

## **Corporate Governance and Nominating Committee**

### **1.1 Membership and Quorum**

- a minimum of three directors who shall all be outsiders, unrelated and independent;
- quorum: a majority of the members.

### **1.2 Frequency and Timing of Meetings**

- normally, in conjunction with Bombardier Board meetings;
- at least three times a year and as necessary.

### **1.3 Chairman of the Corporate Governance and Nominating Committee**

One of the members of the Corporate Governance and Nominating Committee shall act as Chairman. The responsibilities of the Chairman of the Corporate Governance and Nominating Committee include the following:

#### *A. Providing leadership to enhance the Corporate Governance and Nominating Committee effectiveness*

- ensuring that the Corporate Governance and Nominating Committee works as a cohesive team and providing the leadership essential to achieve this;
- ensuring that the resources available to the Corporate Governance and Nominating Committee (in particular timely and relevant information) are adequate to support its work.

#### *B. Managing the Corporate Governance and Nominating Committee*

- setting the agenda of the Corporate Governance and Nominating Committee, in consultation with the Chairman of the Board and Chief Executive Officer, and prior to the meeting of the Corporate Governance and Nominating Committee, circulating the agenda to the members of the Corporate Governance and Nominating Committee;

- adopting procedures to ensure that the Corporate Governance and Nominating Committee can conduct its work effectively and efficiently, overseeing the Corporate Governance and Nominating Committee structure and composition, scheduling and management of meetings;
- ensuring that the conduct of the Corporate Governance and Nominating Committee meetings provides adequate time for serious discussion of relevant issues;
- ensuring that the outcome of the meeting of the Corporate Governance and Nominating Committee and any material matters reviewed at such meeting are reported to the Board at its next regular meeting.

#### **1.4 Mandate**

The responsibilities of the Corporate Governance and Nominating Committee include the following:

##### *A. Monitoring the composition of the Board and its committees and of their remuneration*

- monitoring the size, independence and composition of the Board to ensure effective decision-making;
- developing, reviewing and monitoring, in consultation with the Chairman of the Board and Chief Executive Officer, criteria for selecting directors that strive to attain a diversity of competencies, genders, personal qualities, geographical representation, business background, cultural background, experience, overall expertise and financial competency, taking into account Bombardier's circumstances and needs;
- in consultation with the Chairman of the Board and Chief Executive Officer, identifying candidates qualified to become Board members and recommending that the Board either select the director nominees for the next annual or special meeting of shareholders or, if need be, in accordance with the laws governing Bombardier, appoint up to two candidates as Board members who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders;
- after consultation with the Chairman of the Board and Chief Executive Officer, retaining any independent recruiting firm to identify director candidates, including fixing such firm's fees and other retention terms, if so required;

- recommending director share ownership guidelines and, in doing so, taking into consideration any directors' deferred stock unit plan in effect;
- monitoring the annual assessment of the performance of the Board, Board Committees, Committee chair and Board members and reviewing annually, with the Chairman of the Board and Chief Executive Officer, the performance of the Board, Board Committees, Committee chairs and Board members prior to the next annual meeting of shareholders;
- from time to time, examining, with the assistance of one or more independent compensation experts if deemed advisable, and making recommendations to the Board with respect to, the compensation of the non-executive directors and Committee chairs and members, including the granting of equity-based compensation;
- authorizing, as deemed appropriate, the retaining of external advisors by Board members or Committees and the necessary funding for the payment of such advisors, except in the case of the Audit Committee, and the Human Resources and Compensation Committee, which are autonomous in this respect.

*B. Overseeing Corporate Governance matters*

- monitoring the corporate governance principles applicable to Bombardier and the disclosure of such principles;
- monitoring procedures for meeting the Board's information needs, including formal and informal access to executive management;
- in consultation with the Chairman of the Board and Chief Executive Officer, reviewing, as applicable, Bombardier's orientation and continuing education programs for Directors;
- monitoring the Code of Ethics and Business Conduct which is applicable to Bombardier's directors, its Chairman of the Board and Chief Executive Officer and senior financial officers, other officers and employees, and such other policies as may be approved by the Board from time to time and ensuring compliance with Bombardier's Policy Regarding Diversity;
- without limiting the generality of the foregoing, on a periodic basis, the Corporate Governance and Nominating Committee:

- assesses the effectiveness of the Board nomination process at achieving Bombardier's diversity objectives;
- measures the annual and cumulative progress in achieving its gender diversity targets; and
- monitors the implementation of Bombardier's Policy Regarding Diversity;
- assisting the Chairman of the Board and Chief Executive Officer in determining Board Committee composition;
- reviewing from time to time the Bombardier's Corporate Governance Manual and, in particular, the charters of the Board and of each of its Committees in order to ensure that they are all consistent with each other and, if need be, resolving any issue or conflict between any of them;
- ensuring that a statement of corporate governance practices is included in Bombardier's annual report or management proxy circular.

## **1.5 Miscellaneous**

- The Corporate Governance and Nominating Committee chair or another member of the Corporate Governance and Nominating Committee will attend annual shareholder meetings and may be asked to respond directly to any questions shareholders may have on corporate governance and nominations.
- The Corporate Governance and Nominating Committee shall, each year, assess its performance and report to the Board on the results of this assessment as well as the relevance of the mandate of the Corporate Governance and Nominating Committee.
- Nothing contained in the above mandate is intended to transfer to the Corporate Governance and Nominating Committee the Board responsibility to ensure Bombardier's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Corporate Governance and Nominating Committee.