

POSITION DESCRIPTION FOR THE CHAIR OF THE GOVERNANCE AND NOMINATING COMMITTEE

The Chair of the Governance and Nominating Committee (the Committee) shall be appointed by the board of directors of Air Canada (the Board). If there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board.

The Chair of the Committee leads the Committee in all aspects of its work and is responsible to effectively manage the affairs of the Committee and ensure that it is properly organized and functions efficiently.

More specifically, the Chair of the Committee's primary duties and responsibilities include the following:

Committee effectiveness

- Establish procedures to govern the Committee's work and the discharge by the Committee of its objectives, duties and responsibilities as described in its charter and as may otherwise be appropriate.
- Take reasonable steps to ensure that enough time and attention is given to each aspect of the Committee's duties and responsibilities.

Meetings and Committee matters

- In consultation with other Committee members, the Chair of the Board and members of management, determine the frequency, dates and locations of meetings of the Committee.
- Set the Committee meeting agendas to ensure all required business is brought before the Committee to enable it to efficiently carry out its duties and responsibilities.
- Chair every meeting of the Committee and encourage candid, free and open communication as well as active and effective participation, at the meetings of the Committee in a spirit of respect, trust and collegiality.
- Taking reasonable steps to ensure that the conduct of meetings provides adequate time for appropriate discussion of relevant issues.
- Ensure that all items requiring the Committee's approval, including all Committee recommendations to the Board, are appropriately tabled.
- Report to the Board on behalf of the Committee on the matters reviewed by, and on any decisions or recommendations of, the Committee.
- Take reasonable steps to ensure that external advisors retained or to be retained by the Committee are appropriately qualified and independent (where necessary).

Committee composition and succession

- Take reasonable steps to ensure that the members of the Committee:
 - have the skills, experience and talents required for the Committee on an ongoing basis;

- maintain the level of independence required by applicable requirements.
- Participate in the development and provide input on succession plans in respect of the Committee chair position.
- Review the annual assessment of the Committee and take the appropriate follow up measures.
- Oversee the orientation of new Committee members and take reasonable steps to ensure that all members of the Committee understand the role and responsibilities of the Committee.

Liaising with management

- Oversee the flow of information to Committee members and monitor the adequacy and timeliness of materials provided by management to enable the Committee to fulfill its responsibilities and duties as described in its charter and as otherwise may be appropriate.
- Encourage an effective working relationship between management and the members of the Committee.

General

- Lead an annual review of the adequacy of the Committee charter.
- Attend meetings of shareholders to respond to questions from shareholders as may be put to the Chair of the Committee.
- Carry out other duties as requested by the Board, depending on need and circumstances.

Effective as of March 21, 2023