

# CANADIAN WESTERN BANK

**ANNUAL INFORMATION FORM**  
**FOR THE YEAR ENDED OCTOBER 31, 2015**

**DECEMBER 3, 2015**



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Note: Unless otherwise specified, all information presented is as at October 31, 2015. References to the 2015 MD&A and the 2015 Financial Statements are references to Management’s Discussion and Analysis and the consolidated financial statements of Canadian Western Bank (CWB or the Bank) for the fiscal year ending October 31, 2015. References to Annual Reports are references to the Annual Reports of CWB. All documents referred to herein are available on CWB's profile on the System for Electronic Documents Analysis and Retrieval ([www.sedar.com](http://www.sedar.com)) and are incorporated herein by reference.

## FORWARD-LOOKING STATEMENTS

From time to time, CWB makes written and verbal forward-looking statements. Statements of this type are included in the Annual Report and reports to shareholders and may be included in filings with Canadian securities regulators or in other communications such as press releases and corporate presentations. Forward-looking statements include, but are not limited to, statements about CWB's objectives and strategies, targeted and expected financial results and the outlook for CWB's businesses or for the Canadian economy. Forward-looking statements are typically identified by the words "believe", "expect", "anticipate", "intend", "estimate", "may increase", "may impact", "goal", "focus", "potential", "proposed" and other similar expressions, or future or conditional verbs such as "will", "should", "would" and "could".

By their very nature, forward-looking statements involve numerous assumptions and are subject to inherent risks and uncertainties, which give rise to the possibility that management's predictions, forecasts, projections, expectations and conclusions will not prove to be accurate, that its assumptions may not be correct and that its strategic goals will not be achieved.

A variety of factors, many of which are beyond CWB's control, may cause actual results to differ materially from the expectations expressed in the forward-looking statements. These factors include, but are not limited to, general business and economic conditions in Canada, including the volatility and level of liquidity in financial markets, fluctuations in interest rates and currency values, the volatility and level of various commodity prices, changes in monetary policy, changes in economic and political conditions, legislative and regulatory developments, legal developments, the level of competition, the occurrence of natural catastrophes, changes in accounting standards and policies, the accuracy and completeness of information CWB receives about customers and counterparties, the ability to attract and retain key personnel, the ability to complete and integrate acquisitions, reliance on third parties to provide components of business infrastructure, changes in tax laws, technological developments, unexpected changes in consumer spending and saving habits, timely development and introduction of new products, and management's ability to anticipate and manage the risks associated with these factors. It is important to note that the preceding list is not exhaustive of possible factors.

Additional information about these factors can be found in the Risk Management section of CWB's 2015 MD&A. These and other factors should be considered carefully, and readers are cautioned not to place undue reliance on these forward-looking statements as a number of important factors could cause CWB's actual results to differ materially from the expectations expressed in such forward-looking statements. Unless required by securities law, CWB does not undertake to update any forward-looking statement, whether written or verbal, that may be made from time to time by it or on its behalf.

Assumptions about the performance of the Canadian economy over the forecast horizon and how it will affect CWB's businesses are material factors considered when setting organizational objectives and targets. In determining our expectations for economic growth, we primarily consider economic data and forecasts provided by the Canadian government and its agencies, as well as an average of certain private sector forecasts. These forecasts are subject to inherent risks and uncertainties that may be general or specific.

# CORPORATE STRUCTURE

## Name, Address and Incorporation

CWB is a Schedule 1 chartered bank under the *Bank Act* (Canada) (the Bank Act) and was formed effective November 1, 1987 through the amalgamation of Bank of Alberta (incorporated on March 22, 1984) and Western & Pacific Bank of Canada (incorporated on March 25, 1982). CWB has also amalgamated with two other financial institutions since 1987: North West Trust Company (effective December 31, 1994) and B.C. Bancorp (effective November 1, 1996). The Bank Act is the charter of CWB and governs its operations.

CWB's head office is located at Suite 3000, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3X6.

## Intercorporate Relationships

The table below shows the direct operating subsidiaries of CWB as at October 31, 2015, as well as the percentage of each class of votes attaching to all voting securities of the subsidiary beneficially owned, and each subsidiary's jurisdiction of incorporation.

| Subsidiary  | Percentage of Issued and Outstanding Shares Owned | Jurisdiction of Incorporation |
|---|---|-------------------------------|
| Adroit Investment Management Ltd.                       | 84%   | Alberta                       |
| Canadian Western Bank Capital Trust                     | 100%  | Alberta                       |
| Canadian Western Bank Leasing Inc.                      | 100%  | Alberta                       |
| Canadian Western Financial Ltd.                         | 100%  | British Columbia              |
| Canadian Western Trust Company                          | 100%  | Canada                        |
| CWB Wealth Management Ltd. <sup>(1)</sup>               | 100%  | Alberta                       |
| McLean & Partners Wealth Management Ltd. <sup>(2)</sup> | 57%   | Alberta                       |
| National Leasing Group Inc.                             | 100%  | Alberta                       |
| Valiant Trust Company                                   | 100%  | Canada                        |

<sup>(1)</sup> CWB Wealth Management Ltd. has not commenced business operations as of October 31, 2015.

<sup>(2)</sup> CWB owns 57% of the holding company 1081937 Alberta Inc., which holds 100% of the issued and outstanding shares of McLean & Partners Wealth Management Ltd., its sole asset.

# GENERAL DEVELOPMENT OF THE BUSINESS

## Three-Year History

As at October 31, 2015, CWB was the seventh largest publicly traded Canadian Schedule 1 chartered bank in terms of market capitalization. It operates only in Canada, primarily in the four western provinces. CWB and its subsidiaries, National Leasing Group Inc. (National Leasing), Canadian Western Bank Leasing Inc. (CWB Leasing), Canadian Western Trust Company (CWT), Valiant Trust Company (Valiant), Canadian Western Financial Ltd. (CWF), CWB Wealth Management Ltd. (CWBWM) Adroit Investment Management Ltd. (Adroit), and McLean & Partners Wealth Management Ltd. (McLean & Partners), offer a comprehensive range of commercial and personal banking, trust and wealth management services.

CWB achieved loan growth over the last year of 11%. For the period from October 31, 2012 to October 31, 2015, CWB's annual net income available to common shareholders from combined operations grew from \$172.2 million to \$319.7 million. From October 31, 2012 to October 31, 2015, total assets grew from \$16.9 billion to \$22.8 billion. Financial results for the past three fiscal years have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board.

## **Fiscal 2015**

On March 19, 2015, CWB incorporated CWBWM as a wholly owned subsidiary. CWBWM has filed an application with the Alberta Securities Commission (ASC), as principal regulator, for registration as a portfolio manager, investment fund manager and an exempt market dealer (as such terms are defined in National Instrument 31-103 *Registration Requirements and Exemptions*).

On May 1, 2015, CWB completed the sale of Canadian Direct Insurance Incorporated (CDI) to Intact Financial Corporation and the sale of the stock transfer, corporate trust and employee plans business lines of Valiant to Computershare Trust Company of Canada.

On July 8, 2015, CWB expanded its services in Prince George, British Columbia to offer full-service business and personal banking.

Further information about CWB's development during the 2015 fiscal year can be found in CWB's MD&A in the 2015 Annual Report to Shareholders.

