

BOMBARDIER INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE (the “Committee”)

1.1 Membership and Quorum

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

1.2 Frequency and Timing of Meetings

- normally, in conjunction with regular quarterly meetings of the Board of Directors of Bombardier (the “**Board**”); and
- at least three times a year and as necessary.

1.3 Chair of the Committee

One of the members of the Committee shall act as Chair. The responsibilities of the Chair of the Committee include the following:

A. PROVIDING LEADERSHIP TO ENHANCE THE COMMITTEE’S EFFECTIVENESS

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

B. MANAGING THE COMMITTEE

- setting the agenda of the Committee, in consultation with the Chair of the Board and the President and Chief Executive Officer (“**CEO**”), and prior to each meeting of the Committee, ensuring an agenda is circulated to the Committee members;
- adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, overseeing the Committee structure and composition, and scheduling and management of meetings;
- ensuring that the conduct of the meetings of the Committee provides adequate time for serious discussion of relevant issues; and
- ensuring that the outcome of the meetings of the 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 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 Chair of the Board and the President and CEO, 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 Chair of the Board and the President and CEO, 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 Chair of the Board and the President and CEO, retaining any independent recruiting firm to identify director candidates, including fixing such firm's fees and other retention terms, if so required;
- recommending to the Board director share ownership guidelines and, in doing so, taking into consideration any directors' deferred stock unit plan (or similar equity-based plan) in effect;
- monitoring the annual assessment of the performance of the Board, committees of the Board, committee chairs and Board members, and reviewing annually, with the Chair of the Board and the President and CEO, the performance of the Board, committees of the Board, 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 by the Committee (including authorizing such experts' fees and other terms and conditions), 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; and
- authorizing, as deemed appropriate, the retaining of external advisors by Board members or committees of the Board 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 Bombardier’s environmental, social and governance (“**ESG**”) plan, practices, related policies, and disclosure with respect to same;
- reviewing and, if appropriate, recommending to the Board for approval Bombardier’s annual environmental, social and governance report (“**ESG Report**”), all in conjunction with the Audit Committee of the Board which has specific responsibility to monitor, review and recommend to the Board approval and disclosure of any ESG-related metrics within an ESG Report;
- monitoring procedures for meeting the Board’s information needs, including formal and informal access to executive management;
- in consultation with the Chair of the Board and the President and CEO, reviewing, as applicable, Bombardier’s orientation and continuing education programs for directors;
- monitoring and ensuring compliance with the Code of Ethics, which is applicable to Bombardier’s directors, the Chair of the Board, the President and CEO, and other officers and employees, and such other policies as may be approved by the Board from time to time;
- without limiting the generality of the foregoing, on a periodic basis, the Committee:
 - assesses the effectiveness of the Board nomination process at achieving Bombardier’s diversity objectives for the Board;
 - measures the annual and cumulative progress in achieving its gender diversity targets, and any other approved diversity targets, for the Board; and
 - monitors the implementation of Bombardier’s Policy Regarding Diversity with respect to Board appointments, and recommends to the Board for approval any modifications to such policy;
- assisting the Chair of the Board and the President and CEO in determining composition of committees of the Board;
- reviewing on an annual basis Bombardier’s Corporate Governance Manual and, in particular, (i) the mandate of the Board, (ii) the charters of each of the committees of the Board and (iii) the mandates of the Chair of the Board and of the President and CEO, in order to ensure their continued relevance and that they are all consistent with each other and, if need be, resolving any issue or conflict between any of them; the Committee shall recommend to the Board for approval any amendments to such mandates and charters that it deems necessary or desirable;

- reviewing from time-to-time, and recommending to the Board for approval, the adoption, termination or amendment of (i) any policies governing the functioning, operations or composition of the Board or the directors and (ii) any corporate policies of Bombardier to be approved by the Board that are not otherwise subject to the recommendation of another committee of the Board, including the following:
 - Authority Limits (Delegation of Authority Matrix policy)
 - Code of Ethics;
 - Speak-Up Policy;
 - Health, Safety & Environment Policy;
 - Corporate Aircraft Utilization policy; and
 - Board Interlocks policy;
- reviewing and recommending to the Board for approval of (i) Bombardier’s annual information form, (ii) the statement of corporate governance practices to be included in Bombardier’s management proxy circular, and (iii) Bombardier’s report required under the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (Canada) or under similar “modern slavery” legislation; and
- reviewing and approving any exemptions from the Board Interlocks policy.

1.5 Miscellaneous

- The Committee shall conduct an annual review and assessment of its performance and effectiveness, including a review of the relevance of its terms of reference, as stated in this Charter, and shall consider any reports and recommendations received from the other committees of the Board with respect to their own assessment of their performance and effectiveness and relevance of their terms of reference, and shall report the results of these reviews to the Board.
- Nothing contained in this Charter is intended to transfer to the Committee the Board’s 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 Committee.
- With respect to any policies, procedures, reports, documents, filings, disclosures, contracts, agreements, assessments, decisions or other similar actions or events that are subject to approval by the Committee or to recommendation to the Board of Directors for approval, in the event of any discrepancy between this Charter and the Delegation of Authority Matrix policy approved by the Board, from time-to-time, as regards the required level of approval, the terms of the Delegation of Authority Matrix policy shall prevail.
- For any reference herein to the title of an officer, employee or other individual who performs a particular function, should an individual no longer hold that particular title, the reference shall be substituted with an individual performing an equivalent function.