

**NOTICE OF
ANNUAL
MEETING**

and

**MANAGEMENT
PROXY
CIRCULAR**



INVITATION TO SHAREHOLDERS

Dear Shareholder:

On behalf of the Board of Directors (the Board), management and employees of Canadian Western Bank (CWB), we invite you to attend our 2016 annual meeting of shareholders at 3:00 p.m. (Mountain Standard Time) on March 3, 2016 to be held at the Fairmont Hotel Macdonald in Edmonton, Alberta.

Attached is the formal notice of the meeting and the management proxy circular, which explains the items of business that will be covered at the meeting and provides information about CWB's governance practices, executive compensation, and other matters to help you decide how to vote your shares.

This meeting will be an opportunity for you to meet our management team and our directors, hear from CWB's executives about our 2015 performance and our plans for the future, and to ask any questions you may have. In addition, we will recognize Mr. Allan Jackson, the Chair of the Board, who will not be standing for re-election and will retire from the Board of Directors at the annual meeting after 32 years of distinguished service to CWB. We wish to express our gratitude to Mr. Jackson for his leadership to the Board of Directors and executive management.

Your participation is important to us. If you are unable to attend in person, we encourage you to vote by proxy so that your views can be represented. If you are unable to attend the meeting, it will also be webcast live on the Investor Relations page of our website at cwb.com. A recorded version of the webcast will also be available on our website following the meeting.

Thank you for your continued interest in Canadian Western Bank. We look forward to seeing you at the meeting.

Sincerely,

Christopher H. Fowler
President and Chief Executive Officer





NOTICE OF ANNUAL MEETING OF COMMON SHAREHOLDERS

You are invited to the 2016 Annual Meeting of common shareholders of Canadian Western Bank (CWB).

Date: Thursday, March 3, 2016
Time: 3:00 p.m. (Mountain Standard Time)
Place: The Fairmont Hotel Macdonald
Empire Ballroom
10065 100th Street
Edmonton, Alberta T5J 0N6

The purpose of the meeting is to consider and take action on the following matters:

1. to receive the financial statements of CWB for the year ended October 31, 2015 and the auditors' report on those statements;
2. to appoint the auditors of CWB who will serve until the next annual meeting;
3. to elect directors of CWB who will serve until the next annual meeting;
4. to consider an advisory resolution on CWB's approach to executive compensation; and
5. to consider any other business that may properly come before the meeting.

The accompanying management proxy circular provides detailed information relating to the above matters.

By order of the Board of Directors,



Gail L. Harding, Q.C., ICD.D
Senior Vice President, General Counsel
and Corporate Secretary
Edmonton, Alberta
January 4, 2016

IMPORTANT - VOTING INFORMATION

If you cannot attend the meeting in person and wish to appoint a proxyholder to represent you, please complete and sign the enclosed proxy form and return it in the postage-prepaid envelope provided. You may also vote by telephone at the number provided on your proxy form, or online at investorvote.com. For your vote to be counted, your proxy must be received in one of these formats by CWB's transfer agent, Computershare Trust Company of Canada (Computershare), 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, no later than 3:00 p.m. (Mountain Standard Time) on March 1, 2016.



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MANAGEMENT PROXY CIRCULAR

(All information is as of December 31, 2015 unless otherwise indicated.)

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GLOSSARY

Terms and abbreviations used in the Management Proxy Circular:

A-IRB:	Advanced Internal Ratings-Based
Bank Act:	<i>Bank Act</i> , SC 1991, c 46
bp:	Basis Points
Board:	Board of Directors of CWB
Circular:	This management proxy circular
CDI:	Canadian Direct Insurance Incorporated
CEO:	Chief Executive Officer
CFO:	Chief Financial Officer
CRO:	Chief Risk Officer
CWB:	Canadian Western Bank
CWB Group:	CWB and its subsidiaries
CWT:	Canadian Western Trust Company
DSU:	Deferred Share Unit
ESPP:	Employee Share Purchase Plan
EVP:	Executive Vice President
Group RRSP:	CWB's Group Registered Retirement Savings Plan
HR Committee:	Human Resources Committee
IFRS:	International Financial Reporting Standards
Income Tax Act:	<i>Income Tax Act</i> , RSC 1985, c 1 (5th Supp)
KPMG:	KPMG LLP
LTIP:	Long-Term Incentive Program
MD&A:	Management's Discussion and Analysis
Meridian:	Meridian Compensation Partners, LLC
NEO:	Named Executive Officer
National Leasing:	National Leasing Group Inc.
OSFI:	Office of the Superintendent of Financial Institutions
Participant:	CWB Group employee who participates in the LTIP
PSU:	Performance Share Unit
PSU Plan:	Performance Share Unit Plan
RSU:	Restricted Share Unit
RSU Plan:	Restricted Share Unit Plan
SEDAR:	System for Electronic Document Analysis and Retrieval
SIP:	Share Incentive Plan
STIP:	Short-Term Incentive Plan
Supplemental Retirement Plan:	Supplemental Retirement Arrangement for Senior Executives of CWB
Towers Watson:	Towers Watson Canada Inc.
TSR:	Total Shareholder Return
TSX:	Toronto Stock Exchange
Valiant Trust:	Valiant Trust Company

VOTING INFORMATION: QUESTIONS AND ANSWERS

YOUR VOTE IS IMPORTANT!

Q: Why have I received the Management Proxy Circular (Circular)?

A: You have received the Circular because you hold common shares of Canadian Western Bank (CWB), and CWB management is required to provide you the enclosed information so you may exercise your right to vote at the annual meeting of common shareholders. The meeting will be held at the time and place listed in the notice of meeting accompanying the Circular.

Q: What will I be voting on?

A: Holders of CWB common shares will be voting on:

- the appointment of auditors;
- the election of directors; and
- an advisory resolution on CWB's approach to executive compensation (say on pay).

Q: How many shares are entitled to vote?

A: As of December 31, 2015, there were 80,526,763 fully paid and non-assessable common shares outstanding in the capital of CWB.

Q: Who can vote?

A: Holders of common shares are entitled to cast one vote per share held on the matters set out in the notice of meeting. Except for voting restrictions explained below, each shareholder is entitled to one vote for each share he or she owns as at the close of business on January 13, 2016.

Q: Who cannot vote?

A: The *Bank Act* prohibits shares from being voted where they are beneficially owned by:

- the Government of Canada or a province;
- the government of a foreign country or a political subdivision of a foreign country;
- an agency of any of these entities; or
- any person who has acquired more than 10% of any class of shares of CWB without the approval of the Minister of Finance (Canada).

Additionally, no person, or entity controlled by any person, may cast votes in respect of any common shares beneficially owned by the person or entity that represent, in the aggregate, more than 20% of the eligible votes that may be cast.

To the knowledge of CWB's officers and directors, no person owns or exercises control or direction over common shares carrying more than 10% of the votes attached to CWB's outstanding common shares.

Q: Who is soliciting my proxy?

A: **The enclosed form of proxy is being solicited by CWB management.** It is expected that the solicitation will be primarily by mail. CWB will bear the costs associated with this solicitation.

Q: How do I vote if I am a registered shareholder?

A: Registered shareholders hold shares in their own name and usually hold a physical share certificate or a Direct Registration System reference number evidencing their share ownership.

VOTING INFORMATION: QUESTIONS AND ANSWERS

There are two ways to vote your shares if you are a registered shareholder. You may vote in person at the meeting or you may appoint someone to represent you as proxyholder and vote your shares at the meeting.

If you cannot attend the meeting in person and wish to appoint a proxyholder to represent you, please complete and sign the enclosed proxy form and return it in the postage-prepaid envelope provided. You may also vote by telephone at the number provided on your proxy form, or online at investorvote.com. For your vote to be counted, your proxy must be received in one of these formats by CWB's transfer agent, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, no later than 3:00 p.m. (Mountain Standard Time) on March 1, 2016.

Q: How do I vote if I am a non-registered shareholder?

A: Most shareholders do not hold shares in their own name but in the name of a "nominee", which is usually a trust company, securities broker or other financial institution. If you fall into this category, you are considered a non-registered shareholder.

If you are a non-registered shareholder, you should contact your nominee to determine what documentation is required for you or someone of your choosing to be appointed proxyholder. Only after being appointed proxyholder can a person vote a non-registered shareholder's shares directly at the meeting.

Your nominee is required to seek your instructions as to how to vote your shares. For this reason, you have received the Circular from your nominee, together with a voting instruction form. You should follow your nominee's voting instructions carefully to ensure that your votes are counted. If you are a non-registered shareholder and have already voted your shares by appointing a proxyholder and you wish to vote in person, contact your nominee to discuss whether this is possible and what procedure to follow.

Q: How will my shares be voted if I give my proxy?

A: The common shares represented by your proxy will be voted or withheld from voting according to your instructions. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly.

If you appoint the CWB directors designated in the form of proxy as your proxyholders but do not specify a choice as to how you want your shares voted, the common shares represented by your proxy will be voted:

- FOR the appointment of KPMG LLP (KPMG) as CWB's auditors;
- FOR the election as directors of all the nominees set out in the Director Nominees section of the Circular; and
- FOR the advisory resolution on CWB's approach to executive compensation.

Q: Can I appoint someone to vote my shares other than the CWB directors designated in the form of proxy?

A: You can choose anyone to act as your proxyholder. It does not have to be the persons named in the enclosed form of proxy or another shareholder. Just fill in the person's name in the blank space provided on the enclosed form of proxy. If you leave the space in the form of proxy blank, the persons designated in the form of proxy, who are CWB directors, will be appointed to act as your proxyholders.

Q: What if amendments are made to these matters or if other matters are brought before the meeting?

A: No matter is expected to come before the meeting other than the matters referred to in the notice of meeting. However, if any matter which is not now known to management (or amendments or variations to matters identified in the notice of meeting) properly comes before the meeting, the proxies will be voted on such matters in accordance with the best judgment of the person or persons voting the proxies.

VOTING INFORMATION: QUESTIONS AND ANSWERS

Q: How will my votes be counted?

A: Computershare will act as the meeting's scrutineer and will count the proxies and tabulate the results.

Q: Is my vote confidential?

A: The transfer agent preserves the confidentiality of shareholder votes, except:

- where the Chair of the meeting is required to rule on the validity of voting instructions contained in a proxy;
- where the shareholder clearly intends to communicate his or her position to management; and
- as necessary to comply with legal requirements.

Subject to these three exceptions, all proxies are considered confidential and will be retained by Computershare in its capacity as CWB's transfer agent.

Q: What if I want to change my vote?

A: If you are a registered shareholder, you have the right to revoke your proxy. If you want to revoke your proxy after you have delivered it, you can do so by signing a written statement to this effect and delivering it to Gail L. Harding, Q.C., Corporate Secretary, Suite 3000, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3X6 on or before March 2, 2016. You may also provide your written statement to the Chair of the meeting prior to the meeting start time, or in any other manner permitted by law.

If your shares are held in the name of a nominee, you will need to contact your nominee to discuss whether revocation is possible and, if so, the procedure to follow.

Q: How do I find out the results of the voting?

A: The voting results will be announced at the meeting. After the meeting, a detailed report on the voting results will be posted on CWB's website at cwb.com and under CWB's profile on System for Electronic Document Analysis and Retrieval (SEDAR) at sedar.com.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND AUDITORS' REPORT

CWB's financial statements for the year ended October 31, 2015 and the auditors' report to CWB shareholders will be presented at the meeting. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The financial statements are included in CWB's 2015 Annual Report, which has been mailed to all shareholders, except those who have indicated in writing that they do not wish to receive written materials. These documents are also available on CWB's website at cwb.com and under CWB's profile on SEDAR at sedar.com.

APPOINTMENT OF AUDITORS

CWB's management recommends that common shareholders vote FOR the appointment of KPMG as auditors of CWB. Management proxyholders intend to vote FOR the appointment of KPMG as auditors of CWB, to hold office until the next annual meeting of shareholders.

PRE-APPROVAL POLICIES AND PROCEDURES

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 with respect 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 (CFO), 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.

AUDIT SERVICE FEES

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

	Year Ended October 31, 2015 (\$)	Year Ended October 31, 2014 (\$)
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 and its affiliates' annual financial statements, for services provided in connection with statutory and regulatory filings, for engagements, 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, a National Housing Act Mortgage-Backed Securities project and special procedures performed for a subsidiary as part of its regulatory requirements.

BUSINESS OF THE MEETING

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 Canadian Direct Insurance Incorporated (CDI) and the stock transfer, corporate trustee and employee plans businesses of Valiant Trust Company (Valiant Trust). 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 incurred in respect of Chartered Professional Accountant training assistance. In 2014, these fees were in respect of the administration of securitized loans and leases.

ELECTION OF DIRECTORS

In compliance with By-law One of CWB, the number of directors to be elected is 11. Mr. Jackson will be retiring from the Board of Directors (the Board) of CWB and not standing for re-election. CWB has decided not to fill the vacancy created by his retirement at this time which will reduce the size of the Board from 12 to 11.

The Governance Committee has recommended the persons named in the Director Nominees section of the Circular for election as directors to hold office until the close of the next annual meeting following their election.

CWB has a majority voting policy for the election of directors. Any nominee in an uncontested election who receives more "withheld" votes than votes in his or her favour shall be considered to not have received the support of shareholders. Such nominee is expected to immediately tender his or her resignation to the Board, for consideration. A director who tenders his or her resignation will not participate in any meetings to consider whether the resignation shall be accepted. The Board expects that resignations will be accepted unless extenuating circumstances warrant the refusal of that director's resignation. Within 90 days of receiving the final voting results, the Board will issue a press release announcing that it has accepted the director's resignation or explaining its reasons for not accepting the resignation. More information about CWB's policy can be found on page 32 under Majority Voting Policy.

Management recommends that common shareholders vote FOR each of the director nominees listed in this Circular. Unless specified, the persons designated in the form of proxy intend to vote FOR each of the nominees listed in the Director Nominees section of the Circular.

ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION APPROACH, "SAY ON PAY"

The Board, through the Human Resources Committee (HR Committee), is responsible for formulating and monitoring the effectiveness of CWB's executive compensation program. In creating CWB's executive compensation program, the Board is guided by the goal of aligning the interests of CWB's executives with the long-term interests of CWB's shareholders. The Board believes that shareholders should have an opportunity to express their opinion on CWB's executive compensation program by voting for or against the following resolution:

"RESOLVED on an advisory basis, and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in Canadian Western Bank's management proxy circular delivered in advance of the 2016 annual meeting of common shareholders."

Approval of this resolution will require that it be passed by a majority of the votes cast by common shareholders. While this vote is non-binding, the Board and the HR Committee will consider the outcome of the vote as part of their ongoing reviews of CWB's executive compensation program.

BUSINESS OF THE MEETING

Prior to voting on this resolution, the Board urges shareholders to read the Executive Compensation and Related Information section of the Circular as it explains the objectives, philosophy, and principles used in designing an executive compensation program for CWB's Named Executive Officers (NEOs). Furthermore, the Board encourages shareholders with specific concerns about executive compensation to contact the Board directly by writing to the Chair of the Board, Suite 3000, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3X6 or by emailing the Chair of the Board at ChairoftheBoard@cwbank.com.

Management recommends that common shareholders vote FOR the advisory resolution on CWB's executive compensation approach. Unless specified, the persons designated in the form of proxy intend to vote FOR the Advisory Resolution on Executive Compensation.

DIRECTOR INFORMATION

DIRECTOR NOMINEES

The number of directors has been set by the Board at 11. The Governance Committee has recommended the persons named below for election as directors of CWB, to hold office until the close of the next annual meeting following their election. All of the nominated individuals are currently CWB directors. With the retirement of Mr. Allan Jackson, the directors have selected Mr. Robert Phillips as the next Chair of the Board. As Chair, he will sit as a member on all committees.

The director biographies below provide detailed information about each nominee for election to the Board, including their education, expertise, other public company board memberships, committee memberships, meeting attendance, equity ownership and voting results from last year's director election.

Albrecht W.A. Bellstedt, Q.C.								
 <p>Canmore, Alberta Canada</p> <p>Age¹: 66 Director Since: 1995</p> <p>Independent</p>	Mr. Bellstedt is President of A.W.A. Bellstedt Professional Corporation, a consulting services firm. He was previously Executive Vice President, Law and Corporate of TransCanada Corporation, a North American energy services company and, prior to that, a partner of the law firm Milner Fenerty. Mr. Bellstedt received his Bachelor of Arts from Queen's University and his Juris Doctor from the University of Toronto.							
	Other Public Company Directorships				Role on Boards and Committees			
	Capital Power Corporation (2009 – Present)				Corporate Governance, Compensation and Nominating Committee (Chair) Health, Safety and Environment Committee			
	Repsol Oil & Gas Canada Inc. (2015 – present)				Audit Committee			
	Stuart Olson Inc. (2007 – Present)				Chair of the Board			
	The Forzani Group Ltd. (1993 – 2011)				-			
	Board/Committee Membership		2015 Attendance		2015 Attendance (Total)			
	Board of Directors		6 of 6		100%		15 of 15 100%	
	Governance Committee (Chair)		4 of 4		100%			
	HR Committee		5 of 5		100%			
Equity Ownership								
Year	Common Shares²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer		
2015	13,200	8,570	21,770	508,983	400,000	6.36		
2014	13,200	6,745	19,945	653,199	400,000	8.16		
Net Change	-	1,825	1,825	(144,216)	-	(1.8)		
Voting Results for the 2015 Annual Shareholders Meeting								
Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes				
44,385,922	96.81	1,464,812	3.19	45,850,734				

DIRECTOR INFORMATION

Andrew J. Bibby



Vancouver,
British Columbia
Canada

Age¹: 58
Director Since: 2012

Independent

Mr. Bibby is Chief Executive Officer of Grosvenor Americas Partners, a property investment and development partnership. Mr. Bibby received a Bachelor of Commerce from the University of British Columbia, a Master of Philosophy from Oxford University and completed the Advanced Management Program at Harvard Business School.

Other Public Company Directorships

Nil

Board/Committee Membership

	2015 Attendance		2015 Attendance (Total)	
Board of Directors	6 of 6	100%	11 of 15	73%
HR Committee	4 of 5	80%		
Loans Committee ⁴	1 of 4	25%		

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer ⁵
2015	9,416	4,157	13,573	317,337	400,000	3.97
2014	2,400	2,465	4,865	159,329	400,000	1.99
Net Change	7,016	1,692	8,708	158,008	-	1.98

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,605,887	99.47	244,847	0.53	45,850,734

Christopher H. Fowler



Edmonton,
Alberta
Canada

Age¹: 56
Director Since: 2013

Non-Independent

Mr. Fowler is the President and Chief Executive Officer of CWB. He joined CWB in 1991 as Manager of Commercial Banking and has filled progressively senior positions during his 24 years with CWB. Mr. Fowler currently serves on the Board of Directors of the Art Gallery of Alberta and on the Campaign Cabinet of the United Way of the Alberta Capital Region. Mr. Fowler received his Bachelor of Arts (Economics) and a Master of Arts (Economics) from the University of British Columbia.

Other Public Company Directorships

Nil

Board/Committee Membership

	2015 Attendance		2015 Attendance (Total)	
Board of Directors	6 of 6	100%	10 of 10	100%
Loans Committee ⁴	4 of 4	100%		

Equity Ownership

Year	Common Shares ²	RSUs and PSUs	Total Common Shares, RSUs and PSUs	Total Value of Common Shares, RSUs and PSUs ³ (\$)
2015	56,523	56,428	112,951	2,640,794
2014	50,440	33,484	83,924	2,748,511
Net Change	6,083	22,944	29,027	(107,717)

For further disclosure relating to the value of Mr. Fowler's shareholdings, refer to the table on page 62.

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,543,424	99.33	307,310	0.67	45,850,734

DIRECTOR INFORMATION

Linda M.O. Hohol



Calgary,
Alberta
Canada

Age¹: 63
Director Since: 2011

Independent

Ms. Hohol, a Corporate Director, is the former President of TSX Venture Exchange Inc. at the TMX Group Inc. Prior to that, she filled the roles of Executive Vice President, Wealth Management and Senior Vice President, Alberta and NWT at Canadian Imperial Bank of Commerce. In addition to the public company directorships set out below, Ms. Hohol currently serves on the Board of Directors of EllisDon Construction Ltd. She has also served on many boards, including the Board of Directors of ATB Financial, the Calgary Airport Authority, Canada Foundation for Innovation and Export Development Canada. 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.

Other Public Company Directorships

NAV CANADA⁶ (2012 – present)

Oncolytics Biotech Inc. (2014 – 2015)

Role on Boards and Committees

Audit Committee (Chair)
Pension Committee

-

Board/Committee Membership

Board of Directors

Audit Committee

Governance Committee

Loans Committee⁴

2015 Attendance

6 of 6 100%

4 of 4 100%

4 of 4 100%

4 of 4 100%

2015 Attendance (Total)

18 of 18 100%

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer ⁵
2015	9,490	6,388	15,878	371,228	400,000	4.64
2014	7,490	4,627	12,117	396,832	400,000	4.96
Net Change	2,000	1,761	3,761	(25,604)	-	(0.32)

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,624,052	99.51	226,682	0.49	45,850,734

Robert A. Manning



Edmonton,
Alberta
Canada

Age¹: 66
Director Since: 1986

Independent

Mr. Manning is President of Cathton Investments Ltd., a general investment holding company. He was previously Executive Vice President and a director of North West Trust Company and Corporate Banking Account Manager at Bank of Montreal. Mr. Manning is a director of numerous private companies. Mr. Manning completed his Bachelor of Science (Hons) at the University of Manchester Institute of Science and Technology and his Masters of Business Administration at the Cranfield School of Management.

Other Public Company Directorships

Nil

Role on Boards and Committees

-

Board/Committee Membership

Board of Directors

Audit Committee (Chair)

Governance Committee

HR Committee

2015 Attendance

6 of 6 100%

4 of 4 100%

4 of 4 100%

5 of 5 100%

2015 Attendance (Total)

19 of 19 100%

Equity Ownership

Year	Common Shares ^{2,7}	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	1,918,470	11,399	1,929,869	45,120,337	400,000	564.00
2014	1,918,470	9,357	1,927,827	63,136,334	400,000	789.20
Net Change	-	2,042	2,042	(18,015,997)	-	(225.20)

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,187,707	98.55	663,027	1.45	45,850,734

DIRECTOR INFORMATION

Sarah A. Morgan-Silvester



Ms. Morgan-Silvester is a Corporate Director. She is a director of the Vancouver Foundation as well as a member of the Partnership Board of Grant Thornton LLP and Grant Thornton Consulting. She was previously Executive Vice President, Personal Financial Services and Wealth Management, HSBC Bank Canada and President and Chief Executive Officer of HSBC Trust Company (Canada). Her past affiliations include Chancellor of the University of British Columbia, Chair of Port Metro Vancouver, Chair of Vancouver Port Authority, Chair of BC Women's Hospital & Health Centre Foundation and Director, C.D. Howe Institute. Ms. Morgan-Silvester received a Bachelor of Commerce (Hons) from the University of British Columbia and is a Fellow of the Institute of Canadian Bankers. She also holds the Human Resources and Compensation Committee designation from the Directors College.

Vancouver,
British Columbia
Canada

Age¹: 56
Director Since: 2014

Independent

Other Public Company Directorships

ENMAX Corporation⁶ (2007 – present)

Role on Boards and Committees

Safety, Environment and Sustainability Committee (Chair)
Human Resources and Governance Committee

Board/Committee Membership

2015 Attendance

2015 Attendance (Total)

Board/Committee Membership	2015 Attendance	2015 Attendance (Total)
Board of Directors	6 of 6 100%	16 of 16 100%
Audit Committee	4 of 4 100%	
HR Committee ⁸	2 of 2 100%	
Loans Committee ⁴	4 of 4 100%	

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required ⁹ (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	10,800	2,483	13,283	310,557	400,000	3.88
2014	-	833	833	27,281	-	0.34
Net Change	10,800	1,650	12,450	283,276	-	3.54

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,644,891	99.55	205,843	0.45	45,850,734

DIRECTOR INFORMATION

Robert L. Phillips, Q.C.



Vancouver,
British Columbia
Canada

Age¹: 65
Director Since: 2001

Independent

Mr. Phillips is President of R.L. Phillips Investments Inc., a private investment firm. Mr. Phillips was previously President and Chief Executive Officer of BCR Group of Companies, Executive Vice President of MacMillan Bloedel Limited and President and Chief Executive Officer of Dresco Energy Services Ltd. and of PTI Group Inc. Mr. Phillips received his Bachelor of Science, Chemical Engineering (Hons) and Bachelor of Laws (Gold Medalist) from the University of Alberta.

Other Public Company Directorships¹⁰

Role on Boards and Committees

Canadian National Railway Company (2014 – Present)	Audit Committee Corporate Governance and Nominating Committee Environment, Safety and Security Committee Human Resources and Compensation Committee Strategic Planning Committee
MacDonald, Dettwiler & Associates Ltd. (2003 – Present)	Chair of the Board Governance and Nominating Committee Human Resources and Management Compensation Committee
Precision Drilling Corporation (2004 – Present)	Chair of the Board Audit Committee Human Resources and Compensation Committee Corporate Governance, Nominating and Risk Committee
West Fraser Timber Co. Ltd. (2005 – Present)	Lead Director Governance and Nominating Committee (Chair) Compensation Committee
Axia NetMedia Corporation (2000 – 2014)	-
Capital Power Corporation (2009 – 2013)	-
TerraVest Income Fund (2004 – 2012)	-

Board/Committee Membership	2015 Attendance	2015 Attendance (Total)
Board of Directors	6 of 6 100%	15 of 15 100%
Audit Committee	4 of 4 100%	
HR Committee	5 of 5 100%	

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ² (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	28,229	8,570	36,799	860,361	400,000	10.75
2014	26,378	6,745	33,123	1,084,778	400,000	13.56
Net Change	1,851	1,825	3,676	(224,417)	-	(2.81)

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
44,219,161	96.44	1,631,573	3.56	45,850,734

DIRECTOR INFORMATION

Raymond J. Protti, ICD.D



Victoria,
British Columbia
Canada

Age¹: 70
Director Since: 2009

Independent

Mr. Protti is a Corporate Director. He was previously President and Chief Executive Officer of the Canadian Bankers Association. Mr. Protti is Vice-Chair of the Board of the Royal BC Museum. Mr. Protti received his Bachelor of Arts (Hons, Gold Medalist) and Master of Arts, both in Economics, from the University of Alberta. Mr. Protti holds the ICD.D designation from the Institute of Corporate Directors.

Other Public Company Directorships

Role on Boards and Committees

Nil

Board/Committee Membership	2015 Attendance	2015 Attendance (Total)
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Board of Directors	6 of 6 100%	14 of 14 100%
Audit Committee	4 of 4 100%	
Governance Committee	4 of 4 100%	

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	17,675	8,570	26,245	613,608	400,000	7.67
2014	17,382	6,745	24,127	790,159	400,000	9.88
Net Change	293	1,825	2,118	(176,551)	-	(2.21)

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,746,725	99.77	104,009	0.23	45,850,734

Ian M. Reid



Edmonton,
Alberta
Canada

Age¹: 60
Director Since: 2011

Independent

Mr. Reid is a Corporate Director. He retired from Finning International Inc. in 2008 after a 30-year career, which included 11 years as President of Finning (Canada) Ltd. In addition to the public company directorships set out below, Mr. Reid serves as the independent Chair on the Board of Directors of Fountain Tire Ltd., a privately held corporation owned in partnership with Goodyear Canada. He also serves on the Board of Directors of Associated Engineering and Voice Construction OPCO ULC. He served as the Chair of the Board of Governors of the Northern Alberta Institute of Technology from 2003 until 2007 and has been a member of numerous other community and industry associations. Mr. Reid also served as a member of the Provincial Audit Committee created under the *Auditor General Act* (Alberta) until 2013. Mr. Reid received a Bachelor of Commerce from the University of Saskatchewan and is a graduate of the Advanced Management Program at Harvard Business School.

Other Public Company Directorships

Role on Boards and Committees

Stuart Olson Inc. (2007 – Present)

Governance and Nominating Committee
Human Resources and Compensation Committee
Environmental, Health and Safety Committee

Delta Gold Corporation (2013 – 2015)

-

Flint Energy Services Ltd. (2009 – 2012)

-

Board/Committee Membership	2015 Attendance	2015 Attendance (Total)
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Board of Directors	6 of 6 100%	14 of 14 100%
Audit Committee	4 of 4 100%	
Loans Committee (Chair) ^{4, 11}	4 of 4 100%	

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	9,338	13,482	22,820	533,532	400,000	6.67
2014	9,054	9,918	18,972	621,333	400,000	7.77
Net Change	284	3,564	3,848	(87,801)	-	(1.10)

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
44,876,296	97.87	974,438	2.13	45,850,734

DIRECTOR INFORMATION

H. Sanford Riley, C.M.



Winnipeg,
Manitoba
Canada

Age¹: 64
Director Since: 2011

Independent

Mr. Riley is President and Chief Executive Officer of Richardson Financial Group Limited, a financial services affiliate of James Richardson & Sons, Limited. Prior to 2003, he was the Chair, President and Chief Executive Officer of Investors Group Inc., a personal financial services organization. In addition to the public company directorships set out below, Mr. Riley is Chair of the Board of Directors of the University of Winnipeg Foundation. Mr. Riley received a Bachelor of Political Science from Queen's University and a Juris Doctor from Osgoode Hall Law School. Mr. Riley was appointed as a Member of the Order of Canada in 2002.