## **Fiscal 2014**

On December 12, 2013, CWB held a special shareholders meeting to amend the by-laws of CWB to increase the authorized number of First Preferred Shares.

On January 30, 2014, CWB filed a short form shelf prospectus allowing for the issuance of up to \$750 million of debt securities, common shares and preferred shares.

On January 31, 2014, pursuant to the shareholders agreement in respect of Adroit, CWB purchased 11,250 Class A Common Shares of Adroit from the Chief Executive Officer of Adroit upon his retirement, increasing CWB's interest to 84%.

On February 3, 2014, CWB issued 5 million First Preferred Shares, Series 5 (the Series 5 Preferred Shares) for gross proceeds of \$125 million by way of public offering.

On April 28, 2014, CWB opened its new flagship branch in downtown Edmonton, Alberta, relocating from another premises.

On April 30, 2014, CWB redeemed all of the issued and outstanding First Preferred Shares, Series 3 (the Series 3 Preferred Shares) for \$209 million.

Further information about CWB's development during the 2014 fiscal year can be found in CWB's MD&A in the 2014 Annual Report to Shareholders.

## **Fiscal 2013**

On December 7, 2012, DBRS Limited (DBRS) assigned credit ratings on CWB's Short-Term Instruments and Non-Cumulative Preferred Shares.

On December 17, 2012, CWB issued \$250 million Series E subordinated debentures at a fixed rate of 3.463% per annum redeemable by CWB on or after December 17, 2019.

On May 17, 2013, CWB expanded its wealth management business by acquiring a 54.6% ownership interest in McLean & Partners.

Further information about CWB's development during the 2013 fiscal year can be found in CWB's MD&A in the 2013 Annual Report to Shareholders.

# **DESCRIPTION OF THE BUSINESS**

## **General**

CWB is the largest publicly traded Schedule 1 chartered bank headquartered in Western Canada. CWB and its subsidiaries currently operate in the financial services areas of banking, trust and wealth management. CWB is primarily focused on its

core business and personal banking and lending services in Western Canada. National Leasing specializes in commercial equipment leasing for small and mid-sized transactions and is represented across Canada. CWT provides trustee and custody services to independent financial advisors, corporations, brokerage firms and individuals. CWT also underwrites and administers residential mortgages through its Optimum Mortgage division. Valiant's business is currently comprised of deposit services and reclamation trust services. Adroit and McLean & Partners specialize in discretionary wealth management for individuals, corporations and/or institutional clients. Adroit is also the manager and trustee of the CWB Core Funds. Third party mutual funds and the CWB Core Funds are offered through CWF, the Bank's mutual fund dealer subsidiary.

## Summary

The CWB branch network consists of 17 branches in Alberta, 18 branches in British Columbia, four branches in Saskatchewan and two in Manitoba. CWB operates an Internet-based banking division under the name Canadian Direct Financial<sup>®</sup>, which offers registered and non-registered deposit products. CWT maintains offices in Calgary, Alberta, Edmonton, Alberta, and Vancouver, British Columbia. Adroit serves its customers from its Edmonton, Alberta office, and McLean & Partners serves its customers from its Calgary, Alberta office. National Leasing is based in Winnipeg, Manitoba. National Leasing has a network of sales representatives across Canada serving the needs of customers in every province.

Commercial lending services are divided into four major categories: general commercial, real estate (which includes construction and development loans), equipment financing (which includes equipment leasing generally carried out by CWB Leasing and National Leasing) and energy. A portfolio of loans identified internally as corporate lending has also been developed through selective participation in syndications, the majority of which are structured and led by the major Canadian banks.

Credit risk is managed through lending policies and procedures, the establishment of lending limits and a defined approval process. Risk diversification is addressed by establishing portfolio limits by geographic area, industry sector and loan product. It is CWB's policy to limit connected corporate borrowers' loan authorizations to not more than 10% of CWB's shareholders' equity. Generally, CWB's lending limit is \$50 million for a single risk exposure. However, for certain quality connections that confirm debt service capacity and security from more than one source, the limit is generally \$100 million. Customers with larger borrowing requirements are accommodated through loan syndications with other financial institutions.

Competitively priced consumer loans and mortgages are mainly offered to customers through bank branch locations. Optimum Mortgage, a division of CWT, offers conventional, high-ratio and alternative residential mortgages and home equity lines of credit, primarily through third party mortgage brokers.

CWB offers a variety of banking services and competitively priced deposit products. Customers have access to their accounts through CWB's membership in the Interac<sup>®</sup>, Cirrus<sup>®</sup> and Exchange<sup>®</sup> automated banking machine networks, the Interac<sup>®</sup> Direct Payment system, and through CWBdirect<sup>®</sup> Online Banking and CWBdirect<sup>®</sup> Business Online Banking, both Internet computer banking platforms. Customers can also view their statements, account activity and cheque images over the Internet via Online Banking. CWB offers personal credit cards through an agreement with MBNA Canada Bank and business credit cards through an agreement with Peoples Trust Company. Mutual funds are offered to customers through CWB's mutual fund dealer subsidiary, CWF. CWT and Valiant deposit products are also offered through CWB's branch network.

National Leasing specializes in commercial equipment leasing for small to mid-sized transactions. Headquartered in Winnipeg, Manitoba, it serves customers in all provinces via its sales network.

Trust services are offered through CWT and Valiant. CWT's personal trust services include self-directed registered investment accounts, non-registered investment accounts and individual pension plans. CWT's corporate and group trust services include registered pension plan custody, executive compensation plan services and employee-based savings plan services. Subsequent to the sale of its stock transfer, corporate trustee and employee plans businesses, Valiant's services are limited to deposit taking and reclamation trust services.

Adroit and McLean & Partners offer wealth management services via discretionary management of client investment accounts. Adroit clients may receive non-personalized investment management services by investing in the CWB Core Funds, two mutual funds managed by Adroit.

Substantially all revenues of CWB and its subsidiaries in 2014 and 2015, excepting the gain on sale from the disposition of CDI and the stock transfer, corporate trustee and employee plans businesses of Valiant, were derived from transactions with external customers.

### **Competitive Conditions**

Competition mainly comes from chartered banks, credit unions, trust companies, insurance companies, asset lenders, pension funds, investment management firms, government-owned entities operating in the financial services industry, commercial lessors and other regionally based financial institutions. CWB's businesses operate in very competitive markets, particularly with respect to the pricing, nature and extent of products and services offered. Key competitive differences are a commitment to highly personalized service and responsive decision-making.

### **Intangible Assets**

Numerous trademarks and trade names associated with the businesses of CWB and its subsidiaries have been registered, or are in the process of registration. Further information about CWB's intangible assets can be found in the notes to the 2015 Financial Statements.

### **Environmental Protection**

CWB is exposed to a degree of financial risk as a result of environmental laws. To manage this potential exposure, environmental risk is factored into credit evaluation procedures and property acquisitions to ensure CWB's interests are reasonably protected. To date, environmental risks have not had any material effect on operations.

### **Employees**

At October 31, 2015, CWB and its subsidiaries had 2,062 employees.

