

Corporate Governance Policy

Canadian Western Bank

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1.0 Introduction

Canadian Western Bank (**CWB**) recognizes that sound corporate governance practices are important to maintain the confidence of its shareholders.

All directors of CWB are bound by CWB's Bylaws and the CWB Financial Group *Code of Conduct: Living our Values*. CWB's Board of Directors (**Board**) has established mandates of the Board and each of the Board Committees.

In addition, the Board has adopted the following governance policies found in the sections below.

2.0 Number and Selection of Directors

The Board has the authority under CWB's By-laws to fix the number of directors, which must be no less than 7 and no more than 25. The Governance and Conduct Review Committee (**GCR Committee**) recommends candidates to the Board. The Board recommends director nominees for election by the shareholders.

3.0 Board Diversity

A board made up of highly qualified directors with diverse backgrounds will enhance the corporate governance of CWB by bringing different viewpoints to the Board. When identifying new candidates for nomination as directors, the GCR Committee will consider each candidate's skills, expertise, experience, integrity, independence, residency and geographic location and diversity criteria such as race, ethnicity, age, gender identity, sexuality, and abilities. Understanding that systemic biases exist broadly across society and our industry, the Board will consider the impact of biases on candidates to obtain specific qualifications or experiences. The Board aims to have women comprise at least 40% of the Board. The Board aims to have Black, Indigenous and racialized people comprise at least 5% of the Board by 2025.

4.0 Appointment of Executive Committee Members

The Board, in conjunction with the Human Resources Committee, is responsible for appointing the President and Chief Executive Officer. The Board, in conjunction with the Audit Committee, the Human Resources Committee and the Risk Committee, as applicable, and upon recommendation from the President and Chief Executive Officer, is responsible for appointing any member of CWB's Executive Committee (as defined below) at the Chief, Group Head or Senior Executive Vice President level (collectively, with the President and Chief Executive Officer, **Senior Executive**). CWB will consider each candidate's skills, expertise, experience, integrity, geographic location and diversity criteria such as race, ethnicity, age, gender identity, sexuality and abilities. Understanding that systemic biases exist broadly across society and our industry, the Board will consider the impact of biases to obtain specific qualifications or experiences. CWB aims to have women comprise at least 30% of the Executive Committee (being all Senior Executives and any Executive Vice President). CWB aims to have Black, Indigenous and racialized people comprise at least 5% of the Executive Committee by 2025.

5.0 Director Independence

The Board must be able to operate independently of management to maximize effectiveness and to ensure that its judgment is free from conflicts of interest or bias. The Board will assess the status of each director annually to determine

whether a director is “independent” or “affiliated” as defined by governing legislation. The GCR Committee makes that assessment based on a director’s response to a self-assessment questionnaire.

A director is independent where the Board determines that the director has no material relationship with CWB that could be reasonably expected to interfere with the exercise of a director’s independent judgment, including an indirect material relationship. The Board will consider all relevant factors to determine whether a director is independent, including but not limited to the factors listed below.

A director is not independent if:

- i. the director is, or has been in any of the last three years, an employee of CWB or any subsidiary of CWB;
- ii. an immediate family member of the director is, or has been within the last three years, a member of the Executive Committee or an executive officer of a subsidiary of CWB;
- iii. the director or an immediate family member of the director is a partner or employee of CWB’s external auditor or, within the last three years, has been a partner or employee of CWB’s current or former external auditor and personally worked on CWB’s audit during that time;
- iv. the director or an immediate family member of the director, is, or has been within the last three years, employed as an executive officer of another company where any of the current member of Executive Committee or an executive officer of a subsidiary of CWB serves or served on that company's compensation committee;
- v. the director has accepted, directly or indirectly, any consulting, advisory or other compensatory fee from CWB or its subsidiaries, other than as remuneration for acting in his or her capacity as a member of the Board or any Board committee;
- vi. the director received, or an immediate family member of the director (as an executive officer, or other than in the capacity of an employee) received, more than C\$100,000 in direct compensation from CWB in any 12 month period within the last three years. Compensation does not include remuneration for acting as a member of the Board or any Board committee; or
- vii. the director is "affiliated" with CWB as that term is used in the Affiliated Persons (Banks) Regulations made under the *Bank Act* (Canada).

