



CONFIDENTIAL

## **MAGELLAN AEROSPACE CORPORATION CHARTER OF ENVIRONMENTAL AND HEALTH & SAFETY COMMITTEE**

### **MANDATE**

The Environmental and Health & Safety Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Magellan Aerospace Corporation (the "Corporation"). The mandate of the Committee is to review policies and programs for management of environmental and health & safety matters.

### **MAJOR RESPONSIBILITIES AND FUNCTIONS**

In carrying out its mandate, the Committee shall:

- Act in an advisory capacity to the Board.
- Assess management's environmental and health & safety policies and practices and ensure that remedial plans and programs are carried out and adequate reserves are in place.
- Oversee the Corporation's performance in environmental and health & safety matters and review management's report on the Corporation's compliance or non-compliance with applicable environmental, health and safety regulatory requirements.
- Monitor trends, and review current and emerging policy in the area of environment and health & safety.
- Ensure management's commitment to minimize the impact of the Corporation's businesses on the environment through a program of continual improvement in environmental and health & safety performance, achieved by implementing a feasible and comprehensive environmental and health & safety policy with measurable and achievable targets as resources become available and technology improves.
- Ensure that processes are in place to annually evaluate the performance of the Committee and its mandate and to report thereon to the Board.

Nothing contained in this charter is intended to transfer to the Committee the Board's responsibility to ensure the Corporation'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.

### **OPERATION OF COMMITTEE**

#### ***Reporting***

The Committee shall report to the Board following each meeting of the Committee.

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### ***Composition of Committee***

The Committee shall consist of not less than 3, nor more than 5 directors, a majority of whom shall qualify as independent directors.

### ***Appointment of Committee Members***

Members of the Committee shall be appointed by the Board at a meeting, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

### ***Vacancies***

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

### ***Chairman***

The Chairman of the Board, based on the recommendation of the Governance and Nominating Committee, will recommend an independent director as chairman of the Committee to the Board for approval.

If the chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

The chairman presiding at any meeting shall not have a casting vote.

### ***Secretary***

The Committee shall appoint a secretary who need not be a member of the Committee or a director of the Corporation. The secretary shall keep minutes of the meetings of the Committee.

### ***Committee Meetings***

The Committee shall meet at least annually at the call of the chairman of the Committee. In addition, a meeting may be called by any director.

Committee meetings may be held in person, by video-conference, by means of telephone or by any combination of any of the foregoing.

### ***Notice of Meeting***

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at the

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meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

### ***Quorum***

A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.

### ***Attendance at Meetings***

The President and Chief Executive Officer is expected to be available to attend meetings, but a portion of every meeting will be reserved for in-camera discussion without the President and Chief Executive Officer, or any other member of management, being present.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

### ***Minutes***

Minutes of Committee meetings shall be sent to all Committee members.

### ***Engaging Outside Resources***

The Committee is empowered to engage outside resources, as it deems advisable, at the expense of the Corporation.

**Approved** by the Board of Directors on December 8, 2015.

**Reviewed** by the Committee on August 10, 2016.

**Reviewed** by the Committee on August 14, 2017.