## **SUPERVISION AND REGULATION**

CWB, CWT and Valiant are each federally regulated financial institutions. CWB is governed by the Bank Act and CWT and Valiant are governed by the *Trust and Loan Companies Act (Canada)*. The Office of the Superintendent of Financial Institutions (OSFI) is responsible to the Minister of Finance (the Minister) for the supervision of federally regulated financial institutions, including CWB, CWT and Valiant. OSFI is required to examine the affairs and business of each institution for the purpose of determining whether statutory requirements are duly observed and the institution is in sound financial condition. OSFI performs an annual examination and submits its report to the Minister thereafter.

In addition to their governing legislation, CWB, CWT and Valiant are subject to regulation under the *Financial Consumer Agency of Canada Act*. The Financial Consumer Agency of Canada enforces consumer-related provisions of the federal statutes that govern financial institutions. The activities of CWB's trust subsidiaries are also regulated under provincial laws where they conduct activities in those provinces. As a result of a 2014 decision of the Supreme Court of Canada, certain activities of CWB may be subject to provincial laws. CWF, Adroit and McLean & Partners are, and CWBWM will be, regulated by the provincial securities commissions in the provinces in which they operate. CWF is also regulated by the Mutual Fund Dealers Association of Canada (MFDA), the self-regulatory organization for mutual fund dealers. McLean & Partners is also regulated by the Investment Industry Regulatory Organization of Canada (IIROC).

CWB, CWT and Valiant are member institutions of the Canada Deposit Insurance Corporation (CDIC), which insures certain deposits held at the member institutions. CWF is a member of the MFDA Investor Protection Corporation, which provides certain protections to MFDA member customers in the event the MFDA member becomes insolvent. McLean & Partners is a member of the Canadian Investor Protection Fund, which provides investor protection for investment dealer bankruptcy.

## **RISK FACTORS**

The principal and other risks faced by CWB are described in the Risk Management section of the 2015 Annual Report, and those pages are incorporated herein by reference.

## DIVIDENDS

During the year ended October 31, 2015, CWB declared dividends totalling \$0.86 per common share, compared to \$0.78 per common share during fiscal 2014 and \$0.70 per common share during fiscal 2013.

During the year ended October 31, 2015, CWB declared dividends totalling \$1.10 per Series 5 Preferred Share, compared to \$0.7881 per Series 5 Preferred Share during fiscal 2014. Series 5 Preferred Shares were issued February 3, 2014, and the annualized dividend payable is \$1.10 per Series 5 Preferred Share.

The Board of Directors has declared a cash dividend of \$0.23 per common share payable on January 7, 2016 to holders of record on December 15, 2015. In addition, the Board of Directors has declared a cash dividend of \$0.275 per Series 5 Preferred Share payable on January 31, 2016 to holders of record on January 22, 2016.

Dividends are payable on the common shares and Series 5 Preferred Shares of CWB if, as and when declared by the Board of Directors. Series 5 Preferred Shares are entitled to preference over the common shares with respect to the payment of dividends.

CWB is prohibited from paying or declaring a dividend if there are reasonable grounds to believe that CWB is, or that payment would cause CWB to be, in contravention of any regulation made under the Bank Act with respect to the maintenance of adequate capital and adequate and appropriate forms of liquidity, or with any direction given with respect to such matters by OSFI.

In conjunction with the issuance of Trust Capital Securities – Series 1 (CWB WestS – Series 1) in August 2006 by Canadian Western Bank Capital Trust (CWB Trust), CWB contractually agreed that, if CWB Trust fails to pay in full the semi-annual distributions on its CWB WestS – Series 1, CWB will not declare dividends on outstanding preferred shares and common shares for a period of approximately 12 months. CWB Trust is an open-ended trust, established under the laws of Alberta on August 18, 2006 by Valiant as settlor and trustee for the purpose of issuing the CWB WestS – Series 1. Computershare Trust Company of Canada is currently the trustee of CWB Trust.

## DESCRIPTION OF CAPITAL STRUCTURE

### General Description

The authorized share capital of CWB consists of (i) an unlimited number of common shares; (ii) an unlimited number of First Preferred Shares without nominal or par value, provided that the maximum aggregate consideration of all outstanding First Preferred Shares at any time does not exceed \$1,000,000,000; and (iii) 33,964,324 Class A Shares, all without nominal or par value.

### Common Shares

The common shares are entitled to one vote per share at all meetings of holders of common shares. The common shares are entitled to dividends if, as and when declared by the Board of Directors and to the distribution of assets of CWB in the event of the liquidation, dissolution or winding up of CWB. As of October 31, 2015, there were 80,526,069 common shares outstanding.

### First Preferred Shares

The First Preferred Shares are issuable in series. The First Preferred Shares of each series rank on a parity with the First Preferred Shares of every other series and are entitled to preference over the common shares and any other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of CWB. CWB's Board of Directors is empowered to fix the number of shares and the rights to be attached to the First Preferred Shares of each series, including the amount of dividends and any conversion, voting and redemption rights. Subject to the foregoing and applicable law, the holders of the First Preferred Shares are not entitled to receive notice of, attend or vote at meetings of the common shareholders of CWB.

As part of the issuance of CWB WestS – Series 1, the Board of Directors authorized the issuance of 4,200,000 First Preferred Shares, Series 1 which, when issued, would pay semi-annual, non-cumulative cash dividends with an annual yield of 4.00%



and be redeemable at the sole option of CWB, with OSFI approval, after December 11, 2011 and 4,200,000 First Preferred Shares, Series 2 which, when issued, would pay semi-annual, non-cumulative cash dividends with an annual yield of 5.25% and be redeemable at the sole option of CWB, with OSFI approval, after December 11, 2011. No First Preferred Shares, Series 1 or First Preferred, Shares, Series 2 have been issued.

On February 3, 2014, CWB issued 5 million Series 5 Preferred Shares through a public offering with an issue price of \$25.00 per share. Holders of the Series 5 Preferred Shares are entitled to receive non-cumulative fixed dividends for the five-year period ending April 30, 2019 of \$1.10 per Series 5 Preferred Share, payable quarterly, as and when declared by the Board of Directors. The dividend rate on Series 5 Preferred Shares will reset May 1, 2019 and every five years thereafter at a level of 276 basis points over the then current five-year Government of Canada bond yield. The Series 5 Preferred Shares are not redeemable prior to April 30, 2019. Subject to the provisions of the Bank Act, the prior consent of OSFI and the provisions described in the prospectus for the public offering, on April 30, 2019 and on April 30 every five years thereafter, CWB may redeem all or any part of the then outstanding Series 5 Preferred Shares for \$25.00 per Series 5 Preferred Share together with all declared and unpaid dividends to the date fixed for redemption. As of October 31, 2015, there were 5,000,000 Series 5 Preferred Shares outstanding.

Should CWB choose not to redeem the outstanding Series 5 Preferred Shares on April 30, 2019, on that date and every five years thereafter, holders of Series 5 Preferred Shares will, subject to certain conditions, have the option to convert their Series 5 Preferred Shares to Non-Cumulative Floating Rate Preferred Shares, Series 6 (the Series 6 Preferred Shares). Holders of Series 6 Preferred Shares will be entitled to non-cumulative floating quarterly dividends equal to the 90-day Canadian treasury bill rate plus 276 basis points, as and when declared by the Board of Directors. Subject to the provisions of the Bank Act, the prior consent of OSFI and the provisions described in the prospectus for the public offering, CWB may redeem, with notice, all or any part of the then outstanding Series 6 Preferred Shares at (i) a price of \$25.00 per Series 6 Preferred Share together with all declared and unpaid dividends to the date fixed for redemption on April 30, 2024 and every five years thereafter; or (ii) a price of \$25.50 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on any other date on or after April 30, 2019. Subject to certain conditions, holders of Series 6 Preferred Shares may also have the option to convert their Series 6 Preferred Shares into Series 5 Preferred Shares on April 30, 2024 and every five years thereafter. There are currently no Series 6 Preferred Shares outstanding.

