



CAE INC.
(the “Company”)

CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

The Chair of the Board of Directors (the “**Board**”) of the Company is an independent director responsible for the effective functioning of the Board.

The Chair of the Board shall be appointed by 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 independent directors to fill the vacancy, and further provided that any director may chair a Board meeting in the absence of the Chair of the Board).

The Chair of the Board shall:

1. Collaborate with members of the Board, and the President and Chief Executive Officer and the Corporate Secretary, to develop the agenda for Board meetings so as to fully discharge the mandate of the Board.
2. In consultation with the President and Chief Executive Officer, the Corporate Secretary’s Office 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. Ensure proper flow of information, from management, external consultants or otherwise, to enable the Board to exercise its responsibilities.
4. Ensure that all items requiring Board monitoring or evaluation, Board approval or Board recommendations are appropriately addressed.
5. Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent.
6. Ensure that the Board has direct access to such members of senior management as may be required to fulfill its mandate.
7. 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.

8. Take reasonable measures to ensure that the Board has all the structures in place to function independently of senior management.
9. Chair the meetings of the Board and encourage free and open discussion at meetings of the Board.
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. Report to the shareholders on behalf of the Board and play a role in the Company's external relationships in consultation with the President and Chief Executive Officer.
14. Chair every meeting of shareholders.
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. In conjunction with the relevant Committee of the Board (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.
18. Ensure the Board has the opportunity, at each regularly scheduled meeting, to meet separately without non-independent directors and management personnel present.
19. Carry out other duties as requested by the Board or as required by circumstances.

November 13, 2019