



CHAIR OF THE BOARD POSITION DESCRIPTION

1. The Overall Tasks and Responsibilities of the Board

The Board of Directors (the "**Board**") of WestJet Airlines Ltd. (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. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board on March 22, 2004, as may be amended from time to time.

2. Qualifications of the Chair of the Board

In order to act as Chair of the Board of the Corporation, the person must be qualified to serve as a director under Section 105 of the *Business Corporations Act* (Alberta) and the by-laws of the Corporation in force from time to time.

3. Duties and Responsibilities of the Chair of the Board

- (a)** The Chair of the Board shall convene meetings of the Board when required and shall, at least annually, propose a schedule of meetings for the succeeding 12 months.
- (b)** The Chair of the Board shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders.
- (c)** The Chair of the Board shall ensure that the Board reviews and approves the corporate strategy as developed by management and follow up, on a regular basis, on the implementation of the strategy.
- (d)** The Chair of the Board shall oversee Board committee structures and composition. The Chair of the Board shall take all reasonable steps to ensure that, where functions are delegated to appropriate Board committees, the functions are carried out and results are reported to the Board.
- (e)** The Chair of the Board shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- (f)** The Chair of the Board shall meet, from time to time, with the Corporate Governance and Nominating Committee to discuss nominees as directors to be submitted to the Board for its approval. The Chair of the Board shall provide new Board candidates with appropriate orientation and briefing materials and shall act as a liaison between such candidate and the Board.
- (g)** The Chair of the Board shall meet with each director on the Board annually, on a one-on-one basis, to assess Board member performance along with areas where the Board, its committees and individual directors can operate more effectively.

- (h) The Chair of the Board shall conduct an annual performance appraisal for the President and Chief Executive Officer ("**President and CEO**").
- (i) The Chair of the Board shall be responsible to ensure that Board meetings function satisfactorily and that the tasks of the Board are handled in the most reasonable fashion under the circumstances. In this connection, it is recommended that the Chair of the Board attempt to ensure that the individual director's particular knowledge and competence are used as best is possible in the Board work for the benefit of the Corporation. The Chair of the Board shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
- (j) The Chair of the Board shall work with the President and CEO to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bring to the attention of the President and CEO and any other member of the Board any issues that are preventing the Board from being able to carry out its responsibilities.
- (k) The Chair of the Board shall endeavour to ensure that the Board's discussions take place when all of the directors are present and that all essential decisions are made when all of the directors are present.
- (l) The Chair of the Board shall endeavour to establish a line of communication with Senior Management of the Corporation to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- (m) The Chair of the Board shall endeavour to fulfill his or her Board leadership responsibilities in a manner that will ensure that the Board and its committees are able to function independently of management. The Chair of the Board shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management being present. The Chair of the Board shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances, subject to his or her prior approval.
- (n) The Chair of the Board shall act as a liaison representing shareholders and the Board to management and representing management to the Board and shareholders and shall facilitate communications between management, the Board and shareholders.
- (o) The Chair of the Board will be kept well informed on the major affairs and operations of the Corporation, on the economic and political environment in which it operates and will maintain regular contact with the President and CEO and other senior executive officers of the Corporation.
- (p) The Chair of the Board shall, as requested by the President and CEO, represent the Corporation to external groups such as shareholders and other stakeholders, including guests, employees, community groups and governments.
- (q) With respect to meetings of directors or shareholders, it is the duty of the Chair of the Board to enforce the by-laws, and rules of procedure. These duties include:
 - (i) ensuring that the meeting is duly constituted;
 - (ii) ensure the meeting provides for reasonable accommodation;
 - (iii) confirming the admissibility of all persons at the meeting;

- (iv) preserving order and the control of the meeting;
 - (v) in respect of shareholders' meetings, appointing scrutineers if requested and instructing them in their duties;
 - (vi) rule on the validity of proxies; and
 - (vii) to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting;
- (r)** The Chair of the Board shall also liaise with the Corporate Secretary of the Corporation to ensure that:
- (i) all meetings are appropriately scheduled;
 - (ii) proper notice and agendas have been disseminated;
 - (iii) directors receive the information required for the performance of their duties, including information relevant to each meeting of the Board; and
 - (iv) that appropriate accommodations have been made for all Board and shareholder meetings.

4. Review of Position Description

The Chair of the Board, in consultation with the Board as a whole or in consultation with any appropriate committee of the Board, shall meet at least every two years or more frequently, if required, with the Board or with any appropriate committee of the Board to review and consider refinement of the position description for the Chair of the Board.

Approved, amended and ratified to: July 26, 2016