The Class A Shares were created and issued in connection with CWB's amalgamation with B.C. Bancorp in 1996. Pursuant to the conditions applicable to the Class A Shares, all of the issued and outstanding Class A Shares were automatically converted into common shares 20 business days after the effective date of the amalgamation with B.C. Bancorp. There are currently no Class A Shares issued or outstanding.

### **Subordinated Debentures**

As of October 31, 2015, CWB had \$625 million of conventional subordinated debentures outstanding. CWB redeemed \$300 million of subordinated debentures on November 30, 2015. Accordingly, as at the date of this document, CWB had \$325 million of subordinated debentures outstanding. The material details of these subordinated debentures may be found in the notes to the 2015 Financial Statements.

### **Trust Capital Securities**

On August 31, 2006, CWB Trust privately placed 105,000 CWB WesTS – Series 1 with institutional investors for gross proceeds of \$105 million. The gross proceeds were used to acquire a \$105 million deposit note from CWB. Both the CWB WesTS – Series 1 and the deposit note bear interest at 6.199% until December 31, 2016 and thereafter at the Canadian Dollar Offered Rate 180-day Bankers' Acceptance rate plus 2.55%. The material details of the CWB WesTS – Series 1 may be found in the notes to the 2015 Financial Statements.

## **Constraints**

Any person wishing to obtain, or increase, a significant interest in a bank must make an application to the Minister of Finance. Ownership, directly or indirectly, of more than 10% of any class of shares of a bank constitutes a significant interest. A bank with equity of \$12.0 billion or more (a Large Bank) may not have a shareholder which owns, directly or indirectly, more than 20% of its outstanding voting shares of any class or more than 30% of its outstanding non-voting shares of any class. Although CWB does not meet this equity threshold, CWB was grandfathered and deemed to be a Large Bank under this section of the Bank Act. The Minister has the power to change CWB's status if it is demonstrated that the change in status is in the public interest and it will foster opportunities for CWB to grow and better serve its customers. If

the Minister were to change the status of CWB, the Minister could approve the acquisition of all of CWB's common shares by a single entity.

CWB monitors the above constraints on shareholdings through various means, including completion of Declaration of Ownership Forms for shareholder certificate transfer requests and a shareholder identification program managed by CWB's Investor Relations function.

## Ratings

The following credit ratings have been assigned to CWB by DBRS and are current to the date of this document. DBRS last confirmed these ratings on October 29, 2015. CWB pays DBRS a fee for providing a credit rating for CWB.

| Debt   | DBRS Rating <sup>(1)</sup> | Trend  | DBRS Rating Description   |
|--|----------------------------|--------|---|
| Issuer Rating                                  | A (low)                    | Stable | <ul style="list-style-type: none"> <li>The issuer rating addresses the overall credit strength of the issuer based on the DBRS long-term obligations rating scale.</li> <li>The DBRS long-term rating scale provides an opinion on the risk of default; that is, the risk that an issuer will fail to satisfy its financial obligations in accordance with the terms under which an obligation has been issued.</li> <li>The "A" rating is ranked third of DBRS's 10 long-term rating categories.</li> <li>The "low" designation means the securities should be considered as belonging in the lower subcategory of the rating category.</li> <li>An obligation rated "A" is of good credit quality. The capacity for the payment of financial obligations is substantial. The issuer may be vulnerable to future events, but qualifying negative factors are considered manageable.</li> </ul> |
| Deposit and Senior Debt Rating                 | A (low)                    | Stable | <ul style="list-style-type: none"> <li>The "A" rating is ranked third of DBRS's 10 long-term rating categories.</li> <li>The "low" designation means the securities should be considered as belonging in the lower subcategory of the category.</li> <li>An obligation rated "A" is of good credit quality. The capacity for the payment of financial obligations is substantial. The obligor may be vulnerable to future events, but qualifying negative factors are considered manageable.</li> </ul>   |
| Short-Term Instruments Rating                  | R-1 (low)                  | Stable | <ul style="list-style-type: none"> <li>The DBRS short-term debt rating scale provides an opinion on the risk that an issuer will not meet its short-term financial obligations in a timely manner.</li> <li>The "R-1" rating is the first of DBRS's six short-term rating categories.</li> <li>An obligation rated "R-1 (low)" is of good credit quality. The obligor's capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favourable as higher rating categories. The obligor may be vulnerable to future events, but qualifying negative factors are considered manageable.</li> </ul>  |
| Subordinated Debt Rating                       | BBB (high)                 | Stable | <ul style="list-style-type: none"> <li>The "BBB" rating is ranked fourth of DBRS's 10 long-term rating categories.</li> <li>The "high" designation means the securities should be considered as belonging in the higher subcategory of the rating category.</li> <li>An obligation rated "BBB" is of adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. The obligor may be vulnerable to future events.</li> </ul>  |
| Non-Cumulative Preferred Share Series 5 Rating | Pfd-3                      | Stable | <ul style="list-style-type: none"> <li>The DBRS preferred share rating scale is used in the Canadian securities market and is meant to give an indication of the risk that a borrower will not fulfil its full obligations in a timely manner, with respect to both dividend and principal commitments.</li> <li>The "Pfd-3" rating is the third of DBRS's six rating categories for preferred shares.</li> <li>A security rated "Pfd-3" is of adequate credit quality. While protection of dividends and principal is considered acceptable, the issuing entity is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection.</li> </ul>  |

<sup>(1)</sup> A more detailed explanation of each rating above may be obtained directly from DBRS.

In general terms, ratings are opinions that reflect the creditworthiness of an issuer, a security, or an obligation. They are opinions based on forward-looking measurements that assess an issuer's ability and willingness to make timely payments on outstanding obligations (whether principal, interest, dividend, or distributions) with respect to the terms of an obligation. Ratings do not address the market price of a security.

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issuer or a security and do not speak to the suitability of particular securities for any particular investor. A credit rating is, therefore, not a recommendation to purchase, sell or hold a security. Ratings are subject to revision and withdrawal at any time by the rating organization.

Each DBRS rating category is appended with one of three rating trends: "Positive", "Stable", or "Negative". The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue or, in some cases, unless challenges are addressed. However, the investor must not assume that a positive or negative trend necessarily indicates that a rating change is imminent.