Other Public Company Directorships¹⁰

Role on Boards and Committees

GMP Capital Inc. (2009 – Present)	Compensation Committee (Chair)
Manitoba Telecom Services Inc. (2011 – Present)	Audit Committee Governance Committee Human Resources Committee Strategic Committee
Molson Coors Brewing Company (1999 – Present)	Nominating and Human Resources Committee
The North West Company Inc. (2002 – Present)	Chair of the Board

Board/Committee Membership	2015 Attendance	2015 Attendance (Total)
Board of Directors	6 of 6 100%	13 of 15 87%
HR Committee	4 of 5 80%	
Loans Committee ⁴	3 of 4 75%	

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	11,470	12,224	23,694	553,966	400,000	6.92
2014	6,273	9,083	15,356	502,909	400,000	6.29
Net Change	5,197	3,141	8,338	51,057	-	0.63

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
36,053,643	78.63	9,797,091	21.37	45,850,734

Alan M. Rowe, CPA, CA



Toronto,
Ontario
Canada

Age¹: 59
Director Since: 1996

Independent

Mr. Rowe is a Partner of Crown Realty Partners, an investment management company. Prior to July 2007, he was Senior Vice President, Chief Financial Officer and Corporate Secretary of Crown Life Insurance Company, a life insurance company. Mr. Rowe is a Chartered Accountant. He holds a Bachelor of Commerce (Hons) from Memorial University of Newfoundland.

Other Public Company Directorships¹²

Role on Boards and Committees

Crown Capital Partners Inc. (2015 – Present)	Audit and Risk Committee (Chair)
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Board/Committee Membership	2015 Attendance	2015 Attendance (Total)
Board of Directors	6 of 6 100%	19 of 19 100%
Audit Committee	4 of 4 100%	
HR Committee (Chair)	5 of 5 100%	
Loans Committee ⁴	4 of 4 100%	

Equity Ownership

Year	Common Shares ²	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs ³ (\$)	Minimum Required (\$)	Total Amount at Risk as a Multiple of Annual Retainer
2015	22,000	17,201	39,201	916,519	400,000	11.46
2014	22,000	13,525	35,525	1,163,444	400,000	14.54
Net Change	-	3,676	3,676	(246,925)	-	(3.08)

Voting Results for the 2015 Annual Shareholders Meeting

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total Votes
45,197,424	98.58	653,310	1.42	45,850,734

¹ The age of each director is provided as at the date of the annual meeting of shareholders (March 3, 2016).

² Common shareholdings of CWB are those beneficially owned or over which control or direction is exercised by such nominee, the information for which has been provided by the respective nominees.

³ The value of common shares and, as applicable, DSUs, RSUs and PSUs are valued at the closing price of the common shares on December 31, 2015 and December 31, 2014.

DIRECTOR INFORMATION

⁴ The Loans Committee held four regularly scheduled meetings that all Loans Committee members were expected to attend. 2015 Meeting attendance reflects mandatory meetings only. In addition, the Loans Committee and Loan Adjudication Panel held other meetings throughout the year that were generally convened with less than one week's notice and full attendance by committee members was not expected nor required. For further information regarding these additional meetings, refer to page 35.

⁵ Mr. Bibby and Ms. Hohol met their shareholding requirements as of October 31, 2015. For the purpose of the shareholding holding requirement (described on page 17), the value of a common share is calculated at the greater of the closing price of the common shares on the TSX on October 31 (the "Closing Price") and the adjusted cost base of the common shares. The value of a DSU is calculated as the greater of the grant price of the DSU and the Closing Price. Based upon this calculation method, they exceeded the minimum shareholding requirement.

⁶ Reporting issuer but not listed on a stock exchange.

⁷ Of the common shareholdings disclosed for Mr. Manning, 1,859,922 shares are owned by Cathton Investments Ltd. (Cathton). Mr. Manning is a director and the President of Cathton.

⁸ Ms. Morgan-Silvester joined the HR Committee effective March 5, 2015.

⁹ Ms. Morgan-Silvester has until March 6, 2017 to comply with the minimum shareholding requirement.

¹⁰ The Governance Committee has considered Mr. Phillips' and Mr. Riley's participation as directors on a number of other public company boards and has determined that their additional public board memberships will not impair their ability to devote the time and attention to CWB required in order for them to properly discharge their duties nor their ability to act effectively and in the best interests of CWB.

¹¹ Mr. Reid became the Chair of the Loans Committee effective March 5, 2015.

¹² Mr. Rowe served from October 8, 2004 to April 12, 2010 as a director of Big Sky Farms Inc. 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).

DIRECTOR COMPENSATION

COMPENSATION GOVERNANCE

The Governance Committee has responsibility for recommending to the Board the amount and structure of director compensation. Director compensation is designed to attract and retain highly qualified directors with a sufficient range of skills, expertise and experience. It is also designed to be aligned with the market and shareholder interests.

In making its recommendations, the Governance Committee reviews publicly available director compensation surveys annually and compares CWB's director compensation and structure to those of other similarly sized Canadian public companies. In addition, the Governance Committee benchmarks director compensation against a peer group that is used for both director compensation and executive compensation purposes. Details regarding this peer group are set out on page 48. The Governance Committee also considers the risks, responsibilities, time commitment, workload, complexity of issues, and the skills and experience required when reviewing director compensation.

The Governance Committee has the authority to retain consultants, including compensation consultants or advisors, as the committee may determine necessary or advisable to carry out its responsibilities.

Aggregate director compensation is limited by CWB's by-laws which are approved by shareholders. Any increase to this amount requires shareholder approval.

RETAINERS AND FEES

Directors are compensated for their services as directors through a combination of annual retainers and meeting attendance fees. Annual retainers are paid in quarterly instalments. Directors are reimbursed for travel and other expenses when they attend meetings or conduct business on behalf of CWB or its subsidiaries. Mr. Fowler does not receive a retainer or meeting fees for acting as a director. No retainer fee was paid to members of the former Loans Committee. Effective September 4, 2015, the Board approved an increase to the HR Committee Chair Retainer to \$15,000 and the fee structure of the Risk Committee and Loan Adjudication Panel. No increases to meeting attendance fees were approved for fiscal 2015.

Annual retainers and meeting attendance fees were paid to directors, excluding the President and Chief Executive Officer (CEO), on the following basis during the year ended October 31, 2015.

DIRECTOR INFORMATION

Retainers (annual)	CWB (\$)
Chair of the Board Retainer	100,000
Director Retainer	80,000
Committee Chair Retainer (other than Governance and HR Committee)	15,000
Governance Committee Chair Retainer	7,500
HR Committee Chair Retainer (prior to September 4, 2015)	10,000
HR Committee Chair Retainer (effective September 4, 2015)	15,000
Loan Adjudication Panel Chair Retainer	7,500
Audit Committee and Risk Committee Member Retainer	8,000
Governance Committee and HR Committee Member Retainer	4,000

Attendance Fees (per meeting)	CWB (\$)
Board Attendance Fee	1,500
Committee Attendance Fee (other than Audit Committee and Risk Committee)	1,500
Audit Committee and Risk Committee Attendance Fee	3,000
Loan Adjudication Panel Attendance Fee	1,500

DEFERRED SHARE UNIT PLAN

Each director is required to receive a minimum of 50% of his or her annual retainer in the form of Deferred Share Units (DSUs). In addition, the Chair of the Board may elect to receive any portion of the Chair of the Board retainer in the form of DSUs. Payments to directors for serving on committees, chairing committees or attending meetings are not eligible to be received in the form of DSUs.

The purpose of the DSU Plan is to enhance CWB's ability to attract and retain talented individuals to serve as directors and to promote a greater alignment of interests between directors and shareholders of CWB by linking a portion of annual director compensation to the future value of CWB's common shares.

DSUs are only redeemable once a director ceases to serve as a director, at which point they are paid out in cash. The value of a DSU at the time it is granted to a director and at the time it is redeemed for cash following the director's retirement is equal to the average daily volume weighted trading price of CWB's common shares on the date the DSUs are granted or redeemed and the four consecutive trading days immediately prior to that date. DSUs earn dividends at the same rate that dividends are paid on CWB's common shares. When paid, DSU dividends are reinvested into additional DSUs.

DSUs credited to a director are counted as common shares (on a one-for-one basis) for determining whether a director has met the minimum director shareholding requirement set by CWB.

DIRECTOR INFORMATION

DIRECTOR TOTAL COMPENSATION

The following table shows the amounts, before withholdings, earned by the non-management directors during the year ended October 31, 2015 in respect of membership and attendance on the Board of CWB and its committees. Details regarding director attendance are set out on pages 34 and 35.

Director Name	Fee Breakdown					All Other Compensation (\$)	Total Compensation (\$)
	Board Retainer ¹ (\$)		Committee Member Retainer ² (\$)	Board Attendance Fees (\$)	Committee Attendance Fees (\$)		
	In Cash	In DSUs					
Albrecht W. A. Bellstedt	40,000	40,000	12,167	9,000	15,000	-	116,167
Andrew J. Bibby	40,000	40,000	5,333	9,000	25,500	-	119,833
Linda M. O. Hohol	40,000	40,000	12,667	9,000	33,000	-	134,667
Allan W. Jackson	93,333	86,667	10,667	9,000	33,000	-	232,667
Wendy A. Leaney ³	13,333	13,333	6,500	6,000	18,000	1,462 ⁴	58,628
Robert A. Manning	35,467	44,533	22,333	9,000	25,500	-	136,833
Sarah A. Morgan-Silvester	40,000	40,000	11,833	9,000	31,500	-	132,333
Howard E. Pechet ⁵	13,333	13,333	1,333	6,000	12,000	10,657 ⁶	56,656
Robert L. Phillips	40,000	40,000	12,000	9,000	19,500	-	120,500
Raymond J. Protti	40,000	40,000	12,000	9,000	18,000	-	119,000
Ian M. Reid	0	80,000	13,667	9,000	36,000	-	138,667
H. Sanford Riley	13,333	66,667	5,333	9,000	24,000	-	118,333
Alan M. Rowe	0	80,000	18,833	9,000	37,500	-	145,333

¹ Includes the Chair of the Board retainer.

² Includes the Committee Chair retainers.

³ Ms. Leaney retired from the Board effective March 5, 2015.

⁴ The value of a retirement gift given to Ms. Leaney upon her retirement from the Board.

⁵ Mr. Pechet retired from the Board effective March 5, 2015.

⁶ The value of a retirement gift given to Mr. Pechet upon his retirement from the Board, including a \$10,000 scholarship donated in Mr. Pechet's name to a dramatic arts program for students.

The aggregate amount that CWB may pay each financial year to its directors is \$2,000,000. In the fiscal year ended October 31, 2015, non-management directors earned a total of \$1,629,617 in fees and retainers.

DIRECTORS' SHAREHOLDING REQUIREMENTS

To ensure that directors' interests are aligned with shareholder interests, all non-management directors of CWB are required to hold, either directly or indirectly, or exercise control or direction over, CWB common shares or DSUs with a value equivalent to five times the annual Board retainer paid to directors. Directors have three years from the date of initial appointment to comply and must hold one-third of the requirement on the first anniversary of their appointment as a director and two-thirds of the requirement on the second anniversary of their appointment (subject to extension due to blackout periods). Thereafter, compliance is assessed as at October 31 of each year. All directors seeking re-election who have served on the Board for more than three years met this requirement as of October 31, 2015.

Directors are prohibited from directly or indirectly entering into short sales or buying or selling a call or put in respect of CWB's securities. In addition, directors are not permitted to enter into non-recourse pledges of CWB securities or to purchase financial instruments (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) designed to hedge or offset a decrease in the market value of CWB equity securities granted as compensation or held, directly or indirectly, by the director.

CORPORATE GOVERNANCE IN 2015

CWB has a strong corporate governance culture that is founded on the principles of integrity and accountability. Corporate governance practices are designed to foster ethical conduct, promote responsible business practices, and ensure that CWB is managed with the objective of building shareholder value over the long term.

The Board continuously works to review, assess and improve CWB's governance practices. In 2015, the following governance enhancements were implemented:

ETHICS PROGRAM

In 2015, CWB revitalized its Code of Conduct. The new CWB Group Code of Conduct, entitled "Living our Values", provides standards that help CWB conduct its business legally, ethically, responsibly and in accordance with CWB's corporate values. Although the Code has been refreshed, its basic message remains unchanged: HOW we do business is as important as WHAT business we do.

As part of the introduction of Living our Values, the Governance Committee oversaw the establishment of an Ethics Program to strengthen and reinforce CWB's ethical culture. An internal Ethics Committee comprised of senior leadership and chaired by the Chief Ethics Officer manages the Ethics Program including developing ethical policies and procedures, training, creating awareness communication materials, investigating sensitive issues and providing a channel for employees to voice concerns. The Ethics Program encourages employees to ask questions and to report all types of issues or concerns through one of CWB's many communication channels. These channels include department or branch management, internal audit, legal, human resources, Ethics Officers, or the CWB Group Ethics Hotline which is an anonymous resource operated by a third-party vendor.

The Board and management have set an ethical "tone from the top" and continue to foster an environment that supports doing the right thing.

FORMATION OF A SEPARATE RISK COMMITTEE

Effective risk management is fundamental to CWB's success. The Board as a whole retains overall responsibility for risk oversight. As CWB has continued to grow in size and complexity, the Board has decided to create a Risk Committee in order to assist the Board in satisfying its risk oversight responsibilities. This new Risk Committee came into effect on September 4, 2015 and has replaced CWB's former Loans Committee.

The Risk Committee's objectives include balancing risks versus rewards while ensuring that management has policies, processes and procedures in place to identify and effectively manage the significant risks to which CWB and its subsidiaries (CWB Group) are exposed. Even more important, the Risk Committee is focused on ensuring that the management of risk is aligned with CWB's strategic objectives.

The management of credit risk is a critical function of the Board. CWB's record of low loan losses while continuing to have significant loan growth is a key differentiator and this success is due in part to the effectiveness of the Board in overseeing credit risk. As a result, the Risk Committee has assumed the duties of the former Loans Committee and will continue to oversee the establishment of lending policies and guidelines for CWB Group. The Risk Committee will also oversee the credit portfolio and may from time to time form a Loan Adjudication Panel in order to deal with credit applications that are outside of the lending authority of CWB's Group Credit Risk Committee formed by management.

In order to create a solid mutual understanding of the extent and nature of the Board's responsibilities for risk management as compared to those of the Risk Committee and management, the Board has defined the roles and responsibilities of the Board, the Risk Committee, and the Chief Risk Officer (CRO) by setting separate mandates for each.

CORPORATE GOVERNANCE

ENHANCEMENT TO RISK MANAGEMENT FRAMEWORK

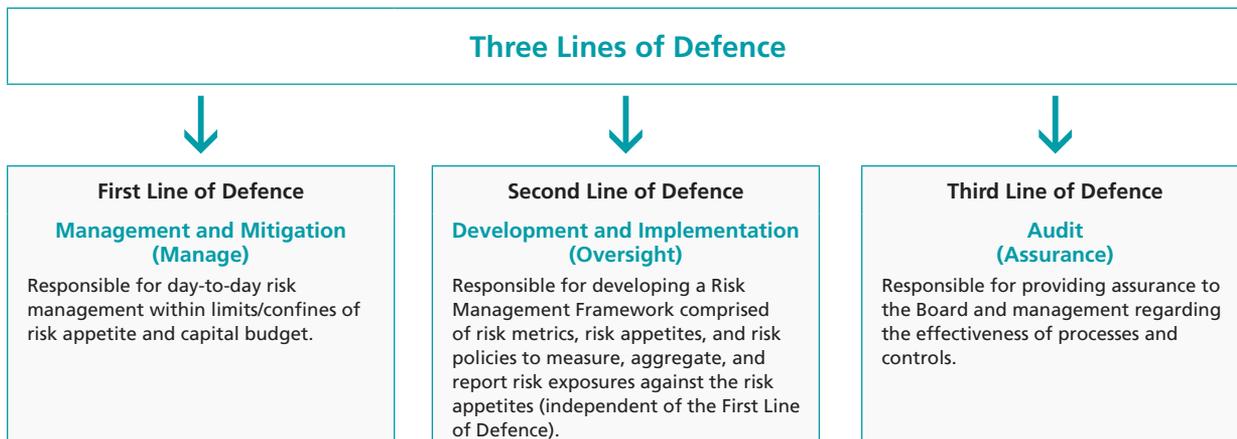
As part of CWB's commitment to risk management, CWB hired its first executive CRO, Mr. H. Bogac (Bogie) Ozdemir, who brings a wealth of global experience to CWB in all areas of risk management.

A significant focus for CWB in 2015 was the initial development of certain models in support of CWB's eventual transition to the Advanced Internal Ratings Based (A-IRB) approach for calculating risk-weighted assets. This development and transition is expected to enhance CWB's competitive position and facilitate risk-based pricing, enable further optimization of capital allocation, and enhance CWB's risk quantification and stress testing capabilities.

CWB has also begun development of an information services and data platform for risk management to leverage the upcoming implementation of CWB's new core banking system in mid-fiscal 2016.

In 2015, CWB commenced an enterprise-wide enhancement of the "three lines of defence" model for risk management, which is viewed as an industry best practice. As part of this model, risk is managed by managing units (the first line), risk policy is set by the oversight function (the second line) and internal audit provides assurance that risks are managed at acceptable levels and the second line function is working as desired (the third line).

The Board views this model to be an effective tool for risk management. Although this model was already in place as part of prudent risk management and governance, CWB is now working to formalize and enhance this structure in areas of the business where the three lines are not clearly delineated.



GOVERNANCE RECOGNITION

CWB's commitment to provide responsible governance and transparent disclosure to shareholders has been recognized by the Canadian Coalition for Corporate Governance (CCCG). In 2015, CWB was honoured to receive the CCCG award for Best Disclosure of Governance Practices and Approach to Executive Compensation by a Small-Cap Issuer.

COMMITTEE REPORTS

The Board is responsible for stewardship of CWB Group. The Board has established four committees to assist it in exercising its responsibilities: the Audit Committee, the Governance Committee, the HR Committee, and the Risk Committee. Each Committee has provided a report below that describes its responsibilities and key 2015 activities. The Risk Committee became effective on September 4, 2015 and replaced the Board's previous Loans Committee. As a result, reports for both the Loans Committee and the Risk Committee have been included. When the structure of the Board's committees changed, the membership of the committees was also adjusted. Accordingly, details regarding our Committees' memberships both before and after the changes are provided.

AUDIT COMMITTEE REPORT

MANDATE

The Audit Committee oversees the quality and integrity of CWB's financial reporting. This includes oversight over the internal and external audit functions as well as the effectiveness of CWB's internal controls. The Audit Committee also oversees compliance with legal and regulatory requirements and it acts as the Audit Committee for certain of CWB's subsidiaries. For more details regarding the duties and responsibilities of the Audit Committee, please refer to the Mandate of the Audit Committee that is available on the corporate governance section of our website at cwb.com. The mandate is also included in our 2015 Annual Information Form that has been filed on SEDAR at sedar.com.

Audit Committee Responsibilities	Membership
Review CWB's audited annual financial statements, unaudited quarterly financial statements and other public documents containing financial information and report thereon to the Board	Effective September 4, 2015: <ul style="list-style-type: none"> • Robert A. Manning (Chair) • Linda M.O. Hohol • Allan W. Jackson • Robert L. Phillips • Raymond J. Protti • H. Sanford Riley • Alan M. Rowe Prior to September 4, 2015: <ul style="list-style-type: none"> • Robert A. Manning (Chair) • Linda M.O. Hohol • Sarah A. Morgan-Silvester • Robert L. Phillips • Raymond J. Protti • Ian M. Reid • Alan M. Rowe (Ms. Leaney was a member until her retirement on March 5, 2015)
Discuss major issues regarding accounting principles and financial statement preparation	
Recommend to the Board the appointment of the external auditors and dealing with all matters relating to the external auditors	
Review CWB's policy for non-audit services to be completed by the external auditors and CWB's hiring policies regarding employees and former employees of the present and former external auditors	
Require management to implement and maintain appropriate internal control procedures, including procedures designed to identify, monitor and manage audit-related risks	
Meet with CWB's Chief Internal Auditor and management to discuss reports on internal audit activities	
Review correspondence received from regulators and external auditors, together with management's responses thereto, concerning the effectiveness of internal risk controls and other matters that fall within the Committee's responsibility	
Oversee CWB's Anti-Money Laundering and Anti-Terrorist Financing Program and approve amendments. Effective September 4, 2015, this responsibility was transferred to the Risk Committee	
Review such returns of CWB Group as the Superintendent of Financial Institutions may specify	
Review a quarterly report concerning the quality of CWB's loan portfolio, the adequacy of the allowance for credit losses and amounts written off by management	
Recommend to the Board, jointly with the HR Committee, the appointment or removal of the CFO and Chief Internal Auditor of CWB and review the appointment of the CFO of a CWB subsidiary	
Review a quarterly report from CWB's Disclosure Committee	
Act as the audit committee for CWB's federally regulated subsidiaries	
Establish procedures for the receipt and handling of complaints received by CWB and its subsidiaries regarding accounting, internal accounting controls, or auditing matters and establish procedures for the confidential, anonymous submission of concerns by CWB employees	
Annually review and assess the Committee mandate	

CORPORATE GOVERNANCE

The Audit Committee is currently comprised of seven directors who meet the standard for independence and financial literacy set out in National Instrument 52-110 *Audit Committees*. All directors serving on the Audit Committee prior to September 4, 2015 also met the standard for independence and financial literacy. A review of the education and experience of the Audit Committee members may be found on page 13 of the 2015 Annual Information Form.

MEETINGS

The Audit Committee meets at least once each quarter and reports on its activities to the Board. At each meeting of the Audit Committee, the members meet with both KPMG and the Chief Internal Auditor with management, and without management, present and also meet with the CFO in private without other members of management present. The Committee held four meetings in 2015.

HIGHLIGHTS

The Audit Committee fulfilled its mandate in 2015. The following are highlights of the actions taken by the Committee:

- Reviewed the annual audited financial statements, Management's Discussion and Analysis (MD&A), Annual Information Form and annual earnings news release and recommended approval of each to the Board.
- Reviewed the quarterly interim financial reports, quarterly MD&A and the quarterly earnings news releases and recommended approval of each to the Board.
- Reviewed the annual audited financial statements of Adroit Investment Management Ltd., Canadian Western Financial Ltd., Canadian Western Trust Company (CWT) and Valiant Trust for information and recommended approval of federally regulated subsidiary financial statements to respective subsidiary boards.
- Reviewed management's quarterly assessments of the effectiveness of internal controls over financial reporting and disclosure controls and procedures.
- Reviewed quarterly reports concerning the quality of the loan portfolio, the adequacy of the allowance for credit losses and the amounts written off by management.
- Reviewed quarterly reports of the CFO to the Audit Committee, which included discussion and analysis of updates to income tax legislation, accounting standards and practices, and other accounting matters of interest to CWB Group.
- Met with KPMG to discuss the annual and quarterly financial results and receive the auditors' reports thereon; Recommended the appointment of KPMG as the external auditors for CWB and certain subsidiaries, confirmed their independence and reviewed their terms of engagement. Approved non-audit engagements of KPMG under applicable policies.
- Reviewed CWB's program to enhance the assessment of audit quality and auditor effectiveness, which includes awareness of, and comparison to, global and national initiatives in this regard.
- Approved the policy for non-audit services to be completed by the external auditors and procedures for receiving complaints or concerns regarding accounting, internal accounting controls or audit matters.
- Approved the annual internal audit plan, internal audit charter, and reviewed quarterly reports on internal audit activities.
- Reviewed the results of the external quality assessment review of CWB Group Internal Audit function and the results of the Internal Audit effectiveness survey.
- Approved the Oversight Budget and Priorities for Internal Audit and Finance departments for 2015.
- Reviewed quarterly reports on litigation against CWB Group.
- Met with the Chief Anti-Money Laundering Officer to review his annual report on the Anti-Money Laundering Program and received quarterly reports and approved amendments to the Anti-Money Laundering and Anti-Terrorist Financing Policy.
- The Committee received a presentation on the changes to loan impairment and financial instrument accounting that will occur as a result of pending accounting changes for financial instruments, including loan loss impairment and the potential impact to CWB.
- The Audit Committee received reports from the anonymous hotline and Ethics Program, with respect to reports concerning accounting, internal controls or auditing matters.

CORPORATE GOVERNANCE

GOVERNANCE COMMITTEE REPORT

MANDATE

The Governance Committee is responsible for developing CWB's corporate governance policies and practices and assessing the Board's nomination, development and compensation. The *Bank Act* requires banks to have a Conduct Review Committee. The Governance Committee fulfils the responsibilities of the Conduct Review Committee and Nominating Committee for CWB and its federally regulated subsidiaries. For more information regarding the duties and responsibilities of the Committee, please refer to the Mandate of the Governance Committee available on the corporate governance section of CWB's website at cwb.com.

Governance Committee Responsibilities

Review corporate governance trends and best practices applicable to CWB and make recommendations to the Board to adopt new governance policies and practices or to amend existing policies and practices

Review and monitor compliance with corporate governance policies and practices and report instances of non-compliance to the Board

Evaluate Board effectiveness and individual director effectiveness on alternating years and recommend changes to the Board

Act as the Nominating Committee for CWB

Act as the Conduct Review Committee for CWB and each of its federally regulated subsidiaries

Require management of CWB to establish procedures in order to ensure disclosure of potential transactions with specified related parties of CWB and review those procedures and their effectiveness in ensuring that CWB is complying with the *Bank Act*

Review any potential related party transactions to ensure compliance with the *Bank Act*, and either approve or decline the transaction, as required

Review and approve internal policies, and any amendments thereto, for credit arrangements and financial services available to employees of CWB under the regulations concerning officers and associated parties

Monitor aggregate transactions of CWB with directors and officers and their interests to ensure continued compliance with the *Bank Act* and that excesses are brought to the Board for consideration

Review the practices of CWB to ensure that any transactions with related parties of CWB that may have a material effect on the stability or solvency of CWB are identified

Review and approve policies in respect to ethical and business conduct at CWB and its subsidiaries, including the conduct policies, the corporate communications and insider trading policy and the Changes to Board or Senior Management Policy on an annual basis to ensure relevance and completeness in regard to legislative requirements. Review reports on compliance with these policies

Monitor procedures with respect to requirements under federal financial institution legislation related to identifying and resolving conflicts of interest, restricting the use of confidential information, providing disclosure of information to customers of the financial institution and handling of customer complaints, and satisfy itself that the procedures are being adhered to

Review the mandate of the Governance Committee and the mandate of the Board of Directors at least annually and recommend changes to the Board

Membership

Effective September 4, 2015:

- Albrecht W.A. Bellstedt (Chair)
- Allan W. Jackson
- Raymond J. Protti
- Ian M. Reid

Prior to September 4, 2015:

- Albrecht W.A. Bellstedt (Chair)
- Linda M.O. Hohol
- Allan W. Jackson
- Robert A. Manning
- Raymond J. Protti

The Governance Committee currently consists of four directors, each of whom is independent as defined under securities legislation.

MEETINGS

The Governance Committee meets at least once each quarter and reports to the Board on its activities. The Governance Committee meets in camera without management present at each meeting of the Committee. The Governance Committee held four meetings in 2015.

HIGHLIGHTS

The following sets out highlights of the actions taken by the Committee in 2015:

- Reviewed CWB's governance practices to ensure compliance with applicable legal and regulatory requirements.

CORPORATE GOVERNANCE

- Reviewed and amended governance documents, including Board and Committee mandates and the Corporate Governance Policies. This included reviewing and recommending a mandate for the newly formed Risk Committee.
- Reviewed and approved the enhanced CWB Group Code: Living our Values and the introduction of an Ethics Program.
- Reviewed and approved the Corporate Disclosure of Information and Share Trading Restrictions Policy and Changes to Board or Senior Management Policy.
- Reviewed director compensation and recommended changes to such compensation.
- Reviewed and recommended approval to the Board of the Circular, excluding the Compensation Discussion and Analysis section.
- Reviewed and approved the policies, practices and procedures relating to self-dealing and conflicts of interest.
- Received annual reports on procedures regarding the use and disclosure of confidential information, the handling of customer complaints and other consumer protection provisions.
- Oversaw the evaluation of the director effectiveness process.

HR COMMITTEE REPORT

MANDATE

The HR Committee is responsible for assisting the Board in establishing the compensation philosophy for CWB Group and ensuring that compensation structures and programs are consistent with CWB Group's philosophy, strategy and prudent management. The HR Committee also assists the Board in overseeing the hiring, promotion and compensation of the executive officers of CWB and ensuring that effective succession planning is in place. For more information regarding the duties and responsibilities of the HR Committee, please refer to the Mandate of the HR Committee that is available on the governance section of CWB's website at cwb.com.

