



CAE INC.
(the “Company”)

**LEAD INDEPENDENT DIRECTOR OF THE BOARD OF DIRECTORS
POSITION DESCRIPTION**

The Lead Independent Director of the Board of Directors (the “**Board**”) of the Company is primarily responsible for facilitating the functioning of the Board independently of management and for providing independent leadership to the Board.

The Lead Independent Director of the Board shall be appointed by the Board from among the duly elected independent 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 independent directors to fill the vacancy).

The Lead Independent Director of the Board shall:

1. In collaboration with the Executive Chairman, ensure the Board clearly understands and respects the boundaries between Board and management responsibilities.
2. Provide leadership to ensure the Board functions independently of management and the non-independent directors.
3. Cooperate with the Executive Chairman to establish the frequency, dates and locations of meetings of the Board.
4. Provide the Executive Chairman with input as to the preparation of the agendas for meetings of the Board.
5. Chair the meetings of the independent directors of the Board, and in the absence, or at the request, of the Executive Chairman, act as chair of meetings of the Board and encourage free and open discussion at such meetings.
6. Debrief with the Executive Chairman and/or the President and Chief Executive Officer as appropriate, on the discussions held during meetings of the independent directors of the Board.
7. Ensure proper flow of information, from management, external consultants or otherwise, to enable the independent directors who are not part of management to exercise their responsibilities.
8. Where appropriate, retain independent advisors on behalf of the independent directors.

9. Be available to directors who have concerns that cannot be addressed through the Executive Chairman.
10. Recommend, where necessary, the holding of special meetings of the Board or independent directors.
11. Be available, when appropriate and if requested, for consultation and direct communication with the shareholders and other stakeholders of the Company for questions and discussions that are directed to the Lead Independent Director or the independent directors as a group.
12. Carry out other duties as requested by the Board or as required by circumstances.

August 13, 2025