## MARKET FOR SECURITIES

### Trading Price and Volume

CWB's common shares and Series 5 Preferred Shares are listed and traded on the Toronto Stock Exchange (TSX) under the symbols CWB and CWB.PR.A, respectively. The following table shows the price ranges and volumes traded for these securities for each month of the most recent fiscal year (November 2014 through October 2015).

| Period         | Common Shares    |            | Series 5 Preferred Shares |         |
|----------------|------------------|------------|---------------------------|---------|
|                | Price Range (\$) | Volume     | Price Range (\$)          | Volume  |
| November 2014  | 35.75 - 38.16    | 3,379,678  | 25.60 - 26.39             | 51,813  |
| December 2014  | 28.86 - 36.10    | 9,540,636  | 25.03 - 25.97             | 86,446  |
| January 2015   | 25.46 - 33.00    | 11,594,335 | 24.06 - 25.95             | 66,522  |
| February 2015  | 25.52 - 29.96    | 7,275,075  | 24.50 - 25.70             | 52,124  |
| March 2015     | 25.27 - 29.13    | 7,452,682  | 24.21 - 25.30             | 70,355  |
| April 2015     | 27.05 - 31.67    | 10,021,831 | 23.06 - 24.89             | 96,028  |
| May 2015       | 27.95 - 31.54    | 5,523,151  | 24.02 - 24.97             | 54,306  |
| June 2015      | 27.56 - 30.27    | 5,763,815  | 23.09 - 24.48             | 49,218  |
| July 2015      | 22.55 - 28.99    | 8,737,050  | 20.76 - 23.67             | 85,757  |
| August 2015    | 21.04 - 25.63    | 7,834,103  | 17.50 - 21.18             | 116,403 |
| September 2015 | 22.19 - 25.07    | 7,758,725  | 16.45 - 20.25             | 101,392 |
| October 2015   | 23.07 - 26.90    | 6,943,805  | 16.62 - 19.84             | 126,668 |

# DIRECTORS AND OFFICERS

## Director and Officer Information

The following table lists the name, municipality of residence and principal occupation of each director of CWB, the period that each director has served as a director, and the committees on which the director served as at October 31, 2015. Directors may be elected annually by the shareholders or, subject to the by-laws of CWB, may be appointed by the Board of Directors. Directors hold office until the next annual meeting of shareholders.

| Name and Municipality of Residence                               | Principal Occupation   | Director Since   | Board Committee Membership                     |
|--|--|------------------|--|
| ALBRECHT W.A. BELLSTEDT, Q.C.<br>Canmore, Alberta, Canada        | President, A.W.A. Bellstedt Professional Corporation (consulting services firm)                        | March 9, 1995    | Governance (Chair)<br>Risk                     |
| ANDREW J. BIBBY<br>Vancouver, British Columbia, Canada           | Chief Executive Officer and Director, Grosvenor Americas Partners                                      | December 3, 2012 | Human Resources<br>Risk                        |
| CHRISTOPHER H. FOWLER<br>Edmonton, Alberta, Canada               | President and Chief Executive Officer, CWB   | March 7, 2013    | -  |
| LINDA M.O. HOHOL<br>Calgary, Alberta, Canada                     | Corporate Director   | June 1, 2011     | Audit<br>Risk                                  |
| ALLAN W. JACKSON <sup>(1)</sup><br>Calgary, Alberta, Canada      | President and Chief Executive Officer, ARCI Ltd. (real estate development company)                     | March 22, 1984   | Audit<br>Governance<br>Human Resources<br>Risk |
| ROBERT A. MANNING<br>Edmonton, Alberta, Canada                   | President, Cathton Investments Ltd. (general investment holding company)                               | January 31, 1986 | Audit (Chair)<br>Human Resources               |
| SARAH A. MORGAN-SILVESTER<br>Vancouver, British Columbia, Canada | Corporate Director   | March 6, 2014    | Human Resources<br>Risk (Chair)                |
| ROBERT L. PHILLIPS, Q.C.<br>Vancouver, British Columbia, Canada  | President, R.L. Phillips Investments Inc. (private investment firm)                                    | March 8, 2001    | Audit<br>Human Resources                       |
| RAYMOND J. PROTTI, ICD.D<br>Victoria, British Columbia, Canada   | Corporate Director   | March 5, 2009    | Audit<br>Governance                            |
| IAN M. REID<br>Edmonton, Alberta, Canada                         | Corporate Director   | March 3, 2011    | Governance<br>Risk                             |
| H. SANFORD RILEY, C.M.<br>Winnipeg, Manitoba, Canada             | President and Chief Executive Officer, Richardson Financial Group Limited (financial services company) | March 3, 2011    | Audit<br>Human Resources                       |
| ALAN M. ROWE, CPA, CA<br>Toronto, Ontario, Canada                | Partner, Crown Realty Partners (investment management company)   | July 1, 1996     | Audit<br>Human Resources<br>(Chair)            |

<sup>(1)</sup> Mr. Jackson also serves as the Chair of the Board of Directors.

Each of the directors listed have held their respective positions and offices with the same, predecessor or associated firms or organizations for the past five years except Ms. Morgan-Silvester, who, prior to July 2014, was Chancellor of the University of British Columbia (a *pro bono* position).

The following table lists the name, municipality of residence and principal occupation of each executive officer of CWB. Executive Officer is defined as a chair, vice-chair, president, a vice president in charge of a principal business unit, division or function (including sales, finance or production), an officer of CWB or any of its subsidiaries who performed a policy-making function in respect of CWB, or any other individual who performed a policy-making function in respect of CWB.

| Name and Municipality of Residence                              | Principal Occupation and Position with CWB                     | Employed Since |
|---|--|----------------|
| KELLY S. BLACKETT<br>Edmonton, Alberta, Canada                  | Executive Vice President, Human Resources                      | 2013           |
| NIALL P. BOLES<br>Edmonton, Alberta, Canada                     | Senior Vice President and Treasurer                            | 2014           |
| LARS K. CHRISTENSEN, CPA, CMA<br>Edmonton, Alberta, Canada      | Vice President and Chief Internal Auditor                      | 1994           |
| DIANE M. DAVIES, CPA, CA<br>Edmonton, Alberta, Canada           | Vice President, Operations                                     | 2005           |
| MICHAEL J. DOCHERTY<br>Calgary, Alberta, Canada                 | Vice President, Equipment Financing Group                      | 1991           |
| M. GLEN EASTWOOD<br>Strathmore, Alberta, Canada                 | Senior Vice President and Regional General Manager             | 2001           |
| CHRISTOPHER H. FOWLER<br>Edmonton, Alberta, Canada              | President and Chief Executive Officer                          | 1991           |
| MARIO V. FURLAN<br>Vancouver, British Columbia, Canada          | Senior Vice President and Regional General Manager             | 1990           |
| RANDELL W. GARVEY, CFA, FCPA, FCMA<br>Edmonton, Alberta, Canada | Executive Vice President                                       | 2005           |
| CAROLYN J. GRAHAM, FCPA, FCA<br>Edmonton, Alberta, Canada       | Executive Vice President and Chief Financial Officer           | 2000           |
| MICHAEL N. HALLIWELL<br>Edmonton, Alberta, Canada               | Senior Vice President and Regional General Manager             | 1990           |
| RICHARD N. HALLSON<br>Edmonton, Alberta, Canada                 | Vice President, Corporate Lending                              | 1997           |
| GAIL L. HARDING, Q.C.<br>Calgary, Alberta, Canada               | Senior Vice President, General Counsel and Corporate Secretary | 2004           |
| KIRBY T. HILL, CFA<br>Edmonton, Alberta, Canada                 | Vice President, Strategy and Communications                    | 2003           |
| KEITH D. HUGHES<br>Spruce Grove, Alberta, Canada                | Senior Vice President, Business and Personal Banking           | 2015           |
| DARRELL R. JONES, FCPA, FCMA<br>Edmonton, Alberta, Canada       | Senior Vice President and Chief Information Officer            | 2008           |
| H. BOGAC (BOGIE) OZDEMIR<br>Edmonton, Alberta, Canada           | Executive Vice President and Chief Risk Officer                | 2014           |
| GREGORY J. SPRUNG<br>Coquitlam, British Columbia, Canada        | Executive Vice President, Banking                              | 2005           |
| ALLEN D. STEPHEN, CPA, CA<br>Sherwood Park, Alberta, Canada     | Vice President and Chief Accountant                            | 2008           |
| DAVID L. J. THOMSON<br>St. Albert, Alberta, Canada              | Senior Vice President, Credit Risk Management                  | 2004           |
| SCOTT M.E. WEISS<br>Vancouver, British Columbia, Canada         | Vice President, Real Estate Lending                            | 2003           |