HR Committee Responsibilities	Membership
<p>Establish CWB's compensation philosophy and satisfy itself that compensation structure and programs are consistent with CWB's philosophy, strategy and the prudent management of its operations and the risks to which it is exposed</p> <p>Review and recommend to the Board the employment and appointment of the CEO, the CFO (in conjunction with the Audit Committee), the CRO (in conjunction with the Risk Committee) and the executive officers (Executive Vice President (EVP) and above) of CWB</p> <p>Review the position descriptions for the executive officers of CWB and approve changes</p> <p>Review and recommend to the Board the compensation structure and level of compensation for the CEO</p> <p>With the assistance of the CEO, establish the compensation structure and level of compensation for all other NEOs and EVPs of CWB</p> <p>Approve goals and objectives relevant to the CEO's and EVPs' compensation, review and evaluate the CEO's and the EVPs' performance in light of those goals and objectives</p> <p>Ensure an annual performance appraisal is completed for the President and CEO and that it is reviewed with him by the Chair of the Board</p> <p>Act as the HR Committee for all subsidiaries of CWB</p> <p>Review and approve any employment-related contract entered into between CWB, or one of its subsidiaries, and an executive level officer (equivalent to EVPs within CWB, or higher)</p> <p>Establish, amend, monitor and, where appropriate, terminate all compensation plans and arrangements for executive officers, officers and employees of CWB</p> <p>Review the succession plans for all critical positions as well as all officers at each of the companies and ensure appropriate programs are in place for leadership development</p> <p>Establish shareholding requirements for the senior management of CWB and review compliance on an annual basis</p> <p>Review and approve the compensation discussion and analysis in CWB's annual proxy circular and report on its review to the Board</p> <p>Review the organizational structure of CWB at the executive level</p> <p>Review CWB's Employment Equity Report annually</p> <p>Review the mandate of the HR Committee at least annually and recommend changes to the Board</p>	<p>Effective September 4, 2015:</p> <ul style="list-style-type: none"> • Alan M. Rowe (Chair) • Andrew J. Bibby • Allan W. Jackson • Robert A. Manning • Sarah A. Morgan-Silvester • Robert L. Phillips • H. Sanford Riley <p>Prior to September 4, 2015:</p> <ul style="list-style-type: none"> • Alan M. Rowe (Chair) • Albrecht W.A. Bellstedt • Andrew J. Bibby • Allan W. Jackson • Robert A. Manning • Sarah A. Morgan-Silvester • Robert L. Phillips • H. Sanford Riley <p>(Ms. Leaney and Mr. Pechet were members of the Committee until their retirements on March 5, 2015)</p>

CORPORATE GOVERNANCE

The HR Committee is currently comprised of seven independent directors, none of whom currently serve as the CEO of a public company. All directors serving on the HR Committee prior to September 4, 2015 were independent and did not then serve as the CEO of a public company. No member of the HR Committee has ever been an officer or employee of CWB or any of its affiliates.

MEETINGS

The HR Committee meets at least once each quarter and reports to the Board on its activities. At each meeting, the HR Committee holds an in camera session without management present. This Committee meets with its compensation consultant(s) on an as-needed basis with management present and also holds in camera sessions with its compensation consultant(s). The HR Committee held a total of five meetings in 2015 and met two times in camera with Meridian Compensation Partners, LLC (Meridian).

HIGHLIGHTS

The following sets out highlights of the actions taken by the Committee in 2015:

- Engaged Meridian to review CWB's Performance Share Unit (PSU) Plan, and approved changes to the PSU grant for 2016 to strengthen the tie between executive incentive compensation and the implementation of strategic objectives which are vital to long-term value creation for CWB's shareholders.
- Implemented several changes to CWB's Short-Term Incentive Plan (STIP) for the CEO and EVPs, to improve clarity and line of sight of award amounts to annual financial, operating and strategic achievements.
- Oversaw a review of CWB's Share Incentive Plan (SIP) and approved a change to the plan's retirement provisions. The Committee also decided to issue options with a seven-year term (vesting after three years) beginning in 2016. Both changes were initiated to better align management and long-term shareholder interests and more closely follow market practice.
- Established the fiscal 2015 performance objectives for the CEO and for other executive officers, evaluated the performance of each executive officer and approved their annual salary adjustments and short- and long-term incentives.
- Awarded grants under CWB's SIP, Restricted Share Unit Plan (RSU Plan) and PSU Plan and established performance criteria for grants under the PSU Plan.
- Reviewed and recommended approval to the Board the hiring of an EVP and CRO for CWB Group.
- Reviewed the succession plans for several executive positions and ensured appropriate programs are in place for leadership development.
- Reviewed and approved the arrangements for treatment of employees regarding the divestitures of CDI and the share transfer business of Valiant Trust.
- Reviewed CWB's employee engagement survey results which indicated a positive organizational culture.
- Reviewed and amended the position descriptions for the executive officers to align them with CWB Group's strategic balanced scorecard.
- Reviewed CWB's Employment Equity report submission, as well as key quarterly HR metrics and initiatives.

LOANS COMMITTEE REPORT

MANDATE

Until the introduction of the Risk Committee on September 4, 2015, the Loans Committee was responsible for overseeing the establishment of the lending policies and guidelines for CWB and its subsidiaries, CWT and National Leasing Group Inc. (National Leasing). This included reviewing periodic reports on the credit portfolio and establishing lending limits. The Loans Committee reviewed and approved credit applications that were in excess of the lending limit of the management Group Credit Risk Committee but that did not exceed 10% of CWB's shareholder equity. For more information of the duties and responsibilities of the Loans Committee, you may request a copy of the Mandate of the Loans Committee from CWB's Corporate Secretary at Canadian Western Bank, Suite 3000, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3X6.

CORPORATE GOVERNANCE

Loans Committee Responsibilities

Establish and approve lending limits for CWB, CWB's Credit Committee and the President and CEO within the limits established by the Board and review such limits at least annually

Deal with credit applications which are in excess of the lending limit for CWB's Credit Committee but within the Loans Committee's lending limit and which have been recommended by management of CWB

Deal with loans to a foreign country or which are guaranteed by a foreign country

Make recommendations to the Board for loan proposals in excess of the lending limits established for the Loans Committee

With respect to credit risk, review details of the amount, nature, characteristics, concentration and quality of the credit portfolio of CWB

Confirm at least annually that management has reviewed CWB's Lending Policies and Guidelines to ensure that they are sound, prudent and compliant with regulatory standards, and review and approve, if acceptable, new policies and guidelines or amendments to existing policies and guidelines, as recommended by management

Review management's proposals for allowances and make recommendations for the consideration of the Audit Committee of the Board

Review proposed changes to the policy on Director Related Loans and make recommendations to the Board

Determine the content and frequency of management reports to the Loans Committee

Review at least quarterly CWB's Credit Risk Management program and make recommendations for changes to the Board

Act as the Loans Committee for CWT

Review the mandate of the Loans Committee at least annually and make recommendations for changes to the Board

Membership

Prior to September 4, 2015:

- Ian M. Reid (Chair)
- Andrew J. Bibby
- Christopher H. Fowler
- Linda M.O. Hohol
- Allan W. Jackson
- Sarah A. Morgan-Silvester
- H. Sanford Riley
- Alan M. Rowe
- Robert L. Phillips – Alternate

(Mr. Pechet was a member of the Committee and Ms. Leaney served as Chair until March 5, 2015 when they both retired)

The Loans Committee was comprised of nine directors, eight of whom were independent as defined under securities legislation. Mr. Phillips served as an alternate member and only attended meetings when invited by the Committee to share his expertise in certain specified industries. The CEO, who was not independent, served as a member of this Committee.

MEETINGS

The Loans Committee held four regularly scheduled meetings in fiscal 2015 that all Loans Committee members were expected to attend. In addition, the Loans Committee had other meetings throughout the year that were generally convened with less than one week's notice and full attendance by committee members was not expected nor required. The purpose of these additional meetings was to adjudicate credit applications that exceed management authority, and they were required to be attended by a sufficient number of directors in order for a quorum to be present. The Loans Committee held 15 meetings in total in 2015. The Loans Committee met in private at each of its regularly scheduled meetings without management present.

HIGHLIGHTS

The following sets out highlights of the actions taken by the Committee in 2015:

- Reviewed and approved lending limits for CWB, CWT, National Leasing, the management Group Credit Risk Committee and the CEO.
- Received details on the amount, nature, characteristics, concentration and quality of the credit portfolios.
- Reviewed and approved changes and updates to the Lending Policy and Guidelines.
- Received confirmation from management that CWB's Lending Policy and Guidelines had been reviewed and continue to be sound, prudent and in accordance with regulatory standards.
- Reviewed management's proposals for specific allowances for credit losses.
- Reviewed the adequacy of the quarterly collective allowance to meet unidentified future losses in the portfolio.
- Dealt with credit applications that were in excess of the lending limit of the management Group Credit Risk Committee.

RISK COMMITTEE

MANDATE

The Risk Committee was formed effective September 4, 2015. The purpose of the Risk Committee is to assist the Board in fulfilling its responsibilities with respect to the oversight of risk management at CWB Group, balancing risks and rewards while ensuring that management has policies, processes and procedures in place to identify and effectively manage the significant risks to which CWB Group is exposed. The Risk Committee may from time to time form a Loan Adjudication Panel in order to deal with credit applications that are in excess of the lending limit for the Group Credit Risk Committee but within the limits of a Loan Adjudication Panel. Loan Adjudication Panels may also deal with loans to a foreign country or which are guaranteed by a foreign country and may make recommendations to the Board for credit applications in excess of the lending limits established by the Risk Committee.

For detailed information regarding the duties and responsibilities of the Committee, please refer to the Mandate of the Risk Committee available on the corporate governance section of CWB's website at cwb.com.

Risk Committee Responsibilities	Membership
Review and recommend to the Board, at least annually, the approval of the Enterprise Risk Management Framework for CWB Group, the Risk Appetite Statement and the related risk metrics	<p>Risk Committee Effective September 4, 2015:</p> <ul style="list-style-type: none"> • Sarah A. Morgan-Silvester (Chair) • Albrecht W.A. Bellstedt • Andrew J. Bibby • Linda M.O. Hohol • Allan W. Jackson • Ian M. Reid
Review and recommend to the Board the employment and appointment of the CRO (in conjunction with the HR Committee)	<p>Loan Adjudication Panel Effective September 4, 2015:</p> <ul style="list-style-type: none"> • Ian M. Reid (Chair) <p>Each Loan Adjudication Panel is comprised of four members of the Board as determined by the Loan Adjudication Panel Chair and the Senior Vice President, Credit Risk Management.</p>
Review exposures to credit risk, structural market risk, and investment risk as well as CWB Group's liquidity position and operational position against the quantitative and qualitative risk appetite, and review the appropriateness of the proposed remediation plans, should the risk appetite be breached	
Review watch and impaired loans, the provisioning methodology for credit losses, and the adequacy of provisions for credit losses	
Review the Contingency Funding Plan for CWB Group	
Review at least annually the methodology supporting the internal capital adequacy assessment process and review and recommend to the Board the approval of the target internal capital ratios and the regulatory capital plan	
Review reports on performance against the target internal capital ratios and the capital plan	
Review and recommend to the Board the approval of the payment of dividends and the approval of capital issuances and redemptions	
Oversee the Regulatory Compliance Function including review of outsourcing arrangements, annually review regular reports from the Chief Compliance Risk Officer on the design and operation of the compliance program, CWB Group's exposure to regulatory risk as well as the remediation plans, as necessary, and review regular reports from the Chief Anti-Money Laundering Officer on the design and operation of the program, CWB Group's exposure to Anti-Money Laundering/Anti-Terrorist Financing risk as well as the remediation plans, as necessary	
Review reports on business and strategic risks and emerging risks identified by management	
Review and approve at least annually CWB Group business continuity management program and receive reports on testing of the program	
Review and approve annually the mandate of the Enterprise Risk Management function, the mandate of the CRO of CWB Group, the mandate of the Chief Compliance Officer of CWB Group and the mandate of the Regulatory Compliance function	
Ensure the independence and effectiveness of the Enterprise Risk Management function and the Regulatory Compliance function	
Form Loan Adjudication Panels to deal with credit applications in excess of the lending limit for the Group Credit Risk Committee and loans to a foreign company or guaranteed by a foreign country	

The Risk Committee is currently comprised of six independent directors.

CORPORATE GOVERNANCE

MEETINGS

The Risk Committee will meet on a regular basis and will schedule a sufficient number of meetings to carry out its mandate, which shall occur at least once each quarter. Any member of the Risk Committee may call a meeting. At each meeting, the Risk Committee shall meet with the CRO and the Chief Compliance Officer without management present. The Chair of the Loan Adjudication Panel may schedule a panel meeting at any time, as needed.

The formation of the Risk Committee was formally approved by the Board on September 2, 2015 and came into effect on September 4, 2015. Accordingly, no formal meetings of the Risk Committee occurred in fiscal 2015. However, on September 2, 2015, management led the entire Board through an orientation session of the Risk Committee. It is anticipated that, in fiscal 2016, one or more further orientation and training sessions will be held for Risk Committee members in addition to the Risk Committee's regularly scheduled meetings. In 2015, three Loan Adjudication Panel meetings were conducted in order to deal with credit applications in excess of the lending limit for CWB's Group Credit Risk Committee but within the Loan Adjudication Panel's lending limit.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

INTRODUCTION

The Board and management of CWB believe sound and effective corporate governance is an essential component in managing CWB's operations effectively for the benefit of customers, employees, shareholders and other stakeholders.

CWB regularly reviews its governance policies to ensure adherence to the requirements of authorities that regulate CWB, including the Office of the Superintendent of Financial Institutions (OSFI), the Canadian Securities Administrators and the TSX. In addition, CWB considers and, where appropriate, will adopt new corporate governance "best practices" put forward by governance institutions, academics, industry groups and groups that represent the interests of CWB shareholders and other stakeholders.

CWB's corporate governance framework is supported by clearly defined roles for its Board and committees. The Governance Committee provides direction, reviews best governance practices, monitors compliance and makes recommendations to the Board to enhance corporate governance and Board effectiveness.

THE BOARD OF DIRECTORS

MANDATE AND ACCOMPLISHMENTS

The Board is responsible for stewardship of CWB Group. The Board has developed a mandate, which is provided in its entirety as Schedule A to this Circular. The Board's mandate sets out the Board's purpose, organization, duties and responsibilities. The Board reviews its mandate annually and adopted an amended mandate effective September 4, 2015. In addition, a comprehensive list of directors' obligations under the *Bank Act*, OSFI Guidelines and securities laws has been documented and cross-referenced against the mandates and meeting agendas for the Board and each committee to ensure that every obligation of the Board is fulfilled.

The Board fulfilled its mandate in 2015. In addition, it considered, reviewed and approved the following activities in 2015:

- Oversaw and approved CWB's divestiture of CDI and Valiant Trust's stock transfer business;
- Oversaw the formation of a Risk Committee to replace its previous Loans Committee; and
- Approved updates to the mandates of the Board and its committees to reflect the addition of the new Risk Committee.

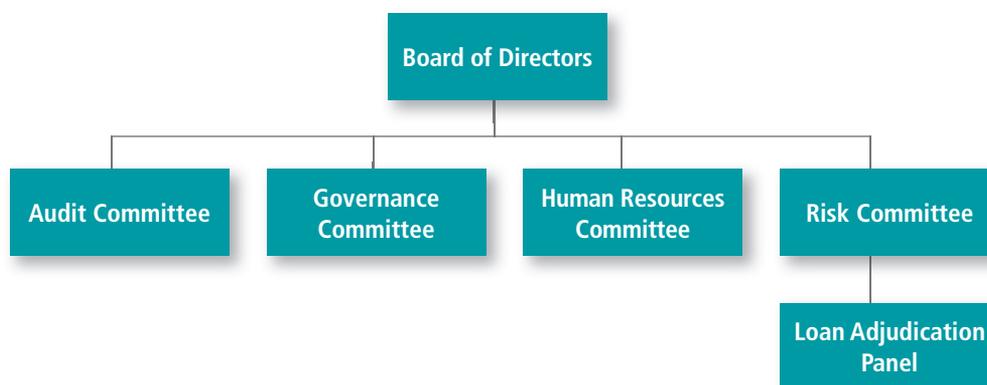
STRUCTURE AND COMMITTEES

To help the Board fulfil its duties and responsibilities, the Board delegates certain powers, duties and responsibilities to its committees. The current committee structure of the Board includes the Audit, Governance, Human Resources and Risk Committees. As described on page 18, this committee structure represents a recent change that occurred effective September 4, 2015. Prior to that date, the Board's committee structure included a Loans Committee which was replaced by the Risk Committee. Each Board committee has a mandate setting out its responsibilities as detailed in the foregoing Committee Reports.

The Board believes that directors should have exposure to different committees to ensure they develop a broad perspective of CWB's operations. Accordingly, each director serves on two committees and the Governance Committee regularly reviews and considers the composition of the committees and makes recommendations for changes. The following diagram provides an overview of the current Board committees. Management directors do not serve on any committees, with the exception of the former Loans Committee and the Risk Committee's Loan Adjudication Panel. Mr. Fowler was a member of the Loans Committee and may form part of a Loan Adjudication Panel.

CORPORATE GOVERNANCE

Committee Structure (effective September 4, 2015)



KEY RESPONSIBILITIES

Although significant work is carried out by the committees, the Board has ultimate responsibility to supervise the management of CWB's business including oversight of both strategy and risk management as these functions are cross dimensional and embedded in all key decisions of the Board.

Strategic Direction

One of the Board's key mandates and priorities is to oversee the development of CWB's strategic direction and the implementation by management of the strategic goals. Annually, part of one Board meeting is dedicated to a comprehensive review of CWB's strategic direction. The Board also receives quarterly strategy updates from management and considers enhancements to CWB's strategic direction.

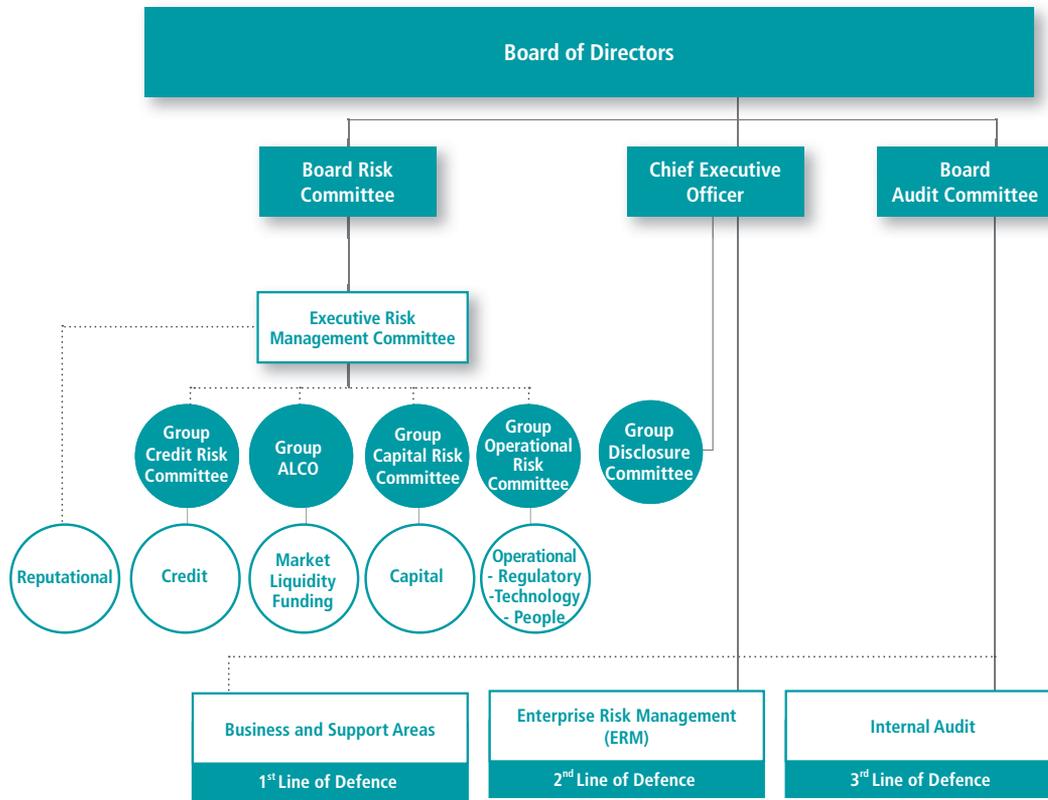
Risk Management Oversight

Oversight of risk management is embedded in CWB's Board and Committee structures. The primary goal of risk management is to ensure that the outcomes of risk-taking are consistent with CWB's business activities, strategies and risk appetite. The Board plays an integral role in CWB Group's risk management processes and oversees risk management to ensure a comprehensive approach to risk. As part of this oversight, the Board approves an enterprise risk management framework each year to ensure that up-to-date policies and procedures are in place to measure and manage material risk exposures. As part of the risk management framework, CWB's management provides the Board with quarterly updates on the framework and risk observations. The Board is also responsible for other risk areas including strategic planning, capital management, promoting a culture of integrity, internal controls, evaluation of senior management and succession planning, public disclosure and corporate governance.

For more details regarding CWB's approach to risk management including a report on the principal risks that CWB's operations are exposed to, please refer to the 2015 MD&A that has been filed on SEDAR at sedar.com. It is also available in the Investor Relations section of CWB's website at cwb.com under the heading "Annual Report and Annual Meetings".

CORPORATE GOVERNANCE

The following diagram illustrates CWB’s risk management framework.



CHAIR OF THE BOARD

The Chair of the Board is an independent director, responsible for ensuring that the Board functions effectively and independently of management and that it meets its obligations and responsibilities as set out in its mandate.

The mandate of the Chair of the Board is available on the corporate governance section of CWB’s website at cwb.com.

POSITION DESCRIPTIONS

The Board has developed written position descriptions for the Chair of the Board and for the Chair of CWB’s Board Committees. The Board has also developed a written position description for the CEO.

NOMINATION OF DIRECTORS AND BOARD COMPOSITION

The Governance Committee acts as CWB’s Nominating Committee and is responsible for identifying new candidates for Board nomination.

The Governance Committee annually reviews both the size and composition of the Board and Board committees. The Governance Committee uses an expertise and skills matrix to assist it in assessing the competencies of the current directors, identifying any gaps in Board skills that may exist, and identifying desirable skill sets to look for in new director candidates.

The Governance Committee then assesses each potential candidate’s skills, expertise, and experience against the needs of the Board and each of the Board committees. The Governance Committee will also take into account such matters as a candidate’s integrity, independence, residency, gender, ethnic and geographic background, and the number of women currently on the Board in accordance with CWB’s Diversity Policy discussed below under the heading “Policies Regarding Representation of Women on the Board”. Background checks are completed on all new director nominees.

CORPORATE GOVERNANCE

The Governance Committee does not maintain a standing list of skills, expertise and experience expected from new directors since the skills, expertise and experience sought from director candidates will vary as the composition of the Board and its committees evolves over time. Also for this reason, the Governance Committee does not maintain an “evergreen” list of suitable director candidates.

A board of directors is most effective when it can draw from a variety of diverse skills, backgrounds and experiences. The following table outlines the diversity of experience and expertise of the non-executive director nominees, based on a self-assessment completed by each nominee.

	Albrecht W.A. Bellstedt	Andrew J. Bibby	Linda M.O. Hohol	Robert A. Manning	Sarah A. Morgan-Silvester	Robert L. Phillips	Raymond J. Protti	Ian M. Reid	H. Sanford Riley	Alan M. Rowe
FUNCTIONAL LEADERSHIP¹										
Leadership - Experience as a senior executive of a publicly listed company or an organization of at least a similar size as CWB Group (employees, revenue, etc.).	2	0	2	2	2	2	2	2	2	2
Other Board Experience - Served as a board member of a public, private or non-profit entity of at least a similar size as CWB Group.	2	0	2	2	2	2	2	2	2	0
Accounting and Finance - Knowledge of and experience with financial accounting and reporting, familiarity with internal financial/accounting controls, Canadian Generally Accepted Accounting Principles and/or International Financial Reporting Standards.	1	1	2	2	2	1	1	2	2	2
Financial - Accounting designation.	0	0	0	0	0	0	0	0	0	2
Investment Banking/Mergers & Acquisitions - Experience with investment banking or mergers and acquisitions.	2	0	1	1	1	2	0	2	2	2
Risk Management - Experience in managing risk, particularly at a financial institution, which may have been gained through current or previous role as CEO, CFO, CRO or as the head of a significant business group in a large financial institution where the management of risk is an important part of the role responsibilities.	1	2	2	1	2	1	2	1	2	2
Risk Governance - An understanding of the Board's role in the oversight of risk management principles and practices, including an understanding of current risk management principles and practices.	2	1	2	2	2	1	2	2	2	2
Human Resources/Compensation - An understanding of the principles and practices relating to human resources and/or actual experience in managing or overseeing human resources, including experience in: compensation plan design and administration; leadership development/talent management; succession planning; and compensation decision-making, including risk-related aspects of compensation.	2	2	2	1	2	2	1	2	2	2

CORPORATE GOVERNANCE

	Albrecht W.A. Bellstedt	Andrew J. Bibby	Linda M.O. Hohol	Robert A. Manning	Sarah A. Morgan-Silvester	Robert L. Phillips	Raymond J. Protti	Ian M. Reid	H. Sanford Riley	Alan M. Rowe
FUNCTIONAL LEADERSHIP										
Corporate Responsibility/Sustainability - Understanding and experience with corporate responsibility practices and the constituents involved in sustainable development practices.	1	2	1	1	2	1	1	2	2	1
Legal/Regulatory - Experience as a commercial and corporate lawyer either in private practice or in-house with a publicly listed company or major organization, or experience in compliance for complex regulatory regimes.	2	0	1	0	1	2	0	1	2	2
Strategic Planning - Experience in the development and implementation of strategic direction of a large organization.	2	2	2	2	2	2	2	2	2	2
Information Technology & Security - Experience as a senior executive relating to information technology and security needs of a major organization.	1	0	1	0	2	1	0	2	1	1
Public Policy - Experience in the workings of government and public policy.	2	0	1	0	1	1	2	1	1	1
INDUSTRY EXPERIENCE										
Financial Services - Oversight, advisory or operational experience in the financial services industry other than serving as a director of a Board.	0	0	2	2	2	0	2	1	2	2
Retail - Oversight, advisory or operational experience in creating or distributing retail products, customer research or brand development and positioning.	2	0	1	0	2	0	0	2	2	0
Energy - Oversight, advisory or operational experience in the energy industry other than serving as a director of a Board.	2	0	0	2	0	2	0	2	0	0
Real Estate - Oversight, advisory or operational experience in the real estate industry other than serving as a director of a Board.	1	2	1	2	1	0	0	1	1	2
Equipment - Oversight, advisory or operational experience in the equipment industry other than serving as a director of a Board.	1	0	0	0	0	1	0	2	0	0

¹ Each director completed the self-assessment applying a scale of 0 - little to no experience, 1 - some experience and 2 - extensive experience.

MAJORITY VOTING POLICY

The Board believes that each of its members should carry the confidence and support of its shareholders. To this end, the form of proxy used for voting at the shareholder meeting enables shareholders to vote separately, in favour of or to withhold from voting, for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record, with respect to each nominee, the number of shares in his or her favour and the number of shares withheld from voting. If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, then, for purposes of CWB's policy, the nominee shall be considered to not have received the support of the shareholders, even though the nominee will have been duly elected as a matter of corporate law.

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A person elected as a director who is considered under this test to not have the support of shareholders is expected to immediately submit his or her resignation to the Board. The Governance Committee will promptly consider the director's offer to resign and make a recommendation to the Board whether to accept it. In making its recommendation, the Governance Committee will consider the cause of the withheld votes, the skills and attributes of the director, the overall composition of the Board and whether accepting the resignation would cause CWB to fail to meet a regulatory requirement. Any director who tenders his or her 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 that it has accepted the director's resignation or explaining its reasons for not accepting the resignation. If the resignation is accepted, subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual general meeting, fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which one or more director nominees will be presented to shareholders to fill the vacant position or positions.

This majority voting policy does not apply to a contested election where the number of nominees exceeds the number of directors to be elected. Nominees for election to the Board must agree to the policy before their names are recommended for election to shareholders. In the event any director fails to tender his or her resignation in accordance with the policy, the Board will not re-nominate the director.

IN CAMERA MEETINGS

In order to facilitate an open and candid discussion among independent directors, a portion of every Board and Committee meeting is reserved for independent directors to meet "in camera" without the presence of management and non-independent directors.

DIRECTOR EXPECTATIONS AND REQUIREMENTS

ETHICAL BUSINESS CONDUCT

CWB has a strong ethical culture based upon CWB's corporate values of integrity and respect. This is reflected in the CWB Group Code of Conduct which sets standards of legal, ethical and responsible behaviour. The Board annually reviews the Code to ensure that it is current and consistent with best practices. In 2015, the Governance Committee oversaw a significant revision to the Code. The new Code, entitled "Living our Values", outlines CWB's commitment to high standards of ethical conduct and business practices and includes a strong "tone from the top" message. All directors, officers and employees are required to comply with the Code and must acknowledge their commitment to abide by it on an annual basis. Living our Values is available on the corporate governance section of CWB's corporate website under the heading "Policies and Mandates" at cwb.com.

In 2015, the Governance Committee also oversaw the introduction of an Ethics Program with the objective of strengthening and reinforcing CWB's ethical culture. An internal Ethics Committee comprised of senior leadership manages the Ethics Program. As part of this program, Ethics Officers have been appointed to provide employees with guidance and advice regarding ethical concerns and questions. The Ethics Program also includes training and communication initiatives designed to communicate CWB's ethical standards in addition to an ethics survey to measure CWB's ethical climate. Employees are encouraged to raise issues or report ethical concerns through one of CWB's communication channels which includes the anonymous CWB Group Ethics Hotline. The Ethics Committee reports on a quarterly basis to the Governance Committee regarding Code investigations and also reports to the Audit Committee regarding investigations that relate to accounting or auditing irregularities, internal controls or fraudulent conduct. To the knowledge of the Board, there have been no departures from the Code during fiscal 2015 that would have required the filing of a material change report.

