



Annual and special meeting 2025

Speeches

Bilingual version

Calin Rovinescu, C.M. – Chairman of the Board
Marc Parent, C.M. – President and CEO
Matthew Bromberg – Incoming President and CEO

Wednesday, August 13, 2025

1. Chairman of the Board opening remarks (5-7 minutes)

Welcome and context

Mesdames et messieurs bonjour. Good morning, ladies and gentlemen.

Je suis Calin Rovinescu, président du conseil d'administration de CAE. Au nom du Conseil et de l'équipe de direction de CAE, j'ai le plaisir de vous souhaiter la bienvenue à cette assemblée annuelle et extraordinaire des actionnaires 2025.

L'assemblée aura lieu en format hybride, ce qui permet à tous les actionnaires et aux fondés de pouvoir désignés, où qu'ils se trouvent, d'assister, de participer en temps réel et de voter en ligne à l'assemblée par l'intermédiaire d'une plateforme Web ou de se rendre sur place pour interagir directement avec les autres actionnaires, les membres du conseil et l'équipe de direction. Les invités peuvent également y assister par l'entremise de la webdiffusion en direct.

L'assemblée se déroulera en français et en anglais. You can listen to the webcast and view the presentation slides in either French or English. If you wish to change languages, click on the language icon shown on the top right side of your screen.

And now, for introductions.

I'm here in Montreal, Québec on kanien'kehá ka (GAH-nee-en-ge-ha-gah) territory along with members of our executive management team, namely:

- Marc Parent, our President and Chief Executive Officer and Director;
- Matthew Bromberg, our incoming President and Chief Executive Officer;
- Mark Hounsell, Chief Legal and Compliance Officer, and Corporate Secretary, who will be acting as the secretary of this meeting; and
- Samantha Golinski, Vice President, Public Affairs and Global Communications, who will be acting as moderator with respect to any questions you may have.

Thank you to our shareholders for joining us in person and to those tuning in online from around the world.

Fiscal 2025 was a year of achievement and transformation. We delivered record results and executed a leadership transition that positions CAE for the future.

This is a pivotal moment for the company – a new era of leadership, built on the strong foundation of performance that defines CAE.

Role transition

Before I talk about what's ahead, let me take a few minutes to discuss evolving governance at the Board level. After this Annual Meeting, I will become Executive Chairman of CAE. In this role, in addition to responsibility for the effective functioning of the Board, I will remain engaged in the development and execution of the company's strategic initiatives. Beyond that, I'll also represent CAE globally – deepening relationships with investors, governments, and defence and security partners in a world of shifting priorities and new opportunities.

Matt as our new President & CEO will have full responsibility for the company's daily management and to develop and execute the strategy, supported by his leadership team. Together, we will focus on shaping our long-term strategy, ensuring disciplined capital allocation, and creating sustainable value for shareholders.

De plus, Sophie Brochu assumera un nouveau rôle à titre d'administratrice indépendante principale, renforçant les meilleures pratiques en matière de gouvernance dans le cadre de notre nouvelle structure.

Je vais maintenant prendre quelques instants pour souhaiter la bienvenue aux nouveaux administrateurs qui se sont joints à nous depuis l'assemblée générale

annuelle de l'année dernière : Peter Lee de Browning West, Katherine Lehman, associée à Palladium, et Louis Têtu de Coveo.

Je profite également de l'occasion pour saluer les membres du conseil qui ont récemment quitté leur poste. Au nom du conseil, j'aimerais remercier Alan MacGibbon pour ses années de service et son leadership en tant qu'administrateur et président du conseil. Nous remercions également les administrateurs Peg Billson, François Olivier et David Perkins. Ils ont tous apporté une contribution précieuse au cours de leur mandat et ont contribué à la croissance de CAE. Merci.

Ces changements s'inscrivent dans la continuité des valeurs de CAE et visent à renforcer la confiance en notre avenir.

Tribute to Marc Parent

Mais avant de poursuivre, j'ai le privilège de reconnaître une personne dont le leadership a défini CAE pendant plus de 16 ans : Marc Parent.