All of the executive officers listed above have held their current positions or other senior positions with CWB or its subsidiaries during the past five years, with the exception of Ms. Blackett, Mr. Boles, Mr. Hughes and Mr. Ozdemir. Ms. Blackett joined CWB in March 2013, prior to which she held the following positions with General Electric or its affiliated

companies: Leader, Learning Organizational Development & HR Strategy (July 2012 – March 2013), and Vice President, Organizational Development and Effectiveness (2009 – June 2012). Mr. Boles joined CWB in May 2014, prior to which he held the following positions: Vice President – Liquidity, Funding, and Cash Management, Canadian Imperial Bank of Commerce (May 2010 – April 2014) and Group Liquidity and Funding Manager, Bank of Scotland (2008 – April 2010). Mr. Hughes joined CWB in May 2015, prior to which he held the following positions with Servus Credit Union: Senior Vice President Business Banking (2014 – 2015), Senior Vice President Business & Retail Banking (2012 – 2014), Vice President Sales Strategy and Member Experience (2011 – 2012), and Vice President, North Region (2010 – 2011). Mr. Ozdemir joined CWB in December 2014, prior to which he held the following positions with Sun Life Financial Inc.: Vice President, Risk Models and Governance (2011 – 2014) and Vice President, Economic Capital (2010 - 2011).

As at October 31, 2015, CWB directors and executive officers, as a group, beneficially owned or exercised direction over 2,512,129 common shares, or approximately 3.12% of the issued and outstanding common shares.

## Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of CWB has, within the 10 years prior to the date of this Annual Information Form, been a director or executive officer of any company that (i) was the subject of a cease trade order or similar order, or an order that denied the company access to any exemption under securities legislation for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer, (ii) was subject to an event that occurred while the person was acting in the capacity of director, chief executive officer or chief financial officer that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade order or similar order, or an order that denied the company access to any exemption under securities legislation for more than 30 days, or (iii), within one year of the director or executive officer ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except as follows:

- Mr. Rowe served as a director of Big Sky Farms Inc. from October 8, 2004 to April 12, 2010 which, on March 23, 2010, implemented a plan of compromise and arrangement as approved by the Saskatchewan Court of Queen's Bench pursuant to the *Companies' Creditors Arrangement Act* (Canada).

No director or executive officer has, within 10 years prior to the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

## Conflicts of Interest

There are no existing or potential material conflicts of interest between the directors and officers of CWB or its subsidiaries.

## LEGAL PROCEEDINGS

In the ordinary course of business, CWB and its subsidiaries are parties to legal proceedings. Based on current knowledge, CWB does not expect the outcome of any of these proceedings to have a material effect on its consolidated financial position or operations. However, there is a possibility that the resolution of such proceedings may be material to the consolidated results of operations for a particular period.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of CWB or its subsidiaries, or an associate thereof, had any material interest, direct or indirect, in any transaction within the three most recently completed fiscal years that has materially affected or will materially affect CWB.

## TRANSFER AGENTS AND REGISTRAR

Computershare Trust Company of Canada acts as registrar and transfer agent for CWB's common shares and Series 5 Preferred Shares and the CWB WestS – Series 1 at its principal office in Toronto, Ontario and its other offices in Vancouver, British Columbia, Calgary, Alberta, Montreal, Quebec, and Halifax, Nova Scotia.

## EXPERTS

KPMG LLP were auditors of CWB for the year ended October 31, 2015 and prepared and executed the audit report accompanying the annual consolidated financial statements.

## AUDIT COMMITTEE INFORMATION

### Audit Committee's Mandate

CWB's Audit Committee Mandate sets out the Committee's purpose, organization, reporting, duties and responsibilities. A copy of the Mandate is attached hereto as Schedule A.

### Composition of the Audit Committee

As of October 31, 2015, the Audit Committee was comprised of seven directors, all of whom are independent directors and financially literate: Robert A. Manning (Chair), Linda M.O. Hohol, Allan W. Jackson, Robert L. Phillips, Raymond J. Protti, H. Sanford Riley and Alan M. Rowe.

### Relevant Education and Expertise

The following section lists the relevant education and expertise for each Audit Committee member.

#### Robert A. Manning, B.Sc. (Hons), MBA (Chair of the Audit Committee)

Robert Manning acquired significant experience and exposure to accounting and financial reporting issues as the current President and a director of privately held Cathton Investments Ltd. and several subsidiary and affiliated companies, and as Executive Vice President and a director of North West Trust Company from 1979-1980. Mr. Manning completed his Masters of Business Administration at Cranfield School of Management and his Bachelor of Science (Hons) at the University of Manchester Institute of Science and Technology. Mr. Manning has been a director of CWB for 29 years.

#### Linda M.O. Hohol, FICB

Linda Hohol acquired significant experience and exposure to accounting and financial reporting issues as the former President of TSX Venture Exchange Inc. at the TMX Group Inc. in addition to her prior role as the Executive Vice President, Wealth Management and Senior Vice President, Alberta and NWT for Canadian Imperial Bank of Commerce, where she spent 26 years. Ms. Hohol currently serves on the Board of Directors of EllisDon Construction Ltd. (and a member of its Audit Committee) and NAV Canada (and Chair of its Audit Committee). She has also served on many not-for-profit and Crown corporation boards, including the Board of Export Development Canada (Vice Chair), ATB Financial (Chair of the Risk Committee), the Calgary Airport Authority and Canada Foundation for Innovation (Chair of both Audit and Finance Committees). She is a graduate of the Executive Development Program of the Kellogg Business School. Ms. Hohol is a Fellow of the Institute of Canadian Bankers. Ms. Hohol has been a director of CWB for four years.

#### Allan W. Jackson

Allan Jackson acquired significant experience and exposure to accounting and financial reporting issues as President and Chief Executive Officer of ARCI Ltd., a real estate development company, and President and Chief Executive Officer of Jackson Enterprises, Inc., a holding and consulting company. Mr. Jackson was previously President and Chief Executive Officer of Knowlton Realty Ltd. In addition, Mr. Jackson is currently a director of WestJet Airlines Ltd. (and a member of its Audit Committee). Mr. Jackson received his Bachelor of Arts (Hons) in Business Administration from the University of Western Ontario. Mr. Jackson has been a director of CWB for 31 years.

