



**WESTJET AIRLINES LTD.**  
("WestJet" or the "Corporation")

**MANDATE OF THE  
PEOPLE AND COMPENSATION COMMITTEE**

**Purpose**

The purpose of the People and Compensation Committee (the "**Committee**") is to assist the Board of Directors (the "**Board**") of the Corporation in fulfilling its responsibility by reviewing and making recommendations to the Board on its findings and conclusions on matters relating to: (i) the compensation of the President and Chief Executive Officer ("**CEO**") and the Executive Vice-Presidents (collectively the "**Executive Team**") and Directors of the Corporation and its subsidiaries in the context of the budget, business plan and competitive environment of the Corporation; (ii) reviewing and, if required, approving the Corporation's people philosophies and policies, and the compensation and benefits plans and programs as they pertain to the Corporation's strategy; (iii) to conduct/assist in the regular reviews/appraisals of the Executive Team; and (iv) to provide for appropriate succession plans for the Executive Team.

**Membership of the Committee**

1. Subject to the by-laws of the Corporation in force from time to time, the Committee shall be comprised of not less than three members, all of whom shall be independent in accordance with section 1.4 of National Instrument 52-110.
2. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a Director. The Board may fill vacancies on the Committee by election from among its members who are independent Directors. The Board shall fill any vacancy if the membership of the Committee is less than three Directors. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office.
3. The Board or, in the event of its failure to do so, the members of the Committee, shall appoint a Chair of the Committee (the "**Chair**") from among the members of the Committee.

**Professional Advice**

Each committee member shall have full, free and unrestricted access to management and employees of the Corporation. The Chair shall have the authority to engage independent counsel, consultants or other advisors, with respect to any issue or to assist the Committee in fulfilling its responsibilities without consulting or obtaining the approval of any officer of the Corporation and the Corporation shall provide appropriate funding, as determined by the Chair, for any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. For greater certainty, the Chair shall have the sole authority to retain and terminate any consulting firm used to assist it in evaluating the performance and determining the compensation of the CEO or other members of the Executive Team. The Committee will review and, if required, approve all compensation engagements between the Committee's advisors, legal counsel or consultants and the Corporation or its subsidiaries.

The Committee shall have access to continuing education programs to assist the Committee in fulfilling its mandate and the Corporation will provide appropriate funding for such programs.

## **Meetings and Administrative Matters**

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
2. The Chair of the Committee shall preside at all meetings of the Committee, unless the Chair of the Committee is not present, in which case the members of the Committee present shall designate from among the members present a chair for purposes of the meeting.
3. A quorum for meetings of the Committee shall be a majority of its members, but not less than two in any event, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place a minimum of four times per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair of the Committee, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, Directors, employees of WestJet and other external representatives as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
7. The Committee at any time may, and at each regularly scheduled Committee meeting shall for at least a portion of the time scheduled for the meeting, meet without management present.
8. The Committee shall have the right to examine such records of WestJet and interview and secure the support and assistance of such WestJet employees, officers and other external representatives as it deems necessary to discharge its duties and all employees and officers must comply with such requests.
9. Minutes of the Committee will be recorded and maintained and circulated to Directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board. Additionally, the Chair of the Committee shall present the findings and discussions of any meeting of the Committee to the Board at the meeting of the Board which is immediately subsequent to such meeting of the Committee.
10. Any issues arising from these meetings that bear on the relationship between the Board and management of WestJet should be communicated to the Chair of the Board.
11. The Committee shall refer all recommendations to the Board for approval unless the Committee is herein, or by Board resolution, delegated the authority over a matter.

## **Roles and Responsibilities of the Committee**

In addition to any other functions, duties and responsibilities that may have been delegated to it by the Board from time to time, the Committee shall have the following functions, duties and responsibilities:

1. Periodically review and recommend for approval to the Board the compensation philosophy and remuneration policies for the Corporation;
2. Periodically review policies and promises related to the Corporation's People programs;
3. Periodically review, on a summary basis, any significant benefit programs for employees generally, with consideration of design, tax, legal and regulatory compliance and risk implications;

4. Annually review and recommend for approval to the Board the compensation packages for the CEO and other members of the Executive Team including amounts under the short term incentive plan ("**STIP**") and long term incentive plan ("**LTIP**") and review the compensation packages for Senior Vice-Presidents, Vice-Presidents and employee directors of the Corporation;
5. Annually review and recommend for approval to the Board the corporate targets, objectives and business performance measures which will be used in evaluating the CEO and other members of the Executive Team including a stress test illustrating target, pessimistic and optimistic views as well as the performance measures for the owners' performance award ("**OPA**");
6. Pursuant to the terms of the Corporation's STIP, Profit Share Plan and OPA, recommend for approval to the Board any payment to be made under such plans;
7. Confirm that the annual performance appraisals for members of the Executive Team are completed;
8. Annually review succession plans for the Executive Team with the Board including the review of existing management resources for qualified personnel to be available for succession to senior positions in the Corporation;
9. Annually review temporary successors for the CEO in case of absence or disability and, in the Committee's discretion, make recommendations to the Board for consideration;
10. Annually review and recommend for approval to the Board the executive compensation disclosure of the Corporation for inclusion in its disclosure materials and review any other executive compensation disclosure before the Corporation publicly discloses such information;
11. Annually review the terms, design, structure and application of the CEO and other members of the Executive Team compensation packages, with a view that they have a clear link between pay and performance and do not encourage excessive risk taking;
12. Pursuant to the terms of the Corporation's equity-based plans, recommend for approval to the Board the grant of awards under such plans;
13. Annually review and assess compensation principles of appropriate comparator groups and recommend for approval to the Board any appropriate changes;
14. Annually review and recommend for approval to the Board the share ownership guidelines for the CEO, other members of the Executive Team, Senior Vice-Presidents, Vice-Presidents and Directors of the Board and evaluate the shareholdings of such persons relative to such guidelines;
15. Review and recommend to the Board the compensation to be paid to Directors; and
16. Review the Committee's forward agenda on an annual basis.

### **Mandate Review**

The Committee shall review annually the Committee's Mandate and make recommendations to the Board, in conjunction with the Corporate Governance and Nominating Committee, of any proposed changes.

Approved, amended and ratified to: November 3, 2015

Last reviewed: November 3, 2015