

**WEST FRASER TIMBER CO. LTD.****EXECUTIVE AND DIRECTOR EQUITY HOLDING REQUIREMENTS POLICY**

This policy outlines the equity holding requirements applicable to all of the directors and executive officers of West Fraser Timber Co. Ltd. (“West Fraser”).

<b>Objective</b>	To encourage all West Fraser (i) non-employee directors and (ii) executive officers to maintain minimum equity holdings in West Fraser to further align their interests with those of West Fraser’s shareholders.
<b>Oversight</b>	The Human Resources & Compensation Committee (“ <b>HRCC</b> ”) of the Board of Directors of West Fraser (the “ <b>Board</b> ”) will be responsible for: (i) annually monitoring compliance with these requirements; and (ii) periodically reviewing and, if necessary, recommending to the Board changes to these requirements.
<b>Director Equity Holding Requirements</b>	<p>Each member of the Board who is not an employee of West Fraser or any of its affiliates is required to meet and maintain equity holdings with a value of not less than three times the aggregate of the director’s annual base retainer and annual equity retainer.</p> <p>Each director will be required to meet the director minimum equity holding requirements within five years after the later of: (i) the date the equity holding requirements were first adopted for directors (being February 2013); and (ii) the director’s election or appointment as a director.</p> <p>To the extent the director minimum equity holding requirements are materially changed, each director will be required to meet the revised requirement within an additional five-year period from the date of adoption of the revised requirement.</p> <p>If after any annual valuation of a director’s holdings the value of such holdings falls below the equity holding requirement, the director will have one year to regain compliance.</p>

<b>Executive Officer Equity Holding Requirements</b>	<p>Each executive officer of West Fraser is required to meet and maintain equity holdings with a value not less than that set out below:</p> <table border="1" data-bbox="472 289 1414 590"> <thead> <tr> <th data-bbox="472 289 922 386">Category of Executive</th><th data-bbox="922 289 1414 386">Equity Holdings Required (multiple of base salary)</th></tr> </thead> <tbody> <tr> <td data-bbox="472 386 922 457">Chief Executive Officer</td><td data-bbox="922 386 1414 457">three times</td></tr> <tr> <td data-bbox="472 457 922 590">All other executive officers (Senior Officer or Vice-President)</td><td data-bbox="922 457 1414 590">one time</td></tr> </tbody> </table> <p>Each executive officer that is:</p> <p>(a) the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, an Executive Vice-President or a Senior Vice-President (collectively, each a “<b>Senior Officer</b>”) is required to meet the executive officer minimum equity holding requirements within five years of the later of: (i) the date these equity holding requirements for executive officers were last materially amended as shown in revision table below; and (ii) the date of the executive officer’s appointment to an executive position at West Fraser, and</p> <p>(b) a Vice-President (and not a Senior Officer) (each a “<b>Vice-President</b>”) will be required to meet the executive officer minimum equity holding requirements within eight years of the later of: (i) the date these equity holding requirements for executive officers were last materially amended as shown in revision table below; and (ii) the date of the executive officer’s appointment to an executive position at West Fraser.</p> <p>Executive officers that do not meet the minimum equity holding requirements on the later of the date of adoption of these updated requirements and the date of the executive officer’s appointment to an executive position at West Fraser must acquire not less than a pro-rata amount of eligible equity each year to achieve full compliance by the end of the applicable five year period in the case of Senior Officers or the applicable eight year period in the case of Vice-Presidents, as the case may be.</p>	Category of Executive	Equity Holdings Required (multiple of base salary)	Chief Executive Officer	three times	All other executive officers (Senior Officer or Vice-President)	one time
Category of Executive	Equity Holdings Required (multiple of base salary)						
Chief Executive Officer	three times						
All other executive officers (Senior Officer or Vice-President)	one time						
<b>Promotion or Material Changes</b>	<p>If the equity holding requirements applicable to an executive officer are increased due to the executive being promoted or are altered due to changes to these requirements, the executive’s initial obligation to meet the stipulated requirements within the later of five years or eight years, as the case may be, of adoption of these updated requirements and appointment to an executive position continues, but the executive will have an additional five-year period from the date of the executive’s promotion or of the change to these requirements to meet the increased or altered equity holding requirements. Notwithstanding the foregoing and for the avoidance of doubt, to the extent a Vice-President is promoted to a Senior Officer and the equity holding requirement as a multiple of their base salary does not change (i.e. multiple of base salary stays the same), the Senior Officer shall be required to meet their equity holding requirement upon the earlier of (a) the eight years from becoming an executive officer (other than a Senior</p>						

