



AIR CANADA

FOR USE BY HOLDERS OF CLASS A VARIABLE VOTING SHARES OR CLASS B VOTING SHARES

PROXY

THIS PROXY IS SOLICITED BY THE MANAGEMENT OF AIR CANADA IN CONNECTION WITH THE 2019 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD AT THE METRO TORONTO CONVENTION CENTRE, SOUTH BUILDING, 222 BREMNER BOULEVARD, TORONTO, ONTARIO, ON MAY 6, 2019 AT 10:30 A.M. (EASTERN TIME) (the "Meeting").

The undersigned holder of Class A variable voting shares or Class B voting shares of Air Canada hereby appoints Vagn Sørensen, Calin Rovinescu or Carolyn Hadrovic, or instead of any of the foregoing, _____ as such holder's proxyholder, with full power of substitution, to attend, act and vote on my behalf in respect of all matters that may come before the Meeting, and at any and all adjournments thereof to the same extent and with the same power as if the undersigned were personally present thereat and with authority to vote and act in such proxyholder's discretion with respect to amendments or variations to matters referred to in the notice of Meeting and with respect to other matters which may properly come before the Meeting. The proxyholder is hereby directed to vote for, withhold from voting or vote against, as applicable, including on any ballot that may be called for, the shares represented by this Proxy in accordance with the instructions of the undersigned indicated below. If no choice is indicated for any particular item specified below, the shares represented by this Proxy will be voted FOR such item. The undersigned hereby revokes any prior proxy or proxies relating to the shares represented by this Proxy and ratifies and confirms all that the proxyholder may do by virtue of this appointment, provided that such proxyholder votes in accordance with the instructions set out herein.

(1) ELECTION OF DIRECTORS

The nominees proposed by the management of Air Canada are detailed in the Management Proxy Circular.

- CHRISTIE J.B. CLARK [] Vote for [] Withhold from voting
GARY A. DOER [] Vote for [] Withhold from voting
ROB FYFE [] Vote for [] Withhold from voting
MICHAEL M. GREEN [] Vote for [] Withhold from voting
JEAN MARC HUOT [] Vote for [] Withhold from voting
MADELEINE PAQUIN [] Vote for [] Withhold from voting
CALIN ROVINESCU [] Vote for [] Withhold from voting
VAGN SØRENSEN [] Vote for [] Withhold from voting
KATHLEEN TAYLOR [] Vote for [] Withhold from voting
ANNETTE VERSCHUREN [] Vote for [] Withhold from voting
MICHAEL M. WILSON [] Vote for [] Withhold from voting

(2) APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS

- [] Vote for [] Withhold from voting

(3) ADVISORY VOTE ON EXECUTIVE COMPENSATION

Consideration and approval in an advisory, non-binding capacity of a resolution, in the form set out in Schedule "A" of the Management Proxy Circular, in respect of Air Canada's approach to executive compensation, as more particularly described in the Management Proxy Circular.

- [] Vote for [] Vote against

(4) PLAN OF ARRANGEMENT TO AMEND AIR CANADA'S RESTATED ARTICLES OF INCORPORATION

Consideration and approval of a special resolution, a copy of which is reproduced at Schedule "B" of the Management Proxy Circular, in respect of the plan of arrangement effecting amendments to the restated articles of incorporation of Air Canada to align the restrictions on the level of non-Canadian ownership and voting control with those prescribed by the definition of "Canadian" in subsection 55(1) of the Canada Transportation Act.

- [] Vote for [] Vote against

DECLARATION OF CANADIAN STATUS

The undersigned certifies that it has made reasonable inquiries as to the Canadian status of the registered holder and the beneficial owner of the shares represented by this Proxy and has read the definitions found on the reverse side so as to make an accurate Declaration of Canadian status. The undersigned hereby certifies that the shares represented by this Proxy are owned and Controlled by a Canadian.

- [] Yes [] No

IF YOU DO NOT COMPLETE THIS DECLARATION OF CANADIAN STATUS OR IF IT IS DETERMINED BY AIR CANADA OR ITS TRANSFER AGENT THAT YOU INCORRECTLY INDICATED (THROUGH INADVERTENCE OR OTHERWISE) THAT THE SHARES REPRESENTED BY THIS PROXY ARE OWNED AND CONTROLLED BY A CANADIAN, THE SHARES REPRESENTED BY THIS PROXY WILL BE DEEMED TO BE OWNED AND CONTROLLED BY A PERSON THAT IS NOT A CANADIAN.

