, the Mandate adopted for the Board (attached as Appendix "B"), the Corporation's Code of Business Conduct (the "**Code**") and with a view to the best interests of the Corporation and its shareholders. In addition, the Board, directly, and through its various committees complies with evolving Canadian corporate governance requirements including those established under the National Instrument 52-110 - *Audit Committee*, National Policy 58-201 - *Corporate Governance Guidelines* and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

NI 58-101 requires issuers to make prescribed disclosure with respect to their governance practices. As reflected in the table below, WestJet's current governance practices meet or exceed the current NI 58-101 disclosure requirements. The statement of corporate governance practices in the table that follows is responsive to each of the disclosure obligations set out in NI 58-101.

1. Board of Directors

- | | |
|--|---|
| (a) Disclose the identity of Directors who are independent. | Eight of the eleven current Directors are independent. Likewise, eight of the eleven proposed Directors are independent. For further details see " <i>Independence</i> " on page 21. |
| (b) Disclose the identity of Directors who are not independent and describe the basis for that determination. | For details see " <i>Independence</i> " on page 21. |
| (c) Disclose whether or not a majority of the Directors are independent. | Majority of Independent Directors – As indicated in item 1(a) above, eight of the eleven current members of the Corporation's Board of Directors are independent. |
| (d) If a Director is presently a director of any other issuer that is a reporting issuer (or equivalent) in a jurisdiction or foreign jurisdiction, identify both the director and the other issuer. | Outside Directorships – The outside directorships of WestJet Directors are described under " <i>Information Concerning the Director Nominees</i> " starting on page 12. |
| (e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meeting, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. | The independent Directors meet separately at the end of each scheduled Board or committee meeting. For details on the number of meetings held in 2010, please see " <i>Board and Committee Meetings Held and Attendance</i> " on page 23. |

- (f) Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his role and responsibilities.
- (g) Disclose the attendance record for all board meetings held since the beginning of the issuer's most recently completed financial year.

The Chairman of the Board is not an independent Director, however, the Board does have an independent Lead Director. For details see "*Independence*" on page 21.

For details on the attendance record for Board members in 2010, please see "*Board and Committee Meetings Held and Attendance*" on page 23.

2. Board Mandate

Disclose the text of the board's written mandate.

Board Mandate – The Board's mandate is set out in Appendix "B" to this Management Proxy Circular.

3. Position Descriptions

- (a) Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board Committee. If the Board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.
- (b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If not, briefly describe how the Board delineates the role and responsibilities of the CEO.

The Board has developed written position descriptions for the Chairman of the Board, the Lead Director and Committee Chairs.

The Board has developed a written position description for the CEO.

4. Orientation and Continuing Education

- (a) Briefly describe what measures the Board takes to orient new directors regarding
 - (i) the role of the board, its committees and Directors; and
 - (ii) the nature and operation of the issuer's business.

For details, see "*Director Orientation and Continuing Education*" on page 20.

- (b) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.

For details, see "*Director Orientation and Continuing Education*" on page 20.

5. Ethical Business Conduct

- (a) Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If so:
 - (i) Disclose how a person or company may obtain a copy of the code;
 - (ii) Describe how the Board monitors compliance with its code, or if the board does not monitor compliance, explain whether and who the Board satisfies itself regarding compliance with its code; and
 - (iii) Provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.

WestJet's Code consists of policies relating to the ethical and legal standards of conduct to be followed by employees and agents of the Corporation. The Code is designed to define individual and corporate responsibility and was adopted by the Board in August, 2002 and is reviewed and updated regularly, including most recently in February, 2011.

- (i) The Code can be made available upon written request or may be found with the Corporation's other filings on SEDAR at www.sedar.com.
- (ii) All Directors, executives and senior management are required to annually re-read the Code and sign an acknowledgment stating that they have read the Code and that they agree to comply with it. In order to ensure compliance, all persons subject to the Code are requested to acknowledge their understanding of it, and are subject to sanctions for violation of the Code. In addition, persons subject to the Code are encouraged to report violations, and may do so through the Corporation's Confidential and Anonymous Hotline.
- (iii) No material change report was required or filed in relation to any departure from the Code, during the Corporation's most recently completed financial year which ended December 31, 2010.

