



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

**MANDATE OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer ("**CEO**") of WestJet Airlines Ltd. (the "**Corporation**") is responsible for the management, leadership and oversight of the Corporation and the subsidiaries of the Corporation (as used herein, "Corporation" will be deemed to include the Corporation's subsidiaries). In discharging his or her responsibilities, the President and CEO will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly, ethically and in good faith with a view to the best interests of the Corporation Group. In general terms, the President and CEO will:

- A.** provide effective leadership to the Corporation and its employees;
- B.** in consultation with the Board of Directors (the "**Board**") of the Corporation, define the strategic direction and business objectives of the Corporation;
- C.** foster and uphold the Corporation's commitment to occupational health and safety;
- D.** foster a high level of employee morale and motivation;
- E.** foster a corporate culture that promotes guest focus and service, integrity and ethical conduct;
- F.** oversee prudent management of the day-to-day business and affairs of the Corporation;
- G.** act as the public spokesperson of the Corporation; and
- H.** communicate to the Board on a timely basis any material matters affecting the Corporation and in a manner that enables the Board to provide the best counsel and advice possible.

The President and CEO shall not be a member of any committee of the Board, but is invited to attend any meeting except those held *in camera*, sessions for independent Directors only or whenever specifically determined by the committee that the meeting should be closed to the President and CEO.

Without limiting the generality of the foregoing, the President and CEO will perform the following duties:

**Strategic Direction, Operating, Capital and Financial Plans**

- 1.** 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. identify and monitor the principal risks of the Corporation's business and take all reasonable steps for the implementation of appropriate systems to manage these risks;
  3. present capital plans such as potential issuances of additional shares or other securities to the public, the repurchase of shares (including the terms of any issuer bid), and the declaration and payment of dividends, for approval by the Board;
  4. monitor the Corporation's progress towards its long-range strategic plan, assess the need to revise and/or alter the management of the Corporation's operations, and keep the Board informed of the Corporation's progress in light of changing circumstances;
  5. provide clear strategic objectives and focus for all employees and implement clear and appropriate standards to gauge the success of the Corporation in meeting these objectives;
  6. establish and maintain effective relationships with shareholders and other key stakeholders including governments, industry, guests, the financial community, regulators, non-governmental organizations, the media and the public;

#### **Management and Organization**

7. monitor and communicate overall human resources policies and procedures, including compensation and succession planning, and provide recommended changes from time to time to the Board or to the appropriate committee of the Board delegated with such responsibility;
8. establish the limits of management's authority and responsibility in conducting the Corporation's business;
9. advise on and seek ratification of the appointment of all Vice President positions of the Corporation at the quarterly meetings of the Board as required;
10. consult with some members of the Board on the appointment of all Executive Vice President positions of the Corporation prior to such appointment, and seek ratification of the appointment of any Executive Vice President positions at the next quarterly meeting of the Board;
11. recommend to the Board any proposed significant change in the executive management organization structure of the Corporation;
12. provide the Board, or a committee of the Board delegated with responsibility for such matters, with a succession plan for the President and CEO, and all Executive Vice President and Vice President positions based on a short-term and long-term view;
13. be subject to a performance evaluation by the Board at least annually, and confirm that such evaluation is carried out by the Board, or the appropriate committee of the Board delegated with such responsibility;
14. review the mandate for the President and CEO annually and recommend changes to the mandate as required;
15. provide the Board annually with an evaluation of the performance of each Executive Vice President;

**Finances and Controls**

16. steward the Corporation's expenditures within the Board-approved budgets;
17. institute and monitor processes and systems so that the Corporation maintains appropriate systems to manage the risks of the Corporation's business;
18. monitor and communicate the appropriateness of the Corporation's capital structure to the Board;
19. in consultation with the Board, establish the ethical standards to be observed by all officers and employees of the Corporation, confirm that such standards are reflected in the Corporation's code of business conduct, and use reasonable efforts to institute and monitor processes and systems for compliance with those standards;
20. institute and monitor processes and systems designed for compliance with applicable laws by the Corporation and its officers and employees;
21. institute, and monitor the maintenance of integrity of internal control and information systems, including maintenance of all required records and documentation through appropriate policies and procedures;
22. 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;

**Disclosure**

23. in conjunction with the Corporation's disclosure committee and the Chief Financial Officer, institute and monitor processes and systems for appropriate and timely disclosure of material information to the public;

**Other**

24. provide required regulatory certifications on a timely basis as required; and
25. carry out any other appropriate duties and responsibilities assigned by the Board from time to time.

**Delegation**

The President and CEO may delegate his or her duties to and receive reports and recommendations from any officer of the Corporation provided that any such delegation does not relieve him or her from his or her duties described herein being fulfilled.

Approved, amended and ratified to: July 30, 2018