	Officer); and (b) five years of becoming a Senior Officer, and the corresponding pro-rata acquisition of eligible equity required to be purchased shall be adjusted accordingly to reflect the revised timeline to meet such equity holding requirement.
<b>Eligible Holdings</b>	<p>For the purposes of these requirements, equity that is eligible for determining compliance with the equity holding requirements includes common shares and vested and unvested deferred share units and restricted phantom share units.</p> <p>Unexercised stock options and performance phantom share units are excluded for the purpose of determining compliance with these equity holding requirements.</p> <p>In calculating eligible holdings, West Fraser will include the value of equity held, directly or indirectly, by, or under the direction or control of, the director or executive officer, including equity holdings disclosed on Canada's System for Electronic Disclosure and equity held by immediate family members residing in the same household.</p>
<b>Valuation</b>	For the purposes of determining whether the minimum equity holding requirement has been met, equity held by a director or officer will be valued annually based on the greater of: (a) the closing price of the Company's Common shares on the Toronto Stock Exchange on December 31 of the most recently completed financial year (or, if such date is not a trading date, on the last trading date of such year), and (b) the original acquisition cost or grant date value of such equity.
<b>Hardship Exceptions:</b>	<p>There may be rare and exceptional circumstances in which compliance with these requirements would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce settlement. In such exceptional circumstances, the HRCC will evaluate whether exceptions from these requirements should be granted.</p> <p>If an exception is granted in whole or in part, management will, in consultation with the individual and the HRCC, develop alternative equity holding requirements that reflect both the intention of these requirements and the individual's particular circumstances.</p> <p>Any such granted exception and alternative guidelines shall be deemed to be consistent with these guidelines and shall not be deemed a waiver.</p>

<b>Failure to Meet Ownership Requirement:</b>	<p>If an executive officer does not meet the equity holdings requirements by the required date, or does not continue to meet the requirements following the required date, the HRCC will review the reasons for such non-compliance and will recommend to management a course of action to be undertaken to ensure compliance with these requirements within a reasonable period of time.</p> <p>Factors to be considered by the HRCC in its review and recommendation include: (i) market conditions; (ii) whether, as a result of the unique financial circumstances of the individual, compliance would result in an unacceptable hardship; and (iii) any other relevant reason for why these requirements have not been met.</p>
<b>Date of Adoption:</b>	Updated Equity Holding Requirements Policy adopted as of September 9, 2024.

---

**Equity Holding Requirements Policy Revision History:**

<b>Date</b>	<b>Revision History</b>
February 2013	Initial adoption of Equity Holding Requirements Policy
February 11, 2019	Material amendment replaced these guidelines with updated and more detailed equity holding requirements for its directors and executive officers to emphasize the importance of its directors and executive officers maintaining equity holdings in West Fraser to better align their interests with those of West Fraser's shareholders.
February 15, 2022	Non-material amendment to change the date of testing of the compliance with the policy to December 31 or if such date is not a trading day, the last trading day of the year.
September 7, 2022	Non-material amendment to extend the time for compliance for executive officers that are not Senior Officers to eight years.
September 9, 2024	Non-material amendment to clarify the time for compliance for executive officer that are not a Senior Officer that are promoted to Senior Officer.