



POSITION DESCRIPTION FOR CHAIR OF THE BOARD

The chair (the “**Chair**”) of the board of directors (the “**Board**”) of Cargojet Inc. (the “**Company**”) shall be selected by the Board for a one (1) year term. If the Board has an executive chair (the “**Executive Chair**”), then the Board shall select one of the independent members of the Board to be appointed as the lead director (the “**Lead Director**”) of the Board.

The duties and responsibilities of the Chair as they relate to the following matters, are as follows:

Leadership and Governance

- Providing overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the “**Directors**”);
- Working with the executive officer(s) holding the position of Chief Executive Officer, Lead Director and the other Directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities; and
- Fostering ethical and responsible decision making by the Board, the committees of the Board and individual Directors.

Board Meetings

- Ensuring the Board meets according to its regular schedule and otherwise as required;
- Chairing the meetings of the Board, including requiring appropriate briefing materials to be delivered to the Board in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual Directors and ensuring clarity and due recording of decisions of the Board;
- Preparing or causing to be prepared agendas for meetings of the Board in consultation with any chairs of the committees of the Board and the Lead Director, as appropriate;
- Ensuring that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information; and
- Creating a cooperative atmosphere where Directors are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion.

Board Committees

- Ensuring that the duties and responsibilities of the committees of the Board are carried out in accordance with the charters of such committees;
- Assisting the committees of the Board in bringing their recommendations forward to the Board for consideration; and
- Assisting the Corporate Governance Committee in identifying and assessing potential candidates for nomination as Directors.

Senior Executives

- Ensuring the Board works in an open and productive manner with senior executives of the Company and receives appropriate and timely information, material and reports from senior executives of the Company in order to permit the Board to effectively discharge its duties and responsibilities.

Other Duties

- Chairing meetings of the shareholders of the Company; and
- Carrying out such other duties and responsibilities as the Board may request from time to time.

In the event the Board has an Executive Chair, the following additional duties and responsibilities shall apply:

Strategic Planning

- Providing overall vision and strategic direction to maximize long term shareholder value;
- Ensuring the development of a strategic plan for the Company to maximize shareholder value and recommend the plan to the Board for consideration;
- Providing leadership and direction in respect of overall Company strategy, strategic customer partnerships, acquisitions of major assets (including aircraft), and corporate governance matters; and
- Acting as a mentor for emerging talent within the Company.

Dated: February 23, 2024

Approved by: Corporate Governance Committee
Board of Directors of the Company