In addition, the Board will consider any other relevant facts, circumstances or relationships that would cause a reasonable and informed third party to conclude that the director’s independence or objectivity may be compromised.

Directors with long serving tenure may have increased familiarity with management that may undermine independence. However, the length of director tenure is not determinative of independence. The director’s overall relationship with management and CWB will be considered.

6.0 Other Directorships

The GCR Committee has not set a limit on the number of other public companies on which a director may sit. However, the GCR Committee will annually review the directorships held by each director to ensure that there are no conflicts of interest, and that the responsibilities of external board memberships do not interfere with the governance of CWB. The Board does not believe that interlocking board memberships of its directors impact the ability of these directors to act in the best interests of CWB.

7.0 Director Attendance and Preparation

Directors are expected to attend Board and committee meetings on which they serve and to spend the time needed to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board and committee meetings. Each director's attendance at, and preparation for, Board and committee meetings is considered by the GCR Committee when recommending director nominees.

8.0 Director Compensation

8.1 General

The Board determines the form and amount of director compensation based on the recommendations of the GCR Committee following a review of director compensation in the marketplace. Directors who are also officers of CWB are not compensated in their capacity as directors.

8.2 Form of Compensation

CWB compensates Directors by: (i) paying cash; and (ii) granting deferred share units (**DSUs**) in accordance with the CWB Deferred Share Unit Plan (**DSU Plan**). Directors must receive at least 50% of their Annual Director Retainer, and the Chair of the Board must receive at least 50% of their Annual Chair Retainer (as such terms are defined in the DSU Plan), in each case prorated for partial years, in the form of DSUs (each, a **Minimum DSU Grant**), but may elect to receive a higher amount up to 100% of their total Director Compensation (as such term is defined in the DSU Plan) in DSUs. For greater certainty, subject the Minimum DSU Grant, a Director may choose to receive any of their Director Compensation in the form of DSUs.

8.3 Timing

Each director will be paid their Director Compensation quarterly in arrears on the following payment dates:

- i. March 15th, for the quarter commencing on November 1st and ending on January 31st;
- ii. June 15th, for the quarter commencing on February 1st and ending on April 30th;
- iii. September 15th, for the quarter commencing on May 1st and ending on July 31st;
- iv. December 15th, for the quarter commencing on August 1st and ending on October 31st;

Provided that if such a date falls on a day that is not a business day in Edmonton, Alberta, the payment date shall be the next business day in Edmonton, Alberta.

9.0 Director Tenure

9.1 Normal Term

Each director's term will expire at the first annual meeting held after his or her election in accordance with the *Bank Act* (Canada).

9.2 Term Limits

The Board does not impose term limits for its directors. The Board believes that it is important to assess both the effectiveness of each director and the effectiveness of the Board as a whole annually.

9.3 Retirement Age

Directors are not eligible for re-election at the first annual meeting of shareholders immediately following their 75th birthday.

9.4 Disqualification

A director ceases to hold office when they become disqualified or ineligible to hold office under the *Bank Act* (Canada) or is removed by the shareholders.

9.5 Normal Term

Each director, upon any material change in their status or circumstances, or decision by the GCR Committee that a director is no longer suitable, must offer their resignation to the Chair of the Board. Relating to a material change in status or circumstance, the Board will determine, upon the recommendation of the GCR Committee, whether Board membership continues to be appropriate under the circumstances. Examples of a material change include but are not limited to:

- i. a significant change in job responsibility, occupation or employment, including retirement;
- ii. a potential or actual conflict of interest that is incompatible with service as a director;
- iii. any mental or physical impairment rendering the director unable to effectively perform his or her duties as a director;
- iv. becoming the subject of a charge under a criminal or quasi criminal statute in Canada or elsewhere;
- v. becoming the subject of investigation by a federal or a provincial government agency or commission in connection with any conduct involving illegal or unethical activity;
- vi. becoming subject to significant negative media or other public attention, which in the opinion of the GCR Committee would likely have a negative impact on CWB; or
- vii. engaging in conduct or activity that could reasonably be construed to adversely impact the reputation of CWB.