Au fil des ans, Marc a reçu de nombreuses récompenses de la part de l'industrie. Il a notamment été intronisé en tant que légende vivante de l'aviation et au Panthéon de l'aviation du Canada, et a été nommé membre de l'Ordre du Canada, l'une des distinctions les plus prestigieuses au pays. Étant moi-même

un ancien client de CAE par l'entremise d'Air Canada, je peux vous dire que Marc est non seulement reconnu dans les secteurs de l'aéronautique et de l'aviation, mais il est aussi profondément respecté au sein de ces milieux.

During his tenure as CEO – and over two decades with CAE – Marc transformed this company from a simulator manufacturer into a global training and mission systems powerhouse. He is widely credited with instilling a deeply customer-centric culture across the organization that continues to define how CAE's 13,000 employees serve partners and stakeholders every day. Today, approximately 60 percent of our annual revenue comes from recurring training services. With Marc at the helm, CAE's revenue has more than tripled over the last 15 years, from \$1.5 billion in fiscal year 2010 to \$4.7 billion in fiscal year 2025. During that same period, CAE's stock price rose from approximately \$8 per share to \$40 per share. Including dividends, this represents a total shareholder return of over 520 percent.

Marc strengthened our competitive moat, championed innovation, and ensured that CAE's purpose, to make the world safer, was always front and centre.

Marc, on behalf of the Board, our employees, and our shareholders – thank you for your extraordinary leadership and enduring legacy.

Introducing Matthew Bromberg

And now, let's look to the future. Today, we proudly welcome our new President and Chief Executive Officer, Matthew Bromberg – a leader ready to build on this legacy with a fresh perspective to propel CAE forward.

His appointment followed a comprehensive international search. What stood out the most for me and the Board is Matt's rare balance of IQ and EQ – a leader who combines strategic insight, operational depth, and strong emotional intelligence. He also brings deep experience from senior leadership roles in aerospace and defence, including at Northrop Grumman, Raytheon, and Pratt & Whitney. This distinctive blend of expertise and leadership convinced us that he is exceptionally well-suited to lead CAE into its next chapter.

Matt comprend aussi ce qui rend CAE unique – nos employés et nos racines en tant qu'entreprise mondiale ayant son siège social au Québec. Il s'est engagé à protéger et à renforcer la culture d'excellence, d'innovation et d'orientation client de CAE, tout en adoptant le patrimoine local qui reflète notre identité. Lui et sa famille déménagent à Montréal, et il apprend déjà le français – ce qui témoigne de son engagement.

Matt, c'est un privilège de te présenter alors que tu te joins à notre équipe de direction. Ton arrivée insuffle une nouvelle énergie et démontre que CAE est prête pour un avenir passionnant.

Ensemble, nous allons de l'avant en misant sur nos forces et en saisissant les occasions à l'horizon.

Formalities

2. Agenda
3. Forward-looking statements
4. Call to order
5. Constitution of Meeting
6. Appointment of scrutineer
7. Establishment of quorum
8. Meeting regularly constituted
9. Technical features and voting
10. Minutes of 2024 Annual and Special Meeting
11. Financial statements and Auditors' report
12. Election of Directors
13. Appointment of Auditors
14. Advisory Vote on Executive Compensation
15. Approval of Amendments to the General By-law of CAE Inc.
16. Last Call for Voting
17. Voting Results

18. Chairman of the Board, CEO's and incoming CEO's Address to Shareholders

Chairman of the Board – Review of the Year (8-10 minutes)

Financial Highlights

Let's now take a moment to reflect on the year that just passed. Fiscal 2025 was one of the most significant years in CAE's history – a year that strengthened our foundation and prepared us for long-term growth.

We delivered record revenue of \$4.7 billion, up 10 percent from last year. Adjusted segment operating income reached \$732 million, up 33 percent from \$550 million in fiscal year 2024, highlighting the strength of our core performance. Free cash flow was \$814 million – increasingly disciplined capital management in action. And our adjusted backlog reached \$20.1 billion – up 65 percent – giving us unmatched visibility and long term stability.

These results reflect a balanced business model and solid execution across both Civil Aviation and Defense & Security – diversification between markets supported by powerful long-term tailwinds.

Civil aviation

Looking at Civil Aviation, air travel continues to expand worldwide. The two largest aircraft manufacturers hold a combined backlog of more than 17,500 aircraft, and the global fleet is expected to nearly double over the next two decades. CAE estimates that 300,000 new pilots will be needed globally in the next 10 years. That scale of demand creates both responsibility and opportunity for CAE.