CWB's promotion of ethical conduct and honest dealings with the public is embedded in other internal policies and procedures including a policy for related party transactions. In the event a director or executive officer has a material interest in any transaction or agreement considered by the Board or any committee of the Board, such interest must be declared and recorded in the minutes of the meeting, and the director or executive officer must vacate the meeting while the transaction or agreement is being discussed. The responsibilities of the Governance Committee include establishing procedures to ensure disclosure and review of related party transactions in accordance with the requirements under the *Bank Act*. These procedures include obtaining an annual certificate

CORPORATE GOVERNANCE

from each director and officer of CWB. The certificate discloses all related parties of the director or officer and any related party transactions with CWB.

CWB is also committed to responding to and addressing the concerns of its clients. CWB has engaged an independent Ombudsman to receive complaints from banking clients who are unable to obtain satisfaction from the internal complaint-handling process.

INDEPENDENCE

The Governance Committee has reviewed the status of each of the directors to determine whether such director is “independent” as defined in National Instrument 58-101 *Disclosure of Corporate Governance Practices* (NI 58-101) and “affiliated” as defined by the affiliation regulations set forth in the *Bank Act*. Each director completes a self-assessment questionnaire and the responses are reviewed by the Governance Committee. As a result of this review and after consideration of all business, charitable and family relationships among the directors and CWB, the Governance Committee has determined that each of the director nominees, except for Mr. Fowler, (or 91% of the Board) are both independent and not affiliated with CWB. Mr. Fowler is not independent and is affiliated with CWB as a result of his position as CEO of CWB. It is a requirement under the *Bank Act* that the CEO serve as a director of CWB. The Chair of the Board is an independent director. Separating the roles of CEO and Chair of the Board allows the Board to more effectively oversee management, enhances accountability and helps avoid potential conflicts of interest.

In order to ensure directors remain independent from CWB, CWB policies restrict CWB from granting credit to a director or any person, firm or corporation related to a director, unless such credit facility is fully secured by bank deposit instruments, Government of Canada bonds or treasury bills, or securities issued or guaranteed by a provincial government.

ATTENDANCE

Four regularly scheduled quarterly Board meetings and two special Board meetings were held during the 2015 fiscal year. Each Board Committee, excluding the newly formed Risk Committee, met at least four times in 2015. Directors are expected to attend CWB’s annual meeting of shareholders as well as all Board meetings and meetings of committees on which they serve, with the exception of the Loans Committee, which meets on short notice.

The Loans Committee had four regularly scheduled meetings per fiscal year that all Loans Committee members were expected to attend. In addition, the Loans Committee had other meetings throughout the year that were generally convened with less than one week’s notice and full attendance by committee members was not expected nor required. The purpose of these additional meetings was to adjudicate credit applications that exceeded management authority and they were required to be attended by a sufficient number of directors in order for a quorum to be present.

During fiscal 2015, the Board formed a Risk Committee, chaired by Ms. Morgan-Silvester, that replaced the Loans Committee. The Risk Committee oversees the Loan Adjudication Panel, chaired by Mr. Reid. The Risk Committee did not hold any meeting during fiscal 2015; however, the Loan Adjudication Panel met three times.

The following table sets forth the number of Board meetings and committee meetings held during the 12-month period ended October 31, 2015 and the number of meetings attended by each director. The table includes the attendance of Ms. Leaney and Mr. Pechet, who retired from the Board at the 2015 annual meeting of shareholders, and Mr. Jackson, who is not standing for re-election as a director at the 2016 annual meeting of shareholders.

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Director Name	Board (6 meetings)		Audit Committee (4 meetings)		Governance Committee (4 meetings)		HR Committee (5 meetings)		Loans Committee (regular) (4 meetings)		Loans Committee (special) (11 meetings)		Loan Adjudication Panel (3 meetings)
	#	%	#	%	#	%	#	%	#	%	#	#	
Albrecht W. A. Bellstedt	6	100	-	-	4	100	5	100	-	-	-	-	1
Andrew J. Bibby	6	100	-	-	-	-	4	80	1	25	11	-	1
Christopher H. Fowler	6	100	-	-	-	-	-	-	4	100	8	-	2
Linda M. O. Hohol	6	100	4	100	4	100	-	-	4	100	5	-	1
Allan W. Jackson	6	100	-	-	4	100	5	100	4	100	9	-	-
Wendy A. Leaney	4/4	100	2/2	100	-	-	3/3	100	2/2	100	3	-	-
Robert A. Manning	6	100	4	100	4	100	5	100	-	-	-	-	-
Sarah A. Morgan-Silvester ¹	6	100	4	100	-	-	2/2	100	4	100	6	-	1
Howard E. Pechet	4/4	100	-	-	-	-	2/3	67	2/2	100	4	-	-
Robert L. Phillips	6	100	4	100	-	-	5	100	-	-	-	-	-
Raymond J. Protti	6	100	4	100	4	100	-	-	-	-	-	-	-
Ian M. Reid	6	100	4	100	-	-	-	-	4	100	9	-	3
H. Sanford Riley	6	100	-	-	-	-	4	80	3	75	8	-	1
Alan M. Rowe	6	100	4	100	-	-	5	100	4	100	6	-	2
Average Percentage	80/80	100	30/30	100	20/20	100	40/43	93	32/36	89	-	-	-

¹ Ms. Morgan-Silvester joined the HR Committee effective March 5, 2015.

Board or Board Committee	Number of Meetings	Average Attendance Record (%)
Board of Directors	6 Meetings	100%
Audit Committee	4 Meetings	100%
Governance Committee	4 Meetings	100%
HR Committee	5 Meetings	93%
Loans Committee	4 Meetings	89%
Risk Committee	-	-
Loan Adjudication Panel	3 Meetings	-

DIRECTOR TENURE

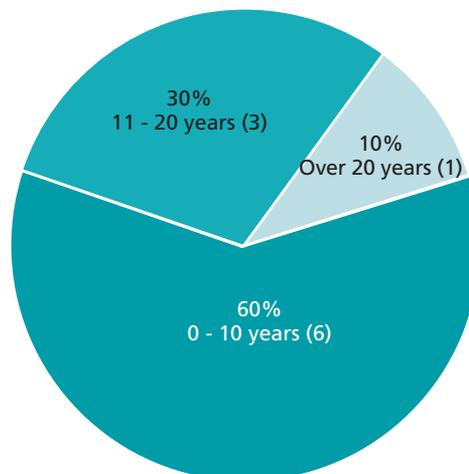
The Board has not adopted a term limit for directors, but has a mandated retirement age of 75. The Board believes that the imposition of director term limits on a board implicitly discounts the value of experience and continuity amongst board members and runs the risk of excluding experienced and potentially valuable board members as a result of an arbitrary determination. The Board relies on rigorous director assessment procedures for evaluating Board members.

The notional objective of term limits is to encourage board turnover, introduce new perspectives and retain independence. The Board believes that it can best strike the right balance between experience, continuity and fresh perspectives without mandated term limits. The Board has demonstrated the effectiveness of its approach, as six new directors, or 50% of the Board, have been appointed since 2011.

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TIME SERVED ON THE BOARD BY DIRECTOR NOMINEES

The chart below shows the tenure of non-executive director nominees standing for election at the 2016 meeting.



OTHER PUBLIC COMPANY DIRECTORSHIPS AND INTERLOCKING DIRECTORSHIPS

CWB recognizes that Board membership requires a significant dedication of time. The Board has considered whether to limit the number of public company directorships its directors can hold. However, the Board has decided not to implement such a policy at this time. The Board believes that its director assessment program is the best method for ensuring that Board members remain accountable and continue to discharge their duties as CWB directors.

The following table lists the nominees for director of CWB who served together on the boards of other public companies as at October 31, 2015. The Board has not implemented a policy on interlocking board memberships as it does not believe that the limited interlocking board memberships shown in the table below impact the ability of these directors to act in CWB's best interests.

Entity	Director	Committees
Stuart Olson Inc.	Albrecht W.A. Bellstedt	-
	Ian M. Reid	Governance and Nominating Committee Human Resources and Compensation Committee Environmental, Health and Safety Committee

DIRECTOR DEVELOPMENT AND ASSESSMENT

NEW DIRECTOR ORIENTATION

CWB provides each new director with a two and a half day orientation, during which time the director has the opportunity to meet with senior management. During these meetings, management provides the new director with an overview of CWB's businesses, operations and initiatives. New directors receive an orientation package, which includes a copy of all Board and committee mandates as well as key CWB policies and other reference material about CWB and the banking industry. New directors are also encouraged to attend at least one meeting of each Board Committee during their first year as a director of CWB.

ONGOING DIRECTOR EDUCATION

CWB's continuing education program focuses on helping directors maintain and enhance their skills and abilities as directors. Directors are kept informed through reports and presentations at the quarterly Board meetings as to matters that are impacting, or which may impact, CWB's operations or that are specific to the oversight responsibilities of the Board and its committees. This includes presentations by management. CWB also provides continuing education to directors regarding business operations of CWB Group as well as the economic, business and regulatory environment in which its businesses operate.

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The table below lists the presentations provided to the Board during the 2015 fiscal year.

Date	Topic	Presented by
December 2014 / March 2015	Wealth Management Strategy	Randy Garvey, EVP, CWB Group
March 2015	OSFI	Jeremy Rudin, OSFI Superintendent
June 2015	Establishing the Risk Function & Board Risk Committee	H. Bogac (Bogie) Ozdemir, EVP & CRO, CWB Group
September 2015	Board Risk Committee Orientation	H. Bogac (Bogie) Ozdemir, EVP & CRO, CWB Group
September 2015	Temenos	David Arnott, CEO, Temenos
September 2015	Cyber Security	Darrell Jones, Chief Information Officer, CWB Group
September 2015	Western Canada Economic Update	Kevin Uebelein, CEO, Alberta Investment Management Corporation

Directors are provided with opportunities to meet directly with CWB Group employees. These opportunities provide the Board with a broader perspective and context on issues relevant to CWB Group. In June 2015, the Board and committee meetings were held in Calgary, Alberta and included a client reception.

Directors are also encouraged to participate in external programs related to Board governance. To assist directors in such participation, CWB maintains a group membership with the Institute of Corporate Directors.

BOARD AND DIRECTOR ASSESSMENTS

In response to the Board's commitment to effective corporate governance, a two-pronged annual evaluation process has been implemented. In "even" years, the Board members assess the effectiveness of the Board as a whole. In "odd" years, the Board members assess the effectiveness of their peers.

Both evaluation processes are conducted in-house and require all members to complete questionnaires that are forwarded to the Chair of the Board (except for the Chair of the Board assessment, which is forwarded to the Chair of the Governance Committee). The Chair of the Board (or the Chair of the Governance Committee in the case of the Chair of the Board assessment) then compiles the results and prepares a single document that includes any comments that may have been forwarded. Anonymity of the particular submitter is maintained, with the aggregate results presented to the Governance Committee.

During the Board assessment, members are asked to rate items such as structure and size of the Board, the knowledge and diversity of the membership, as well as the timeliness and completeness of information received for discussion and the overall effectiveness of the decision-making process. The assessment is intended to highlight deficiencies and solicit suggestions for improving the functioning of the Board. The Governance Committee is responsible for creating a plan to address any deficiency or evaluating and, if appropriate, implementing any suggestion elicited through the Board assessment process.

The peer evaluation asks directors to evaluate each other's leadership skills, communication skills and knowledge. In addition, directors are asked to evaluate the effectiveness of the Chair of the Board and the chairs of the committees in regard to their performance as chair. The peer evaluation process is intended to ensure that each director is contributing to the ongoing stewardship of CWB. The process is a forum for directors to provide each other with suggestions on how they can improve and is also intended to bring to light issues that may ultimately lead to a director being asked to resign. It is expected that directors found by their peers to lack requisite skills or knowledge, whose performance as directors has deteriorated, or whose attendance is less than satisfactory would be asked to resign.

In addition, the Governance Committee engages an outside consultant to undertake a Board effectiveness study at least once every five years. This independent assessment was last completed by Linkage, Inc. (Linkage) in 2014. Linkage conducted surveys of the Board and conducted one-on-one interviews with each director and members of executive management. It also compiled a report of the findings and recommendations and presented it to the

CORPORATE GOVERNANCE

Board at the August quarterly Board meeting. This report was received by the Board and confirmed that the Board functioned well. The report also identified areas in which directors wanted to increase their focus, namely strategy and risk oversight. The Board implemented changes in 2015 to address these areas of focus, which included the creation of the Risk Committee.

OTHER GOOD GOVERNANCE PRACTICES

POLICIES REGARDING REPRESENTATION OF WOMEN ON THE BOARD

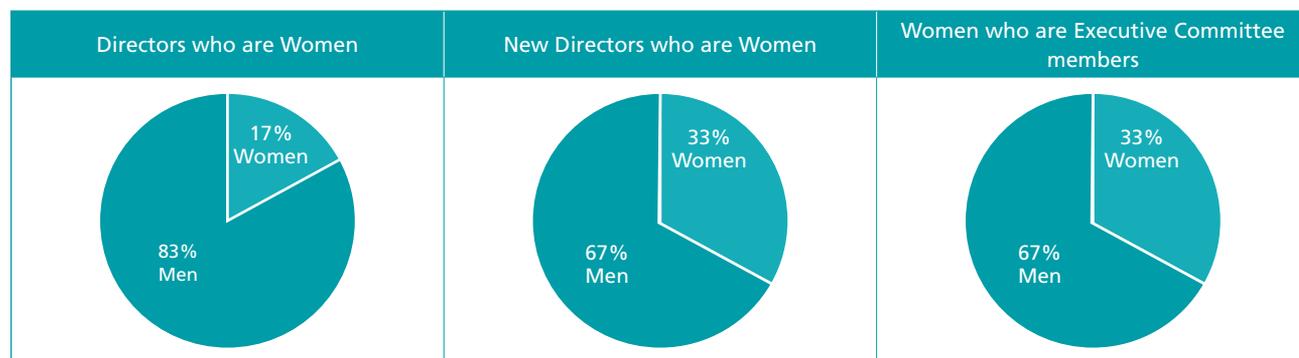
The Board recognizes the value and importance of diversity both at the Board level and within CWB as reflected in CWB's written Corporate Governance Policies. Although diversity was a previous factor considered in the nomination of new directors, in 2014 the Board passed a policy with the goal of increasing the number of women who serve as directors on the CWB Board. In accordance with CWB's Corporate Governance Policies, the Governance Committee is required to consider a number of factors, including gender, ethnic and geographic diversity when seeking new directors for nomination. The Policy set a target that at least 25% of the Board be comprised of women by the end of 2018. The Board currently has two women directors representing 17% of the Board.

Because the Policy has only been in effect for one year, and no new director appointments have occurred in that time, there has not been sufficient opportunity to measure the effectiveness or the progress of the Policy. However, since 2011, two of the six new director appointees (33%) have been women.

POLICIES REGARDING REPRESENTATION OF WOMEN IN EXECUTIVE OFFICER POSITIONS

The CWB's Corporate Governance Policies require the Board, when appointing any of the President and CEO, CFO and each EVP (collectively, the "Executive Committee"), to consider, among other things, the age, gender and ethnic diversity of the Executive Committee. The Policy provides a target that at least 25% of the Executive Committee be comprised of women. Currently, two of six members of the Executive Committee (33%) are women. In addition, four out of 21 (19%) of executive officers (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) at CWB are women.

The following charts set out the number and percentage of women who serve as directors or in executive officer positions at CWB.



SHAREHOLDER ENGAGEMENT

CWB is committed to transparent and effective communication with its shareholders. In support of this commitment, the Board has developed practices to facilitate shareholder engagement.

CWB has adopted a Corporate Disclosure Policy, which is reviewed annually. Quarterly and annual financial disclosures are reviewed by an internal Disclosure Committee prior to being recommended for Board approval and CEO/CFO certification of annual and interim filings. CWB's quarterly earnings conference calls with analysts and institutional investors are broadcast live, via the Internet, and archived on CWB's website for 60 days. The calls are accessible on a live and recorded basis via telephone to interested retail investors, the media and members of the public. CWB includes all significant disclosure documents on its website at cwb.com.

CORPORATE GOVERNANCE

Inquiries and requests for information from shareholders and potential investors receive prompt attention from an appropriate officer. CWB's Investor Relations group is responsible for maintaining communications with the investing public. Investor Relations staff are available to shareholders by email, telephone or mail. Investor Relations contact information is provided on CWB's website at cwb.com/investor-relations.

Shareholders may also communicate with the Chair of the Board or CWB's Corporate Secretary as indicated on the corporate governance section of CWB's website at cwb.com or in writing at the address provided in this Circular.

CWB encourages feedback from its shareholders and engages in regular communication with financial analysts and institutional investors. CWB also solicits feedback from its shareholders through its "Say on Pay" advisory resolution on executive compensation.



EXECUTIVE COMPENSATION AND RELATED INFORMATION

LETTER TO SHAREHOLDERS

Dear Fellow Shareholder:

As the Chair of the Human Resources Committee (HR Committee) and the Chair of the Board of Directors (Board) of Canadian Western Bank (CWB), we are committed to providing you with clear, relevant information on our approach to executive compensation, what our Named Executive Officers (NEOs) are paid and how their level of compensation is determined. Executive compensation is an important area of focus for the HR Committee and the Board because CWB's objective to deliver long-term profitable growth can only be achieved if we are able to attract, retain and motivate talented and capable executives.

SAY ON PAY

We are offering you the opportunity to cast your advisory vote regarding our approach to executive compensation (your "Say on Pay"). Your vote on the advisory resolution is very important as an indication of your understanding and agreement with CWB's approach to executive compensation, and we are committed to responding to shareholder feedback.

CHANGES TO COMPENSATION IN 2015

CWB is committed to designing compensation plans that link executive pay to performance, align compensation with shareholder value and reflect industry best practices. As a result, we continually review and enhance our compensation programs to reflect these objectives. CWB implemented several changes to its incentive compensation programs in 2015 that are highlighted below. The changes are described more fully in the Compensation Discussion and Analysis that follows.

An Additional Performance Share Unit (PSU) Performance Metric: Growth in Adjusted Cash EPS

Effective in 2015, the HR Committee adopted an additional performance measure for the Performance Share Unit Plan (PSU Plan). Performance under the PSU Plan was previously determined by evaluating the total shareholder return (TSR) of CWB's common shares against the TSR of a basket of comparator companies during the same performance period. The new measure adopted by the HR Committee is growth in adjusted cash earnings per share (EPS)¹, which is a metric that is consistent with market trends in compensation, aligns with shareholder interests, and is a factor more under management's control based on their performance. Accordingly, for PSUs granted in 2015, 50% of the PSU payout is contingent on performance of relative TSR and 50% is contingent on achievement of targets for compound annual growth in adjusted cash EPS. In introducing this metric, the HR Committee sought to strike the right balance between relative measures and the achievement of strong financial results and corporate objectives.

Double Trigger on Change of Control and Dividend Reinvestment

In response to shareholder feedback, CWB revised its Restricted Share Unit Plan (RSU Plan), Share Incentive Plan (SIP) and its PSU Plan to incorporate a double trigger requirement for accelerated vesting in a change of control situation. As a result of this change, Long-Term Incentive Program (LTIP) compensation will vest or become immediately exercisable on a change of control if the officer or employee's office or position is eliminated or substantially changed, and the officer or employee leaves the employment of CWB Group within 18 months of completion of the change of control. In addition, the RSU and PSU Plans have also been changed to provide that dividends that notionally accrue on RSUs and PSUs will be credited as additional RSUs or PSUs (as applicable), rather than being paid in cash on vesting.

¹ Adjusted cash EPS is diluted EPS excluding the after-tax amortization of acquisition-related intangible assets and the non-tax deductible change in fair value of contingent considerations. These exclusions represent non-cash charges and are not considered indicative of ongoing business performance.

Reduction of Stock Options and Share Incentive Plan Changes

CWB introduced changes to its LTIP to restrict eligibility for participation in CWB's SIP to officers at the level of vice president or higher. This has reduced the number of employees eligible for stock options from approximately 370 participants to 40. In addition, for participants who continue to be eligible for the SIP, CWB reduced the proportion of options granted as a total percentage of their LTIP eligibility in favour of PSUs or RSUs.

Effective on September 2, 2015, the SIP was also amended to remove the acceleration of vesting and expiration of options upon retirement. The HR Committee believes that by not accelerating option vesting and expiration upon retirement, employees are better motivated to make decisions prior to retirement that continue to support and drive long-term shareholder value creation. In addition, a market review found the prevalent marketplace practice is to not accelerate vesting or expiration upon retirement in stock option plans with less than eight-year terms. Under the terms of the SIP, this amendment did not require shareholder approval. The amendment was approved by the TSX.

KEY COMPENSATION PROGRAM CHANGES PLANNED FOR FISCAL 2016

Refinement to CWB's incentive compensation plans continued to be an important focus of the HR Committee in 2015. Based on the work conducted by the HR Committee this year, the following enhancements to CWB's incentive compensation plans will be introduced in fiscal 2016.

Enhancements in PSU Plan Design

The HR Committee has engaged in further review of its PSU Plan and has approved enhancements to the PSU Plan to increase plan effectiveness with respect to the component based on relative TSR. The HR Committee has decided to incorporate a single three-year performance period for each PSU grant, rather than multiple performance periods for each grant. This three-year cycle is expected to moderate market uncertainty that may occur in shorter performance cycles and is better aligned to the objective of long-term shareholder value creation. In addition, the comparator group of companies that is used to evaluate CWB's relative TSR performance has also been revised to be a more relevant reference point for relative performance. These revisions included the removal of insurance companies from the peer group and increased weighting on the TSX Capped Financials Index. The HR Committee no longer views insurance companies as appropriate comparators given that CWB sold its interest in CDI in 2015.

In addition, the HR Committee has adopted a new performance measure based upon the achievement of strategic objectives that are vital to long-term value creation for CWB's shareholders. Commencing with the PSUs granted in 2016, 30% of the PSU payout will be contingent on performance of TSR relative to a peer group, 30% of the payout will be based on compound annual growth in adjusted cash EPS, and 40% of the payout will be based on the achievement of specified strategic objectives.

Share Incentive Plan Changes

In 2015, the HR Committee undertook a review of the stock option plans of CWB's comparator compensation peer group, the six largest Canadian banks and a number of other public companies. As a result of this review, the Board decided to extend the term of options on future grants.

The terms of the SIP allow for grants of options with up to an eight-year term. Options have traditionally been granted with a five-year term. The review determined that the six largest Canadian banks had an option term of 10 years, and the average option term of the other comparator companies was approximately seven years. As such, the HR Committee decided to grant options with a seven-year term commencing in fiscal 2016. The Committee believes that lengthening the term of options will better motivate employees to make decisions that will benefit CWB in the long term, as shareholder and option holder interests are more closely aligned in the long term. Seven-year option terms strike the best balance between shareholder value, cost of options to CWB, prevalent market practices and motivating employees to make decisions with consideration to long-term value.

2015 CEO COMPENSATION AND PERFORMANCE

The achievement of financial performance targets represents a significant factor in the determination of Mr. Fowler's short-term incentive award. Details of these compensation performance targets and results are described on page 57.

In fiscal 2015, CWB Group achieved record financial results including double-digit loan growth, very strong credit quality, and growth in branch-raised deposits. Significant strategic achievements included the sale of CDI and the divestiture of Valiant Trust's stock transfer business. Performance highlights also include continued advancement of infrastructure projects including the core banking system transformation.

Despite strong financial performance, net interest margin continued to be pressured in fiscal 2015 due to the low interest rate environment including two reductions in the Bank of Canada benchmark rate, a flat yield curve and competitive factors.

After consideration of these results, the HR Committee granted Mr. Fowler a short-term incentive of 101% of base salary, as more particularly described in the Compensation Discussion and Analysis that follows.

CONCLUSION

The Board, with the support of the HR Committee, is committed to ensuring that executive compensation at CWB is aligned with shareholder interests and the achievement of long-term profitable growth. While CWB has always structured its compensation to achieve those objectives, we have implemented a number of key initiatives effective in fiscal 2015 and fiscal 2016 that will further support our objectives.

Communication with our shareholders is important to the ongoing effectiveness of CWB's compensation programs. We encourage you to provide your feedback by writing to ChairoftheBoard@cwbank.com. We will continue to monitor our compensation program against market trends and best practices and adopt compensation practices we believe are appropriate for CWB Group.



Alan M. Rowe, CPA, CA
Chair, Human Resources Committee



Allan W. Jackson
Chair of the Board

EXECUTIVE COMPENSATION AND RELATED INFORMATION

COMPENSATION DISCUSSION AND ANALYSIS

INTRODUCTION

To ensure that CWB meets its business objectives, including providing shareholders with a sound and profitable return on their investment, CWB relies upon an experienced team of executive officers to develop and execute its corporate strategy. As a result, CWB's executive compensation program, which has been designed to attract, reward and retain experienced executive officers, is crucial to its success.

The following is a discussion of CWB's executive compensation program. It includes information regarding our philosophy and approach to executive compensation, the market research, policies and methods we use in determining compensation, and detailed information regarding the structure and awards for the following Named Executive Officers (NEOs) of CWB:

- Christopher H. Fowler, President and CEO
- Carolyn J. Graham, EVP and CFO
- H. Bogac (Bogie) Ozdemir, EVP and CRO
- Randell W. Garvey, EVP
- Gregory J. Sprung, EVP, Banking

COMPENSATION GOVERNANCE

The HR Committee assists the Board with respect to the establishment of CWB's compensation philosophy and structure. It is currently comprised of seven independent directors: Alan M. Rowe (Chair), Andrew J. Bibby, Allan W. Jackson, Sarah A. Morgan-Silvester, Robert A. Manning, Robert L. Phillips, and H. Sanford Riley.

The Board recognizes the importance of appointing knowledgeable and experienced individuals to the Committee who have the necessary background in executive compensation and risk management to fulfil the Committee's obligations to the Board and shareholders. The members of the HR Committee have the knowledge, skills and experience in executive compensation and human resources matters to make inquiries and decisions on the suitability of CWB's compensation policies and practices. All members of the Committee have significant experience in these areas as senior leaders of other organizations. This experience includes the following:

- All members have direct experience in compensation matters as current or former CEOs or executive officers; and
- Four members serve as compensation committee members for other publicly traded companies, including two members who chair other compensation committees.

Additional information regarding the HR Committee members standing for re-election as directors is provided in the individual director biographies found in the Director Nominees section of the Circular.

In carrying out its responsibilities, the HR Committee adopts numerous governance best practices, including in camera sessions without management present during every Committee meeting and a work plan which sets out the timetable of all regularly occurring matters for which the Committee is responsible. The CEO and the EVP, Human Resources attend meetings of the HR Committee but do not have the right to vote on any matter. Other senior officers may also attend for parts of a meeting for presentation purposes. No officer, including the CEO, is present when his or her compensation is discussed. The HR Committee also hires external advisors to advise it on compensation matters in general, including a survey of market practices regarding compensation levels and structure, no less than once every three years.

In addition, the HR Committee receives feedback from shareholders through an annual advisory resolution on CWB's approach to executive compensation, through emails sent to ChairoftheBoard@cwbank.com, and by meeting with key stakeholders upon request.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

EXECUTIVE COMPENSATION PHILOSOPHY

The compensation program for CWB's executives is based on three guiding objectives:

- to attract and retain competent and motivated individuals;
- to align compensation with the achievement of CWB Group's strategic and operational objectives; and
- to align compensation with long-term shareholder interests.

PAY FOR PERFORMANCE

In determining compensation levels and the compensation structure for executive positions, the HR Committee strives to ensure a competitive level of total compensation relative to comparative positions in the western Canadian market and/or Canadian financial services companies of a similar size, as appropriate. The executive compensation philosophy is to provide a reasonable level of annual base compensation commensurate with the responsibilities of the executive, with all other compensation elements based on pay for performance. The Board supports a compensation structure that ensures that the link between pay and performance is straightforward, and believes that overly complex compensation structures are difficult to understand and thereby provide less motivation for the employee. Performance in the context of the short-term incentive is based on a combination of the achievement of annual corporate objectives and individual contributions. Performance in the context of the long-term incentive is based on value creation for shareholders and is designed to encourage executives to remain with CWB over the long term.

AT-RISK COMPENSATION

This compensation philosophy results in a significant portion of each executive's compensation being "at risk" in order to motivate executives and to align their interests with the creation of long-term shareholder value. Generally speaking, the more senior the position, the greater the executive's total compensation is "at risk" and deferred over time.

APPROPRIATE DISCRETION

The HR Committee retains discretion to adjust individual awards to deal with unexpected circumstances or undesirable outcomes. Under the STIP, the HR Committee has the discretion to reduce or eliminate a calculated cash incentive payment; however, the Committee's discretion to increase a calculated award is limited in dollar terms to an amount not exceeding 50% of the award at target.

MARKET BASED

CWB's compensation philosophy is to position total compensation for each executive at the median of comparator market data. Variances from the median may be determined by the HR Committee based on such factors as individual performance, relevant experience, tenure, internal equity considerations and retention potential. While the objective is to ensure that a significant portion of compensation is at risk based on performance, it is also designed to ensure that superior performance will result in superior compensation and that it achieves the objective of retaining capable management.