Robert L. Phillips, B.Sc. Chemical Engineering (Hons), LLB (Gold Medalist), Q.C.

Robert Phillips acquired significant experience and exposure to accounting and financial reporting issues as the current President of R.L. Phillips Investments Inc., a private investment firm, as President and Chief Executive Officer of the BCR Group of Companies from 2001-2004, as Executive Vice President of MacMillan Bloedel Limited from 1999-2000, as President and Chief Executive Officer of PTI Group Inc. from 1998-1999 and as President and Chief Executive Officer of Dresco Energy Services Ltd. from 1994-1998. Mr. Phillips is Chairman of Precision Drilling Corporation (and a member of its Audit Committee) and MacDonald Dettwiler & Associates Ltd. and a director of Canadian National Railway Company (and a member of its Audit Committee) and West Fraser Timber Co. Ltd. Mr. Phillips received his Bachelor of Laws (Gold Medalist) and Bachelor of Science, Chemical Engineering (Hons) degrees from the University of Alberta. He has been a director of CWB for 14 years.

Raymond J. Protti, B.A. (Hons, Gold Medalist), M.A., ICD.D

Raymond Protti acquired significant experience and exposure to accounting and financial reporting issues during a distinguished career spanning more than 25 years in the Canadian public service, where he held several senior positions. Mr. Protti also served as President and Chief Executive Officer of the Canadian Bankers Association from 1996-2007. Mr. Protti is a member of the Board of the Royal British Columbia Museum. He received his Bachelor of Arts (Hons, Gold Medalist) and Master of Arts, both in Economics, from the University of Alberta. He holds the ICD.D designation from the Institute of Corporate Directors. Mr. Protti has been a director of CWB for six years. He also served as a director of CDI from June 2007 to August 2010.

H. Sanford Riley, C.M.

Sanford Riley acquired significant experience and exposure to accounting and financial reporting issues as President and Chief Executive Officer of Richardson Financial Group Limited, a financial services affiliate of James Richardson & Sons, Limited and in his past role as Chair, President and Chief Executive Officer of Investors Group Inc., a personal financial services organization. In addition, Mr. Riley is a director of GMP Capital Inc., Manitoba Telecom Services Inc. (and a member of its Audit Committee), Molson Coors Brewing Company, and the Northwest Company. Mr. Riley received a Bachelor of Political Science from Queen's University and a Juris Doctor from Osgoode Hall Law School. Mr. Riley has been a director of CWB for four years.

Alan M. Rowe, B. Comm. (Hons, Gold Medalist), CPA, CA

Alan Rowe acquired significant experience and exposure to accounting and financial reporting issues in his current position as a Partner of Crown Realty Partners, as well as previous positions with Crown Capital Partners Inc. and with Crown Life Insurance Company, which included positions as Senior Vice President, Chief Financial Officer and Corporate Secretary, Vice President Finance, and Vice President and Treasurer. In addition, Mr. Rowe is currently a director of Crown Capital Partners Inc. (and Chair of its Audit & Risk Committee). Mr. Rowe received his Bachelor of Commerce (Hons, Gold Medalist) from Memorial University of Newfoundland, has been a Chartered Accountant since 1980 (Newfoundland Gold Medalist) and is a member of Financial Executives International. Mr. Rowe has been a director of CWB for 19 years.

## **Pre-Approval Policies and Procedures Regarding External Auditors**

As part of CWB's corporate governance structure, the Audit Committee annually reviews and approves the terms and scope of the external auditors' engagement. To further ensure that the independence of the auditors is not compromised, CWB's policy requires that the Audit Committee also pre-approve all significant engagements of the auditors for non-audit services and monitor all other engagements.

Under the policy, the significance threshold for non-audit engagements is defined as any engagement for which the cost estimate exceeds 5% of the annual audit fee, as outlined in the auditors' scope memorandum. Receiver/manager services provided by the auditors to borrowers of CWB are not included in the definition of non-audit services under this policy but are reviewed by the Audit Committee on an annual basis.

All non-audit service engagements, regardless of the cost estimate, are required to be co-ordinated and approved by CWB's Chief Financial Officer, or designate, to further ensure that adherence to this policy is monitored. All non-audit service engagements are reported to the Audit Committee on a quarterly basis.



## Auditor Service Fees

The following table lists the fees paid to KPMG LLP by CWB and its affiliates, by category, during fiscal 2015 and 2014.

|                    | Year Ended<br>October 31, 2015<br>(\$) | Year Ended<br>October 31, 2014<br>(\$) |
|--------------------|--|--|
| Audit fees         | 980,602                                | 1,019,393                              |
| Audit-related fees | 94,560                                 | 201,400                                |
| Tax-related fees   | 177,353                                | 363,509                                |
| All other fees     | 5,775                                  | 43,209                                 |
| Total fees         | 1,258,290                              | 1,627,511                              |

### Audit Fees

Audit fees were paid for professional services rendered for the audit of CWB's annual financial statements, for services provided in connection with statutory and regulatory filings and the review of CWB's interim financial statements. Audit fees are inclusive of regulatory charges paid to the Canadian Public Accountability Board.

### Audit-Related Fees

Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under the audit fees item above. In 2015, audit-related fees were comprised of assurance work related to the implementation of a new banking system, an upgrade to CWB's general ledger software, and a National Housing Act Mortgage-Backed Securities project. In 2014, audit-related fees were comprised of fees related to the issuance of Series 5 Preferred Shares, assurance work related to the implementation of a new banking system, National Housing Act Mortgage-Backed Securities project and special procedures performed for a subsidiary as part of its regulatory requirements.

### Tax-Related Fees

Tax-related fees were paid for professional services relating to tax compliance, tax planning and tax advisory services. Tax compliance services included the review of corporate tax returns and preparation of senior management tax returns. Tax planning and advisory services related to common forms of taxation, including income tax, capital tax, goods and services tax, and property tax. In 2015, tax-related fees also included fees for advice in respect of the United States "Foreign Account Tax Compliance Act" and advice in respect of CWB's merger and acquisition activities, including the disposition of CDI and the stock transfer, corporate trustee and employee plans businesses of Valiant. In 2014, tax-related fees also included fees for advice in respect of the United States Foreign Account Tax Compliance Act.

### All Other Fees

All other fees were paid for products or services other than the audit fees, audit-related fees and tax-related fees described above. In 2015, these fees were in respect of Chartered Professional Accountant student training assistance. In 2014, these fees were in respect of the administration of securitized loans and leases.

## ADDITIONAL INFORMATION

Additional information relating to CWB may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of securities and securities authorized under equity compensation plans, is contained in CWB's Management Proxy Circular for its most recent annual meeting of shareholders.

Additional financial information is provided in CWB's audited consolidated financial statements and Management's Discussion and Analysis for the year ended October 31, 2015, which is available at [www.sedar.com](http://www.sedar.com) and in the 2015 Annual Report. Copies of the information referred to in this section may be obtained by writing to the Corporate Secretary, Canadian Western Bank, Suite 3000, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3X6 or via CWB's website at [www.cwb.com](http://www.cwb.com).

