



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

MANDATE OF THE SAFETY, HEALTH AND ENVIRONMENT COMMITTEE

Role and Objective

The Safety, Health and Environment 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 matters concerning oversight and discharge of the Board's responsibilities with respect to safety, health, and environment matters. The Committee shall provide direction, monitor compliance and make recommendations to the Board to enhance corporate performance as it relates to safety, occupational health and environmental stewardship.

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, the majority 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, the President and Chief Executive Officer of WestJet shall attend all meetings of the Committee unless excused by the Chair in which case his/her delegate shall attend.

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 discussion 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 duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:

- (a) monitoring compliance with the WestJet Group Safety, Health and Environmental Statement of Principles (the "**Statement**") attached hereto as Schedule A;
- (b) recommending policies and programs to the Board in order to maximize compliance with the Statement;
- (c) periodically reviewing the Statement and recommending any appropriate revisions to the Board with a view to ensuring that the Statement reflects industry best practices with regard to safety, health or environmental matters;
- (d) reviewing various metrics for quantifying and evaluating compliance with the Statement, identifying areas for improvement and subsequently measuring and quantifying such improvements; and
- (e) periodically reviewing the WestJet, WestJet Encore, and Swoop Safety Promise and ensuring that it is consistent with the Statement;

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.

Committee Evaluation

The Committee's performance shall be evaluated regularly, in accordance with a process developed by the Corporate Governance and Nominating Committee and approved by the Board, and the results of that evaluation shall be reported to the Corporate Governance and Nominating Committee and to the Board.

Review of Disclosure

The Committee shall review those portions of WestJet's public disclosure documents containing significant information relating to matters within the Committee's mandate.

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



Schedule A
Safety, Health and Environmental
Statement of Principles

WestJet Airlines Ltd. ("**WestJet**" or "**we**"), under the direction of the Board of Directors of WestJet (the "**Board**") and with the guidance and supervision of the Safety, Health and Environment Committee of the Board (the "**Committee**") are committed to upholding the following safety, health and environmental related principles.

With respect to Safety and Health matters:

- We are committed to adhering to all applicable governmental regulations, orders and policies relating to safety and health in the workplace to the highest degree.
- We are committed to advancing WestJet as one of the world's safest airlines.
- We are committed to excellence and industry leadership in safety and health performance and controlling and minimizing risks arising from our operations.
- We will target zero harm to our employees, contractors and the communities where we work.
- We are committed to upholding and continually improving the Safety Management System process within WestJet and to reviewing and improving the contingency planning processes within WestJet which are designed to ensure that all high or extreme safety risks are identified and that appropriate risk management and emergency planning processes are in place.
- We are committed to monitoring and improving the reporting systems within WestJet for actual or potential accidents, breaches and incidents.
- We are committed to educating our employees, management and directors and providing them with the information and training necessary to avoid workplace accidents.
- We will continually evaluate and apply ways to reduce the number, frequency and severity of workplace accidents.
- We are committed to introducing and implementing policies and programs aimed at minimizing the number, frequency and severity of workplace accidents and to continually meet or exceed our peers in the standards set by such policies.

With respect to Environmental matters:

- We are committed to adhering to all applicable governmental regulations, orders and policies relating to environmental matters to the highest degree.
- We are committed to continually evaluate and apply ways to reduce the impact of our operations on the natural environment and to minimize waste.
- We are committed to introducing and implementing policies and programs aimed at minimizing WestJet's environmental impact and to continually meet or exceed our peers in the standards set by such policies.
- We are committed to educating our employees, management and Directors on what they can do to help WestJet achieve and maintain leadership in environmental action.

The Committee shall be responsible for measuring our compliance with these principles and for recommending to the Board any appropriate amendments to these principles or to any of the policies and programs of WestJet which impact our compliance with these principles.