- (b) Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

- (c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.

Pursuant to the by-laws of WestJet and the Alberta Business Corporations Act ("**ABCA**"), the Director or officer must declare the nature and extent of his interest in the transaction or arrangement at the time and in the manner provided in the ABCA. As required by the ABCA, the Director shall refrain from voting on the transaction or arrangement in which he has an interest.

The Board has adopted a Disclosure, Confidentiality and Trading Policy for the Corporation which provides guidance on disclosure of material information, maintaining confidentiality and restrictions on trading of securities of the Corporation. The Disclosure, Confidentiality and Trading Policy, the Code and the Corporation's Confidential and Anonymous Hotline Policy and Procedure (Reporting Policy) adopted by the Board all serve to encourage and promote a culture of ethical business conduct.

6. **Nomination of Directors**

- (a) Describe the process by which the board identifies new candidates for board nomination.

- (b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If not, describe what steps the board takes to encourage an objective nomination process.

- (c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

For further details, please refer to the section "*Director Selection*" on page 19.

The Corporate Governance and Nominating Committee of the Board is composed of five independent Directors. For further information, please see the section "*Board Committees*" on page 30.

For further details, please see the section "*Board Committees*" on page 30.

7. **Compensation**

- (a) Describe the process by which the board determines the compensation for the issuer's directors and officers.

For complete details on this process see "*Director Compensation*" beginning on page 23 and "*Executive Compensation Discussion and Analysis*" beginning on page 44.

- (b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.
- (c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.
- (d) If a compensation committee or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

8. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

9. Assessments

Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.

The Compensation Committee of the Board is currently composed of four independent directors. For further information, please see the section "*Board Committees*" on page 30.

For further information, please see the section "*Board Committees*" on page 30 and "*Compensation Decision-making Process*" on page 44.

For further information, please see the section "*Design of Program and Role of Compensation Consultants*" on page 45.

The Board a Safety, Health and Environment Committee. For further details, please see the section "*Board Committees*" on page 30.

The Board regularly assesses its Board and individual Directors. For further information, please see "*Director Assessments*" on page 22.

APPENDIX "B"

WESTJET AIRLINES LTD. (THE "CORPORATION")

MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of the Corporation is responsible for the stewardship of the Corporation. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. In general terms, the Board will:

- A. in consultation with the president and chief executive officer of the Corporation (the "**CEO**"), define the principal objective(s) of the Corporation;
- B. supervise the management of the business and affairs of the Corporation with the goal of achieving the Corporation's principal objective(s) as defined by the Board;
- C. discharge the duties imposed on the Board by applicable laws; and
- D. for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

Without limiting the generality of the foregoing, the Board will perform the following duties:

Strategic Direction, Operating, Capital and Financial Plans

- 1. require the CEO to present annually to the Board a long range strategic plan and an annual business plan (including operating and capital expenditure budgets) which plans must:
 - (a) be designed to achieve the Corporation's strategic objectives,
 - (b) identify the principal strategic and operational opportunities and risks of the Corporation's business, and
 - (c) be approved by the Board as a pre-condition to the implementation of such plans;
- 2. approve the annual operating and capital plans;
- 3. at every meeting of the Board, discuss and monitor progress towards the achievement of the Corporation's goals established in the strategic and annual business plans and to revise and alter its direction through management in light of changing circumstances;
- 4. at every meeting of the Board, discuss and review recent developments in the Corporation's industry and gauge what impact such developments may have on the Corporation's goals established in the strategic, operating and capital plans;
- 5. identify and monitor the principal risks of the Corporation's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks;
- 6. approve issuances of additional shares or other securities to the public, the repurchase of shares, and the declaration and payment of dividends;

Management and Organization

7. appoint the CEO and determine the terms of the CEO's employment with the Corporation;
8. in consultation with the CEO, develop a position description for the CEO;
9. evaluate the performance of the CEO at least annually;
10. in consultation with the CEO, establish the limits of management's authority and responsibility in conducting the Corporation's business;
11. ratify the CEO's appointment of all senior officers of the Corporation at the next quarterly meeting of the Board following such appointment, so long as the CEO consults with members of the Board prior to such appointment;
12. receive annually from the CEO the CEO's evaluation of the performance of each senior officer who reports to the CEO;
13. in consultation with the CEO, approve a system under which succession to senior management positions will occur in a timely manner;
14. approve any proposed significant change in the management organization structure of the Corporation;
15. approve all retirement plans for officers and employees of the Corporation;
16. in consultation with the CEO, establish a communications policy for the Corporation;
17. generally provide advice and guidance to management;