1 See definition of "Control" on the reverse side of this Proxy.
2 See definition of "Canadian" on the reverse side of this Proxy.

DATE : _____
(Signature of Shareholder)

INSTRUCTIONS FOR COMPLETION OF THIS PROXY:

1. This Proxy must be dated and signed by the holder of the shares represented by this Proxy, or his or her attorney duly authorized in writing, or if the shareholder is a corporation or other legal entity, by an authorized officer or attorney. If the signatory is acting in a fiduciary or representative capacity, provide full particulars of such appointment and authority.
2. **A shareholder has the right to appoint a person to attend and act for him or her and on his or her behalf at the Meeting other than any of the persons designated in this form of proxy.** Such right may be exercised by filling in the name of such person in the blank space provided on the other side of this Proxy. A person appointed as nominee to represent a shareholder need not be a shareholder of Air Canada. **A person appointed as proxyholder must be present at the Meeting to vote** and may be required to certify whether such person is a Canadian (as defined below).
3. If this Proxy is undated, it will be deemed to be dated the date on which it was mailed on behalf of Air Canada.
4. Any of the joint holders of shares of Air Canada may sign a form of proxy in respect of such shares but, if more than one of them is present at the Meeting or represented by proxyholder, then the one whose name appears first in the register of the holders of such shares, or that one's proxyholder, will alone be entitled to vote in respect thereof.
5. Proxies must be received by Air Canada's transfer agent, AST Trust Company (Canada), by facsimile at 1-866-781-3111 (toll free in Canada and the United States) or 416-368-2502 (other countries), or at its principal offices in Montréal, Toronto, Calgary or Vancouver prior to 4:00 p.m. (Eastern time) on May 2, 2019. The addresses of principal offices are found on page 99 of the Management Proxy Circular.

DEFINITIONS:

"Canadian" means:

- (a) a Canadian citizen or a permanent resident (as defined in the *Citizenship Act* and the *Immigration and Refugee Protection Act*, a summary definition of each of which is provided below);
- (b) a government in Canada or an agent or mandatary of such a government; or
- (c) a corporation or entity that is incorporated or formed under the laws of Canada or a province, that is controlled in fact by Canadians and of which at least 51% of the voting interests are owned and controlled by Canadians and where:
 - (i) no more than 25% of the voting interests are owned directly or indirectly by any single non-Canadian, either individually or in affiliation with another person; and
 - (ii) no more than 25% of the voting interests are owned directly or indirectly by one or more non-Canadians authorized to provide an air service in any jurisdiction, either individually or in affiliation with another person.

"Canadian citizen" means, among others:

- (a) a person who was born in Canada after February 14, 1977; or
- (b) a person who was born outside of Canada after February 14, 1977 and at the time of his or her birth one of his or her parents, other than a parent who adopted him or her, was a Canadian citizen; or
- (c) a person who has been granted or has acquired citizenship pursuant to section 5 or 11 of the *Citizenship Act* and, in the case of a person who is 14 years of age or over on the day that he or she is granted citizenship, he or she has taken the oath of citizenship; or
- (d) a person who has been granted citizenship under section 5.1 of the *Citizenship Act*; or
- (e) a person who was a citizen immediately before February 15, 1977; or
- (f) a person who was entitled, immediately before February 15, 1977, to become a citizen under paragraph 5(1)(b) of the former *Canadian Citizenship Act*; and
- (g) a person who has not lost his or her Canadian citizenship pursuant to paragraph 3(1) of the *Citizenship Act*.

"Control" means control in any manner that results in control in fact, whether directly or indirectly, through the ownership of securities or otherwise including through a corporation, trust, an agreement or arrangement, and without limiting the generality of the foregoing, a corporation is deemed to be controlled by a person if securities of the corporation to which are attached more than 50% of the votes that may be cast to elect directors of the corporation are held, directly or indirectly, whether through one or more subsidiaries or otherwise (other than by way of security only), by or for the benefit of that person, and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the corporation; and a partnership is deemed to be controlled by a person if the person holds an interest in the partnership that entitles the person to receive more than 50% of the profits of the partnership or more than 50% of its assets on dissolution.

"Permanent resident" means, among others:

- (a) a person who has acquired permanent resident status; and
- (b) a person who has not become a Canadian citizen; or
- (c) a person with respect to whom no removal order made against him or her has come into force; or
- (d) a person with respect to whom no final determination has been made that he or she has not complied with the residency obligation of 730 days in any five-year period, as provided in the *Immigration and Refugee Protection Act*; or
- (e) a person with respect to whom no final determination has been made to vacate his or her claim or application for refugee protection.