

AIR CANADA

Position description for the Chair of the Governance and Nominating Committee ("Committee")

The Chair shall be appointed by the Board of Directors. If there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board of Directors.

The Chair of the Committee shall:

- Be satisfied that the Committee fulfills the objectives and responsibilities set out in its charter;
- Be satisfied that enough time and attention is given to each aspect of the Committee's responsibilities;
- Be satisfied that members of the Committee maintain the level of independence required by applicable legislation;
- Review the annual assessment of the Committee and take the appropriate measures to correct the weaknesses underlined by the assessment;
- Be satisfied that the other members of the Committee understand the role and responsibilities of the Committee;
- Be satisfied that sufficient information is provided by management to enable the Committee to exercise its duties;
- Be satisfied that all Committee recommendations to the Board are appropriately tabled;
- Be satisfied that external advisors retained or to be retained by the Committee are appropriately qualified;
- Be satisfied that the Committee has access to such members of senior management as required from time to time;
- Be satisfied that the members of the Committee have the skills, experience and talents required for the Committee on an ongoing basis;
- Chair every meeting of the Committee and encourage candid, free and open discussions at meetings of the Committee;
- Report to the Board of Directors on behalf of the Committee; and
- Carry out other duties as requested by the Board, depending on need and circumstances.

November 4, 2016