Finances and Controls

18. monitor the appropriateness of the Corporation's capital structure;
19. ensure that the financial performance of the Corporation is properly reported to shareholders, other security holders and regulators on a timely and regular basis;
20. in consultation with the CEO, establish the ethical standards to be observed by all officers and employees of the Corporation and ensure that such standards are reflected in the Corporation's code of conduct;
21. ensure that a process is in place to monitor compliance with the ethical standards of the Corporation and the code of conduct;
22. require that the CEO institute and monitor processes and systems designed to ensure compliance with applicable laws by the Corporation and its officers and employees;
23. require that the CEO institute, and maintain the integrity of, internal control and information systems, including maintenance of all required records and documentation;
24. review and approve contracts to be entered into by the Corporation that are un-budgeted and outside the normal operations of the Corporation;

25. recommend to the shareholders of the Corporation a firm of chartered accountants to be appointed as the Corporation's auditors;
26. take all necessary actions to gain reasonable assurance that all financial information made public by the Corporation (including the Corporation's annual and quarterly financial statements) is accurate and complete and represents fairly the Corporation's financial position and performance;

Governance

27. in consultation with the Chairman of the Board, develop a position description for the Chairman of the Board and if the Chairman of the Board is the CEO, a position description of a Lead Director;
28. facilitate the continuity, effectiveness and independence of the Board by, amongst other things,
 - (a) selecting nominees for election to the Board;
 - (b) appointing a Chairman of the Board who is not a member of management or if that person is a member of management, appointing a Lead Director;
 - (c) appointing from amongst the independent directors an audit committee, a compensation committee and such other committees of the Board as the Board deems appropriate,
 - (d) defining the mandate of each committee of the Board;
 - (e) in consultation with the Governance and Nominating Committee of the Corporation, ensuring that processes are in place and are utilized to, at least annually, assess the size of the Board, the effectiveness of the Chairman of the Board, the Lead Director, the Board as a whole, including the skill sets possessed by the Board and any areas of potential weakness, each committee of the Board and each director;
 - (f) reviewing the orientation and education program for new members to the Board to ensure that it is adequate and effective;
 - (g) establishing a system to enable any director to engage an outside adviser at the expense of the Corporation;
 - (h) implementing and annually reviewing procedures to ensure that all committees of the Board function independently of management; and
29. review annually the adequacy and form of the compensation of directors.

Members of the Board

30. Board members are expected to possess and exhibit the following characteristics and traits:
 - (a) demonstrate high ethical standards and integrity in their personal and professional dealings;
 - (b) act honestly and in good faith with a view to the best interests of the Corporation;

- (c) devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and as members of any committees of the Board;
- (d) provide independent judgment on a broad range of issues;
- (e) understand and challenge the strategic and business plans and the strategic direction of the Corporation;
- (f) raise questions and issues to encourage effective participation in Board meetings and meetings of any committee of the Board;
- (g) make all reasonable efforts to attend all meetings of the Board and of any committees of the Board; and
- (h) diligently review the materials provided by management in advance of any meeting of the Board or any committee of the Board.

Delegation

- 31 The Board may delegate its duties to and receive reports and recommendations from any committee of the Board.

Meetings

32. The Board shall meet at least four times per year and/or as deemed appropriate by the Chairman of the Board.
33. Minutes of each meeting shall be prepared.
34. The CEO or his designate(s) may be present at all meetings of the Board, provided that the Board shall hold an in camera session of the Board at any meeting where a member of management is present.
35. Vice-Presidents and such other staff as appropriate to provide information to the Board shall attend meetings at the invitation of the Chairman of the Board or the Board.

The Board shall review this mandate annually and make such modifications or additions as are, in the opinion of the Board, desirable to maintain best practices in corporate governance within its industry.

Approved, amended and ratified to: February 8, 2011.