Our Civil business delivered revenue of \$2.7 billion, up 11 percent, and adjusted segment operating income of \$581.5 million, up 6 percent. Civil adjusted backlog reached a record \$8.8 billion, reinforcing our position as the world's leading training partner.

Pour répondre à la demande, nous avons augmenté la capacité opérationnelle de plusieurs centres de formation récemment ouverts, lancé notre nouveau centre de formation des Services de la circulation aérienne à Montréal en partenariat avec NAV CANADA, renouvelé un partenariat à long terme avec Flexjet et augmenté notre participation dans SIMCOM pour renforcer notre offre sur les marchés à forte croissance. Nous avons également élargi notre capacité de formation sur l'avion Embraer E2 en déployant un simulateur de vol pour soutenir les flottes en Europe, au Moyen-Orient et en Afrique, et nous avons

annoncé la formation des pilotes sur l'appareil E2 à Montréal pour Porter Airlines. Dans le domaine de l'aviation d'affaires, nous avons ouvert notre premier centre de formation en Europe centrale, à Vienne, renforçant ainsi notre engagement à rapprocher la formation de l'endroit où nos clients se trouvent et élargissant notre offre de formation sur des appareils tels que le Gulfstream G550 et le Pilatus PC-24.

Sur le plan technologique, nous avons déployé la nouvelle image de marque de nos solutions numériques pour les opérations aériennes, soit Flightscape – Propulsée par CAE, offrant des informations en temps réel qui aident les compagnies aériennes à optimiser leurs activités et à réduire les coûts liés aux perturbations, et nous avons lancé une nouvelle fonction appelée le Tableau de tâches unifié, qui apporte encore plus d'efficacité et de visibilité aux activités des compagnies aériennes. Nous avons également annoncé un partenariat à long terme avec Allegiant et renouvelé des ententes avec Spirit Airlines et Air India.

Nos activités de formation pour l'aviation d'affaires ont continué de croître en Amérique du Nord et en Europe, reflétant la vigueur soutenue du secteur et la valeur du réseau mondial de CAE et de ses outils de formation avancés.

Defense & Security

Now, let's shift gears to Defense & Security. Defence markets are in the early stages of a generational investment cycle. Across NATO and allied nations, governments are increasing budgets to modernize forces and strengthen mission readiness with initiatives like the EU's ReArm strategy.

Notably, here in our core home market of Canada, where we are the nation's leading defence partner, we see a powerful, renewed momentum. Canada is set to reach 2% of GDP on defence spending this year, five years ahead of schedule, and has committed to spending 5% of its GDP by 2030. Similarly, NATO as a whole is now discussing targets as high as 5% in response to increased security concerns. Clearly, simulation and integrated training solutions are at the core of these strategies – and CAE is well positioned to lead.

This segment delivered one of its strongest years ever. Revenue reached \$2 billion, up 8 percent, and adjusted segment operating income improved significantly. Testimony to the generational investment and our strong position in the market, our adjusted backlog doubled, surging to \$11.3 billion. That's clear momentum in a sector undergoing transformation.

At the centre of this success is the \$11.2 billion Future Aircrew Training (FAcT) program in Canada – awarded to SkyAlyne, our joint venture with KF Aerospace

– marking the largest contract in CAE’s history. This program will define aircrew training for the Royal Canadian Air Force for decades. Furthermore, we were named a strategic partner for Canada’s Future Fighter Lead-in Training program – a reflection of CAE’s role in preparing the next generation of fighter pilots. We also advanced collaboration with Saab on the Canadian Patrol Submarine Project to ensure mission and operational readiness of the Royal Canadian Navy.

Beyond Canada, we expanded our leadership in the U.S. with wins such as flight training services for the U.S. Air Force on KC-135 aircraft, U.S. Army’s Flight School Training Support Services contract and continued progress on the Simulators Common Architecture Requirements and Standards program. These programs position CAE at the heart of two of the largest defence training initiatives in North America.

Internationally, we were awarded a contract by the Italian Air Force to deliver training system on MQ-9A Reaper, and extended our partnerships with Sikorsky on advanced technologies such as Magnetic Anomaly Detection.

These wins are not just contracts – they are strengthening our role as a trusted partner in the modernization of allied defence forces.

