

Hiring employees or former employees of the independent auditors

- Issuing Body:** Audit Committees of the Boards of Directors of Canadian Pacific Railway Limited and Canadian Pacific Railway Company (collectively, “CP”)
- Policy Statement:** The recruitment and engagement by CP as an employee or contractor or in any other capacity, of an employee or former employee of CP’s independent auditors who has been involved in the audit of CP financial statements shall follow the requirements set out in Policy 2209 External Recruitment. In addition:
- CP will not, during the period of the audit engagement of its independent auditors, and for a period of 12 months thereafter, offer employment to or hire as an employee or contractor or in any other capacity, the lead engagement partner, the concurring partner or any other person who provided, or who may provide, more than 10 hours of audit, review or attest service in those periods for positions having a financial reporting oversight role. These positions include board director, president, chief executive officer, chief financial officer, chief operating officer, general counsel, chief accounting officer, comptroller, director of internal audit, director of financial reporting, treasurer and any other position having significant input in the preparation of CP’s financial statements.
- In all cases, the hiring as an employee, contractor or in any other capacity by CP of a former audit partner or senior manager of CP’s independent auditors involved in the audit of CP financial statements shall require the pre-approval of the Audit Committee of the Board of Directors of CP.