10.0 Majority Voting: Election of Directors

The Board believes that each director should carry the confidence and support of its shareholders. Forms of proxy for the election of directors at an annual meeting of shareholders enable a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record for each director nominee the number of shares in their favour and the number of shares withheld from voting.

If, for a particular director nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, the director nominee will not have received the support of the shareholders, even though the nominee has been duly elected as a matter of corporate law. A person elected as a director under this test does not have the confidence of the shareholders and must immediately submit their resignation to the Chair of the Board.

The GCR Committee will promptly consider the director's offer to resign and make a recommendation to the Board whether to accept it, considering the cause of the withheld votes, the skills and attributes of the director and the overall composition of the Board and whether accepting the resignation would cause CWB to fail to meet a regulatory requirement. The Board shall accept the resignation absent exceptional circumstances. Any director who tenders their resignation will not participate in the deliberations unless the remaining directors do not constitute a quorum in which case all directors may participate in the deliberations. Within 90 days of receiving the final voting results, the Board will issue a

press release announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation. If the resignation is accepted, subject to any corporate law restrictions, the Board may:

- i. leave the resultant vacancy unfilled until the next annual general meeting;
- ii. fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or
- iii. call a special meeting of shareholders at which there will be presented director nominees to fill the vacant position or positions.

This section does not apply to a contested election of directors where the number of nominees exceeds the number of directors to be elected. Nominees for election to the Board must agree to this policy. In the event any director fails to tender their resignation in accordance with this section, the Board will not re-nominate the director.

11.0 Equity Requirement

To ensure that directors' interests align with shareholder interests, all non-management directors of CWB are required to either hold, directly or indirectly, or exercise control or direction over, such number of common shares (subject to the Minimum Shareholding Requirement) of CWB or DSUs with value equivalent to \$665,000, and \$1,000,000 in the case of the Chair of the Board (such amount, the **Minimum Equity Requirement**). The value of the common shares is calculated by multiplying the number of common shares by the greater of the closing price of the common shares on the Toronto Stock Exchange (the **Closing Price**) and the adjusted cost base of the common shares. The value of a DSU held by a director is calculated as the greater of the Closing Price of the referenced share and the value of the DSU at the time of grant. Directors have five years from the date of initial appointment to comply. After that, the GCR Committee will assess compliance with this requirement each October 31. If the Minimum Equity Requirement is increased or amended in any way, each director will have three years from the date of the amendment to comply.

Notwithstanding the foregoing, as part of the Minimum Equity Requirement, each director must hold a minimum of 1,000 common shares of CWB (the **Minimum Shareholding Requirement**). Each new director must comply with the Minimum Shareholding Requirement by the six-month anniversary of their election or appointment.

12.0 Board Committees

12.1 Standing Committees

The Board has four standing committees: the Audit Committee, the GCR Committee, the Human Resources Committee and the Risk Committee.

The GCR Committee is responsible for all areas under the *Bank Act* that are the responsibility of a conduct review committee.

The Chair of the Board is a member of all standing committees. All independent directors will participate in two standing committees.

Each committee has a written mandate detailing the responsibilities, organization and operations of the committee. Each committee will review their mandate as required and the Board will approve each mandate.

12.2 Committee Assignments and Chairs

The GCR Committee recommends standing committee appointments (as member or chair) based on a director's knowledge, interests and areas of expertise or experience.

The Board does not favour mandatory rotation of committee assignments or chairs as it believes experience and continuity are more important than rotation. The GCR Committee may recommend a rotation to respond to current or expected changes in Board membership or if rotation is likely to increase committee performance.

13.0 Access to Management

Directors have complete and open access to CWB's senior management. A director may contact any member of senior management directly, or ask the President and Chief Executive Officer or the Corporate Secretary to arrange a meeting.

14.0 Access to Outside Advisors

The Board and each committee will have the power to hire, at CWB's expense, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of CWB.