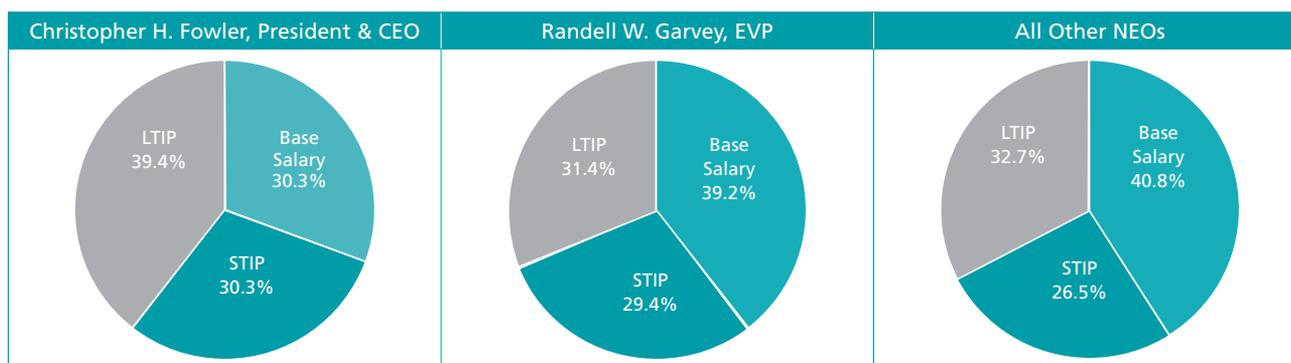
RETIREMENT BENEFITS

Retirement income benefits for executive officers are provided through CWB contributions to the Group Registered Retirement Savings Plan (Group RRSP), a retirement arrangement available to all employees, and the Supplemental Retirement Arrangement for Senior Executives of CWB (Supplemental Retirement Plan). The Supplemental Retirement Plan is a defined contribution retirement arrangement intended to compensate executive officers in situations where the calculated contribution to the Group RRSP exceeds regulated maximums.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

COMPENSATION MIX TARGETS

Components of each executive's overall compensation vary with the position and that particular position's ability to impact CWB's success. The following charts illustrate, as a percentage for each element, the target total compensation mix for each currently employed NEO in 2015.



COMPENSATION ALIGNMENT WITH RISK MANAGEMENT PRINCIPLES

The HR Committee monitors CWB's compensation structure against trends in the industry. Over the past number of years, CWB's compensation practices have been enhanced to incorporate measures to strengthen the alignment between compensation practices and risk management and to align with industry trends and best practices. These measures included an increase in the shareholding requirement of executive officers and an amendment to the LTIP to include stock options, RSUs and PSUs. Grants of options, RSUs and PSUs are made in separate tranches throughout the year, thereby providing overlapping performance cycles that require sustained levels of performance over a longer period to achieve a consistent payout.

Risk consideration is embedded into measurements used for determining compensation as described in the table below.

COMPENSATION RISK CONSIDERATION MODEL		
Risk Considerations in Compensation Policy	How Risks are Measured	How Risk Affects Compensation
Market and economic risks	Financial performance measures including earnings per share growth and loan growth	Short-term and long-term incentive grants are increased or decreased from target levels based upon financial performance of CWB and individual performance and subject to discretionary risk adjustments by the HR Committee. To align compensation with time horizon risks and motivate employees to create long-term shareholder value, a portion of variable compensation is deferred. Unvested variable compensation is subject to forfeiture in the event of termination of employment in certain circumstances. Vested and unvested variable compensation is subject to clawback in the event of financial restatement, fraud or intentional misconduct.
Financial risks	Return on equity and efficiency ratios	
Credit risk exposure	Provision for credit losses	
Time horizon risks	Long-term share price	
Reputational risks	Customer comments, share price, and discretionary judgment	
Operational risks (including fraud, legal, compliance, business disruption, etc.)	Loss data	

EXECUTIVE COMPENSATION AND RELATED INFORMATION

The HR Committee believes the alignment of compensation governance practices with risk management principles promotes the generation of long-term shareholder value within an effective risk control environment. The Financial Stability Board established Principles for Sound Compensation Practices and Implementation Standards with the intent to protect against excessive risk-taking and to enhance the stability and soundness of the global financial system. The following table summarizes the alignment of CWB's practices with these principles.

Financial Stability Board Principles	CWB Alignment
<p>Board actively oversees the compensation system's design and operation</p>	<ul style="list-style-type: none"> • The Board establishes CWB's compensation philosophy and structure • The HR Committee, composed entirely of independent directors <ul style="list-style-type: none"> - reviews the outcomes of the compensation structure to ensure that they are consistent with the compensation philosophy - oversees the hiring, promotion and compensation of executive officers - ensures effective succession planning is in place - approves and amends compensation programs - determines incentive compensation criteria and allocations • The HR Committee obtains advice on the components of compensation from independent compensation consultants • The HR Committee meets in camera for part of each Committee meeting and provides its report in camera to the Board
<p>Board monitors and reviews the operation of the compensation system</p>	<ul style="list-style-type: none"> • Key performance objectives are approved by the HR Committee at the beginning of the year, and performance against those objectives is evaluated at the end of each year in order to establish that year's awards • The HR Committee engages an independent compensation consultant at least once every three years to review the compensation structure and the level of compensation of the executive officers
<p>Employees in financial and risk control functions must be compensated in a manner that is independent of the business areas they oversee</p>	<ul style="list-style-type: none"> • Compensation for employees in control functions (risk, audit, compliance and finance) is based on enterprise performance and individual performance and is independent of the results of specific businesses supported
<p>Compensation is adjusted for all types of risk</p>	<ul style="list-style-type: none"> • The Chairs of the Audit Committee and Risk Committee are members of the HR Committee and the Chair of the HR Committee is a member of the Audit Committee. In addition, three other members of the HR Committee are members of the Audit Committee and two other members of the HR Committee are members of the Risk Committee. These cross-memberships on committees of the Board support alignment of compensation and risk control principles • All executive compensation plans have a discretionary element that permits the HR Committee to consider risk when determining awards • The HR Committee includes capital and risk-based ratios, such as return on equity and the provision for loan losses, as part of the performance targets for variable compensation
<p>Compensation outcomes are symmetric with risk outcomes</p>	<ul style="list-style-type: none"> • Short-term incentives are subject to maximum percentages of base salary and a minimum of zero • Variable compensation of all employees may be subject to forfeiture if an employee resigns or is terminated for cause • Variable compensation of senior managers is subject to clawback and forfeiture in the event of a financial restatement, fraud or intentional misconduct

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Financial Stability Board Principles	CWB Alignment
Compensation payouts are aligned with the time horizon of risks	<ul style="list-style-type: none"> Stock options and PSUs vest after three years and RSUs vest one-third in each year after they are awarded, ensuring sufficient time for the share price to incorporate the impact of risks taken Share ownership requirements for all officers of CWB ensure their interests are aligned with shareholders at all times Officers are not permitted to use hedging strategies designed to monetize or reduce market risk associated with equity-based compensation or their holdings in CWB securities
The mix of cash, equity and other forms of compensation is consistent with risk alignment	<ul style="list-style-type: none"> Equity-based compensation as a percentage of total compensation increases with seniority and the authority of individuals to make decisions that could have a material impact on the risk profile of CWB

KEY RISK MITIGATING POLICIES

SHAREHOLDING REQUIREMENT FOR EXECUTIVE OFFICERS

The Board and the HR Committee strongly support equity ownership and believe that executives should have a considerable investment in CWB common shares and common share equivalents. Share ownership guidelines require officers to maintain ownership levels equal to a multiple of annual salary.

The level of ownership may be achieved through the holding of common shares and outstanding RSUs and PSUs. Compliance is assessed annually on October 31. Under the terms of his employment agreement, the CEO is required to achieve minimum shareholdings equal to five times his salary by October 31, 2018. This requirement is imposed gradually beginning with an initial requirement of two times annual salary at October 31, 2013, increasing each fiscal year thereafter until October 31, 2018. Other NEOs must achieve their minimum shareholdings within three years of receiving their promotion or within five years of commencing employment with CWB.

Mr. Fowler's employment agreement also requires him to hold his minimum shareholdings for a period of six months after his departure from CWB and to hold one-half of the minimum for a further six months, should he (a) retire, or (b) unilaterally resign for a reason other than a change of control where his position is eliminated or substantially changed or as required under CWB's majority voting policy.

Each NEO met the minimum shareholding requirement as at October 31, 2015.

NEO	Ownership Requirement Multiple	Ownership Requirement (\$)	Total Value of Common Shares, RSUs and PSUs Held (\$)¹	Common Shares, RSUs and PSUs as a Multiple of Salary
Christopher H. Fowler President and CEO	3 times annual salary²	2,025,000	2,278,411	3.38
Carolyn J. Graham EVP and CFO	2 times annual salary	620,000	897,568	2.90
Randell W. Garvey EVP	2 times annual salary	741,708	785,803	2.12
H. Bogac (Bogie) Ozdemir EVP and CRO	2 times annual salary³	538,846	379,664	1.41
Gregory J. Sprung EVP, Banking	2 times annual salary	673,334	1,236,848	3.67

¹ RSUs, PSUs and common shares are valued at the common share closing price of \$25.13 on October 30, 2015. If the common share price at closing on October 30, 2015 is not sufficient for the NEO to meet the shareholding requirement, then in accordance with CWB's policy, the common shares may be valued at the value on the date of purchase or the adjusted cost base if such value is higher.

² Mr. Fowler's employment agreement provides for an ownership requirement on October 31, 2015 equal to three times annual salary with an incremental yearly increase in his ownership requirement until October 31, 2018 when his ownership requirement will be equal to five times annual salary.

³ Mr. Ozdemir has until December 8, 2019 to meet his shareholding requirement.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

COMPENSATION RECOUPMENT POLICY

CWB has a Compensation Recoupment Policy that provides, at the discretion of the HR Committee, for the recoupment of previously paid variable compensation, the forfeiture of vested and unvested equity-based variable compensation, and the recoupment of any realized gains on previously exercised equity-based compensation in the event of a financial restatement or if the individual engages in job-related fraudulent conduct or intentional misconduct.

SHARE TRADING RESTRICTIONS

The CWB share trading restrictions prohibit CWB's officers from directly or indirectly entering into short sales or buying or selling a call or a put in respect of CWB's securities. CWB's share trading restrictions also prohibit the entering into of non-recourse pledges of CWB securities and the purchase of financial instruments (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) designed to hedge or offset a decrease in the market value of equity securities of CWB granted as compensation or held, directly or indirectly, by a director or officer of CWB.

COMPENSATION DECISION-MAKING PROCESS

SELECTION OF COMPARATOR PEER GROUP

To attract, motivate and retain talented employees, CWB must be competitive relative to the markets in which it competes for talent. To monitor compensation competitiveness, the HR Committee regularly evaluates executive compensation against a peer group of Canadian companies that are of comparable size and complexity to CWB. Consistent with CWB's compensation philosophy, CWB attempts to position its executive compensation at the median of its peer group.

CWB retains an independent compensation expert at least once every three years to provide it with a custom survey and to assist it in determining a comparator peer group. In 2013, the HR Committee retained Towers Watson Canada Inc. (Towers Watson) to assist it in selecting an appropriate peer group. The following sets out the criteria that were used for peer group selection.

Peer Selection Criteria
<ul style="list-style-type: none">• Financial institutions headquartered in Canada• Total assets between 0.25x and 4.0x of the total assets of CWB• Certain sub-industries excluded (e.g. investment dealers)

Following completion of this comprehensive review in 2013, CWB approved the following peer comparator group for executive compensation purposes, commencing in fiscal 2014:

Comparator Peer Group	
ATB Financial	HSBC Bank Canada
E-L Financial Corporation Ltd.	IGM Financial Inc.
Equitable Group Inc.	Industrial Alliance Insurance and Financial Services Inc.
First National Financial Corporation	Intact Financial Corporation
Genworth MI Canada Inc.	Laurentian Bank of Canada
Home Capital Group Inc.	TMX Group Ltd.

COMPENSATION BENCHMARKING AND ASSESSMENT

The HR Committee reviews and benchmarks CWB's total compensation for its executives against the comparator peer group to ensure that CWB is providing competitive compensation. There are no Canadian publicly traded financial institutions of a similar size with a similar business mix and geographic focus as CWB. As a result, the HR Committee reviews a secondary reference point and assesses compensation against local market companies of similar size. In addition, it reviews broad-based executive compensation surveys to help determine base salary and total compensation for its senior executives. The benchmarking data, along with other relevant factors such as

EXECUTIVE COMPENSATION AND RELATED INFORMATION

internal equity, are used to develop a target compensation mix and an aggregate compensation package for each executive position that is in the median range of the comparator market compensation data.

Throughout the compensation benchmarking and assessment process, the HR Committee engages and receives expert advice from its compensation consultant who conducts surveys and provides competitive data and market trends, and the HR Committee considers any management recommendations that may be offered.

In 2014, the HR Committee conducted a detailed compensation review and is satisfied that its objective of targeting compensation in the median range of its peer group was achieved.

INDEPENDENT ADVICE FROM COMPENSATION CONSULTANTS

The HR Committee benefits from input from its external, independent compensation consultants. The mandate of its compensation consultants is to serve CWB Group and to work for the HR Committee in its review of executive compensation, including advising on the competitiveness of pay levels, executive compensation design issues and market trends. In 2015, the HR Committee retained the services of two independent consultants.

Towers Watson was first retained by the HR Committee in November 2012 and has continued to work with the HR Committee since then. In 2015, the nature and scope of services provided by Towers Watson to the HR Committee included providing an overview of market practices and considerations with respect to adjusting executive incentive plan targets in response to extraordinary events (e.g., unanticipated sale and / or acquisition of a material asset).

The HR Committee also retained Meridian Compensation Partners, LLC (Meridian) for the first time in June 2015 to provide advice to the HR Committee on executive compensation matters. The nature and the scope of services provided by Meridian included:

- conducting a detailed review of CWB's PSU Plan and making recommendations for PSU improvements, including recommendations regarding the addition of a third performance metric and changes to the performance periods for PSUs; and
- providing analysis and making recommendations regarding changes to the peer group used for relative TSR benchmarking for the PSU Plan.

The HR Committee is informed about any services that are provided by its compensation consultants to CWB Group or members of management. This allows the HR Committee to consider whether the ability of its compensation consultants to act as an independent resource to the HR Committee may be compromised. Meridian has not provided any services to CWB Group or management. Towers Watson provided some services to CWB management in 2014 and 2015 but assigned separate compensation consultant teams to provide services to the HR Committee and to CWB Group management to further reduce the likelihood its independent judgment may be impacted.

The following table lists the aggregate fees billed by Towers Watson and Meridian for their services, by category:

	Year Ended October 31, 2015 (\$) ¹	Year Ended October 31, 2014 (\$) ¹
Towers Watson		
Executive compensation related fees	21,347	211,282
All other fees ²	34,609 ³	220,133
Meridian		
Executive compensation related fees	56,550	-
All other fees ²	-	-
Total	112,506	431,415

¹ Fees include all applicable taxes.

² The fees for the services provided by CWB's compensation consultants to CWB management are detailed in the "All Other Fees" category.

³ This figure includes fees for services that were provided in 2014 and described in last year's Circular, but were not billed until 2015.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

OVERVIEW OF COMPENSATION DECISION-MAKING PROCESSES

The following sets out the HR Committee's compensation decision-making process.

1. Establish Target Compensation

The HR Committee sets target compensation levels for each NEO based on the benchmarking and assessment process described above. In addition, the EVP, Human Resources provides the HR Committee with relevant market data and other information as requested in order to support the HR Committee's deliberations. The CEO also makes recommendations to the HR Committee regarding the level and form of compensation awards for the executive officers, other than the CEO. The HR Committee has full discretion to adopt or alter management recommendations and to consult its own advisors. The target compensation mix and aggregate compensation package for each NEO is positioned at the median range of the comparator market compensation data.

2. Set Organization and Individual Performance Objectives

The HR Committee establishes performance objectives for overall performance of the organization as well as individual NEO performance. These include both financial and non-financial performance objectives, as well as specific initiatives and qualitative goals (such as individual contributions to the organization through effective leadership). In fiscal 2015, CWB introduced a more rigorous goal-setting process with respect to individual NEO goals, and has narrowed the number of financial objectives to ensure alignment with CWB's strategic direction and annual objectives.

3. Evaluate Performance Against Objectives

Following the end of the fiscal year, the HR Committee considers the organization's performance against key shareholder and operational metrics, as well as individual NEO performance.

4. Determine Performance-Based Compensation Awards

Based on the achievement of specified business and individual performance objectives, the HR Committee determines the appropriate STIP compensation to be awarded to the NEOs for that fiscal year and the amount of the LTIP pool for the next fiscal year. In addition to achievement of objectives, the HR Committee also considers other relevant factors, including risk implications. The CEO provides the HR Committee with his assessment of NEO performance and makes recommendations regarding incentive compensation awards. The HR Committee has full discretion to adjust incentive compensation up or down for considerations not explicitly captured in business performance. The discretion of the HR Committee to increase STIP for NEOs is limited in dollar value to an amount not exceeding 50% of the award at target.

ELEMENTS OF TOTAL COMPENSATION

Total compensation for CWB's executives includes the following elements:

1. Base salary
2. Short-term incentive
3. Long-term incentive
4. Benefits and perquisites

EXECUTIVE COMPENSATION AND RELATED INFORMATION

The following table is a summary of the different compensation elements and how they differ:

	Total Direct Compensation			Indirect Compensation
	Base Salary	Short-Term Incentive	Long-Term Incentive	
Form	Cash	Cash	RSUs ¹ PSUs ² Options ³	Retirement Benefits, Group Benefits and Perquisites
Purpose	Compensates executives for the leadership and specific skills needed to fulfil their responsibilities	Rewards executives for creating shareholder value and achieving specific performance objectives	Links the interests of NEOs and shareholders by rewarding NEOs for share price appreciation, relative TSR and compound annual growth in adjusted cash EPS	Invests in employee health and well-being and provides funding for income at retirement
Performance Period	1 year	1 year	3-5 years	-

¹ Vest and pay out one-third each year for three years.

² Vest and pay out on third anniversary.

³ Vest and exercisable on third anniversary and expire on fifth anniversary. For options grants issued in 2016, options will expire on the seventh anniversary.

The following section provides a further description of each of the elements of compensation.

1. Base Salary

Base salary is used to provide a level of income certainty and for attraction and retention. Base salary takes into account market competitiveness, individual performance and internal equity. Annual increases to base salary are generally within a range provided to all CWB employees. Additional increases beyond this percentage may be made to reflect additional responsibilities assumed by the executive, to reflect expanded oversight responsibilities of the executive associated with the growth of the business or to bring an executive's base salary within the median range of the comparator market compensation data.

2. Short-Term Incentive

The STIP consists of an annual bonus, paid in cash. The maximum award is based on a percentage of the executive's base salary. This percentage increases with the seniority of the executive. The actual award in any given year will vary as it is linked to financial and non-financial performance of CWB and the executive during the year.

Financial performance measures for short-term incentive awards are set at the beginning of each fiscal year. The Committee sets performance metrics for threshold, target and maximum award levels. This financial component of the STIP forms 70% of the potential award. In addition, at the beginning of each year, specific objectives related to strategic initiatives and leadership competencies are established for each NEO which form the basis of 30% of the potential award. At the end of each year, the HR Committee reviews CWB's financial results and discusses variations between targets and performance with the CEO. The HR Committee also reviews the CEO's achievement of his short-term incentive objectives and the performance of each of his direct reports, including the NEOs. Achievement of CWB's annual compensation performance targets and individual NEO performance is a major consideration in determining the amount of the annual performance incentive. However, the HR Committee understands that strict adherence to formulas for determining the annual performance incentive may lead to unintended consequences and may be counterproductive to creating shareholder value, particularly in a rapidly changing environment. Accordingly, the HR Committee may exercise discretion in assessing an executive's performance and in determining the amount of an annual short-term incentive award based on external or internal factors affecting financial results. Although the HR Committee may reduce an award by any amount, the Committee may not increase an NEO's award by an amount exceeding 50% of the NEO's target award level.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

3. Long-Term Incentive

The LTIP is designed to motivate and reward employees for creating mid- and long-term shareholder value, building a successful business and executing on CWB Group's strategic direction. The LTIP consists of the SIP, the RSU Plan and the PSU Plan. The payout value of all RSU, stock option and PSU grants are based on share price performance, thereby aligning officer interests with shareholder interests. In addition, for the PSU Plan, payout values for PSUs are also based, in part, on relative performance metrics. Target awards are equal to a percentage of the Participant's base salary. This percentage increases with the seniority of the Participant.

In the past two years, CWB has reduced the number of stock options that are issued pursuant to the LTIP. Approximately 400 employees (Participants) of CWB Group at the mid-management level and above participated in the LTIP in 2014 and approximately 370 of them were eligible for stock options. In fiscal 2015, Participants below the level of vice president received LTIP grants solely in the form of RSUs. As a result, even though the total number of Participants in the LTIP was similar in 2015, the number of Participants eligible for SIP in fiscal 2015 was reduced to approximately 40 employees. Participants in the LTIP at the level of vice president and higher receive a reduced percentage of the LTIP in the form of options with an offsetting increase in RSUs and PSUs.

Each December, the HR Committee determines the annual aggregate value of LTIP awards for all Participants, including the individual grants to the NEOs for that fiscal year (i.e., in December 2014, the grant decisions were made for the 2015 fiscal year). The achievement of the stated performance targets for 2014 was a material consideration in the determination of both the aggregate value of the 2015 LTIP grants and the individual grants to the NEOs. Notwithstanding that the aggregate value of the annual LTIP grants is determined by reference to the previous year's financial performance, the LTIP grants are considered to be part of the executive's compensation for the current fiscal year.

The following table sets out the target value of the LTIP grant for the NEOs for fiscal 2013, 2014 and 2015 together with the allocation of the grant between options, RSUs and PSUs.

		LTIP Value	Allocation of LTIP		
			Options	RSUs	PSUs
President and CEO	2015	130% of Base Salary	25%	25%	50%
	2014	130% of Base Salary	40%	30%	30%
	2013	130% of Base Salary	65%	35%	0%
EVPs	2015	80% of Base Salary	25%	35%	40%
	2014	80% of Base Salary	50%	30%	20%
	2013	80% of Base Salary	60%	40%	0%

On a grant date for RSUs or PSUs, the weighted average trading price of one CWB common share on the date on which the RSU or PSU was granted and the four trading days preceding the grant date is divided into the value of the applicable allocation to arrive at the number of RSUs or PSUs that will be granted to the executive. On a grant date for options, the value of an option on such date is determined using a binomial option pricing model. The option value is divided into the value of the applicable allocation to arrive at the number of options that will be granted to the executive. Stock options, PSUs and RSUs are granted separately throughout the year. Grants of RSUs, PSUs and stock options are not influenced by previous grants made to an executive.

Actual total compensation received by a NEO in any given year is subject to fluctuation based on the price of the common shares at the time his or her LTIP grants vest or when options are exercised. In order to assess whether the actual total compensation received by a NEO over time corresponds with expected total compensation, actual total compensation data is reviewed periodically by the HR Committee.

The following provides details about CWB's LTIP plans.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

SHARE INCENTIVE PLAN (ALL FIGURES CURRENT TO DECEMBER 31, 2015)

Securities Issued and Issuable

- 16,932,000 common shares have been authorized for issuance under the SIP by shareholders since the inception of the SIP in 1994 (after adjusting for stock dividends in 2005 and 2007, each of which effectively achieved a two-for-one split of CWB's common shares), representing 19.77% of all issued and outstanding common shares.
- 5,090,195 common shares are reserved for issuance under existing grants, representing 5.94% of all issued and outstanding common shares.
- 1,716,942 common shares are available for issuance under future grants (excluding shares not yet approved for issuance by shareholders), representing 2.00% of all issued and outstanding common shares.

Exercise Price

- All outstanding options have an exercise price equal to the weighted average trading price of CWB's common shares on the TSX on the grant date and the four trading days immediately preceding the grant date. The SIP provides that the exercise price of an option cannot be less than this price.

Term

- All outstanding options currently have a term of five years. The SIP permits options to be granted with a term of up to eight years. Up to and including fiscal 2015, options have been generally granted with a term of five years. However, the HR Committee has resolved to issue options with a seven-year term (vesting after three years) beginning in fiscal 2016 in order to better align management and long-term shareholder interests and more closely follow market practice.
- An option's term is extended by up to 10 trading days following a blackout period should it otherwise expire during, or immediately after, a blackout period.

Vesting

- All outstanding options vest three years after they are granted. The HR Committee has the authority to set the date at which options vest and to accelerate the time at which any option vests.
- All outstanding options granted prior to November 21, 2014 vest upon a change of control. Options granted after November 21, 2014 vest immediately if there is a change of control, the option holder's employment is eliminated or substantially changed, and the option holder ceases to be an employee of CWB Group within 18 months of the change of control.

Resignation, Termination, Death or Retirement

The following describes how options are affected by a Participant's resignation, termination, death or retirement:

	Unvested Options as of the Effective Date	Options Vested but Unexercised as of the Effective Date
Resignation	Unvested options are forfeited	Must be exercised before the earlier of the original expiry date and 90 days from the date of resignation
Termination (with cause)	Unvested options are forfeited	Must be exercised before the earlier of the original expiry date and 30 days from the date of termination
Termination (without cause)	Unvested options are forfeited	Must be exercised before the earlier of the original expiry date and one year from the date of termination
Death	Unvested options vest immediately	Must be exercised before the earlier of the original expiry date and two years from the date of death
Retirement (as defined in the SIP)	Under the SIP, options granted prior to September 2, 2015 vest at the earlier of the original vesting date and one year from the date of retirement and must be exercised before the earlier of the original expiry date and two years from the date of retirement, unless the holder elects to keep the original vesting and expiry date. Options granted after September 2, 2015 will continue to vest on the original vesting date and terminate on the original expiry date.	Options granted prior to September 2, 2015 must be exercised before the earlier of the original expiry date and two years from the date of retirement, unless the holder elects to keep the original vesting and expiry date. Options granted after September 2, 2015 must be exercised prior to the original expiry date.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Assignment

No option is assignable other than by will or the laws of descent and distribution or pursuant to a qualified domestic relations order.

Cashless Settlement of Options

Since March 2014, in order to reduce dilution, all exercises of options must be settled under the cashless settlement method. The cashless settlement method allows for the value of options at the time of exercise to be settled by exchanging the options for "Substituted Rights" and the immediate conversion of those rights into common shares. To the extent that the number of options exercised under the cashless settlement method exceeds the number of common shares issued, the excess is returned to the pool of common shares reserved for issuance under options.

The cashless settlement method provides that the number of shares to be issued be determined by the following formula:

$$\text{Number of shares} = \text{Number of Substituted Rights} \times \frac{(\text{Current Price} - \text{Exercise Price})}{\text{Current Price}}$$

- "Current Price" means the closing price of CWB common shares on the TSX on the date the notice of exchange is delivered to CWB.
- "Exercise Price" means the exercise price of the options.

Amendments

Shareholder approval is required for the following types of amendments to the SIP:

- amendments to the number of common shares issuable under the SIP, including an increase to a fixed maximum number of common shares or a change from a fixed maximum number of common shares to a fixed maximum percentage;
- any amendment which reduces the exercise price or purchase price of an option;
- any amendment extending the term of an option beyond its original expiry date except as otherwise permitted by the SIP;
- the adoption of any option exchange involving the cancellation and reissuance of options;
- an amendment which would permit options to be transferred or assigned to an arm's-length third party who is not an associate, affiliate or legal representative of the option holder;
- any amendment expanding Participants to include non-employee directors; and
- amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

The Board may amend the SIP without shareholder approval for certain types of amendments, including amendments to the vesting provisions and amendments necessary to comply with applicable law.

RESTRICTED SHARE UNIT PLAN

RSUs granted under the RSU Plan are bookkeeping entries credited to an account created for each Participant. Each RSU represents a unit with an underlying value equivalent to the value of one CWB common share. Notional dividends accrue to the holder of the RSU and are converted on the dividend date into additional RSUs that vest in accordance with the respective grant. Under the RSU Plan, each RSU vests before December 31 of the third year after the grant.

The RSU Plan provides that, with respect to each grant of RSUs, one-third of RSUs outstanding on the first anniversary of the respective grant date vest at that time, one-half of the RSUs outstanding on the second anniversary of the respective grant date vest at that time, and the remaining RSUs vest on the third anniversary of the respective grant date. The value of a RSU on the vesting date will be based on the average of the weighted average trading price of the common shares on the TSX for each of the four business days preceding the vesting date plus the vesting date of the RSU. The value of each RSU is paid to Participants, in cash, no later than 60 days after vesting.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

If a Participant ceases to be an employee before a RSU's vesting date by reason of his or her death or retirement, then such granted RSUs vest in accordance with the terms of the RSU Plan as if the Participant was an employee on the RSU vesting date. Subject to Board discretion, if a Participant's employment ceases for any reason other than death or retirement, all of the Participant's unvested RSUs are cancelled and no compensation is paid for those RSUs. A Participant's RSUs will immediately vest on a change of control if the Participant's office or position is eliminated or substantially changed, and the Participant leaves the employment of CWB Group within 18 months of completion of the change of control.

