

## **AVIATION SECTOR ADVISORY COMMITTEE CHARTER**

*The Aviation Sector Advisory Committee (the “Committee”) to the board of directors (the “Board”) of Exchange Income Corporation (the “Company”) will carry out the procedures, responsibilities and duties set out below, with an aim of promoting the aviation sector of the Company.*

### **PURPOSE**

1. The purpose of the Committee is to act as a board of advisors to the affiliates the Company operating in the aviation sector (the “Aviation Affiliates”). **For greater certainty, the Committee is only an advisory committee to the Board and no powers of the Board have been or may be delegated to the Committee.**

### **SKILLS AND EXPERIENCE**

2. Members of the Committee shall:

- (i) demonstrate skills and experience that are complementary to the current members, and helpful with the current activities and strategic direction, of management of the Aviation Affiliates;
- (ii) utilize external relationships and resources in making a contribution and adding value to the management of the Aviation Affiliates;
- (iii) effectively apply his or her knowledge, experience and expertise to issues confronting the Aviation Affiliates; and
- (iv) serve as a helpful resource to the management of the Aviation Affiliates, where necessary and appropriate.

### **STRATEGIES AND PLANS**

3. Members of the Committee shall:

- (i) maintain and demonstrate a comprehensive understanding of the strategic direction and annual plans of the Aviation Affiliates, including an understanding of the principal risks of the Aviation Affiliates;
- (ii) contribute and add value to discussions regarding the strategic direction of the Aviation Affiliates; and
- (iii) participate in monitoring and evaluating the success of management of the Aviation Affiliates in achieving established goals set out in the strategic and annual plans of the Aviation Affiliates.

## **COMMUNICATION AND INTERACTION**

### 4. Members of the Committee shall:

- (i) interact appropriately with the leadership and management of the Aviation Affiliates;
- (ii) participate fully and frankly in Committee deliberations and discussions;
- (iii) be team players – work effectively with fellow Committee members and be positive and constructive forces within the Committee;
- (iv) communicate persuasively and logically, voice concerns, listen and raise tough questions in a manner that encourages open discussion;
- (v) be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of the discussion and exercise independent judgment; and
- (vi) advise the Chair of the Committee reasonably in advance when introducing significant and/or previously unknown information or material at a Committee meeting.

## **BUSINESS, COMPANY AND INDUSTRY KNOWLEDGE**

### 5. Members of the Committee shall:

- (i) maintain and demonstrate a strong understanding of the Aviation Affiliates' business, services/products, markets and operations;
- (ii) maintain and demonstrate knowledge of important industry trends and the competitive environment;
- (iii) where appropriate, use contacts to increase understanding of the various issues with which the Committee is concerned;
- (iv) establish knowledge of the Aviation Affiliates' senior management teams and other high potential senior employees; and
- (v) remain knowledgeable about the Aviation Affiliates' operations and visit them when appropriate.

## **RESPONSIBILITIES AND DUTIES**

6. The Committee shall perform the advisory duties set out in this charter, as well as such other advisory duties as may be delegated to the Committee by the Board from time to time.

## **MEMBERSHIP**

7. The Committee shall consist of no fewer than three and no more than five directors and with the approval of the Board, non-directors may be appointed in addition. If not otherwise a member of the Committee, in addition, the Chair of the Board shall be an *ex-officio* member of the Committee.

8. The Board will annually appoint the members of the Committee.

9. The members of the Committee will serve at the pleasure of the Board and may be removed or replaced at any time, with or without cause, by a majority vote of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by appointment of the Board as soon as is deemed appropriate and reasonably possible following the vacancy.

## **MEETINGS**

### *Timing*

10. The Committee shall meet at least four times in each fiscal year. Additional meetings may be called at the direction of the Board, the Chair of the Committee, or as the Committee deems necessary to carry out its functions and duties effectively.

11. On an annual basis, the Committee shall review and prepare a calendar detailing the dates, times and locations of Committee meetings for the following two calendar years (the "Scheduled Meetings").

12. In the event of any revisions to the Scheduled Meetings, or Committee meetings called in addition thereto, notice must be given orally, or in writing (including by facsimile or email) to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

13. The Chair of the Committee shall be involved in the preparation of an agenda for each Committee meeting, and arrange to forward such agenda to each member of the Committee at a time reasonably in advance of the meeting.

### *Attendance*

14. The Chair of the Committee shall preside at the Committee meetings. In the absence of the Chair, an alternate may be elected by the Committee to preside at a meeting.

15. The Company Secretary, or a person delegated by the Company Secretary, will be the secretary to the Committee and will be responsible for recording the minutes of each Committee meeting. Copies of the minutes will be forwarded to all Committee members

in a timely manner, and the originals will be maintained at the head office of the Company.

16. The Committee may invite to its meetings other members of the Board, senior executives of the Company, management of the Company, management of the Aviation Affiliates and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also excuse from its meetings any persons it deems appropriate in order to carry out its responsibilities.

#### *Procedure*

17. All Committee meetings shall be conducted in accordance with the procedure for meetings of a committee of the Board set forth in the By-laws of the Company, notwithstanding the fact that the Committee is only an advisory committee to the Board and has not been delegated any powers of the Board.

18. The Committee may schedule in camera meetings to take place either before or after each Committee meeting.

#### **AUTHORITY**

19. This charter gives the Committee the authority to carry out the responsibilities described in this charter, and any other responsibilities that the Committee deems necessary to fulfill its obligations and assist the Board in meeting its responsibilities and obligations in respect of matters addressed in this charter.

20. As appropriate, the Committee may retain independent advisors to help it carry out its responsibilities, including fixing such advisors' fees and retention terms, subject to advising the Chair of the Board.

#### **REPORTS**

21. The Chair of the Committee shall report to the Board regularly regarding its deliberations. The Committee shall make such recommendations to the Board as it may deem appropriate but shall have no decision-making authority on behalf of the Board or the Company.

22. The Committee shall review and recommend to the Board the information to be included in any publicly issued written reports relating to the aviation sector of the Company as well as any other such reports relating to the activities of the Committee as may be required by the Company, the Board or the Committee.

#### **MISCELLANEOUS**

23. The Committee shall conduct an annual review and assessment of its performance, including a review of its compliance with this charter. In conducting its review, the

Committee shall take into account all applicable legislative and regulatory requirements, and any guidelines recommended by regulators or stock exchanges with which the Company has a reporting relationship. The Committee may approve revisions to this charter, with guidance from the Chair of the Corporate Governance Committee when appropriate.

24. Nothing contained in this charter is intended to assign or delegate to the Committee any powers of the Board including the Board's responsibility to ensure the Company's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements to the members of the Committee.

May 14, 2014