



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

**MANDATE OF THE  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

**Purpose**

The Corporate Governance and Nominating Committee (the "**Committee**") is a committee of the Board of Directors of WestJet (the "**Board**") to which the Board has delegated the responsibility for developing the approach of WestJet Airlines Ltd. and its affiliates to corporate governance and director nomination matters. The Committee shall provide direction, monitor compliance and make recommendations to the Board to enhance corporate performance and promote ongoing improvement in Board effectiveness.

**Membership of the Committee**

- 1.** The Committee shall be comprised of not less than three members and may be comprised of such greater number as the Board may from time to time determine, 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 power 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 the Chair of the Committee (the "**Chair**") from among the members of the Committee.
- 4.** All members of the Board shall be notified of, and be free to attend, any meetings of the Committee and to participate, but only members of the Committee shall be entitled to vote on any question before the Committee.
- 5.** Subject to paragraph 7 below of the Meetings and Administrative Matters section, the President and Chief Executive Officer ("**CEO**") of WestJet or his or her designate(s) shall be entitled to attend all meetings of the Committee.

**Professional Assistance**

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 legal 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.

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 at least 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 all members of the Committee as well as 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 delegated to it by the Board from time to time, the Committee will have the authority and responsibility to:

### **1. In Respect of Operations of the Board**

- (a) recommend, in consultation with the chair of each committee and the chair of the Board, if appropriate, the allocation of Directors to each of the Board committees annually and thereafter, where a vacancy occurs at any time in the membership of any Board committee, recommend a particular Director to the Board to fill such vacancy;
- (b) oversee the development and implementation of continuing education for all Directors in respect to WestJet; and

- (c) require that the independent Directors periodically review the relationship between the Board on the one hand and officers of WestJet on the other hand and, if appropriate, make recommendations with a view to enabling the Board to function independently of management.

## **2. In Respect of Governance**

In assisting the Board (and without limiting its scope), the Committee will:

- (a) review, as appropriate, corporate governance issues, trends and proposed new or amended regulatory requirements and shall propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on developments in corporate governance to the Board;
- (b) develop and recommend to the Board a set of corporate governance principles and guidelines applicable to WestJet;
- (c) assess the Corporation's practices, policies and procedures regarding diversity in the workplace;
- (d) review periodically the size of the Board;
- (e) review periodically the mandates for the Board and the President and CEO and the position description for the Chair of the Board, the Vice Chair of the Board and each Committee Chair;
- (f) review periodically WestJet's Code of Business Conduct; Disclosure, Confidentiality and Trading Policy; Business Integrity Policy; Confidential and Anonymous Reporting Hotline Policy and associated procedures; and other similar documents relating to governance of WestJet;
- (g) review periodically the mandates of the committees of the Board, provide guidelines for corporate governance practice to each committee and, where appropriate, make recommendations thereon including changes in the role, size, composition and structure of the committees;
- (h) every year, require that the Chair of the Board assess the performance of the Board as a whole, the Vice Chair of the Board and the Committee Chairs and the performance and contribution of individual Directors, having regard to the Mandate of the Board, the position description for the Vice Chair of the Board and Committee Chair, committee mandates as well as attendance at Board and Board committee meetings and overall contribution;
- (i) periodically assess the performance of the Chair of the Board having regard to the mandate of the Chair of the Board as well as attendance at Board and Board committee meetings and overall contribution;
- (j) work with the Board and the Chair of the Board as required to facilitate the Board in considering the issue of succession planning for the Board Chair; and
- (k) review and recommend to the Board WestJet's Director qualification criteria.

## **3. In Respect of Board Composition and Director Nominations**

In assisting the Board (and without limiting its scope), the Committee will:

- (a) actively seek to identify individuals qualified to serve on the Board;
- (b) consider written proposals for Director nominees received from shareholders of WestJet or from the WestJet Employee Association;

- (c) recommend to the full Board the nominees to be considered for election at the next annual meeting of shareholders of WestJet or to be appointed by the Board to fill an existing or newly created vacancy on the Board and in making such recommendations shall:
  - (i) review periodically the competencies, skills and personal qualities required of Directors as a group in order to add value to WestJet, in light of:
    - (A) the activities of WestJet and the nature of its investments;
    - (B) the need for a majority of the Board to be comprised of independent Directors; and
    - (C) WestJet's governance guidelines;
  - (ii) review the competencies, skills and personal qualities of each existing Director, and the contributions made by the Director to the effective operation of the Board and any significant change in the primary occupation of the Director; and
  - (iii) review the competencies, skills and personal qualities of each new nominee for election as a Director;
- (d) oversee an orientation program to familiarize new Directors with the business and operations of WestJet including the reporting structure, strategic and annual plans, significant financial, accounting and risk issues and compliance policies, management and the external auditors; and
- (e) foster an understanding by candidates of the demands and expectations of a Director of WestJet and the role of the Board and its committees.

#### **4. In Respect of Reporting and Disclosure Requirements**

In assisting the Board (and without limiting its scope), the Committee will:

- (a) review and recommend for approval the annual corporate governance report or disclosure to be made in either the annual report to shareholders or the information circular prepared in connection with WestJet's annual meeting describing the corporate governance practices of WestJet with reference to the reporting requirements of applicable securities laws.

#### **Delegation**

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

#### **Mandate Review**

The Committee shall review at least annually the Committee's Mandate and make recommendations to the Board of any proposed changes.

Approved, amended and ratified to: October 29, 2018

Last reviewed: October 29, 2018