What makes this performance even more significant is that we achieved it while improving margins through disciplined execution – creating a solid foundation for sustainable growth in Defense & Security.

Innovation and Sustainability

Passons maintenant à l'innovation et au développement durable, deux piliers de la stratégie de CAE. Nous avons déployé CAE Connect, notre application destinée aux clients, à plus de 5 500 utilisateurs de l'aviation d'affaires, créant ainsi le plus grand écosystème de formation connectée de l'industrie. CAE Prodigy, notre système visuel de prochaine génération, a commencé à être livré à des clients cette année. Par ailleurs, notre nouvelle application immersive pour Apple Vision Pro est désormais reconnue comme un exemple phare d'informatique spatiale dans le domaine de l'aviation, utilisée pour aider les pilotes à se familiariser avec le poste de pilotage. Le chef de la direction, Tim Cook, et le chef de la direction financière d'Apple l'ont reconnu lors de la dernière conférence téléphonique sur leurs résultats, ce qui témoigne de son impact.

Le développement durable est également au cœur de notre raison d'être. Au cours de l'exercice 2025, nous avons fait progresser notre feuille de route en matière de décarbonisation, qui a été validée par la Science Based Targets initiative, et nous avons lancé le programme CAE Résilients ensemble pour

mobiliser les fournisseurs et les aligner sur nos engagements climatiques. Nous avons également mis en œuvre de nouveaux processus pour suivre les progrès et intégrer le développement durable dans les décisions d'affaires. Nous commençons à miser sur le prix interne du carbone, un processus qui nous aide à tenir compte du coût environnemental ainsi que du coût financier des investissements importants à long terme.

Nos initiatives nous ont valu d'être reconnus parmi les entreprises les plus durables du monde et comme la meilleure entreprise de défense du Canada.

Aujourd'hui, le développement durable n'est plus seulement une question de conformité; c'est un avantage concurrentiel qui crée de la valeur pour notre entreprise.

Looking ahead

So, what's next? The fundamentals remain strong and enduring. Civil Aviation is buoyed by structural demand for pilots and aircraft. Defence spending continues to grow as allied nations prioritize readiness and modernization. Technology and sustainability give CAE an edge and ensure we remain relevant and have a positive impact in an evolving world.

In the coming year, we will continue to prioritize disciplined capital deployment – reducing leverage toward our target ratio and generating strong free cash flow that supports both strategic investment and returning value to shareholders.

In Defense & Security, we will leverage our global diversification. With programs underway in Canada, the U.S., and across allied nations, CAE is well positioned to deliver integrated, interoperable training solutions that support modernization across multiple domains.

To our 13,000 employees – thank you for your commitment and professionalism. Your expertise and dedication make our success possible.

CAE is stronger than ever – and the future is ours to shape.

Marc, thank you for your vision and leadership. The floor is yours.

Farewell remarks – Outgoing CEO (~4–5 minutes)

Good morning everyone.

Bonjour, et merci, Calin, pour cette présentation. Bienvenue à tous et merci d'être là aujourd'hui!

Diriger CAE au cours des 16 dernières années a été l'honneur de ma carrière – une période marquée par des décisions audacieuses et un engagement indéfectible envers notre mission. En 2009, j'ai assumé ce rôle avec un objectif clair : libérer le plein potentiel de CAE et en favoriser l'évolution. Aujourd'hui, CAE est un chef de file mondial, animé par l'innovation, sa raison d'être et, surtout, la force de ses employés. Cette transformation n'est pas le fruit du hasard; cela s'est produit grâce à la discipline, à une exécution rigoureuse et à l'orientation stratégique qui ont défini le succès de CAE.

Au cours de ces années et dans les domaines de l'aviation civile et de la défense, nous avons bâti une entreprise véritablement équilibrée : en prenant de l'expansion dans de nouveaux marchés, en lançant des solutions révolutionnaires et en renforçant nos bases financières et opérationnelles. Nous avons fait de CAE, qui fabriquait des simulateurs, un partenaire mondial incontesté dans le domaine des systèmes de formation et de missions.

Looking back, what makes this journey remarkable is how we relentlessly adapted and innovated – through change and disruption – always keeping performance and safety as our North star. We exist to make the world safer – a noble mission that goes beyond business metrics and underscores the unparalleled responsibility we carry every day.