PERFORMANCE SHARE UNIT PLAN

On December 4, 2013, the Board approved the creation of the PSU Plan. PSUs are bookkeeping entries credited to an account created for each Participant granted PSUs. Each PSU represents a unit with an underlying value equivalent to the value of one CWB common share. Notional dividends accrue to the holder of the PSU and are converted on the dividend date into additional PSUs that vest in accordance with the respective grant. PSUs vest on a date specified by the HR Committee at the date of grant, but in no event later than December 31 of the third year after the grant.

Upon completion of the performance period associated with granted PSUs, a performance multiplier is applied to the PSUs originally granted such that the total value of the PSUs that ultimately vest may be greater or less than the value of an equal number of CWB common shares.

If a Participant ceases to be an employee before a PSU's vesting date by reason of his or her death or retirement, then the PSU will vest in accordance with the terms of the PSU Plan as if the Participant was an employee on the PSU vesting date. Subject to Board discretion, if a Participant's employment ceases for any reason other than death or retirement, all of the Participant's unvested PSUs are cancelled and no compensation is paid for those PSUs. A Participant's PSUs will immediately vest on a change of control if the Participant's office or position is eliminated or substantially changed, and the Participant leaves the employment of CWB Group within 18 months of completion of the change of control.

The HR Committee continues to refine the Plan's performance criteria to ensure overall plan effectiveness and alignment with shareholder long-term interests. As part of this refinement process, the performance measures for each grant year have been adjusted as described below.

2014 PSU Grants

For grants in fiscal 2014, the multiplier is determined by comparing the TSR of CWB's common shares during a performance period against the TSR of a basket of comparator companies during the same performance period. The comparator companies generally reflect the companies the HR Committee has selected as peers for the purpose of benchmarking CWB's executive compensation. CWB's performance is measured as a percentile of the peers' performance. The multiplier applied is equal to double the percentile rank of CWB's performance, such that at the 50th percentile the multiplier is equal to 100%, resulting in the value of PSUs vesting equalling the value of an equal number of CWB common shares. However, if CWB's performance ranks below the 25th percentile amongst its peers, the multiplier is set at 0%, resulting in the PSUs having no value. In addition, the multiplier is a maximum of 100% in the event that CWB delivers a negative TSR.

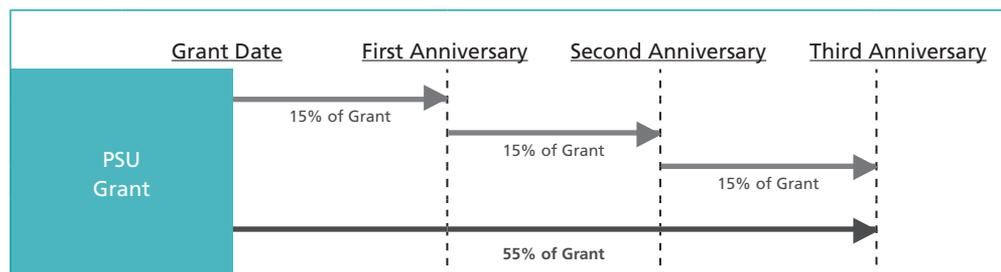
$$\begin{array}{|c|} \hline \text{Vesting Date Value} \\ \text{of PSU} \\ \hline \end{array} \times \begin{array}{|c|} \hline \text{Multiplier based on} \\ \text{TSR Ranking} \\ \hline \end{array} \times \begin{array}{|c|} \hline \text{Number of PSUs} \\ \text{Vesting} \\ \hline \end{array} = \begin{array}{|c|} \hline \text{Payout on Vesting} \\ \hline \end{array}$$

PSUs vest on the third anniversary of their date of grant. The performance periods attached to the 2014 grants follow the following schedule:

- 15% of the weighting of the PSUs granted is calculated based on a one-year performance period beginning on the date of grant and ending on the first anniversary thereof;
- 15% of the weighting of the PSUs granted is calculated based on a one-year performance period beginning on the first anniversary of the date of grant and ending on the second anniversary thereof;

EXECUTIVE COMPENSATION AND RELATED INFORMATION

- 15% of the weighting of the PSUs granted is calculated based on a one-year performance period beginning on the second anniversary of the date of grant and ending on the third anniversary of the date of grant; and
- 55% of the weighting of the PSUs granted is calculated based on a three-year performance period beginning on the date of grant and ending on the third anniversary of the date of grant.



TSR for CWB and the peer group is calculated based on the weighted average trading price of common shares on trading days beginning on December 1 and ending December 15 in each year. The value of all vested PSUs is paid to Participants in cash.

2015 PSU Grants

An additional performance criterion was introduced in fiscal 2015. For grants of PSUs made in fiscal 2015, the payout value of one-half of the grant is based upon relative TSR and will be calculated and vest in the same manner as described above. The payout value of the other half of the grant is based upon compound annual growth in adjusted cash EPS¹. The component based on compound annual growth in adjusted cash EPS has a three-year performance period and shall vest on the third anniversary after the grant date. At the time of the grant, performance ranges (minimum, target and maximum) were established and upon vesting, the PSU payout with respect to the component based on adjusted cash EPS shall be 0% below the threshold performance level, 100% if target performance is achieved and 200% if maximum performance is achieved, with interpolation between these points.

2016 PSU Grants

A further performance criterion will be introduced in fiscal 2016. For grants of PSUs made in fiscal 2016, 30% of the payout value will be based upon relative TSR, 30% will be based upon compound annual growth in adjusted cash EPS, and the remaining 40% of the payout will be based on the achievement of specified strategic objectives. The grants will have three-year performance periods for all three performance criteria and shall vest on the third anniversary after the grant date. The annual performance periods for the relative TSR component described above will be eliminated for grants made in fiscal 2016.

4. Retirement Benefits, Group Benefits and Perquisites

NEOs are eligible to participate in the Group RRSP, which is generally available to all CWB employees, and the Supplemental Retirement Plan, which is available to executive management. Under the Group RRSP, CWB contributes an amount equal to 3% of base salary and matches the employee's contribution up to an additional 4.5%. If the maximum CWB contribution for an executive exceeds the RRSP contribution limit provided for by the *Income Tax Act* for the year, the executive may elect to allocate the excess to the Supplemental Retirement Plan. If the executive does not make such an election, then the individual's contribution to the Group RRSP is reduced accordingly. CWB's contributions under both plans vest immediately. In the case of Mr. Fowler, his employment agreement provides that the total CWB contribution to both plans will be 15% of base salary.

The NEOs participate in various employee benefit plans, including health, dental, and life and disability insurance, on the same basis as other employees. Perquisites provided to the NEOs include paid parking, club memberships, a home security system, tax preparation services, retirement planning services and a medical exam once every two years.

¹ Adjusted cash EPS excludes after-tax amortization of intangible assets and non-tax deductible changes in fair value of contingent considerations. These exclusions represent non-cash charges and are not considered indicative of ongoing business performance.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

2015 FINANCIAL AND OPERATIONAL PERFORMANCE

At the beginning of each fiscal year, the HR Committee sets component weightings that will be considered in determining short-term incentive payments for the CEO and other NEOs. Financial metrics related to shareholder value and operational results have a material weighting in this assessment. The financial metrics set out below represent 70% of the NEO STIP awards. The remaining 30% relates to individual performance against objectives set for each NEO, related to strategic initiatives and leadership competencies. The goals and objectives for each NEO were set by the CEO and approved by the HR Committee at the beginning of the year with progress assessed regularly during the fiscal year.

The following tables set out the measures and their relative weightings for the 2015 STIP awards related to financial performance, the achievement against those targets together with achievements of CWB against the published financial performance target ranges for fiscal 2015.

Measure	NEO STIP Metrics			Published Performance Target Range (set in December 2014)	2015 Combined Operations Performance ¹	2015 Performance Based on Continuing Operations ²	STIP Weighting
	Threshold	Target	Maximum				
Adjusted cash earnings per share (EPS) growth ³	3.0%	7.0%	11.0%	5 – 8%	45%	1.7%	30%
Return on common shareholders' equity ⁴ (ROE)	11.8%	12.8%	13.8%	14% – 15%	19.1%	12.4%	10%
Loan growth	7%	10%	13%	10 – 12%	11.1%	11.0%	10%
Provision for credit losses as a percentage of average loans	24 bp	17 bp	12 bp	17 – 22 bp	17 bp	17 bp	10%
Efficiency ratio (teb) ⁵	47.5%	47.0%	46.5%	47% or less	41.2%	47.6%	10%

¹ Combined operations include results related to CDI and the share transfer business of Valiant Trust.

² Continuing operations exclude results related to CDI and the share transfer business of Valiant Trust.

³ Adjusted cash EPS is diluted EPS excluding the after-tax amortization of acquisition-related intangible assets and the non-tax deductible change in fair value of contingent considerations. These exclusions represent non-cash charges and are not considered indicative of ongoing business performance. Management believes the adjusted results provide the reader with a better understanding about how they view CWB's performance.

⁴ Return on common shareholders' equity is calculated as net income available to common shareholders divided by average common shareholders' equity.

⁵ Efficiency ratio is calculated as non-interest expenses divided by total revenues (teb), excluding the non-tax deductible change in fair value of contingent considerations.

In reviewing the 2015 financial results, the HR Committee reflected on the expectations set out in CWB's 2015 outlook and on which CWB's budget and target ranges were based and considered the environment that actually prevailed during the year. The HR Committee also considered the fact that the initial budget did not consider the sales and resulting gains of CDI and the share transfer business of Valiant Trust, and assumed these businesses would contribute to earnings for the full year.

Gains on sale from the transactions involving CDI and Valiant Trust contributed \$1.33 of earnings per diluted common share. Including these gains, growth in adjusted cash earnings per common share and performance compared to the target ranges for key profitability ratios surpassed expectations established at the start of the year. Recognizing the positive impacts of divestiture gains and the absence of earnings contributions from CDI and the share transfer business of Valiant Trust in the second half of 2015, the Board has determined that the published performance target ranges established for fiscal 2015 are not meaningful for continuing operations with the exception of targets related to loan growth and the provision for credit losses since the divested businesses did not conduct lending activities.

Accordingly, the HR Committee decided to evaluate results for STIP purposes on the basis of continuing operations which exclude the earnings contributions from these two businesses for the first two quarters as well as the gain on sales realized on the divestitures. The HR Committee considered the fact that the ROE calculation for continuing operations includes only earnings from continuing operations while the denominator includes the equity

EXECUTIVE COMPENSATION AND RELATED INFORMATION

generated from the gains on sales which reduces the ratio. Therefore, the threshold, target and maximum metrics for the ROE measure shown in the above table are metrics determined after the sale transactions and reflect continuing operations only.

The HR Committee considered separately and utilized their discretion in assessing the appropriateness of an incremental STIP payment related to success of the divestiture transactions.

Performance target ranges for fiscal 2015 were based on the following assumptions for combined operations:	Commentary on fiscal 2015
Moderate economic growth in Canada and relatively stronger performance in the four western provinces	Prices for energy, and for oil in particular, did not remain at levels comparable to fiscal 2014. The impact of a lower oil price had a significant impact on the Alberta economy, in particular, where approximately 40% of the CWB loan portfolio is based, as well as on the broader Canadian economy. Notwithstanding the economic backdrop, economic growth in western Canadian provinces and other areas of CWB's operations contributed to annual loan growth of 11.0%, achieving the midpoint of the published performance target range of 10.0 to 12.0% and surpassed the target of 10.0% for this metric.
Prices for energy and other commodities remaining at levels comparable with those observed in fiscal 2014	Strong loan growth, solid and consistent credit quality and effective management of expenses led to record net income from continuing operations for common shareholders and earnings per share in 2015, despite lower net interest margin.
Sound credit quality with actual losses remaining within CWB's historical range of acceptable levels	Although gross impaired loans increased in 2015, reflecting the economic environment, credit losses remained at historically low levels and achieved target for this metric.
A relatively stable net interest margin (teb) compared to the level achieved in the fourth quarter of 2014, primarily attributed to treasury management strategies and shifts in asset mix that help to offset impacts from the very low interest rate environment, a flat interest rate curve and competitive factors	<p>The reductions in the Bank of Canada benchmark rate, and corresponding prime interest rate, were not anticipated at the start of the year and put pressure on net interest margin as did ongoing competitive pressures in CWB's key markets. Net interest margin of 2.56% declined by 3 basis points (bp) compared to 2014.</p> <p>As expected, asset yields continued to be pressured by a combination of low interest rates, a flat yield curve and competitive factors although the unanticipated prime reductions added further pressure. Implementation of the Basel Liquidity Adequacy Guideline in January 2015 continued to result in increased competition for deposits, within both the branch network and the broker deposit network, resulting in deposit cost reductions that did not keep pace with lower asset yields, resulting in lower spread or margin. Management prudently managed cash and security levels and accessed the debt capital markets in June 2015 to support net interest margin. Implementation of the new liquidity guidelines by all Canadian federally regulated financial institutions also impacted the market for preferred shares held by CWB in the investment portfolio. Market liquidity was significantly reduced in calendar 2015 which, coupled with lower interest rates, resulted in material unrealized losses that are reflected in Accumulated Other Comprehensive Income. Management reassessed its risk appetite for these investments in light of the evolving market conditions and began to prudently reduce exposures which contributed to a \$5.0 million before tax net loss on securities.</p> <p>A lower net interest margin, from the factors described above, along with a net loss on securities resulted in lower total revenues from continuing operations. These factors contributed to lower net income and a higher efficiency ratio, all related to continuing operations which contributed to lower growth in adjusted cash earnings per share growth. Notwithstanding the strong loan growth, strong credit quality and effective management of expenses, growth in EPS of 1.5% and efficiency ratio of 47.6% both fell outside the metric thresholds. ROE of 12.4% was just less than the target metric, reflecting increased capital held after the divestitures.</p>

EXECUTIVE COMPENSATION AND RELATED INFORMATION

In addition to the established NEO STIP metrics, the HR Committee also considered the contribution to 2015 earnings from combined operations, book value and shareholder value from the net gains on the sale of CDI and the share transfer business of Valiant Trust, along with the earnings contributions from these businesses for the first six months of 2015 in making its recommendations for NEO STIP payments. Discontinued operations contributed \$111 million to net income from combined operations (\$1.38 to adjusted cash EPS), and represented approximately 15 years of the historic average earnings contributions of these businesses. After a strategic review, it was determined that these two businesses were no longer strategic to CWB Group's future. Executive management led a process to divest of both businesses through an active sales process assisted by industry expert advisors. At the culmination of the process and effective May 1, 2015, CDI and the share transfer business of Valiant Trust were sold with the transactions realizing very strong valuations for CWB shareholders.

After consideration of these results, the HR Committee awarded the quantitative component of NEO STIP at 45.5% of target, or 31.8% of the 70% available. Next, the HR Committee assessed each NEOs performance against the 30% of STIP focused on strategic and leadership goals and determined individual awards based on results. Finally, the HR Committee exercised its discretion to make awards to the executive management team specifically related to the results achieved on the sale of CDI and the share transfer business of Valiant Trust. The award pool was determined after considering the value achieved in the divestiture process by CWB's management team relative to expected values. Approximately \$590,000 of the discretionary award pool was shared by CWB's NEOs, which represents 37% of the target STIP and falls within the Committee's discretionary limit. These awards are outlined in the section below for NEOs.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

CHRISTOPHER H. FOWLER, PRESIDENT AND CEO



Mr. Fowler has served as President and CEO of CWB since March 7, 2013 and has worked for CWB for 24 years in progressively more senior roles. He has spent 30 years in the banking industry.

Over his career, Mr. Fowler has acquired extensive experience in the fields of commercial lending and oversight for credit risk management. Mr. Fowler received his Bachelor of Arts (Economics) and his Master of Arts (Economics) from the University of British Columbia.

EMPLOYMENT AGREEMENT

Mr. Fowler's compensation is determined in accordance with his employment contract, the key terms of which are set out below:

Base Salary	<ul style="list-style-type: none"> Based on an annual review, \$690,000 for the 2015 calendar year
Short-Term Incentive	<ul style="list-style-type: none"> Annual cash incentive based on metrics related to shareholder value, strategic leadership and operational results with measurements and weightings set annually Target incentive equal to 100% of base salary (level of incentive where performance meets expectations) No minimum incentive; maximum incentive equal to 150% of base salary
Long-Term Incentives	<ul style="list-style-type: none"> HR Committee determines the amount of the LTIP award each fiscal year after considering metrics related to financial and operational results, macro-economic conditions and the retentive value of the LTIP No minimum award Target award is equal to 130% of base salary (level of incentive where performance meets expectations) For 2015, LTIP awards are comprised of options, RSUs and PSUs <ul style="list-style-type: none"> 25% of the value of the LTIP award in options 25% of the value of the LTIP award in RSUs 50% of the value of the LTIP award in PSUs All options, RSUs and PSUs vest in accordance with CWB's SIP, RSU Plan and PSU Plan, respectively
Retirement Plan	<ul style="list-style-type: none"> CWB makes a notional contribution to Mr. Fowler's account under the Supplemental Retirement Plan equal to 15% of base salary less any CWB contributions made on Mr. Fowler's behalf to the Group RRSP. Details of the Supplemental Retirement Plan can be found on page 73
Termination of Employment Without Cause	<ul style="list-style-type: none"> A lump sum settlement amount equal to two times the average of Mr. Fowler's two most recent years of compensation immediately prior to termination, where compensation is defined as base salary and short-term incentive
Change of Control	<ul style="list-style-type: none"> Payment equal to that described under "Termination of Employment Without Cause" should there be a change of control and Mr. Fowler's position is substantially changed or eliminated and Mr. Fowler chooses to leave the employ of CWB within 18 months of such event
Non-Compete	<ul style="list-style-type: none"> Mr. Fowler is precluded from being involved with a competitor of CWB Group in any of the western Canadian provinces or Ontario The term of Mr. Fowler's non-competition clause is 18 months from the date that he ceases to be employed by CWB
Shareholding Requirement	<ul style="list-style-type: none"> Mr. Fowler is required to hold his minimum shareholdings, as set out in CWB's executive share ownership guidelines, for a period of six months after his departure and to hold one-half of his minimum shareholdings for a further six months, should he (a) retire, or (b) unilaterally resign for a reason other than a change of control where his position is eliminated or substantially changed or as required under CWB's majority voting policy

EXECUTIVE COMPENSATION AND RELATED INFORMATION

2015 CEO PERFORMANCE

At the beginning of each fiscal year, the HR Committee sets the approximate weightings of the components of the annual short-term incentive for the CEO. For fiscal 2015, the weightings were 70% for financial and operational results and 30% for strategic leadership objectives established at the beginning of the fiscal year. As discussed under the heading 2015 Financial and Operational Performance on page 57, the HR Committee determined that the financial and operational results were met in part. The HR Committee also considered the following achievements in its determination that Mr. Fowler's strategic leadership objectives had been exceeded.

Measure	Result
Employee engagement and succession planning	<ul style="list-style-type: none"> • Played key role in leadership development of the executive management team, including assisting the newly appointed CRO in his integration to CWB • National Leasing was recognized as having one of Canada's 10 Most Admired Corporate Cultures by Waterstone Human Capital. It was also identified as one of Manitoba's Top 25 Employers by MacLean's magazine • Visited all branches, CWB Group companies and corporate office departments in fiscal 2015 with particular focus on strategic direction messaging and change initiatives • Worked closely with the EVP, Human Resources to support succession processes and people development for key leadership roles
Deliver against Funding Targets	<ul style="list-style-type: none"> • Supported Treasurer in diversifying funding base • Supported implementation of cross-functional funding taskforce • Reduced broker deposit funding and increased securitization opportunities
Support implementation of new core banking system	<ul style="list-style-type: none"> • Acted as an active sponsor of the core banking system transformation • Monitored development of the sustainment plan
Integrate the Balanced Scorecard as a key management tool, contribute to strategic effectiveness of Board and improve long-range forecasting ability	<ul style="list-style-type: none"> • Supported implementation of balanced scorecard • Worked with the CRO and the Board to transition the Loans Committee to a Risk Committee • Worked with the Chair of the Board to support the process of Board succession including a new Chair in fiscal 2016 • Worked with management to enhance modelling tools and skills to support the strategic direction
Drive strategic and accretive changes to CWB Group Portfolio and Advanced Internal Rating Based model (A-IRB)	<ul style="list-style-type: none"> • Provided leadership in the divestiture of CDI and Valiant Trust's share transfer business • Evaluated potential strategic and accretive acquisition targets • Worked with CRO on A-IRB road map

2015 CEO COMPENSATION

Base Salary

In accordance with Mr. Fowler's employment agreement, Mr. Fowler's base salary was set by the Board at \$690,000 for the 2015 calendar year, resulting in compensation of \$675,000 for the 2015 fiscal year.

Short-Term Incentive

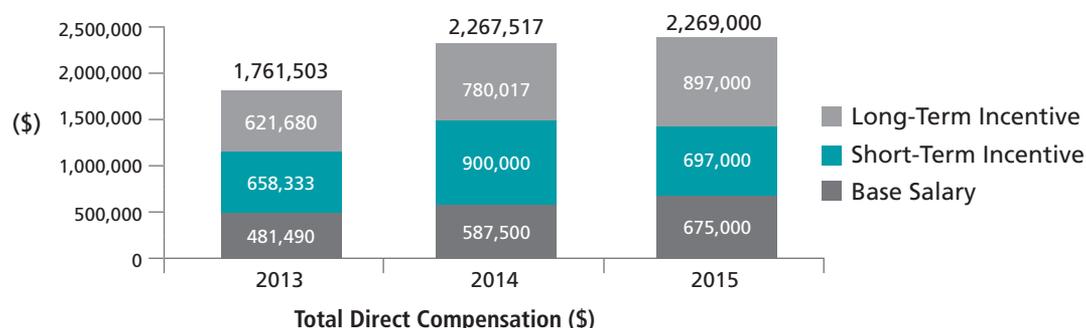
Mr. Fowler's employment agreement provides for a target short-term incentive award equal to 100% of base salary with a maximum short-term incentive award equal to 150% of base salary. For fiscal 2015, the Board awarded Mr. Fowler an annual short-term incentive award equal to 101% of base salary.

Long-Term Incentive

Mr. Fowler's employment agreement provides for a target long-term incentive award equal to 130% of base salary. LTIP is awarded in December of each year, being the first quarter of the fiscal year, based on results from the most recently completed fiscal year. In December 2014, the HR Committee granted Mr. Fowler an LTIP award for fiscal 2015 equal to 130% of base salary. 25% of Mr. Fowler's LTIP award was in the form of options, 25% in the form of RSUs and 50% in the form of PSUs.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

COMPENSATION OVER TIME¹



¹ Mr. Fowler served as the President and Chief Operating Officer until March 7, 2013, at which time he was appointed President and CEO. Compensation data is disclosed as at October 31 of each fiscal year shown. As such, the information noted above for 2015 may not align with the information that is provided for Mr. Fowler in the Director Nominees section on page 9.

SHARE OWNERSHIP¹

Common Shares (#)	Total Value of Common Shares (\$)	RSUs/PSUs (#)	Total Value of RSUs/PSUs (\$)	Total Value of Common Shares/RSUs/PSUs (\$)	Minimum Value Under Guidelines (\$) ²	Meets Guidelines
54,423	1,367,650	36,242	910,761	2,278,411	2,025,000	✓ Exceeded

¹ Share ownership data is disclosed as at October 31, 2015. As such, the information noted above may not align with the information that is provided for Mr. Fowler in the Director Nominees section on page 9, which is provided as of December 31, 2015.

² Mr. Fowler's employment agreement provides for an ownership requirement on October 31, 2015 equal to three times annual salary with an incremental yearly increase in his ownership requirement until October 31, 2018 when his ownership requirement will be equal to five times annual salary.

OTHER EQUITY HOLDINGS – STOCK OPTIONS¹

Unexercisable		Exercisable		Total (\$)
(#)	In-the-Money Value (\$)	(#)	In-the-Money Value (\$)	
249,951	0	75,497	0	0

¹ The stock option data is disclosed as at October 31, 2015.

OTHER NAMED EXECUTIVE OFFICERS

2015 COMPENSATION

Base Salary

CWB reviews the base salaries of senior executives every year to ensure that salary levels are competitive with CWB's peers and the market in which CWB operates.

Short-Term Incentive

The achievement of the 2015 compensation performance targets is the primary factor considered by the HR Committee in determining the short-term incentive of the NEOs. Other factors include the achievements of the business divisions or departments for which the executive is responsible as well as the overall leadership demonstrated by the executive. 70% of short-term incentive compensation for NEOs is based upon performance measures related to financial and operational results, the details of which are outlined on page 57. The remaining 30% is based upon performance of each NEO against individual objectives that are aligned with CWB's strategic plan.

Highlights of each NEO's performance in relation to their strategic individual objectives are provided in the following pages. After considering CWB's 2015 performance and individual executive performance relative to these targets and the other factors mentioned above, the HR Committee awarded the following 2015 short-term incentive awards:

- 65.2% of base salary to Ms. Graham
- 70.0% of base salary to Mr. Garvey
- 58.3% of base salary to Mr. Ozdemir
- 66.0% of base salary to Mr. Sprung

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Long-Term Incentive

The HR Committee determines LTIP awards for NEOs each December after reviewing the most recently completed fiscal year's results in addition to macro-economic conditions and the retentive value of the LTIP. Although the value of the long-term incentive award is determined in part based on the prior year's performance, it is considered part of the current year's compensation. The following table highlights CWB's 2014 performance against performance targets as determined by the HR Committee in December 2014 in respect of LTIP grants to NEOs for the 2015 fiscal year.

2014 SHAREHOLDER VALUE

Measure	Published Performance Target Range	Compensation Target	Actual 2014 Performance	% of Published Performance Target Achieved (% of minimum value of target range)	% of Published Performance Target Achieved (% of midpoint of target range)	% of Compensation Target Achieved
Net income available to common shareholders	N/A	17.3%	14.0%	N/A	N/A	81%
Adjusted cash earnings per share growth ¹	12% – 16%	17.2%	15.5%	129%	111%	90%
Total revenue (teb) growth ²	10% – 12%	12.0%	10.8%	108%	98%	90%
Return on common shareholders' equity ³	14% – 15%	14.9%	14.8%	106%	102%	99%
Return on assets ⁴	1.05% – 1.15%	1.14%	1.10%	105%	100%	97%

¹ Adjusted cash EPS is diluted EPS excluding the after-tax amortization of acquisition-related intangible assets and the non-tax deductible change in fair value of contingent considerations. These exclusions represent non-cash charges and are not considered indicative of ongoing business performance. Management believes the adjusted results provide the reader with a better understanding about how they view CWB's performance.

² Taxable equivalent basis (teb) is used by most banks to permit uniform measurement and comparison of net interest income. An adjustment to taxable equivalent basis increases interest income and the provision for income taxes to what they would have been had tax-exempt securities been taxed at the statutory rate. The taxable equivalent basis does not have a standardized meaning prescribed by Generally Accepted Accounting Principles or IFRS and, therefore, may not be comparable to similar measures presented by other banks.

³ Return on common shareholders' equity is calculated as net income available to common shareholders divided by average common shareholders' equity.

⁴ Return on assets is calculated as net income available to common shareholders divided by average total assets.

OPERATIONAL RESULTS

Measure	Published Performance Target Range	Compensation Target	Actual 2014 Performance	% of Published Performance Target Achieved (% of minimum value of target range)	% of Published Performance Target Achieved (% of midpoint of target range)	% of Compensation Target Achieved
Loan growth	10% – 12%	10.5%	12.5%	125%	114%	119%
Provision for credit losses as a percentage of average loans	18 bp – 23 bp	20 bp or less	15 bp	153%	138%	133%
Efficiency ratio (teb) ¹	46% or less	46%	46.0%	100%	100%	100%

¹ Efficiency ratio is calculated as non-interest expenses divided by total revenues (teb), excluding the non-tax deductible change in fair value of contingent considerations.

After consideration of these factors, the HR Committee awarded an LTIP value for fiscal 2015 of 108% of base salary to Ms. Graham, Mr. Garvey, Mr. Ozdemir, and Mr. Sprung.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

CAROLYN J. GRAHAM, EVP AND CFO



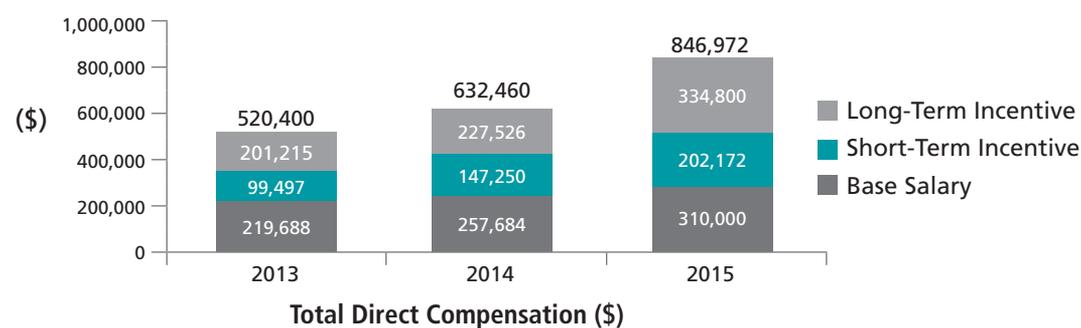
Ms. Graham has been CWB's EVP and CFO since October 1, 2014. She is responsible for financial and capital management for CWB Group in addition to overseeing strategy and communications, legal services and internal audit functions. Effective on November 1, 2015, she is also responsible for the treasury function.

Ms. Graham has been with CWB Group in varying roles since 2000. Ms. Graham received her Bachelor of Commerce (with distinction) from the University of Alberta. She also holds an FCPA, FCA designation from the Institute of Chartered Accountants of Alberta.

