



CANADIAN WESTERN BANK

Mandate of the Governance and Conduct Review Committee

Approved August 25, 2022

1.0 Purpose of the Committee

The purpose of the Committee is to assist the Board of Directors (the **Board**) of Canadian Western Bank (**CWB**) to fulfil its oversight responsibilities relating to:

- 1.1 CWB's corporate governance policies and practices;
- 1.2 the Board's succession, nomination, development, and compensation practices; and
- 1.3 CWB Financial Group's (being CWB and each of its subsidiaries in each jurisdiction it carries on business) compliance with requirements applicable to codes of conduct and regulatory requirements under federal financial institution legislation.

2.0 Organization of the Committee

The Board will annually, and from time to time, appoint at least three independent directors to form the Committee. The Board will appoint one Committee member to act as the Chair of the Committee.

3.0 Meetings of the Committee

For the Committee to transact business, three members of the Committee must be present, and a majority of directors present must be resident Canadians. The Committee will meet at least once a quarter and will schedule a sufficient number of meetings, by any means reasonable, to carry out its mandate. Any member of the Committee may call a meeting. The Committee will have an *in camera* session at each meeting with only independent directors present. At least quarterly, the Committee will meet with each of the General Counsel and Corporate Secretary and the Chief Compliance Risk Officer without other management present. The Chair, or in the Chair's absence, another member of the Committee, will preside at each meeting of the Committee.

4.0 Reporting to the Board

The Committee shall report after each meeting to the Board about its activities and make recommendations as it deems desirable in the circumstances.

5.0 Outside Advisors

The Committee has the authority to retain and set remuneration of independent advisors and consultants the Committee determines necessary to carry out its duties. The Committee may request any officer or employee of CWB, or CWB's internal or external auditors or legal counsel, to attend a meeting of the Committee or to meet with any advisors or consultants to the Committee.

6.0 Duties and Responsibilities of the Committee

The Committee acts as:

- the Nominating Committee and the Board Compensation Committee for CWB.
- the Conduct Review Committee of CWB and each of its federally regulated financial institutions.
- the Consumer Matters committee of CWB and each of its federally regulated financial institutions.

The Committee is responsible to:

- 6.1 approve the mandates, appointment, and termination of the Chief Compliance Risk Officer and the Chief Anti-Money Laundering Officer;
- 6.2 approve the resource plan and mandate for the Regulatory Compliance function;
- 6.3 review the effectiveness and independence of the Regulatory Compliance function;
- 6.4 recommend to the Board the:
 - 6.4.1 appointment of the Chair and membership of each committee;
 - 6.4.2 education of directors;
 - 6.4.3 director nominees; and
 - 6.4.4 Code of Conduct;
- 6.5 approve the board and director effectiveness assessment process, conduct and complete the assessments, and prepare a report of findings for review by the Board;
- 6.6 approve the director skills and experience assessment process, and all Board succession processes;
- 6.7 approve the Director Education Policy, Corporate Governance Policy, Legal, Regulatory Compliance and Reputational Risk Policy, Self-Dealing Compliance Policy, Corporate Disclosure Policy, and Share Trading Restrictions Policy;
- 6.8 review at least biennially the amount and form of director compensation and, when appropriate, recommend changes to the Board;
- 6.9 review reports from the General Counsel and Corporate Secretary, including the ethics report, and from the Chief Compliance Risk Officer, including privacy, client protection, and anti-money laundering reports;
- 6.10 recommend the Board, Board Chair, Committee Chairs and Committee mandates to the Board and review other committee mandates; and
- 6.11 complete other duties the Board may assign.