And our customers have always been at the heart of everything we do. Our enduring, deep relationships have allowed us to understand their needs and anticipate challenges to deliver solutions before they even ask. Whether they were airlines, pilots, operators, defence & security forces, regulators or governments, it has been a true privilege to serve our customers as their trusted partner and to help them prepare for the moments that matter most.

Today, CAE is stronger than ever with the fundamentals and the resilience to deliver value for the long term.

I want to thank our instructors, engineers, technicians, support staff, and everyone in between for their dedication, their grit, and their belief in what we do. As I like to say, without our employees, we are merely a collection of buildings with a logo on it. But if you put our employees anywhere in the world, well, you've got CAE.

As I hand over to Matt Bromberg, I do so with confidence. Matt brings the experience, vision, and leadership this company needs for what's next. He understands the responsibility and the scale of the opportunity ahead, and I know he will carry CAE forward with the same sense of purpose that has always guided us.

Il ne s'agit pas d'un message d'adieu, mais bien d'un nouveau chapitre. CAE fera toujours partie de qui je suis, et je continuerai à me réjouir de son succès.

Merci de m'avoir donné l'occasion de diriger cette entreprise remarquable.

And now, it's time to start the next leg of CAE's journey, and there's no better person to take the controls than Matt Bromberg. Matt, over to you.

Vision and outlook – Incoming CEO (4–5 minutes)

Merci, Marc. It's an honour to follow you and build on everything you've achieved. *Bonjour tout le monde*. It's a privilege to speak to you today for the first time as CAE's incoming President and CEO, a role I will formally assume following this meeting.

CAE is an extraordinary company with a proud history and a clear sense of purpose.

First, I want to thank the Board for their confidence, and Calin for his partnership. I look forward to working alongside Calin as Executive Chairman – his insight and experience will be invaluable.

I also want to thank Marc Parent once more for his partnership in this transition. Over the past few months, Marc has not only shared his insight but truly opened the doors of CAE's inner workings. He introduced me to the teams behind the scenes where execution happens, walked me through the critical decisions that have shaped this company, and partnered closely with me to ensure a smooth handoff. Marc, your leadership over 16 years has made CAE a company admired around the world, and I'm grateful for the guidance you've given me throughout this transition.

Since joining CAE in June, I've been listening and learning. I had the privilege to join in at Paris Air Show, the largest aviation and aerospace event in the world. And what really impressed me is that every conversation – with partners, suppliers and, most importantly, our customers – they consistently spoke to CAE's professionalism, technical leadership, and customer focus.

I've met teams in Montreal and across the world, engaged with customers and partners, and joined strategic discussions with leadership. Everywhere I've been, I've seen the same qualities: professionalism, pride, and a deep commitment to excellence. It reminds me why I chose to join this company – a mission that matters, and people who care about delivering it.

My focus now is on understanding where we can go further. That means building on what works, continuing to improve operational performance, and to keep innovating. We'll focus on operational efficiency and capital allocation, and on generating strong cash flow to create sustainable value for shareholders. I see real potential to leverage our advanced defence technologies more broadly across CAE's portfolio, including in commercial aviation. At the same time, we can drive greater efficiency by applying commercial best practices within our Defense business. This cross-pollination of innovation and efficiency can unlock new value, enhance customer outcomes, and support higher returns. As we

focus on efficiency, we will relentlessly maintain our commitment to our customers, to quality and to safety.

With my background in defence, including service as a U.S. Navy submarine officer, I also understand how critical CAE's role is in mission readiness for allied forces. That's not only a responsibility, but it's also an extraordinary opportunity.

Et oui, j'apprends déjà le français and I'm looking forward to calling Montreal home. It's one of the world's great aerospace hubs and an exceptional community. My family and I are excited to be here.

To our employees: thank you for the warm welcome – you are CAE's strength. To our customers and partners: thank you for your trust – we will keep earning it. To our shareholders: thank you for your confidence – I'm committed to creating sustainable value through strong execution and smart growth.

This is an exciting time for CAE. We have a clear mission, solid fundamentals, and the talent to capture the opportunities ahead.

I'm honoured to lead this next phase, and I look forward to what we will accomplish together.

Merci

19. Shareholder Question Period
20. Termination of Meeting