# SCHEDULE A

## MANDATE OF THE AUDIT COMMITTEE

### **1.0 Purpose of the Audit Committee**

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

- 1.1 integrity of the financial statements, other financial information and certain disclosure documents provided by Canadian Western Bank to its shareholders, the public and others
- 1.2 qualifications and independence of the external auditors;
- 1.3 performance of the Bank’s internal and external auditors; and
- 1.4 adequacy of the CWB Group's internal controls.

For the purposes of this mandate, “Bank” means Canadian Western Bank and “CWB Group” means the Bank, its federally regulated subsidiaries and such other subsidiaries designated from time to time by the Board.

Although the Audit Committee has the powers and responsibilities set forth in this mandate, the role of the Audit Committee is oversight. It is not the duty of the Audit Committee to conduct audits or to determine that the CWB Group's financial statements are complete, accurate and in accordance with International Financial Reporting Standards (“IFRS”). The external auditor is responsible for planning and carrying out, in accordance with professional standards, an audit of the CWB Group's annual financial statements and reviewing the Bank’s quarterly financial information. Management of the CWB Group is responsible for the preparation, presentation and integrity of the financial statements and for maintaining appropriate accounting and financial reporting principles, policies and internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations.

### **2.0 Organization of the Audit Committee**

The Audit Committee shall be comprised of not less than three directors, one of whom shall serve as the Chair of the Audit Committee, as determined and appointed by the Board. Each Audit Committee member shall satisfy the independence, financial literacy and experience requirements of all applicable regulatory requirements (including Multilateral Instrument 52-110 *Audit Committees*) and one Audit Committee member shall be considered a financial expert, as such qualifications are interpreted by the Board in the exercise of its sound business judgment.

### **3.0 Meetings of the Audit Committee**

In order for the Audit Committee to transact business, three members of the Audit Committee must be present and a majority of those present must be resident Canadians. The Audit 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, which shall occur at least once each quarter. Any member of the Audit Committee or the external auditors may call a meeting. At least quarterly, the Audit Committee shall have separate private meetings with the external auditors, Chief Internal Auditor, Chief Financial Officer and management to consider any relevant matters. The Chair, or in his or her absence another member of the Audit Committee, will preside at each meeting of the Audit Committee.

### **4.0 Reporting to the Board**

The Audit Committee shall present a verbal report at each regularly scheduled Board meeting with respect to its activities with such recommendations as are deemed desirable in the circumstances.

## **5.0 Outside Advisors**

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

## **6.0 Duties and Responsibilities of the Audit Committee**

The Audit Committee shall have the following specific duties and responsibilities:

- 6.1 prior to approval by the Board, review the Bank's annual filings including annual audited financial statements, annual Management's Discussion and Analysis ("MD&A"), the Annual Information Form ("AIF") and any other documents and information that are incorporated by reference in the AIF of the Bank and report and make a recommendation thereon to the Board;
- 6.2 prior to approval by the Board, review the interim reports to shareholders, including the interim quarterly financial statements and the interim MD&A, and report and make a recommendation thereon to the Board;
- 6.3 periodically review management's procedures for the review of financial information extracted or derived from the financial statements that is to be publicly disclosed and has not otherwise been reviewed by the Audit Committee;
- 6.4 prior to approval by the Board, review the Bank's earnings press releases;
- 6.5 discuss major issues regarding accounting principles and financial statement presentations, including significant changes in the selection or application of accounting principles, analyses prepared by management or the external auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements of the CWB Group;
- 6.6 meet with the external auditors, including without management present, to discuss the annual and interim financial results and the returns referred to within this mandate and receive and review any reports of the external auditors' thereon;
- 6.7 recommend to the Board the appointment of the external auditors for the CWB Group, who shall report directly to the Committee. Review the terms of the external auditors' engagement, their level of remuneration, the audit plan, the materiality threshold for the audit, any proposed changes in accounting policies, their presentation and input concerning significant risks and key estimates and judgments of management;
- 6.8 oversee the resolution of disagreements between management and the external auditors regarding financial reporting;
- 6.9 review the independence of the external auditors, including obtaining from the auditors a statement describing all relationships between the auditors and CWB Group and discussing such relationships with the auditors;
- 6.10 review the quality of the external audit and report to the Board on the effectiveness of the external audit including any quality issues raised by the Canadian Public Accountability Board;
- 6.11 review and approve the policy for non-audit services to be completed by the external auditors, which includes an established definition of what constitutes non-audit services and a requirement for pre-approval for all but de minimus engagements. The Audit Committee may delegate to one or more Audit

Committee members the authority to grant approval of such services, provided the decisions of such members are reported to the full Audit Committee at its next meeting;

- 6.12 review and approve hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the CWB Group;
- 6.13 require the management of the CWB Group to implement and maintain appropriate internal control procedures, including procedures designed to identify, monitor and manage audit-related risks. Review, evaluate and approve those procedures;
- 6.14 oversee the finance and internal audit functions, and, in particular:

Finance function

- (a) recommend to the Board, jointly with the Human Resources Committee, the appointment or removal of the Chief Financial Officer of the Bank;
- (b) review the appointment of each Chief Financial Officer of an entity within the CWB Group;
- (c) meet with the Chief Financial Officer of the Bank at least quarterly without management present;
- (d) review and approve on a regular basis the mandate and annual plan of the finance function;
- (e) review the effectiveness of the finance function;
- (f) annually review and approve the function's budget and resources; and
- (g) periodically require an independent review of the finance function.

Internal Audit function

- (a) recommend to the Board the appointment or removal of the Chief Internal Auditor;
  - (b) meet with the Chief Internal Auditor of the Bank at least quarterly without management present;
  - (c) annually review and approve the internal audit department charter and audit plan;
  - (d) review the effectiveness of the internal audit function;
  - (e) meet with the Chief Internal Auditor of the Bank and with management of the Bank to discuss reports on internal audit activities and findings and the effectiveness of the internal control procedures established for the CWB Group;
  - (f) annually review and approve the function's budget and resources; and
  - (g) periodically require an independent review of the internal audit function.
- 6.15 review correspondence received from regulators and external auditors, together with management's responses thereto, concerning the effectiveness of internal controls and other matters that fall within the responsibility of the Committee;
  - 6.16 review such returns of the CWB Group as the Superintendent of Financial Institutions may specify;
  - 6.17 review such investments and transactions that could adversely affect the well-being of the CWB Group as the external auditors or any officer of the Bank may bring to the attention of the Audit Committee;
  - 6.18 receive quarterly reports on any litigation matters which could significantly affect the financial statements of the CWB Group;
  - 6.19 receive a quarterly report from management on significant estimates or judgments, including the allowance for credit losses;
  - 6.20 receive a quarterly report from the Bank's Disclosure Committee;
  - 6.21 act as the audit committee for the CWB Group, including the review of the annual audited financial statements and report thereon to each respective board before approval is given;

- 6.22 establish procedures for the receipt and handling of complaints, including confidential, anonymous submissions by employees of the CWB Group regarding accounting, internal accounting controls, auditing matters or fraud and receive reports of all such complaints;
- 6.23 review and assess annually the adequacy of its mandate; and
- 6.24 prepare any report from the Audit Committee that may be required to be included in the Bank's management proxy circular or that the Board elects to include on a voluntary basis.

This mandate was last reviewed and approved by the Board on June 4, 2015, effective September 4, 2015.