



MAJORITY VOTING POLICY

Forms of proxy (or voting instruction forms) for use at shareholders' meetings where directors are to be elected will enable shareholders to vote "for", or to "withhold" from voting, separately for each nominee. At the shareholders' meeting, the Chair of the meeting will call for a vote by ballot on the election of directors. The scrutineers will record, with respect to each nominee, the number of votes cast "for" or "withheld" from a nominee, such numbers to be adjusted, if required, in accordance with the Corporation's share provisions and the by-laws, policies and procedures of WestJet Airlines Ltd. (WestJet or the Corporation).

This policy applies only to uncontested elections. An "uncontested election" means any election of directors where the election does not involve a proxy battle – i.e. where proxy material required by applicable securities legislation is circulated in support of one or more nominees who are not part of the slate supported by the board of directors.

In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "majority withhold vote") must tender his or her resignation for consideration by the Board of Directors (the Board) to the Chairman of the Corporate Governance and Nominating Committee promptly following certification of the shareholder vote. If the Chairman of the Corporate Governance and Nominating Committee received a majority withhold vote, then he or she shall tender his or her resignation to the Chair or Vice Chair of the Corporation.

The Corporate Governance and Nominating Committee will promptly consider the tendered resignation and recommend to the Board whether to accept or reject it. The Corporate Governance and Nominating Committee shall be expected to recommend the resignation to the Board except in exceptional circumstances. In determining whether to recommend acceptance or rejection of the tendered resignation, the Corporate Governance and Nominating Committee will consider all factors it deems relevant including, without limitation:

- (a) the reasons, if known, why shareholders "withheld" or were requested to "withhold" votes from the director,
- (b) the balance of "Canadian" and "non-Canadian" directors;
- (c) whether the director is a key member of a special committee and his or her departure would jeopardize its mandate;
- (d) whether the policy was used to force out one or more directors for a reason inconsistent with the policy objectives of the TSX requirement
- (e) the impact with respect to covenants in agreements or plans; and
- (f) legal requirements, policies or guidelines (regulatory, securities or corporate laws, or stock exchange rules) for director numbers and qualifications.

The Board will act on the Governance and Nominating Committee's recommendation not later than 90 days following the date of the shareholders' meeting at which the election occurred. In deciding whether to accept or reject the tendered resignation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and any additional information and factors the Board believes to be relevant. The Board shall accept the resignation except in exceptional circumstances.

Promptly following the Board's decision, WestJet will disclose that decision, including an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation, in a press release, which press release will also be provided to the Toronto Stock Exchange.

If the Board decides to accept the director's resignation, the Governance and Nominating Committee will recommend to the Board whether to fill the resulting vacancy or to continue with the reduced the size of the Board.

If a director who tenders a resignation due to a majority withhold vote is the WestJet Employee Association nominee and resignation is accepted, the Board will seek direction from the WestJet Employee Association of a new nominee to fill the resulting vacancy, and shall consider the appointment of that nominee to fill the resulting vacancy prior to the next shareholders' meeting to consider appointment of directors.

Any director who tenders his or her resignation pursuant to this Policy will not participate in the Corporate Governance and Nominating Committee recommendation or the Board consideration whether to accept or reject the tendered resignation or in any Board meeting relating to the acceptance or rejection of such recommendation. Subject to the requirements of the Corporation's constating documents and the *Business Corporations Act (Alberta)*, if a majority of the members of the Corporate Governance and Nominating Committee received a majority withhold vote at the same election, then the remaining directors who did not receive a majority withhold vote will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations and such special committee will recommend to the Board whether to accept or reject them within the 90 day period.

In the event that any director who received a majority withhold vote does not tender his or her resignation in accordance with this Policy, he or she shall not be re-nominated by the Board and shall not be entitled to any benefits (financial or otherwise) of a director or past director of WestJet.

The Corporate Governance and Nominating Committee, with the acceptance of the Board, may adopt such procedures as it sees fit to assist in its determinations under this Policy.

This Policy will be summarized or included in each management proxy circular relating to an election of directors of WestJet.