



CAE INC.
(the “Company”)

**EXECUTIVE CHAIRMAN OF THE BOARD OF DIRECTORS
POSITION DESCRIPTION**

The Executive Chairman of the Board of Directors (the “**Board**”) of the Company is primarily responsible for the effective functioning of the Board and for providing guidance and support to the President and Chief Executive Officer in the development and execution of the Company’s strategic initiatives.

The Executive Chairman of the Board shall be appointed by the Board from among the duly elected members of the Board for a one-year term at the first meeting of the Board following the annual meeting of shareholders each year (provided that if there is a vacancy in such office, the members of the Board shall appoint one of the other directors to fill the vacancy).

The Executive Chairman of the Board shall:

With Respect to the Board and its Committees

1. Collaborate with members of the Board including the Lead Independent Director, the President and Chief Executive Officer and the Corporate Secretary, to develop the agenda for Board meetings to fully discharge the mandate of the Board.
2. In consultation with the President and Chief Executive Officer, the Corporate Secretary’s Office, the Lead Independent Director and the Chairs of the committees of the Board, as appropriate, determine the frequency, dates and locations of meetings of the Board, of committees of the Board, and of the shareholders.
3. In collaboration with the Lead Independent Director, ensure the Board clearly understands and respects the boundaries between Board and management responsibilities.
4. Ensure proper flow of information, from management, external consultants or otherwise, to enable the Board to exercise its responsibilities.
5. Ensure that all items requiring Board monitoring or evaluation, Board approval or Board recommendations are appropriately addressed.
6. Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent.
7. Ensure that the Board has direct access to such members of senior management as may be required to fulfill its mandate.

8. Take steps to ensure the effective and transparent interaction of Board members and senior management and ensure that senior management is fully aware of the concerns of the Board on matters falling within its mandate and vice versa, and that the interests of the Company's shareholders and other stakeholders are properly represented.
9. Chair the meetings of the Board, other than meetings of only independent directors, and encourage free and open discussion at meetings of the Board. If the Executive Chairman is unavailable or unable to attend a meeting of the Board, the Lead Independent Director shall chair the meeting, failing which, the Executive Chairman shall ask another director to chair the meeting, or failing which a director present at the meeting shall be chosen to preside over the meeting by a majority of the directors present at such meeting.
10. Ensure that when Board functions are delegated to Board committees, such functions are properly carried out and results are reported to the Board.
11. Ensure that the Board fulfills its mandate.
12. Receive notices and materials for all committee meetings and attend all such meetings whenever possible.
13. Chair every meeting of shareholders, ensuring all committee Chairs and other directors are present and available to answer questions from shareholders.
14. Provide input to the Governance Committee on the nomination or appointment of directors to the Board, the composition and size of Board committees, and the appointment of committee Chairs to favour effective decision-making.
15. Participate in mentoring and orienting new directors.
16. Together with the Governance Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors.
17. Participate and provide input to the Governance Committee on Board succession planning and renewal processes.
18. In conjunction with the Governance Committee (and its Chair), review and assess meeting attendance records and the effectiveness and performance of the Board, its committees (and their Chairs) and individual directors, and the need for improvements.
19. Ensure the Board has the opportunity, at each regularly scheduled meeting, to meet separately without non-independent directors and management personnel present under the guidance of the Lead Independent Director.

With Respect to Business Activities

20. Provide guidance and support to the President and Chief Executive Officer in developing and executing strategy initiatives and meet with the President and Chief Executive Officer regularly to provide feedback and advice on behalf of the Board and other stakeholders.

21. In collaboration with the President and Chief Executive Officer, lead the Company in its relations with shareholders, business partners, financial institutions, government actors, external stakeholders and employees and act as a principal spokesperson for the Company.
22. Monitor the Company's progress toward achieving its strategic plan and keep the Board informed of such progress.
23. Act as a mentor to the Company's senior management.

Other Duties

24. Carry out other duties as requested by the Board or as required by circumstances.

August 13, 2025