2015 PERFORMANCE HIGHLIGHTS

- Continued to play a key leadership role on the executive team.
- Participated as an active member of steering committee responsible for the core banking system replacement and ensured program includes assessment and testing of key controls to support CEO/CFO certification of financial public disclosure.
- Oversaw implementation plan for IFRS 9, new accounting requirements for financial instruments.
- Led the development and implementation of a fixed income investor relations strategy.
- Supported the development of CWB's Chief Accountant, including transition of regulatory capital oversight responsibilities.
- Chaired the CWB Group Balanced Scorecard Committee until April 16, 2015 and oversaw implementation of the balanced scorecard process for CWB Group and all underlying teams.
- Regularly communicated with investors, bank analysts and regulators to explain the strengths of CWB's business model.
- Played a key role in the divestitures of CDI and Valiant Trust's stock transfer business.
- Actively involved in consideration of redeployment of capital generated from the sale of CDI and Valiant Trust's stock transfer business and assisted the CEO in analyzing and assessing potential acquisition opportunities.

COMPENSATION OVER TIME¹



¹ Ms. Graham served as Senior Vice President and Chief Accountant until October 1, 2014, at which time she was appointed EVP and CFO. Compensation data is disclosed as at October 31 of each year shown.

SHARE OWNERSHIP¹

Common Shares (#)	Total Value of Common Shares (\$)	RSUs/PSUs (#)	Total Value of RSUs/PSUs (\$)	Total Value of Common Shares/RSUs/PSUs (\$)	Minimum Value Under Guidelines (\$)	Meets Guidelines
23,260	584,524	12,457	313,044	897,568	620,000	✓ Exceeded

¹ Share ownership data is disclosed as at October 31, 2015.

OTHER EQUITY HOLDINGS – STOCK OPTIONS¹

Unexercisable		Exercisable		Total (\$)
(#)	In-the-Money Value (\$)	(#)	In-the-Money Value (\$)	
76,151	0	36,980	9,203	9,203

¹ Stock option data is disclosed as at October 31, 2015.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

RANDELL W. GARVEY, EVP



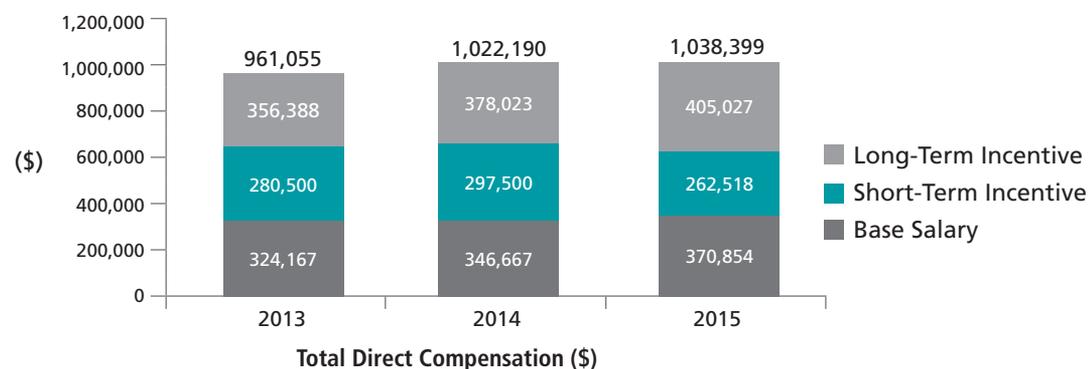
Mr. Garvey has been an EVP of CWB since June 2007. Prior to his appointment, he held the position of Senior Vice President, Corporate Support. During fiscal 2015, Mr. Garvey's responsibilities included treasury, technology, operations, marketing, business continuity planning, infrastructure and the core banking system transformation. He also oversees the trust services and wealth management business lines.

Mr. Garvey joined CWB in November 2005 following 24 years in management with a Crown corporation and various municipalities. Mr. Garvey received his Bachelor of Administration from the University of Regina. Mr. Garvey is a Chartered Financial Analyst and a Fellow of the Society of Management Accountants of Canada.

2015 PERFORMANCE HIGHLIGHTS

- Continued to play a key leadership role on the executive team.
- Provided executive oversight for CWB's programs to upgrade and replace core business systems which included enhancements to technology and security infrastructure.
- Enhanced physical branch infrastructure by expanding the Prince George, British Columbia branch to be a full-service business and personal banking centre.
- Advanced the development of the CWB Wealth Management strategy including participating in the recruitment, selection and hiring of a President of CWB Wealth Management.
- Provided strong leadership oversight of CWB Trust Services and refocused strategic planning efforts on the remaining trust services business lines following the strategic sale of Valiant Trust's stock transfer business.
- Oversaw initiatives to diversify funding base.

COMPENSATION OVER TIME¹



¹ Compensation data is disclosed as at October 31 of each year shown.

SHARE OWNERSHIP¹

Common Shares (#)	Total Value of Common Shares (\$)	RSUs/PSUs (#)	Total Value of RSUs/PSUs (\$)	Total Value of Common Shares/RSUs/PSUs (\$)	Minimum Value Under Guidelines (\$)	Meets Guidelines
12,662	375,606	16,323	410,197	785,803	741,708	✓ Exceeded

¹ Share ownership data is disclosed as at October 31, 2015.

OTHER EQUITY HOLDINGS – STOCK OPTIONS¹

Unexercisable		Exercisable		Total (\$)
(#)	In-the-Money Value (\$)	(#)	In-the-Money Value (\$)	
129,818	0	38,601	0	0

¹ Stock option data is disclosed as at October 31, 2015.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

H. BOGAC (BOGIE) OZDEMIR, EVP AND CRO



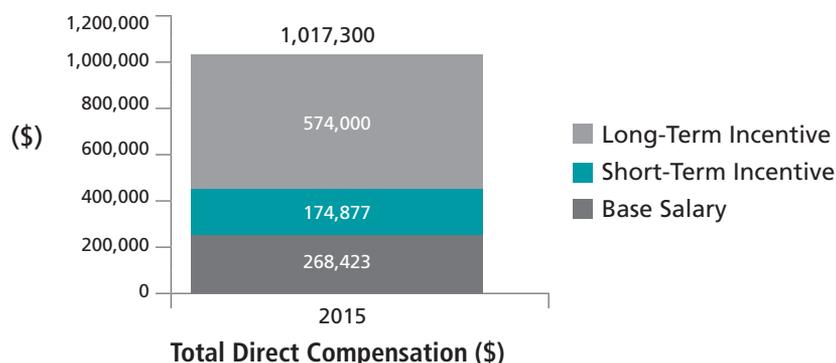
Mr. Ozdemir commenced employment as EVP and CWB's first CRO on December 8, 2014. Mr. Ozdemir leads the risk management function which encompasses all areas of strategic, credit, market, liquidity and operational risk. He is also responsible for oversight of regulatory compliance, including privacy and anti-money laundering.

Prior to joining CWB, he held risk management positions at various Canadian financial institutions. Mr. Ozdemir received a Masters of Business Administration from the University of Toronto in 1995 and a Master of Science in Mechanical Engineering from Istanbul Teknik Universitesi.

2015 PERFORMANCE HIGHLIGHTS

- Integrated effectively as a leader on the executive team.
- Developed a multi-year plan to transition to A-IRB and began implementation of the plan.
- Created a plan for enterprise risk management.
- Enhanced and commenced implementation of a Three Lines of Defence model for operational risk management.

COMPENSATION OVER TIME^{1,2}



¹ Compensation data is disclosed as at October 31 of each year shown.

² The Long-Term Incentive figure includes a sign-on award grant of \$200,000 in RSUs and \$50,000 in stock options.

SHARE OWNERSHIP^{1,2}

Common Shares (#)	Total Value of Common Shares (\$)	RSUs/PSUs (#)	Total Value of RSUs/PSUs (\$)	Total Value of Common Shares/RSUs/PSUs (\$)	Minimum Value Under Guidelines (\$)	Meets Guidelines
0	0	15,108	379,664	379,664	538,846	✓ Met

¹ Share ownership data is disclosed as at October 31, 2015.

² Mr. Ozdemir has until December 8, 2019 to meet his shareholding requirement.

OTHER EQUITY HOLDINGS – STOCK OPTIONS¹

Unexercisable		Exercisable		Total (\$)
(#)	In-the-Money Value (\$)	(#)	In-the-Money Value (\$)	
44,287	0	0	0	0

¹ Stock option data is disclosed as at October 31, 2015.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

GREGORY J. SPRUNG, EVP, BANKING



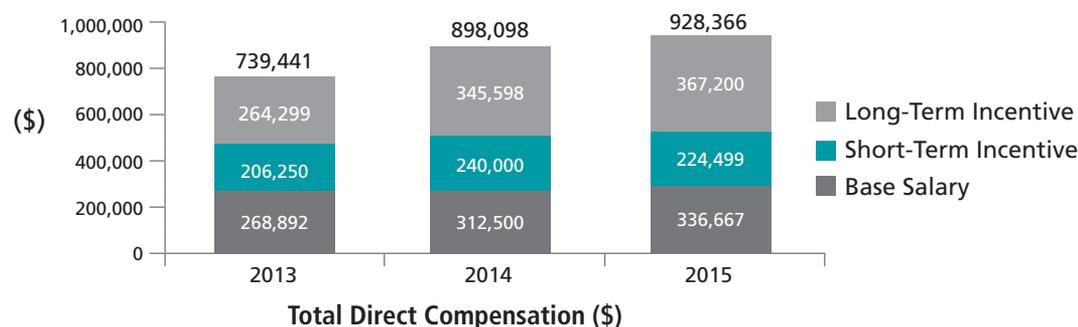
Mr. Sprung was appointed EVP, Banking on January 1, 2013. Prior to this appointment, he held the position of Senior Vice President and Regional General Manager, British Columbia. Mr. Sprung has 45 years of banking experience, including ten years with CWB, and has held various senior management positions in Western Canada and the United States.

Mr. Sprung's responsibilities include all branch operations for CWB, which includes retail, commercial, equipment finance, real estate lending, corporate lending, business and personal banking, as well as Optimum Mortgage, CWT's mortgage lending division.

2015 PERFORMANCE HIGHLIGHTS

- Continued to play a key leadership role on the executive team.
- Delivered strong double-digit loan growth of 11%.
- Improved succession capability within banking operations through several key senior leader industry hires.
- Continued to focus on "crucial" customer acquisition and relationship enhancement program.
- Provided continued support of balanced scorecard rollout to branches and business units in the banking group.
- Acted as the executive sponsor of CWB's Ethics Program and Respect in the Workplace training initiative.

COMPENSATION OVER TIME¹



¹ Mr. Sprung served as the Senior Vice President and Regional General Manager, British Columbia until January 1, 2013, at which time he was appointed Executive Vice President, Banking. Compensation data is disclosed as at October 31 of each year shown.

SHARE OWNERSHIP¹

Common Shares (#)	Total Value of Common Shares (\$)	RSUs/PSUs (#)	Total Value of RSUs/PSUs (\$)	Total Value of Common Shares/RSUs/PSUs (\$)	Minimum Value Under Guidelines (\$)	Meets Guidelines
34,514	867,337	14,704	369,512	1,236,848	673,334	✓ Exceeded

¹ Share ownership data is disclosed as at October 31, 2015.

OTHER EQUITY HOLDINGS – STOCK OPTIONS¹

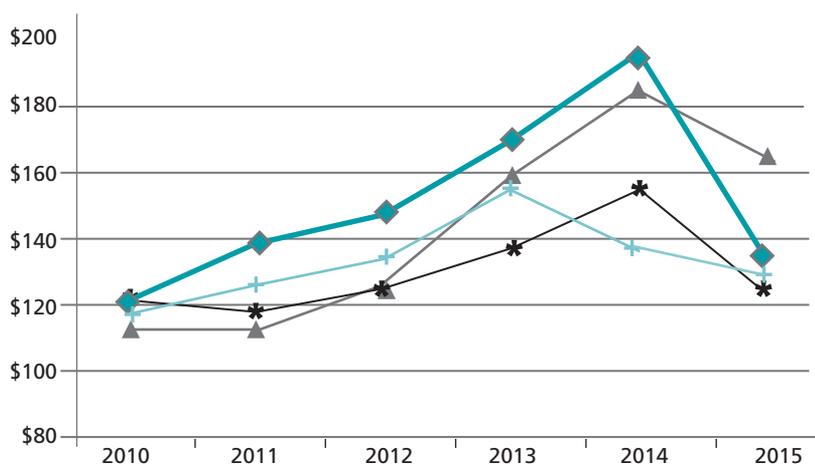
Unexercisable		Exercisable		Total (\$)
(#)	In-the-Money Value (\$)	(#)	In-the-Money Value (\$)	
106,868	0	41,650	10,423	10,423

¹ Stock option data is disclosed as at October 31, 2015.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

STOCK PERFORMANCE GRAPH

Five-Year Total Shareholder Return on \$100 Investment (assuming reinvestment of dividends)



	2010	2011	2012	2013	2014	2015
	31-Oct-10	31-Oct-11	31-Oct-12	31-Oct-13	31-Oct-14	31-Oct-15
◆ CWB	121	138	147	170	196	135
▲ S&P/TSX Financials Index (Total Return)	112	113	124	159	185	164
* S&P/TSX Composite Index (Total Return)	119	118	124	137	155	123
+ Aggregate Executive Compensation	118	128	136	157	138	127

The preceding graph shows the cumulative return over five years of \$100 invested in common shares of CWB as at October 31, 2010 compared to the cumulative return of \$100 invested in the S&P/TSX Composite Index and in the S&P/TSX Financials Index over the same period. The graph also demonstrates the trend in total compensation earned by the NEOs to shareholder returns over the same five-year period. A perfect correlation between TSR and the aggregate compensation earned by the NEOs is not possible given that base salary and the short-term incentive program are independent of CWB's share price. Furthermore, CWB's aggregate executive compensation for 2013 and 2014 is inflated due to CWB having six NEOs in those years rather than five NEOs as in most years. This is a result of Mr. Fowler succeeding Mr. Pollock as CEO in 2013 and Ms. Graham succeeding Ms. Ball as CFO in 2014.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

NAMED EXECUTIVE OFFICER COMPENSATION

SUMMARY COMPENSATION TABLE

The following table summarizes the aggregate compensation paid or payable by CWB to the President and CEO, the EVP and CFO and the next three most highly compensated executive officers of CWB whose total compensation, excluding pension, received (or to be received) in respect of the fiscal year ended October 31, 2015 was greater than \$150,000.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards ¹ (\$)	Option-Based Awards ² (\$)	Non-Equity Incentive Plan Compensation	Pension Value (\$)	All Other Compensation ³ (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)			
Christopher H. Fowler President and CEO	2015	675,000	672,750	224,250	697,000	-	149,106 ⁴	2,418,106
	2014	587,500	467,998	312,019	900,000	-	136,125 ⁴	2,403,642
	2013	481,490	217,596	404,084	658,333	-	93,784 ⁴	1,855,287
Carolyn J. Graham FCPA, FCA EVP and CFO	2015	310,000	251,100	83,700	202,172	-	43,914 ⁵	890,886
	2014	257,684	125,143	102,383	147,250	-	37,402 ⁵	669,862
	2013	219,688	100,613	100,602	99,497	-	33,408 ⁵	553,808
Randell W. Garvey CFA, FCPA, FCMA, C.Dir. EVP	2015	370,854	303,770	101,257	262,518	-	50,185 ⁷	1,088,584
	2014	346,667	189,010	189,013	297,500	-	51,883 ⁸	1,074,073
	2013	324,167	142,549	213,839	280,500	-	46,956 ⁵	1,008,011
H. Bogac (Bogie) Ozdemir EVP and CRO	2015	269,423	443,000 ⁹	131,000 ¹⁰	174,877	-	328,829 ¹¹	1,347,129
Gregory J. Sprung EVP, Banking	2015	336,667	275,400	91,800	224,499	-	45,333 ⁵	973,699
	2014	312,500	172,786	172,812	240,000	-	47,188 ⁵	945,286
	2013	268,892	118,805	145,494	206,250	-	39,699 ⁵	779,140

¹ Share-based awards are comprised of RSUs and PSUs. The grant price of each RSU and PSU is the weighted average price of a CWB common share on the date on which the RSU or PSU was granted and the four trading days preceding the grant date. The following table provides details on the RSUs granted to the NEOs during the last three fiscal years, and the PSUs granted to the NEOs in fiscal 2014 and 2015:

Fiscal Year	Grant Date	RSUs Granted	RSU Value at Grant
2013	June 14, 2013	26,831	\$28.470
2014	June 13, 2014	19,336	\$39.418
2014	December 12, 2014	6,471	\$30.907
2015	June 12, 2015	25,816	\$28.088
Fiscal Year	Grant Date	PSUs Granted	PSU Value at Grant
2014	December 13, 2013	14,922	\$37.502
2015	December 12, 2014	33,031	\$30.907

² A binomial option pricing method is used to estimate the value of options at the grant date. The following table provides details on the options granted to the NEOs during the last three fiscal years as well as the inputs used to value the options granted:

	Fiscal Year 2015	Fiscal Year 2014		Fiscal Year 2013	
	March 13, 2015	Dec 13, 2013	June 13, 2014	Dec 12, 2012	June 14, 2013
Options granted	213,659	110,132	134,922	284,978	194,017
Option value	\$2.958	\$5.190	\$4.236	\$4.605	\$3.357
Valuation inputs					
Exercise price	\$26.134	\$37.502	\$39.418	\$28.087	\$28.470
Expected life (years)	4	4	4	4	4
Stock price volatility	23.57%	19.38%	17.54%	31.37%	30.88%
Dividend yield	3.03%	2.04%	2.11%	2.44%	2.35%
Risk-free interest rate	0.67%	1.54%	1.41%	1.13%	1.15%

The four-year estimated expected life is based on the historical exercise pattern of options granted in the past. The risk-free rate is based on the Government of Canada Yield Curve over the expected life of the options as at the option grant date.

³ 'All Other Compensation' does not include perquisites or other personal benefits as they do not exceed the lesser of \$50,000 or 10% of the total salary for any of the NEOs.

⁴ Includes CWB's contribution to the Employee Share Purchase Plan (ESPP), contribution to the Group RRSP, dividends earned on unvested RSUs and PSUs, and the value of notional contributions to the Supplemental Retirement Plan.

⁵ Includes CWB's contribution to the ESPP, contribution to the Group RRSP, dividends earned on unvested RSUs and PSUs, a payment in lieu of Group RRSP contributions due to the executive having reached her RRSP contribution limit, payment of a Wellness benefit, and the taxable benefit value of an anniversary gift.

⁶ Includes CWB's contribution to the ESPP, contribution to the Group RRSP, and dividends earned on unvested RSUs and PSUs.

⁷ Includes CWB's contribution to the ESPP, contribution to the Group RRSP, dividends earned on unvested RSUs and PSUs, a payment in lieu of Group RRSP contributions due to the executive having reached his RRSP contribution limit, and payment of a Wellness benefit.

⁸ Includes CWB's contribution to the ESPP, contribution to the Group RRSP, dividends earned on unvested RSUs and PSUs, and a payment in lieu of Group RRSP contributions due to the executive having reached his RRSP contribution limit.

⁹ Includes a sign-on award grant of \$200,000 RSUs.

¹⁰ Includes a sign-on award grant of \$50,000 stock options.

¹¹ Includes CWB's contribution to the ESPP, contribution to the Group RRSP, \$300,000 for a cash hiring incentive bonus, and the taxable benefit value of furniture purchases due to relocation.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

2015 SUMMARY OF AMOUNTS ACTUALLY RECEIVED BY NEOs

The gross pre-tax amounts actually received by NEOs during the applicable fiscal year are summarized below. The table includes the actual amounts realized upon the exercise of options and the settlement of any share-based awards by each of the NEOs.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards ¹ (\$)	Option-Based Awards ² (\$)	STIP Award ³ (\$)	All Other Compensation ⁴ (\$)	Total Compensation (\$)
Christopher H. Fowler President and CEO	2015	675,000	184,575	-	900,000	149,106	1,908,681
	2014	587,500	227,683	661,097	658,333	136,125	2,270,738
	2013	481,490	136,153	137,715	400,000	93,784	1,249,142
Carolyn J. Graham EVP and CFO	2015	310,000	94,420	-	147,250	43,914	595,584
	2014	257,684	137,638	159,280	99,497	37,402	691,501
	2013	219,688	100,207	121,551	95,700	33,408	570,554
Randell W. Garvey EVP	2015	370,854	126,271	-	297,500	50,185	844,810
	2014	346,667	187,072	400,862	280,500	51,883	1,266,984
	2013	324,167	133,463	96,048	221,250	46,956	821,884
H. Bogac (Bogie) Ozdemir EVP and CRO	2015	269,423	-	-	-	328,829	598,252
Gregory J. Sprung EVP, Banking	2015	336,667	108,310	-	240,000	45,333	730,310
	2014	312,500	157,596	252,504	206,250	47,188	976,038
	2013	268,892	113,061	197,904	119,175	39,699	738,731

¹ Share-based awards includes actual RSU payout amounts received.

² For option-based awards, the value is determined based on the number of options exercised multiplied by the difference between the exercise price and the closing share price of CWB common shares on the business day immediately preceding the date the exercise request was received.

³ Reflects the STIP received during the fiscal year, but awarded in respect of performance in the prior fiscal year.

⁴ 'All Other Compensation' includes, among other things, contributions to the ESPP and Group RRSP and signing bonus payments.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

INCENTIVE PLAN AWARDS

The following table shows all option-based and share-based awards held by NEOs that were outstanding as of October 31, 2015.

Name	Grant Date	Option-Based Awards			Share-Based Awards ¹		
		Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ² (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested ³ (\$)
Christopher H. Fowler President and CEO	15-Dec-2010	10,890	29.42	08-Jan-2016	-	-	-
	10-Jun-2011	14,074	30.76	09-Jun-2016	-	-	-
	14-Dec-2011	26,622	25.46	13-Dec-2016	-	-	-
	15-Jun-2012	23,911	26.40	14-Jun-2017	-	-	-
	12-Dec-2012	35,288	28.09	11-Dec-2017	-	-	-
	14-Jun-2013	71,964	28.47	13-Jun-2018	-	2,629	68,971
	13-Dec-2013	30,061	37.50	12-Dec-2018	-	6,438	166,661
	13-Jun-2014	36,827	39.42	12-Jun-2019	-	4,084	104,209
	12-Dec-2014	-	-	-	-	14,972	376,250
	13-Mar-2015	75,811	26.13	12-Mar-2020	-	-	-
12-Jun-2015	-	-	-	-	8,119	204,042	
		325,448			36,242	920,133	
Carolyn J. Graham EVP and CFO	11-Jun-2010	5,407	23.43	08-Jan-2016	9,203	-	-
	15-Dec-2010	5,252	29.42	08-Jan-2016	-	-	-
	10-Jun-2011	6,787	30.76	09-Jun-2016	-	-	-
	14-Dec-2011	10,291	25.46	13-Dec-2016	-	-	-
	15-Jun-2012	9,243	26.40	14-Jun-2017	-	-	-
	12-Dec-2012	10,923	28.09	11-Dec-2017	-	-	-
	14-Jun-2013	14,984	28.47	13-Jun-2018	-	1,215	31,887
	13-Dec-2013	9,864	37.50	12-Dec-2018	-	939	24,305
	13-Jun-2014	12,084	39.42	12-Jun-2019	-	1,589	40,546
	12-Dec-2014	-	-	-	-	4,471	112,349
13-Mar-2015	28,296	26.13	12-Mar-2020	-	-	-	
12-Jun-2015	-	-	-	-	4,243	106,621	
		113,131			9,203	315,708	
Randell W. Garvey EVP	14-Dec-2011	20,336	25.46	13-Dec-2016	-	-	-
	15-Jun-2012	18,265	26.40	14-Jun-2017	-	-	-
	12-Dec-2012	23,218	28.09	11-Dec-2017	-	-	-
	14-Jun-2013	31,850	28.47	13-Jun-2018	-	1,722	45,178
	13-Dec-2013	18,210	37.50	12-Dec-2018	-	2,080	53,845
	13-Jun-2014	22,309	39.42	12-Jun-2019	-	1,979	50,498
	12-Dec-2014	-	-	-	-	5,409	135,918
	13-Mar-2015	34,231	26.13	12-Mar-2020	-	-	-
	12-Jun-2015	-	-	-	-	5,133	128,983
		168,419			16,323	414,422	
H. Bogac (Bogie) Ozdemir EVP and CRO	12-Dec-2014	-	-	-	-	11,003	276,503
	13-Mar-2015	44,287	26.13	12-Mar-2020	-	-	-
	12-Jun-2015	-	-	-	-	4,105	103,171
		44,287			15,108	379,674	
Gregory J. Sprung EVP, Banking	11-Jun-2010	6,124	23.43	08-Jan-2016	10,423	-	-
	15-Dec-2010	5,944	29.42	08-Jan-2016	-	-	-
	10-Jun-2011	7,683	30.76	09-Jun-2016	-	-	-
	14-Dec-2011	11,537	25.46	13-Dec-2016	-	-	-
	15-Jun-2012	10,362	26.40	14-Jun-2017	-	-	-
	12-Dec-2012	12,246	28.09	11-Dec-2017	-	-	-
	14-Jun-2013	26,542	28.47	13-Jun-2018	-	1,435	37,652
	13-Dec-2013	16,649	37.50	12-Dec-2018	-	1,902	49,224
	13-Jun-2014	20,397	39.42	12-Jun-2019	-	1,810	46,180
	12-Dec-2014	-	-	-	-	4,903	123,213
	13-Mar-2015	31,034	26.13	12-Mar-2020	-	-	-
	12-Jun-2015	-	-	-	-	4,654	116,946
		148,518			10,423	373,215	

¹ As at October 31, 2015, there are no vested share-based awards that have not been paid out or distributed.

² The market value of unexercised in-the-money options is calculated based on the difference between \$25.13, the closing price of a common share on October 30, 2015, and the exercise price of the option.

³ The market value of share-based awards that have not vested is calculated by multiplying the number of RSUs or PSUs granted to the NEOs by the October 30, 2015 common share closing price of \$25.13 and adding notional accrued dividends. Accordingly, the final figures in the table include dividends earned up to October 31, 2015 on unvested RSUs and PSUs. No assumption is made for future dividends.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table shows the value of equity-based awards that vested and non-equity incentive plan compensation earned by NEOs for the year ending October 31, 2015.

Name	COLUMN A Option-Based Awards Value Vested During the Year (\$)¹	COLUMN B Share-Based Awards Value Vested During the Year (\$)²	Non-Equity Incentive Plan Compensation Value Earned During the Year (\$)
Christopher H. Fowler President and CEO	154,480	184,575	697,000
Carolyn J. Graham EVP and CFO	59,716	94,420	202,172
Randell W. Garvey EVP	118,004	126,271	262,518
H. Bogac (Bogie) Ozdemir EVP and CRO	-	-	174,877
Gregory J. Sprung EVP, Banking	66,946	108,310	224,499

¹ These amounts represent the pre-tax value the NEOs would have received had they exercised options that vested during fiscal 2015 on the date the options vested. The value of a vested option is calculated as the difference between the closing price on the vesting date and the exercise price of that option. Options that vested on dates where the closing price of a common share of CWB was less than the option exercise price have been assigned a value of zero.

² CWB's share-based awards consist of RSUs and PSUs. No PSUs have vested in 2015. The amounts represent the pre-tax value of the RSUs that vested in 2015. The value of vested RSUs is calculated as the number of RSUs that vested multiplied by the Vesting Date Value (the average of the weighted average trading price for the vesting date and the four business days preceding the vesting date) and the dividend entitlement earned on such vested RSUs.

Column A Detail – Option-Based Awards Value Vested During the Year

The following table summarizes the value of options that vested during 2015 for each NEO – that is, the number of options that vested multiplied by the difference between the option exercise price and the closing share price on the vesting date. Details about the SIP, under which CWB grants options, can be found on page 53.

