

CANADIAN WESTERN BANK
MANDATE OF THE HUMAN RESOURCES COMMITTEE

1.0 Purpose of the Human Resources Committee (the “Committee”)

The purpose of the Committee is to assist the Board of Directors (the “Board”) in fulfilling its oversight role with respect to:

- 1.1 establishing the Bank’s compensation philosophy and satisfying itself that compensation structure and programs are consistent with the Bank’s philosophy, strategy and the prudent management of its operations and the risks to which it is exposed;
- 1.2 overseeing the compensation of the Bank’s executive officers (Executive Vice President and higher) and recommending the appointment of such officers; and
- 1.3 ensuring that effective succession planning and robust talent planning and leadership development processes are in place for the Bank and each of its subsidiaries.

2.0 Organisation of the Committee

The Committee shall be comprised of not less than three directors appointed by the Board annually and from time to time, one of whom shall serve as the Chair of the Committee, as determined by the Board. Each Committee member shall satisfy the independence requirements of all applicable regulatory requirements as such qualifications are interpreted by the Board in the exercise of its sound business judgement.

3.0 Meetings of the Committee

In order for the Committee to transact business, a majority of the Committee must be present and majority of those present must be resident Canadians. The Committee shall meet on a regular basis and shall schedule a sufficient number of meetings (whether in person or by teleconference) to carry out its mandate. Any member of the Committee may call a meeting. The Chair, or in the Chair’s absence, another member of the Committee, shall preside at each meeting of the Committee.

4.0 Reporting to the Board

The Committee shall provide a report after each meeting to the Board with respect to its activities with such recommendations as are deemed desirable in the circumstances.

5.0 Outside Advisors

The Committee shall have the authority to retain, at the Bank's expense, independent advisors and consultants to advise the Committee as it determines necessary to carry out its duties and to fix the remuneration of such advisors and consultants. The Committee may request any officer or employee of the Bank, or the Bank's external auditors or legal counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

6.0 Duties and Responsibilities of the Committee

The Committee shall have the following specific duties and responsibilities:

- 6.1 review and recommend to the Board, jointly with the Audit Committee in the case of the Chief Financial Officer, and jointly with the Risk Committee in the case of the Chief Risk Officer, the employment and appointment of the Chief Executive Officer ("CEO") and any executive level officer (equivalent to Executive Vice President within the Bank, or higher);
- 6.2 review and recommend to the Board the compensation structure and level of compensation for the CEO;
- 6.3 with the assistance of the CEO, establish the compensation structure and level of compensation for all other Named Executive Officers and Executive Vice Presidents of the Bank;
- 6.4 approve goals and objectives relevant to the CEO's and the other Named Executive Officers' compensation, review and evaluate the CEO's and the other Named Executives Officers' performance in light of those goals and objectives and ensure that the CEO's annual evaluation is reviewed with him by the Chair of the Board;
- 6.5 review and approve all compensation plans and arrangements for executives and senior officers of the Bank and any employee with compensation that exceeds a materiality threshold established by the Committee;
- 6.6 establish, amend, monitor and, where appropriate, terminate all compensation plans and arrangements for employees of the Bank and its subsidiaries where the resulting compensation exceeds a materiality threshold established by the Committee, to ensure the structure promotes long term sustainable profitable growth and is consistent with the risk appetite framework approved by the Board of Directors. This includes:
 - Pension and retirement programs;
 - Incentive compensation plans and other bonus arrangements; and
 - Share-based incentive plans and other equity-based arrangements;

- 6.7 annually review the design, structure and current year results of material compensation programs, to ensure the programs and results are consistent with good governance standards and the risk appetite approved by the Board of Directors and do not encourage inappropriate risk taking;
- 6.8 review management's assessment of the Bank's significant human resource risks and the effectiveness of related internal controls;
- 6.9 review the succession plans for the Bank and its subsidiaries, which will include all critical positions in each of the companies ensuring appropriate programs are in place for leadership development;
- 6.10 review with management any incidence of deficient performance of an employee who is the head of an oversight function;
- 6.11 review the organizational structure of the Bank at the executive level;
- 6.12 review the position descriptions for the executive level officers of the Bank and approve changes;
- 6.13 review and approve any employment-related contract entered into between the Bank, or one of its subsidiaries, and an executive level officer;
- 6.14 establish shareholding requirements for the senior management of the Bank and review compliance on an annual basis;
- 6.15 award grants of options under any share incentive plan, subject to applicable regulatory and shareholder approval;
- 6.16 award grants of share units under any Bank share unit incentive plan;
- 6.17 review the Employment Equity Report annually;
- 6.18 review and approve the compensation discussion and analysis in the Bank's annual proxy circular and report on its review to the Board; and
- 6.19 review the mandate of the Committee at least annually and recommend changes to the Board.

This mandate was last reviewed and approved by the Board on June 6, 2018.