



CAE INC.
(the “**Company**”)

CHAIR OF GOVERNANCE COMMITTEE POSITION DESCRIPTION

The Chair of the Governance Committee (the “**Governance Committee**” or the “**Committee**”) of the Board of Directors of the Company (the “**Board**”) is an independent director responsible for the effective and cohesive functioning of the Committee and provides leadership to the Committee as necessary.

The Chair of the Governance Committee 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 Governance Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board, and further provided that any member of the Committee may chair a Committee meeting in the absence of the Chair).

The Chair of the Governance Committee shall:

1. Establish procedures to govern the Committee’s work and ensure the Committee’s full discharge of its duties, including:
 - Collaborating with the Chair of the Board, and members of management where appropriate, to develop the agenda for Committee meetings so as to fully discharge the mandate of the Committee;
 - Ensuring proper flow of information, from management, external consultants or otherwise, to enable the Committee to exercise its responsibilities;
 - Assessing the quality and quantity of documentary materials provided to the Committee;
 - Taking reasonable steps to ensure that the resources available to the Committee are adequate to support its work;
 - Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately addressed;
 - Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent; and

- Ensuring that the Committee has direct access to such members of senior management as may be required by the Board.
2. Chair the meetings of the Committee and encourage free and open discussion at meetings of the Committee.
 3. Report to the Board on behalf of the Committee and act as a liaison between the Committee and the Board.
 4. Ensure that the Committee fulfills its mandate and complies with its obligations to the full Board.
 5. Take reasonable steps to ensure that a proper procedure is in place for assessing on a regular basis, but no less than annually, the Committee's effectiveness and the need for improvements.
 6. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair of the Governance Committee.
 7. Carry out other duties as requested by the Board or as required by circumstances.

November 10, 2017