Name	Option Grant Date	Option Vesting Date	Number of Options Vesting	Option Exercise Price (\$)	Vesting Date Price (\$)	Value Vested During Year (\$)
Christopher H. Fowler President and CEO	14-Dec-2011	14-Dec-2014	26,622	25.464	29.950	119,426
	15-Jun-2012	15-Jun-2015	23,911	26.404	27.870	35,054
Carolyn J. Graham EVP and CFO	14-Dec-2011	14-Dec-2014	10,291	25.464	29.950	46,165
	15-Jun-2012	15-Jun-2015	9,243	26.404	27.870	13,550
Randell W. Garvey EVP	14-Dec-2011	14-Dec-2014	20,336	25.464	29.950	91,227
	15-Jun-2012	15-Jun-2015	18,265	26.404	27.870	26,776
H. Bogac (Bogie) Ozdemir EVP and CRO	-	-	-	-	-	-
	-	-	-	-	-	-
Gregory J. Sprung EVP, Banking	14-Dec-2011	14-Dec-2014	11,537	25.464	29.950	51,755
	15-Jun-2012	15-Jun-2015	10,362	26.404	27.870	15,191

Column B Detail – Share-Based Awards Value Vested During the Year

The following table summarizes the value of RSUs that vested during 2015 for each NEO. The value of vested RSUs is calculated as the RSU vesting date value multiplied by the number of vesting RSUs plus the dividend entitlement on vested RSUs. No PSUs vested in 2015. Details about the RSU Plan can be found on page 54.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Name	RSU Grant Date	RSU Vesting Date	Number of RSUs Vesting	Value at Grant Date (\$)	Vesting Date Value (\$)	Dividend Entitlement ¹ (\$)	Value Vested During Year (\$)
Christopher H. Fowler President and CEO	15-Jun-2012	15-Jun-2015	1,738	26.404	28.088	1.80	51,901
	14-Jun-2013	14-Jun-2015	2,585	28.470	28.088	1.14	75,515
	13-Jun-2014	13-Jun-2015	2,006	39.418	28.088	0.40	57,459
Carolyn J. Graham EVP and CFO	15-Jun-2012	15-Jun-2015	1,249	26.404	28.088	1.80	37,286
	14-Jun-2013	14-Jun-2015	1,195	28.470	28.088	1.14	34,913
	13-Jun-2014	13-Jun-2015	780	39.418	28.088	0.40	22,222
Randell W. Garvey EVP	15-Jun-2012	15-Jun-2015	1,644	26.404	28.088	1.80	49,094
	14-Jun-2013	14-Jun-2015	1,693	28.470	28.088	1.14	49,464
	13-Jun-2014	13-Jun-2015	972	39.418	28.088	0.40	27,712
H. Bogac (Bogie) Ozdemir EVP and CRO	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Gregory J. Sprung EVP, Banking	15-Jun-2012	15-Jun-2015	1,399	26.404	28.088	1.80	41,771
	14-Jun-2013	14-Jun-2015	1,411	28.470	28.088	1.14	41,225
	13-Jun-2014	13-Jun-2015	888	39.418	28.088	0.40	25,314

¹ Cash dividend earned on granted RSUs from grant date to inception of a Dividend Reinvestment Plan effective December 3, 2014.

RETIREMENT ARRANGEMENTS

Supplemental Retirement Arrangements

Effective March 15, 2013, CWB established the Supplemental Retirement Arrangement for senior executives of CWB (the Supplemental Retirement Plan). Currently, Mr. Fowler is the only Participant in the Supplemental Retirement Plan.

The purpose of the Supplemental Retirement Plan is to provide benefits to Participants in excess of the maximums allowed under the Group RRSP due to a Participant reaching the annual RRSP contribution limit prescribed by the *Income Tax Act*. Under the Supplemental Retirement Plan, CWB establishes a notional account for each Participant and records it as a liability on CWB's balance sheet. Each month, the account is credited with monthly contributions for the Participant equal to the excess of (i) the total retirement contribution to which they are entitled over (ii) permitted contributions to the Group RRSP. Amounts credited to the Participant's account earn investment income each month during employment and after retirement in accordance with CWB's policies at the same rate offered to employees in the Group RRSP on 5-year GICs plus 1.5%.

Monthly contributions and investment income vest immediately upon being credited to the Participant's account. Upon termination of employment, amounts in the Participant's account must be paid to the Participant over a period not exceeding 10 years. Balances in the Participant's account continue to accrue investment income until the balance in the account is reduced to nil. The Supplemental Retirement Plan provides, in the case of death of the Participant, for the continuation of payments or acceleration of payments to the Participant's spouse, or a lump sum payment to the Participant's estate. The Supplemental Retirement Plan also allows for a deferral of payment until a Participant reaches 65 years of age where the Participant's employment ends before the Participant reaches 65 years of age provided that the Participant is at least 50 years of age at the date of termination and has accumulated a balance in the Supplemental Retirement Plan of at least \$50,000.

All Supplemental Retirement Plan accounts and all amounts allocated to them pursuant to the terms of the Supplemental Retirement Plan are notional only. That is, they are solely a measure of CWB's obligation to make payments to the Participant at the times and in the amounts contemplated in the Supplemental Retirement Plan. The Supplemental Retirement Plan does not guarantee any return on notional contributions to a Supplemental Retirement Plan account.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Under the terms of his employment agreement, CWB is obligated each month to credit a contribution to Mr. Fowler's Supplemental Retirement Plan account equal to the excess of (a) over (b), where (a) and (b) are as follows:

- (a) 15% of Mr. Fowler's base salary paid in the month, pro-rated for partial months; and
- (b) CWB's contribution to the Group RRSP made on Mr. Fowler's behalf for the month, pro-rated for partial months.

Supplemental Retirement Plan Contributions and Performance

Name	Supplemental Retirement Plan Account at Start of Year (\$)	CWB Contributions during the Year (\$)	Interest Accrued during the Year (\$)	Supplemental Retirement Plan Value at Year End (\$)
Christopher H. Fowler President and CEO	104,493	76,430	4,751	185,674

TERMINATION AND CHANGE OF CONTROL BENEFITS

The following table summarizes the estimated contractual incremental payments that would be received by each NEO in each circumstance where the NEO ceases to be employed by CWB. The amounts shown in the table below are calculated based on positions as at October 31, 2015 and, therefore, do not include compensation changes or options, RSUs and PSUs granted subsequent to the 2015 year end. The assumptions underlying the calculations in the following tables include:

- For the calculation of the cash severance benefit, the base salary level of the executive as at October 31, 2014 and 2015 was used, as well as the annual incentive amounts earned for the 2014 and 2015 fiscal years.
- Amounts received upon acceleration of the option and RSU awards vesting dates are based on the October 30, 2015 closing price of \$25.13 per common share. For options, the value is calculated based on the difference between \$25.13 and the exercise price of the option multiplied by the number of qualifying options. For RSUs, the value is calculated by multiplying the number of RSUs by \$25.13.

The actual amount that a NEO could receive in the future as a result of a termination of employment could differ materially from the amounts set forth below as a result of, among other things, changes in CWB's share price, changes in the executive's base salary, the timing of the termination event, changes in STIP amounts, and the vesting and grants of additional equity awards. The following table includes only contractually agreed to severance amounts. Where no contractual provision for severance exists, common law entitlements arising in the event of termination of employment without cause may apply.

Name	Termination for Cause (\$)	Termination other than for Cause (\$)	Change of Control (\$)	Retirement (\$)	Resignation (\$)	Death (\$)
Christopher H. Fowler President and CEO						
<i>Cash Severance¹</i>	-	2,887,000	2,887,000	-	-	-
<i>Accelerated RSU Vesting²</i>	-	-	-	-	-	-
<i>Accelerated PSU Vesting³</i>	-	-	-	-	-	-
<i>Accelerated Option Vesting⁴</i>	-	-	-	-	-	-
<i>Continuation of Employee Benefits</i>	-	-	-	-	-	-
Total	-	2,887,000	2,887,000	-	-	-
Carolyn J. Graham EVP and CFO						
<i>Cash Severance</i>	-	-	-	-	-	-
<i>Accelerated RSU Vesting²</i>	-	-	-	-	-	-
<i>Accelerated PSU Vesting³</i>	-	-	-	-	-	-
<i>Accelerated Option Vesting⁴</i>	-	-	-	-	-	-
<i>Continuation of Employee Benefits</i>	-	-	-	-	-	-
Total	-	-	-	-	-	-

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Name	Termination for Cause (\$)	Termination other than for Cause (\$)	Change of Control (\$)	Retirement (\$)	Resignation (\$)	Death (\$)
H. Bogac (Bogie) Ozdemir⁵ EVP and CRO						
<i>Cash Severance</i>	-	474,877	-	-	-	-
<i>Accelerated RSU Vesting²</i>	-	-	-	-	-	-
<i>Accelerated PSU Vesting³</i>	-	-	-	-	-	-
<i>Accelerated Option Vesting⁴</i>	-	-	-	-	-	-
<i>Continuation of Employee Benefits</i>	-	-	-	-	-	-
Total	-	474,877	-	-	-	-
Randell W. Garvey EVP						
<i>Cash Severance</i>	-	-	-	-	-	-
<i>Accelerated RSU Vesting²</i>	-	-	-	-	-	-
<i>Accelerated PSU Vesting³</i>	-	-	-	-	-	-
<i>Accelerated Option Vesting⁴</i>	-	-	-	-	-	-
<i>Continuation of Employee Benefits</i>	-	-	-	-	-	-
Total	-	-	-	-	-	-
Gregory J. Sprung EVP, Banking						
<i>Cash Severance</i>	-	-	-	-	-	-
<i>Accelerated RSU Vesting²</i>	-	-	-	-	-	-
<i>Accelerated PSU Vesting³</i>	-	-	-	-	-	-
<i>Accelerated Option Vesting⁴</i>	-	-	-	-	-	-
<i>Continuation of Employee Benefits</i>	-	-	-	-	-	-
Total	-	-	-	-	-	-

¹ Mr. Fowler's employment agreement provides that, if Mr. Fowler's employment is terminated, without cause or notice, or if CWB's normal operations are changed as a result of a sale, merger or liquidation, in such a manner as to eliminate or substantively change his position, and he chooses to leave CWB's employ within 18 months of such an event, then CWB will pay him a settlement amount equal to two times the average of the two most recent full years' base salaries and bonuses immediately prior to termination.

² Beginning in fiscal 2015, RSUs and PSUs are subject to accelerated vesting in the event there is a change of control if the officer's or employee's office or position is eliminated or substantially changed, and the officer or employee leaves the employment of CWB Group within 18 months of completion of the change of control.

³ Subject to the discretion of the HR Committee, PSUs do not vest earlier than provided for in the PSU Plan. However, beginning in fiscal 2015, PSUs are subject to accelerated vesting as described in footnote 2 above.

⁴ All outstanding options vest in the event of the employee's death or upon a change of control of CWB. Any new options granted after November 21, 2014 will be subject to accelerated vesting upon a change of control only if the officer's or employee's office or position is eliminated or substantially changed, and the officer or employee leaves the employment of CWB Group within 18 months of completion of the change of control. Options do not immediately vest upon retirement. The amounts in the table represent the incremental value of options vesting that would accelerate on the occurrence of a triggering event. This amount is calculated as the number of options that immediately vest on the triggering event pursuant to the terms of the SIP times the difference between the closing price of a common share of CWB on October 31, 2015 and the applicable grant exercise price.

⁵ Mr. Ozdemir's employment agreement provides that, if Mr. Ozdemir's employment is terminated without cause then CWB will pay him a settlement amount equal to 12 months' compensation calculated at his then applicable base salary plus short-term incentive bonus paid over the previous 12-month period.

ADDITIONAL COMPENSATION DISCLOSURE

COMPENSATION OF SENIOR MANAGERS AND MATERIAL RISK TAKERS

The following information on compensation relates to employees who may have a material impact on CWB's risk exposure and is disclosed in conformity with the Basel II, Pillar 3 disclosure requirements for remuneration. Under these requirements, senior managers and other employees whose actions could have a material impact on the risk exposure of CWB should have a significant portion of variable compensation deferred over a period of years. The purpose of the deferral is to ensure that these individuals are incentivized in a manner that is consistent with the long-term performance and sustainability of CWB.

The HR Committee undertakes a detailed annual review to identify senior managers and other employees who, based on their roles, may have a material impact on CWB's risk exposure. These employees are designated each year by management as Senior Managers and Other Material Risk Takers, based upon a review of the roles and responsibility of each individual. CWB defines Senior Managers to include the CEO and the EVPs of CWB. Other Material Risk Takers include Senior Vice Presidents of CWB and other individuals occupying key roles at CWB Group.

COMPENSATION AWARDED

The following charts outline the compensation awarded to Senior Managers and Other Material Risk Takers during fiscal 2015, 2014 and 2013. There were seven individuals classified as Senior Managers in 2015, seven in 2014 and six in 2013. There were 16 individuals classified as Other Material Risk Takers in 2015, 19 in 2014 and 20 in 2013. For individuals whose status changed during the fiscal year, their compensation is included in the tables below only for the portion of the year that they occupied the position of a Senior Manager or Other Material Risk Taker.

COMPENSATION AWARDED - SENIOR MANAGERS

	2015		2014		2013	
	Non-Deferred (\$)	Deferred ¹ (\$)	Non-Deferred (\$)	Deferred ¹ (\$)	Non-Deferred (\$)	Deferred ¹ (\$)
Fixed Compensation						
Cash-based	2,442,461	-	2,400,269	-	2,096,267	-
Variable Compensation²						
Cash-based	1,929,588	-	2,295,024	-	2,211,730	-
Shares and Share-Linked Instruments	-	3,248,825	-	2,689,838	-	3,058,661

¹ Deferred compensation includes stock options and RSUs granted in fiscal 2015, 2014 and 2013 in addition to PSUs granted in fiscal 2015 and 2014.

² All Senior Managers received variable compensation awards of shares and share-based awards in fiscal 2015, 2014 and 2013.

COMPENSATION AWARDED - OTHER MATERIAL RISK TAKERS

	2015		2014		2013	
	Non-Deferred (\$)	Deferred ¹ (\$)	Non-Deferred (\$)	Deferred ¹ (\$)	Non-Deferred (\$)	Deferred ¹ (\$)
Fixed Compensation						
Cash-based	3,097,641	-	4,081,287	-	4,414,892	-
Variable Compensation²						
Cash-based	1,478,603	-	2,006,831	-	2,050,987	-
Shares and Share-Linked Instruments	-	2,790,297	-	3,435,626	-	3,275,923

¹ Deferred compensation includes stock options and RSUs granted in fiscal 2015, 2014 and 2013 in addition to PSUs granted in fiscal 2015 and 2014.

² All Other Material Risk Takers received variable compensation awards in fiscal 2015, 2014 and 2013.

ADDITIONAL COMPENSATION DISCLOSURE

SPECIAL COMPENSATION

	2015				2014				2013			
	Senior Managers		Other Material Risk Takers		Senior Managers		Other Material Risk Takers		Senior Managers		Other Material Risk Takers	
	Number of Employees	Amount (\$)	Number of Employees	Amount (\$)	Number of Employees	Amount (\$)	Number of Employees	Amount (\$)	Number of Employees	Amount (\$)	Number of Employees	Amount (\$)
Sign-on Awards ¹	1	700,000	3	203,750	-	-	-	-	-	-	1	65,000
Guaranteed Awards ²	-	-	-	-	-	-	-	-	1	1,104,003	-	-
Severance ³	1	1,255,730	-	-	-	-	-	-	-	-	-	-

¹ Sign-on Awards include any one-time cash and deferred compensation awards granted in 2015, 2014 and 2013 for hiring purposes. Payouts in connection with sign-on awards may be made in whole or in part in the year of grant or may be paid in subsequent fiscal years.

² Guaranteed awards include all guaranteed incentive awards granted in fiscal 2015, 2014 and 2013, including any cash or deferred compensation awards. The only individual eligible for such an incentive was Mr. Larry Pollock, the former CEO, in 2013. No individuals were eligible for guaranteed awards in 2014 or 2015. Guaranteed Awards are included in the variable compensation paid in the table entitled Compensation Awarded – Senior Managers.

³ Severance includes all payments made due to termination of employment. The 2015 payment represented a contractually required sum triggered by a Change of Control of CDI.

DEFERRED COMPENSATION

This table includes deferred compensation that remained outstanding and which had not expired as at October 31, 2015, October 31, 2014 and October 31, 2013. Deferred compensation is comprised of stock options, RSUs and PSUs. The chart also includes previously deferred compensation that was paid out in fiscal 2015, fiscal 2014 and fiscal 2013.

	2015		2014		2013	
	Senior Managers	Other Material Risk Takers	Senior Managers	Other Material Risk Takers	Senior Managers	Other Material Risk Takers
Outstanding Deferred Compensation						
Vested ^{1,2}	19,626	10,918	841,107	730,399	1,579,753	1,455,738
Unvested ^{1,3}	3,076,813	2,826,647	8,572,343	11,606,871	8,427,396	8,949,076
Total Outstanding	3,096,439	2,837,565	9,413,450	12,337,270	10,007,149	10,404,814
Fiscal Year Payouts ⁴	693,560	1,191,268	3,846,628	4,877,602	2,739,860	1,730,039

¹ The value of 2015 vested and unvested awards is based on the closing share price on October 30, 2015 (\$25.13). The value of 2014 vested and unvested awards is based on the closing share price on October 31, 2014 (\$37.75). The value of 2013 vested and unvested awards is based on the closing share price on October 31, 2013 (\$33.44).

² Outstanding vested compensation is comprised of stock options that were exercisable on October 31, but that had not yet been exercised. Each outstanding option is valued at the closing price of a common share on the TSX on October 31 less the exercise price.

³ Outstanding unvested compensation is comprised of outstanding stock options that were not exercisable on or before October 31 in addition to RSUs and PSUs that had not vested by October 31. Outstanding stock options are valued at the closing price of a common share on the TSX on October 31, less the exercise price. Outstanding unvested RSUs and PSUs are valued at the closing price of a common share on the TSX on October 31 in addition to any dividend entitlement earned on such unvested RSUs and PSUs between the date that they were granted and October 31.

⁴ Fiscal year payouts include the value of exercised stock options during the fiscal year in addition to any RSUs paid out in the fiscal year. Stock option payouts are valued at the closing price of a common share on the TSX on the exercise date less the exercise price. The value of RSU payouts is calculated based on the average of the weighted average trading price of the common shares on the TSX for each of the four business days preceding the vesting date plus the vesting date of the RSU in addition to any dividend entitlement that was earned on such RSU between the grant date and the vesting date. No PSUs vested or were paid out in fiscal 2013, 2014 or 2015.

All variable compensation awards granted to Senior Managers and Other Material Risk Takers, both vested and unvested, are subject to clawback in accordance with CWB's Compensation Recoupment Policy. Unvested awards are also subject to forfeiture in the event of termination of employment due to resignation or dismissal.

100% of the vested and unvested deferred compensation awards are exposed to implicit adjustments due to fluctuations in the stock price and the PSU multiplier. In 2015, there were implicit reductions in the value of vested and unvested awards due to a reduction in stock price. In addition, CWB's relative TSR for the one-year performance period ending on December 15, 2015 ranked below the 25th percentile amongst its peers, resulting in a PSU multiplier of 0%.

The table below shows the explicit and implicit reductions that occurred in fiscal 2015, 2014 and 2013.

	2015		2014		2013	
	Senior Managers	Other Material Risk Takers	Senior Managers	Other Material Risk Takers	Senior Managers	Other Material Risk Takers
Reductions in Outstanding Deferred Compensation						
Explicit	-	-	-	-	-	-
Implicit	9,536,111	8,150,965	-	-	-	-

OTHER INFORMATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table lists the number of securities to be issued upon the exercise of outstanding options, the weighted average exercise price of the outstanding options and the number of securities remaining for future issuance under equity compensation plans as at October 31, 2015.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options (\$)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by shareholders	5,232,366	\$30.262	6,807,137
Equity compensation plans not approved by shareholders	-	-	-
Total	5,232,366	\$30.262	6,807,137

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors are, or were during the course of the financial year, indebted to CWB for any purpose. No executive officers are, or have been during the course of the financial year, indebted to CWB with respect to indebtedness entered into in connection with a purchase of CWB Group securities. There is no indebtedness to any CWB subsidiaries, and no CWB Group entity has issued any guarantees, support agreements, letters of credit or other similar arrangements to another entity in connection with indebtedness to that entity by any officer, director or employee or former officer, director or employee of CWB Group.

AGGREGATE INDEBTEDNESS

The table below shows the aggregate indebtedness to CWB of all executive officers, directors, employees and former executive officers, directors and employees of CWB Group. This amount includes routine indebtedness as defined under Canadian securities laws.

Purpose	To CWB or its Subsidiaries (\$)	To Another Entity (\$)
Share Purchases	-	-
Other	112,497,207 ¹	-

¹ \$ 45,679,158 of which represents indebtedness in the form of residential mortgages.

NON-ROUTINE INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS^{1,2}

The table below shows the non-routine indebtedness of directors and executive officers of CWB and their associates.

Name and Principal Position	Involvement of CWB or Subsidiary	Largest Amount Outstanding During 2015 Fiscal Year (\$)	Amount Outstanding as at December 31, 2015 (\$)
M. Glen Eastwood Senior Vice President and Regional General Manager	Lender	260,406 ³	0
Carolyn J. Graham EVP and CFO	Lender	398,389 ³	337,613
Keith D. Hughes Senior Vice President, Business and Personal Banking	Lender	398,722 ³	300,509
Darrell R. Jones Senior Vice President and Chief Information Officer	Lender	329,308 ³	308,839
Allen Stephen Vice President and Chief Accountant	Lender	451,884 ³	364,966
Scott Weiss VP, Real Estate Lending (BC Region)	Lender	423,363 ³	415,754

¹ This table excludes routine indebtedness. Routine indebtedness is defined to include (i) loans of \$50,000 or less to directors, or executive officers, that are made on terms no more favourable than the terms on which loans are made to employees generally; (ii) loans to directors and executive officers who are full-time employees, if these loans are

OTHER INFORMATION

fully secured by their residence and do not exceed their annual salary; and (iii) loans to directors or proposed nominees for election as a director if made on the same terms as available to other customers and involve no more than usual risks.

² "Executive Officer" means: a chair, vice-chair, president, CEO, CFO, 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.

³ Represents a mortgage securing a fixed term mortgage and/or a personal line of credit (LOC) on an interest only basis. Such loans are granted according to the standards applicable to customers, except for the interest rate, which is at the rate posted for CWB's customers less 3%, to a minimum of 3% on the mortgage, and at greater of the government prescribed rate (GPR) or 2% for the LOC. The employee borrowing rate was 2% from November 1, 2014 to December 31, 2015.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

CWB has purchased, at its expense, a liability insurance policy for the directors and officers of CWB Group. This policy covers directors and officers in circumstances including and not limited to where CWB is not able to or is prevented from indemnifying them, subject to the terms and conditions outlined in the policy wording. The policy has a limit of \$100,000,000 with a \$100,000 deductible if the claim is indemnifiable by CWB. CWB paid a total premium of \$311,500 covering the year ended October 31, 2015.

SHAREHOLDER PROPOSALS

There were no shareholder proposals submitted for consideration at this meeting. The final date for submitting shareholder proposals for inclusion in the management proxy circular for next year's annual shareholder meeting is October 6, 2016.

ADDITIONAL INFORMATION

Additional information relating to CWB may be found on SEDAR at sedar.com.

Additional financial information is provided in CWB's Consolidated Financial Statements and MD&A for the year ended October 31, 2015, which are both available on SEDAR at sedar.com and in CWB's 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 cwb.com.

DIRECTORS' APPROVAL

The Board of Directors has approved the content and sending of the Circular.



Gail L. Harding, Q.C. ICD.D
Senior Vice President, General Counsel
and Corporate Secretary
January 4, 2016

SCHEDULE A: MANDATE OF THE BOARD OF DIRECTORS

SCHEDULE A: MANDATE OF THE BOARD OF DIRECTORS

1.0 Introduction

The Board's primary responsibility is to oversee the management of the business and to pursue the best interests of the Bank. The Board has plenary power and exercises overall responsibility for the management and supervision of the affairs of the Bank.

2.0 Board Size and Criteria

The Board shall consist of at least seven and not more than 25 directors, a majority of whom must be resident Canadians at the time of election or appointment, and no more than 15% may be employees of the Bank or a subsidiary of the Bank. A majority of the directors of the Board shall be independent within the meaning of Multilateral Instrument 52-110 Audit Committees. If a person will have reached the age of 75 years at the time of the election of the Board, he or she is not eligible to be nominated as a director or stand for election or re-election.

3.0 Board Meetings

In order for the Board to transact business, a majority of the directors must be present and a majority of those present must be resident Canadians. The Board 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. The Board shall have an in camera session at each Board meeting with only independent directors present. The Board shall also have regular in camera sessions with the heads of the risk and compliance functions.

4.0 Reports from Committees/Subsidiaries

Unless waived by the Board, the Chair of each of the Audit Committee, the Governance Committee, the Human Resources Committee and the Risk Committee shall provide a verbal report to the Board on material matters considered by such committee at the first Board meeting after the committee's meeting.

5.0 Chair

The Board shall appoint a Chair of the Board who shall have responsibility to ensure that the Board discharges its duties and responsibilities. The Chair of the Board shall be an independent director. The Board, together with the Chair of the Board, shall annually review and adopt a mandate for the Chair of the Board.

6.0 Outside Advisors

The Board shall have the authority to retain, at the Bank's expense, independent advisors and consultants to advise the Board as it determines necessary to carry out its duties and to fix the remuneration of such advisors and consultants. The Board 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 Board or to meet with any directors of, or consultants to, the Board.

7.0 Governance

The Board of Directors has responsibility for developing the Bank's approach to governance issues although the Governance Committee plays a key role by recommending and reporting on governance issues, including ethical conduct, to the Board. The Board may delegate specific governance issues to other committees of the Board. The Board is responsible for establishing the appropriate procedures to ensure that the Board, Board committees and individual directors can function independently of management.

8.0 General Duties

It is the duty of the directors of the Bank to manage, or supervise the management of, the business and affairs of the Bank. In exercising his or her duties, every director shall act honestly and in good faith with a view to the best interests of the Bank and exercise the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. Each director shall also comply with the provisions of the *Bank Act* (the "Act"), the regulations under the Act and the by-laws of the Bank. The Board may establish from time to time various committees of the Board to perform certain functions on behalf of the Board.

SCHEDULE A: MANDATE OF THE BOARD OF DIRECTORS

9.0 Statutory Responsibilities Contained in the *Bank Act*

The Board shall comply with the requirements under the Act including, but not limited to, the following:

- 9.1 establish an audit committee and a conduct review committee to perform the duties of such committees as set out in the Act;
- 9.2 establish procedures to resolve conflicts of interest, including techniques for the identification of potential conflict situations and for restricting the use of confidential information, and designate a committee of the Board to monitor such procedures;
- 9.3 establish procedures to provide disclosure of information to customers of the Bank that is required to be disclosed by the Act and for dealing with complaints as required by the Act, and designate a committee of the Board to monitor such procedures and satisfy itself that they are being adhered to by the Bank;
- 9.4 establish investment and lending policies, standards and procedures in accordance with the Act;
- 9.5 approve the Bank's annual statement and specific reports prior to submission to the Superintendent of Financial Institutions; and
- 9.6 approve, when required, related party transactions in accordance with Part XI of the Act and establish policies and procedures and oversee reporting with respect to related party transactions.

10.0 Stewardship Duties and Responsibilities

The Board has responsibility for stewardship of the Bank, including the responsibility to:

- 10.1 to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer (the "CEO") and other executive officers (as defined in National Instrument 51-102 Continuous Disclosure Obligations) and that the CEO and other executive officers create a culture of integrity throughout the organization;
- 10.2 adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
- 10.3 review and approve the annual business plan and financial operation budget, including capital expenditures;
- 10.4 approve material divestures, acquisitions and financial commitments;
- 10.5 ensure an independent audit/inspection function is in place to monitor the effectiveness of organizational and procedural controls;
- 10.6 review and disclose, no less than annually, measures for receiving feedback from stakeholders;
- 10.7 determine the content and frequency of management reports;
- 10.8 approve the management proxy circular;
- 10.9 review and approve no less than annually, the mandate of the Board and each Board Committee;

SCHEDULE A: MANDATE OF THE BOARD OF DIRECTORS

- 10.10 with the assistance of the Risk Committee,
- 10.10.1 approve the Enterprise Risk Management Framework, the Risk Appetite Statement and related metrics including credit limits;
 - 10.10.2 approve the appointment or removal of the Chief Risk Officer and Chief Compliance Risk Officer;
 - 10.10.3 review and approve the target internal capital ratios and the capital plan;
 - 10.10.4 authorize the issuance of securities of the Bank, the payment of a commission on a share issue or the redemption of shares of the Bank; and
 - 10.10.5 declare a dividend;
- 10.11 with the assistance of the Audit Committee,
- 10.11.1 oversee and approve the Bank's internal control framework and management information systems and review the effectiveness of such controls and systems;
 - 10.11.2 approve the annual audited financial statements, Management's Discussion and Analysis ("MD&A"), annual information form and other annual public documents of the Bank;
 - 10.11.3 approve the quarterly reports to the shareholders, including the unaudited interim quarterly statements and the quarterly MD&A;
 - 10.11.4 recommend appointment of external auditors to the shareholders and approve the remuneration of the external auditors;
 - 10.11.5 approve the appointment or removal of the Chief Financial Officer and Chief Internal Auditor; and
 - 10.11.6 review any recommendations from regulators or the external auditors respecting their assessment of the effectiveness of the internal controls that come to their attention in the conduct of their work;
- 10.12 with the assistance of the Governance Committee,
- 10.12.1 develop the Bank's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Bank and review the effectiveness of such principles and guidelines;
 - 10.12.2 annually approve directors fees and benefits;
 - 10.12.3 annually recommend to the shareholders the nominees for directors; and
 - 10.12.4 annually review the results of the skills and competency evaluation process conducted by the Governance Committee for each director;
- 10.13 with the assistance of the Human Resources Committee,
- 10.13.1 oversee succession planning (including appointing, training and monitoring senior management);
 - 10.13.2 review and approve the employment and appointment of the Chief Executive Officer and the Executive Vice Presidents and the compensation structure and level of compensation for the Chief Executive Officer;
 - 10.13.3 develop a position description for the Chief Executive Officer which, together with other Board approved policies and practices, should provide for a definition of the limits to management's responsibilities, and approve the objectives of the Bank to be met by the Chief Executive Officer; and
 - 10.13.4 ensure the performance of the Chief Executive Officer is evaluated at least annually.

This mandate was last reviewed and approved by the Board on September 2, 2015, effective September 4, 2015.



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